

BOARD OF DIRECTORS

DIRECTORS

Directors	Title	Meeting
José Alfredo Chacón Pérez	Executive President	Monthly
Bernardo Valenzuela Cadena	Managing Director of Navistar Mexico	
Vishal Khairari	CFO	

FUNCTIONS

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| <p>Provide direction for the attainment of institutional goals</p> | <ul style="list-style-type: none"> • Run the organization according to the policies, guidelines and priorities which, as per the provisions issued by the competent authorities, are implemented to attain the objectives and goals set in the institutional programs. |
| <p>Agree upon proposals with funding sources</p> | <ul style="list-style-type: none"> • Agree upon proposed strategies to negotiate with funding sources through the Chief Financial Officer. |
| <p>Approve policies for the use of resources</p> | <ul style="list-style-type: none"> • Approve policies to ensure an appropriate use of, and profit from, the institution's human and material resources. • Approve operational and financial programs, general expense and investment budgets, annual income estimates, as well as reports on budget allocation. • Approve business operation manuals, including, BCP, Internal Control, Organization, Credit and Accounting Procedures, and other required manuals. |
| <p>Approve the objectives of the Internal Control System</p> | <ul style="list-style-type: none"> • Understand and approve the Internal Control System, as well as the guidelines for its implementation. • Determine the appropriate actions to remedy any deviation found and implement the corresponding corrective actions. |
| <p>Approve the Institution's Code of Ethics</p> | <ul style="list-style-type: none"> • Approve, as applicable, the Code of Ethics and promote its dissemination and implementation in coordination with the Executive President. • Annually review objectives, policies and procedures relative to the Organization's internal control, as well as assess the management of these carried out by Committees and Executive Presidency. • Analyze, through reports prepared for such purpose by the Executive Presidency and the Audit Committee, the proper operation of the Internal Control System. • Analyze the Institution's financial information in order to be aware of its profitability. • Review the establishment of fund reserves and the allocation of profit, and determine the manner and terms under which these shall be made. • Receive and follow up any observations made by the External Auditor. • Agree upon the creation of any Committees necessary for the appropriate performance of the Organization's operations. |

- Designate Committee members**
 - Designate, approve and remove Committee members, according to the regulations set, upon the proposal of the Executive President.
 - Order the preparation of, review, and approve the regulations and operational manual of the relevant Committees.
 - Approve, upon Executive President's proposal, the strategies, policies and procedures for the appropriate operation of the Committees.
 - Grant to Committees the necessary powers as per their specialization, considering the regulations and procedures provided for such purpose.
- Appoint External Auditor**
 - Appoint, upon the Audit Committee's proposal, the external auditor and internal auditor, pursuant to the provisions issued on this matter by the CNBV.
 - Approve the objectives, guidelines and policies regarding loan origination and management, which shall be consistent, compatible and complementary with those set by the Management Risk Officer.
- Approve Institution's Manual**
 - Approve the proposals made by the Executive President relative to the following manuals:
 - Organization Manual
 - Risk Management Manual
 - Credit Procedure Manual
 - Accounting Manual
 - Manual for the Prevention of Money Laundering and Terrorist Financing.
- Approve general reports**
 - Review and approve, as applicable, any general and special reports submitted for its consideration by the Executive President
 - Analyze, through reports prepared for such purpose by the Executive Presidency and the Audit Committee, the proper operation of the Internal Control System.
- Approve annual programs dedicated to material resources management**
 - Approve any annual programs dedicated to the acquisition, lease and transfer of real property and movable property, to the performance of works and provisions of services required by the Organization, as well as to policies and general bases governing the agreements, contracts, purchase orders and understandings entered into with third parties relative to the aforementioned issues, as per the applicable regulations.
 - Approve the annual programs relative to advertising and publicity of the Institution.
- Approve the operations of the Credit Committee**
 - Annually ratify the monthly reports issued by the credit area, where the transactions approved by the Credit Committee >\$500K USD are recorded.