

**CRIME PREVENTION MODEL  
LAW NO. 20,393**



**AUSTRALIS SEAFOODS S.A. AND ITS SUBSIDIARIES**

## TABLE OF CONTENTS

I.	Introduction .....	3
II.	Explanation of the crimes covered by Law No. 20,393.....	3
A.	Bribery .....	4
B.	Money Laundering .....	6
C.	Terrorism financing .....	8
D.	Reception of stolen property .....	9
E.	Corruption between private parties .....	10
F.	Incompatible negotiation.....	11
G.	Disloyal Management.....	12
H.	Misappropriation.....	13
I.	Crime of Water Pollution .....	13
J.	Other crimes of the General Fishing and Aquaculture Act (18,892).....	13
III.	Risk Management.....	14
IV.	Prevention Officer .....	14
V.	Ethics Handbook.....	15
VI.	Internal Regulation.....	16
VII.	Employment agreement clause .....	16
VIII.	Clause for suppliers .....	16
IX.	Procedures for managing and auditing financial resources.....	17
X.	Communication mechanisms of the crime prevention system .....	17
XI.	Complaints or reporting channel .....	17
XII.	Procedure for the investigation of complaints .....	19
XIII.	Sanctions. ....	19
XIV.	Training.....	19
XV.	Audit for the acquisition, merger, or takeover of companies.....	20
XVI.	Regarding the audit of the prevention model.....	20
XVII.	Record-keeping Policy .....	21

## **I. Introduction**

This crime prevention model has been established pursuant to the provisions of Law No. 20,393 and seeks to implement a form of corporate organization that prevents the perpetration of these and other crimes by members of the company. It reflects the organizational commitment of Australis Seafoods S.A. and its subsidiaries to prevent the perpetration of crimes and its purpose is to guarantee that if any worker commits any of these crimes, he or she will do so not only in contravention of the company's corporate culture, but also, that the crime will have occurred in spite of the efforts deployed by the company to prevent such offense.

The specific objective of the model is not only to deter the perpetration of crimes, but also to comply with the duties of management and supervision imposed by Law No. 20,393. This model envisages:

- a) The appointment of a crime Prevention Officer, assigning to him/her the resources and authority needed to develop his/her tasks;
- b) A crime prevention system which identifies the company's activities and processes that generate or increase the risk of crimes, along with protocols, rules and procedures that enable the persons involved in such activities or processes to program and execute their tasks in a manner such that they prevent the perpetration of crimes; and administrative and auditing procedures in relation to the company's financial resources, with the same objective.
- c) The existence of internal administrative sanctions, as well as reporting or financial liability enforcement proceedings against persons that breach the crime prevention system, and;
- d) Elements of supervision of the prevention system that ensure an effective application of the model and its supervision, for the purposes of detecting and correcting any flaws.

Likewise, through this model, the company expressly leaves on the record that it does not tolerate conducts that constitute crimes or the violation of the policies and procedures that comprise this crime prevention model.

This model applies to Australis Seafoods S.A. and its subsidiaries, which will be generally referred to as "Australis" or simply the "company".

## **II. Explanation of the crimes covered by Law No. 20,393**

Law No. 20,393 establishes a limited list of crimes that can give rise to corporate criminal liability. These crimes include bribery, money laundering, terrorism financing, reception of stolen property, corruption between private parties, disloyal management, incompatible negotiation, misappropriation, water pollution, treatment and commercialization of restricted hydro-biological products, illegal fishing of seabed resources, and processing and storage of collapsed or overexploited products without proof of their source. Below is a description of the main characteristics of these crimes, which is included herein to guide the behavior of owners, controllers, persons in charge, senior executives, representatives, persons who carry out management and supervision activities, and in general any persons under the management or supervision of the persons mentioned above, in Australis in respect of these matters, all of which will be indiscriminately referred to herein as "workers".

## A. Bribery

### i. Bribery of national public officials

This crime is enshrined in article 250 of the Criminal Code.<sup>1</sup> It penalizes whosoever should give or consent to give to a public official an improper benefit due to the official's position, so that he or she may deploy one or more acts to the benefit of the former, exert influence over another public official in benefit of a third party, or to commit certain crimes.

Article 260 of the Criminal Code defines the persons that are considered as public officials for these purposes.<sup>2</sup> The definition is quite broad, and therefore one must be cautious when analyzing the areas of risk of perpetration of the crime of bribery. The cornerstone of the legal definition is the performance of a *public office or function*.

It has been understood a person that serves in a "public office" is any person who has been vested with authority or receives remuneration from the State. Thus, it is not difficult to identify the areas of risk where there is a relationship with public officials that formally serve in a public office (ministers, congresspersons, police officers, inspectors, judges, etc.) or when there are laws that directly assign this condition. The same is not true regarding the expression "public function," which gives rise to multiple problems, as it incorporates countless positions that are not covered by the strict regulation of the Administrative Statute into the notion of public officials. Therefore, when in doubt, the criterion that should be adopted is to presume that the condition of public official exists, acting accordingly and deploying the preventive measures contained in this model.

---

<sup>1</sup> Article 250.- Whosoever should give, offer or consent to give to a public official an economic benefit or of another nature, to the benefit of the latter or a third party, in light of the office of that servant in the terms of subsection one of article 248, or so that the public official will engage in the acts or omissions contained in articles 248, subsection two, 248 bis and 249, or for having engaged in such acts or omissions, will be punished with the same fines and disqualifications established in such provisions.

Regarding the benefit that is given, offered or consented as a result of the office of the public official, in the terms of subsection one of article 248, the person offering the bribe will be sanctioned, additionally, with the penalty of minor imprisonment in the medium degree, in the case of the benefit that has been given or offered, or minor imprisonment in the minimum degree, in the case of consent to provide such benefit.

Regarding the benefit that is given, offered or consented as a result of the office of the public official, in the terms of subsection two of article 248, the person offering the bribe will be sanctioned, additionally, with the penalty of minor imprisonment in the medium to maximum degrees, in the case of the benefit that has been given or offered, or minor imprisonment in the minimum to medium degrees, in the case of consent to provide such benefit.

Regarding the benefit that is given, offered or consented as a result of the office of the public official, in the terms of article 248 bis, the person offering the bribe will be sanctioned, additionally, with the penalty of minor imprisonment in the maximum degree to major imprisonment in the minimum degree, in the case of the benefit that has been given or offered, or minor imprisonment in the medium to maximum degrees, in the case of consent to provide such benefit.

Regarding the benefit that is given, offered or consented in connection with the crimes or felonies listed in article 249, the person offering the bribe will be sanctioned, additionally, with the penalty of minor imprisonment in the maximum degree to major imprisonment in the minimum degree, in the case of the benefit that has been given or offered, or minor imprisonment in the medium to maximum degrees, in the case of consent to provide such benefit. The penalties established in this subsection will be applied notwithstanding the penalties that may be imposed for the commission of the corresponding crime or felony.

<sup>2</sup> Article 260.- For the purposes of this Title and Paragraph IV of Title III, any person that serves in a public office or function will be considered a public official, whether in the Central Administration or institutions or companies that are partially owned by the state, municipalities, autonomous public bodies or entities created by the State or dependent on the State, even if they are not appointed by the Chief of State or if they do not receive salaries from the State. The fact that the office is publicly elected will not affect the applicability of this qualification.

Consequently, special care must be taken in the identification of risk areas regarding the perpetration of bribery, as it is possible for an Australis employee to have a relationship with a public official that is not clearly a public official, especially if one takes into account that the public official may not necessarily receive a remuneration (it could be an *ad honorem* function) or that he or she may not belong to the Central Administration (such as the *Banco Estado*, *Correos de Chile*, *ENAP* and other companies).

On the other hand, although the crime of bribery punishes whoever offers or consents to give to a public employee an economic or any other benefit, it is not necessary for this benefit to be given for the public official's own advantage, but rather, the benefit may also be provided in favor of a third party. In addition, the mere offer is sufficient for the purposes of deeming the crime as having been perpetrated, and thus it is neither necessary for the benefit to have been effectively paid, nor for it to have been accepted or received.

For the purposes of this crime, benefit is understood as any compensation received by the public official, which increases his or her wealth or prevents it from decreasing, be it money, goods or anything else that can be monetarily appraised (discounts, additional credit benefits, scholarships, trips, debt condonation, etc.), or a benefit of another non-economic nature (recommendations, political commitments, sexual favors, etc.).

The improper benefit is offered, requested or granted to the public official only because of his or her office, or to engage in certain actions or omissions, but it is possible that he or she may accept, request or receive the benefit before or after the performance of said acts or omissions. Thus, the following situations can occur:

1) Offering or consenting to give a benefit only by reason of the office served by the public official.

*By way of example, a former employee of the company has been appointed Director of Sernapesca. Knowing that the person is experiencing financial hardships, a periodic sum of money is supplied to that person to aid him or her in these hardships.*

2) Offering or consenting to give more than what is permitted to be received by reason of his or her office. This is the case of certain public officials who are authorized to charge certain predefined sums of money for the services they provide to the public, but who are not allowed to receive more than what is established by law. It is enough to offer any sum in excess of the permitted amount for the purposes of perpetrating the crime of bribery.

*By way of example, in order to obtain a certificate from the Real Estate Registrar, the relevant service is authorized to charge certain fees for this service. The public official before whom this request is made is authorized to receive the payment, and therefore if more money is paid or offered to expedite the service, then the crime of bribery is perpetrated.*

3) Offering or consenting to give a benefit to a public official, for that public official personally or for a third party, so that he or she may execute an act that is performed by its agency, but that is not a part of the official's functions.

*By way of example, a payment is made to a public official that the latter is not authorized to receive, with a view to expedite a process.*

4) Offering or consenting to give a benefit to a public official for having refrained from doing, or to refrain from doing, something that the public official is required to do in the context of his or her office or function.

*By way of example, money is offered to an official of Sernapesca so that he or she refrains from imposing a penalty after detecting a breach of fishing and aquiculture regulations.*

5) Offering or consenting to give a benefit to a public official so that he or she executes, or for having executed, an act that violates the duties of that office. The infraction may also consist of exerting influence on another public official so that he or she may perform an act to the benefit of an interested third party.

*By way of example, money is offered to an official of DIRECTEMAR so that he or she may issue a favorable resolution in respect of a fine, even though the fine was justified.*

6) Offering or consenting to give a benefit to a public official so that he or she may perpetrate crimes or felonies relating to his or her office, or crimes that affect rights protected by the Constitution.

*Example of the first case: making a payment to a judge so that he or she issues a ruling that violates the law in a criminal case. Example of the second case: granting a benefit to a public official so that he or she arrests a person without legal justification.*

## **ii. Bribery of foreign public officials**

This crime is enshrined in article 251 bis of the Criminal Code.<sup>3</sup> Generally speaking, it has similar requirements to those discussed for bribery, with the exception that, in this case, the public official must serve for another country or an international organization, and the objective of the committed benefit is to obtain or preserve, for the offender's own benefit or that of a third party, any business opportunity or advantage in the context of international transactions deployed overseas.

The crime of bribery of foreign public officials will be judged by Chilean courts even if it has been perpetrated abroad. This is stipulated in article 6 No. 2 of the Organizational Code of Courts, provided that the crime is perpetrated by a Chilean person or a foreign person holding habitual residence in Chile. In both cases, the crime could give rise to the criminal liability of the company for which the offender works.

The same does not apply if the crime is perpetrated by a non-Chilean person or someone who is not a habitual resident of Chile. In this case, the crime will be tried before foreign courts.

## **B. Money Laundering**

---

<sup>3</sup> Article 251 bis.- Whosoever, with the purpose of obtaining or preserving for itself or a third party any business opportunity or advantage in any international transaction or economic activity deployed overseas, offers, promises, gives or consents to give to a foreign public official an economic gain or advantage of another nature, to the benefit of the latter or a third party, by reason of the office of the public official, or so that he or she may omit or deploy, or for having omitted or deployed, an act relating to his or her office in violation of duties of care, will be sanctioned with the penalty of minor imprisonment in the maximum degree or major imprisonment in the minimum degree, and in addition, with a fine that is double or quadruple the amount of the benefit that was offered, promised, given or requested, and temporary absolute disqualification from exercising public offices in the maximum degree. If the benefit is not of an economic nature, the penalty will be of one hundred to one thousand monthly tax units.

The goods received by the public official will always be confiscated.

The crime of money laundering is established in article 27 of Law No. 19,913,<sup>4</sup> which punishes:

1) Whosoever should in any way conceal or hide the unlawful source of certain assets, knowing that they are the direct or indirect result of the perpetration of acts constituting any of the crimes contemplated in the law. In this case, it is necessary to know of the source of the goods generated by the perpetration of the base crimes established in the law.

*For example, products are sold at a preferential price to an unknown company that belongs to a person involved in illegal weapons trafficking.*

2) Whosoever should acquire, possess, have or use, with lucrative intent, the goods derived from an unlawful source, knowing of such source when they are received.

*For example, securities are held in custody for an investor that finances its transactions with assets generated by corruption.*

3) Whosoever perpetrates the conducts described above, even if the unlawful source of the goods is unknown, if the person should have known of such source and, due to a lack of requisite care, was unaware of that source. This is a negligent case of money laundering, pursuant to which the law punishes not only the person that has the direct intention of

---

<sup>4</sup> Article 27 of Law No. 19, 913: The penalties of major imprisonment in the minimum to medium degrees and a fine ranging from two hundred to one thousand monthly tax units will be imposed upon:

a) Whosoever should in any way conceal or hide the unlawful source of certain assets, knowing that they are the direct or indirect result of the perpetration of acts constituting any of the crimes envisaged in Law No. 20,000, which punishes the illegal trafficking of drugs and psychotropic substances; in law Nº 18.314, which defines terrorist acts and establishes the penalties stemming therefrom; Article 10 of Law No. 17.798, on weapons control; in Title XI of Law No. 18.045, on securities markets; Title XVII of Law-Ranking Decree No. 3, of the Ministry of Finance, of 1997, the General Banking Act; in article 168 in relation to article 178, No. 1, both of Law-Ranking Decree No. 30, of the Ministry of Finance, issued in 2005, which approves the consolidated, coordinated and systematized text of Law-Ranking Decree No. 213, from the Ministry of Finance, issued in 1953, the Customs Ordinance; in the second paragraph of article 81 of Law No. 17,336, on intellectual property; in articles 59 and 64 of Law No. 18,840, Constitutional Organizational Law of the Central Bank of Chile; in the third paragraph, numeral 4, of article 97 of the Tax Code; in paragraphs 4, 5, 6, 9 and 9 bis of Title V and 10 of Title VI, all of the Second Book of the Criminal Code; in articles 141, 142, 366 quinquies, 367, 374 bis, 411 bis, 411 ter, 411 quater, 411 quinquies, and articles 468 and 470, numerals 1, 8 and 11, in relation to the final paragraph of article 467 of the Criminal Code, or, whosoever, knowing this source, conceals or hides these assets.

b) Whosoever may acquire, possess, have or use the abovementioned goods, for lucrative purposes, being aware of their unlawful source when such goods were received.

The same penalty will be applied to the conducts described in this article if the goods are the result of a deed that has occurred overseas, which is punishable in the place of perpetration and in Chile, in the latter case when the deed constitutes one or more of the felonies described in literal a) above.

For the purposes of this article, the term goods means any objects of any nature that are monetarily appraisable, including tangible or intangible goods, personal or real properties, as well as any legal documents or instruments that demonstrate ownership or other rights on said goods.

If the perpetrator of any of the conducts described in literals a) or b) did not know the source of the goods due to inexcusable negligence, the penalty applicable under the first or final subsection of this article will be reduced by two degrees.

The fact that the source of the abovementioned goods constitutes a punishable and unlawful act of those described in literal a), subsection one, will not require a prior conviction, and such conviction may be established in the same process that is being used to judge the crime enshrined in this article.

If the person that participated as perpetrator or accomplice in the acts that generated these goods perpetrates, in addition, the crimes contemplated in this article, then that person will also be punished for that conduct.

In any event, the penalty of imprisonment that applies in the cases of literals a) and b) may be no more severe than the strictest penalty that the law assigns to the perpetrator of the crime or felony that generated the goods that are the subject matter of the felony enshrined in this article, notwithstanding the ancillary fines and penalties that may be available under law.

concealing the unlawful source of goods, but also anyone who “allowed” the perpetration of the unlawful conduct to occur due to a lack of the care required by law.

In order to constitute the crime of money laundering, it is necessary for the funds that are concealed, hidden or maintained to have been generated by the unlawful activities listed in the same provision, which are known as “base crimes.” A brief list of the catalog of base crimes is found below, as well as a discussion relating to the crime of money laundering itself.

The following are the base crimes for money laundering under Chilean legal framework:

- i. Crimes enshrined in Law No. 20,000 (which replaced Law 19,366), which penalizes illegal drug trafficking.
- ii. Terrorist conducts under law No. 18,314.
- iii. Some of the felonies of Law No. 17,798 on weapons control.
- iv. The crimes of Law No. 18,045 on Securities Markets.
- iv. The crimes established in the General Banking Act, several of which are applied only to the personnel of banks and financial institutions, with the exception of article 160, which punishes any person who obtains loans from financial institutions by providing false or maliciously incomplete information relating to their identity, activities or financial situation, causing damages to the institution.
- v. The crime of smuggling, as specified in article 168 in relation to article 178 No. 1, both of the Customs Ordinance, which is committed by whosoever introduces into or extracts from the national territory goods whose import or export is prohibited, or evades the relevant duties by not declaring the merchandise to Customs, or introduces foreign merchandise from a territory having a special tax regime into another contemplating higher taxes, or to the remainder of the country.
- vi. The felony set out in the second paragraph of article 81 of Law No. 17,336, on intellectual property, which punishes any parties who with a lucrative intent, manufacture, import, bring into the country, have or purchase for commercial distribution copies of works, interpretations or phonograms, whatever their carrier media, reproduced in contravention of the provisions on intellectual property.
- vii. The crimes of articles 59 and 64 of Law No. 18,840, Constitutional Organizational Law of the Central Bank of Chile, referring generally to the production and circulation of counterfeit notes, and to documentary counterfeiting before the Central Bank.
- viii. The felony set forth in article 97 number 4 paragraph 3 of the Tax Code, that is, obtaining tax returns on the basis of fraud.
- ix. Crimes of perversion of the course of justice, embezzlement of public funds, fraud and illegal levies, bribery, kidnapping and abduction of minors, production and distribution of pornographic material with the use of minors, illegal trafficking of immigrants and human trafficking, frauds, misappropriation, fraud in relation to subsidies and disloyal management, all envisaged in the Criminal Code.

### **C. Terrorism financing**

In our country, the financing of terrorism is specified as a crime in Article 8 of Law No. 18,314,<sup>5</sup> which punishes those who in any way request, raise or provide funds in order to be used to commit the terrorist offenses contemplated in the law.

The following crimes are classified as terrorist offences when they have been perpetrated to intimidate the population or obtain any decision from the government:

- i. Aggravated homicide, mutilation, severe and extremely severe injuries, kidnapping, child abduction, sending explosive letters or parcels, arson and other havoc, as well as crimes against public health and derailment.
- ii. Seizure of or attack against a vessel, aircraft, train, bus or other means of public transport that is in service, or the execution of acts that endanger the life, bodily integrity or public health of its passengers or crew.
- iii. Attack against the life or bodily integrity of the Head of State or other political, judicial, military, police or religious authority, or of internationally protected persons on account of their position.
- iv. Placing, sending, activating, throwing, detonating or firing bombs or explosive or incendiary devices of any kind, weapons of high destructive power or having toxic, corrosive or infectious effects.
- v. Also, the conspiracy for the commission of the aforementioned crimes.

The preceding crimes are deemed of a terrorist nature when they are committed with the purpose of producing in the population, or in a part of it, the justified fear of being a victim of crimes of the same type, whether due to the nature and effects of the method employed to perpetrate them, because of the available evidence suggests a premeditated plan to attack a particular category or group of people, or because they are committed to procure or inhibit resolutions by the authority or impose demands upon it.

*For example, a donation is made to organizations or people who, in appearance, seek lawful purposes, but actually carry out or finance terrorist activities.*

#### **D. Reception of stolen property**

This crime, specified as such in article 456 bis A of the Criminal Code,<sup>6</sup> may be perpetrated in a number of ways, such as: having, transporting, buying, selling, transforming or

---

<sup>5</sup> Article 8 Law No. 18,314: Whosoever, by any means, directly or indirectly, requests, collects or provides funds for the purpose of being used in the commission of any of the terrorist offenses indicated in Article 2, shall be punished with the penalty of minor imprisonment in minimum to medium degree, unless under the provision of funds they have responsibility for a particular crime, in which case they will be punished under the latter title, without prejudice to the provisions of article 294 bis of the Criminal Code.

<sup>6</sup> Article 456 bis A.- Any person in possession, under any title, of stolen, robbed, fenced or misappropriated goods, as provided for in article 470 number 1, who knows or should have known about their source, and who transports, purchases, sells, transforms or markets in any way the same, even when they have been already disposed of, will be punished with minor imprisonment in any degree and a fine of five to one hundred monthly tax units.

For the determination of the applicable penalty, the court will especially take into account the value of the items, as well as the seriousness of the crime as a result of which they were obtained, if this was known by the perpetrator. When the received stolen property are motorized vehicles or things that are part of utility services, such as electricity, gas, water, sewage, rainwater collectors or telephony, the penalty of minor imprisonment will be imposed in its maximum degree, plus a fine of five to twenty monthly tax units. The conviction for crimes under this subsection shall provide for the confiscation of the instruments, tools or means used to commit them or to transform or transport the stolen items. If said elements are stored, concealed or transformed in a commercial establishment with the knowledge of the owner or administrator, the irrevocable shutdown of said establishment may also be ordered, for which purpose the competent authority shall be duly instructed and authorized.

marketing goods that derive from crimes against property. All these actions have in common the direct use of the stolen or misappropriated goods, and/or allowing or enabling the perpetrator of such crimes to avail themselves of what they obtained with their crime.

The relevant goods are those obtained as a result of the following crimes against property:

- i. Theft: which consists in appropriating movable property without the approval of its owner, with lucrative intent. Movable property (or chattels) are goods that can be transported from one place to another.
- ii. Robbery: which is also the appropriation of movable property without the approval of the owner, with lucrative intent, but with the aid of violence, intimidation or force.
- iii. Cattle theft: which is the theft or robbery of certain animals or parts thereof.
- iv. Misappropriation: which is the appropriation, to the detriment of others, of securities that have been received under the obligation to surrender or return them.

A person can only be punished for the reception of stolen property when they have been aware that the property has been obtained as a result of a crime. But since this can be difficult to prove, reception of stolen property will also exist if a person should have been aware about the unlawful source of the property they hold or have acquired.

*For example, office supplies, which turn out to have been stolen or robbed, are purchased from a supplier who does not prove in any way the provenance of what it sells, despite having been requested to do so.*

#### **E. Corruption between private parties**

This crime is established as such in articles 287 bis and 287 ter<sup>7</sup> of the Criminal Code. It is a crime similar to bribery, but without the intervention of public employees. Both the employee or agent who requests or accepts an improper benefit and those who offer or give it, are punished, in both cases to favor or for having favored one bidder over another in relation to the award of a contract.

---

The maximum degree of the penalty established in the first subsection shall be imposed when the perpetrator is a recidivist or repeat offender. In cases of repetition or recidivism in the reception of the stolen properties indicated in the preceding paragraph, the imprisonment established therein shall be applied, increased by one degree.

In the case of the crime of cattle theft, the fine established in the first paragraph shall be seventy-five to one hundred monthly tax units, and the judge may order the irrevocable shutdown of the establishment.

If the value of the received stolen property exceeds four hundred monthly tax units, the maximum degree of the penalty or the maximum penalty corresponding to each case shall be imposed.”

<sup>7</sup> Article 287 bis. The employee or agent who requests or accepts an economic benefit or benefit of another nature, for him/herself or a third party, to favor or for having favored in the exercise of his/her duties the contracting with an offeror over another, will be punished with minor imprisonment in its medium degree and a fine amounting to double the quantum of the requested or accepted benefit. If the benefit is not of an economic nature, the fine will range from fifty to five hundred monthly tax units.

Article. 287 ter. Whosoever gives, offers or consents to give an employee or agent an economic benefit or other benefit, for him/herself or a third party, to favor or for having favored the contracting with an offeror over another, will be punished with the penalty of minor imprisonment in its medium degree, in the case of the given or offered benefit, or minor imprisonment in its minimum degree, in the case of the consented benefit. In addition, the fine indicated in the preceding article shall apply.

This crime seeks to ensure free competition and protect the assets of companies, ensuring that the choice of bidders in tenders is made transparently and without improper influence.

Consequently, it is absolutely forbidden to accept or give gifts, invitations and any other benefit that interferes with the impartiality of those who make decisions regarding suppliers, customers, employees and others in those cases where there is more than one possible bidder. IT MUST BE INFORMED IN TENDERS THAT NOTHING WILL BE RECEIVED.

*For example, a customer launches a tender for the purchase of large volumes of salmon and trout, and a company employee sends a gift to one of the persons in charge of deciding upon the award during that tender.*

#### **F. Incompatible negotiation.**

This offense, specified as such in article 240 of the Criminal Code, concerns public employees and other persons in charge of taking care of the property or the assets of others. Salient amongst these on account of their relevance to the company are those listed in article 240 No. 7 of the Criminal Code,<sup>8</sup> that is, directors, managers and senior executives of a corporation who are party to a contract, agreement or transaction in which they or other persons with whom they are related to may have an interest or derive a benefit, thereby contravening the requirements provided for by law.

The crime encompasses:

- 1) Board members, managers and senior executives of a corporation when they are directly interested in negotiations, acts, contracts, transactions or procedures that involve the company.

*For example, an executive submits before the commercial department an offer to lease one of his real estates without informing the ownership of the property.*

- 2) Board members, managers and senior executives who give or allow their spouses or civil partners, or relatives in any degree of kinship in the straight line or up to third degree of kinship in the collateral line, inclusive, whether on the basis of consanguinity or affinity, to take interest in a business opportunity, where they should have been prevented from doing so.

---

<sup>8</sup> Article 240.- The penalty of minor imprisonment in its medium to maximum degrees, temporary absolute disqualification for public positions, posts or offices in medium to maximum degrees, and a fine ranging from half to the total value of the interest they would have taken in the business, shall apply to:

7 ° The director or manager of a corporation that is directly or indirectly interested in any negotiation, act, contract, operation or proceeding that involves the company, in breach of the conditions established by law, as well as any person to whom the rules on duties inherent to the directors or managers of these companies apply.

The same penalties will be imposed upon the persons listed in the preceding paragraph if, in the same circumstances, they give or allow their spouse or civil partner, a relative in any degree of kinship in straight line or up to the third degree of kinship in collateral line, inclusive, whether on the basis of consanguinity or affinity, to take interest in a business opportunity, where they should have been prevented from doing so.

The same shall apply in the event that any of the persons listed in the first subsection, in the same circumstances, gives or allows companies, associations or enterprises which are managed by or in which any of the persons listed in the preceding paragraph hold an equity interest, which must be higher than 10% in the case of corporations, to take interest in a business opportunity, where they should have been prevented from doing so.

*For example, a provider of professional services is required, and a manager's sister submits a proposal. This manager participates in the hiring process without informing of his relationship.*

- 3) Board members, managers and senior executives who give or allow third parties associated with them or with any of the persons listed in the preceding numbers to take interest in a business opportunity.

*A director of the company has a security equipment venture with a friend of his, Juan, in which both are partners. Juan also has a foundation, which is in urgent need of financing. Given this, he contacts his friend, a director of Australis, to ask the company for a donation to the foundation. The director, in response, sends an email to the CEO, to consider the donation.*

- 4) Board members, managers and senior executives who give or allow companies, associations or enterprises which are managed by or in which any of the persons listed in the three preceding sections hold equity interest, which must be higher than 10% in the case of corporations, to take interest in a business opportunity, where they should have been prevented from doing so.

*In the same case as preceding number 3, Juan convinces the director to present at the next board meeting the advantages of changing the security equipment owned by the company for that which is offered by his venture.*

The conditions that must be fulfilled in all these cases so that the crime is not deemed perpetrated, are contained in Law No. 18.046, on Corporations, especially in its articles 42, 44, 89, 93 and 147.

## **G. Disloyal Management**

The crime of disloyal management is specified as such in article 470 No. 11 of the Criminal Code,<sup>9</sup> which punishes any party who, being in charge of safeguarding or managing the assets of another person, damages the same, whether on the basis of abusively exercising their powers or executing acts that are manifestly contrary to the interest of the owner of the affected assets.

For this crime to be perpetrated, it is necessary to act with malicious intent, that is, with the knowledge and willingness to commit the conduct and cause harm. Negligent or careless administration is not enough.

---

<sup>9</sup> Article 470.- The imprisonment penalties of art. 467 will also apply to: 11. Whomever, while in charge of safeguarding or managing the assets of another person, or any part thereof, under the law, an order of an authority or by operation of an agreement or contract, damages the same, whether on the basis of abusively exercising their powers or executing or failing to execute any acts that are manifestly contrary to the interest of the owner of the affected assets.

If the deed affects the assets of a person in relation to whom the subject is a guardian or curator, or of an incapacitated person for whom the subject is responsible in any other capacity, the penalties listed in article 467 shall be applied in their maximum degree, as the case may be.

In the event that the entrusted assets belong to a listed or special corporation, the administrator who carries out any of the conducts described in the first paragraph of this numeral, thereby causing damage to such assets, will be punished with the penalties indicated in article 467, increased by one degree. In addition, the penalty of temporary special disqualification to serve as a manager, director, liquidator or administrator of a company or entity under control of a Superintendence or the Commission for the Financial Market shall be imposed in its minimum degree.

In the cases provided for in this article, a fine amounting to half of the defrauded amount shall also be imposed.

*For example, a parent company is responsible for the administration of the funds of its subsidiaries, and causes them harm by investing said funds in financial instruments that have not been authorized by them.*

#### **H. Misappropriation**

Misappropriation, as specified in article 470 No. 1, of the Criminal Code, punishes whosoever fails to return assets they have received under a title that imposed upon them the obligation to restore them (goods received in escrow, commission, for administration, under bailment, lease, etc.).

For example, upon expiration of a lease agreement of a machinery, without the purchase option being triggered, an employee of the company refuses to return the machinery to the owner.

#### **I. Crime of Water Pollution**

This crime is governed by article 136 of the General Fishing and Aquaculture Act (18,892),<sup>10</sup> and refers to the malicious or reckless or negligent spillage or dumping in water of chemical, biological or physical pollutants that cause damage to hydro-biological resources.

This crime is committed if pollution occurs:

- a) In unauthorized activities;
- b) In authorized activities, contravening the conditions of the relevant authorization;  
or
- c) In violation of any regulations applicable to the activity.

It is relevant to note that this crime is punished not only when committed intentionally (with malicious intent), but also when the contamination is caused by recklessness or mere negligence.

*For example, one of the company's vessels crashes into a sea pontoon, causing a fuel leak, as a result of which fuel is spilled into the water.*

#### **J. Other crimes of the General Fishing and Aquaculture Act (18,892).**

Said crimes are the following:

---

<sup>10</sup> Article 136.- Those who, without authorization, or contravening the applicable conditions or infringing the applicable regulations, spill or dump, or order the spillage or dumping into the sea, rivers, lakes or any other body of water, of chemical, biological or physical pollutants that cause damage to hydro-biological resources, will be punished with minor imprisonment in its medium to maximum degree and a fine ranging from 100 to 10,000 monthly tax units, without prejudice to the corresponding administrative sanctions.

Those who with recklessness or mere negligence engage in the conduct described in the previous paragraph will be penalized with minor imprisonment in its minimum degree and a fine ranging from 50 to 5,000 monthly tax units, without prejudice to the corresponding administrative sanctions.

If the offender has deployed measures aimed at preventing or repairing damages, the court may reduce the penalty of imprisonment by one degree and the fine by up to fifty percent, without prejudice to the corresponding indemnities. In the case of the second subsection, the conditional stay of proceedings that may be applicable pursuant to article 237 of the Criminal Procedure Code may be decreed, provided that the referred measures have been adopted and the fine has been paid.

- a) Processing, manufacturing, marketing and storage of restricted hydro-biological resources, and derivative products (Article 139).
- b) Illegal fishing in areas of management and exploitation of benthic resources (article 139 bis).
- c) Processing, manufacturing or storage of hydro-biological resources or derivative products that are overexploited or in a state of collapse, as well as their possession in knowledge of their unlawful source, or where such source should have been known (article 139 ter).

### **III. Risk Management**

Risk management consists in the diagnosis of the exposure to the risks posed by Australis's operations, according to the characteristics of its activity and form of organization.

The Crime Prevention Officer is responsible for the process of identifying, analyzing and assessing the risk of commission of crimes under the Law; risks that must be reflected in a "Risk Matrix", which must be reviewed at least once a year or when relevant changes occur in the Company's regulations, structure, processes or business.

The risk to which the company is exposed to arises necessarily from the activities conducted by the individuals identified in the law (owners, controllers, persons in charge, senior executives, representatives, persons exercising management and supervisory tasks, and, generally, all persons under the management or supervision of the foregoing). In order to better define the risks faced by the company, and so as to simultaneously grant the Prevention Officer the reference elements enabling him/her to manage said risks and prioritize them when auditing the application of the respective controls, two criteria must be distinguished: the likelihood of occurrence of the contingency that could give rise to criminal liability for the company and the impact derived therefrom.

### **IV. Prevention Officer**

The Prevention Officer is the official who has been especially appointed by Australis's board of directors for designing, implementing and controlling the crime prevention model, pursuant to the provisions of Law No. 20,393. The Prevention Officer shall be in charge of periodically updating the crime prevention model, both regarding the inclusion of new risks and/or any changes to the currently identified risks, as well as regarding the measures for preventing them. The above shall be carried out whilst ensuring the proper knowledge and compliance by the company's employees.

The Prevention Officer, in compliance with the law, cannot hold his/her position for more than three years, although this term of office may be extended by periods of the same duration, via a resolution issued in this sense by the board of directors.

Said Prevention Officer shall report directly to the company's board of directors and to the CEO, and shall be autonomous from the administration from an organic and budgetary standpoint.

Hence, and in order to ensure the Prevention Officer's autonomy:

1. The Prevention Officer shall have direct access to the board of directors and to the CEO of Australis, so as to opportunistically inform – via adequate means – about the implemented measures and plans.
2. On a yearly basis, Australis’s board of directors shall approve the budget presented by the Prevention Officer to allow him/her to obtain the material means to comply with his/her duties.

Both the appointment as well as the term in office, autonomy, and means and budget availability of the Prevention Officer shall be expressly established in a formal act of appointment by the company’s board of directors.

The Prevention Officer shall maintain a confidential registry that must contain:

- a. All complaints that have been received, whether informally or through the complaints or reporting channel;
- b. All investigations that have been conducted, with their respective background information and findings;
- c. A record of any information exchanges with the Public Prosecutor’s Office.

For the purposes of drafting his/her report, the Prevention Officer shall, on a half-yearly basis, inform Australis’s board of directors and CEO about the events that have occurred, the complaints or reports that have been received and the investigations that have been conducted, and the preventive measures and plans implemented in compliance with the officer’s duties.

The structure of the half-yearly report shall be the following:

- a. A brief summary of all preventive measures implemented in accordance with the crime prevention model (implemented controls, issued regulations and instructions, etc.).
- b. Complaints received both through the complaints or reporting channel, as well as via other informal means.
- c. Conducted investigations (number of conducted investigations, their findings and any adopted actions) and percentage of complaints resulting in an investigation.
- d. Design and implementation of the new prevention measures (new controls and procedures implemented since the previous report).
- e. Summary of all training sessions or other education or assessment measures for the staff, pertaining to the crime prevention model.
- f. Any amendments to the currently applicable legislation that could affect or change the prevention model implemented by the company.
- g. Other relevant events (any other information that could be of interest to the company’s management and which could be conducive to increasing the effectiveness of the crime prevention model).

The above report shall be strictly confidential and be intended only for the knowledge of Australis’s board of directors and CEO.

## **V. Ethics Handbook**

Australis's Code of Ethics and Conduct contains a special section pertaining to the Crime Prevention Model, which must be continuously supplemented so as to opportunely incorporate any amendments enacted to Law No. 20,393.

## **VI. Internal Regulation**

The Internal Regulation on Order, Hygiene and Security of Australis contains provisions in connection with the Crime Prevention Model.

## **VII. Employment agreement clause**

The employment agreement – whether fixed-term or indefinite – of all of Australis's workers and employees shall include a clause detailing the obligations and prohibitions set forth in Law No. 20,393.

The clause of the employees' employment agreement must contain at least the following items:

- a. Obligation of acting in accordance with the law and the company's Ethics Handbook.
- b. Obligation of complying with the crime prevention model.
- c. Prohibition of perpetrating any crimes, particularly those set out in Law No. 20,393.
- d. A commitment to diligence in the detection of unlawful conducts.
- e. Obligation to report any infringements to the crime prevention model.
- f. Sanctions.

## **VIII. Clause for suppliers**

The suppliers' clause must be signed by all parties providing services or supplying goods to Australis. If any of such suppliers refuses to execute said clause, this circumstance shall be notified to the Prevention Officer, who shall decide whether or not the relation with said supplier should be continued.

The suppliers' clause must contain at least the following items:

1. Obligation of acting in accordance with the law.
2. Statement declaring knowledge about the existence of Australis's crime prevention model.
3. Prohibition of perpetrating any crimes, particularly those set out in Law No. 20,393.
4. Statement declaring that the supplier has a crime prevention model in place or, at least, that it has adopted measures to direct and supervise its staff to prevent crimes.
5. Obligation of not generating any criminal liability for the company.
6. Obligation to notify any events that could give rise to criminal liability for the company.
7. Obligation of supplying information within the context of internal investigations conducted pursuant to the model.
8. Sanctions.

## **IX. Procedures for managing and auditing financial resources**

Regardless of any other specific measures proposed under this crime prevention model in order to avert the perpetration of the crimes established by Law No. 20,393, Australis must have management and auditing procedures that ensure the optimal use and safeguarding of its financial resources.

The identification of such procedures – as expressly required by article 4, No. 3, literal c) of Law No. 20,393 – will thus be supplementary to and consistent with the purpose of preventing crimes, and shall take into account that – whether as a direct material object or as a means enabling their perpetration – the company’s financial resources play a key role in the perpetration dynamic of the crimes of bribery, money laundering, terrorism financing, reception of stolen property, corruption between private parties, disloyal management, incompatible negotiation, misappropriation, and crimes set forth under the Fishing Act.

## **X. Communication mechanisms of the crime prevention system**

In order for the crime prevention model to function effectively, it is essential that all the staff is fully aware of the scope of Law No. 20,393, and of the contents and scope of the existing prevention system, its controls, and its procedures. Likewise, it is also of the essence that all workers commit themselves to adhere to said crime prevention system.

In order to ensure that all of Australis’s workers are duly advised about the foregoing, and in addition to the stipulations included in their employment agreements and in the internal regulation, the following rules have also been established:

1. The information pertaining to the crime prevention system shall be available for all of the staff in the information panels placed in locations of open access within the company and/or in the institutional intranet, as applicable.
2. Commitment. All of the staff must sign to express their full knowledge about any changes performed to the internal regulation, with the corresponding clauses referencing the crime prevention model.
3. Training, as explained in chapter XIV of this instrument.

## **XI. Complaints or reporting channel**

For Australis, it is essential to possess a complaints and reporting mechanism that will enable its workers, employees and suppliers to comply with their reporting obligations, in the event that they learn of any developments or have any suspicions regarding the perpetration of any deed that could constitute a crime, even if related to felonies that are not contained in the prevention model.

Australis’s workers and suppliers are bound to notify any situation that could constitute a crime or any suspicion that a crime has been perpetrated, as per the provisions of this prevention model and in accordance to the terms and conditions of their respective agreements and the Internal Regulation. Likewise, workers must report any breach of the rules contained in the prevention model, so that the company can adopt any measures necessary to

remediate such breaches. Any other third party, especially third-party investors or investment funds, may also report using the channels detailed below.

The complaints or reporting channels must ensure, as applicable, the anonymity and/or the confidentiality of the handling of the report or complaint.

These channels are:

- Complaints or Reporting Channel located on the webpage -> <http://www.australis-seafoods.com> -> Australis Seafoods -> MPD (Ley 20.393) -> *Formulario canal de denuncias*.
- Direct contact with the Crime Prevention Officer, the Ethics Committee or the CEO, by directly dialing their extensions or sending them an e-mail.

All workers, employees and suppliers shall undertake to file their complaints and reports responsibly and in a justified manner, always seeking to duly comply with their obligations under this prevention model. The complainant or reporting party, considering the anonymous nature of his/her report or complaint, must provide a detailed description of the events supporting the same, especially the date, time, location, manner in which the events can be ascertained, and involved parties.

The same complaints channel will be used to notify Australis about any suspicion of a violation of any national statute, or of any policies, rules and procedures of the company, but, especially – and without the following list being exhaustive – of the following circumstances:

- Any improper payment or any payment in excess of the legal amount, made to a public employee or official, whether Chilean or foreign, or to another company's employee or agent, within the context of the offering of goods and services, or any other benefit of any other nature provided in this connection.
- Any improper payment that has been received or requested by an Australis employee, in order to favor an offeror of goods or services over another.
- Any suspicion that money, goods or other items belonging to Australis could be being allocated to finance unlawful activities, such as terrorism or other criminal activities, and any other suspicions held regarding the link or involvement of workers, employees or suppliers of Australis with such activities.
- Any suspicion that money, goods, or other items received by Australis under any title could have originated from unlawful activities, such as drug trafficking, weapons trafficking, kidnapping, robberies, thefts, misappropriations or other crimes. Likewise, any suspicion about the link or involvement of Australis's workers, employees or suppliers in any such activities.
- The improper use or misappropriation of goods or securities that company employees maintain under management or administration, or under any title giving rise to the obligation of returning or surrendering the same.

Any doubt regarding whether or not the conducts that Australis's worker, employee or supplier has become aware about can be classified within the aforementioned descriptions, shall be deemed to be sufficient motive for said worker, employee or supplier to be under the obligation of reporting the same.

The company shall ensure that whoever, in good faith, files any reports or complaints through the complaints or reporting channels set forth in this title, will not be subject to any retaliation whatsoever.

## **XII. Procedure for the investigation of complaints**

The internal investigation procedure is essential for the implementation of the prevention model. For this reason, the company has established a "Complaints Channel Procedure," in accordance to which investigations shall be conducted.

## **XIII. Sanctions.**

This model envisages sanctions that may be imposed to the workers, in order to enforce effective compliance with the prevention model and the consolidation of a corporate culture that bars the perpetration of crimes.

The sanctions applicable to workers are those specified in Australis's Internal Regulation on Order, Hygiene and Safety, and have been accepted and recognized through the execution of the corresponding documents. A punishable infringement shall be deemed to exist in all such cases in which the worker has failed to perform his/her supervisory, reporting, training or any other type of obligation established in the prevention model. Said sanctions are the following:

- a) Verbal warning by the hierarchical supervisor.
- b) Written warning, notified to management.
- c) Dismissal from the company in the event of severe or repeated infringements.

Regarding suppliers, the inaccuracy or falsehood of any statements contained in their respective contracts, or the breach or failure to perform the conducts that they have undertaken to carry out in such statements, particularly those pertaining to Law No. 20,393, shall constitute a material breach of the obligations imposed under said contracts and, consequently, shall expressly empower Australis to immediately terminate the same, without prejudice to any other legal actions that could apply.

Sanctions shall be imposed by the Ethics Committee after the completion of an investigation that has found that the worker, employee or supplier has acted at least negligently in the execution of his/her/its duties.

These sanctions are notwithstanding any civil and criminal actions that may be exercised by the Company against such workers, employees or suppliers, where applicable.

## **XIV. Training**

This prevention model envisages a training system for Australis employees, which will be implemented by the Prevention Officer. The training program will be available in the most accessible possible manner and must be conducted and assessed at least once per year. Additionally, on a yearly basis, the training program must be taught to the employees newly hired by Australis.

The purpose of this training program is to educate the company's workers and employees about the corporate values and, particularly, to make available to them the knowledge

required to understand the risks in connection with the perpetration of the crimes set out in Law No. 20,393. For this reason, the training system shall be structured in an easy and accessible language, and will contain all examples that may be necessary to illustrate the workers.

Said training will include special sections pertaining to the sanctions and penalties that may be imposed to workers as a result of breach of its supervision and reporting obligations under this model.

The complaints system and its essential features must also constitute an indispensable section within the training program, emphatically specifying the guarantee of anonymity or confidentiality, as the case may be.

The assessment shall be conducted in an impartial and objective manner, and the employee who fails the same must repeat the training program within the term of three months following such failure.

#### **XV. Audit for the acquisition, merger, or takeover of companies**

In light of the transmission of the criminal liability of companies set forth under article 18 of Law No. 20,393 in the event of the transformation, merger, takeover, split-off, or dissolution by mutual consent of the resulting legal entities, Australis will apply an auditing model to address the liability risks that could arise for it as a consequence of its involvement in said processes.

For such purposes, the Prevention Officer must certify whether the information supplied by the legal entity that is being transformed, merged, taken over or split-off, complies with the prevention requirements envisaged by Law No. 20,393, enshrined in this prevention model. It will not be a requirement in this sense that the aforementioned legal entity has a prevention model in place; rather, it will suffice for that entity to have adopted sufficient measures to prevent the perpetration of the crimes set forth under Law No. 20,393, or that it can reasonably prove that its processes do not entail significant risks of perpetration of the same.

In this connection, the Prevention Officer must particularly review the management of corporate risks undertaken by the legal entity and the neutralization measures that have been implemented. Likewise, said officer must verify the dissemination of its prevention mechanisms, whether through employment agreements, internal regulations and/or any training sessions that have been conducted.

If the legal entity that is being transformed, merged, taken over or split-off does not have a prevention system in place, the Prevention Officer shall perform the respective risk management process and inform Australis's board of directors so that the latter may approve the transformation, merger, takeover or split-off.

#### **XVI. Regarding the audit of the prevention model**

This prevention model has been structured based on a risk identification process that is dynamic. This requires that the effectiveness of its provisions and measures be systematically reviewed, in order to establish a learning process that enables the model to be consistent with the prevention needs.

Precisely for this reason, a permanent auditing procedure of the model shall be established, which procedure will be conducted by the Prevention Officer, and which will allow for the detection and correction of any of its flaws, both in connection to its design as well as to its implementation. This will thus aid in the update of the model, in accordance to any prospective changes to Australis's circumstances or context.

The permanent audits shall be conducted during the first two years of the effective term of the model, on a half-yearly basis, and will especially refer to the complaints and reporting channel and to the control mechanisms set out in the model. Thereafter, and provided that no relevant changes have been applied to the Company's structure, any further audits shall be periodically conducted. Thus, said audits must contain an effective review of the implemented mechanisms, their functioning methods, and their adaptation to the needs of each one of the corporate divisions. For these purposes, the Prevention Officer shall define the procedure that must be followed during said audits.

Both the general control mechanisms, as well as the audits, shall require updating if the corporate conditions that existed at the time of their design have changed. The changes to conditions that generally justify a review of these mechanisms (although not necessarily their amendment) are the following: the involvement of the company in new operations that raise unforeseen legal contingencies; changes in the corporate staff, in legally sensitive areas; changes in the incentive plans, or exposure to competitive pressure that could guide the employees' motivations towards unlawful acts; and amendments to the applicable legal framework (such as the inclusion of new crimes or felonies to the catalog). In view of the foregoing, certain changes of circumstances will justify the review and update of this model. Consequently, the design and implementation of this model must mandatorily be reviewed in the following circumstances:

- i. Any legal reform to Law No. 20,393, especially the expansion of the catalog of crimes that may give rise to criminal liability of legal entities;
- ii. Any other amendment to or enactment of laws pertaining to the criminal liability of legal entities;
- iii. Any material amendment to the corporate structure of Australis, particularly if resulting from a transformation, merger, takeover or split-off and
- iv. Any material change in the scope of Australis's operations.

## **XVII. Record-keeping Policy**

All records concerning the design, implementation, review and audit of the crime prevention model, shall be kept by the Prevention Officer, for a term of at least 10 years. This documentation regarding the analysis performed upon preparation and implementation of the model, as well as those regarding the construction and operation of its audit models, constitute proof of the systematic, good faith effort of its prevention system and its auditing function.

If it were necessary to proceed to the destruction of a portion of the above documentation, said destruction must be carried out systematically, following the criteria that has been previously defined by the Prevention Officer and approved by the board of directors. The

disappearance or destruction of these records, in whole or in part, without abiding by such predefined criteria, shall constitute a material breach of his/her duties.

This information will be made available to the authorities of the Public Prosecutor's Office, whenever they may require it, and the direct person of contact and autonomous administrator of said information for these purposes shall be the Prevention Officer.