




# Anticorruption Policy

Mexico City, July, 2024

# CONTENT

1	Purpose.....	1
2	Vesta's commitment against corruption.....	1
3	Definitions.....	2
4	Scope .....	3
5	Vesta’s guiding principles on anticorruption .....	3
	Transparency and accountability .....	3
	Integrity in business relationships.....	6
	Political contributions.....	7
	Facilitation Payments .....	8
	Offering or accepting bribes to or from public officials or private individuals .....	8
	Conducting transactions with resources of illicit origin .....	8
	Maintenance of accounting records .....	9
	Control and monitoring (Audit).....	9
	Conflicts of interest.....	9
6	Sanctions .....	10
7	Reporting violations of this policy.....	10
8	Documentation and record-keeping.....	11
9	Record of Changes .....	11

 - PUBLIC -	Anticorruption Policy	CORPORATE POLICY
		Code:
	Version: 2	Approval date: 2024/July /08
		Expiration 2025/July /08

## PURPOSE

To reaffirm Vesta's commitment to integrity, transparency, due process and compliance, and to establish guidelines to detect, sanction and prevent any type of act of corruption among our various stakeholders.

To define the minimum standards that Vesta employees must meet in their interaction with various stakeholders or outside parties, seeking to foster integrity and procedural transparency and to abide by all national and international standards in this regard, as well as to guide all of Vesta's interactions with government entities, public servants, customers and suppliers, and describe the processes to be followed in each of these cases.

## VESTA'S COMMITMENT AGAINST CORRUPTION

Vesta is committed to doing business with integrity. This means avoiding any form of corruption, complying with all applicable anti-bribery and anti-corruption laws and regulations, including, but not limited to, the Federal Law for the Prevention and Identification of Operations with Illicit Proceeds, the Federal Law of Administrative Responsibilities, the US Foreign Corrupt Practices Act, which is applicable to Vesta because its securities are listed on the New York Stock Exchange; and adopting the recommendations of international organizations in this regard, such as the United Nations and the Organization for Economic Cooperation and Development.


This Policy reflects Vesta's position of zero tolerance for any form of corruption. All Vesta personnel, including directors, members of the Board of Directors, other corporate bodies, and persons associated with Vesta, are required to comply fully with the provisions of this Policy.

Compliance with this Policy and regulations is a condition of continued employment or association with Vesta, and violations will not be tolerated.

Any instances of non-compliance will be investigated and may result in appropriate legal and disciplinary action where appropriate.


Failure to comply with this Policy may expose Vesta to substantial risk and could jeopardize its operations and reputation, which is why, for any breach, legal or disciplinary action will be taken, including civil, administrative and/or criminal penalties.

The purpose of this Policy is to set forth Vesta's compliance requirements in this area and to provide guidance to personnel. If any employee has questions about any matter covered herein, they should consult the Compliance Department through the channels established for this purpose.

 - PUBLIC -	Anticorruption Policy	CORPORATE POLICY
		Code:
	Version: 2	Approval date: 2024/July /08
		Expiration 2025/July /08

## DEFINITIONS

<b>Términos</b>	<b>Explicación/ definición</b>
<b>Bribery or Coercion</b>	Offering or extending any loan, gift, travel or entertainment, donation or payment, promises of future employment, tangible and intangible property or any other thing of value, directly or indirectly, in cash or in kind, for the benefit of any public employee, political party and/or other person to obtain or retain business or to secure any improper advantage for one or both of the parties involved.
<b>Passive Coercion</b>	Soliciting, agreeing to receive or accepting an improper payment or benefit in kind so that third parties (e.g., a supplier, distributor and/or their representatives) may obtain or retain business from Vesta or to secure any improper advantage.
<b>Ethics Committee</b>	Committee whose mission is to foster a culture of integrity among all those who are part of Vesta and its stakeholders, not only through knowledge of the Code of Ethics and other related policies, but also through the daily application of its principles.
<b>Conflict of Interest</b>	Any activity, relationship or other circumstance in which personal interests may conflict with the interests of Vesta.
<b>Corruption</b>	The abuse of any position of public or private power, with the aim of generating undue private benefit, at the expense of collective or individual well-being.
<b>Undue Influence</b>	Influence exerted on a public official to act in favor of Vesta, regardless of how small the value of the item or benefit may be. The defining characteristic of undue influence is the intentionality of both parties, to obtain a benefit.
<b>Third-party Intermediary</b>	An individual or entity that Vesta engages in order to provide goods or services to or on behalf of Vesta.
<b>Public official</b>	For the purposes of this policy and in a broad sense of the term, we understand public official to mean: <ul style="list-style-type: none"> <li>• An official of a political party, any official or employee of a public international organization (e.g. United Nations, World Bank), or any person acting officially for or on behalf of any of the foregoing.</li> <li>• Any officer of a political party;</li> <li>• Any candidate for political office;</li> <li>• Employees of any industry association performing governmental or quasi-governmental functions;</li> <li>• Any officer or employee of a government agency or regulatory authority,</li> <li>• Teachers and researchers in public or publicly funded schools, universities and other educational institutions; academics in private institutions, if they are members of the Sistema Nacional de Investigadores</li> <li>• Employees and researchers in schools/centers and other publicly funded research and development facilities;</li> <li>• Doctors working in public hospitals;</li> <li>• Journalists in state-owned media;</li> <li>• Employees of any business association performing governmental or quasi-governmental functions;</li> <li>• Family members up to the third degree of consanguinity or affinity.</li> </ul>

 - PUBLIC -	Anticorruption Policy	CORPORATE POLICY
		Code:
	Version: 2	Approval date: 2024/July /08
		Expiration 2025/July /08

	Government includes federal, state and municipal governments and the legislative, judicial, administrative and executive branches derived therefrom.
<b>Corporate Governance</b>	The set of relationships between a company's management, board of directors, shareholders and other stakeholders that specifies the distribution of rights and obligations among its various parties (board, management, shareholders and other stakeholders) and establishes the rules for corporate decision-making. Corporate governance also provides the structure for setting the company's goals, the means for achieving them, and for monitoring performance.

<sup>1</sup> The third degree of consanguinity includes parents, children, grandparents, grandchildren, siblings, great-grandparents, great-grandchildren, aunts, uncles, nieces, nephews, great-great-grandchildren, great-great-great-grandchildren, cousins, great-uncles, great-nephews.

The third degree of affinity includes parents-in-law, sons-in-law and daughters-in-law, stepfathers, stepchildren, brothers-in-law, stepbrothers, stepgrandparents, stepgrandchildren, spouse's uncles, spouse's nephews, spouse's uncles, spouse's nephews, stepuncles, stepnieces, great-grandparents, great-grandchildren, spouse's cousins, spouse's great-uncles, spouse's great-nephews, spouse's cousins, spouse's great-uncles, spouse's great-nephews, spouse's cousins, spouses of great-uncles, spouses of great-nephews.

## SCOPE

This policy is mandatory for persons employed by Vesta, either directly or through any of its subsidiaries.

It is also applicable to all stakeholders, outside parties who wish to have or already have a contractual relationship with Vesta and other outside parties who, even if they are not Vesta employees, are, for whatever reason, authorized to act on its behalf.

All of the above have a duty to report violations or suspected violations of this policy.

## VESTA'S GUIDING PRINCIPLES ON ANTI-CORRUPTION ISSUES


### Transparency and Accountability

As a publicly held company, we are committed to transparency and accountability to the authorities, securities and financial institutions and to our shareholders.

Vesta has specific policies governing the giving or receiving of gifts, travel, donations, sponsorships, meals and entertainment, as described below:

#### **Donations and sponsorships:**

Vesta's philosophy lies in strengthening the development of communities in Mexico, therefore, in some situations it allows reasonable donations to charitable organizations, however, it is aware of the risk of improper giving of donations and sponsorships, as they may be perceived as

 - PUBLIC -	Anticorruption Policy	CORPORATE POLICY
		Code:
	Version: 2	Approval date: 2024/July /08
		Expiration 2025/July /08

mechanisms to conceal improper payments or contributions in order to obtain favored treatment.

Accordingly, Vesta ensures that donations or sponsorships to charitable organizations are not used to conceal illegal payments to public officials or other persons in violation of this policy. In addition, Vesta ensures that the donation or sponsorship does not act as a conduit to finance illegal activities in violation of anti-money laundering and anti-terrorist financing laws.

In any case, if an employee intends to make a donation to or sponsorship of a charitable organization on behalf of Vesta, they must follow the Social Investment Policy, which establishes the guidelines, principles, procedures and requirements for the application, approval, registration and delivery of resources to carry out any type of social investment made by Vesta in Mexico or abroad. Likewise, this document sets down the requirements that beneficiary entities must meet with in order to develop projects with Vesta support. This document is available on our website at: [www.vesta.com.mx](http://www.vesta.com.mx).

### **Gifts, hospitality and entertainment**

Vesta personnel may not offer or accept from outside parties, in an inappropriate or illegal manner, gifts, invitations, prizes, payments or donations in cash or goods easily convertible into cash (bearer checks, gift vouchers, etc.) or other incentives that could affect the impartiality of any of the parties, influence a business decision or lead to a poor performance of professional duties.

At Vesta, we allow our employees to offer and accept gifts and hospitality, provided that they are reasonable, proportionate, and do not exceed the limits set out in the Policy on Gifts, Hospitality and Representation Expenses.

Vesta employees may not offer gifts or hospitality to the same third party or accept gifts or hospitality from the same third party when the cumulative amount of gifts or hospitality exceeds MXN4,000 Mexican pesos or USD200 (or equivalent amount), whichever is greater, over a one-year period.

Employees should consider:


- The value and frequency of the gift or hospitality
- The timing of the offer or acceptance and the identity of the recipient
- The manner of offer or acceptance

All gifts offered or accepted must be approved by the Compliance Department, without exception.

They must not be offered for the purpose of improperly influencing or inducing any act or decision or to secure an improper advantage for Vesta.

They must be provided as a courtesy or as a token of appreciation or esteem, in connection with an event or holiday on which recognized gifts are provided.

They must be provided in an open and transparent manner, with no appearance of impropriety.

 - PUBLIC -	Anticorruption Policy	CORPORATE POLICY
		Code:
	Version: 2	Approval date: 2024/July /08
		Expiration 2025/July /08

They must not be part of a pattern of frequent gifts.

They must not be provided to a spouse or relative of the customer or supplier.

Any gift received must be reported immediately and without exception to the Compliance Department to ascertain whether it exceeds the authorized amount mentioned above, in order to generate a record of it.

If the gift or benefit exceeds the authorized amount, it must be returned without exception to the sender by the Compliance Department, accompanied by a thank-you note from Vesta and a reference to the Code of Ethics and Conduct and this policy.

Any gift or benefit that exceeds the established value and that for commercial or cultural reasons cannot be refused must be made available to the Human Resources Department for management, who will raffle off the gift or benefit to Vesta employees.

Promotional gifts or advertising items bearing the company logo may be offered and accepted, provided they are given or received in accordance with this Policy.

It is strictly forbidden to receive or give gifts that have the purpose or aim of influencing the performance of an employee in his or her duties within the company, whether from an individual (customer or supplier) or from a public official.

Employees must register all gifts or entertainment they receive or will receive on the "Record of Gifts, Entertainment and Representation Expenses" form and wait for a response from the Compliance Department.

Vesta strictly prohibits the granting or acceptance of gifts, entertainment, of any amount or nature, by public officials, which must be politely refused, and this situation must be communicated to the Compliance Department.


*\*Said prohibition shall extend to all persons directly or indirectly related to the public official, whether by family or friendship ties.*

### **Travel, accommodation, meals and entertainment**

The guidelines applicable to travel expenses for Vesta employees, such as accommodation, transportation and meals, are clearly stipulated in the Travel Expenses Policy and in Vesta's Code of Ethics.

In the case of invitations to business meals with public officials, customers, suppliers and contractors, the Vesta employee must always pay the portion of the bill that corresponds to his or her consumption.

In the case of any other hospitality, discount, promotion, invitation to an entertainment event, discount on a property in a tourist destination or on products or services offered by our counterparty, these must be of general application to all our employees. Otherwise, the offer must be rejected and reported immediately to the Chief Integrity Officer.

 - PUBLIC -	Anticorruption Policy	CORPORATE POLICY
		Code:
	Version: 2	Approval date: 2024/July /08
		Expiration 2025/July /08

Any exception to this rule must be authorized in writing by the Chief Executive Officer.

The payment of travel, lodging, meals or entertainment expenses to public officials, customers or suppliers by Vesta shall be authorized only for site visits, off-site meetings and other business or business-related activities of Vesta and must, without exception:

- Be approved in writing by the Chief Executive Officer prior to being offered or provided.
- Ensure that offering them will not wrongly influence or induce any act or decision for the purpose of securing an improper advantage for Vesta.
- Be directly related to the promotion, demonstration or explanation of our products or services, to the execution or performance of a contract with a government, government agency or customer.
- Be reasonable in value (not excessive or lavish), as determined on a case-by-case basis and based on all the facts and circumstances of the event.
- Be lawful in accordance with applicable law, regulation and/or standards in our country.
- Be delivered in an open and transparent manner.
- Not be part of a pattern of frequent travel, lodging, meals or entertainment to the public official, customer and/or supplier.
- Not be provided to a spouse or relative of the public official, client and/or supplier and include non-commercial activities, such as trips to tourist attractions.
- Not be given in cash or any in-kind equivalent such as gift cards.
- Only refer to expenses actually incurred for the period reasonably necessary for travel to and from the meeting or visit to a Vesta office or facility, and for the meeting or visit itself.
- Be in accordance with generally accepted standards of hospitality, taking into account the standards for the industry/professional sector in which it is offered and that it complies with local laws and regulations, including the recipient's own standards.
- Be paid directly to the service provider (e.g. hotel, airline, restaurant).

Any questions should be directed to the employee’s supervisor at least at the Chief Officer level and/or the Chief Compliance Officer.


## Integrity in business relationships

All relations with Vesta stakeholders, whether customers, contractors, agents, consultants, partners, suppliers or representatives, must conform to this policy and to all national and international laws, rules and regulations applicable to Vesta for any reason.

Such relationships must fulfill Vesta's commitment to acting in accordance with the highest ethical and integrity standards and to doing business in an honest, transparent and lawful manner. Vesta employees must not involve themselves in situations that may appear inappropriate, whether intended or unintended.

Due diligence must be conducted when engaging services of any kind. This requires identification and knowledge of the counterparty and the signing of a valid and approved



 - PUBLIC -	Anticorruption Policy	CORPORATE POLICY
		Code:
	Version: 2	Approval date: 2024/July /08
		Expiration 2025/July /08

agreement. Prior to signing, the Purchasing area must ensure that the company has met with procurement standards, ESG requirements and that the supplier was selected on the basis of a transparent bidding process involving at least one other competitor. If this ultimate requirement were not possible, the requesting area must justify why the supplier will not compete in a tender and this justification must be sent to the Legal Department and the Compliance Department for approval.

Furthermore, any party wishing to enter into a contractual relationship with Vesta must sign a declaration of compliance and adherence to the Code of Ethics and Business Conduct and this Anti-Corruption Policy. In addition to the above, specific anti-corruption clauses must be included in the contracts.

Vesta's Legal Department is responsible for preparing and reviewing agreements and contracts with outside parties and must ensure that the contracts signed have a legitimate purpose. The requesting department must confirm that the services to be contracted must correspond to market prices and the Legal Department will file this request together with the rest of the file. The Legal Department and Compliance will ensure, that appropriate anti-corruption due diligence and compliance controls are in place.


In addition, Vesta shall refrain from participating directly or indirectly in any tender or bidding process where there are indications of corruption and will report to the authorities and to other bidders or tenderers any irregularities in the process.

## Political contributions

Vesta does not make donations and/or economic and/or in-kind contributions, including but not limited to:

- Public and private organizations that pursue proselytizing, religious or partisan interests.
- Public servants, opinion leaders, decision makers who work in public institutions, interested third parties or anyone who may directly influence Vesta's procurement process.
- Political parties or candidates or foundations that serve as a vehicle for political contributions.
- Organizations with activities that conflict with Vesta's goals, business and service values.
- Any type of official, police officer, public attorney, inspector or military figure.
- Organizations with a history or suspicion of corruption, money laundering or support for terrorists.
- Individuals, trade unions, or any other type of entity involved in political activities.

Vesta does not prohibit its employees from personally and voluntarily making political or religious contributions, participating in the political process, freely expressing their political opinions, or personally assisting in political activities, as long as it is on their own time and at their own expense.

 - PUBLIC -	Anticorruption Policy	CORPORATE POLICY
		Code:
	Version: 2	Approval date: 2024/July /08
		Expiration 2025/July /08

## Facilitation Payments

A facilitation payment is a payment of a relatively low amount to public officials for the purpose of expediting non-discretionary actions or procedures such as obtaining a permit or license, expediting the contracting of utilities such as electricity and water, etc.

Vesta prohibits facilitation payments altogether.

On the other hand, Vesta recognizes that the request for such payments can often be accompanied by extortion. Therefore, although Vesta personnel should refrain from making facilitation payments, if there is an imminent risk to their physical integrity or that of their family, employees may use their best judgment and immediately inform the Compliance Department.

## Offering or accepting bribes to or from public officials or private individuals

Vesta has a zero-tolerance stance on bribery. Vesta personnel are prohibited from giving or offering, as well as soliciting, accepting or receiving, directly or indirectly through third parties, bribes or any other type of compensation or similar consideration to any person or public or private entity, which is intended or could be perceived as an attempt to:


- Unlawfully influence the acts or decisions of that person or entity.
- Unlawfully obtain or retain business or an advantage.
- Secure any improper advantage.

Some examples of prohibited conduct, which may be considered bribery are:

- Paying for travel by public officials and/or their family members.
- Making donations or sponsorships to public officials, political candidates, or political parties in exchange for a service, permit or license.
- Offering cash to a public official to influence a decision.
- Providing something of value to a public official in exchange for a service, permit or license.
- Hiring the relative of a partner in a prospective joint venture to influence the partner's decision regarding his or her decision to join the joint venture;

## Conducting transactions with resources of illicit origin.

Vesta prohibits the acquisition, conveyance, administration, custody, possession, exchange, conversion, deposit, withdrawal, giving or receiving for any reason whatsoever, investment, transfer, transport, transmission, concealment, or cover-up, within domestic territory, from domestic territory to other countries or vice versa, any resources, rights or goods of any nature, they are known to come from or represent the proceeds of an illicit activity, or when, even without full knowledge, common sense indicates that they may represent the proceeds of an illicit activity.

 - PUBLIC -	Anticorruption Policy	CORPORATE POLICY
		Code:
	Version: 2	Approval date: 2024/July /08
		Expiration 2025/July /08

Vesta employees must pay close attention to the prevention of conduct related to money laundering and terrorism financing, for which purpose they shall apply the control measures necessary for prevention and cooperate with the competent authorities.

## Maintenance of accounting records

It is essential for Vesta to abide by all applicable laws and regulations for accounting record-keeping and financial reporting, which must be conducted in a timely manner and accurately reflect transactions and the disposition of assets.

Vesta prohibits making false or misleading entries in the books and accounting records of any kind, for any reason, and all transactions must be properly accounted for and traceable.

Vesta prohibits agreeing with a third party, whether an individual or a legal entity, to enter into an apparent transaction that is not actually real or obscures the real nature of the act being entered into by means of deception.

## Control and Monitoring (Audit)

Vesta’s Internal Audit Department is responsible for conducting regular and confidential audits to prevent and detect violations of this Anti-Corruption Policy and other internal rules and procedures.

These regular audits shall include a review of the books and records kept, pertaining to entertainment expenses, gifts and travel, donations, sponsorship, etc. made by employees on behalf of Vesta.


## Conflicts of interest

All Vesta employees should work for the benefit of Vesta at all times, endeavoring to avoid allowing decisions to be influenced by any factor that favors interests unrelated to productivity, effectiveness, efficiency and the fulfillment of the company’s goals.

Vesta therefore strictly prohibits working for, consulting with or having any other relationship with a Vesta competitor, supplier, customer or contractor, or making purchasing or procurement decisions that may benefit a friend, relative or oneself.

All Vesta resources, including time, facilities and supplies, must not be used for any purpose other than legitimate Vesta business. Any exceptions must be authorized in writing by the Chief Executive Officer.

In order to prevent conflicts of interest and facilitate a resolution, when necessary, each employee must make a written declaration of any activities, relationships, financial or other interests that may conflict with Vesta's interests.

 - PUBLIC -	Anticorruption Policy	CORPORATE POLICY
		Code:
	Version: 2	Approval date: 2024/July /08
		Expiration 2025/July /08

## SANCTIONS

Any breach of this Policy will be evaluated by senior management and, depending on the seriousness of the breach, the sanction may range from a reprimand to immediate dismissal of the offender.

Failure by outside parties to comply with this Anti-Corruption Policy may result in Vesta’s modification or cancellation of the business relationship. Externally, the sanction will be determined in accordance with the corresponding regulatory framework.

## REPORTING VIOLATIONS OF THIS POLICY


The duty to report acts of corruption is the basis on which we build and improve our integrity culture. Honest reporting allows us to take concrete actions to sanction acts of corruption and to prevent them from happening in the future.

Employees as well as external stakeholders have a responsibility to report in good faith any departure from this policy, through the various channels that Vesta has provided for this purpose in our reporting platform:

- By telephone at 800 512 0070
- By internet at <https://www.speakupvesta.com.mx>
- By e-mail at [contacto+vesta@eticaintegral.com](mailto:contacto+vesta@eticaintegral.com)



Reports may be made anonymously and Vesta will not tolerate any reprisal against persons who, in good faith, have raised a concern regarding any unethical or illegal conduct. In order for the complaints to be investigated, they should include, as far as possible, evidence useful for their verification and investigation.

 - PUBLIC -	Anticorruption Policy	CORPORATE POLICY
		Code:
	Version: 2	Approval date: 2024/July /08
		Expiration 2025/July /08

## DOCUMENTATION AND RECORD-KEEPING

All documentation generated in connection with this policy must be kept on file by Human Resources for review and reference.

## RECORD OF CHANGES

Número de Revisión.	Fecha de revisión.	Revisor (Nombre y puesto).	Aprobación	Descripción de actualizaciones.
V.2	8-julio-2024	D. ESG D. RRHH D. Comunicación D. Cumplimiento.	D. Auditoría D. Legal Corp. Practices Committee	Review and approved for publication and communication