



COPEINCA

CODE OF CONDUCT

INTRODUCTION

The Board of COPEINCA has approved the present Code of Conduct, as a reference of the behavior that all collaborators of the Company are due to lead at any moment and circumstance; guarding by the good reputation of the Company and like a commitment towards the excellence.

The Board has designated an Ethics Officer to keep the fulfillment of the principles and rules of the present Code of Conduct, by all workers of COPEINCA.

An Ethics Line has been implemented, through this channel any collaborator can communicate of anonymous way breaches of the Code of Conduct or Working Rules, or any antiethical conduct. This line is at the disposal of the collaborators through the page Web www.copeinca.com.

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I. GENERAL FEATURES OF COMPANY CONDUCT

Commitment to excellence is a fundamental part of COPEINCA philosophy. As a result, it is essential we uphold appropriate conduct in the business to safeguard our reputation. Consequently all collaborators must conduct ourselves and act correctly at all times and in all circumstances.

COPEINCA presents this Code of Conduct to the Directors, Managers and collaborators in general who should put into practice the principles, rules and responsibilities it contains.

In synthesis the conduct required by this code means:

- Acting with honesty and integrity with all our groups of interest such as collaborators, clients, suppliers, shareholders and others with whom COPEINCA maintains a relationship.
- Maintaining impartiality, dignity and respect to generate an atmosphere free of hostility and discrimination.
- Avoiding conflicts between interested personnel and professionals.
- Complying with all applicable laws and regulations.
- Promoting the reporting of any violation, or failure to observe this code.

COPEINCA is obligated to communicate this Code of Conduct to all its collaborators and members of the board of directors. All the collaborators and directors are bound to know and understand the Code of Conduct and to request clarification on the information it contains to their immediate superior or to the Head of Human Relations.

II. POLICIES, RULES AND PRACTICES.

The directors and collaborators to whom this code applies must comply with the conduct guidelines that are set out below:

1. Behavior based on mutual respect

COPEINCA promotes the conditions to produce a positive and constructive working climate, based on trust, cooperation, and mutual respect. Intimidating and abusive behavior, physical or emotional or psychological ill treatment or disrespectful language or gestures are not acceptable.

2. Equal opportunities

COPEINCA does not accept any form of harassment or discrimination, be it for sex, religion, race, nationality, culture, social class, incapacity, sexual orientation, civil status, age or political option. Only the abilities, capacities and efforts of each collaborator will be taken into account in the recruitment, training, compensation and promotion processes. The company offers equal opportunities to all its collaborators.

3. Diligence

All stakeholders subject to this code will ensure that everything published by the company is true, clear, sufficient and timely, providing honest and reliable information on its activities.

4. Intoxicants

The consumption, possession and distribution of alcoholic beverages or illegal drugs within the company are forbidden as is attendance at work under the effects of the same. The production, possession or trafficking of illegal substances are causes for immediate dismissal.

5. Confidential Information

The safekeeping of COPEINCA confidential information is vitally important, consequently no person subject to this code should hand-over, or reveal said information to anyone outside the company unless such divulgence has been authorized by the General Manager or has been demanded by a legal authority. Confidential information includes commercial secrets, technology, ownership, research and development, lists of clients and suppliers, markets, prices, projects, financial information, business plans and the personal information of shareholders, directors, collaborators, clients, suppliers and other individuals. All files, records and reports acquired or created by our work are to be considered the property of COPEINCA. Collaborators who cease to be employed by the company and have access to confidential information must protect and maintain this confidentiality.

Directors, Managers and collaborators whose functions require them to have access to confidential information are the only persons authorized to use it.

6. Conflict of Interest

All collaborators and board members must avoid any activity that could compromise or apparently compromise their judgment and objectivity in the development of their duties in COPEINCA's name. Collaborators must reveal the existence of any potential conflict of interest in which they are directly or indirectly implicated, informing in writing the details of said situation to their immediate superior or to the Ethics Officer. This conflict occurs when the interests of the persons subject to this Code, or those of their families or related third parties are contrary to, interfere with or could interfere with, the interests of COPEINCA in any way.

Some examples of conflict of interest are:

- Be an employee, director or advisor, and have a significant interest in a company client, supplier, or competitor.
- Receive for one's own benefit gifts, loans, favors, supplier discounts, without the clear authorization of the company.
- Personally benefit by the use of company assets.

- Use confidential information to the detriment of the company's interests.

In the case of conflict of interest related to a member of the Board of Directors, the information must be communicated to the Board, and the member involved must abstain from participating in the board's deliberations and in the adoption of any related agreements.

7. Safekeeping and appropriate use of assets.

It is the responsibility of all collaborators of the company to use appropriately and safeguard COPEINCA assets which are understood to be tangible and intangible goods, documents and information. Assets must be used only for the legitimate interests of the company. Any collaborator found stealing or trying to steal any COPEINCA asset, including documents, intellectual property, money or other personal goods owned by other collaborators will be separated immediately from the company and his work contract terminated. In such cases, without prejudice, the company may proceed to undertake pertinent legal proceedings.

8. Compliance with laws in general

All collaborators must be attentive to compliance with national and international standards, regulations and legal conditions applicable to the company. COPEINCA is firmly committed to compliance with any applicable legal requirement.

9. Bribes, gifts and favors

The offer, payment, soliciting or acceptance of bribes in any form whether directly or indirectly is unacceptable to COPEINCA. Any transaction of this nature must be reported immediately to the immediate superior or to the Ethics Officer.

Gifts and favors may be received and given, providing they are small in value and frequency and do not exceed US\$50.00 (Fifty United States Dollars). Gifts must never be solicited or requested.

Collaborators of COPEINCA or members of the board must never accept gifts in cash, valuable objects or favors that affect integrity or independence, in the company's business negotiations or decisions.

10. Safety, occupational health and environment

COPEINCA is committed to creating and maintaining a safe working environment, ensuring the wellbeing of its collaborators, forming a culture of prevention in terms of safety, occupational health and contamination. Our collaborators must act in total conformity with applicable environmental law and regulations, bearing in mind the environmental consequences of any company decisions. The protection of the lives and the health of our collaborators is a priority as is the identification and prevention of hazards to the environment, occupational health and safety; actions must be implemented that permit them to be controlled.

11. Social Responsibility

COPEINCA applies entrepreneurial practices that contribute to the sustained development and improved quality of life of its collaborators and surrounding communities. The company carries out social development programs in health, education, training and environmental repair that permit the communities near to our facilities to improve the living standards of their populations.

12. Political Activities - Contributions

COPEINCA, its directors and its collaborators do not make political contributions, whether these be in cash or in any other manner. The company does not participate in political party activities and prohibits such activities within company premises, respecting the political options that any of its directors and collaborators may exercise in private.

13. Compliance with obligations

All collaborators are responsible for complying completely with their obligations and objectives, by means of their best efforts, with honesty and integrity, and by respecting their hours of work. They should also carry out any other obligations that have been agreed verbally or in writing.

III. ETHICS OFFICER

The Board has designated an Ethics Officer who monitors compliance with the principles and rules contained in this Code of Conduct, by all those persons who work in or for COPEINCA.

IV. WHISTLEBLOWER

There is a communication channel that permits any collaborator to anonymously report accusations or problems associated to compliance with any aspect of our business. Said channel is available to collaborators through our web page www.copeinca.com.pe / www.copeinca.pe

Denouncements may be referred to information on accounting and financial irregularities, to fraud, to non ethical business practice, ill treatment or harassment of collaborators, misapplication of funds, violation of laws, environmental damage and any other violations contemplated in this Code of Conduct.

Collaborators may send information anonymously with the certainty that the company will guarantee the confidentiality of their identity, in this way they will not be subject to any sanction by the company. The company board and management promise not to investigate the origin of an anonymous denouncement and will not take any reprisal as a result of the denouncement. Should any company executive take reprisals, said executive will receive a sanction and if necessary will be dismissed from the company.

V. COMPLIANCE WITH THE CODE OF CONDUCT

The Code of Conduct reflects the general principles that will guide all collaborators in their actions and in making ethical decisions; consequently all collaborators and board members are responsible for complying with the points established in this document. COPEINCA expects all collaborators to perform their work with honesty and integrity. Any inappropriate act or disregard for the guidelines set out in this Code will be sanctioned in accordance with our Internal Working Regulations.

Should a collaborator consider himself/herself to be in a situation that could lead to a violation of the principles and rules of this Code, he should report the situation to his immediate superior or the Ethics Officer.

VI. REPORTS OF POSSIBLE FAILURES TO COMPLY

Collaborators who are aware of, or suspect, any failure to comply with the Code of Conduct should report such situation to their immediate superior. Should the circumstances be such that it would be inadvisable to implicate the immediate superior, the collaborator must report the situation through the whistleblower.

All collaborators have the right and the obligation to inform of any suspected violation of the Code of Conduct, these denouncements will receive the full support of the company.

VII. SANCTIONS

Violations of the principles and rules of this Code of Conduct will bring about sanctions, the severity of which will be directly related to the gravity of the committed fault. The sanctions will be applied in accordance with current legal rulings and may include the dismissal of the collaborator, as is contemplated in the rules of the Internal Working Regulations.

The sanctions will be applied by General Management or the Board, once the corresponding investigation has been carried out and the violation confirmed.

VIII. ANNEX

Promise to adhere to the Code of Conduct.

1. I confirm that I have received, read and understood the COPEINCA Code of Conduct and I understand that it forms part of the terms and conditions of my employment.
2. I confirm that I commit myself to proceed in accordance with the Code at all times and consider it as a general standard of working behavior.
3. I confirm that I understand my obligations according to the code to denounce potential, apparent violations of the law or this code or doubtful incidents or practices, by means of the whistleblower or through my direct superior.
4. I confirm that I am aware of the importance of COPEINCA confidential information and that I will take all necessary precautions to avoid divulging it deliberately, accidentally, in or out of the office.
5. I confirm that I am aware that this obligation binds me even after leaving COPEINCA employment, while said information remains confidential and is not generally available to the public.
6. I confirm that every year that I am asked to I will sign the annual conformity certificate to confirm that both I and the people directly reporting to me have read and understood the COPEINCA Code of Conduct and that we have applied it in the development of our functions within the company.