

OTH Praxis Estratégica, S.C.

Anti-Bribery and Anti-Corruption Policy

POLICY SUMMARY

OTH Praxis Estratégica, S.C., doing business also as “Bonilla + Torres H Consultoría en Educación”, “Bonilla + Torres H Education Consulting” or “BOTH” (“The Company”), is fully committed to the highest ethical business, professional and research standards, and to fully comply with all applicable (local and international) Anti-bribery and Anti-corruption laws, including but not limited to the U.S. Foreign Corrupt Practices Act (“FCPA”), the U.K. Bribery Act (“UKBA”), and to accurately reflect all transactions in the Company’s books and records. Our values are incorporated into our Code of Conduct, which underline our commitment to safeguarding our principles.

OTH Praxis Estratégica, S.C. strictly prohibits the offering, receiving, acceptance, payment or authorization of any bribe and any form of corruption, and/or the bribery of government officials as well as private sector (commercial) bribery, including the offering, promising, authorizing or providing anything of value to any customer, business partner, vendor or other third party in order to induce or reward the improper performance of an activity connected with our business.

Bribery is a criminal offense. We do not, and will not, pay bribes or offer improper inducements to anyone for any purpose, nor do we or will we, accept bribes or improper inducements.

To use a third party as a conduit to channel bribes to others is a criminal offense. We do not, and will not, engage indirectly in or otherwise encourage bribery.

We are committed to the prevention, deterrence and detection of bribery. We have zero-tolerance towards bribery. Either a violation of this ABAC Policy or the Company’s Code of Conduct (“CoC”) could result in disciplinary actions including, but not limited to, termination of employment.

It is therefore vital that you not only understand and appreciate the importance of this Policy, but also comply with it in your daily work. If you have any questions about this Policy or applicable Anti-Bribery laws generally, contact the Compliance Officer compliance@both.mx.

PURPOSE

The purpose of this policy is to ensure that all OTH Praxis Estratégica, S.C.'s employees (as defined below) conduct business in an ethical manner and understand and adhere to the requirements of all applicable anti-bribery and anti-corruption laws and best practices, and to prevent the offering or paying of bribes or kickbacks in any transaction

SCOPE

This Policy applies to all employees, officers, directors and partners of OTH Praxis Estratégica, S.C., contract staff and others engaged through an agreement (collectively referred to as the "Employees").

RISKS AND/OR CONSEQUENCES OF NON-COMPLIANCE

A violation of relevant anti-corruption laws can lead to severe civil and criminal penalties and reputational harm to the Company. Any employee that violates these laws can also face severe civil and criminal penalties, including jail time. The prohibition against bribery is incorporated into our CoC; thus, a violation of this Policy could also result in disciplinary actions pursuant to our CoC including, but not limited to, termination of employment.

DEFINITIONS

"Anti-Bribery and Anti-Corruption Laws" refers to international and local laws that collectively prohibit bribery and corruption. Such laws include the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act, as well as other local laws. These laws commonly require an organization to have an adequate system of internal financial controls, and to keep accurate and detailed books and records. Violation of these laws may give rise to criminal offenses punishable by fines and imprisonment, and individual liability may extend to those planning, carrying out or condoning prohibited acts.

"Anything of Value" includes cash, money, goods and services, including consulting agreements, speaker fees, research agreements, travel, hospitality, meals, favors, entertainment, donations, gifts, or anything that confers a personal benefit.

"Public Official" refers to: (a) any elected or appointed official or employee of a government or government department, government agency, or of a company owned or partially owned by a government; (b) any elected or appointed officers or employees of public international organizations (e.g., UNESCO, IDB, World Bank); (c) any person acting in an official capacity for or on behalf of a government or an government department, government agency, government-owned entity, or of a public international organization; (d) politicians and candidates for a political office; (e) any member of a royal family or member of the military; or

(f) any other person who is considered to be a public official according to applicable laws, regulations and industry codes.

“Third Party Representative” refers to those who are authorized to act for or on behalf of OTH Praxis Estratégica, S.C., and may include subcontractors, advisors, consultants, and any other person acting on behalf of the Company.

POLICY DETAILS

1. All Bribes are Prohibited

You may not give, promise, offer, or authorize payment of anything of value, to any government official or private (non-government) persons and entities, in order to obtain or keep business or to secure some other improper advantage for the Company. Do not give anything of value to influence an official's or private person's actions.

You may not solicit, or accept a bribe or kickback of any kind.

This prohibition on bribery applies to giving anything of value, not only money. This includes providing business opportunities, jobs, favorable contracts, donations, travel, gifts, and hospitality.

This prohibition on bribery applies in all situations. These specific situations often have a higher risk for bribery, and therefore have additional requirements:

- **Transactions Must Be Transparent:** Transactions that are transparent reduce the risk of a bribe or kickback. Make sure that contracts accurately reflect the economics of the agreement. Unusual arrangements such as side agreements and prepayments may be used to cover up improper payments. If the payment terms are confusing, ask why.
- **Hiring Decisions Must Not Benefit Government Officials:** Do not hire an official or someone suggested by, or related to, an official to help the Company obtain or keep business, or if the official offers to give a benefit to the Company or threatens to act in a way that harms the Company if the requested hiring decision is not taken.

2. Facilitation Payments are Prohibited

The Company's prohibition on bribery applies to all improper payments regardless of size or purpose, including “facilitating” (or expediting) payments. A facilitating payment is a payment to secure or expedite a routine government action by an official. Do not make facilitating payments, as they are strictly prohibited.

3. Gifts, Meals, Travel and Entertainment

It is never permissible to provide gifts, meals, travel, or entertainment (“GMTE”) to anyone (government officials or commercial partners) in exchange for any improper favor or benefit. In addition, gifts of cash or cash equivalents, such as gift cards, are never permissible. In exceptional occasion, and with prior approval of the Compliance Officer, minor GMTE (ordinary and customary in the context of industry standards) can be provided to a government official or commercial partner, ensuring that there is a legitimate business purpose, they are not bribes or kickbacks, and that they cannot create any conflicts of interest.

4. Donations

It is never permissible to provide a donation to improperly influence a government official or private (non-government) persons and entities, or in exchange for any improper favor or benefit. It may, however, be permissible, in certain specific circumstances, to make minor charitable donations directly to a government agency or a charity (rather than to an individual government official). Prior approval of the Compliance Officer is always required before making such a donation.

5. Hiring or Engaging Government Officials

It is prohibited to hire or engage a government official, or his or her immediate family members, to improperly influence the official, or in exchange for any improper favor or benefit.

6. Political Contributions

Political contributions of any kind are strictly prohibited.

7. Keep Accurate Books and Records

You must accurately record payments or any other type of compensation made to a third party in the Company's corporate books, records, and accounts. Do not:

- Establish or use any undisclosed or unrecorded company funds, such as ‘off-book’ accounts, for any purpose.
- Make false, misleading, incomplete, inaccurate, or artificial entries in the Company's books and records.
- Use personal funds or third parties, to circumvent the Company's procedures and controls, or to accomplish what is otherwise prohibited by this policy.

8. Raise Concerns or Report Violations

If you observe conduct that may violate this Policy, contact the Compliance Officer (compliance@both.mx). Suspected violations will be reviewed and investigated as appropriate and may lead to disciplinary action. Any such reporting will be treated as confidential to the extent permitted by law. Failure to report a violation of this Policy constitutes an independent violation of this Policy and the CoC that is subject to discipline, up to and including termination of employment.

9. Ask Questions

If you have a question contact the Compliance Officer (compliance@both.mx).

10. No Retaliation

You will not suffer adverse consequences for refusing to pay or take a bribe or kickback, or engage in other activities that violate this policy, even if this results in the loss of business to the Company.

OTH Praxis Estratégica, S.C. will not tolerate any retribution or retaliation against anyone for raising a concern in good faith about a potential violation of this policy, or for cooperating with an investigation. When you raise a concern, we will maintain your confidentiality to the extent permitted by law.

11. Exceptions

There are no exceptions to this policy.

12. Enforcement

Violation of this policy may result in disciplinary action, up to and including termination of employment.