Law 18045

SECURITIES MARKET LAW

MINISTRY OF FINANCE

Date of Publication: 22-OCT-1981 : Date of Enactment: 21-OCT-1981
Type Version: Latest Version From: 13-JUN-2022 Effective Date: 13-JUN-2022
End of term: Event pending
Last Modification: 13-JUN-2022 Law 21455
Short URL: https://bcn.cl/32lf3

SECURITIES MARKET LAW

The Board of Governors of the Republic of Chile has given its approval to the following

BILL:

TITLE I
Objectives of the law, control and definitions

Article 1° The public offering of securities and their respective markets and intermediaries are subject to the provisions of this law, which include the following stock exchanges, stockbrokers and securities dealers; publicly traded corporations; issuers of securities and public offering instruments and the secondary markets of such securities inside and outside the stock exchanges, applying this law to all securities transactions originating in public offerings of such securities or brokered by brokers.
or securities brokers. Law 20382 Art. 1 N° 1 a) .O.20.10.2009

Securities transactions other than those referred to in the first paragraph of this article , Law 20382 Art. 1 N° 1 b) shall be of a private nature and shall be excluded from the provisions of this law, except in the cases in which O.20.10.2009 expressly refers to them.

Art. 2 The Financial Market Commission, hereinafter referred to as the Commission, shall be responsible for overseeing compliance with the provisions of this law, in accordance with the powers conferred upon it by law. organic law and the present legal body. Law 21314 Art.1 N° 1 D.O. 13.04.2021 Law 21314

Article 3°.- For the purposes of this law, securities shall be understood as any transferable securities including shares, options to purchase and sale options to purchase and sell shares. Art. 1 N° 3 .O.13.04.2021 of shares, and

shares, bonds, debentures, mutual fund shares,savings plans .O.31.10.1981,
bills of exchange and, in general, any other securities.
credit or investment.
The provisions of this law do not apply to securities
issued or guaranteed by the State, by centralized or
decentralized public institutions, and
by the Central Bank of Chile. Law 20382
Art.1 N° 2
O.D. 20.10.2009

Public offering of securities is understood to be
that directed to the public in general or to certain
sectors or specific groups thereof.
The Commission, by means of a general rule, may
establish that certain types of securities offerings do
not constitute public offerings, in view of the following
the number and type of investors targeted, the media through
which they are communicated or
materialize and the amount of the securities offered. Law 20382
Likewise, the Commission may exempt certain offers Art.1 N° 3 a)
compliance with any of the requirements of the .O.20.10.2009
present law, by means of general rules. Law 21314
Issuers in liquidation may not make Art. 1 N° 3
public offerings of securities except for their .O.13.04.2021
own shares. Law 20382
Art. 1 N° 3 b)
O.D. 20.10.2009

Article 4° bis.- In the securities markets, the following shall be
shall mean: LAW 18660
a) Formal secondary market: that in which the Art.SECOND
N°buyers and sellers are simultaneously and publicly .O. 20.10.1987
participating directly or through a trading agent
The stock exchange or stockbroker in determining the
prices of the securities traded therein, provided that the
volume and price of the transactions carried out are
published daily and that it complies with the requirements
regarding the number of participants, regulation, and the
number of shares traded.
and those aimed at guaranteeing the transparency of the
transactions carried out therein, which it establishes
the Commission by means of a general rule; NOTE
b) Single instruments: those issued Law 21314
individually and which by their nature are not susceptible Art.1 No. 3
to form a series; D.O. 13.04.2021
c) Serial instruments: a set of instruments that are
related to each other because they correspond to the same
issue and have identical characteristics in terms of
at maturity, interest rate, amortization rate, redemption
terms, guarantees,
preferences and type of readjustment, andLaw 20382
d) Minority shareholder: any person who alone Art. 1 N° 4 a)
or jointly with others with whom he/she hasjoint action agreement
.O.20.10.2009 D.O.20.10.2009 D.O.20.10.2009 D.O.20.10.2009
D.O.20.10.2009 D.O..2009 D.O..2009
voting rights of a company, provided that such percentage
does not allow it to appoint a director.
e) Institutional investors: banks, finance
companies, insurance companies, insurance companies,
insurance companies, insurance companies, insurance

companies, insurance companies, insurance companies, insurance companies, insurance companies, insurance companies, insurance companies, insurance companies, insurance companies, insurance companies, insurance companies, insurance companies

The following are also included in this category: national reinsurance companies and fund managers authorized by law. The entities designated by the Commission by means of a general rule will also be considered as such, provided that the following conditions are met copulative conditions:

LAW 19301 Art.1 a)N°1 making .O. 19.03.1994, Law 21314 Art. 1 N° 3 .O.13.04.2021

a) that the main line of business of the entities is the of financial investments or investments infinancialassets with funds from third parties;

b) that the volume of transactions, nature of its assets or other characteristics, allows qualifying asrelevant its market share

Law 20382 Art. 1 N° 4 b) .O.20.10.2009

f) Qualified investors: investors institutionalinvestorsand securities intermediaries in transactions for their own account, as well as natural persons. or legal entities that habitually carry out transactions with securities for significant amounts or that by virtue of their profession, activity or assets it may be presumed that they have a thorough knowledge of the operation of the securities market. The Commission, by means of a general rule, shall establish the conditions and parameters that determine that these persons qualify as investors of this class.

g) Securities with stock market presence: those that meet the requirements established for such purposes by the Commission through a general rule, those that meet the requirements established for such purposes by the Commission through a general rule, those which, according to the Commission, should respond to conditions that are indicative of the liquidity of the securities or the depth of the markets in which the securities in question are traded, in order to promote a proper price formation.

Law 20552 Art. 5 .O.17.12.2011

Such requirements shall take into consideration such elements as volume, periodicity, number of The securities must have an adjusted presence equal to or greater than twenty-five percent or more of the total number of transferors, acquirers or offerors, amount or other similar circumstances relating to the transactions or quotations of the securities. However, such securities must have an adjusted presence equal to or greater than twenty-five percent. For these purposes, the adjusted presence shall be determined as follows: (a) within the last one hundred and eighty trading days, the number of days in which the total daily stock exchange transactions have reached a minimum amount defined by the Commission through a general rule, which may not be less than the equivalent in pesos of one thousand Unidades de Fomento, shall be determined; (b) such number shall be divided by one hundred and eighty, and the resulting quotient shall be multiplied by one hundred, being expressed as a percentage.

Likewise, such requirements may establish the condition of stock exchange presence by virtue of contracts that ensure the daily existence of purchase and sale offers of the securities, for the amount, time and conditions defined by the Commission.

References made to shares, securities or, in general, securities traded, quoted or traded on the stock exchange,

contained in laws, decrees, regulations, resolutions, bylaws or any other regulatory body, shall be understood to be made to those that have the condition of stock exchange presence by virtue of the provisions of this document.

article. Likewise, the references made in the laws or in other legal bodies to the regulations by which the Financial Market Commission shall determine which securities are tradable or have a stock market presence, shall be understood to be made to the general rule issued by the latter in use of the powers conferred by this Law.
Article.

Law 21314
Art. 1 N° 1
D.O. 13.04.2021

NOTE:
Article TENTH of LAW 18660, published on October 20, 1987, provides that the amendments it introduces to the present regulation shall enter into force on the first day of the second month following its publication.

TITLE II
Securities Registration and Disclosure

Article 5°.- The Commission shall maintain a Register of Securities, which shall be available to the public.
The Securities Registry shall include the following entries:
a) Issuers of publicly offered securities;
b) Securities that are the object of a public offering;
c) The shares of corporations that haveArt
500 or more shareholders or, at least, 10% of its capital subscribed belongs to at least 100 shareholders, excluded those who, individually or through other companies natural or juridical persons, exceed such percentage,
d) The shares issued by corporations that voluntarily so request or that bylegalobligation must register them

Law 21314
Art.1 N° 3
D.O. 13.04.2021
Law 20382
Art. 1 No. 5 a)
.O.20.10.2009
andLaw 20382
Art.1 N° 5 b) and)
.O. 20.10.2009

The application for registration of an issuer in the securities registry must necessarily be accompanied by an application for registration of the securities that such issuer will offer publicly. However, they shall not be obliged to offer the securities registered until after one year has elapsed since its registration.

Law 20382
Art. 1 N° 5 d)
O.D. 20.10.2009

Securities may only be offered to the public when they and their issuer have been registered in the Securities Registry.
The registration of the shares referred to in letter c) of article 5° shall be made within sixty days following the date on which the following date has been met any of the requirements mentioned therein.

Law 20382
Art.1 N° 6
O.D. 20.10.2009

Article 7°. The persons who by legal provision

The persons referred to in the first paragraph of Article 1 shall not be obliged to be registered in the Securities Registry. However, the aforementioned persons shall comply with the following requirements the information obligations imposed on them by law. Law 20382

The Commission shall establish, by regulation of character general, the information that the entities indicated in Art.1 N° 7 .O.20.10.2009 preceding paragraph, which are not issuers of securities, shall provide the Commission and the public in general. Such information may not exceed the information required from issuers of securities, both in content and in periodicity, form and publicity, without prejudice to the Commission's powers to make requirements.

The Commission may determine that the reporting entities must be registered in special registers by establishing, by rule of a regulatory nature, additional registers for the need to supervise specifically the type of activity of the entity or the industry of which it is a part. For this purpose, the Commission may determine that the reporting entities shall be registered in special registries by establishing, by rule of a requirements for this purpose. Law 21314 Art.1 N° 3 D.O. 13.04.2021

Art. 8 The Commission shall make the registration in the Securities Registry, once the issuer has provided it with the information it requires on its legal, economic and financial situation, by means of general rules, issued in consideration of the characteristics of the issuer, of the securities and of the bid if applicable. RECTIFIED

The Commission, by means of a general rule, .O.31.10.1981 may, in consideration of the characteristics of the issuer, to the volume of its operations, or other particular circumstances, require less information and also limit the transaction of its securities to markets groups of investors that it may determine. LEY 19705 In

order to proceed with the registration, the Commission shall provide Art.1 N° 3 period of 30 days from the .O.20.12.2000 application. Said period shall be suspended if the Commission, by written communication, requests additional information from the petitioner or asks the petitioner to modify the petition or to rectify its background information because it does not conform to the established rules, and resumes only when the petitioner has has complied with said procedure. Law 21314

Once the defects have been corrected or the observations have been attended to Art.1 N° 3 formulated, if applicable, and upon expiration of the term referred to .O.13.04.2021 the preceding paragraphs, the Commission shall make the registration within the third business day.

Article 8 bis.- In the registration of emissionsLEY 19768 of long-term debt securities referred to Art. 4° N° 1 Title XVI, the issuer shall submit, together .O.07.11.2001 with the application for registration, two classifications

NOTE

The risk assessment of the securities to be registered, carried out in accordance with the provisions of Title XIV.

For the registration of debt securities referred to in Title XVII, it shall be sufficient to

the presentation of a risk classification of the securities to be registered, carried out in the manner described in the preceding paragraph.

Without prejudice to the provisions of the preceding paragraphs, in the case of debt securities intended to be offered in the special markets established by virtue of the second paragraph of the preceding article, the presentation of the classifications of the securities shall be subject to the following requirements
risk classification shall be voluntary. In any case, the risk classifications submitted shall be subject to the provisions contemplated in Title XIV of this law.

NOTE:
Transitory Art. 1 of LAW 19768, published on 11.07.2001, provided that this amendment shall enter into force on the first day of the following month. to the date on which the ninety days after its publication have elapsed.

Article 8 ter.- Debt securities issued by issuers already registered in the Securities Registry and that comply with the characteristics or conditions established by the Financial Market Commission by means of a general rule, whether with respect to the issuer, the issue, the placement or the investor to whom the offer is addressed, among others, may benefit from the automatic registration modality established in this article.
Article. Law 21276
For this purpose, the issuer shall attach to its Art.3 N°request
for automatic registration, therisk classification(s)article 8° .O. 19.10.2020
bis of this law, the copy of the public deed required by articles 104 or 137 of the same, depending on the type of security in question, and the rest of the documentation that the Financial Market Commission establishes, by means of a general rule, with respect to the debt securities or line of debt securities and, as the case may be, the respective amendments.

As of the business day following the payment of fees for the registration request, debt securities of registered issuers whose request and payment of the corresponding fees is made through the automatic registration system or procedure established by the Financial Market Commission for such purpose, will be registered in the Securities Registry by operation of law.

Article 9 - The registration in the Securities Registry obliges the issuer to disclose in a truthful manner,
sufficient and timely all essential information regarding itself, the securities offered and the offer.

Essential information is understood to be that which a prudent man would consider important for his investment decisions.

TITLE III
Continuous and confidential information

The entities registered in the Securities Registry shall be subject to this law and its complementary rules and shall provide the Commission and the general public with the information required by this law and by the Commission, pursuant to a general rule issued by the latter. Such rule shall require, at least, information regarding the environmental and climate change impacts of the registered entities, including the identification, evaluation and management of the risks related to these factors, together with the corresponding metrics. The Commission shall
specify the form, publicity and periodicity of the information to be provided by the registered entities, which shall be at least annual. In the preparation of the aforementioned regulations, the Commission will consider national or international standards or recommendations.

Law 21455
Likewise, and without prejudice to the provisions of paragraph Art. 50
above, the entities included therein shall .O.13.06.2022
disclose in a truthful, sufficient and timely manner any fact or essential information about themselves and their business at the time it occurs or comes to their knowledge. The board of directors or manager of each entity shall implement policies, procedures, systems and controls to ensure such disclosure and to prevent material information from leaking until such time as it has been disclosed.
the aforementioned disclosure occurred. Law 21314
The Commission, by means of a general rule, Art. 1 N° 4 a)
shall establish the requirements and conditions to be met by .O.13.04.2021
policies, procedures, systems and controls.
referred to in the preceding paragraph.
Notwithstanding the provisions of the preceding paragraphs, with the approval of three-fourths of the directors in office, the following may be classified as confidential
certain facts or background information relating to pending negotiations which, if known, could be detrimental to the corporate interest. In the case of issuers not managed by a board of directors or other collegiate body, the decision to reserve must be taken by all the members of the board.
administrators. Law 21314
The decisions and agreements referred to in paragraph Art. 1 N° 4 b)
above shall be communicated to the Commission on the day .O.13.04.2021
following their adoption by the technological means that

Law 20382
Those who fraudulently or culpably qualify or concur Art. 1 N° 8 b)
with their vote in favor of declaring as reserved a fact or .O.20.10.2009
background, of those referred to in the third clause of this article, shall respond in the manner and under the terms established in article 55 of this law.

Article 11. The summons to shareholders' or partners' meetings issued by issuers of publicly offered securities other than corporations,

must be mailed to each member at least 10 days prior to the
date on which they are to be sent.
the respective meeting will be held and shall contain a
RECTIFICATIONFailure to send the aforementioned communication shall not produce
.O.31.10.1981
the nullity of the summons, but the offending company Law 20382 shall
be subject to the sanctions that the Commission may Art. 1 N° 9
apply and shall be liable for the damages that it may have .O.20.10.2009
caused to its associates. Law 21276
Art. 3 N° 2
O.D. 19.10.2020
Law 21314
Art. 1 N° 3

Article 12. Persons who directly or through .O.13.04.2021
of other natural or juridical persons, own 10% or
more than the subscribed capital of an open stock
corporation, or that as a result of an acquisition of
shares come to hold such percentage, as well as the
directors, liquidators, chief executives, administrators
and managers of such corporations, regardless of the
number of shares they hold, directly or through other
natural or legal persons, must inform the Commission and
each of the stock exchanges in the country where the
corporation has securities registered for trading, of any
acquisition or disposal that
of shares of that company. The same obligation shall apply
to any acquisition or disposal of contracts or securities
whose price or result depends or is conditioned, in whole
or in significant part, on the variation or evolution of
the price of such shares. The communication must be sent
no later than the day after the transaction has been
materialized, by the technological means indicated by the
Commission by means of a general rule. Law 20382 In
addition, the majority shareholdersshallArt . 1 No. 10 a)
inform in the communication required by this article, if .O.20.10.2009
the acquisitions they have made obey the intention Law 21314
to acquire control of the company or, as the case may be, if Art. 1 N° 3
such acquisition is onlyfinancial investment .O.13.04.2021
LEY 19705
The Commission shall determine, by means of a generalrule Art. 1 N° 4),
the means by which theinformation established in this articleshall besent to
.O.20.12.2000
Ley 20382
Art. 1 N° 10 b)
O.D. 20.10.2009

Article 13.- The Commission shall determine, by
means of a general rule, the alternative means through
which issuers may send or make available to the public
the information they wish to receive.
and other investors, the documents, information and
communications provided for in this document.
Law 21314
Art. 1 N° 3
D.O. 13.04.2021
LAW 20190

Article 14.- The Commission, by means of awell-foundedresolution Art. 6° N° 1, may suspend for up to 30 days the offer, .O.05.06.2007 quotations or transactions of any security, governed Law 20382 by this law, if in its judgment so requiredpublicinterest Art. 1 N° 11 or the protection of investors The term .O.20.10.2009 indicated above may be extended for up to 120 days if in the opinion of the Commission, the circumstances that originated the suspension still exist. If upon expiration of the extension such circumstances persist, the Commission shall cancel the pertinent entry in the Registry of Securities. Law 21314 Art. 1 N° 3 D.O. 13.04.2021

Art. 15. The cancellation of the registration of a security in the Securities Registry shall proceed in the following cases:

a) In the case of shares when the issuer has not met the requirements set forth in letter c) of the second paragraph of article 5 of this law during the term of the shares. the course of the preceding 6 months; Law 20382

b) When the securities have been registered Art.1 N° 12) voluntarily and the issuer so requests, unless .O.20.10.2009 corresponds to a case of mandatory registration; Ley 20382

c) When the Commission so resolves Art.1 N° 12 b) established in Article 14; D.O. 20.10.2009

d) When the Commission in a serious case and by resolution Law 21314 so determines, on the grounds that: Art.1 N° 3

1. The registration has been obtained .O.13.04.2021 false information or background;

2. During the term of the issue, the issuer delivers to the Securities Registry, to the Stock Exchanges or to the brokers or agents of securities, false information or background information;

3. On the occasion of its offer on the market, the issuer disseminates false news or propaganda;

4. The value does not meet the requirements that made its registration necessary.

e) The rights conferred by the registered value have been totally extinguished. The resolutions issued by the Commission pursuant to letter c) of this article may also be challenged before the Court of Appeals of Santiago, in accordance with the procedure established in Title V of Decree Law No. 3,538, of 1980. LAW 19301 Art. 1 a N°3 O.D. 19.03.1994

TITLE IV

OF TRANSACTIONS IN PUBLICLY OFFERED SECURITIES

Article 16. Issuers of publicly offered securities shall adopt a policy that establishes rules, procedures, control mechanisms and responsibilities, according to which the directors, managers, administrators and main executives, as well as the directors, managers,

administrators and main executives, as well as the directors, managers, administrators and main executives of publicly offered securities, shall be subject to the following rules, procedures, control mechanisms and responsibilities

or entities controlled directly by them or through third parties, may acquire or dispose of securities of the company or securities the price or performance of which depends or is conditioned, in whole or in significant part, on the
variation or evolution of the price of such securities. Law 20382

Such policy may impose, among others, the following Art.1 N° 14
following limitations to the persons indicated in .O.20.10.2009
previous paragraph:

a) A total and permanent prohibition to carry out any of the operations indicated in the preceding paragraph.

b) A temporary prohibition, for periods defined by the Board of Directors based on the activities, events or processes of the entity, during which they must refrain from carrying out any of the operations indicated in the preceding paragraph.

c) A permanent prohibition to acquire and dispose of, or to dispose of and subsequently acquire, the securities indicated in the preceding paragraph, if at least a specified period of trading days has not elapsed between such transactions.

In the cases indicated in the preceding paragraphs, as well as in such other cases as may be adopted by the internal policy of each entity, it may be established that the violation of the prohibition shall generate for the offender, in addition to the
The application of this fine will not prevent the application of the corresponding legal sanctions when the law has also been violated, and will not prevent the application of the corresponding legal sanctions when the law has also been violated. The application of this fine will not preclude the application of the legal sanctions that may be applicable when the law has also been violated.

The rules adopted by the board of directors or administrator in accordance with this article, and their corresponding amendments, shall be made known to the public by means of a notice published in a newspaper of national circulation or on its Internet site, when available.

Without prejudice to the policies adopted by each issuer, the directors, managers, administrators and main executives of an issuer of publicly offered securities, as well as their spouses, cohabitants and relatives up to the second degree of consanguinity or affinity, may not carry out, directly or indirectly, transactions on the securities issued by the issuer, within thirty days prior to the disclosure of the financial statements.
quarterly or annual reports of the latter. Law 21314

For the purposes of the preceding paragraph, the issuers of Art.1 N° 5
publicly offered securities must always publish the .O.13.04.2021
date on which their next statements will be disclosed.
financial information, at least thirty days prior to such disclosure.

In the event that operations are carried out in contravention of the provisions of the fifth paragraph, in violation of the prohibitions set forth in the Title of this Law.

XXI of this law, the provisions of said Title shall prevail.

The directors, managers, administrators and principal executives, as well as the entities controlled directly by them or through other persons, shall inform each of the stock exchanges of the country in which the issuer is registered, their position in securities of the issuer and of the entities of the issuer.
corporate group of which it is a member. This information must be provided within the third business day when persons assume office or are added to the public registry referred to in Article 68, when they leave office or are removed from such registry, as well as every time that such position be significantly modified.

Law 20382
Art. 1 N° 14
O.D. 20.10.2009

The persons indicated in the first paragraph of article 16 shall also inform the board of directors or administrator of the issuer, on a monthly basis and in a reserved manner, of their position in securities of the most relevant suppliers, customers and competitors of the entity, including those securities they hold through entities controlled directly or through third parties. The board of directors or administrator of the issuer shall determine who shall be included in the aforementioned qualities, and for such purpose shall form a reserved list that
shall be kept duly updated.

Law 20382
Art.1 No. 14
O.D. 20.10.2009
Law 21314
Art. 1 N° 6

Article 19. The Commission shall determine, by means of ageneral standard .O.13.04.2021, the minimum criteria and the
exceptions to be considered in the preparation and presentation of the information referred to in Article 17, as well as the time and form in which it is to be provided to the Company.
shall be remitted.

Law 21314
Art. 1 N° 7 a) and b)
D.O. 13.04.2021
Law 20382
Art. 1 N° 14

Article 20. The open stock corporations .O.20.10.2009 shall inform the Commission and the stock exchanges in which they are listed. its shares are traded, acquisitions and disposals of its shares made by its related persons, in the manner and with the frequency determined by the Commission.
by means of a general rule.

Law 20382
Art. 1 No.14
O.D. 20.10.2009
Law 21314
Art. 1 N° 3

Article 21. REPEALEDO .O. 13.04.2021
LAW 19301
Art. 1 c)
O.D. 19.03.1994

Art. 22. REPEALED BY LAW 19301
Art. 1 c)
O.D. 19.03.1994

TITLE V
Secondary Market

The secondary securities market shall be organized as follows:

a) All shares required by this law to be registered in the Securities Registry must also be registered in a stock exchange, which may not refuse such registration, provided that they comply with the rules issued in accordance with Article 44 letter "A".

e). The registration of the shares in a stock exchange must be requested within eleven months from the date of the registration of such shares in the Register.

Securities Law 20382
Art. 1 N° 15
.O.20.10.2009

b) The shares of companies not registered in the Securities Registry may not be listed or traded daily on the stock exchange. Likewise, securities brokers shall not may participate in the brokerage of these securities and stockbrokers may only do so in public auctions in the manner provided for in this letter.

Twice a month, at the times determined by the regulations of the respective stock exchange, a special auction of unregistered shares will be held, in which this circumstance will be publicly announced.

Stockbrokers shall be obliged to post notices in their offices indicating that these are unregistered securities and that they lack mandatory information, without prejudice to the possibility of providing reliable information they may have on them.

c) Shares registered in the Securities Registry may only be brokered by stockbrokers. These transactions must be carried out on the trading floor of the stock exchange of which they are members.

Banks and financial companies that, according to their powers, receive orders from their clients to buy or sell this type of shares must execute such orders through a broker.

Notwithstanding the provisions of the preceding paragraphs, stockbrokers and securities dealers participating in a public offering of shares of a new issue may, for a period of 180 days from the date of issuance of the shares to the date of the public offering of the shares of a new issue, offer the shares to the public for a period of 180 days from the date of issuance of the shares. from the date of registration of such issue with the Commission, to carry out off-exchange transactions necessary to carry out the offer. LEY 18482
Art.22 a)

Subject to registration with the Commission, system established in the preceding paragraph and for the same period of time, D.O.

28.12.1985

shares
equal to or greater than 10% of the subscribed capital of Art.1 N° 3
an open stock corporation, whether they belong .O.13.04.2021
to one or several persons. The Commission, by means of a rule of general nature, it shall establish the minimum information to be submitted for the above-mentioned registration. LAW 18482
d) Securities other than shares, which are Art. 22 b)
registered in the Register, may be brokered by .O.28.12.1985
any registered broker or securities dealer.
The transactions of these securities may be carried out within the stock exchanges, by brokers, only when they have been accepted for trading by the respective stock exchange. The transactions of these securities may be carried out within the stock exchanges, by stock brokers, only when they have been accepted for trading by the respective stock exchange.
e) The intermediation of securities referred to in the second paragraph of article 3 of this law and those issued by banks and financial institutions shall be subject to the rules set forth in the preceding letters.

TITLE VI
Stock Brokers and Securities Dealers

Article 24.- Securities intermediaries are natural or juridical persons engaged in the following business activities
brokerage operations. NOTE
Having met the technical and equity requirements that In addition to the obligations established by this law and those determined by the Commission by means of rules of general application, the persons mentioned in the preceding paragraph may also engage in the purchase or sale of securities for their own account with the intention of transferring rights over them. Without prejudice to the other obligations set forth in this law, each time an intermediary operates on its own account, it must inform this circumstance to the person or persons attending the negotiation and may not acquire the securities it was ordered to dispose of or dispose of its own securities to the person who ordered it to dispose of them.
purchase, without express authorization from the client. Law 21314
Intermediaries acting as members of a Art.1 N° 3
stock exchange, are called stockbrokers and .O.13.04.2021
those who operate outside the stock exchange are called stock
Without prejudice to the provisions of special laws and the following article, no person may act as a stockbroker or securities agent without having previously registered in the registers kept by the Commission for such purpose.

NOTE
Article 32 No. 5 of Law 21521, published on 04.01.2023, replaces the present article whose wording is

Article 25.- Banks and financial companies shall not be obliged to register in the Registry of Stock Brokers and Securities Agents in order to perform the brokerage functions in accordance with the powers conferred upon them by the General Banking Law.

However, they shall be subject to all other provisions of this law with respect to their activities as such.

In order to be registered in the Registry of Stock Brokers and Securities Dealers, interested parties must prove, to the satisfaction of the Commission, the following:

a) be of legal age;

b) To have passed the fourth year of secondary school or equivalent studies and to accredit sufficient knowledge of securities brokerage. In the case of securities brokers, such accreditation shall be made in the manner and periodicity established by the Commission by means of a general rule. In the case of stock brokers, the accreditation shall be made before the respective stock exchange, complying with the requirements established by the Commission by means of a general rule. Said rules shall consider the experience in securities brokerage as a relevant background when evaluating the sufficiency of the knowledge referred to in this letter; LEY 20190

c) to have an office installed to carry out the Art.6° N° 2 a)

activities of a securities intermediary; D.O. 05.06.2007

d) permanently maintain a minimum equity ofLaw 21314

6,000 unidades de fomento to perform the function Art. 1 N° 3

stockbroker or securities agent Notwithstanding theforegoing .O.13.04.2021,

in order to carry out the operations indicated in the

The minimum net worth must be at least 14,000 Unidades de Fomento;

e) constitute the guarantees in the form and for the amounts established in this law;

f) not having been cancelled its registration in the Registry of Stock Brokers and Securities Dealers;

g) Not having been convicted or under indictment for crimes established by the present law, that threaten the patrimony or the public faith, or that have a penalty assigned to them.

afflictive; LAW 20190

h) not be a debtor in aliquidation proceeding Art.6° N° 2

b), andD.O. 05.06.2007

i) any other requirements that the Commission may determineLaw 20720

by means of general rules. Art. 363 N° 1

The Commission, by means of general rules, .O.09.01.2014

shall establish the means and manner in which the interested parties Law

21314 shall prove the circumstances listed in Art. 1 N° 3

this article and the background information that for such purpose .O.13.04.2021

shall accompany their applications for registration.

Art. 27. Legal entities may be stockbrokers or securities agents, provided that they include in their name the expression stockbrokers or securities agents, as long as they include in their name the expression stockbrokers or securities agents, as long as they include in their name the expression stockbrokers or securities agents.

The sole purpose of these companies is the one indicated in Article 24 of this law, and they may also carry out the complementary activities that may be required by the law. authorized by the Commission.

Law 21314 Art. 1 N° 3 .O.13.04.2021

In the case of legal entities, the requirements established in letters a), b), f), g), h) and i) of previous article, shall be accredited with respect to their directors and administrators individually considered. Likewise, all employees directly involved in the brokerage of securities shall be required to certify compliance with the requirements set forth in letter b). The specifications of such accreditation shall be determined taking into account the specialization and position of those examined in the organization of the legal entity.

LEY 20190 Art.6° N° 3 O.D. 05.06.2007

Article 28.- The Commission shall pronounce on the following applications for registration in the Registry of Securities Brokers and Dealers within 30 days from the date of registration. respective request.

Law 21314 Art.1 N° 3 .O.13.04.2021

The term indicated in the preceding paragraph shall be suspended if the Commission, by written communication, requests theapplicant to modify or supplement its application, or that The Company will provide further information and will only resume when this procedure has been complied with.

Once the defects have been corrected or the observations formulated, if any, have been attended to, and upon expiration of the term referred to in this article, the Commission shall make the registration within third day.

Article 29.- Stockbrokers and securities agents shall comply with and maintain the margins of indebtedness, placements and other conditions of liquidity, equity solvency and risk management established by the Commission by means of rules of general application to be issued especially in relation to the nature of the transactions, their amount, the type of instruments traded and the type of intermediaries to be traded, the type of instruments to be traded and the type of intermediaries to be traded, the type of instruments to be traded and the type of intermediaries to be traded. to be applied.

Law 21314 Art. 1 N° 8 D.O. 13.04.2021

Article 30.- Stockbrokers and securities agents shall constitute a guarantee prior to the performance of their duties, to ensure the correct and full compliance with all their obligations as securities intermediaries, for the benefit of present or future creditors they may have or may come to have by reason of their brokerage operations.

The guarantee will be for an initial amount equivalent to 4,000 unidades de fomento. The Commission may require

greater guarantees based on the volume and nature of the intermediary's operations, the total commissions earned in the year preceding the year in which the requirement is made, the
indebtedness affecting the agent or broker or of other

similar circumstances. Law 21314
The guarantee may be constituted in cash, Art. 1 N° 3
bank draft, insurance policy or pledge on shares .O.13.04.2021
of publicly traded corporations or other securities of public offering
The amount of the public subsidy will be adjusted in the
same proportion as the amount of the unidades de fomento
varies.

However, the amount of the collateral pledged on shares of publicly traded corporations may not exceed twenty-five percent of the total amount thereof.

The guarantee shall be maintained until six months after the loss of the status of stockbroker or broker of the stock exchange or until the legal actions brought against it, within said period, by the beneficiary creditors referred to in this provision, are resolved by an enforceable judgment. If these plaintiffs do not obtain a favorable judgment, they shall necessarily be ordered to pay costs.

Article 31.- Stockbrokers or securities agents shall appoint a stock exchange or a bank, respectively, as representative of the creditors who are beneficiaries of the guarantee referred to in the preceding article, who in this respect shall only perform the functions set forth in the following paragraphs.

If the guarantee consists of deposits of money or pledges of securities, the delivery of the pledged money or goods shall be made to the representative of the beneficiary creditors.

In the registration of pledges, if applicable, it shall not be necessary to identify the creditors, it shall be sufficient to state the name of their representatives, and any replacements made shall be noted in the margin. Likewise, the summons and notifications that according to the law must be made to the pledgee creditors shall be deemed to have been complied with when made to their representatives.

If the guarantee consists of a bank draft or insurance policy, the representatives of the beneficiary creditors shall be the holders of the supporting documents thereof. The granting bank or insurance company shall pay the value demanded by such representatives at their simple request and up to the amount guaranteed.

Notwithstanding the provisions of the preceding paragraph and without it being necessary to prove it to the granting entities, the representatives of the creditors beneficiaries of guarantee bonds or insurance policies, in order to make them effective, must have been judicially notified of the fact that a lawsuit has been filed against the bonded securities intermediary.

The proceeds from the realization of the bank draft or the insurance policy will be pledged as of right in substitution of these guarantees, and will be kept in adjustable deposits by the representatives until the obligation to pay the insurance policy is terminated.
warranty.

Article 32.- Stock brokers and securities agents shall be obliged, in accordance with the general rules issued by the Commission, and without prejudice to of its other powers to: Law 21314

a) Keep the books and records prescribed by law andArt. those determined by the Commission, which shall be prepared in accordance with its instructions; 1 N° 3 .O.13.04.2021

b) Provide the Commission, on a periodic basis, with information on the operations they carry out;

c) Submit to the Commission the financial statements requested by it in the form and periodicity it may determine, which may require them to be audited by independent auditors;

d) Inform the Commission, at least one month in advance, of the opening or closing of new offices and branches, and

e) Provide such other information as the Commission deems necessary to keep the information in the Register up to date.

The securities transactions in which stockbrokers or securities agents participate shall comply with the rules and procedures established in the law, those determined by the Commission by instructions of general application, and if applicable, in accordance with the provisions of the bylaws and internal regulations of the stock exchanges or of the associations of securities agents of which they are members. Notwithstanding the foregoing, stockbrokers and securities agents shall, in addition, define, make and maintain duly updated standards governing the procedures, control mechanisms and responsibilities that will be applicable to them in the handling of the information obtained from the decisions on the acquisition, disposal and acceptance or rejection of specific offers from their clients, as well as any study, analysis or other background that may have an impact on the offer or demand of securities in whose transaction they participate. These rules and any amendments thereto shall comply with the minimum requirements established by the Commission.

by means of a general rule Law 21314

Any order to carry out a stock exchange operation shall be Art.1 N° 3 the basis that

the latter is subject to its internal policy and to the Law 20382 regulations of the respective stock exchange, approved by the Art.1 N° 16 a) Commission. D.O. 20.10.2009

Brokers and securities agents who Law 20382 act in the purchase and sale of securities, are personally Art.1 N° 16) obliged to pay the purchase price or todeliver thesecurities sold, and in no case shall they be obliged to pay the price of the purchase or to make the .O.20.10.2009 delivery of the securities sold.

The exception of lack of provision shall be admitted. These intermediaries may not offset the sums they receive for the purchase of securities, nor the price they receive for those sold by them, against the amounts owed to them by the seller.

client, buyer or seller.

RECTIFICATIONTh

e minutes that they deliver to their clients and those that are .O.31.10.1981

In cases in which two or more intermediaries concur in the conclusion of a business on behalf of different persons, they are evidence against the

broker or securities dealer who underwrites them.

Article 34.- Stockbrokers and securities agents shall be responsible for the identity and legal capacity of the persons who contract through them; of the authenticity and integrity of the securities they trade, the registration of their last holder in the issuer's records when this is required and the authenticity of the last endorsement, when applicable.

Article 35.- Securities brokers may form associations for the purpose of facilitating the development of their brokerage operations and to ensure compliance by their members with the provisions of this law and its complementary rules. For this purpose, they may only do so by means of the incorporation of private law corporations.

These corporations must be constituted and operate with at least fifteen members, their sole purpose shall be the one indicated in the preceding paragraph, and for the approval of their existence and bylaws, their modification, dissolution or cancellation of their legal personality, the pertinent resolution of the Commission shall suffice, without the intervention, decision or report of any other administrative authority.

Law 21314 Art. 1 N° 3 .O.13.04.2021

Securities brokerage corporations shall be subject to the Commission's supervision, with the powers that are proper to it and with the other powers that others may have. authorities are granted with respect to common corporations under private law.

The rules adopted by these corporations with respect to the performance of their members in the securities market shall be similar, as applicable, to those of the stock exchanges and shall be approved by the Commission.

The foregoing is without prejudice to the Commission's power to issue to these corporations and their agents the instructions and rules it deems necessary for compliance with this law.

Violations of the rules and regulations of the associations by their members shall be sanctioned in the same manner as this law and its complementary rules provide with respect to violations of the rules and regulations of the stock exchanges.

The registration of a stockbroker or securities dealer may be cancelled or suspended for a maximum period of one year, when the Commission by means of a well-founded resolution and after hearing the affected party

Law 21314 Art. 1 N° 3 .O.13.04.2021

In any case, the referred cancellation or suspension shall only proceed for the broker or agent having incurred in any of the following causes:

a) Failure to comply with all the necessary requirements for registration. The Commission, in qualified cases, may grant the interested party a period of time to remedy the situation, which in no case may exceed 120 days.

days;

LAW 19806
Art . 54
.O.31.05.2002

b) Incurring in serious violations of the obligations that imposed by this law, its complementary norms or other provisions that govern them.

c) Guilty or fraudulent participation in transactions not compatible with the sound practices of the securities markets.

d) To cease to act as an active broker or agent for more than one year.

e) Participate in public offerings of securities or in transactions of securities that pursuant to this law must be registered and maintain their registration in the Securities Registry without having complied with such formalities, or in respect of which trading has been suspended.

f) Failure to comply, for reasons attributable to it, with obligations arising from securities transactions in which it has participated.

Article 37.- The use of the expressions "stockbrokers" and "securities agents" or other similar expressions implying the power to intermediate in securities is reserved for the persons and entities authorized under the present law to act as such.

TITLE VII
Stock Exchanges

Article 38.- Stock exchanges are entities whose purpose is to provide their members with the necessary implementation so that they may efficiently carry out, at the place where they provide them, securities transactions through continuous public auction mechanisms and so that they may carry out other securities brokerage activities. values in accordance with the law.

Article 39.- The stock exchanges shall regulate its stock market activity and that of stock brokers, overseeing strict compliance in order to ensure the existence of an equitable, competitive, orderly and transparent market.

The foregoing is without prejudice to the Commission's power to issue to the stock exchanges and their brokers the instructions and rules it deems necessary to comply with the objectives set forth in the preceding paragraph.

Law 21314
Art. 1 N° 3
D.O. 13.04.2021

The Stock Exchanges shall be governed, in all matters not contrary to the provisions of this title, by the rules applicable to publicly traded corporations and to the stock exchanges.

shall be subject to the Commission's supervision.

Law 21314
Art.1 N° 3
O.D. 13.04.2021

In particular, stock exchanges shall be subject to the following modalities:

1) They must include in their name the expression "stock exchange".
2) Its sole purpose is that specified in Article 38, and it may also carry out such activities as the Commission may authorize or require in accordance with its powers.
3) Its duration is indefinite.
4) They must be incorporated and maintain a minimum paid-up capital equivalent to 30,000 Unidades de Fomento divided into shares without par value and operate with a number of at least 10 stockbrokers. If during the term of the company the number of its brokers or the amount of its net worth should fall below the figures set forth in the preceding paragraph, the stock exchange will have a period of 3 months to correct the deficits produced. Upon expiration of this period without this having occurred, its authorization to exist may be revoked by the Commission, unless the Commission authorizes the reduction of its net worth.
capital stock or the number of its brokers. LEY 20190
5) No broker, individually or jointly Art. 6° N° 4
with related persons, may own, directly or , i)
indirectly, more than 10% of the property of a stock exchange
.O.05.06.2007 LEY 20190
The shares of the stock exchanges may be traded Art.6° N°in
the same issuing stock exchange or in other stock exchanges. , ii)
A broker may exercise his activity in more than one LEY 20190 stock
exchange, either as a shareholder or by entering into a Art.6° N° 4 b)
contract to operate in it. D.O. 05.06.2007
6) Any person accepted as a broker of a stock exchange,in which it is required to acquire a share to operate, may do so through private transactions or through the mechanism of making a firm offer for a period of up to 60 days and for a value not less than the highest value between the average price of stock exchange transactions in the last year and the book value updated to the date of
offerIf in that period there has been no sale offer, it may require the stock exchange to issue a payment share at the highest value of the shares previously offered.
stated. LAW 20190
Art. 6° N° 4 c)
7) REPEALEDD .O. 05.06.2007
8) The shares shall have equal value and noseries of shares or preferred shares may beestablished
LEY18919. Art. 3 b)
However, series of shares may be established that .O.01.02.1990
have as sole and exclusive privilege for their owners to carry out special operations of brokerage of specific and determined securities. The holders of these privileged shares, in order to be able to carry out such operations, must comply with all the requirements to be stockbrokers. The shares of a single series or privileged series that are issued will not be entitled to the option. prescribed by Article 25 of Law No. 18,046.
9) Art.6° N° 4 d)
five members who may or may not be shareholders, and may be re-elected.
LEY 18919
10) Annually, the stock exchanges shall distribute as Art. 3 c and d)
a cash dividend to its shareholders, pro rata to their .O.01.02.1990
shares, the percentage of the net profits of the year, as follows

freely determined by the ordinary meeting of the Board of Directors.

shareholders of the company.

LAW 20190
6° N° 4 e)
.O.05.06.2007

11) REPEALEDArt.

12) When a stock exchange is dissolved for any reason, its liquidation shall be carried out by the Superintendent, The Superintendent may delegate this function to one of the officers of the agency under his charge. Notwithstanding the foregoing, the Superintendent may authorize the respective stock exchange to carry out its liquidation.

13) Upon liquidation of a stock exchange, once the losses have been absorbed and the corporate liabilities have been paid, the resulting net equity will be distributed among the owners of the shares.

14) Any others contemplated in the bylaws and internal regulations approved by the Commission.

Article 41.- In order to establish a stock exchange, the following shall be established shall require the prior authorization of the Commission.

Law 21314
Art.1 N° 3
D.O. 13.04.2021

Article 42.- Every stock exchange, in order to operate, must certify to the satisfaction of the Commission that:

Law 21314
Art. 1 N° 3
.O.13.04.2021

a) It is organized and has the capacity necessary to perform the functions of a securities in accordance with the provisions of this law;

b) It has adopted the internal regulations required by this law;

c) It has the necessary capacity to comply with and enforce its members to comply with the provisions of this law, its complementary rules and its bylaws and other internal rules;

d) It has the necessary means and adequate procedures to ensure a unified market that allows investors the best execution of their orders, and

e) Keeps books and records and maintains all other information required by the Commission, which shall be available to the Commission for examination and verification.

Article 43.- In order to carry out their purpose, stock exchanges shall, at least:

a) Establish facilities and systems that allow the orderly gathering of securities purchase and sale offers and the execution of the corresponding transactions;

b) To provide and maintain available to the public information on securities listed and traded on the stock exchange, their issuers, intermediaries and stock exchange operations;

c) To ensure strict compliance by its members with the highest principles of business ethics and with all applicable legal and regulatory provisions;

d) To report and certify stock exchange quotations and transactions and to provide comprehensive information on such quotations and transactions on a daily basis,

including those made on securities traded on more than one stock exchange, and

e) Perform such other activities as may be authorized by the Commission or which the Commission, in accordance with its powers, may demand them.

Law 21314
Art. 1 N° 3
D.O. 13.04.2021

In the regulation of their own activities and those of their members, the stock exchanges shall contemplate rules on the matters indicated below:

a) Rules that establish the rights and obligations of stockbrokers in relation to the operations they carry out and, in particular:

1. Establish when, in cases where there is no legal rule in this regard, stockbrokers must take the orders they receive directly to the trading floor, in order to guarantee the meeting in a market.
The Company has an active and continuous auction of all buying and selling interests so that all transactions are carried out in an open market and the investor can obtain the most convenient execution of his orders;

2. To establish the priority, parity and precedence of orders, in order to guarantee fair and orderly markets, and an adequate fulfillment of all orders received;

3. Establish in which cases stockbrokers can trade on their own account, so as to ensure that the stock exchange functions as an open and informed market for the benefit of investors in general;

4. to establish procedures for the rapid and orderly exchange and transfer of transactions, both for current and foreseeable future operational volumes;

5. Establishing the obligations of brokers with their clients, including those derived from the investment recommendations made by them, and

6. To establish the internal administrative organization of its members necessary to ensure the purposes of this law.

b) Standards to promote fair and equitable principles in stock exchange transactions, and to protect investors from fraud and other illegitimate practices.

c) Fair and uniform rules and procedures by which the members of a stock exchange and the partners and employees thereof, may be sanctioned, suspended or expelled from it in case they have incurred in violation of this law and its complementary rules or of the bylaws or internal rules of the same.

d) Rules establishing that they must keep a record of the complaints filed against brokers, and of the measures taken and sanctions applied by the stock exchange against its members, when applicable.

e) Rules establishing general and uniform requirements for the registration and transaction of securities in the stock exchange,

and for the suspension, cancellation and withdrawal of the same. RECTIFICATION
f) Rules that clearly establish the rights and obligations of issuers of registered or unregistered securities.
(i) the information to be provided to the market on the legal, economic and financial situation of the companies traded on the stock exchange, in particular with respect to the information to be provided to the market on their legal, economic and financial situation; and
other facts that may be relevant to the transaction of its securities.
g) Rules regulating securities transaction systems, so that it can be determined with certainty whether the transactions carried out by brokers correspond to operations on their own account or on behalf of third parties. This information will be public.
Likewise, similar systems shall be established by the corresponding stock exchange with respect to operations or transactions carried out by brokers on behalf of the fund manager or the funds managed by them.
The stockbroker and the respective stock exchange shall maintain the origin and holder of the respective order. LEY 19301
h) Rules that ensure fair and non-arbitrary treatment Art.1 toN°5 for
all brokers operating in them. .O. 19.03.1994
i) Rules establishing the tariff structures of LEY 19389
interconnection, or other conditions applicable to its Art.tercero
N°participants or third exchanges. .O. 18.05.1995
LAW 20190
All internal rules adopted by the stock exchanges in Art. 6° N° 5
relation to their operations as such, must be .O.05.06.2007
previously approved by the Superintendency, which Law 21314 shall
be empowered to reject, modify or Art. 1 N° 9
suppress them, by means of a well-founded resolution. .O.13.04.2021

Article 44 bis.- The stock exchanges shall establish among themselves, expeditious systems of communication and information in real time with respect to the securities transactions carried out in each one of them, without being able to trade or reproduce this information, except for express authorization of the stock exchange that originates them. LEY
19601 Likewise, the stock exchanges shall establish mechanisms of Art.1° a)
interconnection in real time, with binding andautomatic matching and .O.18.01.1999
between different stock exchanges, in such a way that allow the best execution of investors' orders, including those coming from third exchanges. The Commission will establish, by means of a general rule, the trading systems that must be interconnected in a binding manner, as well as the form, conditions, technical, communication, security and any other requirements that the interconnection mechanisms, the exchanges and their participants must comply with, in order to implement this rule, always ensuring the proper functioning of the market.
Financial Law 21314
The Commission, at the time of evaluating the approval of Art. 1 N° 10
the rules of the exchanges that establish theinterconnection tariff structures .O.13.04.2021
D.O.13.04.2021 or other applicable conditions to its participants or to third party exchanges, it shall always seek an equitable, competitive, orderly and

transparent market.

Notwithstanding the provisions of the final paragraph of the

Article 44, the Commission, in case it considers that one or more conditions established in the regulations of a stock exchange are discriminatory or affect free competition, shall reject, by means of a well-founded resolution, the request for approval of such regulations. The resolution shall contain a reasonable period of time for the respective stock exchange to correct the observations of the Commission, which shall begin to run from the time the resolution is notified to the stock exchange. If the stock exchange does not correct the situation within the period indicated, the Commission may proceed in accordance with Title IV of Decree Law No. 3,538 of the Ministry of Finance of 1980, the text of which was replaced by Article I of Law No. 21,000, which creates the Financial Market Commission. For the purposes of the provisions of this paragraph, the Commission may require the technical report of the
The National Economic Prosecutor's Office, which shall submit such report no later than ninety days after the Commission's request.

Art. 45. Only stockbrokers with a current registration in the Registry of Stockbrokers and Securities Brokers shall be eligible for the position of broker in a stock exchange.
Securities that the Commission maintains. Law 21314
However, a stock exchange may reject, with the Art.1 N° 3
agreement of at least two thirds of its directors, to the .O.13.04.2021
persons who opt for the position of broker of said stock exchange, in to the extent that they, and their partners in the case of legal entities, do not comply with the solvency, suitability and other requirements established by the respective stock exchange in its bylaws or regulations. The stock exchange, in establishing and verifying compliance with such requirements and demands, may not restrict or hinder free competition. In the event of rejection, the grounds for such rejection shall be
shall be recorded in the respective minutes. LEY 20190
The interested party, once accepted by the respective stock exchange, Art. 6° N° 6
will be registered as a stockbroker in the indicated .O.05.06.2007
registry by the Commission, after accrediting, at its discretion, that he/she has the following characteristics
satisfaction, that it has complied with all relevant legal, statutory and regulatory requirements and may only exercise its functions as such from the date of its registration.

To be a director of a stock exchange it is required, at least:
a) Be of legal age;
b) Have passed the fourth year of secondary school or equivalent studies and have a work experience of at least three years in securities market activities. 19221 It
shall not be necessary to provide proof of such experience to Art. 4.
university professionals with at least ten semesters of study .O.01.06.1993; NOTE
c) Not having been sanctioned by the Commission with the suspension or cancellation of its registration in the Registry of Securities Brokers and Dealers or in

any of the other registries.
any of the other Registries kept by this agency; Law 21314
d) Not having been convicted of the offenses established in Art . 1 N° 3

in the present law, for economic crime referred to .O.13.04.2021
decree law No. 280, of 1974 and, in general, for offenses
that deserve afflictive punishment, and

e) Not being a debtor in a proceeding
liquidation or reorganization bankruptcy proceeding. Law 20720.

In case of doubt as to compliance with any Art. 363 N° 2
of the requirements or demands referred to in this .O.09.01.2014
article, the Commission shall resolve administratively and without
further appeal.

NOTE:

The 2nd transitory article of LAW 19221, published on
June 1, 1993, provided for the modification of this
regulation, effective thirty days after its publication.

Article 47.- The document issued by the broker or his
office evidencing the settlement of a transaction carried
out between the broker and other brokers or his clients,
shall have executive merit.

Article 48.- In order for a stock exchange to suspend
transactions in a security for more than five days, it
shall require the prior authorization of the
Commission. Law 21314

Any suspension or cancellation of registration of a Art. 1 N° 3
security by a stock exchange may be claimed .O.13.04.2021
by the issuer before the Commission under the terms set forth in the following
terms
by article 50.

Article 49.- The stock exchanges shall sanction their
members with expulsion in the following cases:

a) If, having been suspended three times, they incur
again in grounds for suspension.

b) If they engage in activities that constitute
violations of the provisions contained in the following
articles
52 y 53.

c) In any other case in which the internal rules of a
stock exchange establish the expulsion of its members as a
sanction.

Article 50.- Persons who are not admitted as
stockbrokers or who have been suspended, expelled or subject
to any other sanction, as well as issuers whose registration
is denied
securities on the stock exchange, may appeal to the
Commission within fifteen days of being notified of the
respective resolution, which will decide after hearing
the stock exchange.

Law 21314
They shall have the same right when the stock exchangeArt . 1 N° 3
does not decide on its requests within the time limitsestablished by
.O.13.04.2021
its internal rules.

If a stock exchange fails to comply with one or more
of the requirements or obligations imposed on it by this
law and its supplementary rules, the Commission may limit
its activities to those that do not
affected by non-compliance or suspend or suspend or suspend or suspend
cancel its authorization to operate. Law 21314
Art.1 N° 3
D.O. 13.04.2021

TITLE VIII
Prohibited activities.

Article 52.- It is contrary to this law to manipulate
prices, understanding as such the action carried out with
the purpose of stabilizing, fixing or artificially
varying the prices of securities of
public offering. Law 21314
The following shall be exempted from the prohibition provided for in Art . 1 No. 11
the preceding paragraph those actions which, complying .O.13.04.2021
with the requirements established by the Commission for the
Financial Market through general rules aimed at promoting
the liquidity or depth of the market.

Article 53.- It is contrary to the present law to make
fictitious quotations or transactions with respect to any
security, whether the transactions are carried out in the
stock market or through private negotiations.
No person may engage in any transaction or induce
or attempt to induce the purchase or sale of securities,
whether or not governed by this law, by means of any
deceptive or fraudulent act, practice, mechanism or
artifice.

TITLE IX
Information on the acquisition of control

Article 54.- Any person who, directly or indirectly,
intends to take control of an open stock corporation,
regardless of the form of acquisition of the shares,
including that which may be made through direct
subscriptions or private transactions, shall previously
inform the public of such fact.
in general. LAW 19705
For the purposes indicated in the preceding paragraph, Art.1 N° 7)
shall send a written communication to that effect to the .O.20.12.2000
corporation to be controlled, to companies that
are controlling and controlled by the Art.1 N° 17)
company whose control is sought, to the Commission and .O.20.10.2009
to the stock exchanges where their securities are traded. For the same purpose,

a prominent notice shall be published in 2 newspapers of national circulation and on the Internet site of the entities that intend to obtain control, if such means are available. The aforementioned communication and publication shall be made at least ten working days prior to the date on which it is intended to obtain control. to perfect the acts that will allow it to obtain control of the respective corporation and, in any case, as soon as negotiations have been formalized with a view to obtaining control or as soon as information or information has been delivered.
confidential documentation of that company Law 21314
The content of the communication and of the publication Art.1 N° 3
other conditionsindicated in the preceding paragraph shall be determined by the .O.13.04.2021
Commission, by means of instructions of general application and Law 20382 shall contain at least the price and otheressential conditions Art.1 N° 17 b)
of the negotiation to be carried out. D.O. 20.10.2009

Infringement of this article shall not invalidate the transaction, but shall entitle the shareholders or interested third parties the right to demand indemnification for the damages caused, in addition to the corresponding administrative sanctions. Likewise, the operations to obtain control that do not comply with the rules of this Title may be considered, as a whole, as an irregular operation for the purposes of the provisions of Article 29 of Decree Law No. 3,538, 1980.

Article 54 A.- Within two business days following the date on which the acts or contracts by which control of an open stock corporation is obtained are perfected, a notice shall be published inthe same newspaper in which the publication referred toprecedingarticle made, giving notice thereof
and a communication to that effect should be sent to persons indicated in the second paragraph of Article 54.

Art. 1 N° 7 b)
O.D. 20.12.2000
Law 20382
Art. 1 N° 18
O.D. 20.10.2009

Article 54 B.- If the intention is to obtain the control through an offer regulated in Title XXV this law, the rules of said Title shall be exclusively applicable
LEY 19705
Art.1 N° 7) of
.O.20.12.2000

TITLE X
Liability

Art. 55.- Any person who violates the provisions contained in this law, its supplementary rules or the rules issued by the Commission, causing damage to other, it is obliged to pay compensation for damages.
The foregoing does not preclude the imposition of administrative sanctions or penalties that may also correspond to it. Law 21314
Legal persons shall also be liable, civilly, Art.1 N° 3

administrative and criminal liability of its administrators or legal representatives unless their lack of participation in or opposition to the act constituting an infringement. .O.13.04.2021

Directors, liquidators, administrators, managers and auditors of issuers of publicly offered securities who violate the legal, regulatory and statutory provisions governing their institutional organization. shall be jointly and severally liable for the damages they cause. When two or more bidders in the same public bid of acquisition of shares infringe Title XXV of this law, they shall be jointly and severally liable for the damages that cause. .O.31.10.1981

LAW 19705
Art. 1 N° 8
O.D. 20.12.2000

Article 56.- The directors, liquidators or the manager of a stock exchange who do not exercise their supervisory duties in accordance with their bylaws, internal regulations and other rules that govern them, either with respect to the market that operates in such stock exchange or the persons that participate in it, shall be subject to the administrative sanctions applied by the Commission, in accordance with the following the law.

Law 21314
Art. 1 N° 3
.O.13.04.2021

If this omission results in damage to any person they shall be liable for damages even for slight negligence unless they can prove to have acted diligently.

By virtue of the cancellation of the registration in the Securities Registry, the holders of securities whose registration has been cancelled shall have the right to collect, against the issuer, the damages that the cancellation of the registration has caused them.

The same right to indemnification shall be enjoyed against of the directors, managers or intermediaries, unless it appears that such directors, managers or intermediaries have been such eventsfrom with respect to intermediaries, the lack of knowledge of the facts that The cancellation was motivated by the cancellation. preventing occurring; and .O.31.10.1981

TITLE XI
Sanctions

Art. 58. The Commission shall apply to violators of the law, its complementary rules, the bylaws and internal regulations that govern them and the resolutions it issues in accordance with its powers, the sanctions and penalties established in its organic law and the administrative sanctions that it may impose. are established in the present law.

Law 21314
Art.1 N° 3
.O.13.04.2021

In order to obtain the background and information necessary for the fulfillment of itsinspectionwork and to close the offices of the

LEY 19301

offenders in cases where it is necessary, the Commission Art. 1

may directly request the assistance of the police.a) , 6)
public with powers of search and seizure. .O.19.03.1994
When, in the exercise of their duties, the LEY 19806
Commission officials take cognizance of factsArt
that could constitute the offenses indicated in .O.31.05.2002
Articles 59 and 60 of this law, except in relation to
the ministerial conduct of his subordinates, the 24-hour
period referred to in Article 176 of the Code of Criminal
Procedure shall only be counted from the time the
Commission has carried out the corresponding investigation
that allows it to confirm the existence of such facts and
their circumstances, all without prejudice to the
administrative sanctions that may be applied for the same.
situations. LAW 19806
Art. 54
D.O. 31.05.2002

Article 59. The following shall suffer the penalties of minor imprisonment in their maximum to minimum term of imprisonment: Law 21314.
a) Those who maliciously provide false information or certify false facts to the Commission, to a stock exchange or to the public in general, for the purpose of
of the provisions of this law; LEY 18660
b) The administrators and agents of a Art.SECOND N°who
give false certifications on the operations .O. 20.10.1987
that are carried out in it. Law 21314
c) Stockbrokers and securities agents who givefalse certifications Art. 1
N° 3 on transactions in which they have .O.13.04.2021
intervened. NOTE
d) The partners of external auditing firms that
maliciously issue an opinion or provide false information
on the financial situation or other matters on which they
have expressed their opinion, certification, opinion or
report, with respect to an entity subject to the
supervision of the Commission. Law 21314 The
same penalty shall apply to those who provide servicesinArt. 1 N° 12 b)
an external auditing firm and alter, conceal or .O.13.04.2021
destroy information of an audited entity, with the purpose of
to obtain a false opinion about its financial situation.
e) Persons who violate the prohibitions set forth in
Articles 52, 53, the first paragraph of Article 85 and
letters a), d), e), and h) of Article 162 of
this law. LAW 19301
f) The directors, administrators, managers and Art.first)
principal executives of an issuer ofpubliclyoffered securities No. 7
i), when they make maliciously D.O. 9.03.1994
false statements in the respective deed of issuance of publicly offered
seurities, or whenke false statements in the respective deed of issuance of
publicly offered securitiesNo. 7 i)
public offering, in the registration prospectus, in the
background information accompanying the application for
registration, in the information to be provided to the
Commission or to the holders of publicly offered
securities or in the
news or propaganda disseminated by them to the market. Law 21314
g) The partners, administrators and, in general, any Art.1 N° 12
c)person who by reason of his office or position in the .O. 13.04.2021
classification societies, may enter into an agreement with another person
LEY 19301
to grant a classification that does not correspond to the risk Art.1) of the

securities it classifies. No. 7 ii)

h) The directors, administrators, managers and executives of an issuer of securities offered publicly, of a stock exchange or of an intermediary of securities, who deliver background information or make maliciously false statements to the board of directors or a) management bodies of the entities administeredby them, or to those who carry out the external audit or risk classification thereof, as the case may be. (Law 21314 chief Art.1 N° 12 c)ii .O. 13.04.2021 LEY 19301 to the Art.first No. 7 iii) .O. 19.03.1994 Law 21314 Art. 1 N° 12 d) D.O. 13.04.2021

NOTE:
Article TENTH of LAW 18660, published on October 20, 1987, provides that the amendments it introduces to the present regulation shall enter into force on the first day of the second month following its publication.

Article 60. The following shall suffer the penalties of minor imprisonment in their medium degree to the minimum term of imprisonment: (Law 21314. Art.1 N° 13 a),comply with the requirements for registration in the Register of Securities required by this law or do so with respect to securities ii .O.13.04.2021 whose registration has been suspended or cancelled.

b) Those who act directly or covertly as stockbrokers, securities brokers, external audit firms or risk classifiers, without being registered in the Registers required by this law or whose registration has been suspended or cancelled, and those who act directly or covertly as stockbrokers, securities agents, external audit firms or risk classifiers, without being registered in the Registers required by this law or whose registration has been suspended or cancelled, and those who knowingly provide them with the means to do so; (LEY 19705 Art.1 N° 9 a) .O. 20.12.2000

c) Those who, without being legally authorized, use the reserved expressions referred to in articles D 37 and 71. (LAW 18660 Art. SECOND N° 6 and 7 .O.20.10.1987,

d) The partners, administrators and, in general, any person who by reason of his position or position in the classification companies or inexternal auditing companies has access to confidential information of the classified or audited issuers and discloses the contents of such information to third parties; (Law 21314 Art.1 N° 13), .O. 13.04.2021

e) when carrying out transactions or operations of securities offered tothe public, of any nature on the stock market or in private negotiations, for themselves or for third parties, directly o indirectly, deliberately using information privileged; (NOTE LAW 19705 Art. 1 N°9 b) .O.20.12.2000

f) Those who defraud others by acquiring shares of an open stock corporation, without making apublicoffer for the acquisition of shares in the cases ordered by this law; (LEY 19705 Art. 1 N°9 c and d) .O.20.12.2000

g) Whoever taking advantage of privileged information executes an act, by himself or through other persons, with the purpose of obtaining a pecuniary benefit or avoiding a loss, either for itself or for third parties,

through any type of operations or transactions with publicly offered securities;

h) Whoever discloses privileged information in order to obtain a pecuniary benefit or avoid a loss,

for itself or for third parties, in operations or transactions with publicly offered securities;

i) Those who improperly use for their own benefit o of third party securities delivered in custody by the holder o the proceeds thereof, and

j) Whoever deliberately eliminates, alters, modifies, conceals or destroys records, documents, technological supports or background information of any nature, thereby preventing or hindering the control of the Commission.

LAW 20190 Art. 6° N° 7 To .O.05.06.2007 Law 20382 court Art. 1 N° 20 .O.20.10.2009 Law 21314 Art. 1 N° 3 D.O. 13.04.2021

determine the penalties established with respect to the offenses provided for in letters e), g) and h) above, the shall not take into consideration the provisions of articles 67 to 69 of the Criminal Code nor thespecialrulesfor determining the penalties established in other laws and, in their place, shall apply the following:

Law 21314 Art.1 N° 13 b) .

1. If there are no extenuating circumstances or aggravating circumstances in the act, the court may go through the entire extent of the penalty established by law when applying it

2. If there are one or more mitigating circumstances and no aggravating circumstances, the court shall impose the penalty in its lower degree. If there are one or more aggravating circumstances and no mitigating circumstances, the court shall impose the penalty in its higher degree.

3. If there are attenuating and aggravating circumstances, their rational compensation will be made for the application of the penalty, graduating the value of both, and will also consider the extent of the evil produced by the crime.

4. The court may not impose a penalty that is greater than o The circumstances established in articles 51 to 54 of the Penal Code are not applicable.

NOTE:
Article TENTH of LAW 18660, published on October 20, 1987, provides that the amendments it introduces to the present regulation shall enter into force on the first day of the second month following its publication.

Article 61. Whoever with the purpose of misleading the securities market disseminates false or biased information, even if he does not seek thereby to obtain advantages o benefits for himself or for third parties, shall suffer the penalty of The medium to maximum term of imprisonment.

Law 20382 Art. 1 N° 21 .O.20.10.2009 Law 21314 Art.1 N° 14 a) and b) .O.13.04.2021 Law 21314

The penalty indicated in the preceding paragraph shall correspond to the maximum term of imprisonment, when the described conduct is carried out by a person who by reason of his position, position, activity or relationship, in the Commission or in an entity audited by it, he/she may hold or have. access to insider information.

Article 61 bis. In the crimes contemplated in Articles 59, 60 and 61, in addition to the penalties provided therein, the following may be imposed as an accessory penalty special disqualification from the exercise of the profession, if the perpetrator has acted by taking advantage of his professional status; or special disqualification of five to ten years to act as manager, director, liquidator or administrator in any capacity of a company or entity subject to the Commission's supervision.

Law 20382
Art. 1 No. 21
O.D. 20.10.2009
Law 21314
Art. 1 N° 3
D.O. 13.04.2021

Article 62.-

REPEALEDLAW 20720
Art. 363 N° 3
O.D. 09.01.2014

No public offering of securities may be made by issuers who are in a state of insolvency. Likewise, the issuance of securities for public offering shall be suspended as soon as the issuer falls into a state of insolvency. For the purposes of the provisions of this subsection, it will be presumed that an issuer has fallen into a state of insolvency when a bankruptcy liquidation process has been initiated by virtue of the provisions of Chapter IV of Law No. 20,720, which replaces the current bankruptcy regime with a law on reorganization and liquidation of companies and individuals, and perfects the role of the Commission of the branch. In the case of banking companies, the procedure will be in accordance with the provisions of Decree with force of law No. 3, of the Ministry of Finance, of 1997, which establishes the consolidated, systematized and agreed text of the General Banking Law and other legal bodies that may be amended in the future.

Law 21314
Art.1 N° 15)
.O.13.04.2021
Law 21314,
Art. 1 N° 3
.O.13.04.2021

The directors, administrators and executives principals who knowing or should know the state of insolvency in which the companies theyadminister are agree, decide or allow thesetoincur in acts contrary to what is established in previous paragraph, shall be sanctioned with the maximum of the penalties set forth in Article 467 of the Penal Code. These penalties will be increased by one degree if the companies consummate their offer and actually receive money for the securities they have improperly offered. publicly.

Law 21314
Art. 1 N° 15 b)
D.O. 13.04.2021

The provisions of the preceding paragraphs are without prejudice of the civil liabilities and administrative sanctions that may proceed in accordance with the law.

TITLE XII
On the appeal of illegality

Art. 64. REPEALED

LAW 18876
Art. 53
O.D. 21.12.1989
NOTE

NOTE:
Article 53 of LAW 18876, published on December 21, 1989, added a Title V to DL 3538, of 1980, Organic Law of the Superintendency of Securities and Insurance, which, in its Article 47, repealed the present Title XII.

TITLE XIII
General provisions.

Advertising, publicity and dissemination by any means made by issuers, securities intermediaries, stock exchanges, corporations of securities brokers and any other persons or entities participating in an issue or placement of securities, may not contain statements, allusions or representations that may mislead, mislead or confuse the public about
the nature, pricing, profitability, redemptions, liquidity, collateral or any other characteristics of the securities.
public offering securities or their issuers.

RECTIFICATIONTh
.O.31.10.1981

e prospectuses and informative brochures used for the dissemination and advertising of an issue of securities, must contain all the information required by the law.
Commission determined by

Law 21314
Art. 1 N° 3
.O.13.04.2021

The information provided to both investors and the general public, containing recommendations for acquiring, holding or disposing of securities Law 21314
Art. 1 N° 16 a) public offering, or that implies the definition of objective prices, must comply with the requirements that, by means of a general rule, the Commission establishes for
the Financial Market, both in terms of disclosure of conflicts of interest and in terms of the knowledge and professional experience of the persons in charge
of such information.

Law 21314
Art. 1 N° 16)
.O.13.04.2021

The Commission shall be empowered to issue the rules of general application that are conducive to ensure the compliance with the provisions of the preceding paragraphs; and may, in case of violation of the provisions of this article or of the general rules issued in this respect, order the offender or the director responsible for the broadcasting media to modify or suspend advertising
without prejudice to other applicable sanctions.

Law 21314
Art. 1 N° 16 c)
D.O. 13.04.2021
RECTIFICATION
O.D. 31.10.1981

Article 66.- The commissions that may be charged for placement or intermediation of securities shall be free.

Art. 67. In the event that an issuer of securities a debtor in a proceeding liquidation, the claims of third party creditors of the company, regardless of the The shares, regardless of the class to which they belong, shall prevail over those held by the issuing entity's shareholders against the latter as a result of a capital decrease agreed upon by them, and the provisions of article applicable. of the Reorganization and Liquidation LawArt. of Assets of Companies and Individuals with respect the payments already made to them.

Law 20720 is Art.363 N° 4 .O.09.01.2014

287LEY 19301 shall be

1 to N°9 .O.19.03.1994

Art. 68. The Commission shall keep a public registry of presidents, directors, managers, chief executives , administrators and liquidators of the entities subject to its supervision. For this purpose, it shall be the responsibility of the board of directors of such entities to deliver to the Commission the list of persons who shall be included in the public registry and the list of persons who are to be included in the public registry. to give notice of any change affecting him/her within three working days of the occurrence of the event. The designations contained in such register shall be deemed to be in force for all judicial and extrajudicial purposes concerning simple shareholders or bona fide third parties.

A chief executive shall be understood to be any natural person who has the capacity to determine the objectives, plan, direct or control the management business or the strategic policy entity, either alone or together with others.In the performance of the aforementioned activities, it shall not will take into account thecontractualquality, form or modality of employment or under which the principal executive is related to the entity, or the title or denomination of their position or job, regardless of the denomination to be granted to them.

simple Law21314 Art. 1 N° 3 .O. 13.04.2021

LEY 19705 of the Art.1 N° 10) .O. 20.12.2000

Law 20382 Art.1 N° 22) .O.20.10.2009

LAY 19705 Art. 1 N° 10 b) O.D. 20.12.2000 Law 20382 Art. 1 N° 22 b) O.D. 20.10.2009

Article 69.- The Commission shall supervise compliance with the provisions of this law, with respect to the banks and financial companies.

Law 21314 Art.1 N° 2 .O.13.04.2021

The Commission shall provide its audited entities with the instructions for the application of the rules that govern the activities referred to in this law, and shall supervise its compliance.

Law 21314

It shall not be necessary to register with the Commission the securities issued by banks or financial companies operating in

Art. 1 N° 3 .O.13.04.2021

the country unless they are their own shares of
bonds, if any, or such other securities as the Commission may require.
especially determined by

Law 21314
Art. 1 N° 17

D.O. 13.04.2021
Law 21314
Art. 1 N° 2

Art. 70. 1. The following legal texts and .O.13.04.2021
regulations are hereby repealed
a) Title IV of Decree with force of law No. 251 of 1931, Articles 140 to 153, both inclusive.
b) Law No. 16.394 published in the Official Journal of December 18, 1965.
c) Regulation of Law No. 16,394, contained in Supreme Decree No. 783, of March 15, 1966, of the Ministry of Finance.
d) Decree Law No. 1,064, published in the Official Gazette of June 14, 1975.
e) Regulation of Decree Law No. 1,064, contained in Supreme Decree No. 956 of August 5, 1975.
f) Article 6 of Decree Law No. 1,638 of 1976.
2. The following amendments are hereby made to the following legal texts:
a) In Article 11 of Decree-Law No. 280 of 1974, delete the comma (,) following the word "currency" and the phrase "of the securities or public effects traded in the Stock Exchanges" and replace the expressions "or of the" preceding the word "regime" with the expressions "or the".
b) In number 11 bis of Article 83 of the General Banking Law, contained in Decree with force of law No. 252 of 1960, and amended by Decree Law No. 3,345 of 1980, delete the phrase "charging the commissions determined by the Superintendency of Banks and Financial Institutions", replacing the comma (,) before it with a period (.) followed by a period (.).
c) In Article 9, letter d) of the decree law N° 1.078, delete the expression "and to dictate norms" whichis after the phrase "determine the .O.31.10.1981
D.O.31.10.1981 policy".

TITLE XIV
Risk Classification

LAW 18660
Art. SECOND No. 7
O.D. 20.10.1987

Article 71.- The Commission shall keep a Registry of Risk Rating Entities, hereinafter referred to as the Registry for the purposes of this Title, and in order to be registered in it, such entities shall comply with the requirements set forth in this law and the general rules that may be established by law.

Law 21314
Thesole purposeof risk rating agencies shall be toclassify publicly offered securities, .O.13.04.2021
Art. 1 N° 3 .O.13.04.2021

may also carry out complementary
acti
vitiesNOTE authorized by the Commission, and must include the following in its name
expression
"Risk Rating Agency".
The use of the expressions "Clasificadorade Riesgo" or other similar expressions that imply the power to classify the risk of publicly offered securitiesis reserved for the entities that in accordance with this law may act as such.
The foregoing is without
prejudice to the provisions of Decree Law No. 3,500 of 1980

NOTE:
Article TENTH of LAW 18660, published on October 20, 1987, provides that the amendments it introduces to the present regulation shall enter into force on the first day of the second month following its publication.

Article 72.- The risk classification entities to be registered in the Registry shall be partnerships. Their principal partners, and the persons to whom the company entrusts the management of a specific risk classification, shall meet the requirements and be subject to the obligations required by this law and by the general rule issued
to be entered in the Register. LAY 19705
In risk rating companies the capital Art.1 N° 11)
must belong at leastprincipalpartners .O. 20.12.2000.
The following shall be understood as principal partners for the purposes of
For the purposes of this Title, those natural persons, legal entities, provided they are of the same line of business, or subsidiaries of the latter, which individually own at least 5% of the corporate rights. The Commission shall determine whether the legal person complies with the requirement
aforementioned. LAW 19705
The classification entities must prove to the Art.1 N° 11)
Commission and permanently maintain a net worth equal to or .O. 20.12.2000
higher than the equivalent of 5,000 unidades de fomento. Law 21314
If the capital and reserves of the classification company are reducedArt . 1 N° 3
fact to a quantity lower than the minimum, the latter shall be .O.13.04.2021
obliged to complete it within a period of 30 days
sufficientcause
theproceed to cancel No. 10 ii)
registration of such rating agency in the Register of .O.19.03.1994
Risk Rating Agencies.

Article 73.- Theriskclassification societies LEY 19705, when
applying for registration in the Register, Art. 1 N° 12
shall attach a copy of the Internal Regulations that .O.20.12.2000
establishes the process for assigning risk classification categories.
classification.

Article 74.- The certification of the categories LEY 19705

assigned shall be granted by a senior partner or Art.1° N° 13

by the representative of the latter, authorized to do so. D.O. 20.12.2000

Article 75.- The power of attorney granted to the assigned risk category, shall be accompanied by the Register. certifyLEY 19705 Art. 1 N° 14 to .O.20.12.2000

Article 76.- The issuers of publicly offered securities that issue securities representing debt, shall contract, at their own cost, the continuous and uninterrupted classification of such securities with at least two different and independent risk classifiers. Issuers of publicly offered securities that issue shares or quotas of investment funds may submit to the rating agencies the following voluntarily to classify such securities. LAW 19301, Art.1 toN°12 in the .O. 19.03.1994

Notwithstanding the provisions of the preceding paragraph, case of debt securities issued pursuant to In accordance with the provisions of Title XVII, the contracting of a continuous and uninterrupted risk rating shall be sufficient, in respect of such securities. LAY 19768 Art. 4° N° 2 .O.07.11.2001 NOTE

The entities that provide the service of classification shall update and make public their classifications in the form and with the periodicity that determined by the Commission. Law 21314 Art. 1 N° 3 D.O. 13.04.2021

NOTE:
Transitory Article 1 of LAW 19768, published on 07.11.2001, provided that this amendment shall enter into force on the first day of the month following the month in which ninety days have elapsed since its publication.

Article 77.- The Commission may designate an risk classifier on a given issuer of securities in order to perform a classification of its securities in the following categories

Theremuneration for this function shall be paid by the issuer and shall enjoy the privilege established in number 4 of article 2,472 of the Code. Civil

Issuers whose securities are classified at pursuant to the provisions of the preceding paragraph may substitute one of the classifications to which they arebound 8 Law 21314 Art. 1 N° 3 .O. 13.04.2021 Art. SECOND N° D.O. 20.10.1987 NOTE

NOTE:
Article TENTH of LAW 18660, published on October 20, 1987, provides that the amendments it introduces to the present regulation shall enter into force on the first day of the second month following its publication.

Article 78.- The classification societies risk may make public the classifications that voluntarily or at the request of third parties, the extent that they are subject to the rules of this Title. ofLEY 18660 Art.SECOND N°made .O. 20.10.1987 to NOTE

NOTE:
Article TENTH of LAW 18660, published on October 20, 1987, provides that the amendments it introduces to the present regulation shall enter into force on the first day of the second month following its publication.

Article 79.- The following may not be entered in the Register, nor may they be entrusted with the management of a classification
or partners in a direct manner or control through other persons any percentage of a credit rating company, nor be directors or partners in a direct manner or control through other persons any percentage of a credit rating company.
risk:
a) Persons affected by the disqualifications and prohibitions established in Articles 35 and 36 of Law No. 18.046. The inability of the bankrupt ceases as soon as he/she is rehabilitated. LAW 19705 Art. 1 N° 15 .O.20.12.2000
b) Those that have been sanctioned by the Financial Market Commission in accordance with number 3 of Article 27 or number 3 of Article 28 of Decree Law No. 3,538 of 1980, or number 5 of Article 44 of Decree Law No. 3,538 of 1980, or number 5 of Article 44 of Decree Law No. 3,538 of 1980.
with force of law No. 251, of 1931; or to letters b), c) or e) of article 36 or article 85 of this law, or those who have been sanctioned with similar administrative sanctions, for infractions to decree with force of law No. 3, of the Ministry of Finance, of 1997, which establishes the rewritten, systematized and agreed text of the General Banking Law and other legal bodies indicated,
or by the Superintendency of Pensions. Law 21314
c) Those who at the time of the occurrence of the events that gave riseArt . 1 N° 1 application of some of the sanctions established in the preceding letter, during the last ten years, were administrators or persons who directly or other natural or legal persons held 10% or more of the capital of the legal persons to which they were have applied the penalties indicated in the preceding paragraph. .O.13.04.2021 Law 21314 Art.1 N° 18) .O.13.04.2021
d) The officers and employees of the Central Bank of Chile, of the Commission and of the Superintendency of Pensions. Law 21314
e) Art. 1 N° 18 b) banks and financial institutions, stock exchanges, securities intermediaries and all those persons or institutions that by law have a corporate purpose of
The Company's directors and the persons who directly or through other natural or juridical persons own 5% or more of the capital of any of these entities.
For the purposes of this article, "directors" shall mean the directors, the general manager and, if applicable, the

persons who have decision-making and management powers.

general powers of administration.

Article 80.- Persons who incur or themselves in one or more of the causes or circumstances N°indicated in the preceding article, shall be disqualified from participating in the process classification of publicly offered securities. The rating agencies may not participate in such processes as long as they have persons affected by such processes. among its partners or administrators.

LEY 18660 find Art.SECOND .O. 20.10.1987 of

LEY 19705 Art.1° N° 16 O.D. 20.12.2000

NOTE:
Article TENTH of LAW 18660, published on October 20, 1987, provides that the amendments it introduces to the present regulation shall enter into force on the first day of the second month following its publication.

Article 81.- When the classification company or of its main partners is considered a person with an interest in a specific issuer, it may not classify the securities of the latter. Likewise, it shall not The management of a classification may be entrusted to

LEY 19705 any Art. 1 N° 17 .O.20.12.2000

persons deemed to have an interest in the issuer of such securities.

Article 82.- It shall be understood that the following persons are persons with interest in a specific issuer:

LEY 18660 Art.SECOND N°law .O. 20.10.1987

a) Those related to the issuer, as defined in this and in the rules that complement it.

b) Those who are employees or provide services or have any subordinate or dependent relationship with the company.
issuer, its collateraliaries or the entities of the corporate group of which it is a part.

NOTE

c) Individuals who own securities issued by the issuer, its parent company or its affiliates, directly or through other persons, for amounts greater than 2,000 U.F. in the case of debt securities or 500 U.F. in the case of shares. Also those persons who for the aforementioned amounts have purchase or sale promises or options on such securities or have received them as collateral. For the purposes of this letter, the following shall be considered as securities that the spouse has or possesses and also the pledges, options and those that the spouse has received in guarantee.

d) Legal entities that own securities issued by the issuer, its parent company or its affiliated company, directly or through other persons, for amounts greater than 5% ofits current assets or 15,000 U.F., in the case of debt securities, or greater than 2% of its current assets or 3,000 U.F., in the case of shares. Also those persons that have purchase or sale commitments or options on such securities or have received them as collateral, in the aforementioned amounts. Notwithstanding the foregoing, the

following shall not apply

shall be considered a legal entity with an interest as soon as it holds investments, commitments, options or has received guarantees for amounts lower than those established in the preceding paragraph.
e) Those who have or have had during the last 6 months, directly or through other persons, a significant professional or business relationship with the entity, its collaterals or with the entities of the corporate group of which it forms part, other than the classification itself.
f) Securities intermediaries with a current contract for the placement of the issuer's securities, their related persons and their employees.
g) Spouses and relatives up to the first degree by consanguinity and first degree by affinity of the issuer's employees.
h) The persons determined by the Commission by general rule in consideration of the links they have with the issuer and that could compromise the issuer's interests. their ability to express an independent opinion on the risk of the issuer, its subsidiaries, and the risks associated with the issuer's operations.
securities or on its financial information.

Law 21314
Art. 1 N° 3
D.O. 13.04.2021
LAW 18899
Art. 24 N° 2

NOTE:
Article TENTH of LAW 18660, published on October 20, 1987, provides that the amendments it introduces to the present regulation shall enter into force on the first day of the second month following its publication.

Article 82 bis.- The income obtained by the classification service of publicly offered securities which is carried out on a mandatory or voluntary basis, same issuer or corporate group no may exceed 15% of the total income in ayear for classification, as of the beginning of the year. of the third year of registration of the classification society.

.O.30.12.1989
LEY 19301
Art.1) from the N° 14
.O.19.03.1994,

The review of the corporate documentation by the risk classifiers appointed by the issuer or by the Commission, may be carried out at the offices of the issuer of the public offering document at any time, but in such a way as not to affect the corporate management, without being able to
This right may be limited or conditioned.

LEY 18660
Art. SECOND No. 8
O.D. 20.10.1987
Law 21314
Art. 1 N° 3

NOTE:
Article TENTH of LAW 18660, published on October 20, 1987, provides that the amendments it introduces to the present regulation shall enter into force on the first day of the second month following its publication.

Article 84.- The classification entities shallD

.O. 13.04.2021

review on an ongoing basis the classifications made by , in accordance with the information provided by the issuer LEY18660 provided voluntarily or found at Art.SECOND N°to the public. .O. 20.10.1987

Notwithstanding the foregoing, the rating agency hired by the issuer may request from the issuer any information that is not available to the public and that is strictly necessaryfor a correct analysis. This information, a request of the issuer, it shall be kept confidential.

LAW 19705
Art. 1 N° 18
O.D. 20.12.2000

NOTE:
Article TENTH of LAW 18660, published on October 20, 1987, provides that the amendments it introduces to the present regulation shall enter into force on the first day of the second month following its publication.

Article 85.- Partners, administrators, and in general, any person who by reason of hispositionor position has access to reserved information of the LEY 19705 Art. 1 N° 19 .O.20.12.2000 classified companies, shall be prohibited from using such information. information to obtain for itself or for others, economic advantages of any kind.

The aforementioned persons who have acted in contravention of the provisions of this article shall return to the issuer's corporate treasury any profit they may have obtained, using the reserved information.

Likewise, any person who feels harmed by a violation of the above provisionsshall have the right to sue for damages against the persons indicated inthe first paragraph. The foregoing is without prejudice to the provisions of Article 59 e) and Article 60 d)

Article 86.- The risk rating agencies shall be subject to the supervision of the Commission with all the powers and faculties conferred by law, which, in addition, may require information or background information related to the fulfillment of its duties. functions.

LAW 18660
Art. SECOND No. 8
O.D. 20.10.1987
Law 21314
Art. 1 N° 3

NOTE:
Article TENTH of LAW 18660, published on 10.20.1987, provides that the amendments that it

The amendments to this regulation shall enter into force on the first day of the second month following the month of its publication.

Article 87.- The Commission shall accept, suspend or cancel the registrations of classifying entities of NOTE risk taking into consideration the suitability and fulfillment of their duties. In the cases of suspension or cancellation of registrations, the Commission shall issue a resolution
founded upon prior hearing of the affected party. .O.13.04.2021

Law 21314
Art. 1 N°3
D.O. 13.04.2021
LAW 18660
Art. SECOND No. 8

NOTE:
Article TENTH of LAW 18660, published on October 20, 1987, provides that the amendments it introduces to the present regulation shall enter into force on the first day of the second month following its publication.

Article 88.- Debt securities shall be classified in consideration of the issuer's solvency, the probability of non-payment of principal and interest, the characteristics of the instrument and the information available for its classification, in categories that will be denominated with the letters AAA, AA, A, BBB, BB, B, C, D, and E, in the case of long-term debt securities, and with the letters N-1, N-2, N-3, N-4 and N-5, in the case of long-term debt securities.
short term debt securities. .O.20.10.1987
aNOTE

LAW 19301
Art.1) are as
No. 15
.O.19.03.1994

The classification categories forlong-term follows:
- Category AAA: Corresponds to those instruments D.O.19.03.1994 that have the highest capacity to pay principal and interest. interest at the agreed terms and maturities, which will not be significantly affected by possible changes in the issuer, in the industry to which it belongs or in the economy.

LAW 19705
Art.1 N° 20)
.O.

- Category AA: Corresponds to those instruments that have a very high capacity to pay the principal and 20.12.2000.O. 20.12.2000 interests in the agreed terms and maturities, which are not subject to the terms and maturities agreed, which are not subject to the terms and maturities agreed
The Company's financial position would be significantly affected by possible changes in the issuer, the industry to which it belongs or in the economy.
- Category A: Corresponds to those instruments that have a good capacity to pay principal and interest on the agreed terms and maturities, but are susceptible to a slight deterioration in the event of possible changes in the issuer, in the industry to which it belongs or in the economy.
- BBB Category: Corresponds to those instruments that have the capacity to pay principal and interest on the agreed terms and maturities, but this is susceptible to weakening in the event of possible changes in the issuer, in the industry to which it belongs or in the economy.
- Category BB: Corresponds to those instruments that have the capacity to pay principal and interest on the

agreed terms and maturities, but this capacity is variable and susceptible to deterioration in the event of possible changes in the market value of the instruments.

The issuer, in the industry to which it belongs or in the economy, may incur in delays in the payment of interest and principal.

- Category B: Corresponds to those instruments that have the minimum capacity to pay principal and interest on the agreed terms and maturities, but this is highly variable and susceptible to deterioration in the event of possible changes in the issuer, in the industry to which it belongs or in the economy, and may incur in loss of interest and principal.

- Category C: Corresponds to those instruments that have sufficient payment capacity for the payment of principal and interest under the agreed terms and maturities, with a high risk of loss of principal and interest.

- Category D: Corresponds to those instruments that do not have the capacity to pay principal and interest on the agreed terms and deadlines, and that present an effective default in the payment of interest or principal, or a bankruptcy petition in process.

- Category E: Corresponds to those instruments whose issuer does not have sufficient information or does not have representative information for the minimum period required for classification, and in addition there are not sufficient guarantees.

The classification categories for short-term debt securities will be as follows:

- Level 1 (N-1): Corresponds to those instruments that have the highest capacity to pay principal and interest on the agreed terms and maturities, which would not be significantly affected by possible changes in the issuer, in the industry to which it belongs or in the economy.

LAW 19705 Art.1 N° 20) .O. 20.12.2000.O. 20.12.2000

- Level 2 (N-2): Corresponds to those instruments that have a good capacity to pay the principal and interests in the agreed terms and maturities, but it is susceptible to slight deterioration in the event of possible changes in the issuer, in the industry to which it belongs or in the economy.

- Level 3 (N-3): Corresponds to those instruments that have sufficient capacity to pay principal and interest on the agreed terms and maturities, but this is susceptible to weakening in the event of possible changes in the issuer, in the industry to which it belongs or in the economy.

- Level 4 (N-4): Corresponds to those instruments whose capacity to pay principal and interest under the agreed terms and maturities does not meet the requirements for classification in levels N-2, N-2, N-3.

- Level 5 (N-5): Corresponds to those instruments whose issuer does not have representative information for the minimum period required for classification, and in addition there are not sufficient guarantees.

Whenever in this law or other laws reference is made to the classification of debt securities or debentures, using categories A, B, C, D or E, it shall be understood that they correspond, respectively, to the following:

A: corresponds to categories AAA, AA and N-1; B: corresponds to categories A and N-2;

C: corresponds to categories BBB and N-3;

D: corresponds to categories BB, B, C, D and N-4,
and E: corresponds to categories E and N-5.
Those risk rating agencies that, in accordance with the provisions of the second paragraph of article 72, have the participation of an international risk rating agency of recognized prestige, may use the denominations of risk categories of debt securities of the latter. In this case, the rating agencies shall inform the Commission, prior to their application, of the equivalences between their classification categories and the categories defined in the second and third paragraphs of this article.
article.

LAW 19705
Art. 1 N° 20 c)
O.D. 20.12.2000
Law 21314
Art. 1 N° 3
D.O. 13.04.2021

Article 89.- Theriskclassification entities of add the prefix or suffix ''cl'' to the name of the classification categories, to identify the national classifications.

LEY 19705 may
Art. 1 N° 21
.O.20.12.2000

Article 90.- The companies that voluntarily classify their securities, may only suspend such processes, once six months have elapsed since the issuer has informed the Commission and the general public of its intention to do so, by means of a prominent notice published in the newspaper where they are carried out.
the company's publications.

LEY 19301
Art. 1 (a) N° 16
O.D. 19.03.1994
Law 21314

Article 91.- Shares shall be classified as followsArt in first class shares, second class shares or without sufficient information, taking into consideration the solvency of the issuer, to the characteristics of the shares, to information about the issuer and its securities, and to other factors that
classification procedures.

. 1 N° 3
.O.13.04.2021
LEY 19301

Likewise, investment fund quotas shall be will be classified in first class quotas, second class quotas or ii) without sufficient information, accordinginvestmentpolicy fund, the expected loss due to non-payment of credits in which it invests, the technical qualification of management company and other factors that determine the classification procedures.

Art.1 a)
No. 17 i and
.O.19.03.1994
LEY 19301
Art.first) the
No. 17 iii)
.O.19.03.1994

Without being able to alter the criteria to be used in the classification procedures
The Commission, at the request of a classifying entity, may authorize the use of classification subcategories, which, in any case, shall be established in accordance with the provisions of the preceding paragraph, shall be previously registered with the Commission.

Law 21314
Art. 1 N° 3
D.O. 13.04.2021

Article 91 bis.- REPEALED BY LAW 19301 Art. 1 c) O.D. 19.03.1994

Article 92.- The Commission, in the cases of Article 94, after consultation between it and the Superintendence of Pensions, shall determine the classification procedures by means of the issuance of a general rule. The classification entities shall adjust their specific classification procedures to the said general procedures, as well as to the instructions issued by the Commission to homogenize them. Law 21314 Art.1 N° 19 a) beforeb .O.13.04.2021

The procedures, methods or criteria for and classification and their modifications shall be agreed upon, of its application, by the respective classification entity and reported to the respective Superintendency, by means of the individualization of the document in which they are recorded, to the next business day in which they are agreed upon. LEY 19705 Art1 N° 22 O.D. 20.12.2000

Article 93.- The persons and entities that participate in the risk classifications shall employ in the exercise of their functions the care and diligence which men ordinarily employ in their own affairs and shall be jointly and severally liable for the damages caused to third parties by their fraudulent or culpable actions. LEY 18660 Art.SECOND N°.O. 20.10.1987

NOTE:
Article TENTH of LAW 18660, published on October 20, 1987, provides that the amendments it introduces to the present regulation shall enter into force on the first day of the second month following its publication.

Article 94.- Publicly offered securities issued by banks and financial companies shall be subject to the risk classification provided for in this law in accordance with the procedures established therein, which shall be performed by the private appraisers referred to in Articles 20 of the General Banking Law and 13 bis of Decree Law No. 1,097 of 1975, subject to said provisions and to the general rules issued by the Commission. LAW 18660 Art.SECOND N°and .O. 20.10.1987 NOTE

The Commission shall supervise the risk classifiers shall exercise the powers and attributions contained in the rules mentioned in the preceding paragraph as refers to the classifications to be made with respect to securities issued by banks and finance companies. Law 21314 Art.1 N° 2 .O.13.04.2021

In no case shall they be applicable to classifications of securities issued by banks and financial companies articles 82, letters c) and d), and

84.

NOTE:
Article TENTH of LAW 18660, published on October 20, 1987, provides that the amendments it introduces to the present regulation shall enter into force on the first day of the second month following its publication.

Article 95.- For the purposes of this Title, the same company, complying with the pertinent requirements, may be registered in the registers kept by the Commission, both for the purposes of Decree with force of law No. 3, of the Ministry of Finance, of 1997, which establishes the rewritten, systematized and agreed text of the General Banking Law and other legal bodies indicated, as well as for the purposes of
any others that may correspond according to other laws.

LEY 18660
Art. SECOND No. 8
O.D. 20.10.1987
Law 21314
Art. 1 N° 20

TITLE XVD
Of the business groups,
and related personsArt.

.O. 13.04.2021
controllersLEY 18660
SECOND No. 9
D.O. 20.10.1987
NOTE

Article 96.- A corporate group is a group of entities that are so linked in their ownership, administration or credit responsibility that it is presumed that the economic and financial performance of its members is guided by or subordinated to the common interests of the group, or that there are common financial risks in the credits granted or in the loans granted to them.
the acquisition of securities they issue.

LEY 18660
Art. SECOND No. 9
D.O. 20.10.1987

The following are part of the same corporate group:
a) A company and its controller;
b) All companies that have a common controller,
andNOTES the latter, and
c) Any entity determined by the Commission in consideration of the concurrence of one or more of the following circumstances:

Law 21314
Art. 1 N° 3
.O.13.04.2021

1. That a significant percentage of the assets of company is committed in the business group, either in the form of investment in securities, rights in companies, claims or guarantees;
2. That the company has a significant level of indebtedness and that the corporate group has an important participation as creditor or guarantor of such debt;
3. That the company is a member of a controller of some of the entities mentioned in letters a) or b), when this controller corresponds to a group of persons and there are reasons based on the provisions of the first paragraph to include it in the corporate group, and

4. That the company is controlled by one or more members of the controller of any of the entities of the corporate group, if such controller is composed of more than one member of the group.
of a person, and there are reasons based on the provisions of the first paragraph to include it in the corporate group.

NOTE:
Article TENTH of LAW 18660, published on October 20, 1987, provides that the amendments it introduces to the present regulation shall enter into force on the first day of the second month following its publication.

Article 97.- A controller of a corporation is anyLEY 18660 Art.SECOND N°jointly who, directly or through other persons .O. 20.10.1987 natural or legal persons, participates in its ownership and has NOTE power of attorney to carry out any of the following actions:
a) Securing a majority of votes at shareholders' meetings and electing a majority of the directors in the case of corporations, or securing a majority of votes at meetings of its members and appointing the manager or legal representative or a majority thereof, in other types of corporations, or
b) To have a decisive influence on the administration of the company.
When a group of persons has agreed to act jointly to exercise any of the powers set forth in the preceding letters, each of them shall be called a member of the controller.
In limited partnerships by shares, the managing partner shall be deemed to be the controller.

NOTE:
Article TENTH of LAW 18660, published on October 20, 1987, provides that the amendments it introduces to the present regulation shall enter into force on the first day of the second month following its publication.

Article 98.- Joint action agreement is the agreement between two or more persons who simultaneously participate in the ownership of a company, directly or through other controlled natural or legal persons, whereby they undertake to participate with identical interest in the management of the company.
company or obtain control of it. LEY 18660
It shall be presumed that there is such an agreement between the parties.

between representatives and represented persons, .O.20.10.1987
between a person and his or her spouse or relatives up to the maximum extent of
his or her D .O.20.10.1987 D
.O.20.10.1987
between a person and his or her spouse or relatives up to the maximum
extent of his or her
second degree of consanguinity or affinity, between entities
belonging to the same business group, and between a company
and its controller or each of its members.
    The Commission may determine whether there is a joint
action agreement between two or more persons by
considering, among other circumstances, the number of
companies in whose ownership they participate
simultaneously, the frequency of coincident voting in the
election of directors or appointment of administrators and
in the resolutions of the
extraordinary shareholders' meetings. Law 21314
    If a company has as partners or shareholders, Art.1 N° 3
foreign juridical persons of whose ownership there is not .O.13.04.2021
sufficient information, it shall be presumed that they have agreement of
The Company may act jointly with the other partner or
shareholder, or group of them with an agreement to act
jointly, that has the largest share in the ownership of
the Company.

NOTE:
    Article TENTH of LAW 18660, published on October 20,
1987, provides that the amendments it introduces to the
present regulation shall enter into force on the first day
of the second month following its publication.

    Article 99.- It shall be understood that any person,
or group of persons with an agreement to act jointly,
who, directly or through other persons, decisively
influences the administration or management of a company,
shall be deemed to have a decisive influence on the
administration or management of the company
(i) The company, whether natural or legal persons, controls
at least 25% of the voting capital of the company, or of
the capital of the company if it is not a joint stock
company, with the following characteristics
following exceptions: LEY 18660
a) That there is another person, or another group of persons with Art.SECOND
N°joint action agreement, that controls, directly or .O. 20.10.1987
through other natural or legal persons, an
equal or higher percentage;
b) That it does not control directly or through other
natural or legal persons more than 40% of the voting
capital of the company, or of its capital if it is not a
joint stock company, and that simultaneously the
percentage controlled is less than the sum of the
participations of the other partners or shareholders with
more than 5% of such capital, and to
determine the percentage in which such partners or
shareholders participate, the percentage held by them
alone must be added to the percentage held by those with
whom they have a joint action agreement;

c) When so determined by the Commission in consideration of the distribution and dispersion of the ownership of the

Law 21314
Art. 1 N° 3
D.O. 13.04.2021

NOTE:

Article TENTH of LAW 18660, published on October 20, 1987, provides that the amendments it introduces to the present regulation shall enter into force on the first day of the second month following its publication.

Article 100.- The following are related to a company following persons:

a) The entities of the corporate group to which thecompany

b) The legal entities that have, with respect to the company, the status of parent, parent company, subsidiary or affiliate, in accordance with the definitions contained in the Law No. 18,046;

c) Those who are directors, managers, administrators, chief executives or liquidators of the company, and their spouses or their relatives up to the second degree of consanguinity, as well as any entity controlled, directly or through other persons, by any of the following of them,

d) Any person who, alone or with others with whom he has and agreement to act jointly, may designate at least one b member of the company's management or controls 10% or more of the capital or of the capital with voting rights if in the case of a joint stock company.

The Commission may establish, by means of a general rule, that any natural or legal person is related to a company if, by virtue of a property, management, kinship, family, business or other relationship, he or she is a member of the company.

responsibility or subordination, it may be presumed that:

1.- On its own, or with others with whom it has an agreement of acting jointly, has sufficient voting power to influence the management of the company;

2.- Its business dealings with the company give rise to conflicts of interest;

3.- Its management is influenced by the company, if it is a legal entity, or

4.- If by virtue of their position or position they are in a position to have information about the company and its business, which has not been publicly disclosed to the market, and which is capable of influencing the price of the company's securities.

A person shall not be considered to be related to the company by the sole fact of having a shareholding of up to 5% in the capital or 5% of the voting capital in the case of a joint stock company, or if he/she is only a non-director employee of that company.

LEY 18660
Art.2ND N° 9
D.O. 20.10.1987

NOTE

andLaw 20382
Art.1 N° 23 a)
)
.O.20.10.2009

Law 21314
Art.1 No. 3
.O.13.04.2021

NOTE:

Article TENTH of LAW 18660, published on October 20, 1987, provides that the amendments it introduces to the present regulation shall enter into force on the first day of the second month following its publication.

The entities audited by the Commission shall provide the Commission and the public with the following information about transactions with its related persons.

LEY 18660
Art. SECOND No. 9
.O.20.10.1987

The Commission shall determine the form, content and periodicity of the information required in the paragraph above. precedent.

Law 21314
Art. 1 N° 3
D.O. 13.04.2021
NOTE
Law 20382
Art. 1 N° 24 a) and

NOTE:
Article TENTH of LAW 18660, published on October 20, 1987, provides that the amendments it introduces to the present regulation shall enter into force on the first day of the second month following its publication.

Article 102.- For the purposes of this Title, the The Commission shall issue the necessary instructions and shall broad powers to request the necessary information. to determine the links mentioned in the previous articles, and the necessary information to establish whether or not an entity belongs to a corporate group. In turn, it may requestfurther information from all those entities whose information is necessary to determine the financial situation of the companies under its jurisdiction. audit.

b)
have
.O.20.10.2009

Any entity belonging to the same business group of company audited by the Commission that carries out significant commercial operations with it, shall such company that both have acommon controller

LAW 18660
Art.SECOND N°a
.O. 20.10.1987
Law 21314 inform
Art. 1 N° 3
D.O. 13.04.2021
the

In addition, for the sole purpose of complying with provisions of Articles 101 of this law and 89 of the law, the following shall be considered to be the only provisions of this

law

No. 18,046, the entities audited by the Commission may require their shareholders or partners to identify whether they correspond to related persons and what type of relationship they have, and they shall be obliged to provide such information.

NOTE:
Article TENTH of LAW 18660, published on October 20, 1987, provides that the amendments it introduces to the present regulation shall enter into force on the first day of the second month following its publication.

TITLE XVI

On the issuance of long term debt securities.

LEY 19301
Art.1.
No. 18 b)

The public offering of debt securities with a term of more than one year may only be made by means of bonds and subject to the general provisions set forth in this law and the special provisions set forth in the following articles following. D.O. 19.03.1994

However, banks and finance companies operating in the country will not be subject to this limitation. and, if they are authorized to issue bonds in accordance with the regulations governing them, the requirements that this title establishes shall be complied with before the Commission. Law 21314 Art. 1 N° 2 D.O. 13.04.2021

Article 104.- Upon requesting the registration of a bond issue, the issuer shall submit to the Commission copies of the public deed executed with the representative of the future bondholders, who shall be appointed by the issuer in the same instrument, without prejudice that he may be substituted in the event of the issuance of the bonds. at any time by the general meeting of bondholders. The indenture shall contain all the features and modalities of the issue, the appointment of an extraordinary trustee of the funds to be raised and of a custodian, if any, and the determination of the rights and obligations of the issuer, the extraordinary trustee, the custodian, the bondholders and their representative. LEY 19301

The Commission, through the issuance ofgeneralrules of shall establish the mandatory mentions to be contained in the public deed, which must refer, at least, except for the exceptions that The agency shall determine rules relating to: Art.FIRST, N° 18 b) .O.19.03.1994 Law 21314 Art. 1 N° 3 .O.13.04.2021

a) Legal and economic information regarding the issuer, the extraordinary administrator and the person in charge of the custody, if any, and of the representative of the bondholders and the determination of their respective remuneration;

b) The limits of the indebtedness ratio in which the issuer may incur and the purpose of the loan and the use it will make of the resources obtained therefrom.

In addition, as provided in article 112 of this title, the investment policy to be followed by the extraordinary administrator with respect to the money and securities it administers and the requirements and conditions according to which it shall to make them available to the issuer's ordinary management;

c) Description of the issue, including especially the amount thereof, series, numbers, coupons and characteristics of the securities, placement terms, interest and readjustments to be paid, if any; form and times of amortization, drawings and redemptions; date and terms of payments and guarantees to secure them, if any;

d) Early redemption procedures, which may only be carried out by drawing lots or other procedures that ensure equitable treatment for all bondholders;

e) Obligations, limitations and prohibitions additional to the legal ones, to which the issuer shall be subject while the issue is in force, in defense of the interests of the bondholders, particularly in relation to the establishment of the safeguards in their favor referred to in Article 111 of this Title; to the greater information to be provided to them during said period; to the maintenance, replacement or renewal of assets or guarantees; to the establishment of complementary powers of supervision granted to these creditors and their representative and of greater measures of protection for the equal treatment of bondholders;

f) The identification of the qualified experts to be consulted by the extraordinary administrator, when appropriate;

g) Procedure for election, replacement and removal, rights, duties and responsibilities of the bondholders' representative and rules relating to the operation of the meetings to be held by these creditors, and

h) The nature of the arbitration to which disputes arising in connection with the issue, its validity or its termination shall be submitted, as expressed in the following article. If nothing is stated in the deed, it shall be understood that such disputes shall be heard by one or more arbitrators.

Notwithstanding the provisions of the preceding paragraph, upon the occurrence of a conflict, the claimant may always remove its knowledge from the jurisdiction of arbitrators and submit it to the decision of the ordinary courts.

The grantors of the deed of issuance may agree on other stipulations that are not contrary to the provisions of this law or its complementary regulations.

The issuance of the instruments regulated by this Title may be made by means of debt securities of fixed amounts or by bond lines. For this purpose, it shall be understood that the issuance of bonds is by lines when individual placements in force do not exceed the amount of total and the term of the line registered with the Commission.

LEY 19768
Art. 4 N° 3
D.O. 07.11.2001
NOTE

NOTE:

Transitory Article 1 of LAW 19768, published on 07.11.2001, provided that this amendment shall enter into force on the first day of the month following the month in which ninety days have elapsed since its publication.

Article 105.- The conflicts that may be submitted to arbitration, as indicated in article above, are those that occur between the bondholders or their representative and the issuer or the extraordinary administrator. This arbitration may be by any of the latter or by the representative of the bondholders, acting ex officio or by resolution adopted by the meeting of bondholders

LEY 19301
Art. FIRST
N° 18 b)
.O.19.03.1994

The Board of Directors may issue bonds, with the quorum regulated by the first paragraph of article 124 of this title.

The arbitration may also be promoted individually by any of the bondholders in all those cases in which they may act separately in defense of their rights, in accordance with the provisions of this title.

Likewise, the decision of these arbitrators may be submitted to the decision of these arbitrators when one or more bondholders challenge the validity of certain resolutions of the meetings held by these creditors, or when disputes arise between bondholders and their representative. In these cases, arbitration may be initiated individually by any interested party.

The provisions of this article are without prejudice to the unwaivable right of the bondholders to freely remove at any time their representative or, with the issuer's agreement, the extraordinary administrator or the person in charge of the custody, if any, or the right of each bondholder to exercise before the ordinary or arbitration courts the collection of its claim.

The arbitrator or arbitrators shall be appointed by mutual agreement of the parties in conflict, and in no case may one or more persons be nominated as such in the deed of issue. If no agreement is reached, the nomination shall be made by the ordinary courts.

The fees of the arbitral tribunal and the costs of the proceedings shall be borne by the party who has initiated the arbitration, except in disputes to which the issuer is a party, in which case both shall be borne by the issuer.
Without prejudice to the right of the affected parties to repeat, as the case may be, against the party that is ultimately ordered to pay the costs.

No appeal shall lie against the decisions rendered by the arbitrators, except for the right to file a complaint.

The payment of the fees of the arbitration tribunal and of the procedural costs shall enjoy the preference established for the first class of credits, governed by Article 2472 N° 1 of the Civil Code.

Article 106.- The representative ofbondholders of bonds shall enjoy all the powers and duties that are those corresponding to him as agent and thosegranted and imposed by in the deed of issuance or by general meetings of bondholders.

LEY 19301 ArtFIRSTArt. N° 18 b) .O.19.03.1994

The function of this representative of the bondholders shall be remunerated at the exclusive expense of the issuer, according to the amount and modalities to be determined in the deed of issue. This remuneration will enjoy the preference established for the first class of credits, governed by article 2472 N° 1 of the Civil Code.

The representative shall act exclusively in the best interest of his principal and shall be liable for up to

slight fault in the performance of their duties. Without prejudice to the administrative and criminal liability that may be imputable to him/her.

When the representative acts, judicially or extrajudicially, in compliance with the mandate and powers granted to him by the bondholders' meeting, he shall not be required to prove this circumstance before third parties, being presumed by law the sufficiency of his actions with respect to them, without prejudice to the right of those he represents to enforce the corresponding liabilities if it exceeds his powers.

Article 107.- To the representative of the bondholders exercise of all legal actions that fall within the scope of the defense of the common interest of its represented parties, especially in the situations described in the fourth and fifth paragraphs of this article, shall correspond to the exercise of all legal actions that fall within the scope of the defense of the common interest of its represented parties, especially in the situations described in the fourth and fifth paragraphs of this article. Article 120 of this Title, being vested for this purpose with all the ordinary powers set forth in Article 7 of the Code of Civil Procedure and the special powers granted to him by the bondholders' meeting. LEY 19301 .O.19.03.1994

If the representative's legal actions do not require the prior agreement of a bondholders' meeting, nor is a different rule set forth in the deed of issuance, it shall be understood, for all legal purposes, that the judicial mandate includes the powers of both paragraphs of the aforementioned article 7.

The representative indicated in this article shall also act judicially in defense of the individual interest of one or more of the bondholders, when they so request in writing, if any of the situations described in the third paragraph of article 120 above-mentioned occur. In this event, the representative shall be legally vested with the ordinary powers of the aforementioned judicial mandate, and with the special powers expressly conferred upon him by his principals.

In the lawsuits and other legal actions that file or in which the representative participates in collective interest of the bondholders, including the petitions and actions that may be carried out on the occasion of the issuer's reorganization resolution or liquidation resolution, it shall express the majority will of its represented parties but need not prove this circumstance, in accordance with the provisions of the preceding article. Law 20720 may Art. 363 N° 5 .O.09.01.2014

In all judicial and extrajudicial actions referred to in the preceding paragraph, the representative shall be considered as of right as acting for a single person, whether as plaintiff, party or interested party, whose rights and obligations express the whole of those corresponding to his principals, it being sufficient to express in the corresponding instruments the capacity in which he participates, without having to individualize his principals. Notwithstanding the foregoing, for the quorum of incorporation and of agreements of any kind

In the event of the meeting in question, such representative shall be deemed to have the same number of votes or the percentage that corresponds to each of the bondholders of the issue he/she represents. This must be certified by a notary public, in view of the Register of Bondholders' titles, if any, or of the titles or certificates of deposit thereof.

The provisions of this article are always without prejudice to the actions that the bondholders may exercise individually, as indicated in article 120 of this title.

Article 108.- The representative of the holdersLEY 19301 Art. PRIMERO N° 18 b) .O.19.03.1994

de bonos podrá requerir al emisor o a sus auditores externos, los informes que sean necesarios para una adecuada protección de los intereses de sus representados, teniendo derecho a ser informado plena y

The right to be informed, in writing and at any time, by the manager or the person acting in his or her stead, of everything related to the company's progress. This right must be exercised in such a way as not to affect the management of the company. Likewise, the representative may attend, without the right to vote, the shareholders' meetings of the issuer, if the latter is a joint stock company.

The representative shall maintain strict confidentiality of the internal information of the issuer of which he has become aware in accordance with the provisions of the preceding paragraph, without prejudice to the full exercise of the powers he has for the performance of his duties.

In addition to the provisions set forth in the preceding articles, the representative of the bondholders shall

shall: LAW 19301 Art. FIRST Art. N° 18 b), .O.19.03.1994;

a) Verify the issuer's compliance with FIRST the terms, clauses and obligations of theissuancecontract according to the informationprovided by the issuer

b) To inform the holders of the foregoing in the manner and periodicity determined by the Commission by means of a rule.

of a general nature; Law 21314 Art. 1 N° 3 .O.13.04.2021

c) Periodically verify the use of the funds declared by the issuer in the manner and according to the uses established in the issuance contract.

d) To ensure the equitable and timely payment to all bondholders of the corresponding interest, amortization and readjustment of the drawn or matured bonds. The representative may not refuse to pay directly to his principals the obligations referred to in this letter, as instructed by the issuer after providing him with sufficient funds for each payment opportunity. This additional function shall be remunerated by the issuer under the terms established in the deed.

The representative shall always make payments through a bank or financial institution, unless he/she has any of these qualities, in which case

you will be able to pay directly.
e) Agree with the issuer the specific amendments to the issuance contract authorized by the bondholders' meeting, in matters within its competence, and
f) Exercise the other functions and powers established in the issuance contract.
The bondholders' representatives are always removable and their mandates can be revoked, without expression of cause, by the will of the general meeting of these investors. They may only resign from their positions before a bondholders' meeting.
The same meeting that takes cognizance of the removal and renewal of the acceptance of the resignation, shall elect the replacement, who may perform his office as soon as he expresses his conformity with this function. It will not be necessary to amend the deed of issue to record this substitution, but the Securities Registry and the issuer must be informed of it on the next business day after it has been made.

Article 110.- The issuer shall deliver to the bondholders' representative the public information provided to the Commission in charge of its supervision, in the same form and opportunity with which it is delivered to the bondholders' representative.
delivery to it.
The issuer shall also inform the representative, 1 as soon as the event occurs or comes to itsknowledge any circumstance implying the non-compliance with the terms of the issuance contract.

LAY 19301
Art. FIRST Art.
No. 18 b) of
.O.19.03.1994
Law 21314
Art. 1 N° 3
D.O. 13.04.2021

issuancethat, without the express approval of the representative of the bondholders, the issuer shall not may adopt such agreements or conduct such negotiations as may be specified in such instrument.

agreedof
Art.FIRST
No. 18 b)
.O.19.03.1994

For the purposes of this article, the partners, assemblies or shareholders' meetings may delegate to their respective partners, administrators, managers or boards of directors, the necessary powers so that these in
its name stipulate limitations on matters within its competence.
Notwithstanding the provisions of the preceding paragraph, in open corporations, in no case may powers be delegated that in any way imply a limitation to the legal or statutory obligation to distribute mandatory minimum dividends.
Proxy resolutions of ordinary or extraordinary meetings or assemblies shall be prior, detailed and specific, must be adopted with the affirmative vote of at least an absolute majority of the issued shares with voting rights and, in any case, with the highest quorum required by law or the bylaws in relation to the respective matters. This delegation

will be in effect only until the next general shareholders' or partners' meeting is held.

The Board of Directors, managing partners or Board of Directors shall require the affirmative vote of at least the absolute majority of its members in office to agree to enter into the restrictive covenants referred to in this article, and these shall be deemed not to have been agreed or not written if a reference to the deed evidencing their existence is not recorded in the margin of the registration of the incorporation of the issuer, within 60 days following the date of its execution.

Infringement of the prohibitions agreed in the covenants will cause the absolute nullity of the acts or contracts prohibited by them, in the case of division, merger or transformation of the company; formation of subsidiaries; modification of the corporate purpose; alienation of the total assets and liabilities or of essential assets; modification of the term of duration of the company, if any, and early dissolution of the company. The foregoing does not prevent the administrators of the issuers who participate in the agreements or in the execution of prohibited acts from being jointly and severally liable for any damage to the affected bondholders.

In the event that the purpose of the bond issue is to finance new investment projects of the issuer, of an amount exceeding 40% of the total value of its individual assets existing prior to the issue and which require the application in successive stages of the resources raised, for a period exceeding one year,
The deed of issuance shall additionally appoint an extraordinary trustee of such resources and an extraordinary administrator.
in charge of the custody thereof.

LEY 19301 Art.1. expense, No. 18 b) .O.19.03.1994

Said extraordinary administrator, whose remuneration shall be borne by the issuer and shall receive, at the issuer's money obtained from the placement of the bonds and shall make itavailable on a timely and periodic basis to the administration of the former, to the extent that the latter complies with the requirements of progress of works, equity contributions or other technical or financial requirements established in
the issuance contract.

When compliance with the requirements referred to in the preceding paragraph requires a technical verification, this shall be certified by the qualified experts appointed in the deed of issue or chosen in their place, who must be independent of the issuer and remunerated by the latter, and whose opinion shall be mandatory for the extraordinary administrator.

The appointment of the extraordinary administrator, of the persons in charge of the custody of the assets administered by him and of the qualified experts, may only be modified or substituted by an agreement amending the deed of issue signed between the issuer and the representative of the bondholders, who, for this purpose, must express the consent of at least an absolute majority of the bondholders.

votes corresponding to the outstanding bondholders of the corresponding issue attending the respective meeting, excluding those of persons related to the issuer. It is presumed that the votes of persons related to the issuer have been excluded, if no bondholder complains about it to the Commission, within the time limit established by the Commission.
within three days after the meeting is held.

Law 21314
Art.1 N° 3
.O.13.04.2021

If there is no agreement as to the person of the new administrators, custodians or experts to be appointed, the respective appointment will be made by the arbitrator or arbitrators referred to in Articles 104 and 105 of this law and in such a case it shall be sufficient that the deed of amendment be granted by the judge or judges or the
persons whom they empower for such purpose. In any case, the appointment of extraordinary administrators shall not be The ratings made by arbitrators may only be assigned to banks whose creditworthiness used for the rating of securities issued during the last twelve months has been A or B.

The extraordinary administrator will suspend the disbursements to be made to the administration of the issuer, whenever the latter has not faithfully and timely complied with the conditions determined for this purpose and until the difficulties that have caused the non-compliance are remedied, in accordance with the terms and within the deadlines established in the deed of issuance.

If, in the end, it is not appropriate to continue with the delivery of funds to the issuer's management, in accordance with the terms of the contract, these must be The uninvested portion of the bonds will be returned in full to the bondholders, plus interest and any applicable readjustments, after the exchange of securities.

In the issuance of bonds, the formation of a special guarantee fund in favor of the bondholders of the issue may also be voluntarily stipulated in the corresponding deed. For such purpose, the fund shall be invested in the assets and in the manner indicated in the following article, all of which shall be subject to the legal pledge regulated by article 114 of this title.

In any case, in any deed of issuance of bonds whose purpose is different from that regulated in the preceding paragraphs, the existence of an extraordinary administrator of the resources may be voluntarily established, whose rights and obligations shall be those specified in the same instrument and, alternatively, those indicated in this Title.

LEY 19301
Art. 1
.O.19.03.1994

shall invest the funds it receives, in accordance with established in article 112, following theinstructions given by the issuer investment policy of said funds, established by the issuer. in the issuance contract. This policy may only consider investment in fixed income financial instruments, classified in category "A" risk by two private rating agencies or issued or guaranteed by the State until their total extinction and whose maturity may not exceed the program and opportunities.

The disbursement of these resources in favor of the issuer's ordinary management or the return to the issuer of the assets constituting the special guarantee fund, when appropriate.

The interest, benefits and capital gains accrued by the investments will belong to the bondholders when the disbursement requirements are not met or when the special guarantee becomes effective. In any case, the benefits received may not exceed those agreed in the original issue.

Article 114.- The securities in which the administrator extraordinary invests the resources it administers, be kept in depositprivateentitiesof deposit and custody of securitiesreferred to in

LEY 19301 Art. 1ST shall N° 18 b) .O.19.03.1994

Law N° 18.876, in conformity with their provisions, or in banks or financial companies, in accordance with the provisions of Decree with force of law No. 252 of 1960.

All the money or assets of the issuer delivered to the management of the extraordinary administrator, in compliance with the provisions of Articles 112 and 113 of this title and the investments, plus their readjustments, yields and increases of any nature, shall be deemed legally constituted as a pledge in guarantee of compliance with the obligations referred to in these provisions in favor of all those who are bondholders of the corresponding issue at the date such obligations become due.

The money or goods and their updates and yields referred to in the preceding paragraph shall not recognize any guarantee other than the one established therein and any other guarantee that may have been constituted or that may be constituted in the future, as well as any other guarantee that may have been constituted or that may be constituted in the future. The pledge may only be seized in lawsuits brought by the secured creditors, insofar as they exercise actions protected by the pledge. At the same time, all assets included in the legal pledge may only be seized in lawsuits filed by the secured creditors, insofar as they exercise actions protected by the pledge.

In this event, it will not be necessary to identify the creditors, it being sufficient to state, in the special registration and accounting accounts, the name and surname of the extraordinary administrator, of the representative of the bondholders and the registration number in the Securities Registry relevant to the respective issue, for the legal pledge to be constituted without further formality with respect to the debtor, the creditors, the custodian company and third parties.

When the obligations secured by the legal pledges become due, the extraordinary administrator shall deliver to the representative of the bondholders the certificate or certificates of deposit corresponding to the securities in guarantee, duly endorsed, regardless of the form in which they were issued, the endorsement constituting sufficient transfer even when the credits or titles of credits were nominative. The same delivery shall be made of the money not yet invested.

Once the requirements set forth in the following sections have been met

In the case of the bondholders, the bondholders may be paid from the full amount of their credits, readjustments, interest and collection costs, in preference to any other obligation, including those derived from the first class credits referred to in Article 2472 of the Civil Code and any other to which special laws grant special preference, excepting exclusively the privileges established in Articles 105 and 106 of this title for the payment of arbitration costs and the remuneration of the bondholders' representative.

In the execution of obligations secured by securities covered by this special pledge, the following shall apply with respect to bondholders, the provisions Law 20720 in favor of banks by Article 6 of Law No. Art.363 No. 6 4287, of 1928. In the event that an issuer of securities has the .O.09.01.2014 quality of debtor in an insolvency proceeding of In the event of liquidation, the pledged money and securities will be excluded from the debtor's estate and these creditors will be paid without awaiting the outcome of the liquidation proceedings and without it being necessary to make any of the reservations provided for in Article 135 of the Reorganization and Liquidation Law.

of Corporate and Personal Assets. The representative of the bondholders may, without further action, exercise the rights of the bondholders.
The Company shall be obligated to carry out the pledge procedures referred to in the preceding paragraph and to pay its principals in the corresponding proportion.

The same rights as those set forth in the preceding paragraphs shall be enjoyed by the bondholder or bondholders who take legal action individually, when appropriate.

The preference established in this provision and its special modalities may only be expressly derogated by another legal norm.

Article 115.- Only banks, financial companies and other persons authorized by the Commission by means of a general rule may be representatives of the bondholders and extraordinary administrators. They must prove and permanently maintain a minimum net worth equivalent to 5,000 units of promotion. LAW 19301

The functions of the extraordinary administrators and Art. FIRST Art. FIRST those of the representatives of the bondholders are No. 18 b) non- delegable without any stipulationcontrarybeing valid .O.19.03.1994 to suppress, limit or modify them. Law 21314

they may grant special powers of attorney to Art. 1 N° 3 third parties for the purposes and powers expresslydetermined by .O.13.04.2021.

If a bondholder representative or an extraordinary trustee fails to comply with one or more of the requirements imposed on it by this law or its supplementary rules, the Commission may limit or suspend its activities.

The representatives of the bondholders, the extraordinary administrators, the custodians and the experts referred to in this law shall be subject to the supervision of the Commission in accordance with the powers conferred to it by its organic law, and those indicated in the present legal body.

The persons referred to in this article may not be persons related to the issuer. If during the performance of their duties any disqualification should occur for this reason, they shall refrain from continuing to act, resigning to the position and, in addition, they shall report these circumstances as an essential fact to the Commission that audits them, to the representative of the bondholders, if applicable, and they shall be shall summon a bondholders' meeting as soon as possible, when the inability affects the latter or the extraordinary administrator. They shall also report in the same capacity when they are in any of the circumstances referred to in Article 82, with the exception of letter g).

For the purposes of the provisions of this article and, in general, whenever in any of the provisions of this Title reference is made to persons with interest or in relation to another, shall be understood as those typified as such in the provisions contained in Title XV of this same body of law.

LEY 19301 Art.1. No. 18 b) .O.19.03.1994 Law 21314 Art. 1 N° 3 .O.13.04.2021

Article 117.- The extraordinary administrator, the qualified experts and the persons in charge of the custody to referred to in the preceding article, shall be liable for the slight fault for the correct exercise of its functions with respect to the issuer, its partners or members, the bondholders and interested third parties.

LEY 19301 Art.FIRST N° 18 b) .O.19.03.1994

Article 118.- The subscription or acquisition of bonds implies for the subscriber or acquirer, the acceptance and ratification of all the stipulations, rules and conditions established in the deed of issue and in the agreements that are legally adopted in the meetings. of bondholders.

LEY 19301 Art. 1ST N° 18 b) .O.19.03.1994

Article 119.- The issuance of bonds may be made or without guarantee, and in the first case of the general or special guarantees established by lawmay be used. If the surety consists of a pledge, the delivery of the pledged thing, when required for the The guarantee will be provided to the bondholders' representative or his designee.

In the deeds and registrations of mortgages or pledges, it will not be necessary to identify the creditors, it being sufficient to state the name of the representative of the bondholders designated in the deed of issue and the date and notary before whom it was granted, noting in the margin of the registrations the replacements that may be made.

withLEY 19301 Art. FIRST any N° 18 b) .O.19.03.1994

will be carried out.
The summons and notifications that according to the law must be made with respect to mortgagees or pledgees shall be deemed to have been complied with when made to the representative of the bondholders. The said representative shall also be responsible for accepting the modifications or substitutions of the guarantees constituted or consenting to their release, subject to compliance with the rules set forth in this title.

Article 120.- The issuer shall pay faithfully and full to the bondholders all the amounts to them for amortization capital, readjustments and interest, ordinary and penal, in the manner, term and conditions established in the issuance contract. LEY 19301 in Art. 1ST owed N° 18 b) .O.19.03.1994

Bonds that have expired due to drawings, redemption or expiration of their maturity date and coupons that have also expired shall be enforceable against the issuer. In the case of bonds drawn by lot, these must appear in the respective minutes.
Failure by the issuer to comply with any of the obligations imposed on it in the preceding paragraphs shall entitle any affected bondholder to sue for the collection of the outstanding debts in its favor, without the prior agreement of the other creditors of the issue being required for such purpose.
The filing of lawsuits seeking the early payment and collection of one or more bonds of an issue, whether for default in the payment of any of them, for breach of the other obligations set forth in the safeguards established in the deed of issue or for any other cause, may only be decided by the bondholders' meeting with the quorum referred to in the first paragraph of article 124 of this title. The same prior agreement shall be required for the filing of claims intended to to have the termination of the issuance contractjudicially declared, with compensation for damages; Art. 363 N° 7 the request for the initiation ofbankruptcy proceedings for the liquidation or reorganization of The debtor with its creditors and its participation in them, whoever may propose them, and, in general, any other petition or legal action that compromises the collective interest of the bondholders of an issue. Law 20720 .O.09.01.2014

In the situations referred to in the preceding paragraph, the pertinent claims must be filed by the representative of the bondholders and the enforceable title, if applicable, must be complemented by a copy of the minutes of the respective meeting, reduced to public deed by said representative.

Article 121.- A corporation issuing bonds may grant the holders a collective option to exchange them for common or preferred shares of the same company, in accordance with the terms and conditionsD LEY 19301 Art.FIRST No. 18 b) .O. 19.03.1994

established in the issuance contract and the legal provisions in force.

Article 122.- The meetings of the holders shall be called by the representative of such holders. The representative shall convene a meeting:

LEY 19301 Art.FIRST No. 18 b) D.O. 19.03.1994

1) When justified by the interest of the holders, in the sole judgment of the representative;

2) When so requested by the issuer;

3) When so requested by holders representing at least 20% of the nominal value of the outstanding bonds of the respective issue;

4) When so required by the respective Commission, with respect to the issuers subject to its control, without prejudice to the power to convene it directly on any time.

Law 21314 Art. 1 N° 3 .O.13.04.2021

The respective Commission shall issue the summons if the representative fails to do so in any of the cases indicated in the preceding paragraph, in view of the request signed by the issuer or the holders, as the case may be.

All subpoenas issued by the Commission shall be made at the issuer's expense.

prominent LEY

notice published, at least three times on different days in the newspaper of national circulation that N° 18 b) 19301be determined to that effect in the deed of issue, .O.19.03.1994 publication to be made within twenty (20) days of the date of issue. days prior to the date set for the meeting and the first notice may not be published less than fifteen days prior to the meeting.

In the event of suspension or disappearance of the circulation of the designated newspaper, publications shall be made in the Official Gazette.

Article 124.- The meetings shall be constituted in first citation, unless the law establisheshighermajorities with the bondholders that meet at at least the absolute majority of the votes of the bonds of the corresponding issue and, on second call, with those in attendance. Resolutions shall be adopted, at each meeting, by the absolute majority of the votes of the attending bonds of the corresponding issue.

LEY 19301 ArtFIRST, N° 18 b) .O.19.03.1994

The notices of the second summons may only be published once the meeting to be held in the first summons has failed, and in any case, it must be summoned to be held within 45 days following the date set for the meeting that did not take place.

One vote will correspond to the highest common divisor of the value of each bond of the issue.

Article 125.- The extraordinary meetings of bondholders may empower the representative of FIRST the bondholders to agree with the issuer the amendments to the issuance contract specificallyauthorized by with the agreement of 2/3 of the votes

LEY 19301 Art. FIRST Art. N° 18 b) .O.19.03.1994,

The Company shall have a quorum for the bonds of the corresponding issue, unless a different quorum is established by law or a higher quorum is set forth in the deed of issuance.

In the formation of all resolutions referred to in this provision and in Articles 105, 112 and 120 of this Title, bonds belonging to holders who are persons related to the issuer shall not be considered for the purposes of the quorum and majorities required at the meetings.

In the event of amendments to the issuance deed thatLEY 20190 Art. 6° N° 8 .O.05.06.2007 refer to interest or readjustment rates and to their payment opportunities, to the amount and maturity of the amortizations of the debt or to guarantees

In the event that the amendments to the original issue are not contemplated in the original issue, the issuance deed may determine the percentage of the bondholders of the corresponding issue required to approve such amendments, which may not be less than 75%. If the issuance deed does not contemplate any percentage, the approval must be unanimous.

The legally adopted resolutions will be binding for all bondholders of the corresponding issue.

bondholders, the holders ofnominative, bearer or paybondsthat have been . No. 18 b)may participate in the meetings of LEY 19301 .O.19.03.1994, registered in the special registers of the issuer, at at least 5 working days prior to the day on which to be held.

The direct registration of the holding of bonds shall be replaced by the circumstance of exhibiting certificates of custody of such securities registered with the aforementioned anticipation.

represented at the meetings by proxies, by means of FIRST Art. No. 18 b) 1 letter-power of attorney .O.19.03.1994

Directors, employees or advisors of the issuing company may not be agents

As regards the qualification of proxies, the provisions relating to the qualification of proxies for the holding of general shareholders' meetings in open stock corporations, established in Law 18,046 and its regulations, shall apply, insofar as they do not oppose the rules set forth in this title.

Article 128.- Deliberations and resolutions ofLEY 19301 Art.FIRST No. 18 b) the meeting shall be recorded in a special book of D.O. 19.03.1994 minutes to be kept by the representative of the holders of vouchers.

The minutes shall be deemed approved as soon as they are signed by the representative of the bondholders, which must be done at the latest within 3 days following the date of the meeting. In the absence of such signature, for any reason whatsoever, the minutes must be signed by at least 3 of the designated bondholders.

to that effect and if this is not possible, the minutes must be approved by the bondholders' meeting to be held after the meeting to which it refers.

The agreements referred to therein may only be put into effect from the date of their signature.

Article 129.- When the issuer has made different bond issues, the bondholders

LEY 19301

Art.FIRSTArt
.
No. 18 b)
separate and independent boards.
D.O. 19.03.1994

LEY 19301 own
bonds, without prejudice to the possibility of redeeming them inaccordance with the provisions of the issue contract or
N° 18 b)
granting a voluntary redemption option of
.O.19.03.1994
identical conditions to all the holders of a bond.
same issue.

The bonds that the issuer has in its portfolio for not having placed them or for having redeemed them, will not be considered as such for any legal effect.

TITLE XVII

On the issuance of short-term debt

securitiesLEY 19301
Art. FIRST
N° 18 b)

Without prejudice to the provisions of Article 103 of this law, the public offering of debt securities with a term not exceeding 36 months may also be made through the issuance of promissory notes or other debt securities, subject to the provisions of this law and to the requirements established by the Commission through the issuance of general instructions that shall contain, at least, the following standards
relating to:

LAW 19768
Art.4° N° 4 a))
a) Economic, financial and legal information,
.O. 07.11.2001
updatedinformationof the issuer;

b) Persons empowered by the issuer to issue
andNOTEregister such securities;

Law21314
. 1 N° 3
c) Amount of the issue, terms and characteristicsArt
.O.13.04.2021
of the same; adjustments and interest to be paid; terms of
LEY 19768
placement and maturity; bonds, if any, and
Art.4 N° 4 a) ii)
its form of incorporation, substitution or replacement in its
D.O. 07.11.2001
case;

d) Place and dates of payment of principal, readjustments and
interest, if any;

e) The information to be included in the securities to be issued;

f) Additional information obligations, limitations and prohibitions to which the issuer will be subject while the issue is in force; supervisory powers and measures to protect the equal treatment of the holders of the notes or debt securities; and further information to be provided to
provide them during said period;

LEY 19768

g) The nature of the arbitration to which thedisputes arising on the occasion of (iiii) shall besubmitted to Art.4° N° 4 a) the issuance, its validity or its extinction. If nothing is .O.07.11.2001 said, it shall be understood that these differences must be known by one or more arbitrators. Notwithstanding the foregoing, upon the occurrence of a dispute, the claimant may always remove it from the jurisdiction of arbitrators and submit it to the decision of the courts. ordinary, and NOTE

h) Rights, duties and responsibilities of the holders of promissory notes or debt securities. The issuance of the instruments regulated by this article may be effected by means of debt securities of fixed amounts or by lines of debt securities, with interest rates, readjustment and maturity terms, according to the regulations of a general nature issued by the Commission. LEY 19768

It will be understood that the issuance of these instruments is Art. 4 N° 4 per line of debt securities when theindividualplacements) iv) and b) in force do not exceed the total amount of the line .O.07.11.2001 registered with the Commission. The term to maturity of theNOTE The term of a line of debt securities may not exceed the term referred to in the first paragraph of this article. In any case, debt security lines may have a term of up to ten years as from their registration in the Securities Registry.

The characteristics of the issue, whether by means of debt securities of fixed amounts or by lines of debt securities, must be recorded in a public deed signed by the representative of the issuing entity. If the issuance is by lines of debt securities, the specific characteristics of each placement must also be recorded in a public deed signed by the representative of the issuing entity. in a public deed, executed in the aforementioned form.

The Commission, by means of a general rule, Art. 6° N° 9 shall regulate the information to be included in theaforementioned public deeds .O.05.06.2007 D.O.05.06.2007 referred, which shall contain at least the irrevocable commitment of the issuer to pay and comply with the other obligations contained therein, and the information requirements set forth in letters c), d), f), g) and h) above, except for the exceptions determined by this body. The holders shall have the right to request enforcement of all the obligations that the company has are included in such deeds. Law 21314

The promissory notes, bills or other negotiable instruments that Art.1 N° 3 are issued dematerialized in accordance with the rules of this .O.13.04.2021 Title or of Title XVI, shall be valid as such even though do not comply with the formalities and mentions established by law for the case of their physical issuance, by the sole fact of The certificates issued by the securities deposit company pursuant to the provisions of Articles 13 and 14 of Law No. 18,876 shall have executive merit. Said certificate shall certify that the The respective security has been booked and shall also indicate its amount, maturity date and interest rate.

Banks and finance companies operating in the country

shall not be subject to this Title and, if authorized to issue promissory notes or other negotiable instruments, shall do so in accordance with the rules that govern them.

LAW 19768

The promissory notes or other negotiable instruments that are issued
Art.4° N°the
provisions of this Title, only
) and d)
may be extended or renewed within the maximum term
.O.07.11.2001
established in the first paragraph.
NOTE
Without prejudice to the provisions of the first
paragraph, the issuance of debt securities regulated by
this
The article may also be carried out under the form and
provisions of Title XVI of this law.

NOTE:
Transitory Article 1 of LAW 19768, published on
07.11.2001, provided that this amendment shall enter into
force on the first day of the month following the month
in which ninety days have elapsed since its publication.

TITLE
XVIIILey 20448
Securitization Companies and the
Art. 2 N° 1 a)
Issuance of Securitization Debt
.O.13.08.2010

The companies referred to in this title shall be
incorporated as special corporations and their exclusive
purpose shall be the acquisition of the assets referred to
in Article 135, the acquisition of rights over payment
flows, the issuance of short or long-term debt securities,
and such other complementary or related activities as may
be authorized by the Commission. Each issue shall give rise
to the formation of separate assets.
of the issuer's common equity, except in the case of
issuance by line, in which case all the issues charged to
the same will form a single separate equity.
For the above purposes, a payment flow shall be understood
as any obligation, existing or to be generated in the
future, to pay one or more sums of money for the acquisition
or the
use of goods or for the provision of services.
Law 20448
These companies must include in their name the
Art.2 N° 1 b)
expression "securitization company" and shall be subject to the rules
.O.13.08.2010
established in articles 126 and following of the law
Law 21314
N° 18,046 and, prior to obtaining the authorization of their
Art. 1 N° 3
existence, they must prove before the Commission a capital
.O.13.04.2021
paid in cash not less than the equivalent of ten
thousand Unidades de Fomento. During its term, the common
equity may not be less than the amount indicated above,
50% of this legal minimum may not be subject to liens,
prohibitions or encumbrances or be comprised of bonds.
acquired by virtue of the provisions of the following subsection. LAY 19705
The subordinated bonds issued by theseparatepatrimonios
Art.1°N°23 a and),
.O. 20.12.2000
certificates referred to in Articles 137 and 137 bisadded to the registration
may be acquired by the company issuing them. In such case,
they shall not be considered for the purposes of proving
the existence or permanence of the minimum net worth

required by this article.

Article 132 bis.- The issuance of instruments regulated by this Title may be carried out through the issuance of fixed amount debt securities, through a line of securitization debt securities or through the issuance programs established in Article 132 bis.
144 bis. Law 20448
Art. 2 N° 1 c)

It shall be understood that the issuance is per line of securities .O.13.08.2010
when the individual placements in force do not exceed total amount and term of the line registered with the Commission. The contract for the issuance of securitization debt securities by line shall contain the general clauses applicable to all the issues made under it, while the placement deeds shall consider the specific conditions of each
placement. Law 21314
Art. 1 N° 3

Placements made under a .O.13.04.2021
line shall consider the incorporation of assets to the The separate equity, which must be of the same nature as the assets comprising the latter, and may not impair the current investment grade of the securities previously issued by the separate equity, which must be certified by the representative of the debt security holders.

A new issue may only be made against the line once the assets comprising the previous issues have been paid in, in the manner established in the fourth paragraph of Article 137.

The Commission, by means of a general rule, will regulate the procedure for the issuance of securities per line, the minimum information to be included in the contracts of issue per line and the placement deeds.

These companies shall be subject to the supervision of the Commission, shall be governed by the provisions of this Title and by the provisions of
applicable to publicly traded corporations. LEY 19301
Art.1.
No. 18 b)

Article 134.- These companies shall register in .O.19.03.1994
the debt securitiesissued by them Law 21314. Art
. 1 N° 3

The issuance of short-term securities shall be made under the .O.13.04.2021
form and provisions of Title XVI of this law. LEY 19301
Art.FIRST
paragraph 1 of Article 79 of Law No. 18,046, No. 18
b) shall not be applicable to these companies
The ordinary shareholders' meeting shall be responsible for resolving .O.19.03.1994
on the matter regulated in said precept.

Article 135.- For the fulfillment of itscorporatepurpose corporation may acquire mortgage bills and mortgage loans authorized by decree with force of law N° 3, of 1997; and other mortgage loans. The following are included in this Title: endorsable credits and rights authorized by Decree Law No. 3,500 of 1980 and by Decree with force of law No. 251 of 1931, goods and lease contracts with promise of sale referred to in Article 17 of Law No. 19,281, credits and rights on payment flows arising from public works, infrastructure works for public use, national assets for public use or concessions of these assets or works, and other credits and rights that are recorded in writing and are transferable in nature. For the purposes of this Title, the term payment flows shall be understood to include any cash flow from future tolls, minimum guaranteed income, subsidies, rights arising from exchange or collection guarantees, and any other payment flow inherent to the public works concession contract that may be created or applied in the future.

LEY 19623, the Art. 1 N°2 a) .O.26.08.1999

For the purposes of this title, it shall be understood that the 19623 contracts, credits and rights or their titles have the character of transferable, even if there are among those goods, nominative credits, in which case their acquisition, transfer or pledge may be effected by endorsement placed below, in the margin or on the back of the document in which they are recorded, in whatever form they are recorded The rules of paragraph 2 of Title I of Law 18,092 on Bills of Exchange and Promissory Notes shall apply to the extent that they are compatible.

LEY Art. 1 N°2 b) .O.26.08.1999

Likewise, for the purposes of this title, the transfer or assignment of contracts, credits and rights, or of their titles, shall be enforceable against the debtors thereof, as of the date of the deed of execution. of the issuance contract with formation of equity or their supplementary deeds, the placement deeds in which they are individualized or determined From that date, the debtors may not oppose the transferee any other The latter may not be held liable for any other exception, regardless of its origin or nature.

LEY 19623 Art. 1 N°2 c) .O.26.08.1999

The provisions of the two preceding paragraphs shall also apply to transfers or disposals of contracts, credits, rights or their securities made to entities or persons, incorporated in Chile or abroad, who acquire them for the purpose of issuing securitized debt securities to be placed exclusively abroad. Such securities shall not be registered in the Securities Registry.

orLaw 20448 Art. 2 N° 1 d) .O.13.08.2010

State guarantees involved in public works concession contracts must be transferred together with the disposal of the respective credits and guaranteed rights.

Securitization companies may not have in each of their separate patrimonies assets that have been originated or sold by the same bank or financial institution related to the same, unless the circumstance of having been originated or sold by a bank or financial institution is clearly expressed in the debt securities issued by such company. The same restriction shall apply to the investment fund managers of securitized loans referred to in the preceding paragraph. The same restriction shall apply to the securitized credit investment fund administrators referred to in the
law No. 18,815, with respect to the investment of each fund that

Law 20343
Art. 1
.O.28.04.2009

The Central Bank of Chile, following a report from the Commission, required under Article 35 of itsConstitutional Organic Law, shall establish the conditions and will determine the credits, investments and the rights over the flows arising therefrom, which may be sold or assigned by the banks or financial companies to the securitization companies or securitized credit investment funds. The aforementioned Commission will be in charge of supervising compliance with the following rules
issued in accordance with the preceding paragraph.

Law 21314
Art.1 No. 2
O.D. 13.04.2021
Law 21314
Art. 1 N° 3
O.D. 13.04.2021

Article 137.- In the contract for the issuance of debt securities with the formation of separate equity, or in the respective placement deeds, as the case may be, the assets, contracts, credits and rights that the Company may have, according to their nature, must be individualized or determined.
it. If they cannot be individualized or determined in the issuance contract or in the placement deed, their main characteristics, their degree of homogeneity, their number, the term in which they will be acquired and other information that the Commission may require must be indicated.
The issuance of debt securities may be determined by a general rule, and individualized or determined in one or more complementary deeds. Said instruments and the placement deeds will be annotated in the margin of the debt securities issuance contract. A copy of the deeds shall be sent to the Commission within five days of their execution, to be included in the registration of the debt securities.
issue in the Securities Registry.

Law 20448.
Art. 2 N° 1 e)
.O.13.08.2010
Law 21314
Art. 1 N° 3
O.13.04.2021

Once the debt securities issuance contract with formation of separate equity or the deed of placement, as the case may be, the obligations representative of the latter integrate by right the liabilities of the latter.

The assets, contracts, credits and rights individualized or determined in the deed of execution of the issuance contract, in the complementary deeds, or in the placement deeds,

shall become part of its assets as of the date of the respective deed in which they are identified or determined, in accordance with the provisions of the first paragraph of this article, with the exception of real estate and other assets whose ownership is subject to registration, which shall become part of the assets once the formalities established by law have been complied with.

The securitization company may not encumber, dispose of or promise to encumber or dispose of the assets, contracts, credits or rights individualized or determined in the issuance contract, in its complementary deeds, or in the placement deeds, without the consent of the representative of the holders of debt securities, who may authorize or require the substitution of such assets, contracts, credits and rights, provided that the new assets have similar characteristics to those they replace, as established in the respective contract. In the case of substitutions, the procedure shall be as set forth in the seventh paragraph of Article 137 bis.

The obligation of the entirety of the assets of the separate patrimony by the company will only be deemed fulfilled when the certificate to be granted by the representative of the holders of debt securities is added to the registration, stating that the assets comprising the assets are duly contributed and in custody, free of liens, prohibitions or attachments, that the other requirements determined in the deed of issue have been met, and if applicable, that the additional contributions agreed upon have been constituted. If the custody of such assets is not appropriate, the debt security issuance contract must expressly state this circumstance, and indicate other safekeeping and surveillance measures to be adopted in relation to the assets that make up the assets of the separate patrimony.

Once the certificate referred to in the preceding paragraph has been added, it shall be the responsibility of the corporation to collect and receive payment for the debt securities it has issued, integrating the common equity.

If the certificate has not been added to the respective issue, it shall be the responsibility of the representative of the holders to
of debt securities to collect and receive such payment, directly if it is a bank or financial institution.
or through any of these institutions, if it does not have such status, and these resources will be paid into the respective separate patrimony.

The provisions of the preceding paragraphs shall apply to each of the issues made against a line. In these cases, the assets comprising a new issue must be kept segregated from the rest of the assets of the separate patrimony, until the certificate of issue is granted. Once said certificate is granted, the new assets contributed will be integrated to the other assets of the separate equity.

Article 137 bis.- The representative of the bondholders may invest the resources received by virtue of the provisions of the seventh paragraph of Article 137, in fixed income financial instruments, classified at least in category ''A'' or ''N-2'' risk by two private rating agencies, or issued or guaranteed by the State until their total extinction and whose maturities must consider the disbursement opportunities of these instruments.

resources for the creation of separate assets. LEY 19623

The securities in which the representative of the holders of Art.1° N°5

bonds invests the resources it manages, they must be .O. 26.08.1999

kept on deposit in the private entities of Law 20448 deposit

and custody of securities referred to in law No. Art.2 N° 1 f,)

18.876, in accordance with its provisions, or in banks or in .O. 13.08.2010

financial companies, in accordance with the provisions of the Decree with force of law No. 3 of 1997, General Banking Law.

The money received from the collection of the debt securities by the representative of the holders thereof and the interest, profits and capital gains accruing from their investment, shall be used for the following purposes

The first of these shall be applied to the payment of the credits that have generated the constitution of encumbrances or guarantees, against the cancellation and release of these or to the payment of the assets, contracts, credits and rights to be acquired. Likewise, when applicable, this money and its increments will be applied to the payment of the additional contributions agreed in the corresponding deed. Once the foregoing has been complied with, and the certificate referred to in the pertinent registration has been added, the remainder of the debt securities issued will be paid to

the company, entering the common assets. Law 20448

If within 90 days from the beginning Art.2 N° 1 f, ii

and placement of the issue, the representative of the issuersiii)

holders of securities do not grant the certificate for .O.13.08.2010

being the assets of the separate patrimony affected with liens, encumbrances, prohibitions or attachments, or because they have not been duly contributed or because the additional contributions agreed upon have not been made, this estate will enter into liquidation, and the rules on the liquidation of separate estates will be applied in this respect, unless the

Commission to extend this period by up to 90 days. Law 21314

For placements after the first issuance Art.1 No. 3

a line of securities, the non-issuance of the .O.13.04.2021

whole certificate, within the previously determined term, Ley 20448

will not mean the liquidation of the separate patrimony and, Art.2 N° 1 f,iv)

consequently, will not affect the holders of securities .O. 13.08.2010.O.

13.08.2010 in force previously issued by the patrimony separate. In such cases, the assets of the issue will be liquidated in the manner determined in the issue contract.

Pending the issuance of the certificate of the separate equity, or of the respective issue in the case of line issues, the company may substitute one or more of the following for the separate equity certificate more assets, contracts, credits and rights for other assets with similar characteristics to those they replace, as established in the respective issuance

contract; modify said contract, or the

The Company may reduce the issue to the amount actually placed at that date or proceed with the early redemption of all or part of the securities corresponding to the last placement actually placed by means of the procedure described below.
established in the issuance contract.

Law 20448 Art.2 N° 1 f,) .O. 13.08.2010

The substitution of goods, contracts, credits and rights or the reduction of the issue to the amount effectively placed, shall be made by deed
The public deed shall be annotated in the margin of the issuance deed. A copy of the deed will be sent to the Commission, within 5 days after its execution, for its annotation in the registry of the issue.

Article 138.- The general creditors of the corporation, regardless of the origin or quality of their claims, may not enforce them against the assets of the separate estate or estates constituted by the debtor, nor affect them with liens, prohibitions, precautionary measures or seizures, but only when they have become part of the common assets in the cases provided in the following articles.
allowed under this title.

LAY 19301 Art. FIRST Art. No. 18 b) arise .O.19.03.1994

On the assets that make up a separate patrimony, 1 can only be pursued the payment of the obligations that from the debt securities issued against the same, without prejudice to the provisions of the fourth clause of this article.

The general right of pledge of the holders of debt securities issued by the companies is limited exclusively to the assets of the respective separate patrimony, without prejudice to real or personal guarantees granted by third parties or encumbering the common patrimony of the company.

The creditors of the separate equity consist exclusively of the holders of the debt securities comprising the respective issue and, if applicable, the custodian of the equity securities, the representative of the security holders and the administrator of the equity assets, for the remuneration owed to them.

Notwithstanding the provisions of the preceding paragraphs, the deed of issuance may authorize the creditors of the separate estate to collect, in any circumstance, the unpaid balance of their credits on the common patrimony, in concurrence with
other general creditors. In such event, and in

caseLaw 20720 Art. 363 N° 8 .O.09.01.2014

that the company has the status of debtor in a bankruptcy liquidation proceeding, the creditors of the separate estate shall also be considered valuers. in such common equity, if their claims have not been paid with the separate equity and provided that their credits have not been specially guaranteed by means of specific covenants or guarantees by the company. Notwithstanding the foregoing, the Commission may authorize by means of a general rule that the issuance contract contemplates obligations for the acquisition of the assets that will integrate the separate equity.
Such obligations may be incurred only with

the entity or entities that have contributed, originated or sold the assets that will make up the separate patrimony, which may be paid in compliance with the following priority established in the issuance contract.

Law 20448
Art. 2 N° 1 g)
O.D. 13.08.2010
Law 21314
Art. 1 N° 3
D.O. 13.04.2021

Article 139.- The corporation shall keep a special registry for each separate estate that it establishes, and The Board shall record therein the debt securities that it has issue.

The accounting of the common assets and the accounting records of each of the separate estates that the company administers, shall be carried in the form of independent.

LAW 19301
Art. FIRST
No. 18 b)
O.D. 19.03.1994

Article 140.- With the approval of the representativeLEY 19301
of the holders of debt securities, the company may Art. 1ST
withdraw goods that make up the assets of theseparatepatrimony No. 18 b) to
take them to its common patrimony, in the .O.19.03.1994
manner established in the respective contracts of The Company's assets and liabilities are subject to the margins established in the contract.

If the representative of the debt security holders does not give his approval, the issuer may resort to the arbitration court in accordance with the issuance contract.

The representative of the debt holders may not refuse the withdrawal from the respective separate estate of the money necessary to pay taxes or tax penalties arising from the results of the management of such separate estate or affecting the assets or debt securities of the separate estate.

Article 141.- These companies may directly manage the assets comprising the separate estates they own or entrust this management to a bank, financial company, administrator of endorsable mortgage loans referred to in Article 21 bis of Decree with force of law 251, of 1931, or other entities authorized by the Commission.

LAW 19301
Art.FIRST
No. 18 b)

The receivables and securities included in Art. FIRST assets of the separate estates must be delivered depository and custodycompaniesor other entities expressly authorized by law or by the Commission.

Law 21314
Art. 1 N° 3
D.O. 13.04.2021
Law 20448
Art. 2 N° 1 h)
O.D. 13.08.2010

Article 142.- The cost of administration and custodyLEY 19301

of the separate assets, the remuneration of the representative of the holders of debt securities and the other necessary expenses specifically indicated in the deed of issuance, shall be borne by said parties. The maximum amounts to be collected must be stated in the respective deed. The foregoing is without prejudice to the fact that the separate estates must make available to the common assets of the corporation the necessary resources to cover the tax charges referred to in the final paragraph of Article 140.

Art.FIRST No. 18 b) .O.19.03.1994

Article 143.- The issuance contract shall contain special rules on:

a) Custody of the investments of the separate assets;

b) The administration of the surpluses referred to in Article 140;

c) The early redemption of the debt securities of the issue or the substitution of the assets that form the assets of the separate estate, in the event that the credits that integrate it were voluntarily paid in advance by the debtor, or because the creditor has demanded it, for legal or contractual reasons that and the cases in which the issuer may change the assets, provided that the new assets meet similar characteristics to those they replace;

LEY 19301 Art.1. No. 18 b) .O.19.03.1994

LEY 19623 Art.1° N°6 D.O. 26.08.1999

d) Forms and systems of communication between the company and security holders, and

e) The creditor's option to collect the eventual unpaid balance of its claim, in the issuer's common assets.

Article 144.- It is incumbent upon the Commission to regulate, by means of rules of general application, matters related to the following a:

a) The minimum elements that must be included in the contracts for the administration of the assets that make up the assets of separate estates;

b) The rules to which the accounting the company and of each of the separate estatesmust be subject, and

c) The information obligations of the representative of the holders of debt securities and the with the issuing company, investors, the public in and the Commission.

LAW 19301 Art.FIRST N° 18 b) D.O. 19.03.1994

LEY 19623 Art.1 N° 7 .O.26.08.1999

NOTE Law 21314 Art. 1 N° 3 D.O. 13.04.2021

NOTE:

No. 7 of Article 1 of LAW 19623, repealed letter a) of this article, passing the previous letters to the following letters b), c) and d) to be a), b) and c), respectively, as it appears in this updated text.

Article 144 bis.- The Commission may authorize, by means of a general rule, bond issuances with the formation of separate assets using a procedure that contemplates a general public deed that establishes the realization of two or more issuances, charged to assets of the same nature and under similar conditions, within a determined period of time, not exceeding that determined in the respective general public deed and containing the general clauses applicable to all the issuances of the period and another that considers the specific conditions of the issuance, both subscribed by the issuing company and by the representative of the bondholders. The particulars of each deed will be determined by the Commission in the general rule authorizing the procedure for this type of issuance. emissions.

LAW 19623 . 1 N° 8 .O.26.08.1999 Law 20448 Art. 2 N° 1 i) .O.13.08.2010 Law 21314have

The general public deed may stipulate that oneArt or more of the successive separate estates that are formed by virtue of the provisions of this article, shall be incorporated within 30 days following the date of its assets, to one of the separate estates already formed, provided that the requirements determined in been complied with the general public deed and that the result of the operation does not lower the current investment grade the securities issued by the latter, facts that shall be certified by the representative of the holders of debt security.

Art. 1 N° 3 .O.13.04.2021

LAW 19705 Art. 1 N° 24 .O.20.12.2000

The assets of the successive separate patrimonies that are formed shall become part of the assets absorbing separate patrimony as of the date on which it is take note of said certificate in the margin of the registration in the Securities Registry.

If the separate patrimony cannot be integrated because it does not meet the requirements established for this purpose, it will be maintained as such for the term of the debt securities issued for its formation.

Article 145.- Once the debt securities issued against a separate patrimonyhave been paid, the assets and Art. FIRST Art. FIRST obligations that make up theremainingassets and liabilities b) shall be transferred to the common patrimony of the corporation.

LEY 19301 N° 18 .O.19.03.1994

Article 146.- In the event that the company hasLaw 20720 the quality of debtor in a bankruptcy proceeding Art.363 N° 9) of liquidation, such proceeding shall only affect its .O. 09.01.2014 common assets and shall not generate a liquidation proceeding liquidation of the separate estates that it has constituted.

A separate estate may not be subject to a bankruptcy liquidation procedure in any case, but shall only enter into liquidation when 09.01.2014meetsany of the grounds that would have The liquidation proceeding was initiated by the insolvency proceeding.

Law 20720 Art.363 N° 9) .O.

The status of debtor in a bankruptcy proceedingLaw 20720 of liquidation of the issuing company and of itscommonassets Art.363 N° 9), shall entail the liquidation of theseparateassets .O. 09.01.2014 that it has constituted. The liquidation of one or

The liquidation of more than one of these will not entail the initiation of a bankruptcy proceeding for the liquidation of the company, nor the liquidation of the other separate estates.

In the event that the issuing company and its equityLaw 20720 Art.363 N° 9) of .O. 09.01.2014 common are subject to bankruptcy proceedings liquidation, the respective representative of the security holders or whoever is designated by the board of The Company will manage and liquidate the separate estates.

Within three months from the date of the date on which the resolution that Law 20720 Art.363 N° 9) .O. 09.01.2014 decrees the commencement of the bankruptcy proceeding of liquidationbecomes enforceable, only the disposal of each separate estate as an asset unitmay be decided in accordance with the provisions of Article 150, requiring the joint agreement of the liquidator of the separate estate and the liquidator administering the company. In the absence of agreement and without any other procedure than the hearing of the parties, the judge hearing the bankruptcy shall decide.

If it is not possible to dispose of each separate patrimony as a patrimonial unit within the term indicated in the preceding paragraph, the liquidator may proceed in accordance with the provisions of the following articles 148 and following of this Title.

Article 147.- In the liquidation of aseparatepatrimony LEY 19301, Art.FIRST No. 18 b) .O.19.03.1994 the liquidator shall be the representative of the holders of debt securities or the person appointed by the board of holders of debt securities with the powers and D.O.19.03.1994 obligations imposed by it. The corporation shall be The liquidator shall be the liquidator and shall have no power of administration or disposition of the assets of which it is composed, and such powers shall be vested in the liquidator. This limitation will subsist until the extinction of the credits that make up its liabilities.

The administration and custody regimes shall continue to apply to the assets subject to them, as long as they are not liquidated in the manner indicated in this title. The liquidation of a separate estate does not entail the automatic termination of the corresponding administration or custody contracts, without prejudice to the liquidator's power to terminate them.

The expenses of the liquidation of aseparateestate Law 20720 must be paid from the assets that Art. 363 N° 10 .O.09.01.2014 integrate it or from the assets of the common estate in the case that the securitizing company has the The Company is a debtor in a bankruptcy liquidation proceeding. For this purpose, these will be considered as valuation credits.

Article 148.- Once has been declared in liquidation forany reason, the liquidator Art.FIRST shall summon an extraordinary meeting of the holders of securities No. 18 b) of debt, to be held within 30 .O.19.03.1994

days from the date of the commencement of the

liquidation, in order to resolve on the rules of administration and liquidation of the patrimony.

Without prejudice to compliance, in any case, with the provisions of the aforementionedLEY 19389 provided for in the second paragraph of Article 147, the Art. THIRD No. 4 .O.18.05.1995

a) the transfer of the separate patrimony as patrimonial unit to another company of the same line of business;

b) modifications to the issuance contract, which may include the remission of part of the debts or the modification of the terms, methods or initial conditions;

c) the form of disposal of the assets of the separate estate;

d) the continuation of the administration of the separate estate until the extinction of its assets, and

e) Any other matter determined by the board relating to the administration or liquidation of the separate estate.

Resolutions must be adopted with the favorable vote of security holders representing at least an absolute majority of the issued and outstanding securities, except in the case of the matters indicated in letter b), in which case the quorum for resolutions shall be at least two thirds of the issued and outstanding securities.

If there is not a quorum to adopt resolutions at the first meeting, a new meeting must be called, which must be held within 30 days following the date set for the meeting not held, and resolutions must be adopted with the favorable vote of security holders representing at least an absolute majority of the issued and outstanding securities, except in the case of the matters indicated in letters a) and d), in which the quorum for resolutions shall be the absolute majority of the securities present at the meeting, and letter b), in which the quorum for resolutions shall be at least two thirds of the issued and outstanding securities.

The liquidator will exercise the transfer until the liquidation of the patrimony is achieved, either as a patrimonial unit or in installments, or until the assets that make up the separate patrimony are extinguished.

of the separate estate, regardless of the form in which Art.FIRST, the following shall be applicable to the extent that they are N° 18 b) rules on the liquidation of .O.19.03.1994 D.O.19.03.1994 anónimas established in Law No. 18.046.

Article 150.- In the liquidation of aseparatepatrimony LEY 19301, the alienation as a patrimonial unit must Art. 1ST include all the assets and obligations that N° 18 b) constitute its assets and liabilities and may only be carried out .O.19.03.1994 in favor of another company governed by this same Title.
In the acquiring company, by the sole fact of the acquisition, an equity shall be deemed to be constituted.

The separate patrimony, subject to the provisions of this Title, to which the acquired assets shall belong, and this patrimony shall be in charge of servicing the debt securities, under the conditions in force in the contract at the date of the transfer. This change in the ownership of the separate patrimony shall be recorded in the Securities Registry, apart from the registration of the issue of the securities in question.

In the event of dissolution, for any cause whatsoever, of the companies referred to in this Title, which at the date of such dissolution still maintained separate patrimonies, the liquidation of the company shall be carried out by the Commission with all the powers granted by law for the liquidation of insurance companies.
The liquidation may be delegated by the Superintendent to one or more officers of the Commission or to other persons, provided that they are not affected by the disqualifications contemplated in the following paragraphs.
Articles 35 and 36 of Law No. 18,046.

The dissolution of the company shall cause the liquidation separate estate or estates, which shall be carried out accordance with the rules established in this title. Art. 1ST of the No. 18 b) in .O.19.03.1994

The expenses of the liquidation of the company shall beborne by Law 21314 out of its common assets. Art1 N° 3 .O.13.04.2021

the moment the company ceases to have separate patrimonies, the liquidation will continue at its own discretion. The position, in accordance with the general rules.

In any case, the Commission may authorize the company to carry out its own liquidation.

Article 152.- The Commission may revoke the authorization of existence of the companies referred to in this title in accordance with its powers or in the event of seriously negligent or fraudulent administration. Law 21314 Art.1 N° 3 .O.13.04.2021

If the common assets do not comply with the rules established in article 132 of this law, the company shall be obliged, each time this occurs, to complete it. within 60 days. If it does not do so, the existence authorization shall be revoked and the following shall be carried out the liquidation of the company. LEY 19301 Art.1. No. 18 b) O.D. 19.03.1994

The issuance of debt securities referred to in this Title shall be exempt from the tax established in Article 1, No. 3, of Decree Law No. 3,475 of 1980, on Stamp Taxes and Stamps, in the same proportion that the documents that in their issuance, granting or subscription have been taxed with the aforementioned tax or are exempt represent, within the total assets of the respective separate equity, shall be exempt from the tax established in Article 1, No. 3, of Decree Law No. 3,475 of 1980, on Stamp Taxes and Stamps, in the same proportion that they represent, within the total assets of the respective separate equity, the documents that in their issuance, granting or subscription, have been taxed with the aforementioned tax or are exempt.

of it.

LAW 20190
Art. 6° N° 10
.O.05.06.2007

The payment to the Treasury of the tax obligations of the company, whatever their nature or origin, shall be the exclusive responsibility of its common patrimony and not of that of the separate estates that it has created or formed.

These patrimonies must contribute the necessary resources to the common patrimony of the corporation, when required by the latter to comply with the provisions of the final paragraph of article 140.

The difference between the acquisition value of a securitized loan and its face value will not be considered as income, but only the result of comparing, in due course, the acquisition cost of the loan, duly corrected, with the cost of its partial or definitive recovery, which has occurred upon actual collection of the loan, or the sale value if the loan is disposed of, will be considered as income.

For the purposes of Article 31 of the Income Tax Law, provisions and write-offs of securitized loans, whether or not included in separate assets, which are overdue, as well as their remissions, whether or not they are overdue, will be considered as expenses accepted in the First Category of the Income Tax Law. The characteristics that The provisions, remissions and write-offs required to comply with the provisions of this rule shall be established by the Financial Market Commission, after consulting with the Financial Market Commission.
Internal Revenue Service.

Law 21314
Art.1 N° 3
.O.13.04.2021

The commissions and other remuneration that the companies referred to in this Title, pay third parties for the administration and custody of the assets that are part of the separate assets that they own, as provided for in the first paragraph of Article 141, shall be exempt from the Value Added Tax established in Decree Law No. 825 of 1974.

Article 153 bis.- In all matters not provided for in this title, the following rules shall be applied in addition to the provisions of this title contained in Title XVI of the present law.

Law 20448
Art. 2 N° 1 j)
O.D. 13.08.2010

TITLE XIX
The Clearing HouseArt

RepealedLaw 20345
. 43
O.D. 06.06.2009

Article 154.- (REPEALED)

Law 20345
Art. 43
O.D. 06.06.2009

Article 155°.- (REPEALED)

Law 20345
Art. 43
O.D. 06.06.2009

Article 156°.- (REPEALED)

Law 20345
Art. 43
O.D. 06.06.2009

Article 157°.- (REPEALED)

Law 20345

Art. 43
O.D. 06.06.2009

Article 158°.- (REPEALED)

Law 20345
Art. 43
O.D. 06.06.2009

Article 159°.- (REPEALED)

Law 20345
Art. 43
O.D. 06.06.2009

Article 160°.- (REPEALED)

Law 20345
Art. 43
O.D. 06.06.2009

TITLE XX Liability of the fund management companies supervised by the
Superintendency REPEALED.

Law 20712
Art. FOURTH a)
O.D. 07.01.2014

Article 161°.- (REPEALED)

Law 20712
Art. FOURTH a)
O.D. 07.01.2014

Article 162°.- (REPEALED)

Law 20712
Art. FOURTH a)
O.D. 07.01.2014

Article 163°.- (REPEALED)

Law 20712
Art. FOURTH a)
O.D. 07.01.2014

TITLE XXI
Insider information

LEY 19301
Art.1
No. 18 b)
O.D. 19.03.1994

Article 164.- For the purposes of this law,privileged informationisunderstood as any

LEY 19301
Art.FIRST
N° 18 b)
.O.19.03.1994

information referring to one or several issuers of securities, to their business or to one or several securitiesissued by them D.O.19.03.1994 not disclosed to the market and whose knowledge, The information that, due to its nature, is capable of influencing the price of the securities issued, as well as the reserved information referred to in Article 10 of this law.

Insider information shall also be understood to be information on decisions regarding the acquisition, disposal and acceptance or rejection of specific offers of a specific company.
institutional investor in the securities market.

Law 20382
Art. 1 N° 25

Any person who, by reason of his position, position, activity or relationship with the respective issuer of securities or with the persons indicated in the following article, possesses privileged information, shall keep it confidential and may not use it for his own benefit or for the benefit of others, nor acquire or dispose of, for himself or for third parties, directly or through other persons, the securities of the issuer or the persons indicated in the following article, shall keep it confidential and may not use it for his own benefit or for the benefit of others, nor acquire or dispose of, for himself or for third parties, directly or through other persons, the securities of the issuer.
securities on which it has privileged information. Law 20382
Likewise, they are prohibited from usinginformationArt. 1 N° 26 a)
obtain benefits or avoid losses, .O.20.10.2009
by means of any type of operation with the securities to be sold.
to which it refers or with instruments whose profitability is determined by such securities.
Likewise, they shall refrain from communicating such information to third parties or from recommending the acquisition or disposal of the aforementioned securities, ensuring that this does not occur through subordinates or trusted third parties.

Notwithstanding the foregoing provisions, the securities intermediaries in possession of theprivilegedinformation Law
20382 referred to in the preceding article, Art.1 N° 26)
may carry out transactions in respect of the securitiesreferred .O.20.10.2009
on behalf of third parties not related LEY 19389
to them, provided that the order and thespecificconditions Art.THIRD N°of
the operation come from the client, without .O. 18.05.1995
advice or recommendation from the intermediary, and the operation is in accordance with its internal rules, established in accordance with article 33.

For the purposes of the second paragraph of this article, transactions shall be deemed to have been carried out on the date on which the acquisition or disposal takes place, regardless of the date on which they are registered with the issuer.

Article 166. It is presumed that the following have information privileged the following persons: Law 20382
Art.1 N° 27

a) The directors, managers, administrators, .O.20.10.2009
chief executives and liquidators of the issuer or the issuer's institutional investor, if any.

b) The persons indicated in letter a) above, who work in the controller of the issuer or of the institutional investor, as the case may be.

c) The controlling persons or their representatives, who carry out operations or negotiations tending to the alienation of control.

d) The directors, managers, administrators, attorneys-in-fact, principal executives, financial advisors or operators of securities intermediaries, with respect to the

information of the second paragraph of Article 164 and that related to the placement of securities entrusted to them.

It is also presumed that they have information

privileged, to the extent that the following persons had direct access to the fact that was the object of the information:

a) The principal executives and employees of the external audit firms of the issuer or of the institutional investor, if any.

b) The partners, managers, administrators and principal executives and members of the rating boards of the risk rating companies that rate securities of the issuer or the latter.

c) Dependents working under the direct direction or supervision of the directors, managers, administrators, chief executives or liquidators of the issuer or of the institutional investor, as the case may be.

d) Persons rendering permanent or temporary advisory services to the issuer or institutional investor, as the case may be, to the extent that the nature of their services may allow them access to such services.
information.

e) The public officials dependent on the institutions that supervise issuers of publicly offered securities or funds authorized by law.

f) The spouses or cohabitants of the persons mentioned in letter a) of the first paragraph, as well as any person living in the same domicile.

Article 167. Persons who, by reason of their office or position, possess, have had or have access to privileged information, obtained directly from the issuer or institutional investor, as the case may be, or through the persons indicated in the preceding article, shall be obliged to comply with the provisions of this Title.
even if they have ceased in the respective relationship or position. Law 20382
Art. 1 N° 28
O.D. 20.10.2009

Article 168.- Securities intermediaries whose directors, administrators, attorneys-in-fact, principal executive managers or wheel operators participate in the administration of an issuer of publicly offered securities, through their performance as directors, administrators, principal executive managers or liquidators of the latter, or of its parent company or co-manager, shall be obliged to inform their clients of this situation in the manner determined by the Commission and shall refrain from performing
for itself or for related third parties, any operation or transaction of shares issued by such issuer. LAY 19389
Art.THIRD N°those
.0.18.05.1995
Law 20382
Art. 1 N° 29
.O.20.10.2009

The prohibition indicated above is exempted from intermediaries that are affiliated companies of the issuer of shares, provided that both have exclusively in common directors and these do not participate directly in its intermediation decisions.

NOTE
Law 21314
Art. 1 N° 3
D.O. 13.04.2021

NOTE:
Article Six of LAW 19389, published on 05.18.1995, ordered the suspension of the provisions herein, for a period of 90 days from the date of its publication.

Article 169.- The activities of securities intermediaries and those of the persons that depend on such intermediaries, who act as operators of money desks, perform financial advisory services, administration and investment management and, in particular, adopt decisions on acquisitions, maintenance or disposal of instruments for itself or for clients, shall be made separately, independently and autonomously from any other activity of the same nature, of management and credit granting, developed by institutional investors or other securities intermediaries.

LEY 19301
Art.FIRST
No. 18 b)
.O.19.03.1994

Likewise, the administration and management of investments and, in particular, the decisions of acquisition, maintenance or disposal of instruments for the fund manager and the funds it manages, must be carried out separately, independently and autonomously from any other function of the same nature or brokerage of securities, financial advice, management and granting of credits, with respect to others. This limitation shall not prevent the fund managers, exclusively in the activities proper to their line of business, from sharing resources or means to carry them out.

Directors, administrators, managers, officers, agents, senior executives, financial advisors, money desk operators or wheel operators of a broker-dealer are not eligible to be directors, administrators, managers, agents, senior executives, financial advisors, money desk operators or wheel operators of a broker-dealer.
securities, may not participate in the administration third-party fund manager authorized by

Law 20382 a
Art.1 N° 30
O. D. 20.10.2009.
LAW 19389
Art. THIRD N° 8
O.D. 18.05.1995
NOTE

NOTE:
Article Six of LAW 19389, published on 05.18.1995, ordered the suspension of the provisions herein, for a period of 90 days, as of the date of publication.
its publication.

Article 170.- The external auditors that audit the financial statements of institutional investors or securities intermediaries, shall express their opinion on the internal control mechanisms that the former and the latter impose on themselves, to ensure faithful compliance with the provisions of this Title and the provisions of the first paragraph of Article 33, as well as on the systems for the control of the financial statements.
information and filing, to record the origin, destination and timeliness of transactions carried out with its own resources and those of third parties managed or administered by it.
intermediary, as the case may be.

LAY 19389
Art.THIRD N°shall
.O. 18.05.1995
Law 20382
Art. 1 N° 31
.O.20.10.2009

The Commission, by means of a general rule, determine the information to be kept by the institutional investors and the intermediaries of securities for compliance with the provisions of this Title, and the files and records that must be kept at in relation to transactions with own resources, those of its related persons and those made with resources of third parties that administer.

Law 21314
Art. 1 N° 3
.O.13.04.2021

The information contained in these files shall be made available at against those obliged to keep them.

Without prejudice to the provisions of the preceding article, persons who participate in the decisions and operations of acquisition and disposal of securities for institutional investors and securities intermediaries and those who, by virtue of their position or
The company's management must be informed of all acquisitions or disposals of publicly traded securities made by these entities within 24 hours of the transaction, excluding for these purposes deposits to the public offering.
term.

LAW 19389
Art.THIRD N°10 and
.O. 18.05.1995
Law 20382
Art. 1 N° 32
.O.20.10.2009
Law 21314
Art. 1 N° 3
D.O. 13.04.2021

The company shall inform the Commission in the form opportunity that it may determine, about the transactions carried out by all the indicated persons, each time such transactions reach an amount equivalent in money to 500 unidades de fomento.

Article 172.- Any person injured by actions involving infringement of the provisions this Title, shall be entitled to claim compensation against the offending persons.

LEY 19301
Art. FIRST of
No. 18 b)
.O.19.03.1994

The action for damages shall be time-barred in the following cases four years from the date on which the privileged information was disclosed to the market and to the investing public.

LEY 20190
Art.6° N° 11
.O.05.06.2007

Persons who have acted in contravention of the provisions of the established in this Title, shall deliver to the tax benefit, when there is no other injured party, any profit or pecuniary benefit that they have obtained through securities transactions of the issuer in question.

Whoever violates the provisions of Article 169 shall be civilly liable for the damages caused to the respective client or to the funds, as the case may be, without prejudice to the corresponding criminal and administrative sanctions.

TITLE XXII

Of GuaranteesLAW 19301 Art. FIRST N° 18 b)

Article 173.- The guarantees onpublic offer securities, coins, gold, silver or other transferable securities .O.19.03.1994 o securities, the purpose of which is to guarantee obligations of stockbrokers among themselves or with the stock exchanges or with their clients or of any of the latter with respect to the former, for securities brokerage operations or for the complementary activities authorized to them by law, shall be constituted in the following manner:

a) If the guarantee is over coins, gold or silver, or bearer securities, the pledge shall be constituted by the execution of a private instrument, signed by the parties before a stockbroker who is not a party to the pledged obligations or before the manager of the respective stock exchange, in which the pledged goods shall be identified.

In addition, the material delivery of the pledged goods to the creditor or to the third party designated by mutual agreement of the parties shall be essential.

b) If the guarantee is over debt securities or marketable securities issued with the clause "to order" or which may be transferred by means of endorsement, the pledge shall be constituted by means of the endorsement as guarantee of the security and the material delivery thereof, applying the provisions of Laws Nos. 18,092 and 18,552.

c) If the guarantee is over shares, bonds or nominative securities containing the "non-endorsable" clause, the pledge shall be constituted by the execution of the private instrument referred to in letter a) above and the material delivery to the creditor of the relevant securities, in which a record shall be made under the signature of the debtor of their delivery as guarantee to the creditor indicated by the creditor. If these shares, bonds or nominative securities are subject to compulsory registration in a Registry, the pledge constituted on them shall be enforceable against third parties as soon as they are registered in the competent Registry.

Notwithstanding the foregoing, in the case of guaranteesLEY 19389 on the assets identified in this letter subject Art.THIRD N°11 to compulsory registration in a Register, the debtor .O. 18.05.1995 may constitute them in favor of the creditor by transferring The respective property shall be transferred to the corresponding stock exchange, subject to its acceptance, which shall hold the property in its own name. When it is necessary to enforce the guarantee, the stock exchange will hold the property in its own name.

The guarantee shall be performed extra-judicially, acting as lord and owner, but rendering an account as trustee for the guarantor of the guarantee. The foregoing is without prejudice to the provisions of Article 179.

In the cases referred to in this Title, it shall not be necessary to notify the debtor, who shall be released from all liability if he pays the person who accredits his status as creditor by the guarantee.

Article 174.- The pledges constituted in accordance with this Title, shall serve as guarantee for the specific and determined obligations that are indicated, unless it is expressly stated that the pledge has beencreated as security for all obligations

LEY 19301 ArtFIRST N° 18 b) .O.19.03.1994

The pledgor may have or may have in favor of the pledgee, provided that they are those referred to in the preceding article.

LEY 19301inaccordance with the preceding articles, plus its FIRST interest, readjustments, fruits and increases of anynature, shall be liable for the full payment of theguaranteed credits its readjustments, interest and costs of collection.

LEY Art. FIRST Art. .O.19.03.1994,

These assets shall not recognize any other guarantee or preference of any kind or nature that may be subsequently constituted over them, and if any is constituted, it shall be null and void as of right.

At the same time, all assets included in the pledge may only be seized in lawsuits filed by secured creditors, insofar as they exercise actions protected by the pledge.

In the event of bankruptcy of the pledgor, the pledged assets will be excluded from the estate of the bankrupt and the creditors secured by this guarantee will be paid without waiting for the results of the bankruptcy and without it being necessary to make any of the reservations provided for in Law No. 18,175, especially in Article 149 thereof.

The pledge creditors referred to in this Title may, without any further formality, exercise the procedures for realization of the pledge referred to in the following article and pay their claims within the time and in the manner indicated in said provision.

Article 176.- Once any of the following have been made of the secured obligations, the pledgee shall place the pledged goods at the disposal of a stock exchange securities, so that they may be sold at public auction on the second business day at the latest. following the delivery thereof. Nominative credits, regardless of the form in which they are granted and the clauses included therein, shall be delivered endorsed to the respective stock exchange by the secured creditor so that their transfer may be perfected.

enforceableLEY 19301 Art.FIRST No. 18 b) .O.19.03.1994

Guarantees on shares, bonds or securities nominative subject to compulsory registration in a Register, constituted in accordance with the first paragraph of Article 173(c), shall be made by the stock exchange, upon delivery of the transfer signed by the pledgee and of the title to the shares. In the case of guarantees constituted in accordance with the second paragraph of letter c) of Article 173, these shall be realized by the stock exchange, acting as lord and owner, upon request of the secured creditor.

LEY 19389
Art.THIRD N°12
.O. 18.05.1995

The proceeds obtained in the auction shall be delivered to the creditor on the next business day following the day of the realization of the pledge, and the creditor shall immediately proceed to liquidate the secured credit, and shall obtain from the corresponding stock exchange a certificate of conformity of such liquidation.

Once the foregoing has been complied with, the amounts obtained will be applied without further procedure to the payment of the obligation, and the remainder, if any, will be delivered to the debtor at the same time.

Article 177.- If, before the secured obligations become payable, the credits that guarantee its performance, the pledgee or the depositary of the pledge, as the case may be, may proceed to its collection and what is obtained in payment shall considered legally constituted as a pledge, for the purposes of the purposes, with the validity and effects referred to in these provisions.

LEY 19389
Art.THIRD N°13
.O. 18.05.1995

The money obtained by the pledgee in accordance with the provisions of the preceding paragraph, as well as its fruits and increments, shall be kept by the pledgee or by the depositary of the pledged goods, unless the parties have expressly agreed that they be deposited at interest or that the pledgee consents to the return of the money in exchange for other securities that guarantee the pledged obligations.

Article 178.- Once the process of realization and liquidation of a pledge under this Titlehas been concluded, whoever deems to have suffered damages may sue in a summary trial.

LEY 19301
Art. 1ST
No. 18 b)
.O.19.03.1994

TITLE XXIII

Miscellaneous Provisions

Article 179.- Securities agents, stockbrokers, stock exchanges, banks, or any other legally authorized entity that holds securities on behalf of third parties but in its own name, shall register in a special registry and record separately in its accounts these securities with the complete individualization of the person or persons on whose behalf it holds them. This registry

The interested parties may at any time claim their rights against the aforementioned persons,
using any legal means of proof. .O.19.03.1994

The persons indicated in the preceding paragraph that The owners of securities held in custody of third parties must open an account for the deposit of such securities in a securities deposit and custody company regulated by Law No. 18,876.
intermediary must open individual accounts in the name of those. LAW 20190

The aforementioned persons may exercise the rightArt. 6° N° 12 to vote the securities under their custody only if they have .O.05.06.2007
been expressly authorized to do so by the holder to the The shareholders may only vote if they have requested specific instructions from the holder and on those matters in respect of which they have actually received such instructions. If they do not have such authorization, they may only vote if they have requested specific instructions from the holder and on those matters in respect of which they have actually received them. For this purpose, they may divide their vote even in situations other than the election of directors and must expressly indicate when voting on each of the matters submitted for consideration by the investors, the total number of own shares for which they vote and the total number of shares on behalf of third parties that they vote for, against or in respect of which they did not receive instructions. The instructions of the owners must be recorded in a confidential register subject to the control of the Commission, which will contain the information and must be kept for the time determined by the Commission.
by means of a general rule. Law 20382

Securities that cannot be voted in accordance with Art.1 N° 33 provided for in the preceding paragraph shall be considered, not .O.20.10.2009
notwithstanding, in the calculation of the attendance quorum at Law 21314 in the case of entities that have not adoptedremote votingmechanismsauthorized by the Commission. Art. 1 N° 3
.O.13.04.2021

The persons referred to in this article may only exercise the voting of securities under their custody through their legal representatives, their employees The company may not delegate it in any case in favor of third parties not related to it.

In lawsuits in which the liability of any of the persons indicated in the first paragraph or the forced execution of the obligations of such persons with respect to third parties or with depositors, no seizure, prejudicial or precautionary measures or other limitations to the ownership of the securities delivered to them in deposit may be ordered. However, such measures may be decreed in accordance with the
general rules, in the case of personal obligations of third parties who have delivered securities on deposit, with respect to the securities owned by the respective third party.

In no case may the measures mentioned in the preceding paragraph be seized or decreed with respect to those securities held in deposit that serve as backing for the issuance of securities representing such securities, as long as they maintain such status.

Article 180.- Civil actions arising from the rights established in Titles XVI, XVII and XVIII of this law, shall prescribe in the term of 2 years counted from the date on which enforceable. LEY 19301 Art.1. N° 18 b) .O.19.03.1994

This statute of limitations shall run against any person and does not admit any suspension whatsoever.

in a supplementary manner the matters dealt with in the other laws Art. 1ST

Article 181.- The preceptsthis law shall regulate in a supplementary manner the matters dalt with in the other laws Art. 1ST of the stock market insofar as they are contrary to the provisions of those laws and shall prevail over any contractual or statutory rule that may be contrary thereto. N° 18 b) .O.19.03.1994

Article 182.- The Central Bank of Chile shall be empowered to impose, in accordance with the procedure indicated in Article 50 of its organic law, limits or restrictions on changes in the net position of investments of foreign instruments held by the Central institutional investors. LEY 19301 Art. 1 N° 18 b) .O.19.03.1994

TITLE XXIV

Public offering of foreign securities in the countryArt.

LAW 19601 1° b) O.D. 18.01.1999

The public offering of foreign securities in Chile shall be subject to the rules of this Title and may only be carried out when they are registered in a special public registry, called "Registry of Foreign Securities". Foreign Securities", which will be maintained by the Commission. LEY 20190

Likewise, public offerings may be made of certificates representing securities issued by foreign issuers, which shall be called Certificates of Securities Depository, hereinafter CDS, and which consist of transferable and nominative securities issued in Chile by a foreign securities depositary against the deposit of homogeneous and transferable securities of an issuer. foreign. In order to be publicly offered, the CDSs must be registered in the Securities Registry. If the registration of the underlying securities is made without the sponsorship of the issuer, the Commission, by means of a general rule, may circumscribe the transaction of the underlying securities to be offered to the public. Art.6° N° 13 , i, ii) .O.05.06.2007

the respective CSDs to special markets in which they participate the groups of investors that it determines.

The Commission shall regulate, by means ofgeneralrules the requirements necessary to obtain the registration of foreign securities or CSDs, as well the minimum requirements to be contained in the contract of deposit of foreign securities. LEY 20190 Art.6° N° 13), .O. 05.06.2007 Law 21314 Art. 1 N° 3 .O.13.04.2021

For the purposes of this title, the concept of foreign securities shall be understood to include certificates of deposit representing foreign securities. Chilean securities registered in the securities registry, issued abroad.

Article 184.- The Central Bank of Chileshall be responsible, in the cases and in the manner indicated in Law N° 18.840, Organic Constitutional Law of the Central Bank, to determine the rules applicable to the operations of the Central international changes that arise as consequence of the application of the provisions of this Title.

Law 20448
Art. 2 N° 2
.O.13.08.2010
LEY 19601
Art.1° b)
D.O. 18.01.1999

Foreign securities and CSDs may only be denominated in foreign currencies authorized by the Central Bank of Chile, as well as in Chilean currency provided that payment is made in an authorized foreign currency; and in such foreign currencies they must be traded in the domestic market, such instruments being considered for all legal purposes as foreign securities. These transactions shall be considered as foreign securities for all legal purposes.
The provisions of Article 39 of the eighth paragraph of Title III of the Organic Constitutional Law of the Central Bank of Chile are applicable, regardless of the nature of the security.

In addition, and for purposes of the public offering of foreign securities in Chile, the Central Bank of Chile may authorize that such instruments be traded and payable in local currency, subject to such requirements and conditions as it may determine, in which case the provisions of the final paragraph of Article 197 shall not apply.

The CSDs may be exchanged or converted into their equivalent to foreign securities, as well as the latter to the former, pursuant to the foreign securities deposit agreement entered into between the issuer and the foreign securities depositary or, as the case may be, pursuant to the foreign securities deposit agreement entered into between the issuer and the foreign securities depositary or, as the case may be, pursuant to the foreign securities deposit agreement entered into between the issuer and the foreign securities depositary, as the case may be.
to the corresponding internal regulations.

LAW 20190
.O. 05.06.2007
Art.6° N° 14)

For the purposes of the issuance of CSDs, onlybanks, branches of foreign banks authorized to operate in themay be depositaries of foreign securities Chile and securities depository companies regulated by Law No. 18,876 and other legal entities authorized by the Commission by means of a general rule, in the latter case, provided that the following conditions are complied with conditions:

LAW 20190
Art.6° N° 14)

a) that the main business of such persons is the making financial investments or investments infinancialassets .O. 05.06.2007 with funds from third parties, and

Law 21314
Art. 1 N° 3
.O.13.04.2021

b) that the volume of transactions, nature of its assets or other characteristics, allows qualifyingits market share relevant.

Article 186.- The foreign securities to be registered or those giving rise to the CSD shall be susceptible to be publicly offered in the securities markets of the country

of the respective issuer or in other international securities markets. Foreign securities not susceptible of being publicly offered in the securities markets of the country may also be registered.

of the respective issuer or in other international securities markets, when they meet the requirements of the respective established by the Commission by means of a general rule.

LEY 20190
Art. 6° N° 15
O.D. 05.06.2007
Law 21314
Art. 1 N° 3
D.O. 13.04.2021

Article 187.- The registration of foreign securities shall be requested by the issuer. Notwithstanding the foregoing, in the case of the issuance of CSDs, the registration may be requested by the issuer or by a depositary of foreign securities.

LEY 19601
Art.1 b)
.O.18.01.1999

In the case of foreign securities that comply with the requirements demanded by the Commission by means of a rule of general nature, the registration may be requested, in addition, by a sponsor of such securities.

LEY 20190
Art.6° N° 16

They may sponsor the registration of securities foreigners, those companies that comply with therequirements and conditions of suitability that are determined in the general rule.

Law 21314.O.
.O.05.06.2007
Art. 1 No. 3

The issuer may choose between registering theforeign securities or the corresponding CSDs.

.O.13.04.2021

Where the issuer has applied for registration of foreign securities or CSDs, another foreign securities depositary may not apply for a subsequent registration relating to the same foreign security. In the event that a foreign securities depositary has applied for a CSD registration, another foreign securities depositary may register another CSD issue related to the same foreign security.
The latter must be individualized in order to sufficiently distinguish it.

Article 188.- The applicant for the registration of foreign securities or CSDs shall have the obligation to provide the Commission and the stock exchanges in which they are listed in the country, with information related to such securities as determined by the Commission by means of a rule of general nature referred to in Article 189.

LEY 19601
Art.1° b)

The required information shall be provided to Commission and to the stock exchanges, in the language of the country of origin or in the language of the country in which those securities are traded and in the Spanish language, accompanied by a sworn statement, the issuer or sponsor, certifying that such information is a true copy of the information provided by the issuer abroad. However, in the case of the securities referred to in the second paragraph of Article 187, the Commission, by a general rule, may establish different language and information requirements.

.O.18.01.1999
LEY 20190
Art.6° N° 17) of
.O. 05.06.2007
Law 21314
Art. 1 N° 3
D.O. 13.04.2021
LAW 20190

Article 189.- The Commission shall establish, by means of general rules, the procedures that will allow the registration and public offering of foreign securities, Art.6° N° 17) .O. 05.06.2007 Law 21314

may establish different requirements according to the nature of the same and determine the markets in which may be traded. Art. 1 N° 3 .O.13.04.2021 LEY 20190

The Commission may exempt from the obligation of registration of foreign securities corresponding to issuers under the supervision of entities with which the Commission has entered into collaboration agreements, which allow it to have truthful, sufficient and timelyinformationon foreign securities and their issuers, at the terms required by this law. Art.6° N° 17) .O. 05.06.2007 LEY 20190 Art. 6° N° 18 .O. 05.06.2007

The Commission, through general rules, after a favorable report from the Central Bank of Chile, may authorize the execution of securities transactions. foreign or CSD, off-exchange. Law 21314 Art.1 N° 3 .O.13.04.2021

The Commission may reject the registration and registration of a foreign security or of the CSD in exceptional and serious cases related to facts related to circumstances which, due to their nature, it is inconvenient to disclose publicly, and its grounds may be omitted in the respective resolution. In such case, the omitted grounds shall be disclosed to the Ministry of Finance and the Central Bank, the State Defense Council, the Financial Analysis Unit or the Public Prosecutor's Office, as the case may be.

Article 190.- The depositary of foreign securities shall have the obligation to make available of the holders of CSDs, no later than the nextstock exchange business day receipt, the information referred to the benefits and to the exercise of the rights that emanate from the foreign titles that provide it with the original issuer thereof. LEY 20190 of Art6° N° 19 .O.05.06.2007

Article 191.- For the transfer and transmission of all kinds of foreign securities, the following shall apply rules applicable to the nature of the title, which shall be indicated in the background information to be determined by the rule referred to in article 189. LEY 19601 Art.1 b) .O.18.01.1999

In the case of the transfer and transfer of CSDs, the national rules on the acquisition, assignment, transfer and disposal of shares of open corporations will apply.

The Central Bank of Chile may determine the conditions and modalities under which international exchange transactions relating to the securities referred to in this Title shall be carried out, in accordance with the powers conferred upon it by its Constitutional Organic Law.

The depositary of foreign securities shall keep a registry under the terms set forth in Article 179 and, for the purposes of this Title, shall exercise the rights and represent the holders thereof. The Commission shall be empowered to establish additional requirements, according to the nature of the securities. securities in question.

In lawsuits in which the responsibility ofArt LAY 19601 . 1 b)

a depositary or the forced execution of its obligations with third parties or with depositors, it may not, inany case decree seizures, prejudicial measures or precautionary measures or other limitations to ownership with respect to foreign securities that have been delivered to it in deposit. Nor may such measures be ordered with respect to such foreign securities in the case of personal obligations of the issuers depositing the securities. corresponding values.

.O.18.01.1999
Law 21314,
Art. 1 N° 3
.O.13.04.2021

LAW 20190
Art. 6° N° 20
O.D. 05.06.2007

The public offering of foreign securities in Chile, issued by international or supranational organizations or foreign States, as the case may be, or of CSDs representing such securities, shall be subject to the rules established by the Commission, by means of a general provision. In any case, it may only be carried into effect when any of the said securities are recorded in the register referred to in the Article 183.

Art. 1 b)
O.D. 18.01.1999
Law 21314
Art. 1 N° 3

Article 194.- The Commission may suspend or cancel the registration of a security in the Register of Foreign Securities when the provisions of article 186 are not complied with, or for violation of articles 14, 15, 16, 187, 188, 189, 189, 189, 189, 189, 189, 189, 189 and 189. and 15 of this law, in the manner and within the terms established therein.

.O.13.04.2021

Law 21314
Art. 1 N° 3
D.O. 13.04.2021
LAW 19601
Art. 1 b)

Article 195.- The applicant for the registration of CDV may not request the cancellation of the registration of the same in the Securities Registry as long as notredeemed or withdrawn all the CSDs from the market or hasnot proceeded to exchange them, and such obligation must be stated in the respective deposit contract.

.O.18.01.1999 a
LEY 20190has
Art. 6° N° 21
.O.05.06.2007

Article 196.- Foreign issuers, securities intermediaries, depositories of foreign securities and any other person participating in the registration, placement, deposit, deposit, transaction and other acts or conventions with foreign securities or CSDs, governed by the rules of this Title and those issued by the Commission, depending on the type of registration made, who violate these same provisions, shall be subject to the liabilities set forth in Decree Law No. 3,538, of 1980, and those of the present law.

LEY 19601
Art.1 b)
O.D. 18.01.1999
Law 21314

Art. 1 N° 3

Article 197.- The operations referred to in this .O.13.04.2021
Title may be carried out by the stock exchanges LEY 20190
referred to in Title VII of this law, which Art. 6° N° 22
shall regulate these operations in accordance with the .O.05.06.2007
general standards issued by the Commission, of
in accordance with the provisions of Article 189. Art. 1
b)
with these operations, shall be governed by the provisions .O.18.01.1999
final paragraph of Article 44. Law 21314
These operations may also be carried out in the Art. 1 N° 3
markets referred to in Article 189. .O.13.04.2021
In addition to foreign securities and CSDs, the shares
of investment funds referred to in Law No. 18,815 may be
traded in accordance with the rules of this Title,
in addition, any other value authorized by the Commission. LEY 19705
The operations carried out in accordance with the Art. 1 N° 27
norms of this Title shall have the characterinternational exchange operations
.O.20.12.2000,
for the purposes of the provisions of this Title
in the Organic Constitutional Law of the Central Bank.

TITLE XXV

Public Stock

OfferingLEY 19705
Art. 1 N° 28
O.D. 20.12.2000

It shall be understood that a tender offer is that
which is formulated to acquire shares of open stock
corporations or securities convertible therein, which by
any means offer the shareholders thereof to acquire
their securities under conditions that allow the offeror to
reach a certain amount of
percentage of the company and within a specified period of time. Law 20382
The offeror may make the offer for shares of Art.1 N° 34 a)
open corporations, for securities convertible into D.O.20.10.2009 them or for
both. Ley 20382
In any case, the offer for one does not oblige to formulate an offer for
the others .
The provisions of this Title shall apply both to offers
made voluntarily and to those required to be made by law.
Whenever in this Title reference is made to shares as
the object of the offer, such expression shall also
include securities convertible into shares; and whenever
reference is made to an offer, it shall be understood to
refer to a public offer for the acquisition of shares.
The Commission may exempt from compliance with one
or more of the rules of this Title, those offerings of up
to 5% of the total issued shares of a company,
when they are made on the stock exchange and pro rata for
the rest of the shareholders, in accordance with stock
exchange regulations.
approved by the Commission for this purpose. Law 21314
Persons making public offerings of Art.1 N° 3
acquisition of shares, the organizers and .O.13.04.2021
administrators of the offer will be subject in relation to
with these offers to the Commission's audit.

Article 199.- The following direct or indirect acquisitions of shares of one or more of the following companies shall be subject to the tender offer procedure contemplated in this Title
more series, issued by an open stock corporation: LAY 19705 Art. 1 N° 28

a) Those that allow taking control of a company; D.O. 20.12.2000

b) The offer that the controller must make Law 20382 in accordance with the provisions of 199 bis, provided that by virtue Art.1 N° 35) of an acquisition it comes to control two thirds or more of .O.20.10.2009 the issued shares with voting rights of a company or of the respective series, andLaw 20382

c) If the intention is to acquire control of a company Art. 1 N° 35) which in turn has control of another .O.20.10.2009 open, and which represents 75% or more of the value of the company's share capital.
consolidated assets, an offer must first be made to the shareholders of the latter in accordance with the rules of this Title, for an amount not less than the amount of
percentage that allows it to obtain control. Law 20382

The followingoperations are exempted from the preceding rules Art.1 N° 35 c) operations: D.O. 20.10.2009

1) Acquisitions resulting from an increase of Law 20382 capital, through the issuance of payment shares of Art.1 No. 35) first issue, which by the number of them, allows theacquiring .O.20.10.2009 company toobtain control of the issuing company;

2) The acquisition of shares that are disposed of by the company's controller, provided thatthey have a stock market presence and the purchase price is paid in cash and is not substantially higher than the market price;

3) Those resulting from a merger;

4) Acquisitions by death, and

5) Those arising from forced disposals.

For the purposes of the provisions of No. 2 of the preceding paragraph, the following definitions shall apply:

i) Market price of a share, that resulting from calculating the weighted average of the stock market transactions that have taken place between the ninetieth and ninety-ninth trading day of the year.
the thirtieth stock exchange business day and the thirtieth stock exchange business day prior to the date on which the acquisition is to be made, and

ii) Price substantially above the market price, that value that exceeds that indicated in the preceding letter by a percentage to be determined once a year by the Commission, by means of a general rule, and that does not exceed the value indicated in the preceding letter.
may be less than 10% or more than 15%. Law 21314

The Commission shall determine, by means of instructions from general application, the minimum conditions to bemet by the actions to be considered with presence Art.1 N° 3 .O.13.04.2021 stock exchange. In any case, the application of these instructions may not result in the exclusion of companies in which a mutual fund may invest, according to the rules applicable to them.

For the purposes of this Title, acquisitions of

shares by persons acting in concert or under a joint action agreement shall be considered as direct acquisitions.

Article 199 bis. If as a result of any acquisition, a person or group of persons with a joint action agreement reaches or exceeds two-thirds of the issued voting shares of an open stock corporation, it shall make a public tender offer for the remaining shares, within the term of 30 days, counted from the date of such acquisition.

Law 20382
Art. 1 No. 36
.O.20.10.2009

Said offer shall be made at a price not less that would be applicable in the event of retirement rights.

If the offer is not made within the aforementioned term and without prejudice to the penalties applicable to non-compliance, the remaining shareholders will have the right to withdraw under the terms of Article 69 of Law No. 18,046. In this case, the day following the expiration of the term indicated in the first paragraph will be taken as the reference date for calculating the value to be paid.

The obligation set forth in the first paragraph shall not apply when the percentage referred to therein is reached as a result of a reduction of capital by operation of law, because an increase has not been fully subscribed and paid within the legal term, or as a result of a public tender offer validly made for all the shares of the company. Nor shall it be applicable in cases where the aforementioned percentage is reached as a result of the operations indicated in the second paragraph of Article 199.

Article 200.- The shareholder who has taken control of a company may not, within the following twelve months from the date of the transaction, acquire shares of the company for a total amount equal to or greater than 3%, without making an offer in accordance with the provisions of this Title, the unit price per share of which may not be less than that paid in the takeover transaction. However, if the acquisition is made on the stock exchange and pro rata for the rest of the shareholders, a higher percentage of shares may be acquired, in accordance with the stock exchange regulations approved for this purpose by the Commission.

LAW 19705
Art. 1 N° 28
O.D. 20.12.2000
Law 21314
Art. 1 N° 3

Article 201.- If within the period of time between the D .O. 13.04.2021 30 days prior to the effective date of the offer and up to 90 days after the date of publication of the notice of acceptance provided for in Article 212, the offeror, directly or indirectly, has acquired or would acquire of the same shares included in the offer on price terms more beneficial than those contemplated in the offer, the shareholders who have sold to him before or in the offer shall be entitled to demand the difference in price or the

benefit in question, considering the highest value paid. In such cases, the bidder and the persons who have benefited will be obliged to jointly and severally to pay.

LAY 19705 Art. 1 N° 28 .O.20.12.2000 Law 20382 Art. 1 N° 37 .O.20.10.2009

During the period of validity of the offer, the offeror may not acquire shares object of the offer at through private transactions or in stock exchanges, national or foreign, but through the procedure established in this Title.

Article 202.- The offeror shall publish a notice informing of the beginning of the effective date of the tender offer. The notice shall be highlighted and published on the day prior to the beginning of the effective date of the tender offer in, at least, the following places at least two newspapers of national circulation.

LEY 19705 Art. 1 N° 28 .O.20.12.2000 Law 21314 Art. 1 N° 3 D.O. 13.04.2021

The notice shall contain the essential background information for its correct understanding, which the Commission shall determine by means of a general rule.

Article 203.- The bidder shall make available to interested parties, as of the date of the notice of commencement and during the term of the bid, a prospectus containing all the terms and conditions of the offer. A copy of the prospectus must be available to the public at the offices of the company for whose shares the offer is made, at the office of the offeror or at the office of its representative, if any, as well as of the open stock corporations controlled by it, of the Commission and of the stock exchanges. On the same date on which the notices of commencement of the offer are published, the offeror shall send copies of the prospectus to the Commission and the stock exchanges.

LEY 19705 Art. 1 N° 28 D.O. 20.12.2000 Law 20382 Art. 1 No. 38 .O.20.10.2009 Law 21314 Art. 1 N° 3 .O.13.04.2021

The prospectus shall contain at least the followinginformation:

a) Complete identificationnatural or legalpersons making the offer; and in the the latter, the name, position and domicile of its directors, managers, executives principal and administrators; participation in other companies and identification of the related persons of the offeror must be indicated Additionally, it must contain a financial, legal and business description of the bidder or of its effective and final controllers, as the case may be. The bidder, in any case, must establish a domicile in the national territory.

b) Shares or securities to which the offer refers and the number of shares or percentage of the issued shares whose minimum acquisition is a requirement for the success of the offer.

c) Price and terms of payment. The price of the offer shall be determined and may consist of money or public offering securities, which shall be indicated in a precise manner.

d) Validity of the offer and procedure to accept it. The following shall be precisely

indicated

The Company will not be liable for any of the foregoing, and the interested shareholders will be required to submit any background information or documents at the time they deliver their shares.

e) Form and opportunities in which the bidders acquired the shares they hold at the beginning of the offer, if any; and existing relationships with other controlling shareholders of the company or majority shareholders, if any.

f) The manner in which the offeror will finance the payment of the price of the shares that are acquired at the end of the offer. In the event of having committed credits or capital contributions, the necessary background information must be provided to conclude that there are effectively funds for the payment of the price. In the case of a securities exchange offer, the manner in which the offeror has acquired or will acquire the securities to be exchanged must be detailed.

g) Amount and form of the guarantee furnished by the bidders, if any, and identification of the person in charge of its custody, formalization and execution.

h) Conditions or events that may lead to the revocation of the offer.

i) Complete identification and domicile of the third party appointed by the bidder to organize or manage the bid, specifying the powers granted to such third party.

j) Complete identification and address of the persons and independent professionals who have advised the bidder in the formulation of its bid.

k) Others that the Commission may order, by means of general rules.

Law 21314
Art. 1 N° 3
D.O. 13.04.2021

Article 204.- Together with the launching of his bid, the bidder may include in it a formal performance bond, constituted in the form indicated in this article.
article.

LAW 19705
Art. 1 N° 28
.O.20.12.2000

If the bidder chooses to constitute the guarantee, must prove its constitution before the Commission, in terms that assure the payment of an indemnity of minimum damages and in any event to those affected, in the event of non-compliance with the obligation to pay the price. This guarantee may be granted by means of a bank draft or endorsement in guarantee of a time deposit taken in a bank or financial company in the market, pledge on publicly offered securities or insurance policy, which will remain in the name of the Company.
custody in a banking institution or stock exchange.

Law 21314
Art.1 N° 3
.O.13.04.2021

The guarantee must remain in force during the thirty days following the publication referred in Article 212 or upon expiration of the period established for the payment, if the latter is subsequent.

The value of the guarantee shall not be less than 10% of the total amount of the bid.

Any controversy that may arise regarding the fulfillment of the offer between the offeror and the accepting shareholders shall be resolved by an arbitrator appointed by the judge in charge of the offer.

The appointment shall be made by a lawyer with at least 15 years of practice. The appointment by mutual agreement shall not proceed.

The arbitrator shall publish, on the same date, a notice in the Official Gazette and another in the newspaper in which the bid was announced, in which he shall communicate the constitution of the arbitration, granting a period of 30 days for all those involved in the bid to assert their rights. This publication shall constitute the legal summons for all procedural purposes. In addition, in the first decision it issues, it shall establish the procedure to be followed in the trial. The expenses incurred in the publication, other necessary steps and the fees of the arbitrator shall be charged to the guarantee, without prejudice to the ruling on costs, and the banking institution or the stock exchange shall make available to the arbitrator such sums as he may require and which are sufficient for this purpose.

The monies deriving from the realization of the guarantee, regardless of the form in which it has been constituted, shall be pledged as of right in substitution thereof. The arbitrator may order the holder of the guarantee to deposit it at interest in a banking institution, pending the resolution of the matter.

The award rendered by the arbitrator shall be enforceable against all parties interested in the offer, even if they have not appeared at the trial.

The execution of the arbitrator's decision will be carried out by the banking institution or stock exchange, as the case may be, delivering the value of the guarantee to each of the shareholders, pro rata to the shares delivered in the offer.

If the arbitrator's award is condemnatory for the bidder, the shareholders may sue in summary judgment for any other damages they may prove, the amount of which exceeds the amount covered by the guarantee.

No appeal shall lie against the arbitrator's decisions.

Article 205.- The validity of the bid shall be established by the bidder by means of the establishment of a term, which may not be less than 20 days or more than 30 days, unless the company has registered depository entities in its records, in which case the
Both the first and the last day of the period shall begin and end, respectively, at the opening and closing of the stock market on which the securities of the transaction are registered, and the last day of the period shall be 30 days, without prejudice to the provisions of the second paragraph of Article 206.
offer.

LEY 19705
Art. 1 N° 28
.O.20.12.2000

the foregoing, the bidder may extend the bid only once and for a minimum of 5 days and up to 15 additional days. This extension must be communicated to the interested parties before the expiration of the offer, by means of a notice published on the same day in the newspapers in which the publications of the initial notice were made.

Law 20382
Art. 1 N° 39
.O.20.10.2009

Article 206.- During the term of an offer, offers may be submitted in respect of the same shares referred to in the preceding provisions. LEY 19705 other Art. 1 N° 28 .O.20.12.2000

These offers shall be governed by the rules of this Title and shall only be valid when their respective notices of commencement are published at least 10 days prior to the expiration of the term of the initial offer. The notices of commencement of competing bids shall be published in the same manner as provided in Article 202.

When an offer has been made through a stock exchange, the competing offers must be made under the same procedure and have the same expiration date. When the offer has not been made through a stock exchange, the competing offers may set their expiration date freely, in accordance with the rules of this title. However, in the event of an extension of the first offer, the competing offers may only be extended, in accordance with the preceding article, for a period of time that coincides with the expiration of the extension of the first offer, so that all the competing offers will have the same expiration date.

they end on the same date. Law 20382 .O.20.10.2009

Natural or legal interested as bidders in bids that are already underway may not participate in the newsimultaneousbids Art. 1 N° 40 in force.

As a result of the announcement of an offer, both the company issuing the shares that are the object of such offer, as well as the members of its board of directors, as the case may be, shall be subject to the following restrictions and obligations: LAW 19705 Art. 1 N° 28

a) offerit shall not be possibleacquire own shares; resolve tocreate subsidiaries; dispose of assets; sell sharesof the company's own stock; sell sharesthe company's ownthe company's own stock; sell shares of the company's own stock; sell shares of the company's own stock; sell shares of the company's own

The Commission may, however, authorize, by means of a resolution on the grounds thereof, any of the foregoing transactions, provided that they do not affect the normal development of the Company's business. However, the Commission may authorize, by means of a resolution on the grounds thereof, the execution of any of the foregoing transactions, provided that they do not affect the normal development of the Company's business.

offer. Law 21314 Art. 1 N° 3 .O.13.04.2021

b) The issuing company shall provide to offeror, within 2 working days from the date of publication of the notice of commencement, a list of shareholders that contains, at least, the information indicated in Article 7 of Law No. 18,046, with respect to those who were registered in such registry on that date.

c) The directors of the company must individually issue a written report with their informed opinion about the convenience of the offer for the shareholders. In the report, the director must indicate his relationship with the company's controller and with the bidder, and any

interest he may have in the transaction. The reports submitted must be made available to the public

in conjunction with the prospectus referred to in article 203 and a copy must be delivered within 5 business days from the date of publication of the notice of commencement to the Commission, the stock exchanges, the offeror and the administrator or organizer of the offer, if the offer is made by the offeror or organizer of the offer. if any.

Law 21314
Art. 1 N° 3
D.O. 13.04.2021

Article 208.- The offer shall be addressed to the shareholders of a company or of the series of question, if applicable.

LEY 19705 all
Art.1 N° 28
.O.20.12.2000

If the number of shares included in the
If the number of shares accepted in the offer exceeds the number of shares offered to be purchased, the offeror must purchase them pro rata from each of the accepting shareholders. For this purpose, a pro rata factor will be calculated by dividing the number of shares offered to be purchased by the total number of shares received. The acquisition will be made only for the whole number of shares resulting from the formula described above.

Article 209.- In the case of offers directed to aspecific series of shares, they shall be made

LEY 19705,
Art.1° N° 28
.O.20.12.2000

they shall be made
under the same conditions for the shareholders of said series.

If the preferences or privileges established for
a specific series of shares would grant
In the event of a pre-eminence in the control of the corporation, any offer directed to such series of shares shall require a joint offer for the same percentage with respect to the other series of shares of the corporation. For the purposes of this article, it shall be understood that control of the corporation may be obtained through any of the actions indicated in article 97.

Article 210.- The offers made in accordance with the provisions of this Title shall be irrevocable.

LAW 19705
Art. 1 N° 28
.O.20.12.2000

Notwithstanding the foregoing, bidders may contemplate objective causes for the expiration of their bid, which shall be
The information will be clearly and prominently included in both the prospectus and the initiation notice.

In the event that the offeror has proposed the acquisition of a minimum number of shares, the offer will be void when this is not achieved, a circumstance that will be prominently indicated both in the notice of commencement and in the prospectus referred to in the preceding provisions. The foregoing is without prejudice to the offeror reducing its claim to the securities received on the expiration date of the offer. This shall also apply in the event that the purchaser makes the offer resolutely conditional upon the acquisition of a minimum number of shares of another company during a simultaneous offer.

However, bids may be modified during the term of the bid only to improve the price offered or to

increase the maximum number of shares offered to be acquired. Any increase in the price will also favor those who have accepted the offer at its initial or previous price.

The offeror may make new offers for the same shares only 20 days after the offer becomes void for any of the causes contemplated in this provision.

Article 211.- Acceptance of the offer shall be retractable, in whole or in part The shareholders who have delivered their shares may withdraw up to before the expiration of the term or its extensions. In In such case, the offeror or the administrator of the offer, if any, must return the securities, transfers and other documentation provided by the shareholder as soon as the latter informs him in writing of his retraction.

LEY 19705 Art. 1 N° 28 .O.20.12.2000

Article 212.- On the third day following the date of expiration of the term of validity of an offer or of its extension, the bidder shall publish in the same newspapers in which the notice was published The Company will provide information on the result of the offer, including the total number of shares received, the number of shares to be acquired, the pro rata factor, if any, and the percentage of control that will be achieved as a result of the offer. All this information must be sent to the Commission and to the stock exchanges on the same date on which the notice of acceptance is published.

LEY 19705 For Art.1 N° 28 .O.20.12.2000

all legal purposes, the date of acceptance by the shareholders and of formalization of each sale of securities shall be that of the day on which the noticeacceptance is published

Law 21314 Art. 1 N° 3 .O.13.04.2021

The shares that have not been accepted by D.O.13.04.2021 offeror will be made available to the shareholders. immediately by the offeror or by the company, once the process of registration of the shares in the Shareholders' Registry has been completed, as the case may be.

If after the period indicated in the first paragraph, the offeror has not published the notice of results, the shareholders may withdraw their acceptance.

In any case, the bidder's declaration may not be issued more than 15 days after the expiration of the term of the bid, including its extensions. If this does not occur, it shall be understood that the bidder has committed a serious breach of its obligations.

Article 213.- The offeror shall state in theoffer whether it intends to keep the company subject to the rules applicable to open corporations and registered in the Securities Registry, for a term or indefinitely, even if it is not legally obligated to do so.

LEY 19705 Art. 1 N° 28 .O.20.12.2000

Article 214.- The Commission, in accordance with its

The Board may make observations and require the bidder to provide additional information in addition to that provided, so that investors have the truthful, sufficient and timely information required to decide whether to accept the offer.

LAW 19705
Art. 1 N° 28
.O.20.12.2000

Deficiencies in the information provided or the non-compliance with the requirements established in this law, shall entitle the Commission to suspend for up to 15 days the commencement or continuation of the bid. This suspension may be extended once and for the same term. If upon expiration of the extension, the causes that founded it still exist, the Commission shall annul the bid by resolution of the Board.

Law 21314
Art. 1 N° 3
D.O. 13.04.2021

Notwithstanding the limitations contemplated in the laws that regulate them, the fund management companies supervised by the Commission may participate as acceptors in the public offerings referred to in this Title, on behalf of the respective funds, disposing of the corresponding shares and exercising all the rights that they are entitled to.
assist in such capacity.

LEY 19705
Art. 1 N° 28
O.D. 20.12.2000
Law 21314
Art. 1 N° 3

Article 216.- Transactions arising from public offer for the acquisition of shares may be brokered off-exchange by securities brokers or stockbrokers.

.O.13.04.2021 a
LEY 19705
Art. 1 N° 28
.O.20.12.2000

If they are brokered by brokers outside the stock exchange, they must report the transactions to the stock exchanges of which they form part so that they may incorporate them into the information systems for investors.

TITLE
Public offering of shares or securitiesArt.
convertibles

XXVILEY 19705
1 N° 28
abroadO.J.O. 20.12.2000

The issuers of publicly offered securities shall be authorized to register such securities abroad, for the purpose of allowing their offering,
listing and trading on international markets.

Law 20382
Art. 1 No. 41
O.D. 20.10.2009

Issuers shall be obliged to submit to the Commission and to the local stock exchanges the same information and within the same terms as must be submitted to the foreign regulatory authorities and international markets, for the securities they register,

and traded in such markets.

LEY 19705
Art. 1 N° 28
.O.20.12.2000

The information to be provided in aforeign language shall be submitted to the Commission and to thelocalexchanges, in original text and with a translation made by the issuer itself in Spanish language, duly signed by the issuer's manager. Said information shall be considered as an authentic document for all legal effects, as soon as it is delivered to the Commission.

Law 21314
Art. 1 N° 3
.O.13.04.2021

Article 219.- The holders of certificates or securities issued against deposited shares, shall have the same rights conferred by law orby the bylaws to all shareholders of the corporation, the The depository institution shall comply with the stipulations of the deposit contract or with the instructions received from time to time.

LEY 19705
Art. 1 N° 28
.O.20.12.2000

The depositary of the certificates representing the securities will vote at shareholders' meetings in the manner agreed in the deposit agreement. In matters not provided for in the contract, the depositary will follow the instructions received from the respective holders of the securities, for each of the matters indicated in the notice of the meeting. If the depositary is unable to vote, the shares represented by him shall only be considered for the calculation of the attendance quorum.

The infringement of the instructions or the absence thereof shall not invalidate the vote that has been cast, but shall make the depositary liable for the damages caused to the holders of the certificates.

TITLE XXVII OF THE GENERAL FUND MANAGERS REPEALED.

Law 20712
Article FOUR
O.D. 07.01.2014

Article 220°.- (REPEALED)

Law 20712
Article FOUR
O.D. 07.01.2014

Article 221°.- (REPEALED)

Law 20712
Article FOUR
O.D. 07.01.2014

Article 222.- (REPEALED)

Law 20712
Article FOUR
O.D. 07.01.2014

Article 223.- (REPEALED)

Law 20712
Article FOUR
O.D. 07.01.2014

Article 224.- (repealed)	Law 20712 Article FOUR O.D. 07.01.2014
Article 225.- (REPEALED)	Law 20712 Article FOUR O.D. 07.01.2014
Article 226°.- (REPEALED)	Law 20712 Article FOUR O.D. 07.01.2014
Article 227°.- (REPEALED)	Law 20712 Article FOUR O.D. 07.01.2014
Article 228°.- (REPEALED)	Law 20712 Article FOUR O.D. 07.01.2014
Article 229°.- (REPEALED)	Law 20712 Article FOUR O.D. 07.01.2014
Article 230°.- (REPEALED)	Law 20712 Article FOUR O.D. 07.01.2014
Article 231°.- (REPEALED)	Law 20712 Article FOUR O.D. 07.01.2014
Article 232°.- (REPEALED)	Law 20712 Article FOUR O.D. 07.01.2014
Article 233°.- (REPEALED)	Law 20712 Article FOUR O.D. 07.01.2014
Article 234°.- (REPEALED)	Law 20712 Article FOUR O.D. 07.01.2014
Article 235°.- (REPEALED)	Law 20712 Article FOUR O.D. 07.01.2014

Article 236°.- (REPEALED)

Law 20712
Article FOUR
O.D. 07.01.2014

Article 237°.- (REPEALED)

Law 20712
Art. FOURTH
O.D. 07.01.2014

Article 238°.- (REPEALED)

Law 20712
Art. FOURTH
O.D. 07.01.2014

TITLE XXVIII

Law 20382
Art. 1 N° 42
O.O. 20.10.2009

OF EXTERNAL AUDITING FIRMS

For the purposes of this law, external auditing firms are companies that, under the direction of their partners, mainly render the following services to the issuers of securities and other persons subject to the Commission's oversight:

Law 20382
Art.1 N° 42
.O.20.10.2009

a) They selectively examine the amounts, backups and background information that make up the accounting andfinancial statements

Law 21314
Art. 1 No. 3
.O.13.04.2021

b) They evaluate the accounting principles used and the consistency of their application with the standards. significant estimates made by management.

c) They express their conclusions about the overall presentation of the accounting and financial statements, indicating with a reasonable degree of assurance, whether they are free from material misstatement and comply with relevant standards on a fair, consistent and reliable basis.

References made in this or other laws to external auditors registered in the registry of the Commission or similar expressions shall be understood to be made to external auditing firms registered in the Registry of External Auditing Firms maintained by the Commission pursuant to this Title, hereinafter referred to as the "Registry".

Any external auditing firm may provide its services to issuers of securities and to open and special corporations, provided that it, the partners subscribing the audit reports, those in charge of directing the audit and all members of the audit team, have independence of judgment with respect to the audited entity and comply with the provisions of this title.

Article 240. External auditing firms

shall be subject to the Commission's supervision with respect to external auditing services, which may only be provided after registration in the Register, and as long as they are registered therein.

Law 20382 Art. 1 No. 42 .O.20.10.2009

The Commission shall make the registration in the Register once the external audit firm certifies compliance with the legal requirements and internal regulations.

Law 21314 Art. 1 N° 3 .O.13.04.2021

External auditing firms, when applying for their registration in the Register, must attach a copy of their (i) the rules of procedure, control and audit analysis; (ii) the rules of confidentiality, handling of privileged or confidential information; and (iii) the rules for the management of the company's activities, which shall establish at least the following matters: (i) the rules of procedure, control and audit analysis.
(iii) the standards of independence of judgment and technical suitability of the personnel in charge of the direction and execution of the external audit. The Commission, by means of a standard of
In general, it may regulate the essential contents of such standards, the minimum standards of technical suitability and their forms of accreditation.

The registration referred to in the preceding paragraphs may be cancelled when the Commission so decides, by means of a well-founded resolution and after hearing the external auditing firm concerned, for having incurred in any of the following situations:

a) Failure to comply with any of the requirements necessary for registration. The Commission, in qualified cases, may grant the interested party a term to remedy the non-compliance, which in no case may exceed 120 days.

b) Failure to perform the external auditing function, under the terms set forth in Article 239 of this law, for more than one year.

c) If a member is in any of the situations indicated in article 241 and remains in such situation for more than ninety days.

In addition, such registration may be cancelled or suspended for a period of up to one year in the same manner indicated in the preceding paragraph, when the external auditing firms are responsible for:

a) Incurring in serious or repeated violations of the obligations or prohibitions imposed by this law, its complementary rules or other provisions that govern them.

b) Carrying out transactions incompatible with the sound practices of the securities markets.

Article 241. The following may not be partners of a company of audit:

Law 20382 Art. 1 N° 42 .O.20.10.2009

a) Those who are officers or workers under employment or fee-based contracts of the Central Bank of Chile. Chile, the Commission and the Superintendency of Pensions, as well as those who are subject to the

inabilities and prohibitions set forth in the articles 35 and 36 of Law No. 18,046, except for teaching or academic work that may be included in No. 18,046. 4 of the aforementioned article 35.

Law 21314. Art. 1 N° 21 a) .O.13.04.2021

b) Whoever has been seriously or repeatedly sanctioned by the Commission pursuant to Decree Law No. 3,538, of 1980, or decree with force of law No. 251, of 1931, of the Ministry of Finance; or convicted in accordance with articles 59 to 61 of this law or article 134 of the law N° 18.046;

Law 21314 Art. 1 N° 21 b) .O.13.04.2021

c) Whoever has been sanctioned seriously or repeatedly by the Commission, for infractions of the decree with force of law, shall be subject to the following penalties Law No. 3, of the Ministry of Finance, of 1997, which establishes the consolidated, systematized and concordant text of the General Banking Law and other legal bodies indicated,
o by the Superintendency of Pensions

Law 21314. Art. 1 N° 21 c) .O.13.04.2021

d) Who, at the time of the execution of the acts, was controller or administrator of a legal person sanctioned in accordance with the rules referred to in letters b) and c) above.

e) The administrators of banks and financial institutions, stock exchanges, securities intermediaries or any institutional investor and persons who, directly or through other natural or juridical persons, own 5% or more of their capital.

Article 242. External auditing firms may carry out activities other than those indicated in the following Articles. in Article 239, provided that they do not compromise their technical suitability or independence of judgment in the provision of external auditing services, and subject to compliance with their internal regulations.

Law 20382 Art. 1 N° 42 .O.20.10.2009

However, external auditing firms may not to provide simultaneously and with respect to the same entity of those indicated in the first paragraph of article 239, external auditing services and any of the services indicated below:

a) Internal audit.

b) Development or implementation of accounting and financial statement presentation systems.

c) Bookkeeping.

d) Appraisals, valuations and actuarial services involving calculation, estimation or analysis of events o factors of economic incidence that serve to determine the amounts of reserves, assets or liabilities and that entail an accounting record in the audited entity's financial statements.

e) Advice for the placement or intermediation of

securities and financial agency. For these purposes, those services rendered due to legal or regulatory requirements in relation to the information required for cases of public offering of securities shall not be understood as advisory services.

f) Advice on hiring and administration of personnel and human resources.

g) Sponsorship or representation of the audited entity in any type of administrative, judicial or arbitration proceedings, except in tax audits and lawsuits, provided that the amount of all such proceedings is immaterial according to generally accepted auditing criteria. The professionals who carry out such proceedings may not intervene in the external audit of the person they defend or represent.

In open corporations, only when so agreed by the Board of Directors, after a report from the Directors' Committee, if any, the external auditing firm may be hired to provide services that, not being included in the above list, do not form part of the external audit.

The following shall be presumed to lack independence of judgment with respect to an audited company natural persons participating in the external audit:

Law 20382
Art. 1 N° 42
.O.20.10.2009

a) Those related to the audited entity in the terms established in Article 100.

b) Those who have any relationship of subordination or dependence, or those who provide services other than external auditing to the audited entity or any other of its corporate group.

c) Those who own securities issued by the audited entity or by any other entity of its business group or securities whose price or result depends or is conditioned, in whole or in significant part, to the variation or evolution of the price of such securities. For the purposes of this letter, the securities held by the spouse shall be considered as well as the pledges, options and the received by it as a guarantee.

d) Employees of a securities intermediary with a securities placement contract in force with the audited entity and related persons of the audited entity.

e) Those who have or have had during the last twelve months an employment relationship or significant business relationship with the audited entity or with any of the entities of its corporate group, other than the external audit itself or the other activities performed by the external audit firm in accordance with this law.

f) The partners of the external audit firm, when they conduct the audit of the entity for a period exceeding 5 consecutive years.

It shall be understood that an external auditing firm does not have independence of judgment with respect to of an audited entity in the following cases:

Law 20382 Art.1 N° 42 .O.20.10.2009

a) If you have, directly or through other persons natural or juridical persons, a significant relationship with contractual or credit, active or passive, with the audited entity or with any of the entities of its corporate group, other than the external audit itself or the other activities permitted in accordance with Article 242.

b) If, directly or through other entities, it owns securities issued by the audited entity or by any other entity of its corporate group.

c) If it has provided directly or through other persons, any of the services prohibited in accordance with the provisions of Article 242 simultaneously with the external audit.

In the event of the existence or occurrence of any of the grounds for lack of independence of judgment described in the preceding articles, the external auditing firm shall inform the board of directors or the administrative body of the audited entity and may not render or continue rendering its auditing services to the audited entity.
external audit, except in the following circumstances:

Law 20382 Art. 1 N° 42 .O.20.10.2009

a) In the cases of Article 243, when the persons affected are separated from the audit team and are apply corrective measures to ensure the reestablishment of independent judgment with respect to the audited company, or

b) In the event of any of the causes related to lack of independence in Article 244 and this is not remedied within 30 days following said report, the external auditing firm may continue to provide the services contracted for the current fiscal year.

The external auditing firms are especially responsible for examining and expressing their professional and independent opinion on the accounting, inventory, balance sheet and other financial statements in accordance with the Generally Accepted Auditing Standards and the instructions issued by the Commission, as the case may be.
In addition to the provisions of article 239, the external auditing firms shall:

Law 20382 Art.1 No. 42 .O.20.10.2009

a) Point out to the management of the audited entity and to the committee of directors, as the case may be, the deficiencies that

Ley 21314

are detected in the course of the external auditArt . 1 N° 3
in the adoption and maintenance of accounting practices, .O.13.04.2021
administrative and internal audit systems,
identify discrepancies between the accounting criteria
applied in the financial statements and the relevant
criteria generally applied in the industry in which the
entity operates, as well as in compliance with the tax
obligations of the company and its subsidiaries included in
the respective audit.

b) Communicate to the relevant supervisory bodies any
serious deficiencies referred to in the preceding paragraph
and which, in the opinion of the auditing firm, have not
been remedied in a timely manner by the management of the
audited entity, insofar as they may affect the fair
presentation of the financial position or the results of
operations of the audited entity.

c) Inform the audited entity, within the first two
months of each year, if the income obtained from it,
alone or together with the other entities of the group to
which it belongs, whatever the concept for the
The amount of the external audit services received, and
including in such calculation those obtained through its
subsidiaries and parent company, exceed 15% of the total
operating income of the external audit firm for the
preceding year. In the case of open corporations, after such
notice, the external audit services may only be renewed by
the ordinary shareholders' meeting by two thirds of the
voting shares, and so on in all subsequent years, as long as
the revenues of the external audit firm exceed the
percentage of the total operating revenues of the company.
indicated.

Only for the purposes of the external audit, the
audited entity shall make available to the external audit
firm all the information necessary to perform such service,
including all books, records, documents and background of
the entity and
of its subsidiaries, if any. Law 20382
Art.1 No. 42
.O.20.10.2009

In the event that the information made available to it
is confidential or subject to confidentiality, the company of
The external audit shall be kept secret and shall be
responsible for any improper disclosure or use made of
it by its employees.

Any opinion, certification, report or opinion of the
external auditing firm shall be based on auditing
techniques and procedures that grant a reasonable degree
of reliability, provide sufficient elements of judgment,
and its content shall be truthful,

Law 20382
The external audit firm shall maintain, byArt . 1 No. 42
at least six years from the date of issuance .O.20.10.2009
of such opinions, certifications, reports or rulings,
all the background information on which it was based. The
Commission may, by means of a general rule, establish the
means and conditions for archiving and

custody of such records. In no case may documents that are directly or indirectly related to the
with any pending controversy or litigation.

Law 21314
Art.1 N° 3
.O.13.04.2021

The external audit report of the entities domiciled in Chile must be signed by
partner with domicile and residence in Chile who conducted the audit. When summoned, anyone who has signed the audit reports must attend the shareholders' meetings to answer any questions that may be asked regarding their report and any relevant activities, procedures, findings, recommendations and conclusions. The Committee may authorize mechanisms to comply with the aforementioned obligation by means of communication that guarantee the accuracy and simultaneity of their opinions.

Article 249. External audit firms, in the provision of their external audit services, and the persons who on their behalf participate in such audit, shall be liable even for slight fault for damages that

Law 20382
Art. 1 N° 42
O.D. 20.10.2009

TRANSITIONAL PROVISIONS

Article 1°.- To the issuance of securities
The laws and regulations that were in effect prior to the enactment of this law will be applicable to them until the redemption or total payment of the respective issue, regardless of the form or instruments used therein.

Art. 2 The currently existing stock exchanges may choose to transform themselves into one
The Company may, in accordance with the provisions of this law, contribute all or part of its assets and liabilities to a stock exchange to be established in accordance with its provisions, amend its bylaws to change its line of business to non-exchange activities or agree to its early dissolution.

In the event that the transformation process is chosen, it will be completed by modifying its bylaws to adapt them to the new bylaws.
characteristics established in this law for the stock exchanges, the legal personality of the transformed company remaining subsisting.

If on December 31, 1982, the current stock exchanges have not perfected any of the alternatives referred to in the first paragraph of this provision, they shall be dissolved by operation of law.

precedingparagr
aphs,
and brokers
stock exchanges
.O.31.10.1981
D.O.31.10.1981 of stock exchange existing on the date of publication of the

The provisions of the present law shall apply to them as far as they are compatible, prevailing over the statutory and regulatory rules that governed them.

Art. 3° Legal entities that form their corporate name with any of the expressions referred to Article 37 of the present law must within 90 days from the effective date, amend its bylaws to eliminate such reserved terms.

RECTIFICATION.O.31.10.1981

JOSE T. MERINO CASTRO, Admiral, Commander in Chief of the Navy, Member of the Governing Board - CESAR RAUL BENAVIDES ESCOBAR; Lieutenant General of the Army, Member of the Governing Board - JAVIER LOPETEGUI TORRES, General of Aviation, Commander in Chief of the Air Force, Member of the Governing Board JAVIER LOPETEGUI TORRES, General of Aviation, Commander in Chief of the Air Force and Member of the Junta de Gobierno subrogante.- MARIO MAC KAY JARAQUEMADA, General Subdirector, General Director of Carabineros and Member of the Junta de Gobierno subrogante.

Inasmuch as it has pleased me to approve the foregoing law, I hereby sanction and sign it in token of promulgation. Be it enacted as a Law of the Republic.

Register with the Office of the Comptroller General of the Republic, publish in the Official Gazette and insert in the Official Gazette of the Office of the Comptroller General.

AUGUSTO PINOCHET UGARTE, General of the Army, President of the Republic Sergio de Castro Spikula, Minister of Finance.

Which I transcribe for your information.

- RECTIFICATION.O.31.10.1981

Yours faithfully Enrique Seguel Morel, Lieutenant Colonel, Undersecretary of Finance.