



Board of Directors Internal Regulations

Approved in Board meeting held on March 3, 2023

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INTRODUCTION

The Board of Directors of UNACEM CORP S.A.A. is the company's highest administrative body, consisting of persons with different areas of expertise and skills; with prestige, ethics, economic independence, sufficient availability, and other personal and professional qualities relevant to the Company, elected by the Shareholders' Meeting.

The Board of Directors is responsible for the management and representation of the Company and must fulfill its responsibilities and obligations in accordance with the Law, the Bylaws, and the resolutions adopted by the Shareholders' Meetings.

These Regulations are intended to regulate the functioning and organization of the Board of Directors. They are binding on all Board members and any member who fails to comply with them shall be held liable. The Regulations may be amended by the Board of Directors, with the affirmative vote of the majority of its members, which must necessarily include the Chairman and Vice Chairman.

I. BOARD OF DIRECTORS

1.1 DUTIES

In discharging its responsibilities, the Board, as a body, acts according to unified criteria and the directors perform their duties according to independent criteria.

The Board of Directors is responsible for approving and overseeing the corporate strategy of the Company, its business units and subsidiaries, both in Peru and abroad; establishing objectives, goals, and action plans, including strategic planning, annual budgets, and business plans; controlling and supervising management and taking charge of the Company's governance and administration; supervising good corporate governance and establishing measures for its optimal implementation.

The Board of Directors represents, runs, supervises, and assesses the Company, its business units, and subsidiaries both in Peru and abroad, and orders all acts necessary to comply with the corporate purpose. For the performance of such acts, the Board of Directors is aided by the executive bodies and management team, who are responsible for the Company's day-to-day activities. The Board of Directors, therefore, concentrates its activities on general supervision and control duties.

The Board of Directors has the powers to do the following, among others:

- a) Call Shareholders' Meetings.
- b) Establish regulations on its own functioning.
- c) Approve all provisions it deems necessary for proper corporate management.

- d) Approve the Code of Ethics and Conduct and define the policy guidelines to which the Company shall adhere in its actions, including those pertaining to corruption prevention, free competition, etc.
- e) Approve the Strategic Plan and Annual Budget, as well as modify the approved Annual Budget in the course of the fiscal year if the value of said modification is greater than or equal to 15% of the total amount of the approved Annual Budget. The Annual Budget must include estimated revenue from all sources, costs, and expenses, including all disbursements for investments, operating and administrative expenses, services, donations, and contingencies, as well as revenue from financing and debt with third parties.
- f) Approve the creation of Specialized Board Committees for the analysis of all aspects relevant to the Company's performance and approve their regulations and appointment of their members; as well as Mixed Specialized Committees consisting of Directors and members of the Management and/or third parties.
- g) Approve the creation of Sub-Committees of the Specialized Board Committees and appoint their members. Said members may be Directors or mixed, including Directors, Management, or even third parties.
- h) Provide all shareholders, in due time, with reports on corporate operations that may affect shareholders' non-dilution right. Said reports shall be independently reviewed by a renowned advisor and shall be communicated to the Superintendency of Market and Securities and made available to shareholders on the Company's web page.
- i) Order, at any time, the performance of special examinations by Internal Auditing or third parties.
- j) Appoint and revoke the appointment of the General Manager, set his goals and objectives, and evaluate his achievements, as well as his compensation.
- k) Appoint and revoke the appointment of the other Managers, officers, or technicians with high levels of responsibility and compensation, at the proposal of the General Manager, understanding as such those who are granted permanent general powers of attorney by the Company to represent it. Propose the appointment and revocation of General Managers of the Company's subsidiaries.
- l) Approve all types of acts or contracts entered into by the Company for the accomplishment of its corporate purpose, including the acquisition in any form of personal and real property in general, as well as sell, encumber, or dispose of, through any means, the Company's personal and real property, except when such acts are expressly reserved for the Shareholders' Meeting by the Corporate Bylaws, without prejudice to the powers of the General Manager, the other Managers, and other attorneys-in-fact. The Board of Directors may delegate the powers established in this section to the General Manager and/or other officers of the Company.
- m) Grant general and/or special powers of attorney to the General Manager, the other Managers, and/or third parties to represent the Company, vesting them with general and/or special powers of representation and administrative, labor, contractual, banking, and other powers; and limit, reform, modify, and revoke these powers.
- n) Settle matters in dispute or submit them to arbitration.
- o) Approve and present each year the Annual Report and Financial Statements for the Fiscal Year ended to the Annual Shareholders' Meeting, recommending the

distribution of the Company's profit as it sees fit, and approve partial financial statements.

- p) Ensure compliance with the dividend policy each year.
- q) Accept the resignation of Board members and declare any incompatibilities and open positions within the board, as well as fill any openings that occur in accordance with law.
- r) Grant leave to Board members.
- s) Approve the comprehensive risk management and compliance strategy and risk appetite to promote a culture of comprehensive risk and compliance management.
- t) Conduct the annual certification of compliance with criteria of independence on the part of Directors considered independent.
- u) Certify compliance with criteria of independence on the part of candidates for an independent director.
- v) Ensure the training of Board members on matters pertaining to the Code of Ethics and Conduct and any others that the Board of Directors may deem relevant.
- w) Approve the requirements, reports, and documentation provided to the Board of Directors by the Specialized Committees.
- x) Appoint and revoke the Internal Auditor and the Head of Comprehensive Risk and Compliance Management.
- y) Approve corporate governance standards.
- z) Delegate some of the powers of the Board of Directors and appoint the persons who shall be vested with them, with the limitations established by law and the Corporate Bylaws.
- aa) Exercise all other powers established in the Corporate Bylaws and the law, and those stemming expressly from these Regulations.

1.2 DUTIES OF THE CHAIRMAN OF THE BOARD

The Chairman of the Board shall have the following duties:

- a) Act as the institutional representative of the Company and Grupo Unacem.
- b) Preside over Shareholders' Meetings.
- c) Ensure the implementation of Shareholders' Meeting and Board of Directors' resolutions.
- d) Call Board of Directors' meetings, establish the order of the day, and chair the meetings.
- e) Guarantee the prompt delivery of information to the Board of Directors with regard to a Board meeting, or any information that may have been requested by a Director.
- f) Perform the specific duties entrusted to him by the Board of Directors.

- g) Promote practices of good corporate governance within the Company.
- h) Promote effective and transparent communication with shareholders.

In his absence, he shall be replaced by the Vice Chairman of the Board of Directors.

1.3 MAKEUP AND DURATION OF THE BOARD OF DIRECTORS

The Board of Directors' term of office is two (2) years. The Board of Directors shall consist of no less than nine (9) and no more than eleven (11) regular members, elected by the Shareholders' Meeting. The Shareholders' Meeting sets the number of Directors for each period prior to the election. At least three (3) Board members must qualify as independent directors, applying the standards of the Superintendency of the Securities Market for such purpose.

No substitute or alternate directors shall be appointed.

The Company's directors must comply with the Code of Ethics and Conduct (CODEC) and all other standards and provisions of the Company.

The position of director is personal. It is not necessary to be a shareholder to be a director of the Company. **To be a director of the Company, the following requirements must be met:**

- a) Enjoy prestige and have ethics, economic independence, sufficient availability, and other personal and professional qualities relevant to the Company
- b) Have full legal capacity
- c) Not be bankrupt
- d) Not be prevented from engaging in trade for reasons of position or duty
- e) Not be a public official or civil servant, nor have been one in the last five (5) years prior to their appointment or election
- f) Not have any pending disputes whatsoever with the Company or be the subject of a liability claim brought by the Company
- g) Not be prevented from holding the position by virtue of a preliminary injunction issued by a judicial and/or arbitration authority.
- h) Not be involved, directly or indirectly, in a judicial proceeding that, in the judgment of the Board of Directors, may pose a future risk to the Company's reputation or otherwise affect the Company's interests

- i) Not be subject to the impediments established by the Business Corporations Act or any other special provisions.

Independent directors shall be selected for their prestige and professional experience.

To be considered an independent director, it shall be necessary to meet the criteria established for such purpose by the Superintendency of the Securities Market (SMV). Annex A to these Regulations contains the criteria currently in force as of the date of approval hereof.

The Appointments and Compensations Committee is the body in charge of verifying that the criteria of independence have been met by the independent director candidates. Said Committee is responsible for informing the Board of Directors of its findings. The Board of Directors shall decide whether or not to include the candidate in its list of candidates for independent directors, or, if deemed pertinent, in its list of non-independent director candidates.

To ensure that the criteria of independence are met by the Independent Directors, the Appointments and Compensations Committee shall periodically request an affidavit on the criteria of independence from the corresponding Directors. Without prejudice to the foregoing, those Directors elected as independents who, for any reason, lose their independent status must promptly inform the Chairman of the Board of this matter. In the event that the person(s) appointed as an Independent Director lose(s) this status, the Board of Directors shall evaluate whether or not to add a person who meets such qualifications.

The Appointments and Compensations Committee is the body responsible for approving the Pay Policy, establishing goals and objectives, periodic evaluations, and incentives for Senior Management, and for keeping records of meeting minutes containing the corresponding resolutions.

1.4 RIGHTS AND DUTIES OF DIRECTORS

Directors must perform their duties in good faith, with diligence, high standards of ethics, and appropriate confidentiality, acting loyally at all times, in the interest of the Company.

Accordingly, all Directors must comply with the following duties:

- i. Diligence: Directors shall comply with the duties established by law and the Bylaws, ensuring that they act objectively and impartially in the interest of the Company. They must punctually attend meetings of the Board of Directors and those Committees of which they are members, participating actively; ensure that they are adequately informed of the issues to be addressed and all other topics of interest to the Company; carry out the tasks entrusted to them; and, in general,

act with diligence, prudence, and dedication in the performance of their duties to the benefit of the Company.

- ii. Loyalty: Directors shall act in good faith, in the interest of the Company, with the honesty and scruples expected of those managing business dealings other than their own. No Director may act to their own benefit or that of persons tied to them in investments or any transactions involving the Company's assets, except with the authorization of the Board of Directors. They may not take advantage of investment or business opportunities of which they have been made aware due to their position when the investment or transaction would have been offered to the Company or have been of interest to the Company, provided the Company has not expressly ruled out said investment without the influence of the interested Director, in which case the Director must inform the Company beforehand.
- iii. Non-compete: Directors shall report their shareholding stake or ownership interests in the capital or administration of competitors, as well as the positions and performance on their own behalf or that of third parties regarding activities analogous to the Company's corporate purpose. Competitors shall be understood to mean all those companies from the sector(s) in which the Company and its related parties participate.
- iv. In the performance of their duties and after leaving their position, Directors must maintain secrecy regarding the confidential information, data, or antecedents of which they may have become aware due to their position.
- v. Non-use of corporate assets: Directors may not utilize the Company's assets for their own personal use, unless such assets have been assigned to them due to their position; nor may they use their position in the Company for financial advantages to which they are not entitled by virtue of their duties, unless such advantages have been properly compensated.
- vi. Communication and resolution of Conflicts of Interest: Directors must fill out the Conflict-of-Interest Disclosure and keep it up to date, in accordance with the Conflict-of-Interest Management Policy. Regarding the agenda points to be addressed by the Board of Directors, Directors must inform the Board of any conflict, whether direct or indirect, that they may have with the general interest of the Company. The Board of Directors shall report and place on record in the meeting minutes the existence or nonexistence of conflicts of interest within the said collegial body, or in the Specialized Committees. Directors with a conflict of interest shall refrain from participating in the discussions and votes related to said situation.

The Board of Directors shall take note of any conflicts of interest reported by the Special Committees in accordance with the Company's regulations.

Directors have the following rights:

- i. Information: Any director may request relevant information on the matters to be discussed, regarding which no exceptions shall be permitted for reasons of confidentiality, as a general rule, in addition to all relevant information for the proper performance of their duties. This right shall be limited when the requested information is confidential, and, at the criterion of the General Manager, the disclosure thereof will pose a risk to the Company's interests. Without prejudice to the foregoing, the General Manager shall provide Directors with a folder containing all the documents necessary to adopt informed resolutions, at least five (5) calendar days prior to the date scheduled for the corresponding Board of Directors' Meeting.
- ii. Expert advisory: It is the Company's policy that, in the performance of their duties, Directors may seek assistance from the Company's internal experts and propose to the Board of Directors the hiring of external advisors with regard to any possible problems that may arise in the discharge of their duties, in the event of concrete problems of particular relevance and complexity. The need for external advisors shall be decided upon by the Board of Directors on a case-by-case basis and the Management shall allocate the required budget. Such advisories shall be informed to the shareholders in the Annual Report.
- iii. Include topics on the agenda: Submit for the consideration and decision of the Board of Directors those matters they believe to be of interest to the Company.

1.4.1 ELECTION OF DIRECTORS

The Appointments and Compensations Committee is responsible for identifying, evaluating, and proposing candidates to the Board of Directors who may assume the position of Director. The Board of Directors shall propose to the Shareholders' Meeting that it evaluate those persons selected as possible candidates for Directors, in order to establish an appropriate composition of the Board of Directors. This does not prevent shareholders from proposing other candidates for Directors during the Shareholders' Meeting.

The Shareholders' Meeting is responsible for electing Directors. The election shall be performed by cumulative vote, as described by the law, the Corporate Bylaws, and the Shareholders' Meeting Regulations. Without prejudice to the foregoing, the Board of Directors may fill any openings within it in the cases established by law and the Corporate Bylaws.

The Board of Directors shall be renewed in full at the end of each period. If this does not occur, the Board of Directors shall continue to perform its duties until the Shareholders' Meeting elects the new members. Directors may be reelected.

1.5 BOARD OF DIRECTORS' ORGANIZATION

The Board of Directors shall consist of the Chairman, the Vice Chairman, and the rest of the Directors.

The Chairman and the Vice Chairman of the Board of Directors shall be elected by the Shareholders' Meeting from among the Directors elected or said appointment may be delegated to the Board of Directors.

In the latter case, the Board of Directors shall elect its Chairman and Vice Chairman in its first meeting.

To be elected as Chairman or Vice Chairman of the Board of Directors, it is not necessary to have a minimum number of years serving as a Board member, only to meet the requirements established to be elected as Director.

The Chairman, or, in their absence, the Vice Chairman of the Board of Directors, exercise the institutional representation of the Company and Grupo Unacem.

1.6 VACANCY AND TERMINATION OF DIRECTORS

The position of Director shall become vacant due to death, resignation, removal, or based on any of the grounds for ineligibility established in the applicable laws, the Bylaws, or these Regulations.

In the event of a vacancy of one or more Directors, the Board of Directors may elect replacements to fill the open positions for the remaining term of the Board of Directors.

In the event of vacancies in such a number that the Board of Directors cannot validly meet, the Directors currently in office shall immediately call a Shareholders' Meeting to elect a new Board of Directors.

To guarantee the Board of Directors' functioning and thus minimize the impact of the transition on the Company's activities, the Board of Directors shall ensure the approval and consequent application of and compliance with the Board of Directors' Succession Policy.

1.7 REMOVAL OF DIRECTORS

Directors may be removed at any time by express resolution of the Shareholders' Meeting.

1.8 LIABILITY OF DIRECTORS

Directors must perform their duties with the diligence of a conscientious entrepreneur and a loyal representative. They are jointly and severally liable, without limitation, to the Company, the shareholders, and third parties for any damages they may cause

due to fraud, abuse of power, or gross negligence, in accordance with the applicable laws in force.

1.9 SPECIALIZED COMMITTEES

The Board of Directors may approve the creation of: (1) Specialized Board Committees, as well as Mixed Specialized Committees, for the analysis of the most relevant aspects of the Company's performance; and (2) Sub-Committees of the Specialized Board Committees. In these cases, the Board of Directors shall be responsible for appointing the members, who may consist of Directors, or a mixed number of Directors and Management officers or even third parties, and approve the regulations, if applicable.

In the case of Specialized Committees for: (1) Audits; (2) Risk and Compliance; and (3) Ethics and Corporate Governance, more than half of the members must be chosen from among the independent Directors, and one of said Directors shall chair the committee. The other Committees shall include at least one independent Director.

1.10 HOLDING OF BOARD OF DIRECTORS' MEETINGS

1.10.1 Types of Board of Directors' Meetings

The Board of Directors may meet in ordinary or extraordinary sessions. These may be held without prior notice so long as all Directors are present and unanimously agree to hold the meeting.

1.10.2 Call to Meetings

The Chairman, or the person acting in his stead, must call the meeting using a means that allows for acknowledgment of receipt, addressed to each Director and the General Manager, at least five (5) days beforehand.

The notices of meeting shall indicate the place, day, and time of the meeting. The notice of meeting shall also include the matters to be addressed, as well as all supporting information on the agenda points. Without prejudice to the foregoing, this does not limit the possibility of addressing and resolving matters not included in the notice of meeting, such as the periodic monitoring of resolutions adopted in previous Board of Directors' meetings or Shareholders' Meetings. The inclusion of new matters in the agenda of the Board of Directors' Meeting shall be requested from the Chairman of the Board no later than three (3) days before the meeting is called, so that the Chairman can evaluate whether or not to include them, together with the Vice Chairman, who shall decide whether to grant the request and adjust the agenda, if necessary.

Without prejudice to the foregoing, the Board of Directors shall be considered duly called and validly constituted provided that all qualified members are present and unanimously consent to the holding of the meeting and the transaction of the proposed business.

1.10.3 Frequency of Meetings

The Board of Directors shall hold ordinary meetings at least twice a quarter, and whenever so required by the Company's affairs, provided it is called by the Chairman or the person acting in his stead, at the request of any Director or the General Manager.

1.10.4 Virtual Meetings

The Board of Directors may hold virtual meetings through written, electronic or other type of means that enable communication and guarantee the authenticity of the resolutions adopted. Resolutions may also be adopted outside a meeting.

Any director may object to the use of this procedure and demand that an in-person meeting be held, except in exceptional circumstances that require a virtual meeting.

1.11 QUORUM, RESOLUTIONS, AND MINUTES

The quorum of the Board of Directors is half plus one of its members.

Each Director has the right to one vote. The Board of Directors' resolutions shall be decided by the majority of the votes of the Directors present. In case of a tie, the Chairman or the person acting in his stead shall cast the deciding vote. If the Chairman or the person acting in his stead is prevented from voting, the deciding vote shall be cast by whoever is chairing the meeting at that time.

In the event that one or more Directors have a conflict of interest with any resolution to be discussed in the Board of Directors' Meeting, they shall say so and refrain from participating in the discussion and vote on the matter.

Every time the Board of Directors meets, it must comply with the following formalities:

1. Verify the Directors in attendance to establish a quorum.
2. Read the agenda items.
3. Draft and sign meeting minutes.

The Board of Directors' discussions and resolutions shall be placed on record, through any means, in minutes that shall be drafted on notarized, numbered loose sheets of paper to be kept using a computerized system, in accordance with law, binding them into volumes with a minimum of 100 pages.

The minutes shall indicate, if a meeting was held, the date, time, and place it was held, and the name of those in attendance; and if a meeting was not held, the form and circumstances in which the resolutions were adopted; and in any case, the matters addressed, the resolutions adopted, and the number of votes cast, as well as anything else the Directors wish to place on record. The minutes shall be signed by the Directors in attendance at each meeting or at the time of each resolution, as well as the individual who acted as Secretary.

The minutes shall be legally valid, and the resolutions referred to therein may be implemented, as from the time the minutes are signed by the Chairman or Vice Chairman and the majority of the Directors in attendance at the meeting, under the liability of those who have signed the minutes. The minutes shall be signed within no more than ten (10) business days following the date of the meeting or the resolution, as applicable.

The minutes book is confidential. Under the liability of the General Manager, only the Chairman of the Board, the other Directors, the General Manager himself, the Company's managers, the Internal Auditor, and external auditors may gain access to the book.

Certified copies of the Board of Directors' resolutions shall only be issued at the request of a Director, in response to a court order, or on the orders of the government supervisory and control entities who are legally authorized to request them. Said copies may be authorized, without distinction, by the Chairman of the Board or by the Director replacing him, or by the General Manager.

1.12 EVALUATION OF THE BOARD OF DIRECTORS AND THE GENERAL MANAGER

The Board of Directors shall perform a self-evaluation as a body and an evaluation of each one of its members each year, placing said evaluations on record. At least every two (2) years, an evaluation shall be performed with the assistance of an external advisor. These evaluations shall follow quantitative and qualitative guidelines.

Moreover, the Board of Directors shall perform an annual evaluation of the Company's General Manager according to guidelines on performance, attainment of objectives, and the Company results.

1.13 LOANS TO DIRECTORS

The Company is prohibited from granting cash loans to the Directors or the Senior Management, except with the unanimous approval of the Board of Directors.

1.14 INDUCTION AND TRAINING

The Board of Directors shall establish an onboarding program to instruct new Directors on their duties and responsibilities, as well as on the Company's characteristics and structure. The onboarding process shall be conducted by the General Manager whenever a Director joins the Company and may be assisted by the Company's officers or external advisors.

The Company shall provide Directors with training on any aspects requested by them, depending on the budget the Company has allocated for such training. Furthermore, the Board of Directors shall establish an annual training plan for the members of the said collegial body.

1.15 TRANSACTIONS WITH RELATED PARTIES

The Company has in place a Policy that regulates transactions with related parties, stating the applicable guidelines and limits, their approval and disclosure, in compliance with the pertinent statutory and regulatory provisions.

1.16 CORPORATE GOVERNANCE REPORTING

The Company discloses the corporate governance standards adopted in an annual report, for which content the Board of Directors is responsible, upon issuance of a report by the Ethics and Corporate Governance Committee.

II. ENTRY INTO FORCE OF AMENDMENTS TO THE REGULATIONS

Changes made to the Regulations shall enter into force as from the day following that on which they are agreed to, unless a different date is established in the amendment, especially in the case of those involving the organization's corporatization in its different areas and the impact thereof on the structure and form of corporate governance

All matters not addressed by these Regulations shall be governed by the Company's Bylaws and the Business Corporations Act. In case of any conflict between these Regulations and the Corporate Bylaws, the provisions of the Bylaws shall prevail.

Annex A: Criteria of Independence to Classify a Director as Independent	
Code of Good Corporate Governance	Resolution 016-2019-SMV
	1. Have professional experience, moral and economic solvency.
	2. Not participate simultaneously as an independent Director of five (5) or more companies that have at least one security listed in the Public Stock Exchange Registry (RPMV). On an exceptional basis, an independent director may hold such a position in more than five (5) companies with securities listed in the RPMV, in the event that all of them belong to the same corporate group.
	3. Not be a shareholder with a stake of more than one percent (1 %) in the Company's capital stock; not have the capacity of exercising voting rights in said percentage; not have (an) agreement(s) that allow them to exercise the right to acquire shares of the Company in said percentage.
Not have been employed by a shareholder with a stake of five percent (5%) or more in the Company.	-
Not have been a director or employee of a company of the corporate group, unless three (3) or five (5) years have transpired, respectively, since the termination of that relationship.	<p>4. Not be a Director, member of the Senior Management, or employee of the Company or a company belonging to the same corporate group or in any company that is a shareholder of the Company with a stake of five percent (5%) or more in its capital stock. This restriction does not apply in the case of independent Directors who are reelected in the same Company or appointed as independent Directors of another company in the same corporate group.</p> <p>5. Not have been a Director, member of the Senior Management, or employee of the Company or a company belonging to the same corporate group or in any company that is a shareholder of the Company with a stake of five percent (5%) or more in its capital stock, unless three (3) years have transpired since the termination of that relationship. This restriction does not apply in the case of Directors who had the capacity of independent Directors in the last three (3) years.</p>

<p>Not hold the position of independent director of the Company for more than eight (8) consecutive years.</p>	<p>6. Not hold the position of independent Director of the Company or any company in the same corporate group for more than ten (10) consecutive or non-consecutive years in the last fifteen (15) years.</p>
<p>Not have or have had in the last three (3) years, a commercial or contractual business relationship, whether direct or indirect, of a significant nature, with the Company or any other company in the same group.</p>	<p>7. Not have or have had in the last three (3) years, a commercial or contractual business relationship, whether direct or indirect, of a significant nature, with the Company or any other company in the same group.</p>
<p>Not be the spouse or relative to the first or second degree of consanguinity or the first degree of affinity of any of the Company's shareholders, Board members, or Senior Management members.</p>	<p>8. Not be the spouse or common-law partner, as defined in Section 326 of the Civil Code, or any replacing provision, nor have an equivalent sentimental relationship, nor be a relative up to the second degree of consanguinity or affinity, of any of the Company's shareholders with a stake of five percent (5 %) or more in its capital stock, or the Company's Board members or Senior Management members</p>
<p>Not hold the position of director or senior management member of another company in which any of the Company's Directors or Senior Management members are part of the board of directors.</p>	<p>9. Not hold the position of director or senior management member of another company in which any of the Company's Directors or Senior Management members are part of the Board of Directors, unless the latter is one of the Company's independent directors.</p>
<p>Not have been a senior management member or employee, whether at the Company, in companies from the same corporate group, or in companies that have held shares in the Company over the last eight (8) years.</p>	
<p>Not have been a partner or employee of the external auditor or the auditor of any company from the same corporate group in the last three (3) years.</p>	<p>10. Not be or have been, during the last three (3) years, a partner or employee of the company that provides external auditing services to the Company or any other company from the same corporate group.</p>

