

BOARD OF DIRECTORS

DIRECTOR'S INDEPENDENCE STANDARDS

To be considered independent, a Director must have no material relationship with the company and/or any of its affiliates.

Candidates for Independent Directors must declare such status to the Company, its Shareholders and Directors.

The Board of Directors shall adopt the following standards in order to guarantee the independence of its Directors.

1. Employment/Compensation

- The Independent Director should be or have been employed by the company and no relative within third degree of consanguinity or second of affinity shall have been executive of the company within the last three years.
- The Independent Director, nor his relatives within the third degree of consanguinity, shall have not received more than US\$ 100,000 in direct compensation from the company during a continuous period of 12 months within the last three years. Direct compensation does not include fees received as Director or committee member, reimbursement of out-of-pocket expenses related to services provided as Director and pension, or other deferred compensation for service rendered beforehand, provided that such service has not been continuous.
- The Independent Director must not be a member of the Senior Management of another company where any Director or member of the Senior Management of the Company is a member of the Board.
- The Independent Director shall not be part or employee of the external audit firm. No relatives within third degree of consanguinity or second degree of affinity shall be related to such audit firm in the audit, assurance, and tax return processes (except in tax planning).
- The Independent Director must not be a shareholder with an interest equal to or greater than 5% in the Company.
- The Independent Director must not have more than 8 continuous years as an Independent Director of the Company.
- Neither the Independent Director nor any member of his family must have been a Director or a member of the Senior Management or an Employee either in the Company or in companies of the same Group or in companies of the Company's shareholders during the last 8 years.

2. Commercial Relationships

A Director shall not be deemed independent if the following occurs:

- That payments are made by the company to the Director or any relative within the third degree of consanguinity or second degree of affinity within the past three years exceeding 10% of the total annual income of the person who received such payment from the company. This limit shall not be considered in case the Director has substantial personal financial resources,

thus making the incomes received from the company non-relevant in relative terms.

- Payments are received by the company due to a primary commercial relationship with the Independent Director or any relative exceeding 2% of the consolidated gross revenues of the company.
- Financial services, including, but not limited to: underwriting, banking, loans, insurance or derivatives, and co-investment operations between the company and other related to the Director or any relative, considering that the gross revenues derived from such operations exceed 2% of the consolidated gross revenues of the company.

Such operations cannot be ascribed to the company's current business operations and/or comparable to those provided by third parties.

In the case of loans, the termination of such operations would cause a considerable detrimental financial effect for one of the parties. It is agreed that the commercial relationship between the company and another company not attributable to the company's current operations, even though the Independent Director, or any relative is a member of the Board of such company, does not jeopardize the Director's independence.

3. Relationships as Client

Any sale or service provided by the company to the Independent Director or to any relative as a current business operation in the terms and conditions applicable to third parties or company employees does not jeopardize a Director's independence.

4. Loans, Donations, and Charities

Members of the Board of Directors are prohibited from receiving loans from the Company or any company of the Economic Group, unless such operation is authorized by the Board of Directors. These do not infringe upon the Director's independence:

- Contributions made by the company to an educational or charitable institution in which the Director serves solely as a Non-Executive Director or Trustee.
- Contributions made by the company to an educational or charitable institution in which the Director serves as an Executive Officer and which does not exceed 2% of the company's gross revenues.

DIRECTOR'S COMPENSATION POLICY

The General Shareholders Meeting or, by appointment, the Audit, Ethics, Corporate Governance, and Compliance Committee, is in charge of establishing and assessing the form and amount of compensation for the members of the Board, based on individual characteristics (executive, non-executive, independent), as well as on assigned responsibilities (committees, chairing committees). The compensation structure shall consider a fixed amount expressed as a fee per session, and additionally, a variable amount to be defined at the end of every fiscal year. In no case, the total compensation of the Board of Directors shall exceed 6%

of the company's net profit. In case the company faces a liquidity crunch, the Board fees may be revised and reduced at any moment during the fiscal year.

DIRECTOR'S ROLE PROFILE

The Board of Directors shall be comprised by people proven to have significant or remarkable achievements in the business, education or public services areas.

Furthermore, candidates shall have the necessary intelligence, education, and expertise to make a relevant contribution to the company business; as well as skills and diversity of viewpoints for deliberating in the meetings. It is vital for the candidate to have the highest ethical standards, display sound professionalism and devotion to best serve the shareholders, and commitment with the Board's responsibilities.

Other considerations:

1. Management and Leadership Expertise

- Candidates for the business area: people who are or have been general managers, operation managers, and financial managers or have had a senior management position in an important public organization, a renowned private entity or investment firm.
- Candidates for the education area: people who have or have had an important position in a renowned educational institution, such as university president or dean in a field of study relevant for the company.
- Candidates for the public service area: people who have or have had a senior position or positions within the government or in an important non-profit organization.

2. Qualifications and Experience

- Financial literacy: the candidate must have sufficient understanding about financial reports and management internal control principles or financial management experience.
- International experience: the knowledge and understanding of other languages and cultures is considered a plus.
- Knowledge of responsibilities as Director: the candidate's competence or experience for fully understanding the legal responsibilities as Director, as well as internal governance processes.
- Participation in other boards or companies: the participation of members of the Board or their close relatives as members of the board or executive officers in other companies that might create conflict of interests with the company is not allowed.

3. Integrity and Professionalism

- Personal experience: the candidate shall have proven a highly ethical and moral behavior, as well as independence, objectivity and willingness to serve as a shareholder representative.

- Individual characteristics: the candidate shall have the personal qualities to significantly participate in Board discussions. Such qualities include: intelligence, self-esteem, high ethical standards, interpersonal skills, independence, courage, determination to ask difficult questions, communication skills, and commitment.
- Availability: the candidate shall be willing to commit, and have enough time to take up responsibilities as director
- Compatibility: the candidate shall be able to develop a good working relationship with other members of the Board and to contribute to strengthen the Board and Senior Management relationship.

GUIDELINES FOR BOARD OF DIRECTORS APPOINTMENT

1. General Conditions

The General Shareholders Meeting has autonomy in the appointment of Directors, who shall be appointed based on professionalism, professional prestige and knowledge. This power of the GSM is exclusive and non-delegable. In general terms, an individual is qualified for the position of Director provided that such person:

- Has the necessary qualifications, business expertise, and moral qualities to successfully understand, assess and manage the company's activities in the long term.
- Is aware that his or her main responsibility is to safeguard the interests of the company, as well as fully understand the needs of the employees and of the community where the company operates.
- Is fully committed and has enough time to be involved in the company during a long period of time.
- Is committed to attend a high percentage of committee sessions and meetings, collecting the necessary information for participating actively.
- Has the appropriate professional training to represent the company before the public, shareholders and other company stakeholders.
- Has no conflicts of interest with the company.

2. Specific Conditions of the Board of Directors

- Size: The number of members of the Board of Directors shall be uneven, not less than 5 and no more than 11.
- Independence: In order to truly represent the shareholding structure of the company, the Board of Directors shall comprise different categories of members, each representing various interests according to the nature of their appointment.

These categories are the following:

- i. Internal or Executive Directors: those with executive powers and senior management roles in the company or its affiliates.
- ii. External Directors: those that, without being involved in the company management, represent the entire general and diffuse interests of the company and significant shareholders.

This category is in turn divided into two groups:

Non-Independent Directors: those who are recommended by people with significant and stable shares of capital within the company.

Independent Directors: those with renowned professional reputation that may provide expertise and knowledge for the best management of the company and that are not included in the two categories mentioned above.

The Board shall have a minimum of two independent members.

The Independent Director must safeguard the general interests of the corporation, the entire diffuse interests pertaining to the company, and, specifically, the interests of the minority shareholders. The consolidation of any majority formed by people connected to each other by marriage, or a relationship within third degree of consanguinity or second degree of affinity, or first degree of kinship by adoption, except for those companies to be known family-owned.

Induction for New Directors

The Directors shall be instructed about their powers and responsibilities, as well as the characteristics and organizational structure of the company.

The Board of Directors and the General Management shall ensure a complete induction process for new Directors, including, but not limited to: company history and industry, meetings with senior management, and, if possible, visits to the company facilities and meetings with the management of its subsidiaries.

INDUCTION PROGRAM FOR NEW DIRECTORS

1. The company shall provide an induction process for the new Directors to be acquainted with the vision, business, strategic direction, financial matters, values, code of ethics and conduct, as well as best Corporate Governance practices and other key policies and practices of the company, by reviewing the background, records and previous meetings with the senior management.
2. Every new Director shall be instructed in the company's Corporate Governance policies and shall participate in induction activities taking place after the session in which they were appointed.
3. When becoming a member of any committee, a Director shall also participate in an induction session to get acquainted with the executive officers and applicable responsibilities, as well as the best practices of such committee.
4. From time to time and during formal sessions, the Board shall receive presentations about the businesses and operations, as well as their strategic plans, financial, accounting, legal and risk management matters, and adjustment programs. These periodic presentations shall also cover Corporate Governance matters, trust obligations and responsibilities of the Directors, legal and regulatory development, as well as any other topic deemed relevant by the Board. Such

presentations shall be conducted by members of the Board, committee, or senior management, as appropriate.

5. Additionally, the Directors may, but are not obliged to, participate in instruction programs for Directors provided by third parties.

RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS

1. Requirements to Serve as a Director

- Sound moral values and financial stability.
- Not to exercise executive positions in the company.
- Enough time available for the proper discharge of Director activities.
- Be available to hold office in a personal and non-delegable manner.

2. Appointment of Directors

The Board of Directors is the chartered body of the organization, in charge of managing and directing businesses, elected by the GSM.

Directors shall be regularly appointed for periods of three years, unless specific appointments to replace an outgoing Director.

The number of members of the Board of Directors shall be uneven, not less than 5 and no more than 11.

There is no minimum or maximum age to become a member of this chartered body.

The Board of Directors shall have at all times two alternate Directors in addition to the regular Directors.

These alternate Directors are entitled to the same rights than regular Directors in matters of company information and in the Board sessions where an absent regular Director is being replaced. Even in those situations where all regular Directors are present in the session, the alternate Directors are entitled to participate with no right to speak and no voting rights.

3. Vacancy

The position of Director is considered to be vacant:

- In case of death, resignation, removal of the Director, or if the Director incurs in any legal impediment established by the Bylaws or the Law.
- If the Director fails to attend sessions for a period of three months without requesting neither permission nor leave of absence.
- When with leave of absence or without it, the Director fails to attend a third of the sessions held throughout one year. If the vacancy is less than half the number of the originally appointed Board members, the Board can appoint new members for the time remaining until the term of office is complete. For this purpose, the Board of Directors must abide to the characteristics of the outgoing Directors when appointing their successors. If such vacancy affects the required quorum, then the remaining directors who are still

serving on the Board shall temporarily manage the company and shall immediately call a GSM to elect the new members of the board. If such call is not made, it is the responsibility of the General Manager to do so.

If such call is not made within next ten days of declaring such vacancy, any shareholder can request a judge to call the meeting.

4. Appointment System

The shareholders of the company propose candidates and shall indicate if they are independent or related to the majority shareholders or to the company management. The shareholders shall verify that such candidates do not incur in any legal impediment stated herein. Those individuals obtaining the higher number of votes will be appointed as Directors. In the event of a tie in the number of votes and it is not possible for both individuals to be Directors, the Chairman of the GSM shall draw lots and the result shall be recorded in the respective minutes. This method of appointment shall not be necessary if the Board of Directors is chosen unanimously.

5. Notice of Meeting

The Chairman or its representative shall call a meeting according to the requirements of the company at the request of any Director or the General Manager. Such notice of meeting shall be given not less than five days prior to the date of such meeting, by written letter with proof of receipt, e-mail and notice in the company website, indicating venue, date and time, as well as the agenda of the meeting. This procedure shall not be necessary if all Directors are gathered and agree to discuss in that moment the agenda of the meeting.

Upon giving such notice, the information required for the session shall be made available to the Directors in the company offices. It can also be sent to their corresponding offices or e-mail addresses for review. If such information is considered as classified or confidential, this shall be stated in the notice of meeting, and in such event, the information shall be available only in the company offices. The Directors living outside the city may be called by e-mail or fax.

6. Installation of the Board of Directors

The necessary quorum shall be confirmed by the Chairman of the Board in order to call for order and develop the items set forth in the agenda. If there is sufficient quorum, such event shall be recorded in the minutes and the names of the attending Directors shall be included therein. The Chairman of the Board and the General Manager, as Secretary, will undersign the minutes, or in their absence, by the designated representatives. If the majority of Directors decide it so, officers, employees, technical staff, or people whose opinion is relevant for the agenda may be able to attend the session with right to speak, but no voting rights.

7. Number of Sessions

The Board of Directors shall hold meeting in any place throughout the country or abroad, each time the Chairman or representative calls a meeting, or by request of any Director or the General Manager. Notwithstanding the foregoing, the Board of Directors shall hold regular meetings once a month, according to the schedule

determined by the Board in the first session held from its appointment. Special meetings shall be held as often as necessary in order to ensure the proper discharge of functions of the Board.

8. Quorum

Quorum represents half plus one members. If there is an uneven number of Directors, the quorum is the immediate whole number greater than half the number of Directors.

9. Resolutions

For every Board decision, it is necessary that, after deliberation, every Director expresses his or her opinion on the subject matter, for the Board as a whole can express its will. This will is manifested through the members' vote, that is, the act by which every Director casts a positive or negative vote on a subject submitted to discussion. It is vital to state that, unlike the Shareholders Meeting, where the vote counting is made on the number of shares owned by every side taken, the voting in the Board is counted by individual, thus every Director holds the same attributions and responsibilities. Each Director is entitled to one vote. The resolutions are passed by absolute majority of votes from the attending Directors.

10. Remote Sessions

The Board shall be able to hold remote sessions by written, electronic, or other means that will allow communication between the Directors or their representatives and guarantee the authenticity of the resolutions passed. Such means shall assure the deliberation between members and the possibility to make a decision in a simultaneous or subsequent fashion. If the Board holds a remote session, this must be recorded in the minutes. Insofar as possible, all Directors shall undersign the minutes of such remote sessions or be requested to send a signed copy of the transcription of such minutes, attesting to the content therein. As an extension thereof, it shall be possible for one or more Directors to participate remotely in a Board. This option shall be likely only if the necessary communication technology is available and if the number of Directors attending the session constitutes the minimum quorum required.

11. Minute Book

The resolutions and deliberations of the Board shall be taken in minutes documented in a book, separate sheets or other form permitted by Law, to be kept by the Secretary. In special cases, when the minutes cannot be entered as established, a special document shall be issued and signed by the attending Directors, then handed to the Secretary who will be responsible for transcribing or collating the document to the book or separate sheets as they become available. Furthermore, any Director may request the recording of his or her observations in the minutes, as long as he or she considers that the minutes do not clearly express his or her opinion or interventions in the corresponding session. The Director shall sign the paragraph in the minutes where his or her comments are indicated. The minutes shall be signed by the Chairman and the Secretary, or their representatives, no more than ten business days after holding the session.

12. Powers of the Board of Directors

The Board of Directors, as the corporate supreme body, is invested with full and special powers required to direct, manage and represent the company. It has the power to pass any resolution and to enter into different agreements and contracts with no limitations, except those acts corresponding to the GSM according to the Law or the Bylaws.

The Board of Directors is authorized for the following purposes, without this list being restrictive but merely declarative:

- Appoint and remove the General Manager.
- Establish its own rules of procedure.
- Accept the resignation of its own members and declare vacancies.
- Grant the corresponding powers and delegate responsibilities.
- Prepare the annual report, balance sheet, income statement, proposal for profit assignment and submit them to the annual GSM.
- Create subsidiary companies in Peru and abroad, as well as branches and offices.
- Enter into any operation, civil acts and agreements, commercial activities, such as the purchase, sell, lease, disposal, lien, grant of use, mortgage, pledge or antichresis of real and personal property of the company, as well as discharge liens granted to the company, open and close bank accounts, give or take money as loans with or without collateral, contract work, lease, insurance, transport and freights; agree on commissions and transfers; draw, accept, re-accept, endorse, discount and guarantee bills of exchange, consumption receipts, checks, promissory notes, fully funded or unfunded letter of credits; issue simple or joint bonds, enter into any commitment; deal any business affair; submit any dispute to an arbitration process; and overall do any action deemed convenient or necessary for the proper compliance of the company affairs.
- Request and obtain patents and privileges and register, acquire and transfer trademarks and trade names.
- Approve the company budget.
- Grant credits and indicate their terms and conditions, establish credit and/or guarantee limits to be granted by the Executive Committee, Management and other authorized officers.
- Decide on investments on other companies or on any kind of securities and/or properties.
- Pass any resolution pertinent to the best interest of the company according to the limits established by Law and the Bylaws.

13. Directors' Duties

- To approve the organizational structure, policies and manuals of the company.
- To adopt the necessary measures to correct management irregularities.
- To provide timely information to relevant institutions.
- To guarantee the proper execution of internal and external audits.
- To embrace measures that support the appropriate development of the company's goals and that contribute to a transparency in the management.

- Compliance with the Law, regulations, general or particular provisions dictated by the authorities, the Bylaws, and the AGA in the exercise of its duties.
- The Board of Directors is responsible for establishing policies and actions that allow the implementation and ongoing compliance with the provisions established on the conduct, ethics and professional skills of persons involved in major decisions of the company.
- To maintain confidentiality regarding the company's business and the privileged information to which they have access, even after the cessation of their functions.
- To monitor and control possible conflicts of interest among employees, management, board members and shareholders, including the fraudulent use of corporate assets and the abuse of transactions between interested parties, and to enact the policies and codes of conduct that are necessary for the fulfillment of such purposes.
- To define the policies and actions that allow the implementation and the permanent fulfillment of the dispositions related to company information, including the protection of this information, and thereby approving the policies and codes of conduct that are necessary for the fulfillment of these goals.
- Submit to the EGM the authorization of operations with affiliated companies each time the value of such transaction exceeds 30% of the value of the company's assets.
- To approve and to disclose the Annual Report on Corporate Governance objectives.

14. Responsibilities of the Directors

- The Directors have a joint and unlimited liability before the company, shareholders, and third parties for damages arising from agreements or acts performed against the Law, the Bylaws or those derived from fraud, abuse of authority or severe negligence.
- The Board of Directors is responsible for complying with GSM resolutions, unless the GSM indicates otherwise for specific cases.
- The Directors have a joint responsibility with their predecessors in regard to any violation made by them, if being of their knowledge, they fail to report them in writing to the GSM.
- A Director is not deemed liable when after entering into the agreement or becoming of his or her knowledge has expressed his or her disagreement at the moment of the agreement or when it came to his knowledge, as long as such disagreement has been recorded in the minutes or a letter has been sent via notary indicating such disagreement.
- The civil liability of the Directors expires after two years of entering into the agreement or performing the act that generated the said damage, notwithstanding criminal liability.

15. Impediments to Be a Director

The following cannot be Directors:

- Individuals who are incapable.
- Individuals declared legally bankrupt.

- Individuals who due to their position or functions cannot perform trade activities.
- Officers and public servants working in public institutions and whose functions are directly related to the company business area, unless they represent the government in such institutions.
- Individuals who have a pending lawsuit with the company, as plaintiffs, or are subject to a societal responsibility action brought on by the company and those individuals who have an impediment due to an injunctive relief issued by a judicial or arbitration authority.
- Individuals who are directors, managers, legal representatives or attorneys-in-fact of companies or partners of companies owned by people with permanent opposing interest to those of the company or that personally have a permanent opposition towards it.
- Individuals who hold positions in competing companies. Such impediment will be effective up to twelve months after resignation of such position
- Individuals who have been found guilty of willful offenses.
- Those Directors presenting any of the impediments herein stated cannot occupy the position and are obliged to immediately resign if holding the position. Otherwise, they must account for the damages caused to the company and will be removed by the GSM at the request of any Director or shareholder. Until the next GSM is hold, the Board can suspend the Director engaged in such impediment.

16. Trustworthy Information

The Board of Directors must provide the shareholders and the public with sufficient, trustworthy and timely information regarding the legal, economic and financial situation of the company as established by Law.

17. Contracts, Credits, Loans, or Guarantees

The Director can only enter into agreements related to operations regularly made with third parties and according to market conditions.

The company can only grant credits or loans to Directors or guarantees in their favor when it is the case of operations regularly made with third parties.

Contracts, credits, loans or guarantees not meeting the aforementioned requirements can be entered into or granted with the prior consent of two-thirds of the Board members.

All the foregoing is applicable for Directors of affiliated companies, and for the spouses, descendants, ascendants, and relatives within third degree of consanguinity or second degree of affinity of the company Directors and Directors from affiliated companies.

The Directors have a joint responsibility before the company and third parties creditors for the contracts, credits, loans and guarantees entered into and granted in violation of this section.

18. Conflict of Interests

Directors are unable to enter into agreements opposite to the company's interests and beneficial for their own interests or third parties, nor use for their own benefit or third parties the trade or business opportunities that would become of their knowledge due to their position. They are unable to participate on their own account or for account of others in activities competing with those of the company, without the express consent of the company.

The Director who in any affair has an opposite interest to that of the company must state it so and refrain from participating in the discussion and resolution of such affair. For this purpose, the Director involved in such situation shall refrain from receiving information related to the affair he or she has a conflict of interest with. The Director that violates this section is responsible for the damages caused to the company and may be removed by the Board or the GSM at the request of any Director or shareholder.

19. Roles of the Chairman of the Board

- Preside the Board sessions and those of the Executive Committee, if applicable.
- Convene the Board of Directors and the Executive Committee, if applicable.
- Submit to the Board and the Executive Committee the matters competent to these.
- Represent the company before any authority and companies.
- Exercise other powers granted by the Board.

20. Roles of the Secretary of the Board

- Record all decisions agreed on during Board sessions in the minute book or in the document intended for such purpose.
- Record any occurrence considered as relevant during the session, as well as those comments to be recorded in writing at request of any Director. The Secretary shall ensure that the name and signature of the requesting Director is recorded next to the corresponding comment.
- Record the attendance of the Board members to every session.

21. Board Committees

- The Board shall appoint the committees deemed necessary for the adequate performance of its functions. The Audit and Corporate Governance Committees are mandatory.
- The purpose and responsibilities of every committee are detailed in the corresponding Bylaws.

22. Work Groups

- The Directors have permanent and unlimited access to the company management, executive officers, and staff. Additionally, at the request of the Chairman of the Board, members of the senior management may be invited to attend Board sessions in specific occasions to present information on the company businesses and operations in their corresponding areas of responsibility.

- If the Board deems it necessary, work groups comprising one or more Directors and one or more executive officers shall be appointed for dealing with affairs pertinent to them.
- The development and execution of such specific works does not interfere nor replace formally established reports or communication flows.

23. Board of Directors' Self-Assessment

The Board of Directors must assess at least once a year, in an objective manner, its performance as a collegiate body and that of its Committees and members.