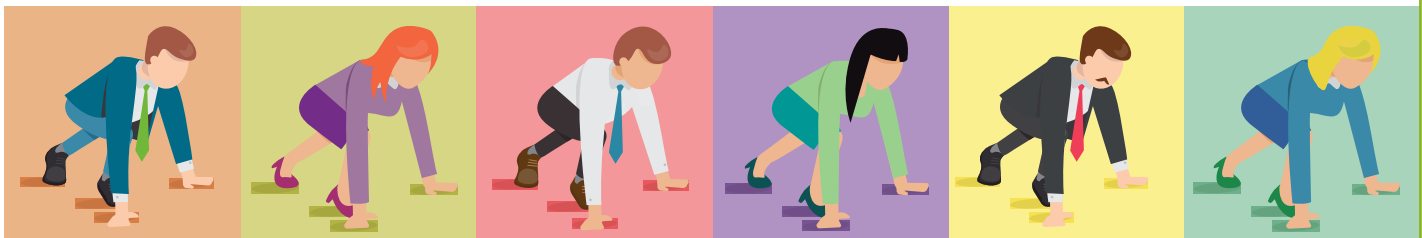




# INTEGRITY POLICY

## COMPETITION & ANTITRUST

Last Update 12/2018



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## I MESSAGE

Competition is one of the pillars of the market economy. Competitive action by all economic agents promotes and ensures the existence of open and dynamic markets, generating efficiency in productivity, a boost to innovation and greater well-being for all participants, by allowing consumers to get the best possible prices, quantity and quality of goods and services. This is why pro-competitive performance constitutes one of the essential principles and values of CMPC, as embodied in our Code of Ethics.

In its second version, the **Integrity Policy** sets out our commitment in the field of **Competition & Antitrust**, also framed in our sustainability strategy, pooling together both the best international practices and the lessons learned by the Company in the matter. Against this background, herein are set out the corporate guidelines and basic standards of conduct that the Company expects and demands from its employees in their relationship with customers, competitors, suppliers and trade associations in all markets where we participate.

I invite you to review and keep in mind this Policy in your daily activities, as a source for consultation and guidance in decision-making and when facing the challenges of our business.

Because engaging in fair competition is part of *our fiber*.

**Francisco Ruiz-Tagle E.**

CEO – Empresas CMPC

## II OBJECTIVE AND SCOPE

The Integrity Policy – Competition & Antitrust (*“the Policy”*) is part of the CMPC Integrity and Compliance Program and aims to set out the corporate commitment and establish the minimum standards of behavior that the Company expects and demands from its employees to prevent the commission of anticompetitive conducts in the marketplace.

The Policy is applicable to Empresas CMPC S.A. and to all entities, local or foreign, directly or indirectly controlled by it, including the CMPC Foundation (*“the Company”*, *“CMPC Companies”* or *“CMPC”*). Consequently, compliance with this Policy is mandatory for all persons working in these entities, regardless of their position, function, hierarchy or geographic location, including directors, executives and employees (*“the collaborators”*). The foregoing is regardless to the specific policies, procedures and other rules that apply with respect to certain CMPC subsidiaries.

Finally, CMPC requires that all its customers, suppliers and business partners, located in Chile or abroad, comply with this Policy, as applicable.

## III ROLES AND RESPONSIBILITIES

The Policy has been approved and is promoted by the **Board of Empresas CMPC**. The board is responsible for supervising compliance with the Policy, for which it has the support of the **CMPC Ethics and Compliance Committee**, which is made up of members of the Board of Directors and executive personnel of the first line of administration.

The General Manager and executives of CMPC must actively, daily and consistently promote a corporate culture based on the principles and values of the Company, integrity as well as on strict compliance with the laws and regulations in force.

**The In-house Counsel of CMPC, through its Compliance Department**, is responsible for monitoring the correct and timely application of this Policy and its procedures, reporting periodically to the Ethics and Compliance Committee or

directly to the **Board of Empresas CMPC**, as appropriate. The foregoing is without prejudice to the responsibilities and functions of the Legal Department of Softys and the Compliance Officers designated in certain CMPC subsidiaries.

## IV GENERAL POLICY

CMPC fully complies with all laws and regulations that protect, promote and regulate competition in all jurisdictions where it operates or maintains commercial relations, including the best international practices in the field. In this regard, the Company rejects and expressly prohibits, absolutely and strictly, any act contrary to said laws, provisions and practices and, in general, any anticompetitive conduct.

### KEY MESSAGE

The Company, having operations and commercial presence in **different countries**, is subject to several antitrust and competition laws. Accordingly, collaborators must observe, at all times and places, a conduct consistent with this policy and comply with all applicable laws and regulations.

### CMPC, in accordance with its corporate guidelines on competition:

1. Adopts its commercial and strategic decisions autonomously and independently.
2. Chooses its suppliers, distributors and customers, as well as the tenders in which to participate and the terms to offer, in an autonomous and objective fashion.
3. Prepares and applies its commercial policies following general, uniform and objective criteria, not engaging in arbitrary discrimination among its clients.
4. Does not exchange, facilitate, provide access, or receive sensitive commercial information from competitors or third parties, directly or indirectly.
5. Does not intervene in the commercial decisions of its suppliers, distributors and customers, who are free and independent in the adoption of their commercial policies.

### BASIC CONCEPT

**[Sensitive commercial information]:** That which is not available to the market through public sources and that if known by competitors, may have an effect on their business decisions.

**Some examples:** Current or future prices, pricing, discount policies or margins; current or future output; costs; portfolio of customers, suppliers or other competitors; credit conditions and in general any purchase or sale commercial conditions, etc.

## **V** BASIC BEHAVIORAL PRINCIPLES

CMPC identifies the potential risk of certain activities or interactions that could eventually give rise to anticompetitive practices and / or conduct. That is why this Policy establishes the following basic principles of conduct, which are mandatory for all employees of the Company.

### **V.1 Relationship with competitors**

CMPC expressly prohibits seeking or reaching agreements or coordination of any kind with competitors, whether express or implicit, written or oral, directly or through third parties, the purpose of which is to fix sale or purchase prices, limit output, allocate areas or market shares, influence the outcome of bidding processes and in general all those that generate anticompetitive effects. In this connection, it is strictly prohibited to:

1. Fix, together with competitors, purchase or sale prices, as well as maximum or minimum prices, price ranges or price increases, margins, discounts, bonuses or commercial conditions of any kind.
2. Share or allocate areas or market shares with competitors, whether with regard to territories, products, customers, suppliers or lines of business.
3. Agree or coordinate with competitors the exclusion of other economic agents, whether customers, suppliers or common competitors.
4. Agree or coordinate with competitors the manner in and conditions under which the Company will participate in a tender, whether public or private.
5. Limit, control or coordinate output, capacity and/or production costs with competitors.

Agreements with competitors on the aforementioned matters constitute the most egregious competition violation. Therefore, in order to prevent and avoid

risks, it is strictly forbidden to debate or discuss with collaborators of competitors any issues that may encompass the aforementioned factors.

#### KEY MESSAGE

It is **prohibited** to receive, provide or serve as **intermediary in sensitive commercial information** exchanges, as well as to have **recourse to third parties** to achieve an exchange of **this kind of information with a competitor**.

### V.2 Relationship with customers

CMPC sets its pricing and discount policies autonomously, objectively and independently, based on general, non-discriminatory and economically-grounded criteria. In this connection, employees must observe the following rules of behavior:

1. All negotiations must be developed through lawful, independent and honest practices, without arbitrary discrimination, notwithstanding any differences that may be applied based on economically objective criteria.
2. Agreements between CMPC and its customers are strictly bilateral and confidential. It is not permitted to exchange or provide commercially sensitive information to third parties.
3. It is expressly forbidden to impose specific margins or resale prices upon customers.
4. Refusal to deal with customers is forbidden unless there are objective reasons to justify such refusal.
5. Customers may not be retained through predatory practices or by applying unlawful means.

### V.3 Relationship with suppliers

CMPC's relationship with its suppliers shall always observe the laws and rules that regulate competition. Commercial conditions should be adopted autonomously, independently and objectively. **In this regard, collaborators should observe the following rules of conduct:**

1. Any decision to hire or terminate a commercial relationship should be made independently and based on objective, uniform and general considerations.
2. It is not permitted to set forth exclusivity agreements with suppliers, customers or any other economic operator, with the objective of restricting competition.

3. It is not permitted to request information belonging to CMPC's competitors from suppliers. The Company should only handle information that is publicly available in the market.

#### V.4 **Participation in trade associations, guilds and similar instances**

The Company acknowledges the importance of trade associations, guilds and professional associations and the role that they play from economic and social perspectives. However, since in these instances may facilitate contacts among competitors, there is a risk of potentially anticompetitive conduct. In this regard, the following rules must be observed when participating in any instance that unites or brings competitors together:

1. The association or instance must have a lawful purpose. This objective cannot be to reach agreements, arbitrarily discriminate competitors or other economic operators or any action tending to reduce competitive pressure in the market.
2. Participation in these associations or instances must be strictly limited to the established objective, so that communications among participants do not entail exchanges of commercially sensitive information.
3. Collaborators that participate in these associations must immediately report any conduct that they believe constitutes or could constitute an infraction of this Policy or of competition law in general to the Corporate Legal Department of CMPC or the Legal Department of Softys, as the case may be.

## **VI CONFIDENTIALITY AND COMMERCIALY SENSITIVE INFORMATION**

The Company expressly rejects and forbids sending, receiving or exchanging commercially sensitive information, as well as facilitating exchanges of such information among competitors or among customers that compete with each other by any means, whether verbal, written, electronic or other.

If commercially sensitive information belonging to competitors or third parties is received, this must be immediately notified to the Corporate Legal Department of CMPC or the Legal Department of Softys, as the case may be, to determine how to delete the information and respond to the sender. This information may never be used to make future commercial decisions.



## VII COOPERATION WITH THE AUTHORITIES

The Company will cooperate at all times with the requirements or requests made by the relevant authorities. Every requirement made by the authorities must be immediately informed to the Corporate Legal Department of CMPC or the Legal Department of Softys, as the case may be, so as to coordinate the response and production of the requested documentation.

### KEY MESSAGE

Collaborators should cooperate in a **timely, proactive and transparent manner** whenever the authorities make any requirements, which should be responded in a **timely and truthful manner**.

## VIII RISK ASSESSMENT AND MONITORING

CMPC has a continuous process for the identification, assessment and monitoring of antitrust risks. The Company uses a methodological approach to determine both the impact and likelihood of risk events, as well as the effectiveness of controls and mitigating activities.

## IX TRAINING AND DIFFUSION

The Company performs permanent training and diffusion activities in an effort to raise awareness and reinforce efforts in terms of compliance to antitrust and competition law, among other things. These actions seek to educate in prevention and detection of irregular conduct, create a culture of compliance and provide behavioral rules that collaborators should observe when they are performing their duties.

### KEY MESSAGE

CMPC collaborators, without exception, have the **obligation to comply with the training activities** that have been assigned to them.

## **X** QUESTIONS, REPORTS AND DISCIPLINARY MEASURES

This Policy is not intended to explain each and all of the applicable legal regimes, but rather to establish minimum standards behavior with respect to this topic. If there are doubts with respect to the contents, scope and application of this Policy and its procedures, as well as any other corporate rules and applicable laws, particularly with respect to the rules that should be followed in a specific case, collaborators should refrain from acting and seek advice and guidance by immediately contacting the Corporate Legal Department of CMPC or the Legal Department of Softys, as the case may be..

### » Report hotline «

CMPC collaborators should immediately report any suspicion or knowledge that they may have of conducts, facts and circumstances that constitute or may constitute an infraction of this Policy and its procedures, as well as the Code of Ethics and other applicable corporate rules and laws. The reports should be made to the “**Report Hotline**” ([lineadenuncia.cmpc.cl](http://lineadenuncia.cmpc.cl)), which can be accessed at CMPC’s website and under “CMPC Persons” in the intranet.

Reports may be made anonymously (provided that it is permitted by local laws) and confidentiality will be maintained throughout the entire investigation process, which will be directed by the Corporate Legal Department of CMPC.

#### KEY MESSAGE

The hotline is available for **CMPC collaborators and its customers**, suppliers or third parties.

#### KEY MESSAGE

**CMPC will not take or tolerate reprisals against** collaborators that **file a report in good faith**, even if the investigation determines that no infraction has occurred. Nothing in this Policy is intended to deter collaborators from filing reports directly before any relevant local authorities, and they will not be sanctioned nor will they suffer reprisals for having filed a report in good faith.

### » Disciplinary measures «

Any CMPC collaborators that do not fulfill this Policy and its procedures, including the Code of Ethics, other corporate rules and applicable laws, may face disciplinary measures and sanctions contained in local laws, employment agreements and the Company’s internal regulations, which may range from

reprimands to the termination of employment, notwithstanding the submission of any criminal or civil actions.

In the case of suppliers, customers and other associates, the company may apply the remedies and sanctions contained in the respective contracts, agreements or instruments that govern that relationship, which may include the immediate termination of such contracts, notwithstanding the submission of any available civil and criminal actions.

## **XI** RELATED POLICIES AND PROCEDURES

1. Code of Ethics - CMPC
2. Integrity Policy - Corporate Probity
3. Competition & Antitrust Manual
4. Crime Prevention Model - Criminal Liability of Legal Persons

## **XII** APPROVAL, EFFECTIVENESS AND REVISION CONTROL

The Integrity - Competition Policy was approved by the Board of Empresas CMPC S.A. in its meeting held on December 6, 2018. Any changes or amendments to this Policy shall be approved by the Board of Empresas CMPC S.A.

Version: 1.0

Date: 06/12/2018

Details: Approval of the Integrity Policy -  
Competition & Antitrust / Board of Directors of CMPC S.A.



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