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## DETROIT S.A.



**CRIME PREVENTION MODEL LAW 20,393  
OF DETROIT S.A.  
AND ITS SUBSIDIARY COMPANIES**

Document approved by the Board of Directors of **DETROIT S.A.**, dated August 19 of the year 2012. Version updated by the Board of Directors as of April 30, 2020.

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## 1.- INTRODUCTION

### 1.1.- The Company

Detroit S.A. was constituted as a commercial collective society by public deed dated September 10, 1949, granted in the Notary of Mr. Jorge Maira Castellón and registered on page 3,732 N° 2,229 of the Santiago Registry of Commerce. It is currently a closed stock company.

#### a) Identification of the company


Business name : Detroit S.A.  
Fantasy name : Detroit  
Legal Address : Barón de Juras Reales N° 5250, Conchalí  
RUT : 81.271.100-8  
Phone : 24408500  
Fax : 24408562  
E-mail : [detroit@detroit.cl](mailto:detroit@detroit.cl)  
Box : 10114 Correo Central - Santiago  
Type of society : Closed Stock Company

#### b) Head Office and branches

Head office: Barón de Juras Reales N° 5250, Conchalí  
Tel. (2) 24408500  
Fax (2) 24408562

Branch offices: Iquique  
Sotomayor N° 2057  
Tel. (57) 413598  
Fax (57) 422283

Antofagasta  
Pedro Aguirre Cerda N°7364  
Barrio Industrial

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Tel. (55) 239496  
Fax (55) 239528

Copiapó  
Copayapu N° 918  
Tel. (52) 214939  
Fax (52) 210295

Puerto Montt  
Km. 13 Camino Chinquihue  
Tel. (65) 482600  
Fax (65) 246585

Puerto Chacabuco  
José Miguel Carrera N° 50  
Tel. (67) 351112  
Fax (67) 351188

Coyhaique  
Elizalde Lake s/n


**Subsidiaries:**

Detroit Brasil Limitada  
Rua Cesar Augusto Dalcoquio N° 4500  
Salseiros, CEP 88311-550 Itajai, SC - Brazil  
Tel. (047) 3461155  
Fax (047) 3461096

Naviera Detroit Chile S.A.  
Barón de Juras Reales N ° 5250, Conchalí - Santiago  
Tel. (2) 24408500  
Fax (2) 24408562

Empresa Comercializadora de Maquinarias SpA  
Barón de Juras Reales N ° 5250, Conchalí - Santiago  
Tel. (2) 24408500  
Fax (2) 24408562

Servicios Portuarios Detroit S.A.  
Barón de Juras Reales N° 5250, Conchalí - Santiago

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Tel. (2) 24408500

Fax (2) 24408562

Catamaranes del Sur SpA

KM 13 Camino Chinquihue - Puerto Montt

Tel. (65) 482308

Fax (65) 482370

Pudong International Trading SpA

Las Industria N° 2600, Conchalí - Santiago

Tel. (2) 42408500

Fax (2) 4408562

Naviera Detroit Panamá S.A.

Calle Cincuenta y Dos and Elvira Méndez,

Edificio Vallarino, 5° Piso Office N° 2

Ciudad de Panamá - Panamá

Starnav Serviços Marítimos Limitada

Rua Cesar Augusto Dalçoquio N° 4500

Salseiros, CE P 88311-550 Itajai, SC - Brasil

Tel. (047) 3461155

Fax (047) 3461096

Detroit Import Export Corp.

Detroit USA International LLC


2051 NW 112th Avenue, Unit 110

Sweetwater, FL 33172-1829, Florida-USA

## **CERTIFICATION ISO 9001: 2015**

The company is certified under the ISO 9001: 2015 standard. This important rating has been given by ABS Quality Evaluations Inc.

To the ISO 9001: 2015 Qualification is added the recognized prestige that Detroit S.A. has acquired over time, in addition to the modern methods of quality management that prevail within the company.

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## 1.2.- Law 20,393

Law 20,393 dated December 2, 2009 establishes the criminal liability of legal persons in the crimes of money laundering of article 27 of Law No. 19,913, terrorist financing of article 8 of Law No. 18,314 and bribery of articles 250 and 251 bis of the Penal Code.

The aforementioned Law establishes the following penalties for the legal person: dissolution or cancellation of the legal entity, temporary or perpetual prohibition to celebrate acts and contracts with State agencies, partial or total loss of tax benefits or absolute prohibition of receipt of these for a specified period and a fine for tax purposes.

## 1.3.- Model Development

**DETROIT S.A.** decided to write its own organization and prevention model, which was proposed by the Prevention Manager to the company's Board of Directors, and which has been unanimously approved by the Board.


To this end, the first step has been to detect and individualize the risks to which the company must pay attention, to which it may be most easily exposed, and the possible crimes contemplated in Law 20,393 and its subsequent modifications, which may be committed in the development of the Company's activities.

Parallel to this analysis, an analysis was carried out of the areas of the company that may be motivated to the commission of crimes, relating the legal types contained in the Law, with the sectors and positions of the company that could eventually be seen in the possibility of committing them.

Once the risks and the areas of the company sensitive to the commission of crimes were identified, a mapping was made of the possible forms of commission or modus operandi of the same, in risk areas. Notwithstanding, this list of possible forms of commission must be updated constantly and periodically, according to future experiences.

This analysis and classification work, from which the information contained in the third chapter was derived, was obtained based on the preventive control systems implemented by the company and whose detail is exposed in the following chapter.



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## 2.- DESCRIPTION OF THE PREVENTION SYSTEM

### 2.1.- The Principles of Control and Prevention System

The control and prevention principles on which the company is inspired, and on which this Prevention Model is based, are:

#### A.- **“Every operation, transaction, or action must be verifiable, documented, coherent and consistent”**

Every operation carried out by company subsidiaries or bodies, whether inside or outside the company, must be backed by adequate documentation, through which the internal control entities can, at any time, carry out the review of the procedures followed, the origin of the acts, the existence and origin of the necessary authorizations, and the identification of the employees who participate in the performance of the act.

#### B.- **“No collaborator can operate entirely autonomously in a process or operation”**


The control and prevention system must guarantee the application of the principle of separation of functions, according to which the performance of an operation must be under the responsibility of persons other than those who account for, supervise or authorize it, so that:

- b.a.- No member of the organization can have unlimited powers or act without any control or supervision.
- b.b.-The powers of representation and responsibilities for each operation must be clearly defined and known within the organization.
- b.c.- The powers of representation, authorization and signature must be consistent with assigned organizational responsibilities.

#### C.- **Documentation of Control Management**

The carrying out of internal controls, supervisory procedures and authorizations for certain operations must always be documented by means of written instructions or memoranda, or by electronic means or computer systems of the Company.

#### D.- **Prohibition of Acts of Risk**

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The company establishes stricter allowance ranges than the current legal regulations, prohibiting members of its organization certain behaviors that could eventually put them in the position of committing legal offenses or criminal offenses.

## **2.2.- The Components of the Preventive Control System**

The components of the preventive control system, which are designated by the company to guarantee the effectiveness of the model in complying with the indicated "control principles", are as follows:

### **2.2.1.- Regulatory Agency and Compliance Officer**

The main component of the preventive control system is the Regulatory Agency, established in accordance with the provisions of article 4 number 1 of Law 20,393, which is dealt with in detail in chapter 5 of this document, and which will be led by a Compliance Officer.

### **2.2.2.- Corporate Code of Conduct**

The Code of Conduct adopted by **DETROIT S.A.** establishes the general rules of conduct for everyone who works in the company, without distinction or exception.


This Code of Conduct will be attached and will be an integral part of the employment contracts of all company collaborators, of the contracts concluded with all suppliers and external collaborators, and will be included in the company's management intranet system, to which all members of the organization have access at various levels, as well as the website, [www.detroit.cl](http://www.detroit.cl)

Any breaches of the Code of Conduct, by any employee of the company, will be considered serious breaches of the worker, for the purposes of article 160 of the Labor Code, so that the Company may sanction the worker, up to the termination of his/her Work Contract.

### **2.2.3.- Organizational System of Attribution of Responsibilities**

The Preventive Model works on the basis of the organizational structure of the company, the instructions given and, where appropriate, by the procedures established in the Manuals prepared and updated by the Systems and Operations Management.

These Manuals in the Integrated SIG Management System, namely the ISO-9001-2015 Corporate Procedures Manual, the ISO 9001-2015 Quality Manual, the ISO-9001-20125

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Naval Procedures Manual, the ISO-9001-20125 Motor Procedures Manual and Job Description Manual are available for company personnel on the company's website. The aforementioned manuals give an account of the attributions, responsibilities and dependency of the personnel, and they describe the guidelines and the rules of procedure.


#### **2.2.4.- Manual and Computerized Control Procedures**

The company has established an integrated internal management system. The control steps included in this system, and indicated in the Manuals, regulate the development of activities, guaranteeing the separation of the tasks and functions of those who provide and ensure the coherence of data and information with the organizational system of the company. The signatures of the responsible officials, whether manual or electronic provided in the Manuals, guarantee the supervision and authorization of the operations. The management, requirements and control of the enabling profiles for each module of the internal management system are assigned to the person in charge of the functional area to which the profile user worker belongs.

Accesses and authorizations are assigned to individual users, in relation to assigned organizational tasks and the "personal" access password must be changed monthly by users. Allotments in sensitive areas are periodically monitored to prevent risks or deviations.

All financial management operations (cash receipts, payments, obligations to third parties, financing operations, etc.) carried out by the Finance Management or by the expressly authorized Departments, are carried out through current bank accounts, and are entered to the internal management accounting module. Payment orders must always be made through two different signatures of authorized executives for this purpose. In each case, the principles of transparency, traceability, verifiability and belonging to the company's activity must be complied with.

All invoices must correspond to a purchase or service order, or Work Orders, carried out in accordance with company regulations by the person in charge of the area that requires the input, and its payment must be proposed by the corresponding administrative bodies, after having verified again the corresponding orders or contracts issued by the area of the company that requested the products and/or services and that were duly authorized. Any anomalies or exceptions must be adequately justified by the corresponding Management Area, and authorized by the corresponding authority of the company.

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The accounting entries are periodically reviewed by the auditors. Also, balances and cash movements are periodically verified, according to the principle of separation of tasks and responsibility.

Representation expenses and service commission reimbursements must be authorized, documented and correspond to the commercial activity of the company.

### **2.2.5.- Powers of Attorney, authorizations, representations and signatures**

The company maintains its external relations, in any capacity and with any interlocutor, only through its expressly authorized officers. The powers of attorney that grant such authorizations and the powers of signature are coherent with the organizational and management responsibilities, and must be expressly communicated to the external interlocutor.

For each type of activity or expense carried out by the company, the limits of the powers and the modalities of approval of the acts are individualized and defined.

Relations with public officials and especially the performance of orders or requests to the State Administration, whether Chilean or foreign, must be carried out with the utmost respect for current regulations, and these relationships are subject to the standards of authorization, traceability, monitoring and control within the company.


### **2.2.6.- Stock Control Systems and Risk Management**

**DETROIT S.A.** has a structured support system for planning and control, developed in a manner consistent with the strategic objectives of the company and its organizational structure.

The company's management control system is made up of three constituent elements: a set of processes designed to plan and monitor the operations to be carried out by the company, a set of technical-accounting instruments, designed to prepare supporting information for the decision making, and a reporting system designed to disseminate the collected information.

The processes and instruments are organized on the basis of an integrated computing platform.

## **3.- POTENTIAL MODALITIES OF COMMISSION OF ILLICIT IN AREAS OF RISK**

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### 3.1.- General Aspects

**DETROIT S.A.** has developed an outline of its normal activities, the processes that regulate its operations, organizational arrangements and the responsibilities assigned to specific individuals. The result of this work, carried out in the different areas of the company, has made it possible to identify areas and processes of risk and the activities in which the crimes of Law 20,393 could be committed.

From this examination it has turned out that the hypothetical risk of commission of illicit, to which the company is exposed are the following:


### 3.2.- Offenses of articles 240, 250, 251 bis, 287 bis, 287 ter., 456 bis A and 470 numerals 1 and 11 of the Penal Code.

#### 3.2.1.- Control Objectives and Principles of Behavior.

Regarding the prevention of bribery crimes of national or foreign public officials, the control and organizational aspects of the company are particularly important. Regarding these matters, the company's standards will tend to:

a.- A formalized delegation system, which disciplines the responsibility towards the outside of the company, and establishes periodic accounts of the expenses made on behalf of the company, which will always be freely accessible for the knowledge of the Regulatory Agency.

b.- Regarding any interaction with public institution officials, whatever it may be, the Regulatory Agency will have free access to the minutes or documents emanating from said interaction. In the event that there are or occur interactions with public officials without a formal record of it and, in order to avoid any act that may lead to an offense, all company employees must inform the Regulatory Agency through the email [compliance@detroit.cl](mailto:compliance@detroit.cl) of the sustained interaction, since it is not found in a document, inspection office or related minutes.

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c.- The present Crime Prevention Model and the Corporate Code of Conduct form an integral part of the documents and actions that establish the company's commercial relations.

d.- Establish personnel selection processes, transparent and objective, which must include a psychological interview with an external professional.

e.- A strict prohibition is established for all company personnel for the following behaviors:

e.1.- The surrender of money to Chilean or foreign public officials, whether in Chile or abroad, that does not correspond to fees and stipends or other expenses or fees, previously determined by the competent authority.

e.2.- Giving gifts of any kind as a general policy, exceptionally if required, it must always be previously approved by the corresponding Corporate Management or the General Management, whatever their amount. In particular, any royalty to Chilean or foreign public officials that may influence independence of judgment or induce to obtain any advantage for the company is prohibited.

e.3.- Influence, in the course of a business negotiation with the Chilean State or foreign States, the decisions of the officials who take part in the negotiation or make decisions regarding it.


e.4.- Misappropriating or distracting money, effects or anything movable that they may have received in deposit, commission or administration, or by any other title that produces the obligation to deliver or return it.

e.5.- To cause damage to the assets of the company, abusively exercising powers to dispose on its behalf or compel it by executing or omitting any action contrary to the interest of the company.

e.6.- The managers and directors of the company may not under any circumstances carry out incompatible negotiations, such as having an interest in negotiations, actions, contracts, operations or efforts involving the company, in breach of the conditions established in the law. The same rules of conduct must be observed by company officials who, without being managers, are obliged to comply with the same rules as those managers.

e.7.- The collaborators or agents of the company may not, under any circumstances, request or accept to receive an economic benefit or benefit of any other nature, for themselves or for a third party, to favor the contracting of one offeror over another, nor may they offer or consent to give an economic or other benefit to a third party to favor or to having favored contracting with an offeror.

### 3.2.2.- Areas of Risk.

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It has been established that there are areas of danger with respect to these illicit acts, in the first place, the bids, negotiations, and fulfillment of contracts with individuals, the Chilean State or foreign states, and the inspections made to the company by public organisms, either the Chilean Navy, the Internal Revenue Service, the Labor Inspection, etc.

In this way, the bidding or negotiation processes to provide goods or services to individuals, the State of Chile or foreign states, must be directly supervised by the management area, and the information must always be available to the Regulatory Agency if required.

Regarding inspection visits, and general supervision by state entities, which eventually deviate from the usual norms and ordinary reviews of this type, must be reported to the Regulatory Agency.

The following are identified as areas of risk:

- Supply and Logistics.
- Production and Services
- Sales of Products and Services.
- Maintenance, Assistance and Support.

### **3.3.- Money Laundering Crime.**


#### **3.3.1.- Control Objectives and Principles of Behavior.**

Regarding the prevention of the crime of money laundering contemplated in Article 27 of Law No. 19,913, associations with external companies for particular projects, and selling products or services to non-institutional clients, are of particular relevance, so the regulations of the company will tend to:

1.- In the event that the company is associated with another company to carry out a certain project or joint venture, the origin of the capital contributed by the partner must be traceable, and the Regulatory Agency may always have access to all information in this regard if required.

2.- In case of sale of products or services to non-institutional clients, payments will always be received by bank transfer or bank instrument, from an officially established bank and subject to supervision by the corresponding government entities, in Chile and others States or countries in which the company operates.

3.- All the commercial or business activities of the company that it carries out through its different divisions must have a documented cause, that is, there must always exist,

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depending on the commercial relationship, a contract, a purchase order, a sales order, among others, that allows to establish the procedure of the commercial relationship, thereby allowing its traceability.

4.- All business operations with entities known or not within any of the activities carried out by the company in its different business divisions, must be reviewed by management, whose information must be accessible to the knowledge of the Regulatory Agency if required.

### **3.3.2.- Areas of Risk.**

As it was pointed out, the risk areas of commission of the illicit money laundering, are preferably found in the execution of joint projects with third parties, which involve capital contributions to an area of the company, the sale of products and services to non-institutional customers, cases in which the aforementioned measures must be taken, also in the sale of certain vessels, such as submersibles and speedboats that can be used to carry out illicit merchandise traffic.

The following are identified as areas of risk:

- Supply and Logistics
- Production and Services
- Sales of Products and Services
- Maintenance, Assistance and Support


### **3.4.- Terrorism Financing Crime of article 8 of Law N° 18,314**

#### **3.4.1.- Control Objectives and Principles of Behavior**

Regarding the prevention of crimes of Law 18,314, and especially that of terrorist financing of article 8 of the referred norm, contributions to non-profit institutions, political parties and campaigns are particularly relevant, as well as the considerations agreed upon for the sale of boats and operations of ships for military use, for which the organs, dependents and administrators must comply with the following regulations:

1.- **DETROIT S.A.** will not make contributions of any kind to parties or political campaigns within Chile nor in foreign countries.



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2.- **DETROIT S.A.** will not carry out sale or services of ships with eventual military use, but to the State of Chile and Foreign States with the approval of the Ministry of National Defense, following the regulations in effect.

3.- The consideration agreed by **DETROIT S.A.** for the purchase or sale of ships, be they for civil or military use, will always be freely accessible for the knowledge of the Regulatory Authority.

4.- Donations to non-profit institutions will correspond only for charitable purposes, promotion of sport and health, promotion of art and cultural expressions, housing and education, and will always be made to entities constituted as corporations of public or private non-profit law, or its equivalents in foreign countries. For this, there will be a donation accounting account and a donation authorization form, which will contain the amount of the donation, who receives it, and the signature of the person from the management or board that authorizes it. This book will be kept by the Regulatory Agency, whether virtual or material.

### **3.4.2.- Areas of Risk.**

The areas of risk with respect to the crime of financing terrorism, according to the normal line of business of the company, are contributions to political parties and campaigns, donations to non-profit institutions, and the performance of consideration for contracts for the sale of ships or services, and the sale of ships with eventual military use.


The following are identified as areas of risk:

- Supply and Logistics
- Production and Services
- Sales of Products and Services
- Administration and Finance
- Divisional Management
- Maintenance, Assistance and Support

### **3.5.- Reception Offense of Art. 456 bis A of the Penal Code**

#### **3.5.1. - Control Objective and Principles of Behavior**

Article 456 bis A of the Penal Code establishes that the offense of reception is committed by anyone who, knowing its origin, or being unable to do less than knowing it, has in his/her

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possession, under any title, species that are stolen, or that are derived from misappropriations, and transports, buys, sells, transforms or markets them in any way.

### **3.5.2.- Relevance of Acquisitions**

With respect to this crime, the acquisitions of parts and pieces, spare parts, and the purchase of other supplies are of special relevance for the normal performance of the company's areas, principally, but not only, those corresponding to engines, naval and tourism.

### **3.5.3.- Acquisition Policies**

It is established that Detroit S.A. will not acquire, in any respect, pieces, parts, supplies of any kind, or merchandise, supplies, fruits or vegetables, groceries, fish or seafood, which are not commercialized or do not come from legally established companies or businesses, all of which must issue invoices at the same time that the products they sell must be traceable.

### **3.5.4.- Areas of Risk.**

The main areas of risk that are identified are:


- Corporate Supply Management
- Acquisition Centers of subsidiary companies, branches and the Hotel Loberías del Sur.

All these areas, together with the others not expressly indicated, must give unrestricted compliance with what is indicated in section 3.5.3 above.

## **3.6.- Incompatible Crime of Negotiation of Article 240 of the Penal Code**

### **3.6.1.- Control Objectives and Principles of Behavior**

Number 7 of Art. 240 of the Penal Code establishes that the director or manager of a corporation that directly or indirectly is interested in any negotiation, action, contract, operation or management that involves the company, in breach of the conditions established by the law, as well as any person to whom the rules on duties established for the directors or managers of these companies are applicable, will be sanctioned with the penalty of minor imprisonment in its middle to maximum grades, temporary absolute

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disqualification for positions, public jobs or trades in their middle to maximum grades and a fine of half the value of the interest they have taken in the business.

The same penalties shall be imposed on the persons listed in the preceding paragraph if, in the same circumstances, they give or allow to take interest, and should prevent it, to their spouse or civil partner, a relative in any degree of the straight line, or even in the third degree inclusive of the collateral line, either by consanguinity or affinity.

Immediately, this norm indicates that the same will be valid in the event that any of the persons listed in the same circumstances give or allow to take interest, and should prevent it, to the third parties associated with it or with the persons indicated in the preceding paragraphs, or to companies, associations, or companies in which it, said third parties or those persons exercise their administration in any way or have a social interest, which must be greater than ten percent if the company is anonymous.

### **3.6.2.- Areas of Risk**

The main risk area with respect to this crime is constituted by the meetings of the Board of Directors, with respect to the members of the Board of Directors, and the actions of the Corporate, Branch and Area Management.


The following are identified as areas of risk:

- Members of the Board
- General Management
- Corporate Management
- Divisional Management
- Area, Branch and Subsidiary Management

### **3.6.3.- Control Policies**

The control bodies established in this Model will ensure that in the agreements adopted by the Board of Directors, all legal and regulatory standards are complied with, especially with regard to operations with related parties.

With respect to the General, Corporate, Branch and Area Management, said managements must abstain from participating in any negotiation, act, contract, offer or tender in which, according to the norms indicated in point 3.6.1. have direct interest or through relatives in any degree of the straight line or third degree of the collateral or consanguinity line.

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On the other hand, in the forms of compliance with the standards of the Integrated Systems and ISO, the Managers must indicate that they are not affected by the relationships indicated in Article 240 of the Penal Code.

### **3.7.- Corruption Crime Between Individuals**

#### **3.7.1.- Control Objectives and Principles of behavior**

Article 287 bis of the Penal Code establishes that the employee or agent who requests or agrees to receive an economic or other benefit, for himself or a third party, to favor or have favored in the exercise of his duties the contracting with an offeror on another, he will be sanctioned with the penalty of minor imprisonment in its medium degree and a fine of two times the benefit requested or accepted. If the benefit is of a nature other than economic, the fine will be fifty to five hundred monthly tax units (UTM).

For its part, Art. 287 ter contemplates the opposite situation, that is to say, the one that gives, offers or consents to give an employee or mandate an economic or other benefit, and sanctions those behaviors with the same penalties as before mentioned.

#### **3.7.2.- Areas of Risk**

This area is mainly made up of the Corporate, Area and Branch Managers that are in charge of negotiating contracts and/or tenders, proposals or negotiations with clients and suppliers.


The following are identified as risk areas:

- Corporate Management
- Divisional Management
- Area, Branch and Subsidiary Management

#### **3.7.3.- Control Policies**

The General Management and the Compliance Officer shall, as often as necessary, reiterate to the Managers the rules related to these crimes.

The commission of the crimes defined in articles 287 bis and 287 ter of the Penal Code, implies a serious violation of the employment contract.

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### **3.8.- Crimes of Misappropriation and Unfair Administration**

#### **3.8.1.- Control Objectives and Principles of Behavior**

This crime is typified in numerals 1 and 11 of Article 470 of the Penal Code.

Number 1 sanctions with penalties of deprivation of liberty those who, to the detriment of others, appropriate or distract money, effects or any other movable thing, that they have received in deposit, commission, administration, or by any other title that produces obligation to deliver it or return it. (Misappropriation)

Number 11 of the aforementioned provision sanctions, also with deprivation of liberty, those who are in charge of safeguarding or managing the assets of a person or any part thereof under the law, an order of authority or a contract that will cause detriment to this person, either by abusively exercising powers to dispose on his behalf , or to compel it, either by executing or omitting any action in a manner manifestly contrary to the interest of the owner of the affected equity (Unfair Administration).

#### **3.8.2.- Areas of Risk**

The areas of risk in terms of misappropriation as such, are constituted by the workshop areas of the parent company and branches and their respective warehouses, the shipyard dependencies, the facilities of the Hotel Loberías del Sur and the Tourism Division.


The areas of risk or areas related to unfair administration (Numeral 11 of Art. 470) are made up of those who have powers to act in the company.

The following are identified as areas of risk:

- Production and Services
- Maintenance, Support and Services
- Warehouses for products and spare parts
- Area, Branch and Subsidiary Management

#### **3.8.3.- Control Policies**

Regarding the crime of misappropriation, managers, administrators, department heads, workshop managers, warehouse managers, shipyard production managers, and Superintendents of the same, as well as the hotel supervisors, have the duty to monitor the behavior of those who they are in charge of, which is reinforced by the security systems

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implemented in all these areas and the exit and entry control exercised by the custodians of the company's facilities.

In relation to unfair administration, the actions of the attorneys or agents of the company are normally joint of two of them. In addition to the control implied by the above, all expenses must be backed by a purchase order issued by an official, and endorsed by the head of the previous one and that constitutes the support of said expense. On the other hand, all contracts or negotiations must be endorsed by the Legal Department and the Finance Management.

### **3.9.- Water Pollution Crime**

#### **3.9.1.-Control Objectives and Principles of Behavior**


This crime is defined in article 136 of Law N° 18,892 (General of Fisheries and Aquaculture), where it is indicated that who commits this crime is “He who, without authorization, or in contravention of its conditions or infringing the applicable regulations, introduces or sends into the sea, rivers, lakes or any other body of water, chemical, biological or physical contaminating agents that cause damage to hydrobiological resources”.

#### **3.9.2.- Areas of Risk**

The risk areas regarding this crime are found in the services provided by the company itself and through its related companies, such as, Naviera Detroit S.A., Catamaranes del Sur, Puddong in the exercise of its Wellboats activities (transfer of live fish); shipyards and careening services; activities in catamarans, tourist services and transfer of passengers.

#### **3.9.3.- Control Policies**

Regarding the present crime, the heads of workshops, service, warehouse managers, shipyard production managers, site supervisors, site administrators, shift managers, maintenance managers and Superintendents thereof, ship captains, ports managers, those who select the sea staff, as well as the supervisors of the Hotel, and in general, anyone who has a management position, have the duty to monitor the behavior of those they have under their responsibility, which is reinforced with the security systems implemented in all these areas and the exit and entry control exercised by the custodians of the company's facilities.

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### **3.10.- Crime of Commercialization of Banned Products**

#### **3.10.1.- Control Objectives and Principles of Behavior**

This crime refers to the commercial use of prohibited hydrobiological resources (prohibition of fishing), as well as the products derived from these. Article 139 of Law No. 18,892 (General Fisheries and Aquaculture) states that "The processing, stocking, transformation, transportation, marketing and storage of prohibited aquatic resources, and the processing, marketing and storage of products derived from these".

#### **3.10.2.- Areas of Risk**

The risk areas regarding this crime are found in the services provided by the company itself and through its related companies, such as, Naviera Detroit S.A., Catamaranes del Sur, Puddong in the exercise of its Wellboats activities (transfer of live fish); Shipyards and careening services; activities in catamarans, tourist services and transfer of passengers.


#### **3.10.3.- Control Policies**

Regarding the present crime, the heads of workshops, service, warehouse managers, shipyard production managers, site supervisors, site administrators, shift managers, maintenance managers and/or Superintendents thereof, ship captains, port managers, those who select sea personnel, as well as the supervisors of the Hotel, and in general, anyone who has a management position, have the duty to monitor the behavior of those they have under their responsibility, which is reinforced with the security systems implemented in all these areas and the exit and entry control exercised by the custodians of the company's facilities and subsidiaries.

### **3.11.- Illegal Fishing Crime of Seabed Resources**

#### **3.11.1.- Control Objectives and Principles of Behavior**

This crime consists of the illegal carrying out of extractive activities and exploitation of benthic resources (organisms that live on the seabed), is prescribed in article 139 bis of Law No. 18,892 (General of Fisheries and Aquaculture), which states "He who carries out extractive activities in areas of management and exploitation of benthic resources, without being the holder of the rights referred to in the final paragraph of article 55 B" of the same law.

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### **3.11.2.- Areas of Risk**

The risk areas regarding this crime are found in the services provided by the company itself and through its related companies, such as, Naviera Detroit S.A., Catamaranes del Sur, Puddong in the exercise of its Wellboats activities (transfer of live fish); Shipyards and careening services; activities in catamarans, tourist services and transfer of passengers.

### **3.11.3.- Control Policies**

Regarding the present crime, the heads of workshops, service, warehouse managers, shipyard production managers, site supervisors, site administrators, shift managers, maintenance managers and Superintendents thereof, ship captains, port managers, those who select the sea personnel, as well as the supervisors of the Hotel, and in general, anyone who has a management position, have the duty to monitor the behavior of those they have under their responsibility, which is reinforced with the security systems implemented in all these areas and the exit and entry control exercised by the custodians of the company's facilities and subsidiaries.

## **3.12.- Crime of Processing, Preparation and Storage of Collapsed or Overexploited Products Without Accrediting Legal Origin**

### **3.12.1.- Control Objectives and Principles of Behavior**


This crime is related to the protection of hydrobiological resources in a condition of collapse or overexploitation, thus prohibiting their illegal use. Article 139 ter of Law No. 18,892 (General of Fisheries and Aquaculture), states that "Whoever processes, elaborates or stores aquatic resources or products derived from them, for which they do not accredit their legal origin, and which correspond to resources in a state of collapse or overexploited, according to the annual report of the Undersecretariat referred to in article 4 A", of the same law.

### **3.12.2.- Areas of Risk**

The areas of risk regarding this crime are found in the services provided by the company itself and through its related companies, such as, Naviera Detroit S.A., Catamaranes del Sur, Puddong in the exercise of their Wellboats activities (transfer of live fish); Shipyards and careening services; activities in catamarans, tourist services and transfer of passengers.

### **3.12.3.- Control Policies**



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Regarding the present crime, the heads of workshops, service, warehouse managers, shipyard production managers, site supervisors, site administrators, shift managers, maintenance managers and Superintendents of the same, ship captains, port managers, those who select the sea staff, as well as the supervisors of the Hotel, and in general, anyone who has a management position, have the duty to monitor the behavior of those they have under their responsibility, which is reinforced with the security systems implemented in all these areas and the exit and entry control exercised by the custodians of the company's facilities and subsidiaries.


### **3.13.- Crime contemplated in Law No. 21,227 on Access to Unemployment Insurance Benefits of Law No. 19,728 in Exceptional Circumstances (Product of Pandemic due to Coronavirus, Covid-19)**

#### **3.13.1.- Control Objectives and Principles of Behavior**

This crime punishes, in accordance with the provisions of article 14 of law N° 21,227 “People who, pursuant to this law, obtain by simulation or deception supplements and/or benefits and, who, likewise , obtain a greater benefit than that which corresponds to them, they will be sanctioned with minor reclusion in their medium to maximum degrees. The same sanction will be applicable to those who provide the means for the commission of such crimes. The foregoing is without prejudice to the obligation to reimburse the sums unduly received, with the corresponding adjustments according to law.

Employers who are legal persons will be responsible for the crimes indicated in the previous paragraph that were committed directly and immediately in their interest or for their benefit, by their owners, controllers, managers, chief executives, representatives or those who carry out administrative and supervision activities, provided that the commission of such crimes is a consequence of the non-compliance by the legal person of the duties of management and supervision, and they will be sanctioned with a fine for tax benefit corresponding to double the amount of the benefit improperly received and prohibition to celebrate acts and contracts with the State for two years.

Under the same assumptions as the previous paragraph, employers who are legal persons will also be responsible, when said crimes are committed by natural persons who are under the direct direction or supervision of any of the subjects mentioned in the previous paragraph.

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Legal persons employers will not be responsible in the cases that the natural persons indicated in the previous paragraphs, have committed said crimes exclusively to their own advantage or in favor of a third party.

During the period of validity of this law, the fact provided for in the preceding paragraphs shall be those that give rise to the criminal liability of legal persons. For the determination and imposition of their sentences, as well as the other pertinent norms, it will be understood that it is a simple crime”.

### **3.13.2.- Areas of Risk**

The following are identified as risk areas:

- People Management
- Personnel Department.

### **3.13.3.- Control Policies**


As for the crime referred to, the Deputy Manager of Administration, the Head of the Personnel Department, Personnel Managers of branches and subsidiaries, have the duty to monitor the behavior of those they have under their responsibility, in order to ensure the integrity of the information and documentation that is processed and received.

## **4.- THE DISCIPLINARY SYSTEM AND THE SANCTION MECHANISMS, IN RELATION TO THE MODEL**

Without prejudice to eventual individual criminal responsibilities, the company has established a disciplinary system in order to sanction violations of the Code of Conduct that obliges all dependents of the company. These eventual infractions are considered a serious breach of the trust that the company has put in each of the members of the organization.

The disciplinary evaluation of these behaviors carried out by the company should not necessarily coincide with the eventual resolutions of the Courts of Justice, given the autonomy of violations of the Code of Conduct, with respect to eventual breaches of legal regulations.

The application of these sanctions will be carried out by the Administration Management, and the corresponding Internal Inquiry must be submitted by the Regulatory Agency.

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#### 4.1.- Subordinate Workers

Regarding subordinate workers, the mere infraction of the Code of Conduct will carry the corresponding annotation in the infractions book that will be kept by the Regulatory Agency, and, according to the seriousness of the infraction, and the Management's opinion, the latter will determine the exemplary sanction applicable in accordance with what is indicated in the respective Corporate Code of Conduct in its **chapter 6.- on Disciplinary Measures.**

The violations of the Code of Conduct, depending on their severity, in any period of time, can lead to the immediate dismissal of the worker from the company.

The violation of any prohibition contemplated in chapter 3 of this Model will imply the immediate dismissal of the worker, and the facts will be reported, if appropriate, to the Public Ministry.

#### 4.2.- Administrators


In the case of the executives and managers of the company, the simple infraction of the Code of Conduct will imply the immediate dismissal of the worker, losing the payment of any legal or contractual compensation, as it is considered a serious breach of the obligations of the worker to the obligations to the company, as established in article 160 of the Labor Code.

The violation of any prohibition contemplated in chapter 3 of this Model, will also imply the immediate dismissal of the worker from the company, losing the payment of any legal or contractual compensation, for being considered a serious breach of the worker's obligations towards the company, as established in article 160 of the Labor Code, and will imply the reporting of the facts, if applicable, to the Public Ministry.

#### 4.3.- Suppliers or External Collaborators

Any violation of the Code of Conduct, or of the prohibitions in Chapter 3 of this Model, will imply the immediate termination of the contract concluded with the supplier or external collaborator or subcontractor, considering that the infraction is a serious breach thereof.

For the purposes of applying this sanction, the Code of Conduct and this Model will be

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attached to any contract with suppliers or external collaborators, and will be considered an integral part of it.

Likewise, an immediate resolution clause will be included in all contracts signed by the company with its suppliers or external collaborators, when detecting prohibited behaviors, either by the collaborating entity, by any of its dependents, advisers or service providers.

#### **4.4.- Personnel Training and Dissemination of the Model and the Code of Conduct**


**DETROIT S.A.** will disseminate, among the employees and collaborators that belong to the company at the time of approval of the present Model, the knowledge and dissemination of its Code of Conduct, of this Prevention Model, and of the control objectives and principles of behavior of all their dependents and administrators, who must observe them and contribute to their constant updating and compliance.

To this end, the Administration Management together with the Management of Systems and Operations will promote the following instances:

- 1.- Easy access to the company's Intranet site
- 2.- Carrying out training activities, for the dissemination of the content and purposes of the Code of Conduct and the Prevention Model
- 3.- The inclusion on the company's website of the Code of Conduct and the Prevention Model
- 4.- The training of new collaborators, in their induction process

The different Corporate Management must make reference, in all the contracts in which they intervene, or purchase orders issued, to the Prevention Model and to the Corporate Code of Conduct, noting that these instruments , which are published on the website of the company, are known and accepted by the counterparty, or by the recipient of the purchase order, as the case may be.

#### **5.- THE REGULATORY AGENCY AND COMPLIANCE OFFICER**

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### 5.1.- Composition.

In compliance with the provisions of article 4 of Law 20,393, a Regulatory Agency or Body has been established (it can be called both ways), under the responsibility of the Compliance Officer, to be in charge of crimes contemplated in the present Prevention Model, who will act advised by the Systems and Operations Management.

The Compliance Officer who started his/her duties from the day of his/her appointment and who, in the future, will be appointed as the person in charge, must have the professional degree of lawyer, civil industrial engineer or auditor accountant, or any other professional title compatible with the post.


During the period in which he/she is in office, the Compliance Officer will act independently of any authority of the company, its partners and its controlling shareholders.

### 5.2.- The Agency's tasks

The organism's tasks, as established in Law 20,393, will be the following:

- Exercising the comptroller's office of the company in the prevention of crimes indicated in Law 20,393, being able to have access to all information related to the commercial and accounting operations carried out by the company.
- Monitoring the effectiveness of the Model, verifying the coherence between the behavior of the members of the society and the norms of the referred Model.
- Constant examination of the effectiveness of the structure of the Model, in relation to the daily activities of the company, and its real capacity to prevent the commission of criminal offenses contemplated in Law 20,393.
- Permanent updating of the Model, proposing the necessary modifications to the Board of Directors.
- Keep the book of infractions to the Code of Conduct and prohibitions of chapter 3 of this Model.
- Substantiate the internal inquiries for violations of the Code of Conduct or to the prohibitions of this Model, and provide for the application of the eventual sanction.

### 5.3.- Means and Faculties

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The Regulatory Body will operate within its sphere of attributions independently of any other company authority, so it will not receive instructions from any Management or the Board of Directors.

The Compliance Officer, who will direct the Regulatory Agency, may participate with the right to speak in all meetings of the Company's Board of Directors, and in ordinary and extraordinary shareholders' meetings.

The Regulatory Body may require from the accounting department of the company, all the information it requires and considers appropriate, which must be delivered to it upon simple written request.

In the event that, in its supervisory and comptroller's work, the regulatory body becomes aware of irregular operations within the company, it must immediately inform the Board of Directors, which may summon a meeting to that effect, proposing the denouncement to the authority and blocking of inappropriate operations, all of which will be approved by the simple majority of the Board of Directors.


#### **5.4.- Information Flows**

The Regulatory Agency has the possibility of accessing all the information within the company, both in ongoing processes and future operations, and must maintain the strictest reserve regarding this information, which can only be made known to the Directory, in order to take measures referred to above.

Likewise, all company employees can and must report to the Regulatory Agency any anomalous operation suspected of constituting a crime, by email or other means of instant communication. Denouncements will be kept in strict reserve by the Regulatory Body, which must take the necessary measures to verify its effectiveness, protecting the anonymity of the source. The email that serves as a reporting channel for any act that goes against the purposes of this Preventive Criminal Model is [denuncia@detroit.cl](mailto:denuncia@detroit.cl)

In addition, a compliance denouncement link is available on the website [www.detroit.cl](http://www.detroit.cl).

#### **6.- DENOUNCEMENT PROCEDURE**

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### 6.1.- Objective

To establish a procedure for the reception, management, and investigation of the denouncements received in accordance with Law 20,393 for possible crimes contemplated in it.

### 6.2.- Scope

This procedure applies to all personnel, contractors, board members, partners, shareholders, customers and suppliers, among others.

### 6.3.- Denouncement channels

Denouncements may be channeled through the website [www.detroit.cl](http://www.detroit.cl) (link: <https://www.detroit.cl/denuncia/>) or through the email [denuncia@detroit.cl](mailto:denuncia@detroit.cl)

### 6.4.- Procedure

#### A) Reception of denouncements


The complainant of a fact that, in his/her judgment, constitutes an irregular or unlawful situation, as it is contrary to the provisions of this Crime Prevention Model, may request, by means of a denouncement through the aforementioned channels.

Once the denouncement is received, the facts presented will be reviewed in order to determine the actions to be taken, which may be:

- Start the investigation
- Require more background
- File the denouncement
- If it is a fact that is of such seriousness and with background information that supports it, notify the Public Ministry immediately

#### B) Content of the denouncement

- Date and time of Denouncement

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- Place of occurrence of the events
- Identification of person or persons involved
- Brief circumstantial account of the events
- Designation of the person or persons who have witnessed the event or who have news of it, only as far as the complainant is aware

### **C) Action of the Regulatory Agency**

The Regulatory Body, through the Crime Compliance Officer, will carry out the pertinent inquiries of the denunciations it becomes aware of, where it will compile information and background facts, acts or events with the purpose of determining the actions to be followed, being able to interview the personnel involved in the denunciation, document any useful background information for the investigation, to conclude on evaluating the corrective measures that may be recommended and, in any case, to the extent that there is plausibility and seriousness in the events denounced, inform the Public Ministry as a criminal prosecuting agency.

The internal investigation must be carried out in the short term, and may not exceed 60 days from reception of the denunciation.

### **D) Sanction:**


Anyone who infringes the present Preventive Criminal Model, constituting his conduct crimes of those foreseen and sanctioned in the law 20.393, which have been indicated and explained in this document, will be at the disposal of the ordinary justice, through denunciation or complaint, in order to initiate a criminal investigation that pursues exemplary punishment before the Guarantee and Oral Courts, being at the same time disengaged from the exercise of his functions, without additional payment of any compensation.

## **7.- UPDATES OF THE CRIME PREVENTION MODEL**

### **7.1.- Model Update Procedure**

The Regulatory Agency, through its Crime Compliance Officer, is responsible for keeping this Criminal Prevention Model updated. Any modification or update made to it will be made known, through the established channels, to the collaborators of the Detroit S.A., subsidiary companies and/or related companies. This review constitutes N° 3 of the Crime Prevention Model and was carried out on April 30, 2020.



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## **7.2.- Scope of the Last Revision.**

### **April 30, 2020**

- Modification of the Model was made, including in it the crimes of the General Law of Fisheries and Aquaculture (Law 18,892. -)
- New crime in times of Pandemic (Covid-19) was incorporated
- The denouncement procedure was updated
- Denouncement channels were modified, incorporating new email and new access through the website.

SANTIAGO, April 30, 2020.