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1. SCOPE

Considering the nature of the activities and business carried out by LUISA FARMS S.A, hereinafter “the Company”, The Program of Business Ethics and Transparency (PTEE for its Spanish acronym) has been designed as a part of the Integral Management of Risks. It includes the policies and procedures implemented by the company to prevent acts of corruption.

At the COMPANY we have taken on the commitment of performing every operation in an ethical and transparent manner. the Shareholder´s Meeting and the Legal Representative have established the guidelines included in this document to manage the risks associated to bribery and corruption adequately; they must be implemented and taken into account by all the areas and employees of the company.

Because of the above it was determined that the Shareholder´s Meeting, the Legal Representative and the Compliance Officer shall be in charge of promoting a culture of prevention of the risks associated, however, it is the duty of every company employee to comply with the policies and procedures established for that purpose.

2. DESIGN AND APPROVAL OF THE BUSINESS ETHICS AND TRANSPARENCY PROGRAM (PTEE)

The Business Ethics and Transparency Program (PTEE) of the COMPANY was designed considering the nature of the company, the business it carries out and of the various counterparties it has a relationship with, and also analyzing the possible risk events or situations the company might face in matters of corruption, bribery and transnational bribery.

The PTEE has been approved by the Shareholder´s Meeting and responds to the needs of the COMPANY to meet the requirements demanded for the prevention and management of bribery and corruption risks.

This manual and the documents related to the policies and procedures defined are of mandatory knowledge and implementation by all the areas and employees of the company.

3. SANCTIONS

For THE COMPANY, failure to comply with the policies and procedures defined in the PTEE makes the officer liable for the breach of the company´s bylaws, and thus the sanctions regime, defined in the Code of Ethics and Conduct is applied.

4. APPLICABLE REGULATIONS

The PTEE is mainly based on the compliance of the requirements applicable to the company set forth in the following regulations and in any other that amend or substitute them:

Law 1778/ 2016	By means of which regulations are issued regarding the liability of corporations should transnational corruption acts take place, and sets forth other provisions in matters related to the fight against corruption.
External Circular Letter 100-000011/ 2021 issued by the Superintendency of Corporations.	Instructions to implement Business Ethics and Transparency Programs – Management of transnational corruption and bribery risks. Circular letter that revokes External Circular Letter100-000003/ 2016.
External Circular Letter 100-000012/ 2021 issued by the Superintendency of Corporations.	By means of which the supervision policy of the PTEE is established.
Law 2195 of 2022	By means of which actions in matters of transparency, prevention and fight against corruption are adopted.

In addition, THE COMPANY complies with the guidelines set forth in the CODE OF ETHICS AND CONDUCT regarding integrity, behavior, and prevention of risks associated to any corrupt practice.

5. PTEE DUTIES AND RESPONSIBILITIES

The following duties have been established in the Company to implement the PTEE properly and efficiently:

Shareholder´s Meeting

Has the following duties:

- Determine and issue the Compliance Policy.
- Establish the profile of the compliance officer pursuant to the Compliance Policy, without prejudice to what has been established in this Chapter.
- Appoint the Compliance Officer.
- Approve the document that contemplates the PTEE.
- Assume a commitment aiming to prevent C/ST (Corruption/Transnational Bribery) Risks in such a way that the Liable Entity is able to carry out its business in an ethical, transparent and honest manner.
- Ensure the supply of economic, human and technological resources required by the Compliance Officer to perform his job.
- Order the relevant actions to be taken against the Associates who have management and administrative duties in the Liable Entity, the employees and administrators in the event any of them breaches what is foreseen in the PTEE.
- Lead a suitable communications and education strategy to guarantee efficient knowledge and dissemination of the Compliance Policies and the PTEE among the Employees, associates, contractors (pursuant to the Risk Factors and the Risk Matrix) , and other stakeholders identified.

Legal Representative

Is responsible to make sure that the guidelines set forth in the PTEE are implemented, maintained and reviewed in an ongoing manner. The Legal Representative also has the following duties:

- Submit, together with the Compliance Officer, the proposal of the PTEE to the approval of the Shareholder´s Meeting or to the highest corporate body.
- Ensure that the PTEE is articulated with the Compliance Policies adopted by the Shareholder´s Meeting or the highest corporate body.
- Provide effective, efficient and timely support to the Compliance Officer for the design, management, supervision, and monitoring of the PTEE.
- In those cases where there is no Shareholder´s Meeting, the legal representative shall propose the person who will hold the position of the Compliance Officer, who shall be appointed by the highest corporate body.
- Certify to the Superintendence of Corporations the compliance with what has been set forth in this Chapter, when this Superintendency requires it.
- Make sure that the activities resulting from the performance of the PTEE are duly documented, in such a way that it allows the information to respond to criteria of integrity, reliability, availability, compliance, effectivity, efficiency and confidentiality. The documentary evidence must be kept pursuant to what is set forth on article 28 of Law 262 of 2005, or the regulation that amends or substitutes it.

Compliance Officer

The company has a Compliance Officer in charge of designing and implementing the PTEE; the Compliance Officer shall lead the dissemination, training and verification activities for each one of the company processes in what is pertinent to the vulnerabilities related to the risks identified. He is responsible for the implementation and articulation of the PTEE and is in charge of performing the prior verification and due process tasks when reports and claims are filed; in case an investigation is required, he may propose to hire a third party expert in the subject; The Compliance Officer proposes and carries out any revision or update to the program, the policies, or any element that forms part of the PTEE, and proposes adjustments to the Code of Ethics and Conduct. The communication channel with the Compliance Officer of the PTEE is the following email:

oficialdecumplimientoptee@falconfarms.com.co

The Compliance Officer is appointed by the Shareholder´s Meeting and his appointment is recorded in the minutes of the corresponding meeting. He has direct access to the governing bodies and has authority and resources to perform his duties.

Profile of the Compliance Officer

The person who acts as the Compliance Officer in the COMPANY must meet the following requirements:

- Have knowledge about risk management and understand the normal course of business of the company;
- Be domiciled in Colombia;
- The Compliance Officer may perform his duties without having a labor relationship with the company

Inabilities and incompatibilities of the Compliance Officer

The COMPANY has determined that this duty cannot be performed by whomever:

- Has been convicted of a crime by the competent authority, domestic or foreign.
- Are of have been part of, acting as a compliance officer, manager, legal representative, member of the board of directors or controlling partner of a company that has been declared administratively liable of conducts related to corruption or transnational bribery.
- Have been disqualified due to a disciplinary or criminal sanction, or suspended from the exercise of his profession, or excluded from it.
- Belong to the management or to the Shareholder´s Meeting of the company;
- Belong to the external auditors of the company, acting as an external auditor or being a member of the company that exercises those duties.
- Perform the duties of the Compliance Officer in 10 or more Companies;

- Perform the duties of the Compliance Officer in companies that are competitors of the company.

While acting as a Compliance Officer, he may not enter into agreements, accept positions, fees or commissions from agencies or officers of the national government or from foreign governments or international organisms.

While performing his duties, the Compliance Officer may not approve or implement the controls established to hire or enter into agreements of the company with individuals or corporations where the Compliance Officer is the final beneficiary of the operation or there is a conflict of interest when performing the operation.

Management of Conflicts of Interest of the Compliance Officer

In the event a situation occurs where the Compliance Officer could have a private interest, such as the approval of or the hiring of a counterparty, or make a decision related to a third party that might affect the interests of the company, he must report it immediately in writing to the Legal Representative who shall be the one in charge of making the decision.

The management of the Conflict of interest must be fully documented, including due diligence reviews, verification and controls implemented in the situation reported.

Independence of the Compliance Officer

Inside the company the Compliance Officer:

- Has the faculty to make decisions to manage corruption, bribery or transnational bribery risks;
- Reports directly to the Shareholder´s Meeting;
- Has direct communications with the Shareholder´s Meeting;
- Has the resources required (human, technical, financial, etc.) to implement the PTEE.

Duties of the Compliance Officer

The Compliance Officer is in charge of ensuring an effective, efficient and timely operation of the PTEE, and he has been assigned the following duties:

- Submit together with the Legal Representative the proposal of the PTEE to the Shareholder´s meeting for its approval.
- Submit reports to the Shareholder´s meeting at least once per year. Such reports should include at least an evaluation and analysis of the efficiency and efficacy of the PTEE, and if relevant, propose the respective improvements. In general, it must also show the results of the procedures taken by the Liable Entity and the Compliance Officer related to the compliance of the PTEE .
- Ensure that the PTEE articulates with the Compliance Policies adopted by the Shareholder´s Meeting.
- Ensure an effective, efficient and timely compliance of the PTEE.
- Implement a Risk Matrix and update it pursuant to the needs of the Liable Entity, its Risk Factors, the importance of the C/ST Risk, and pursuant to the Compliance Policy.
- Pursuant to the Compliance Policy and the risk matrix, establish, adopt and monitor activities and tools to detect and prevent C/ST Risk;
- Guarantee the implementation of adequate channels that allow any person to report (in a confidential and safe manner) any failure to comply with the PTEE or possible suspicious activities related to Corruption.
- Verify that the whistleblower´s protection policy established by the Liable Entity , and in relation to employees, verify that the labor harassment prevention policy has been established pursuant to the Law.
- Establish in-house investigation procedures in the Liable Entity to detect any non-compliance with the PTEE or any act of Corruption;
- Coordinate the development of in-house training programs.
- Verify compliance with Due Diligence procedures applicable to the Liable Entity.
- Ensure that the supporting documents and other information related to C/ST Risk prevention and management are properly filed.

- Design the methodology for the classification, identification, measurement and control the C/ST Risk ; it shall be part of the PTEE.
- Evaluate compliance with the PTEE and the C/ST Risk the Liable Entity is exposed to.

External Auditing

- Verify the activities performed by the Compliance Officer to determine compliance with the policies and activities established by THE COMPANY in the PTEE;
- Make sure that the company´s operations in matters of preventing criminal activity are adequate and states an opinion on the sufficiency of the PTEE;
- Assess the efficacy of the PTEE;
- Verifies the accuracy of the company´s accounting, and makes sure that in money transfers or transfers of other assets no direct or indirect payments are hidden in relation to bribery or other corrupt practices.
- Inform the Compliance officer any inconsistency or flaw detected in the PTEE, and, in general, any failure to comply detected in relation to the provisions that govern the subject.
- Report to the Shareholder´s Meeting in a timely manner any irregularity that takes place in the operations of the company or in the running of its business related to the subject matter.
- Prepare a report addressed to the Shareholder´s Meeting informing about the conclusions found in the evaluation process of compliance with the regulations applicable to the company and the guidelines approved .
- The External Auditor must report to the authorities any act of corruption he becomes aware of while performing his duties (Article 32 of Law 1778 of 2016).
- The External Auditor must report to the Unit of Information and Financial Analysis any operation catalogued as suspicious in terms of literal d) of numeral 2) of Article 102 of Decree-Law 663 of 1993 whenever he notices them during the ordinary course of his duties. (Article 27 of Law 1762 of 2015).
- The External Auditor must assess and issue an opinion on the Business Ethics and Transparency Program (Paragraph 4, Article 9 of Law 2195 of 2022).

All of THE COMPANY´s employees

In accordance to the duties and responsibilities assigned to them, every employee and collaborator is liable to implement preventive and detection actions to prevent the use of the company for any criminal activity.

Any worker who becomes aware of the occurrence of a situation associated to bribery, corruption or any criminal activity must report it immediately to the Compliance Officer through the means established in this PTEE.

In those cases, the worker has the following guarantees:

- Confidentiality regarding the information and the individuals.
- Presumption of Good faith.

When a person reports a conduct, he must do so responsibly; it is presumed that the report is filed in good faith and based on actual elements or actual pieces of circumstantial evidence.

6. RISK IDENTIFICATION

To establish the policies and procedures in the PTEE, the COMPANY identified the internal and external matters that could affect the performance of the company´s purposes in relation to the prevention of risks associated to bribery, transnational bribery and corruption.

The analysis made is part of the PTEE and takes into consideration the nature of the company, its regulatory framework, the business model, its activities, and the third parties who have a relationship with the company by virtue of those activities.

The risks identified in the analysis made are included in the Corruption and Bribery Risk Matrix that forms part of the PTEE:

7. RISK ASSESSMENT AND MEASUREMENT

The stages of identification, analysis and measurement of bribery and corruption risks that might affect the company are collected In the Risk Matrix which forms part of the PTEE attachments.

The methodology used corresponds to the one set forth in the Integral Management Model of the company where the rating and assessment criteria to be implemented in the Matrix are established.

8. CONTROLS FOR RISK MANAGEMENT

The COMPANY designed the PTEE establishing the control and due diligence activities it can implement for the risks identified. These controls include policies and procedures to manage the risks of corruption, bribery and transnational bribery described in this manual which are included in the Corruption and Bribery Matrix, taking into consideration the different processes performed in the company.

9. COUNTERPARTY SEGMENTATION

THE COMPANY implements the policy of knowing its counterparties to determine the factors that might increase the probability of occurrence of risks of bribery or corruption. Among the controls established to assess the risks that might be inherent to the related counterparties, the situation of each third party in the face of risks is analyzed individually using segmentation criteria, and taking into consideration factors such as:

- **The jurisdiction of the counterparty-** knowing what jurisdiction represents a higher risk of corruption or is considered a tax haven according to the indicators and information published by domestic or international agencies.
- **Economic activity:** identifying the sectors, activities or professions that might represent a higher risk for the company;

- **Purpose of the relationship or of the contract**: identifying the participation of third parties in the operations of the company, which might increase the risks of corruption and bribery.
- **Contracts with public entities,** element considered to be a factor of risk for bribery or corruption.
- **Participation of PEPs (politically exposed persons)** or relationships with domestic or international government officers.

The evaluation of the factors established by THE COMPANY allows to know whether the counterparty it has a relationship with represents a high or low risk in terms of corruption , bribery or transnational bribery, and defines the due diligence actions and controls to be implemented at the beginning and during the commercial or contractual relationship.

10. DUE DILIGENCE PROCEDURES TO MANAGE BRIBERY AND CORRUPTION RISKS

The following procedures were established to implement the Due Diligence actions required to mitigate the occurrence of risks; they shall be implemented at the beginning and during the commercial or contractual relationship having the risk factors identified:

10.1 In the relationship with counterparties

Any third party that has a relationship at present with THE COMPANY and who has an active commercial or contractual relationship, or any prospective third party, or any third party who is in the process of establishing a relationship with the company under any contractual modality is considered to be subject to the Due Diligence actions.

The areas responsible for the processes where the customers, employees, suppliers and shareholders of THE COMPANY are involved are the ones in charge of implementing the due diligence actions pursuant to what was determined in the procedures established for each counterparty, and in general, are the ones in charge of implementing the following actions:

- Define a scale of approvals, checklists, and an authorization flow to establish a relationship between third parties and the company, authorize their hiring and authorize their payments.

- Implement the segmentation procedures established by the company.

- Reach an agreement with the contractors, suppliers, customers and other third parties connected to the company on an express commitment to prevent any type of criminal activity, record of which shall be left in the contracts or agreements entered into, or through an express statement of the third party about its obligation to comply with the COMPANY ´s Business Ethics and Conduct Code.

- Include in the relationship with third parties clauses allowing a unilateral termination of the contract, as well as the imposition of sanctions when they incur in conducts related with corruption, bribery or any other criminal activity.

- When carrying out an approval and connection process with a third party its specific qualities are verified as well as its reputation, relationship with third parties, specifically including the ones with domestic or foreign civil servants. Its commercial record, and its reputational and sanction record in administrative, legal, criminal or disciplinary matters that have affected, affect or might affect the individuals who are the subject of the Due Diligence process.

- Every process and control applied to third parties must be documented and a written record should be left in the company´s systems.

- In those cases where operations or business is done with public entities, either at a national or territorial level, the transaction shall be rated as High Risk and shall be monitored throughout the contractual relationship ensuring that the operations are consistent with the purpose and nature of the contract.

10.2 <u>Financial Controls</u>

- Transactions and payments to third parties must be agreed pursuant to the treasury policies of THE COMPANY; To give or receive money in cash by any company employee or contractor is forbidden.

- Every payment is received exclusively through the financial system, in the accounts authorized by the company, and are also done in bank accounts instructed by the suppliers or third parties.

  Every payment made by THE COMPANY must be requested and approved pursuant to the treasury policies, and complying with the documentary and information requirements established. In any case, the company has established as a requirement the segregation of these functions, and the requirement of authorizations.

- The use of cash is restricted in THE COMPANY, it is only authorized to be used for petty cash and in accordance to the amounts and authorizations established by the company.

10.3 Controls applicable to company personnel

- Screening and Due Diligence activities are carried out for the personnel who is undergoing a recruitment process-

- All the COMPANY personnel knows and accepts from the time they are hired the policies established to prevent bribery and corruption risks. This is done through the dissemination of the PTEE Compliance Policy and the Code of Business Ethics and Conduct.

- The sanctions applicable in the event of a breach to the policies and procedures approved that range from disciplinary type of actions to the ones having a criminal nature are determined through the application of this PTEE, the internal work regulations and the Code of Ethics and Conduct.

- Commissions, bonds and rewards for complying with performance targets are regulated in the company´s policies; their payment is only authorized prior compliance with the requirements and approvals established by the COMPANY.

11. CHANNEL TO FILE CLAIMS AND REPORTS

The COMPANY promotes and facilitates the filing of reports and/or claims made in good faith in relation to breaches of the policies to prevent bribery, corruption or any criminal activity.

Reports can be made through the email: oficialdecumplimientoptee@falconfarms.com.co and may be filed by any individual in a confidential and safe manner. This channel is known to all the company personnel, and also is also known to its contractors, suppliers and related stakeholder groups. Anonymous reporting is enabled through this channel.
The COMPANY forbids any type of retaliation for having filed a report about breaches to the law or the company policies.

The Superintendency of Corporations has also provided a channel to file reports for cases of transnational bribery, whereby any individual who knows about an activity associated to that conduct is able to report the information.

https://www.supersociedades.gov.co/web/asuntos-economicos-societarios/canal-de denuncias-por-soborno-transnacional

The Transparency Secretariat has also made the channel below available to file reports of corruption acts.

http://www.secretariatransparencia.gov.co/observatorio-anticorrupcion/portalanticorrupcion

DATA TREATMENT

In cases related to reports or claims, the treatment of the information is done with the only purpose of processing the breach or the irregularity reported. In all of the cases the informant is advised that he may , at any time, exercise his rights to access, rectify, or suppress his data pursuant to the data treatment policies implemented by the COMPANY.

PROCEDURE TO INVESTIGATE REPORTS AND CLAIMS

The COMPANY has a procedure in place to perform the investigations derived from the reports and claims received through the channels enabled. The Compliance Officer is in charge of processing the reports received, guaranteeing its independence from other decision making bodies of the company.

The procedure is defined in the document attached, which forms part of the Company´s Integral Risk Management.

12. DISSEMINATING AND COMMUNICATING THE PTEE

The Training Plan designed and executed jointly by the Compliance Officer and the Human Resources Area has been established as the main communication tool of the PTEE inside the company.
The Training Plan of THE COMPANY meets the following conditions:

- It has an annual frequency.
- It is mandatory and it is provided during the onboarding process of new employees.
- It is verified and updated regularly.
- Evaluations are made to the participants to confirm their knowledge.
- It indicates the scope of the sessions that are carried out, their contents, the means used to carry them out, and the evaluation of knowledge is recorded in writing when the training sessions are carried out.

According to internal procedures, every training must be duly documented and it must have the following material:

- Physical or electronic documents used to carry out the training session.
- Attendance record
- General evaluation of the training session or of the workshops.

Communication plan and dissemination for external stakeholders.

The COMPANY is aware that the communications provided in a risk management process is not only internal to the company and for the authorities. It must be communicated to the market, the customers, suppliers and other counterparties involved in the operations of the company- This would allow third parties to know the commitments acquired by the company and also adhere to its compliance.

For such effect, when starting a commercial or contractual relationship, the third parties and groups of stakeholders shall be informed of the policies established by THE COMPANY to prevent risks associated to criminal activities.

13. DOCUMENTING THE PTEE

The documentation related to the PTEE must have a physical support having the proper security requirements, allowing them to be consulted by those authorized to do so, and must follow the handing, storage and information conservation processes and criteria.

The documents that support the PTEE have been approved and are filed in the COMPANY´s systems. They meet the following requirements:

- Whenever the risk matrix of the PTEE or of any of its attachments is updated, the date of the revision will be documented as well as the changes made.
- The information documented that is part of the PTEE is available to the different areas and officers involved.
- The data treatment, proper use of data and data protection conditions are complied with pursuant to the data treatment policy of the company.

Documentation file

In general, the Compliance Officer is responsible for the file and the custody of the Manual and of the documents that comprise it, as well as the reports and consultations. The supporting documents of the application of controls and due diligence activities is the responsibility of the areas that implement them.

Documentation file and counterparty data.

The areas in charge of the documentation file of customers, suppliers and other counterparties, its management and custody must comply with the following criteria:

- The hiring forms and the supporting documentation are organized in such a way as to allow to comply with the requirements of the authorities and be used efficiently to detect unusual situations.
-
- For these effects the company uses technological tools that allow to query and update supplier and other counterparty data.

- The documentation of the operations carried out by the COMPANY is saved in the company systems and is managed by the corresponding areas.

- Counterparty data is confidential and cannot be used for purposes other than those related to the objective of the contract or the commercial or contractual relationship.

14. REPORTS

Objective internal reports and claims

They can be filed by any officer, employee or department with the Compliance Officer through the following email: oficialdecumplimientoptee@falconfarms.com.co They could be due to:

- Warning Signs or unusual situations in the operations or in the relationship with the counterparties, including the observations, coincidences or verification of adverse information found when performing the due diligence actions.

- Immediate reports of findings or flaws in the Integral Risk Management application.

- Receiving notice of irregular behavior, either due to the breach of the law, the internal regulations or the general principles of the Code of Conduct, or any evidence of corruption.

External Reports

Correspond to the reports that the COMPANY must present to the authorities and competent entities with the periodicity or times required by the authorities:

- Reports required by the Superintendency of Corporations (Report 75- Report 58);
- Other reports required by the competent authorities;
- Eventual criminal reports submitted by the Legal Representative.

In case actions are detected that might lead to a criminal claim, it is important to remember that any private individual has the constitutional and legal duty of reporting punitive behaviors he becomes aware of, therefore not reporting them might lead to the execution of the offenses of “omission of reporting by a private individual” and of the abuse of authority given the omission of a report”)

Therefore, In the event that from the analysis of the case it is believed that there are elements that lead to think that you could be facing the commission of a possible crime, in addition to filing the internal report, the COMPANY, collecting the corresponding documentation and information, shall file a claim.

Management and effectivity reports of the PTEE

Annually the Compliance Officer must submit a report to the Legal Representative and the Shareholder´s Meeting of the company containing:

- Information on the management, efficacy and performance indicators of the PTEE, including possible breaches to the policies or procedures established;
- Activities carried out during the period;
- Corrective actions adopted;
- Information on the reports filed with the corresponding authorities;
- Information about reports filed by employees or third parties connected to the company;
- Contact, requirements and answers given to the supervisory entities.
- Information on the outcome of the verifications, audits or follow up activities.
- Suggestions and recommendations of the Compliance Officer.

The External Auditor shall submit his opinion every year in relation to the efficacy of the PTEE, the enforcement of all of the compliance requirements of the company, and possible flaws or deficiencies found in their execution.

15. MONITORING AND CONTINUOUS IMPROVEMENT OF THE PTEE

The follow-up and ongoing review of the PTEE allows to improve its quality and efficacy, and also ensure its implementation and the results of this process. Continuous improvement includes the collection and analysis of information, recording of results and doing a follow-up of the areas in charge.

The Compliance Officer must perform frequent evaluations of the PTEE to verify the existence of possible flaws that must be corrected, or revisions or adjustments requiring implementation. In case revisions to the PTEE result from the analysis made, the Compliance Officer shall propose the adoption of the corresponding adjustments, submitting the information to the Shareholder´s Meeting in his periodic reports.

The Compliance Officer must perform a risk assessment annually with the purpose of doing a follow up and to compare the inherent and residual risk of each risk factor, and must also assess the efficacy of the controls designed to mitigate risks.

The Compliance Officer and whomever is responsible for the COMPANY processes must do a follow up of the consolidated inherent and residual risks of the processes they are in charge of, and also of the controls and action plans implemented. This self-evaluation process carried out by examining the risk matrix allow to verify that the controls encompass all of the risks and that the controls are operating in a timely and efficient manner.

Monitoring shall be done by the people who are responsible to implement the controls and by the Compliance Officer ; it shall include the following:

- Follow-up of the commitments included in the plan to implement treatment options.
- Verify whether the controls are adequate and sufficient.

In addition, the COMPANY has established the following mechanisms to carry out the monitoring, follow up and continuous improvement stages of the PTEE:

- In compliance with what is set forth on Law 2195 of 2022 or any law that amends it , the External Auditor shall perform an annual evaluation of the PTEE in relation to the compliance requirements and the policies and procedures established by the COMPANY; any non-conformity or corrective action demanded by the control bodies, as well as the findings of the audits and of verifications performed, shall be the input for the updates or revisions of the PTEE or of any of the elements that compose it.

- An Audit on the compliance of the PTEE is required annually , performed by the Compliance Officer or by the people he appoints, this evaluation verifies the scope of the PTEE, and the pertinence of the risk inventory and its measurement, taking into consideration the company´s operations and conditions, as well as the measurement of the effectiveness of the controls designed.

- The PTEE must be updated every time a change occurs in the activities or in the operations of the COMPANY , or at least every two (2) years, taking into account the adjustments that occur in the circumstances of the company.

16. WARNING SIGNS

Warning signs are facts or situation, events, amounts, financial indicators, and other information deemed relevant, from which the possible existence of an event or circumstance that escapes what has been established as normal might be inferred.

The warning signs present indications that facilitate the recognition of transactions, possibly related to activities associated to corruption or bribery; they help identify or reveal atypical behaviors, activities, methods or situations that could take place in the operations of the company.

In the WARNING SIGNS DETECTION PROCEDURE the applicable procedure to let the Compliance Officer know the identification of some warning signs is established, listing the ones that could occur in the processes of the COMPANY.

17. DEFINITIONS

- **Associates:** are the individuals or corporations that have made a contribution in money, work, or in other assets quantifiable in money to a partnership or unipersonal company in exchange for quotas, interest portions, stock or any other form of participation contemplated by the Colombian Law.
- **Compliance Audit:** is a systematic, critical and periodic verification with respect to the due implementation and execution of the PTEE.
- **Reporting Channel:** Is the on line reporting system to report Transnational Bribery acts, made available by the Superintendency of Corporations in its web page.
- **Chapter:** refers to Chapter XIII of the Basic Juridical Circular Letter contained in this administrative act, where administrative instructions and recommendations are included for the adoption of the PTEEs.

- **Chapter X:** Refers to Chapter X of the Basic Juridical Circular Letter.
- **Basic Juridical Circular Letter:** Is Basic Juridical Circular Letter No. 100-000005 of 2017 issued by the Superintendency of Corporations, including its amendments.
- **Contractor:** refers, in the context of a business or transaction, to any third-party that provides services to a company or that has a legal contractual relationship with the company of any nature. Contractors may include, among others, suppliers, intermediaries, agents, distributors, advisors, consultants, and people who are a party to collaboration agreements, temporary associations, or consortiums, or joint ventures with the company.
- **Government Contract:** corresponds to the definition set forth on article 32 of Law 80 of 1993.
- **Corruption:** for the effects of this Chapter, it shall be every behavior leading to have a company benefit or seek a benefit or interest, or is used as a means in the commission of crimes against the public administration or public patrimony, or in the commission of transnational bribery behaviors.
- **Due Diligence:** in the context of this chapter is alludes to the verification and ongoing and periodic evaluation process that must be performed by the Liable Entity pursuant to the Risks of Corruption or Risks of Transnational Bribery it is exposed to. In no case shall the term of Due Diligence defined in this Chapter refer to the due diligence procedures used in other risk management systems (i.e. anti-money laundering and financing of terrorism and financing of the proliferation of weapons of mass destruction) the performance of which is are governed by different regulations.
- **Employee:** is the individual who becomes liable to provide a personal service under a labor or service provision contract to a company or to any of its Subordinated Companies.
- **Company:** is a trading company, unipersonal company or branch of a foreign company supervised by the Superintendency of Corporation pursuant to Articles 83,84, and 85 of Law 222 of 1995.
- **Liable Entity:** Is the Company identified on numerals 4.1, 4.2 and 4.3 of Chapter XIII of External Circular Letter (C.E.) 100-000011 dated August 9, 2021.
- **Supervised Entity:** Is the Liable Entity or Adopting Entity that must comply with or that voluntarily embraces, respectively, what is foreseen in this Chapter.
- **Government Entity:** corresponds to the definition established in Article 2, of Law 80 of 1993.

- **Risk Factors:** are the possible elements or causes that generate the C/ST risk in any Supervised Entity.
- **Law 1778:** is Law 1778 of February 2, 2016.
- **Risk Matrix:** is the tool that allows the Supervised Entity to identify the Risks of Corruption or the Risks of Transnational Bribery
- **Corruption Risk Matrix:** is the tool that allows the Supervised Entity to identify the Risks of Corruption it could be exposed to.
- **Transnational Bribery Risk Matrix** :is the tool that allows the Supervised Entity to identify the Risks of Transnational Bribery it could be exposed to.
- **International Business or Transactions**: International business or transaction are understood to be the business or transactions of any nature with foreign individuals or public or private law corporations.
- **OECD:** Is the Organization for Economic Development and Cooperation.
- **Compliance Officer**: Is the individual who must comply with the duties and obligations established in this Chapter. The same individual may, in case the competent bodies of the Supervised Entity decide to do so, and should it be legally feasible, assume duties related to other risk management systems, such as the one related to the prevention of Anti- Money Laundering, the Financing of Terrorist or the Financing of the Proliferation of Weapons of Mass Destruction.
- **Publicly Exposed Person or PEP: corresponds to the definition set forth on article** 2.1.4.2.3. of Decree 1081 of 2015, amended by article 2 of Decree 830 of July 26, 2021.
- **Compliance Policies:** are the general policies adopted by the Supervised entity to perform its business and operations in an ethical, transparent and honest manner; and has the capacity of identifying, detecting, preventing and mitigating the Corruption Risks or the Transnational Bribery Risks.
- **Business Ethics and Transparency Program "PTEE" (in Spanish):** is the document that includes the Compliance Policy, the specific procedures to be performed by the Compliance Officer leading to implement the Compliance Policy in order to identify, detect, prevent, manage and mitigate the Risks of Corruption or the Risks of Transnational Bribery that could affect a Supervised Entity, pursuant to the Risk Matrix and other instructions and recommendations set forth in this Chapter.
- **C/ST Risks:** Is the risk of Corruption and/or the Risk of Transnational Bribery.

- **Corruption Risks:** Is the possibility that, by action or omission, the purposes of public administration are diverted or the public patrimony is affected towards a private benefit.
- **Transnational Bribery Risks or ST Risks:** is the possibility that a corporation gives, offers or promises, either directly or indirectly, sums of money, objects having a monetary value, or any benefit or profit, to a Foreign Public Servant in exchange for his performing, omitting, or delaying any action related to his duties connected to an International Business or Transaction.
- **Foreign Public Servant:** is what is set forth on paragraph 1 of article 2 of Law 1778.
- **Transnational Bribery or ST:** is the behavior set forth on article 2 of Law 1778.
- **Supervised Company:** Is the company, unipersonal company or branch office of a foreign company subject to the supervision of the superintendency of Corporations, in the terms foreseen in Article 84 of Law 222 of 1995.