

CODE OF ETHICS AND CONDUCT

I. INTRODUCTION

With the purpose of instilling an ethical and responsible behavior in the directors, managers, general staff and representatives of the different companies part of Grupo R, the General Management of the group approved in November 30, 2016 this Code of Ethics and Conduct (the "Code "), also determining in such date its implementation and wide dissemination within the Group.

II. MISSION, VISION AND VALUES

Our Mission

In Grupo R, our mission is: Providing specialized services to the energy sector in a profitable, efficient and timely way; being committed to safety, environmental protection and social responsibility.

Our Vision

Consolidate itself as the leading supplier of specialized services for the energy sector in Mexico, with presence abroad.

Our Values

Integrity: In Grupo R we believe that the main pillar of success is based on the attitude and skills of our staff, and our cornerstone is INTEGRITY. In such a way, we all contribute using the best knowledge and resources available with the greatest effort to reach the company's vision and mission.

Teamwork: In Grupo R we value and encourage teamwork, where the sum of coordinated efforts is greater than that of individual efforts. We recognize that success can only be achieved through joint and coordinated efforts towards a single common goal. Each employee is responsible for a portion of the value chain, without which the goal cannot be achieved.

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Value Creation: Each employee works in an integral and teamed way to achieve the company's common objective: value creation. In Grupo R we have a global value creation philosophy that includes:

- Profit maximization for our stockholders.
- Personal and professional development of all our collaborators.
- Creation of a multiplier economic effect in the communities where we operate through the creation of sources of employment.

Quality, Safety, Social Responsibility and Environmental Protection.

In Grupo R we are committed to working with excellence, therefore each one of our decisions and operations are focused on creating value considering a unified philosophy of working with quality, safety, social responsibility and environmental protection in mind.

The above mentioned values are, undoubtedly, the beacon that guides our company's course.

Due to the social importance our activity has gained, those who participate in the organization are committed to contribute to its performance through the application of these values in all our actions, operations and businesses.

III. OBJECTIVES

Our organization expects and demands high moral standards and sense of responsibility in the daily actions of its employees, managers and representatives, with no exception whatsoever.

This Code incorporates guidelines to consolidate a corporate culture based in the diligent, fair and honest behavior of all those who are part of the organization.

As members and/or representatives of the different companies part of the group or its related parties we are bound to govern our actions in

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accordance with the fundamental principles of rectitude and good conduct contained in this Code.

IV. SCOPE OF APPLICATION

All the members of the Board, Directors, Managers and, in general, all the employees and staff members holding any position within the Grupo R companies or its related parties, as well as any third party that for any reason holds the representation of any company part of the group (the "**Grupo R Representatives**") are subject to the provisions of this Code. Compliance with this Code is mandatory for all of us.

On the other hand, Grupo R commits itself to be an active promoter of a corporate culture based on the values mentioned in the Code

V. GENERAL RULES

The members of the board, officers, employees and representatives of Grupo R must, within the scope of our competence:

- I. Become familiar with the legal regime applicable to the activity performed by each one of us, and comply with and enforce said regulations, and all other internal control standards;
- II. Behave in the performance of our tasks in a diligent, responsible, respectful and honest manner, in all our interactions;
- III. Look for the adoption of best practices in the industry, being either of operational, administrative, accounting or corporate governance nature, among others;
- IV. Strive for the accuracy, sufficiency and timeliness of the financial and other information of Grupo R;
- V. Prioritize human safety and health, as well as the protection of the environment and archaeological sites in the development of all our activities;
- VI. Refrain from engaging in activities independent from the group when that generate or may generate a conflict of interest, or

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- interfere with the fulfillment of our obligations and duties to Grupo R;
- VII. Contribute to the prestige and image of Grupo R, by setting a good example;
 - VIII. Abide by the internal policy prohibiting working under the effects of alcohol and/or drugs, or their consumption in the workplace;
 - IX. Handle the businesses and information of Grupo R and from our clients with the care and confidentiality required by their nature, safeguarding the confidentiality of sensitive information;
 - X. Channel to the investor relations area any queries from the media or current or potential or investors;
 - XI. Refrain from trading in securities of the group, in those cases where we have internal information, or from sharing such information with third parties, and
 - XII. Safeguard and use the goods, resources, material and information owned by Grupo R only for lawful purposes, and only in the performance of the tasks entrusted to us or in the expressly authorized way.

VI. ETHICAL AND CONDUCT PRINCIPLES

a. Internal relationships

The members of the board, officers and, in general, the employees of Grupo R must, in our internal relations:

- I. Treat others with respect, and foster a healthy, productive, collaborative and trustworthy working environment, free from all discrimination, bullying or harassment;
- II. Comply with and encourage people around us to comply with the requirements regarding health and industrial safety, as well as environmental protection;

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- III. Promote teamwork and peer recognition in group tasks;
- IV. Share our knowledge and experience for the benefit of Grupo R, documenting it, whenever possible;
- V. Maintain the information and other materials owned by the company available, when it is under our control or protection, in accordance with the policies adopted for that purpose;
- VI. Become familiar with the emergency procedures applicable in our work center, and
- VII. Be co-responsible for our training and development.

b. Relationships with third parties

In our interactions with third parties, the members of the board, officers, employees and representatives of Grupo R must:

- I. Provide the goods and services under our responsibility according to the quality standards and time committed;
- II. Give a fair, friendly and honest treatment to clients and suppliers;
- III. Look after the interests of Grupo R in all our actions;
- IV. Refrain from soliciting or receiving, for us or for our people, or offering, directly or indirectly, any kind of promise, gift, payment, present, courtesy, etc. in exchange for or with the intention of obtaining some undue benefit or advantage, either for us or for our people;
- V. Refrain from taking advantage from our position in the organization, or the good name and reputation thereof, to obtain some improper benefit or advantage, whether personal or for our people;
- VI. Refrain from actions or omissions that could be detrimental to the image and reputation of Grupo R, and

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- VII. Abstain from generating, submitting or delivering any false or altered documentation or information.

c. Relationships with Grupo R

In our relationships with Grupo R, the members of the board, officers, employees and representatives must:

- I. Prioritize the overall objectives of the company over those of the personnel, or each unit or area;
- II. Develop our work in a diligent manner and to the best of our capabilities;
- III. Refrain from participating in matters in which we have or may have a personal, family or other type of interest and, in cases in which abstention is not possible, informing the corresponding instances about the existence of the conflict of interest and always putting ahead Grupo R's interest;
- IV. During the term of our services to Grupo R, refrain from working or providing services to third parties, including Grupo R's clients or competitor companies, when that may result in a conflict of interest or impair the optimum performance of our services;
- V. Communicate and, if possible, promote the incorporation of improvements in the areas of opportunity we may get aware of by reason of our activities;
- VI. Report to our immediate boss: any risk to the staff, their health, or to the facilities or the environment identified by us in the performance of our activities; any circumstance that may result in damage to Grupo R, or any conduct contrary to this Code;
- VII. Wear personal protective equipment, and abstain from using the facilities, machinery or equipment without the required authorization and training, and
- VIII. Fully collaborate in inquiries regarding possible breaches of this Code.

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d. Relationships of Grupo R with its staff, representatives, third parties and the community

In our relationships with the members of our board, officers, employees, representatives and the community, Grupo R must:

- I. Comply with the applicable regulations in all our businesses and operations, including anti-corruption laws and regulations, as well as in the area of economic competition;
- II. Operate in a safe and efficient manner, both responsible and sustainable for the environment and the communities in which we operate, and for this purpose we shall strive to keep our assets in good condition following appropriate maintenance practices, operating them with highly qualified personnel and implementing risk prevention programs;
- III. Performing our businesses with reliability and integrity;
- IV. Become a promoter of a corporate culture based on the principles contained in this Code, issuing, when necessary, internal rules and procedures to enforce its principles;
- V. Treat every member of the organization in a respectful, equitable manner, free from all discrimination or harassment, and promote a healthy, safe and stimulating working environment;
- VI. Provide training, qualification and development opportunities for our staff;
- VII. Recognize the merits of our staff;
- VIII. Develop relationships of trust and mutual benefit with our employees, customers and suppliers;
- IX. Act honestly and transparently in our relations with government and authorities;
- X. Promote equitable treatment among our stockholders;

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- XI. Investigate in good faith any report or complaint regarding conduct contrary to the corporate values set forth in this Code, and take the necessary measures for the case;
- XII. Provide reliable and complete information in a timely manner to our partners, stockholders and investors regarding the operations, results and financial position of the company in which they hold a lawful interest;
- X. Promote working with suppliers and business partners who share its ethical sense and commitment to safety, quality and environmental protection.

VII. COMPLIANCE

Grupo R will deliver a copy of the Code to all the members of its board, officers and employees, as well as to the representatives of Grupo R, who must read the same.

Subsequently Group R will obtain from them a Certificate of Adhesion to this Code, using the format appended as **Attachment 1**. All new employees or officers will subscribe this Certificate at the time of their incorporation or appointment in Group R.

VIII. DOUBTS

Any doubts that may arise regarding the scope and content of this Code, or on the occasion of its compliance, will be consulted with the hierarchical superior of the interested party and, in case of Grupo R's representatives, with the person through whom their designation was coordinated.

IX. COMPLAINTS

The staff of any company member of Grupo R, and the public in general, may submit complaints or denunciations by reason of acts or omissions contrary to the principles contained herein, to the following e-mail: quejasce@grupor.com.mx o codigoetica@grupor.com.mx.

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The companies part of Grupo R will not tolerate any act of retaliation against the informants or complainants and will implement mechanisms allowing due attention and confidential handling of all bona fide denunciations or complaints and, where appropriate, shall apply the relevant disciplinary measures or sanctions.

X. DISSEMINATION

The Code and its updates shall be spread through the corporate website of Grupo R (www.grupor.com.mx).

In addition, a copy of the Code may be requested at any time by sending a request to the following email address: codigoetica@grupor.com.mx

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Attachment 1

CERTIFICATE OF ADHESION TO THE CODE OF ETHICS AND CONDUCT OF GRUPO R

I hereby certify that I have read the Code of Ethics and Conduct of Group R, and state I understand its guiding principles, applicable in our organization. I understand that compliance is mandatory for its all staff and representatives. Consequently, I undertake to abide by the standards of ethics and conduct mentioned therein and expected from me.

I also state to know that the Code of Ethics and Conduct shall be available for consultation in the corporate website (www.grupor.com.mx or in the [internal media](#)), where its subsequent updates shall also be informed, and independently from the above mentioned, I may request a copy of its latest edition to the following e-mail: codigoetica@grupor.com.mx

Name: _____

Position: _____

Signature: _____

Place and date: _____