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1. PURPOSE

The Manual of the Transparency and Business Ethics Program, is established in accordance with chapter XIII of the Basic Legal Circular of the Superintendency of Corporations and their modifications (, and aims to implement in **Inchcape Colombia S.A.S., Derco Colombia S.A.S., Derco Agencia Seguros LTDA, Distribuidora Hino de Colombia S.A.S. Inmobiliaria Inchcape Colombia S.A.S., BravoAuto S.A.S., Inchcape Digital Delivery Center Colombia S.A.S., Matrase S.A.S** (the "Company" or The Companies) in an effective manner, guidelines and processes to prevent the conduct of transnational bribery and any other corrupt practice on the part of: (i) its employees, senior managers, shareholders, administrators, and associates (ii) contractors and (iii) suppliers (hereinafter respectively the "Collaborators" and "Contractors").

The design and implementation of the Transparency and Business Ethics Program (hereinafter, the "TBEP" or the "Program"), reflects the Company's organizational commitment to avoid bribery, and transnational bribery in particular; and any other corrupt practice, committed directly and immediately in the interest or for the benefit of the Company. For the same reason, this program is testimony that, in the event that any of the shareholders, administrators, employees, contractors, suppliers , and, in general, individuals acting on behalf, on behalf of, and in representation of the company incurs in this conduct, not only contravenes the culture of corporate integrity of the Company, but also that such events took place despite the efforts made by the Company to avoid it.


To deter this behavior, the Company, through the TBEP, identifies, quantifies, and controls the inherent risks to its corporate purpose and operation. Likewise, it focuses on the timely detection of these risks and on the continuous improvement of the respective processes; thus, mitigating the probability of occurrence of the risk of committing crimes.

Finally, through the design, implementation and supervision of the TBEP, the Company seeks to comply with the management and supervision duties imposed by law.

2. SCOPE

The TBEP considers the crime of transnational bribery and any other corrupt practice to strengthen the corporate anti-corruption culture based on the principles of integrity and consistency.


The TBEP is applicable and is directed towards shareholders, administrators, employees, suppliers, and, in general, individuals acting on behalf of, on behalf of, and in representation of the company, who must ensure its compliance in all their business, contractual, or legal relationships.

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3. DEFINITIONS


The following are some definitions of terms that used in this document:

- **Senior Management and Administrators:** These are the persons appointed to manage and direct the Companies, whether they are members of collegiate bodies or individuals.
- **Shareholders and Associates:** Are individuals or companies who have made a contribution in money, work or other assets that can be valued in money to the Companies, in exchange for quotas, parts of interest, shares or any other form of participation contemplated by Colombian law.
- **Compliance audit:** It is the systematic, critical, and periodic review of the proper execution of the Transparency and Business Ethics Program.
- **Channel of complaints:** Means provided by the Company to receive inquiries and complaints, enabled 24 hours a day, 7 days a week, and free of charge. These means are accessible: through the website www.ethicspoint.com or by calling the following telephone number: 01800-9-155860 (Colombia).
- **Self-Bribery:** According to Article 405 of the Criminal Code, a public servant who receives money or any other benefit for themselves or for another person, or accepts a direct or indirect promise of reward to delay or omit an act within their official duties or to carry out an act contrary to their official duties.
- **Improper Bribery:** Article 406 of the Criminal Code. A public servant who accepts money or any other benefit for themselves or for another person, or a direct or indirect promise of reward, for an act they must perform in the course of their duties. A public servant who receives money or any other benefit from a person with an interest in a matter under their jurisdiction.
- **Bribery by Giving or Offering:** Article 407 of the Criminal Code. Anyone who gives or offers money or any other benefit to a public servant in the cases outlined in Articles 405 and 406 of the Criminal Code.
- **Corruption:** All behaviors aimed at benefiting a company, seeking profit or advantage, or being used as a means in the commission of crimes against public administration or public assets, or in the commission of acts such as bribery by giving and offering, private corruption, and transnational bribery.
- **Private Corruption:** Within the crime of "Abuse of Trust" (Article 250 A), anyone who directly or through an intermediary promise, offers, or grants a gift or any unjustified benefit to directors, administrators, employees, or advisors of a corporation, association, or foundation in order to

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gain favor for themselves or a third party, to the detriment of the entity.

- **Contractor:** Refers, in the context of an international business or transaction, to any third-party providing services to a Legal Entity or having with it a contractual relationship of any nature. Contractors may include, among others, suppliers, intermediaries, agents, distributors, advisors, consultants, and persons who are party to collaboration or risk-sharing contracts with the Legal Entity.
- **Bribes:** Any kind of benefit or advantage, whether it is of a financial nature or not, obtained by the authority or public official in the crime of bribery, for their own benefit or that of a third party. It can be a direct or indirect benefit, but of sufficient significance to impair their impartiality in the exercise of their function. (Definition taken from RAE)
- **Due diligence:** Periodic review of the legal, accounting, and financial aspects related to an international business or transaction, its purpose is to identify and evaluate the risks of Transnational Bribery that may affect a Legal Entity, its Subordinate Companies and Contractors. With respect to Contractors, it is also suggested to carry out a verification of their good credit and reputation. In no case shall the term Due Diligence in this document refer to due diligence procedures used in other risk management systems (e.g., money laundering and terrorist financing), which are governed by different rules.
- **Employee:** Is the individual who undertakes to render a personal service under subordination to the Companies or any of its Subordinate Companies, in exchange for remuneration.
- **Transparency and Business Ethics Program Compliance Manual:** This document includes all the elements of the Companies' TBEP, that allows the Company to identify, detect, prevent, and mitigate the risks of Transnational Bribery.
- **Law 1778 or Anti-Bribery Law:** It is Law 1778 of February 2, 2016.
- **Compliance Officer:** The natural person appointed by the Senior Management of the Companies, to lead and manage the TBEP which includes a Transnational Bribery Risk Management System.
- **Bribery:** The offering, promise, delivery, or acceptance of an undue advantage of any value (which can be of a financial or non-financial nature), directly or indirectly, and regardless of its location, in violation of applicable law, as an incentive or reward for a person to act or refrain from acting in connection with the performance of their duties.
- **Transnational Bribery:** Article 433 of the Criminal Code. Giving, promising, or offering to a foreign public official, for their own benefit or that of a third party, directly or indirectly, sums of money, any object of pecuniary value, or other benefit or advantage in exchange for them

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performing, omitting, or delaying any act related to the exercise of their functions in connection with an international business or transaction.

4. LEGAL FRAMEWORK

4.1. Corruption

Corruption, in general, is the willingness to act dishonestly by abusing the power entrusted by the Company to obtain a benefit or interest by offering bribes or personal benefits, either directly or indirectly and unfairly favoring third parties against the Company's interests or in pursuit of obtaining benefits for the Company. Corruption not only creates unfair competition between companies but also limits the path to organizational efficiency and personal integrity.

4.2. Types of corruption

There are two types of corruption which depend on who obtains the benefit derived from the act of corruption, that is:

- **Private corruption:** When bribery, corruption, or bribery is committed for the benefit of a natural person, either for themselves or for a third party.
- **Corporate corruption:** When bribery, corruption, or bribery is committed for the benefit of a company or institution, or the 'companies.

To facilitate the understanding of the events that may be considered corruption, this Manual classifies corruption into: Conflicts of Interest and Bribery.


4.2.1. Conflict of Interest

Conflicts of interest occur when the private interest of a direct officer or Contractor of the Company prevails over the interest of the Company when making a decision or carrying out an action. Therefore, the person or third party involved would obtain an illegitimate advantage to the detriment of the Company's interests.

Conflicts of interest are not only limited to the direct officers of the Company but apply to all those persons or entities that represent the interests of the Company, including: Suppliers, Contractors, subcontractors, partners, and their employees.

For the Company, conflicts of interest are regulated in 4 documents, namely:

- Law 734 of 2002: Pursuant to Article 40 of the Unique Disciplinary Code (Law 734 of 2002):

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"All civil servants must declare themselves impeded from acting in a matter when they have a particular and direct interest in its regulation, management, control or decision, or their spouse, permanent partner, or any of their relatives within the fourth degree of consanguinity, second degree of affinity or first civil degree, or their partner or partners in fact or in law.

When the general interest, proper to the public function, conflicts with a particular and direct interest of the civil servant, they must declare themselves impeded".

- (ii) **Code of Ethics:** In addition to the provisions of the above documents, for the Code of Ethics, there are conflicts of interest that do not depend on the degrees of consanguinity and affinity, such as de facto and de iure partnerships, which may also constitute a conflict of interest, some examples are: familiars, friends, partners, associates, compadres, among others.

Conflicts of interest are considered acts of corruption when they are concealed or not disclosed, based on the above, all Company employees must comply with the Conflict of Interest Policy and:

- Not to make decisions on the particular situation of the conflict of interest.
- Declare themselves impeded.
- Report the potential conflict of interest using the established format, directly to the People Management or through your immediate superior and/or the Compliance Lead. They will assess the specific situation and make a decision following the flow outlined in the internal Conflict of Interest Policy.


If you are an immediate superior of an employee and a conflict of interest is reported to you, you must immediately report to the People Management, Legal Manager, and Compliance Lead.

4.2.2. Bribery and Transnational Bribery

A bribe can be an offer, payment, promise of future delivery or request for anything of value such as: money, gifts, payment authorizations, information, employment, scholarships, discounts, cancellation or payment of debts, entertainment, travel expenses, insurance, taxes, or payments in general, improperly or not corresponding, in favor of a third party as an incentive or reward, to influence them to act or refrain from acting in connection with the performance of that person's obligations.

It is possible to be immersed in a bribery situation when a proposal to unduly benefit a public servant or foreigner is solicited or accepted in exchange for an immediate or future benefit.

A private bribe that is requested or accepted by direct officers of the Company or any person or entity that represents it, such as: Suppliers, Contractors, subcontractors, partners and their employees, is considered a corruption event.

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The following may be considered as bribe payments, including but not limited to them:

- Money, securities
- Political contributions in cash or in kind
- Donations to charities or public charities in cash or in kind
- Payment or reimbursement of travel expenses
- Offer of employment
- Discounts
- Payment of public or private services
- Partial payments, cancellation or forgiveness of debts
- In-kind services (painting, electricity, consulting)
- Gifts
- Commissions and/or discounts
- Scholarships
- Entertainment (e.g. meals, tickets to events and shows, etc.)
- Improvements to real or personal property owned by the government official or their family members
- Payment for personal and/or professional services for the benefit of a staff member or their family members
- Telephones/Cellular phone plans

Some gifts, presents and/or hospitality may be considered bribes depending on the context.

If you face a situation where you must determine whether it is appropriate or inappropriate to receive a gift, present or attention, ask yourself the following questions:


- Is it the intention to show kindness or is it done to influence a decision?
- Could the gift constitute an obligation for you towards the third party?
- Would you be embarrassed if your co-workers find out that you received the gift?
- If the same gift is offered to a colleague, how would you view it?
- Would you offer such gifts without expecting anything in return?

The answers to the above questions will guide you in the particular situation.

Bribes must be firmly rejected and must be brought to the attention of the area in charge within the Company, through the channels for queries and complaints.

4.3. Extortion

Economic extortion is understood as any act of bending the will of another person's will by force and/or intimidation, to obtain a benefit from the Company for oneself or for a third party; in this

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sense, the Company rejects any extortive act, which generates criminal sanctions regulated in Law 599 of 2000, the Colombian Criminal Code.

4.4. Applicable regulations

Corruption is regulated through national and international laws.


The main Colombian regulation in this area is the Anti-Corruption Statute (Law 1474 of 2011) and other complementary decrees.

4.5. Actions that constitute acts of corruption

4.5.1. In contracting

One of the processes most impacted by corruption is contracting. The following are the main examples of improper typologies for this process:

- (i) In the preparation:
 - a. Contract addressing based on the technical specifications.
 - b. Manipulating the information or conditions of the purchase/contracting need to be awarded to one or several third parties in particular.
 - c. Purchases or contracting of services for values that are not in line with actual market values.
 - d. Leaking or manipulating sensitive technical information for a third party's own benefit.
- (ii) In the selection of the contractor:
 - a. Addressing the type of Contractor selection process.
 - b. Addressing the Contractor to be selected
 - c. Influencing the bid evaluation process or adjusting the results to favor one of the participants.
 - d. Selection of suppliers by direct contracting without sufficient justification.
 - e. Manipulate the type of selection process.
 - f. Fractionation of contracts
 - g. Awarding contracts in exchange for favors or personal benefits.
 - h. Leaking or manipulating sensitive technical information for one's own or a third party's benefit.
- (iii) In the execution of the contract
 - a. Lack of control over changes in specific activities during the execution of the contractor project that is the subject of the contract.

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- b. Requesting or receiving participation, profit or bribe from the contractor.
- c. Leaking or manipulating sensitive technical information for one's own benefit or for the benefit of a third party.
- d. Manipulating contract or project progress reports to expedite a payment.
- e. Influencing the conclusions of third-party contract supervisors by concealing or manipulating relevant contract or project information.
- f. Receiving or requesting gifts or gratuities from contractors or suppliers.
- g. Payment for goods or services that have not been received or do not comply with the technical specifications agreed upon in the contract.

4.5.2. Facilitation payments

These are payments made to secure or expedite routine and legal proceedings with civil servants. Such acts are prohibited by the Company, even if they are of a minor amount. These payments may be:

- (i) Payments to expedite or facilitate obtaining an operating or environmental license.
- (ii) Payments to influence a judicial decision.
- (iii) Payments to Influence a customs broker to issue permits or deliver goods detained in a customs office.
- (iv) Payments to avoid a tax audit.


4.5.3. Political contributions

Political contributions include any contribution, in cash or in kind, made for the purpose of supporting a political cause. In-kind contributions may include gifts of goods or services, advertising or promotional activities that support a political party, the purchase of tickets to fundraising events, and contributions to research organizations linked to a political party.

Neither direct nor indirect contributions must be made to political parties, organizations or individuals involved in politics, in exchange for obtaining advantages in transactions of a commercial nature.

Among the payments considered political contributions are the following:

- (i) Authorizing and paying political contributions in favor of any political candidate or current member of the government in exchange for a future benefit.
- (ii) Authorizing the contracting of a company chaired by a government official or their relatives.
- (iii) Authorizing and granting employment to a government official or their relatives in exchange for obtaining any benefit in favor of the Company.

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- (iv) Authorizing and paying donations in cash or in kind to sponsor the launching of a book, study developed by a government official or activity that could increase their professional reputation as an official or political candidate.
- (v) Authorizing and paying for the improvement of land or easement that adjoins a property owned by a government official or any of their relatives. In the case of constructions or improvements required for the viability of the Company's operation or projects, the reasons why it is necessary to carry out this activity must be justified.
- (vi) Authorizing and paying a commission or a higher value in a commercial purchase and sale transaction with the intent to influence or corrupt a government official.

4.5.4. Diversion of monies from social investment activities and/or sponsorships

The Company must constantly monitor the final destination of resources to ensure that the social investment made by the Company complies with its social responsibility and/or that sponsorships are not used as a subterfuge to bribe or commit acts of corruption.

The fact that these improper payments or benefits are made through a third party does not exonerate the Company from any liability whatsoever.

4.5.5. Other types of corruption


Other corruption schemes are listed below:

- Requesting or receiving any type of bribe.
- Failure to report a conflict of interest in a timely manner.
- Leaking or manipulating any type of secret or restricted information. Abuse your position as an employee of the Company to obtain any type of benefit for its own benefit or for a third party's benefit.

5. TRANSPARENCY AND BUSINESS ETHICS PROGRAM

The TBEP establishes an organizational structure; resources; policies; roles and their responsibilities; processes and procedures, which aim to prevent, detect, and correct situations that have the potential to become a violation of the Anti-Bribery Act.

Responsibility for the implementation and maintenance of the TBEP rests with the, the highest Social Body of the Company, whether it be the Board of Directors or the Shareholders' Meeting, as appropriate, depending on what is stated in its bylaws, the Company's Chief Executive Officer (hereinafter the "CEO" and their position, the "CEO") and the Company's TBEP Compliance

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Officer (hereinafter the "CO-TBEP" and/or Compliance Officer).

According to the Law, the TBEP must consider at least the following elements:

- (i) Senior Management Commitment to the Prevention of Transnational Bribery
- (ii) Assessment of risks related to Transnational Bribery
- (iii) Compliance Officer
- (iv) Due Diligence
- (v) Channel for consultations and complaints.
- (vi) Disclosure of the Compliance Policies and Business Ethics Program.
- (vii) Communication channels


5.1. Control environment

The effectiveness of the TBEP is strongly dependent, among other factors, on the existence of a control environment within the Company. Among the fundamental elements that contribute to the existence of a strong control environment within the Company, the following stand out, but are not limited to, the following:

5.1.1. Legal instruments

manifestation of the control environment are the legal and labor instruments that the Company must develop to execute the TBEP in its relationship with Employees and third parties, formally informing them of the obligations they must comply with in accordance with the same. This includes, but is not limited to:

- (i) Inclusion of this TBEP Compliance Manual to labour contracts with all employees through an addendum and adjustment to the labour, apprenticeship, internship, and temporary contracts
- (ii) Inclusion of a contractual clauses related to compliance with the Law with Contractors that have a high level of exposure to the risk of private corruption, Transnational Bribery, which must include at least:
 - The Contractor's express statement that it has been informed by the Company of its obligation to comply with the rules related to the prevention of corruption, bribery, and when applicable the Transnational Bribery and that it is aware of the company's TBEP, as well as the consequences of violating it; and
 - The inclusion of clauses allowing the unilateral and immediate termination of the contract, when a Contractor incurs in conducts related to Transnational Bribery.
 - The possibility that the Company may advance with the consent of the contractor, due diligence procedures aimed at determining how the latter complies with the obligations to prevent transnational bribery.

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5.1.2. Prevention activities

The objective of these activities is to prevent non-compliance of the TBEP and its related policies and procedures. These activities are:

5.2.1.1. Training and Communications

For an effective implementation of the TBEP, it is essential that all employees know the scope of the Law, as well as the content and scope of the TBEP, its controls and procedures.


In order to ensure that all Employees are duly informed, in addition to the provisions incorporated in the Code of Conduct; the compliance officers, along with the People Management, as appropriate, shall ensure the following:

- (i) The construction, formalization, and implementation of a mandatory annual training plan, in person or via remote education by audiovisual means such as: E-learning, intranet, videos, gamification or other non- face-to-face mechanisms. This training must be for all workers once the TBEP is implemented, and in the following years it must be done annually at least for the Company's leaders so that they can spread the model to their team.
- (ii) The inclusion of TBEP-related subjects in the induction programs for new employees.
- (iii) The People Management shall keep records of training attendees, duly signed by the participants if in person and/or proof of registration if via E-learning, intranet, videos, gamification, or other non-face-to-face mechanisms.
- (iv) The design and implementation of a communication strategy to disseminate the TBEP, which is addressed through the TBEP training and the conduct communication plan.
- (v) The dissemination and training of the whistleblower system Speak Up and its essential characteristics (Whistleblower Procedure), with special emphasis on the guarantee of anonymity, confidentiality, and non- retaliation.

Extending, to Contractors, for which the company may promote training on the prevention of corruption, bribery, Transnational Bribery to their relevant employees. or through the sending of communications for this same purpose

Risk Management

Risk management for the TBEP is the responsibility of the compliance officers for this pillar and will be carried out following the guidelines outlined in the risk management procedure, adhering to the stages described therein.

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Due diligence considers:

- Periodic review of legal, accounting, or financial aspects, which is performed through the legal monitoring of legal management and the audit of financial resources in accordance with the Corruption Risks or Transnational Bribery Risks to which it may be exposed.
- Verification of the good reputation of the Contractors, which is a function of the Business Managers or Brand Managers, and when required, with the support of Compliance Officers

5.1.3. Detection activities

The objective of the detection activities is to uncover in a timely manner cases of non-compliance or violations of TBEP policies and procedures, as well as indications of the conducts of the Law.

5.2.2.1. Financial Resources Audits

The company annually identifies procedures for managing and auditing financial resources to prevent the use of these resources in the commission of transnational bribery and any other corrupt practices.

The internal and/or external audit team should coordinate periodic reviews of financial resource management procedures and, together with other management that may be involved, develop action plans to close any gaps that may be detected.

The results of these audits must be incorporated by the CO'S-TBEP in all reports that they must submit to the managing director, Shareholders' Meeting, Board of Directors and to such other bodies as it may determine.


5.2.2.2. TBEP Audits

The compliance officers should incorporate in its audit plan, on a periodic basis, reviews of the processes related to the TBEP and its operation.

5.2.2.3. Complaints channel

The Compliance Lead will provide and maintain the speak up for receiving queries and complaints, , among others, through which any person, whether a collaborator, may channel complaints about violations of the TBEP rules and/or the Law, confidentially, if desired, anonymously and ensuring the non-retaliation guarantee

The channel for consultations and complaints "may receive complaints, personalized or anonymous, related to activities that violate the provisions of the law in question and its subsequent amendments, as well as any matter related to regulatory non-compliance, internal

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control and financial statements, non-compliance with the Code of Conduct, the Internal Regulations and/or other situations that require the attention of the CO's-TBEP, and/or the Management and/or the Shareholders' Meeting".

As a fundamental element of the TBEP, as a duty of employees, it is required to inquire about all situations that generate doubts within the scope of TBEP and, in general, any situation that poses a risk of corruption, bribery and transnational bribery. Such situations should be reported to the designated compliance officer responsible for TBEP, in order to take the necessary actions in response to the cases that arise.

The Program includes the establishment of a system to make necessary reports within the framework of TBEP (SPEAK UP Channel). Through this channel, employees customers, suppliers, and contractors are required to submit all their inquiries in this matter.

The Whistleblower Channel is a system managed by the Inchcape group where reports can be filed using the following link:
<https://secure.ethicspoint.eu/domain/media/en/gui/104822/index.html>

5.2.3. Response activities


The objective of these activities is to manage the consequences of non-compliance with the TBEP, its related policies and procedures, and the commission of any of the behaviors against the Law. Response activities, therefore, may be aimed at preventing the reoccurrence of an infraction or non-compliance, on the one hand; and sanctioning the offender, on the other. Among the response activities it is possible to include action plans and disciplinary or corrective measures.:

5.2.3.1. Registration of complaints and penalties

Without prejudice to the records kept by the internal Audit, the CO-TBEP shall keep its own record of the received reports related to the Law, the manner in which they were terminated, and the sanction applied, if any.

5.3.1. TBEP Monitoring

- (i) The CO-TBEP must define a monitoring plan for the different aspects of the TBEP, which may be carried out directly or through external auditors, and agree on aspects to be reviewed by the Internal Audit and/or Internal Control in its annual plan, which will be communicated to the senior management, the shareholders' assembly, or the Board of Directors, as appropriate, Board of Directors. Audits of the administration of financial resources must be part of this plan.
- (ii) The action plans resulting from the audits must be defined by the CO's-TBEP in conjunction with the management involved.

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6. ROLES AND RESPONSIBILITIES


6.1. CO-TBEP

The CO's-TBEP is the officer specially designated by the Board of Directors or Shareholders' Meeting as applicable to design, implement and supervise the TBEP in conjunction with the company's management.

The CO's-TBEP will have direct access to the General Manager at the Shareholders' Meeting or Board of Directors, as applicable, to report on the measures and plans implemented and to account for its management. Additionally, on an annual basis the CO's-TBEP must have a TBEP budget, which will provide it with sufficient material means to fulfill its functions.

Its functions, powers and duties shall consist, fundamentally, of:

- (i) Ensuring the effective implementation of the TBEP, its adequacy and updating, together with the Board of Directors or Shareholders' Assembly, as applicable, and the General Manager.
- (ii) Requiring the Shareholders' Meeting and the Chief Executive Officer to have the necessary means, resources and powers to meet their functions.
- (iii) Suggesting the development and implementation to the responsible management or owner of the process, those policies, procedures and/or control activities that it deems necessary to complement the TBEP;
- (iv) Reporting to the Board of Directors or Shareholders' Assembly, as applicable, and to the Chief Executive Officer and their team on a quarterly basis, and at least annually or when needed through reports that shall include situations to be reported, conclusions and action plans, regarding, at least, prevention activities; detection; response; supervision and updating of the TBEP; as established therein;
- (v) Requesting from the corresponding areas the records or evidence of compliance and execution of the controls carried out by them; identify gaps and coordinate action plans to close them;
- (vi) Reviewing, annually or when need it, the activities or processes of the Company in which the risks of committing the Offenses against the Law are generated or increased.
- (vii) Following up on recommendations or action plans that arise in the management of the TBEP.
- (viii) Executing the controls under its responsibility and documenting and safeguarding the

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evidence related thereto.

- (ix) Being informed of the reports received by the CO's-TBEP about cases of violation of the TBEP within the company, as well as the report of findings and the measures adopted in this regard.
- (x) Proposing to the Board of Directors or Shareholders' Assembly, as applicable updates to the TBEP when new conducts are incorporated to the Law or when circumstances so require.
- (xi) Maintaining the TBEP Risk Matrix up to date.
- (xii) Designing and implementing jointly with the people management a training and communications program for the TBEP compliance addressed to employees.
- (xiii) Ensuring that the information related to the TBEP, which is publicly available to employees, is updated and that the channel for queries and reports is operational and guarantees confidentiality, anonymity if required by the whistleblower, and the non-retaliation guarantee.
- (xiv) Advising and resolving queries from collaborators or areas related to any aspect regarding to the prevention of risks.
- (xv) Managing the performance of surveys to collaborators, employees and contractors, to verify the effectiveness of the TBEP.

6.1.1. Means, powers, and duties

The means and powers of the CO's-TBEP to carry out its work shall be as follows:

- (i) Autonomy with respect to the other Management Departments for the purpose of accessing and reporting directly to the Board of Directors or Shareholders' Assembly, as applicable and to the Chief Executive Officer to report their findings and account for their management.
- (ii) Budgetary resources established in its own annual budget and sufficient to carry out compliance reviews of the TBEP and to carry out the necessary audits and improvements.
- (iii) Unrestricted access to all information necessary for the proper performance of its functions.
- (iv) Necessary and adequate physical infrastructure to properly develop its work and maintain the confidentiality of its findings within the CO's-TBEP
- (v) Necessary and sufficient technological infrastructure for the performance of its tasks, which

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must guarantee a high level of physical and logical security of the network in which it operates to safeguard the confidentiality of the information.

- (vi) Trained, competent and experienced human resources for the adequate fulfillment of their functions and duties.

6.2. Other relevant and essential roles of the TBEP

To provide the TBEP with everything necessary for prevention, detection, response, supervision and updating activities, the following departments, areas and positions will also participate in the implementation and continuous improvement of the TBEP, with the responsibilities and activities indicated in each case:

- (i) Board of Directors
 - a. To assume a commitment aimed at the prevention of Transnational Bribery, as well as any other corrupt practices, so that the Companies can conduct its business in an ethical, transparent, and honest manner.
 - b. Appointing and/or removing the CO-TBEP.
 - c. Providing the means and resources necessary for the CO's-TBEP to meet its mission.
 - d. Approving the TBEP Compliance Manual.
 - e. Ensuring the correct implementation and effective operation of the TBEP.
 - f. Receiving the TBEP's management report and accountability at least annually.
 - g. Approving annually the work plan of the CO-TBEP.
 - h. Informing the CO's-TBEP of any situation observed that has a bearing on the Law's provisions or conduct.
- (ii) General Manager:
 - a. Ensuring the effective implementation of the TBEP and its permanent adaptation and updating, in conjunction with the Board of Directors or Shareholders' Assembly and the CO's-TBEP.
 - b. Supporting the management of the CO's-TBEP by ensuring that it has unrestricted access

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to the information and people necessary for the development of TBEP prevention, detection, response, monitoring, and continuous improvement activities.


- c. Informing the CO-TBEP of any situation observed that is related to possible non-compliance with the TBEP or the Law.
- d. Contributing to the dissemination of the TBEP by generating and participating in communication, training and awareness-raising activities, in order to make its contents their own and establish a culture of compliance and integrity that starts with the Company's top leader.
- e. Dictating protocols, rules and specific procedures that allow the persons involved in risky activities or processes to program and execute their tasks or work in a way that prevents the commission of the conducts of the Law.
- f. Instructing the obligatory nature of participation in training related to the TBEP.

(iii) Administration and Finance Management

- a. Proposing, with the collaboration of the CO-TBEP, to the Board of Directors or Shareholders' Assembly, as applicable, and the General Manager, the issuance of policies, procedures or protocols related to the administration of financial resources in order to prevent their use in the commission of conducts against the Law.
- b. Developing in conjunction with the CO's-TBEP a system of controls associated with financial resources that has the capacity to prevent their use in the Crimes of the Act.
- c. Keeping a record of all donations made by the Company and report to the CO's-TBEP with the periodicity established in the Company's Donations Policy.
- d. Executing the controls that are their responsibility according to the TBEP Risk Matrix and documenting and safeguarding the evidence related to them.
- e. Implementing action plans to close gaps detected in audits or investigations related to the TBEP.
- f. Delivering the information required by the CO's-TBEP for the performance of their respective functions in relation to the TBEP.

(iv) Compliance Department

- a. Incorporating in its audit plan periodic reviews of the TBEP and to the operation of the TBEP

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as well.


- b. Delivering information required by the CO's-TBEP for the performance of its functions in relation to the TBEP.
- c. Supporting in the execution of TBEP activities and action plans to the CO-TBEP that are compatible with the independence that the area must maintain.

(v) People Management

- a. Including matters related to TBEP and its associated crimes in the training and induction programs given to new employees and permanent updating to former employees.
- b. Executing the controls that are their responsibility according to the TBEP Risk Matrix and document and safeguard the evidence related to them.
- c. Implementing action plans to close gaps detected in audits or investigations related to the TBEP that are under their responsibility.
- d. Delivering the information required by the CO's-TBEP for the performance of its functions in relation to the TBEP.
- e. Supporting in the coordination of training and dissemination activities of the TBEP, being responsible for maintaining evidence of the attendance register and the delivery to the Collaborators of the communications prepared especially for this purpose.

(vi) Legal Management

- a. Advising on the content of the clauses on compliance with the Law that must be included in contracts entered into with companies that supply goods and services;
- b. Executing the controls that are their responsibility according to the TBEP Risk Matrix and document and safeguarding the evidence related to them;
- c. Implementing action plans to overcome the gaps detected in audits or investigations related to the TBEP that are under their responsibility;
- d. Delivering information required by the CO's-TBEP for the performance of its functions in relation to the TBEP;
- e. Advising the CO's-TBEP on procedural and consistency requirements for the issuance of

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internal rules necessary to effectively implement the TBEP.

(vii) Local Executive Committee

- a. Providing guidelines to the CO's-TBEP regarding TBEP risk management and following up on the progress of the action plans adopted by the CO's-TBEP.

(viii) Collaborators, Contractors as appropriate:

- a. Complying with the provisions of the contractual clauses related to the Law signed by them (if applicable).
- b. Participating in training developed under the TBEP and the Company ethics program in general;
- c. Informing and consulting or reporting, through the Consultations and Complaints Channel, regarding situations that may be against the law in force and/or the Company's policies.

7. RECORD RETENTION POLICY

The Directors and Business Managers will be responsible for record keeping and preserving all documents arising from international business or transactions of the Companies

This documentation may only be destroyed with the prior authorization of the General Manager and taking into account the Legal & Compliance's opinion, such request must be justified. The destruction of all or part of these records without due authorization shall be considered a serious breach.

8. EXCEPTIONS


Any exception to the compliance of this policy must be authorized in writing by the Compliance Officers, Legal Manager, and General Manager

9. GIS DOCUMENTS

- Code of conduct

10. NORMATIVE REFERENCES


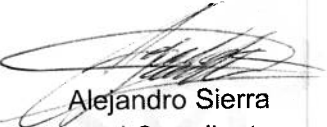

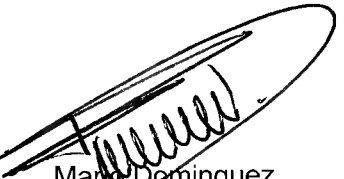
- Law 1778 of February 2, 2016
- External Circular 100-000003 of July 26, 2016.

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- Resolution 100-006261 of October 2, 2020
- Law 734 of 2002
- Law 734 of 2002
- Law 599 of 2000 Colombian Criminal Code
- Law 1474 of 2011
- Chapter XIII of the Basic Legal Circular of the Superintendency of Companies.

11. LIST OF CHANGES

Version	Date	Change Mode
25/5/2022	01	Issuance of the document
28/09/2023	01	The Integration Update of Companies

DRAFTED	REVISED	APPROVED
 Cidny Gutierrez Compliance Specialist Date: 27/09/2023	 Alejandro Sierra Legal Coordinator Date: 28/09/2023  Felipe Mora Legal Lead Date: 28/09/2023	 Maria Dominguez Legal Representative Date: 9/10/2023