



CORPORATE  
GOVERNANCE  
CODE





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## OBJECTIVE

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The purpose of this Corporate Governance Code is to disclose the Corporate Governance structure of Enaex S.A.; regulate its operation; and present the practices related to it, which have been adopted in accordance with current regulations and international standards. This is done to comply with the Board of Directors' mission of maximizing the Company's value.

Enaex S.A.'s Corporate Governance practices are oriented to ensure an adequate performance of the Company in the market, providing sufficient and timely information, promoting the equal participation of all shareholders, respecting their rights and those of the stakeholders, and strengthening the Company's senior management and administration.

## VISION, MISSION, AND VALUES

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### **Vision**

Being the most prestigious company in our industry, delivering first class blasting solutions in the most important mining regions of the world.

### **Mission**

- Growing together with our customers, supplying ammonium nitrate, associated chemicals, and services to the mining industry.
- Delivering world class standards in safety and innovative services.
- Having a global presence in the mining industry with leadership in Latin America.
- Generating value to our shareholders and workers.
- Being recognized as a company that respects the surrounding communities and the environment.

### **Enaex's values**

#### **We protect the life.**

1. We always put people's safety and integrity in the first place.
2. We are well aware of and respect occupational health and safety standards.
3. We are always alert to possible risk situations.
4. We are environmentally responsible.

#### **Passion for service**

1. We listen to our customers to understand their needs.
2. We deliver effective and timely solutions they can trust.
3. We show a genuine interest in reducing their costs.
4. We integrate with their sustainability programs.
5. We seek to make a difference in their lives and that of their company.

#### **We deliver on our Commitments.**

1. We honor our word always delivering what we promised on time.
2. We do not blame third parties. We take full responsibility for our decisions actions and results.
3. We take charge of the problems until they are solved.

#### **We live our Excellence**

1. We pursue the highest standards of product and service quality.
2. We strive for excellence in every task, even the smallest ones.
3. We work as a team valuing professional honesty and trust.
4. We strive to be more efficient and productive every day.





## SK Values

### **Excellence**

Sum of efficiency, continuous improvement and motivation that generates a quality final result and gives the person or persons who perform it, an additional value to their work that makes a notable difference with their peers.

### **Integrity**

Acting consistently with the values of transparency, rectitude and probity, treating everyone equally.

### **Commitment**

Sigdo Koppers' high sense of duty is a guarantee, as each employee makes the Company's mission their own.

### **Teamwork**

All the members of the organization are committed to achieving the objectives of the work entrusted to them, giving priority to teamwork and the Company's interests.

### **Perseverance**

Sigdo Koppers does everything necessary to fulfill its commitments, achieving satisfaction with respect to the goods or services rendered.

### **Consequence**

Sigdo Koppers carries out its actions in accordance with its values and principles. Every time it assumes a responsibility, it acts in good faith and on the basis of the commitments assumed, directing its efforts to the achievement of the objectives.

### **Respect**

By valuing others, respecting their authority, and considering their dignity, we contribute to the growth and development of each one of the members of Sigdo Koppers. Respect is an absolute guarantee of transparency and creates an atmosphere of cordiality and security.

### **Honesty**

An indispensable value for human relations to develop in an environment of trust and harmony, as it guarantees support, security, and credibility in people.

### **Responsibility**

Conscious act of assuming the consequences of words, decisions, and commitments and, in general, of the acts freely and voluntarily performed, not only when their results are good and gratifying, but also when they are adverse or undesirable. Responsibility is also doing in the best way what corresponds to us, with effectiveness, quality, and commitment.

## SHAREHOLDERS

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Sigdo Koppers S.A. became a shareholder of Enaex S.A. at the end of 1990, taking control of the company in 1993.

The list of shareholders is available to the public on the Company's website ([www.enaex.com](http://www.enaex.com)) and the Shareholders' Registry is administered by the Shareholders' Service Office of SerCor S.A., whose offices are located at 140 "El Golf" Avenue, First Floor, *Las Condes*, and the contact e-mail is [acciones@sercor.cl](mailto:acciones@sercor.cl).

The Company's website provides shareholders and the public with information on matters of interest.

In addition, an Investor Relations unit has been set up in the Company, which shareholders and investors can access through the web page, to make inquiries regarding the Company's situation, business, and public information.

## OPERATION

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The shareholders are called by the Board of Directors to ordinary or extraordinary meetings, as appropriate, to determine and take cognizance of matters pertaining to the operation of the Company.

Ordinary shareholders' meetings are held at least once a year, within the four-month period following the balance sheet date.

Extraordinary meetings are called when required in the interests of the Company or when requested by shareholders representing at least 10% of the issued shares with voting rights, as well as when required by the Superintendency of Securities and Insurance.

Likewise, meetings may be validly held when attended by all the issued shares with voting rights, even if they have not complied with the formalities required for their summons.

The meetings shall be called in accordance with the provisions of the national legislation in force.

The meetings will be chaired by the Chairman of the Board of Directors and the Chief Executive Officer will act as Secretary of the Board of Directors.

The deliberations and resolutions adopted at the shareholders' meetings shall be recorded in the respective minutes, which shall be stored in a way that guarantees their integrity and fidelity. The minutes shall also be available to all shareholders on the Company's website. Likewise, the documents, annexes, reports, and other background information that form an integral part of these minutes shall be safeguarded.

## **ROLES AND RESPONSIBILITIES**

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The main responsibilities of the ordinary shareholders' meeting, without prejudice to the provisions of current regulations, are as follows:

- Election and revocation of the Board of Directors.
- Determination of directors' remuneration.
- Appointment of external auditors and risk classifiers.
- Approval of amendments to the bylaws.
- Approval or rejection of the annual report, balance sheet and financial statements.
- Deciding on the distribution of profits for each fiscal year, and the distribution of dividends.
- Determining the expense budget for the operation of the directors' committee and its advisors.

The main responsibilities of the extraordinary shareholders' meeting are those established in Article 57 of the Corporations Law.

## **BOARD OF DIRECTORS**

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### **Composition**

The Board of Directors of Enaex S.A. is composed of 9 reelectable directors, including at least one independent director.

The Board of Directors is renewed in its entirety every three years, as established in the Company's bylaws.

The Board of Directors elects a Chairman and a Vice-Chairman.

Enaex S.A. does not establish requirements or conditions for its directors other than those required by current regulations, nor does it limit the number of participations of its directors in other Boards. However, the Company has established that the directors shall dedicate to the Board of Directors of Enaex S.A., sufficient time to attend, except for justified cause, the ordinary or extraordinary sessions of the Board of Directors and of the committees of which they are members and to analyze the information necessary for the fulfillment of their functions and responsibilities.

Directors are remunerated for the exercise of their functions in accordance with the annual determination of the Shareholders' Meeting.

The composition of the Board of Directors is available on the website of Enaex S.A.

### **Operation**

The Board of Directors of Enaex S.A. meets monthly in ordinary sessions and in extraordinary sessions whenever circumstances so require. The meetings of the Board of Directors are constituted by an absolute majority of its members and resolutions are adopted by the absolute majority of the directors attending the meeting, with the exception of the provisions of articles 146 and following, of the Corporations Law.

The dates of the ordinary meetings of the Board of Directors are known by the directors, in accordance with the annual calendar prepared by the Chief Executive Officer and approved by resolution of the Board of Directors.

Board meetings are presided over by the Chairman of the Board, or whoever substitutes him in the position, and are held in accordance with the agenda for the respective meeting.

The Chief Executive Officer participates in Board meetings, except in those circumstances in which his presence may affect the Board's decision-making process or impede the performance of the Board's responsibilities, such as when his performance is being evaluated.

The directors have sufficient advance notice of the material related to the topics to be discussed at the meetings through the mechanisms established by the Company for this purpose.

To ensure an adequate continuity of the Board of Directors, the Company has established the standardization of processes, through the creation of policies and procedures that regulate the decision-making process and the adequate transfer of functions and information.

The Company has an Induction Program for New Directors, through which they are informed about the Company, its business, risks, policies, procedures, main accounting criteria and the applicable legal framework in force. The nomination process for director candidates is coordinated by the Chief Executive Officer, in accordance with the Director Nomination Procedure.

The Board of Directors has a training program, which includes subjects such as best corporate governance practices, sustainability, risk management, conflicts of interest, among others.

Of the topics discussed and agreements reached at the Board of Directors' meetings, evidence is recorded in correlatively numbered minutes. The minutes shall be drafted by the Secretary of the Board of Directors or by a specially appointed Secretary of the Board of Directors and filed in the offices of Enaex S.A., under the responsibility of the Chief Executive Officer, to guarantee their integrity. The foundations, elements, and information that the Board of Directors has had in view are safeguarded in accordance with the Procedure for Safeguarding Board of Directors' Information. The minutes and other related documents are made available to the directors in an information system to which each director has remote, secure, and permanent access.

In cases where the Board of Directors requires external advisors, specialists will be hired according to the provisions of the Policy for Hiring External Advisors to the Board of Directors.

The directors of Enaex S.A. shall annually and whenever necessary, declare their conflicts of interest, according to the procedure established by the Company and shall abstain from exercising their right to vote, if applicable.

The Board of Directors of Enaex S.A., established a policy for the annual performance evaluation, with the objective of detecting opportunities for improvement in its performance and implementing an action plan.

The Board of Directors makes annual visits to Enaex S.A. facilities.

### **Roles and Responsibilities**

Notwithstanding the provisions of current regulations, the Board of Directors of Enaex S.A. has the following roles and responsibilities:

- Exercising the senior management of the Company.
- Determining the vision, mission, values, and objectives of the Company.
- Establishing and supervising the corporate governance framework to promote the adoption and maintenance of sound corporate governance practices.
- Establishing, reviewing, approving, and monitoring the implementation and compliance with the business plan and strategic planning.
- Discussing and approving investment projects and their sources of financing.
- Providing shareholders and the public with reliable and timely information as determined by law regarding the legal, economic, and financial situation of the Company.
- Appointing, removing, and evaluating the performance of the Chief Executive Officer.
- Planning and preparing the succession of the Chief Executive Officer and other key executives.
- Presenting to the ordinary shareholders' meeting the annual report, balance sheet, income statement and the external auditors' report.
- Supervising the compliance of the Senior Management with the policies and procedures established in the Company.
- Promoting and overseeing the internal control of the Company.
- Approving and controlling the risk management policy.





## COMMITTEE OF DIRECTORS

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### **Composition**

The Directors' Committee is composed of three directors, at least one of whom is an independent director, who chairs the Directors' Committee.

Annually, the Directors' Committee publishes its management report in the Company's annual report.

### **Operation**

For the proper functioning of the committee, at the beginning of the year, the Chief Executive Officer, who acts as Secretary of the committee, establishes the meetings to be held during the year, without prejudice to other meetings that may be held as needed.

The ordinary shareholders' meeting approves an annual expense budget for the proper performance of the Directors' Committee.

The deliberations and determinations made at the meetings of the Directors' Committee shall be recorded in the respective minutes, which are properly safeguarded.

### **Roles and Responsibilities**

Although the functions of the Directors' Committee are set forth in the Corporations Law, they are described below.

- Making recommendations either to the Board of Directors or to Management, in matters within its competence.
- Examining the reports of the external auditors, the balance sheet and the financial statements, and expressing their opinion on these prior to their presentation to the shareholders for their approval.
- Proposing to the Board of Directors the external auditors and risk classifiers, so that the Board of Directors, in turn, may propose them to the shareholders at their ordinary meeting.
- Examining the background of related party transactions and issuing a report on this matter. This report is sent to the Board of Directors.
- Preparing an annual report on the committee's management, which includes the main recommendations to the shareholders.
- Informing the Board of Directors whether to hire the external audit firm for services that are not part of the external audit.

## MANAGEMENT

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### **Composition**

The Enaex S.A. Management team is led by the General Manager and supported by the different area managers.

### **Operation**

The Chief Executive Officer is the one who determines the management structure and the committees necessary for the correct functioning of the Company, with the prior authorization of the Board of Directors.

### **Roles and Responsibilities**

Without prejudice to the responsibilities established in the current regulations that must be fulfilled by the General Manager, the main responsibilities are:

- Leading the Company's Management and represent it legally.
- Ensuring compliance with the Company's ethical values.
- Establishing and executing the Company's strategy.
- Representing the Company and acting with diligence and care.
- Aligning corporate values, business strategies and internal policies with the Company's business operations.
- Presenting annually to the Board of Directors the budget and business plan.
- Ensuring proper management of the Company's resources.
- Evaluating the performance of key executives and ensuring an adequate compensation system.
- Establishing appropriate internal and external communication channels.

## ETHICS COMMITTEE

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### **Composition**

The Ethics Committee is integrated by the CEO, Enaex Servicios S.A. Managing Director, CFO, VP Human Resources, Corporate Controller, VP Corporate Production and VP Corporate Supply Chain.

### **Operation**

The committee meets quarterly, and whenever is necessary.

Committee meetings are recorded in minutes

## **Roles and Responsibilities**

The main responsibilities are described below:

- Promoting ethical values and conduct within the organization.
- Facilitating the resolution of conflicts related to the application of the Corporate Code of Ethics.
- Knowing and resolving complaints, according to what is indicated in the procedure for managing complaints.
- Proposing updates and modifications to the Corporate Code of Ethics.
- Issuing the necessary instructions for the development and compliance with the provisions of the Corporate Code of Ethics.

## **RISK COMMITTEE**

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### **Composition**

The Risk Committee is integrated by Enaex's top executives.

### **Operation**

The Risk Committee meets on a quarterly basis. In turn, the Chairman of the Risk Committee presents to the Board of Directors, quarterly information related to the company's risk management status, such as the critical risks identified, their impact and probability, contingency plans designed, recommendations and improvements, among others.

One of the quarterly presentations to the Board of Directors is made without the presence of the Company's Chief Executive Officer by a person designated by the Risk Committee.

The composition, functioning, roles, and responsibilities of the Risk Committee are established in its charters.

### **Roles and Responsibilities**

The purpose of the Risk Committee is to define and propose risk management strategies, policies, and procedures to the Board of Directors.

The main roles and responsibilities of the committee are as follows:

- Proposing risk management policies to the Board of Directors.
- Defining and proposing to the Board of Directors the risk profile and tolerance level.
- Ensuring that the risk management is aligned with strategic planning and objectives.
- Evaluating the risk measurement methodologies, infrastructure, allocation, and prioritization of resources necessary to develop the risk management process.
- Reviewing and presenting to the Board of Directors the organization's critical risks.
- Ensuring compliance with this policy and the risk management procedure.
- Proposing mitigation plans for relevant risks to the Board of Directors.
- Monitoring compliance with the action plans.
- Reporting quarterly to the Board of Directors on the status of risk management.
- Suggesting, when appropriate, changes in the risk management policy and procedures.
- Expressing their opinion on activities that involve risks for the Company.

## STAKEHOLDERS

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The Company concedes great importance to the relationship and commitment it maintains with each of its stakeholders.

### **Collaborators**

The success of Enaex S.A. and its growth are based on the commitment and motivation of its collaborators, and its efforts are oriented to provide them with the necessary conditions so that they can grow personally and professionally; promoting dialogue, equality, participation, and teamwork; contributing to the generation of a safe and healthy internal climate; also favoring the conciliation of work and family life.

### **Community**

Enaex S.A. feels committed with the social, economic, and environmental development of the communities where it operates, actively participating in the growth of their social capital, promoting a close dialogue that allows the Company to be recognized as a good neighbor, and reinforcing the creation of bonds that consolidate the relationship in the long term.

### **Investors and Shareholders**

Enaex will seek to generate long-term profitability for its shareholders and investors, complying with high quality standards and transparency in the access to relevant information for decision-making processes.

### **Clients**

Enaex will seek to provide integral solutions to its clients, focusing on their needs and expectations, delivering innovative and competitive products and services of the highest quality, in a timely manner.

### **Suppliers**

Enaex is committed to promoting an open, transparent, and harmonic communication with its suppliers, contributing to the creation of shared value for both parties by establishing fair deals and seeking to promote local companies with a socially responsible conduct.

### **Authorities**

Both Enaex and its subsidiaries are committed with the corresponding authorities to complying with the legal norms that apply to their operations.

### **Competitors**

Enaex will maintain a fair competition based on ethical business behavior and the generation of alliances, if necessary, only to promote sustainable development.

## ENVIRONMENT

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Enaex will promote environmental responsibility in all its business areas seeking, in the first place, to comply with all environmental laws and regulations. Additionally, it will seek to progressively increase efficiency in the use and management of natural resources, promoting this approach throughout the value chain of each of Enaex's business areas.

Secondly, Enaex will seek to maintain its position as a leading company in climate change management, maintaining a low carbon production of ammonium nitrate and promoting energy efficiency initiatives in its operations and throughout the value chain.

It will promote the implementation of management systems to ensure continuous improvement of processes and the identification and control of environmental aspects.

## POLICIES

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### **Ethical Conduct**

The Company adopted a Corporate Code of Ethics. This is a document that establishes a framework of principles, values and conduct that should govern the work performance and behavior of directors, employees, and external advisors.

In general terms, a conflict of interest occurs when any fact or situation that a director or collaborator may present interferes with decision-making processes.

If any person has doubts in this regard or presents a conflict-of-interest situation, they should follow the indications in the Conflict-of-Interest Management Policy.

### **Sustainability, Inclusion and Diversity Policy**

The Sustainability, Inclusion and Diversity Policy provides guidelines for the sustainable development of all areas of Enaex's business. It is aligned with the company's values and considers all its stakeholders. It seeks to guide the activities of the company and its subsidiaries by providing a common frame of reference for the establishment of objectives and the implementation of actions that lead to the creation of shared economic, social, and environmental value.

In matters of inclusion and diversity, aware of the value of the acceptance of differences, Enaex will not allow discrimination and exclusion based on ethnic, gender or other aspects that may affect the dignity of people.

## INFORMATION MANAGEMENT

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Enaex S.A. is committed to truthful, sufficient, and timely disclosure of any fact or information of interest to the Company.

To this end, the Board of Directors of Enaex S.A., without prejudice to full compliance with applicable legal, regulatory, and administrative regulations, issued a Manual for Handling Information of Interest to the Market, which regulates the disclosure of facts or essential information, information subject to specific disclosure or communication requirements, information of interest to the market, and confidential information.

Directors and employees must ensure that the information under their direction and/or control is adequately protected.

## CRIME PREVENTION MODEL (LAW 20.393)

For Enaex S.A., regulatory and ethical compliance is fundamental. In line with the above, the Company developed a Crime Prevention Model for compliance with Law No. 20.393, which establishes the criminal liability of legal entities for the crimes of money laundering, financing of terrorism, bribery of national or foreign public officials and the crime of receiving stolen goods.

In consideration of the above, the Company prohibits any conduct that may give rise to criminal charges against the company under Law No. 20.393 for acts committed by the owners, controllers, managers, chief executives, representatives who perform management or supervisory activities and any collaborator of the Company or external party representing the Company.



## RISK MANAGEMENT

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Enaex S.A. has a risk management policy and a procedure, which are designed to provide reasonable assurance that the strategic, operational, financial and compliance objectives are achieved and to maximize the value of the Company. These documents are intended to ensure that the Company's existing risks are identified, analyzed, evaluated, monitored, and communicated to the appropriate parties, as established in the risk management structure.

The compensation and indemnity policies of the main executives, as well as the salary structures of Enaex S.A. are reviewed annually.

## INTERNAL CONTROL

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Enaex S.A. has a Corporate Comptroller's Office, which establishes, evaluates, and maintains an adequate internal control structure.

On a quarterly basis, the Corporate Controller presents to the Board of Directors, information related to the annual audit plan, eventual deficiencies, irregular situations that due to their nature should be reported to supervisory agencies or the Public Ministry, recommendations and improvements that should be made to minimize the occurrence of irregularities or fraud, among others.

One of the quarterly presentations to the Board of Directors is made without the presence of the Chief Executive Officer.

The main functions of the Corporate Comptrollership area are:

- Developing and executing an annual work plan based on the company's objectives and risks.
- Establishing policies and procedures to guide the Comptrollership activity.
- Evaluating the adequacy and validity of the internal control systems implemented involving the company's relevant transactions, abiding by the generally accepted standards and procedures and specific regulations governing this area.
- Evaluating compliance with the current legal and regulatory framework applicable to the company.

The operation, roles and responsibilities of the Internal Audit function are established in its bylaws.

## AUDIT OF THE FINANCIAL STATEMENTS

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In order to ensure independence and quality standards in the review of the financial statements, the Company hires the services of an external auditing firm.

On a quarterly basis, the External Auditing Company presents to the Board of Directors the audit plan; any differences detected in the audit with respect to accounting practices, administrative systems and internal auditing; any serious deficiencies that may have been detected; any irregular situations that by their nature must be reported to the competent auditing bodies; the results of the annual audit program or its personnel, whether due to the provision of other services to the Company or to the companies of the corporate group or other situations.

One of the quarterly presentations to the Board of Directors is made without the presence of the Chief Executive Officer.

## SUSTAINABILITY, INCLUSION AND DIVERSITY

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Enaex has set itself the challenge of developing a comprehensive management of all available resources and associated risks, without generating negative impacts on the integrity of people, the environment and production processes, or the satisfaction of its customers.

On a quarterly basis, the person or persons responsible for the Sustainability, Inclusion and Diversity function present to the Board of Directors information related to the effectiveness of the policies in force, organizational barriers detected, usefulness and acceptance of the sustainability reports disseminated, among others.

For Enaex, one of its fundamental principles is the safety of people as a non-negotiable value and therefore it is not acceptable that it be affected by undesirable events.

Enaex S.A.'s commitments are the following:

- Complying with the applicable legislation and voluntarily subscribed commitments, acting in a socially responsible way before the community.
- Maintaining a visible, effective, and permanent leadership of the management line and those responsible for the processes in matters of safety, occupational health, environmental management, and quality.
- Identifying hazards and environmental aspects associated with activities, assessing risks, and controlling them through preventive action programs to avoid or reduce adverse impacts on the safety and health of people, the environment, physical assets, and operational continuity.
- Complying with the safety, occupational health, environmental, and quality standards and procedures of our contractors; training and involving personnel in these matters; and promoting good practices.
- Allocating essential resources to establish, implement and continually improve our risk management performance associated with our activities.
- Maintaining an auditable safety, occupational health, environmental and quality management system appropriate to the company's production processes, within a framework of preventive action and continuous improvement.
- Establishing effective control mechanisms for operations, preparation and response to potential accidents and emergency situations.
- Promoting the efficient use of natural resources and proper waste management, through appropriate techniques applied to the processes, to reduce adverse environmental impact.
- Maintaining effective communication and transparent and timely information for workers, the community, and other interested parties.

## VALIDITY AND UPDATING

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This Code shall become effective upon approval by the Board of Directors of Enaex S.A. Its update shall be reviewed annually, or whenever required, either based on internal needs or changes in regulations.











Enaex

