



CONFLICT OF INTEREST PREVENTION POLICY





TABLE OF CONTENTS

	PAGE
1. Purpose _____	2
2. Scope _____	2
3. General Guidelines _____	3
4. Conflict of Interest Prevention _____	4
5. Conflict of Interest Declaration _____	6
6. Management of Conflicts of Interest _____	6
7. Supervision and Compliance with this Policy _____	7
8. Policy Violations _____	7
9. Reporting Channels _____	7
10. Glossary of Terms _____	8

1. PURPOSE

As part of our Corporate Governance Best Practices, we have issued the Conflict of Interest Policy, which is based on the principles set forth in our Code of Ethics. Its main objective is to identify, prevent, and comprehensively and transparently manage the handling of any actual and/or potential conflict of interest.

It seeks to ensure transparency by avoiding any influence that could affect the objectivity and fairness of the Company's decisions and operations in relation to collaborators, clients, suppliers, or related third parties; and, should a conflict of interest arise, it must be handled with due diligence by the Corporate Audit and Compliance Department.

2. SCOPE

This policy applies to all areas of the Company and is addressed to Board Members, Directors, Executives, Employees, Collaborators, Clients, Suppliers and Third Parties related to the activity and operation of the companies of Grupo La Comer.



3. GENERAL GUIDELINES

A) This document is part of the Corporate Governance protocol of Grupo La Comer, and all Group collaborators must consult it as a guideline of conduct, alongside the Code of Ethics and the Internal Work Regulations, which the Company has made available for consultation by its employees and collaborators.

B) The Corporate Audit and Compliance Department will be responsible for monitoring, updating, and supervising the application of this policy.

C) Collaborators of Grupo La Comer, in compliance with this Policy, must act with transparency and integrity, ensuring that their private interests and those of their families or other related parties do not take precedence over the interests of the Company.

D) Collaborators of Grupo La Comer are responsible for identifying and reporting, through the designated form or through the reporting channels set forth in the Code of Ethics, any situation that, in the normal course of their activities, may give rise to a potential or actual Conflict of Interest, so that it can be assessed and the appropriate measures may be taken.

- No Department, Branch, Workplace, or Collaborator of Grupo La Comer shall place their own interests, or goals of professional distinction, career advancement, commercial gain, or of any other nature, before those of the Company, if doing so contravenes the Company's policies.

E) It is not permitted to contract third parties with whom an employee foreseeably has a personal interest when, due to the nature of the services provided by such third party and the duties performed by the collaborator, a potential or real Conflict of Interest may arise.

F) Grupo La Comer respects the privacy of its employees and their right to participate in activities outside the workplace environment, as well as other professional activities carried out independently or under the direction of third parties, provided that such activities do not affect their job performance, do not constitute a conflict of interest, and do not involve the use of privileged information or the employment relationships that may become known as a result of their employment with Grupo La Comer.

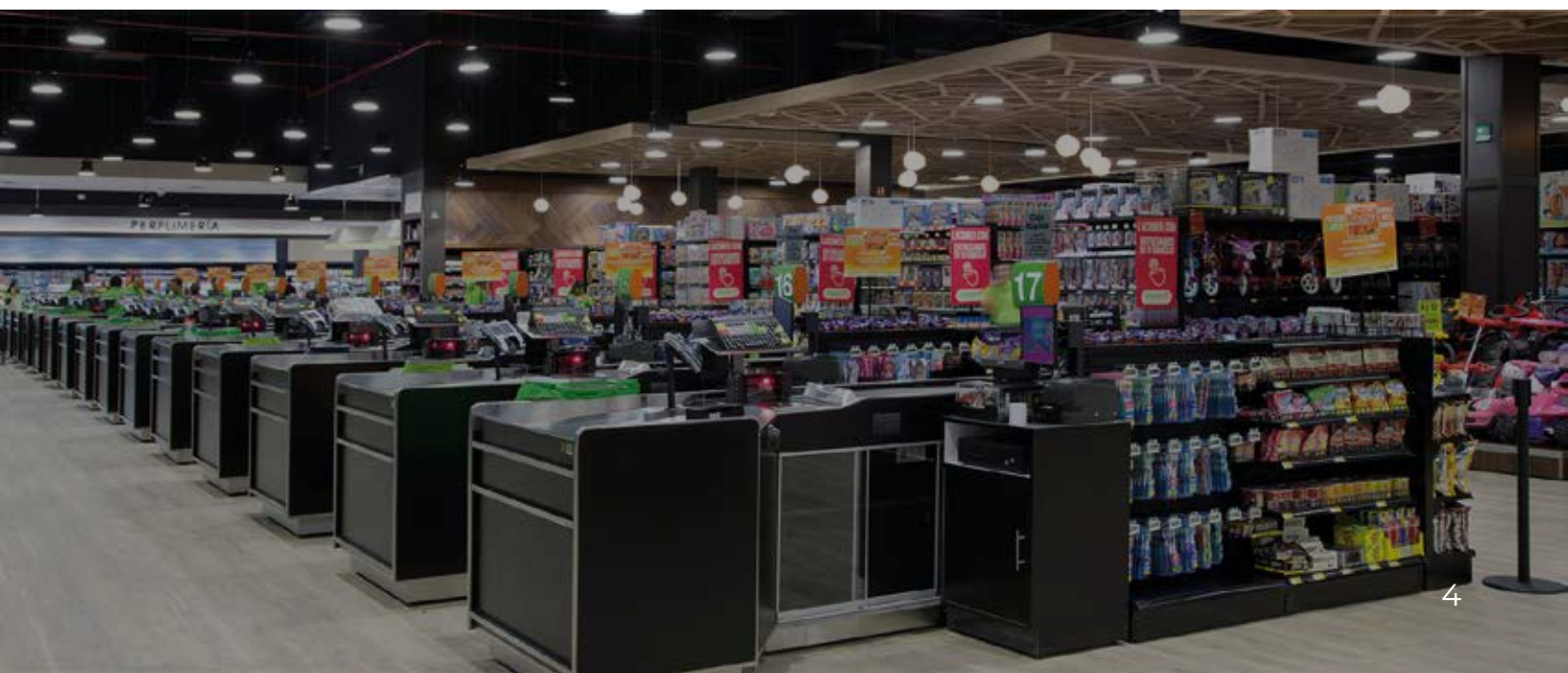
G) All covered individuals must disclose any conflict of interest to the Corporate Audit and Compliance Department through the reporting and communication channels established in the Code of Ethics, whether pre-existing or arising during their relationship with Grupo La Comer.

4. CONFLICT OF INTEREST PREVENTION

In situations where there may be doubt as to whether a conflict of interest exists and which require special attention from collaborators, they must request the opinion of the Corporate Audit and Compliance Department through a consultation.

To facilitate identification, the following is an illustrative but not exhaustive list of the most common situations that, without proper authorization, may give rise to a Conflict of Interest:

- I. Serving on boards of directors or councils, as well as holding positions or activities in an entity other than those that form part of Grupo La Comer.
- II. Having or having had employment relationships with suppliers or creditors of Grupo La Comer.
- III. Having personally or through a family member (up to the fourth degree), a personal or commercial relationship with a supplier, creditor, and/or tenant of Grupo La Comer (excluding financial institutions).
- IV. Holding, either personally or through family members, a shareholding in a supplier, creditor, tenant, and/or competitor of Grupo La Comer (except for securities acquired in the securities market).
- V. Family members who are collaborators within Grupo La Comer.
- VI. Family members who work for third parties, tenants, and/or competitors with whom Grupo La Comer companies maintain business relationships.
- VII. Hiring a supplier or service provider where active, retired, or former personnel of Grupo La Comer are employed.
- VIII. Receiving gifts, benefits, or courtesies from a supplier, creditor, tenant, and/or competitor of La Comer, exceeding what is established in applicable policies and implying a direct benefit.



In situations that may give rise to an actual or potential conflict of interest, the following guidelines must be followed:

1. Should any executive or employee be invited to participate as a board member, member of corporate governance committees, secretary, manager, or officer in any government institution or company outside La Comer, such participation must be communicated to the Corporate Audit and Compliance Department, so that the latter may present the matter and, where appropriate, obtain express authorization from the Board of Directors, following the opinion of the Ethics Committee.
2. If a collaborator undertakes an additional employment commitment beyond their relationship with La Comer, whether remunerated or not, they must ensure that their new function does not place their personal interests in conflict with those of Grupo La Comer.
3. Exclusive commercial relationships with suppliers must be avoided in such a way as to restrict or limit access for other suppliers or employees of the Group, thereby preventing free competition. Commercial and service conditions must therefore be reviewed on an ongoing basis, or whenever deemed necessary, to prevent such situations.
4. New positions may not be created, nor may individuals be hired or appointed to fill roles that report hierarchically or functionally to a person who, due to their position, gives rise to a Conflict of Interest in the supervision of those activities.
5. No preferential treatment or special working conditions may be granted based on personal or family relationships, nor may romantic relationships be maintained where a subordination relationship exists between collaborators within the same area unless this situation has been duly reported.
6. Hiring individuals who hold or have held public office is subject to strict compliance with the Ley General de Responsabilidades Administrativas (General Law of Administrative Responsibilities) and any additional restrictions established by the Company to prevent conflicts with persons who may have participated in activities directly affecting the interests of Grupo La Comer.
7. Payments, commissions, gifts, invitations, or any compensation from suppliers, potential suppliers, creditors, or tenants must not be accepted or requested for oneself or for third parties, nor may any advantage resulting from the position held in Grupo La Comer be obtained for personal benefit that may give rise to a Conflict of Interest.

5. CONFLICT OF INTEREST DECLARATION

All covered individuals must notify the Corporate Audit and Compliance Department and sign the form entitled “Conflict of Interest Declaration” (attached to this policy) through the tool made available for such purpose when any of the following situations occur:

- A. On an annual basis, covered individuals must submit their “Conflict of Interest Declaration” during the period and through the tools established.
- B. When personnel are hired for a position and level required to submit the Conflict of Interest Declaration, or upon appointment to such organizational level.
- C. Should the circumstances described above change, covered individuals must inform their immediate supervisor and forward the information to the Corporate Audit and Compliance Department.
- D. Whenever Grupo La Comer so requires.

In accordance with the authority conferred by this policy, the Corporate Audit and Compliance Department may request employees and collaborators of Grupo La Comer to provide data or information regarding any personal or professional circumstances that might influence the performance of their professional duties and/or decision-making, and they are obliged to safeguard the information received in accordance with the Ley Federal de Protección de Datos Personales en Posesión de los Particulares (Federal Law on Protection of Personal Data Held by Private Parties).

6. MANAGEMENT OF CONFLICTS OF INTEREST

To ensure proper management of conflicts of interest that may arise, the following measures, among others, will be established:

- I. Internal regulations, controls and organizational provisions.
- II. Training for covered individuals to enable them to identify, manage and, where appropriate, escalate conflicts of interest.
- III. Processes to communicate and resolve conflicts of interest and, in the event of non-compliance, apply the corresponding disciplinary sanctions.
- IV. Clear description by area for the acquisition of merchandise and/or the contracting of services.
- V. Assignment of supervisory and reporting responsibilities for activities that may give rise to a conflict of interest.
- VI. Annual declarations and ongoing and random audits by area.
- VII. Electronic and manual processes for completing and signing declaration forms.

All Grupo La Comer staff must follow an internal escalation process, informing their line manager, Human Resources, and the Corporate Audit and Compliance Department of the existence and nature of the conflict, in accordance with the procedure set out in the Code of Ethics for decision-making.

Grupo La Comer undertakes to treat the information it receives confidentially and objectively, in accordance with the Ley Federal de Protección de Datos Personales en Posesión de los Particulares.

7. SUPERVISION AND COMPLIANCE WITH THIS POLICY

The Corporate Audit and Compliance Department will maintain control of the existing conflicts of interest within Grupo La Comer, in order to implement continuous improvements aimed at preventing and mitigating possible risks.

It is the responsibility of covered individuals to comply with and enforce this Policy. In case of doubt regarding the possible existence of a conflict of interest, parties may direct their inquiries or reports to the Corporate Audit and Compliance Department at: AuditoriaCorporativa@lacomer.com.mx or through the reporting channels.

8. POLICY VIOLATIONS

Sanctions for violations of this policy will be applied in accordance with provisions of the Code of Ethics, the Internal Work Regulations, and determinations made by the Ethics Committee, and may include:

- Verbal warning
- Written warning with a copy placed in the employee's file (Administrative Record)
- Termination of employment
- Termination of business relationships with third parties involved

The applicable sanction will be imposed by the Human Resources Department, with support from Labor Relations when required.

9. REPORTING CHANNELS

Grupo La Comer makes the following official channels available so that any situation that may give rise to an actual or potential conflict of interest may be reported in a timely manner in accordance with the Code of Ethics and this Policy:

- Telephone: 55 52709990 / 800 5236701
- Email: auditor@lacomer.com.mx
- Website: www.intracomer.com.mx / www.provecomer.com.mx

10. GLOSSARY OF TERMS

For the purposes of this policy, the following terms shall be understood as indicated below:

- **Conflict of Interest**

In general terms, a conflict of interest shall be understood as “the possible impairment of the impartial and objective performance of the duties of an officer or employee due to personal, family or business interests”, arising from a pre-existing relationship or during the time in which the involved parties influence decisions in one or more areas of Grupo La Comer.

It arises when there are direct or indirect private interests or family ties up to the fourth degree of consanguinity or affinity with tenants, suppliers, potential clients, creditors and/or competitors.

- **Real Conflict of Interest**

Occurs when a collaborator has a particular interest that may affect their objectivity in decision-making; therefore, according to this policy, this situation must be reported by the collaborator.

- **Potential Conflict of Interest**

Occurs when there are personal interests that may be aligned with or opposed to each other but, in either case, contrary to the interests of the Company, with the characteristic that the collaborator has not yet assumed a commitment or position that places them in conflict, although such situation may arise at any time.

- **Grupo La Comer**

Whenever this policy refers to the company, entity, corporation or La Comer, it shall be understood as referring to the companies that make up Grupo La Comer.

- **Conflict of Interest Declaration**

Form through which collaborators report any real or potential conflict of interest so that it may be managed through the tool implemented by the Corporate Audit and Compliance Directorate of Grupo La Comer for their identification and resolution.

- **Covered individuals**

Board members, directors, executives, employees, collaborators, clients, suppliers, related third parties, groups or entities that could be affected by the decisions and actions of the Company.

- **Integrity**

Refers to the honesty and ethics of a collaborator or employee and their consistent conduct in all work-related actions, always adhering to the values and principles of Grupo La Comer.

- **Transparency**

Refers to the openness and willingness of a collaborator to share information about their activities with those authorized to request it, transmitting it in a timely and accurate manner in order to promote trust in the performance of their duties and integrity in all transactions and activities of the Company.



This document is public in nature and is the property of Grupo La Comer; therefore, it may not be reproduced or used for purposes other than those established in its content without prior authorization from the Company. Any unauthorized reproduction will be subject to penalties under copyright laws.