

**TRANSPARENCY AND BUSINESS ETHICS  
PROGRAM MANUAL - TBEP**

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## 1 OBJECTIVE

The purpose of this document is to detail the elements that constitute the Transparency and Business Ethics Program (hereinafter TBEP) adopted by **COLOMBINA S.A.** (hereinafter **COLOMBINA** or the Company), in accordance with the requirements of External Circulars 100-000011 and 100-000012 of 2021 of the Colombian Superintendency of Companies (hereinafter CSC) and the guidelines for self-regulation and compliance with international standards on the matter.

## 2 SCOPE

This Manual establishes the specific parameters of action that must be followed by all **COLOMBINA** employees, in order to achieve an efficient, effective, sufficient and timely operation of the TBEP.

The procedures established herein also involve **COLOMBINA's** actions with respect to its stakeholders and the behavior expected of the latter.

All **COLOMBINA** employees are obliged to comply with the procedures established in this Manual.

## 3 DEFINITIONS

Below are the terms, acronyms, or abbreviations most used in this TBEP Manual with their definitions or meanings, for your knowledge, understanding and application:

1. **Total Assets:** They are all assets, current and non-current, recognized in the statement of financial position that correspond to the present economic resources controlled by the Company.
2. **Risk Analysis:** Systematic use of available information to determine how frequently specified events may occur and the magnitude of their consequences.
3. **Associates:** are those natural or legal persons who have made a contribution of money, work or other appreciable monetary assets to a company or sole proprietorship in exchange for quotas, parties of interest, shares or any other form of participation that consider Colombian laws.
4. **Compliance Audit:** It is the systematic, critical, and periodic review regarding the proper implementation and execution of the TBEP.
5. **C/ST:** Acronym used by the Colombian Superintendence of Companies to refer to Corruption and Transnational Bribery.
6. **Report Channel:** is the online reporting system for complaints about acts of Transnational Bribery, provided by the Superintendence of Companies on its website.
7. **Collaborator:** Any employee, intern, judicant, apprentice, worker on mission, temporary services and any other denomination that is related to what these terms imply.
8. **Consequence:** The product of an event expressed qualitatively or quantitatively, be it a loss, harm, disadvantage, or gain. There could be a range of possible products associated with an event.
9. **Counterparts:** They are natural or legal persons with whom the Company has business, contractual or legal ties of any kind.

10. **Contractor:** According to the Superintendence of Companies of Colombia (hereinafter CSC) it refers, in the context of a business or transaction, to any third party that provides services to **COLOMBINA** or that has a contractual legal relationship of any nature with it. Contractors may include, among others, suppliers, intermediaries, agents, distributors, advisors, consultants, and people who are part of collaboration contracts, joint ventures or consortia, or joint ventures with **COLOMBINA**.

11. **Risk Control:** The part of risk management that involves the implementation of policies, standards, procedures, and physical changes to eliminate or minimize adverse risks.

12. **Corruption:** will be all behaviors aimed at a company benefiting, or seeking an illegal benefit or interest, or being used as a means in the commission of crimes against the public administration or public property or in the commission of Transnational Bribery behaviors.

Acts of corruption are understood as the criminal conducts listed in the chapters on crimes against public administration, the environment, economic and social order, financing of terrorism and organized crime groups, administration of resources related to terrorist activities and organized crime in the Colombian Criminal Code, those set forth in Laws 1474 of 2011 and 2195 of 2022, electoral crimes or any punishable conduct related to public assets, which have been carried out.

13. **Due Diligence:** constant and periodic review and evaluation process that must be carried out on the Obligated Entity in accordance with the Corruption Risks or Transnational Bribery Risks to which it is exposed.

14. **Employee:** is the individual who undertakes to provide a personal service under employment relationship or provision of services to the Company or any of its Subordinate Companies.

15. **Ethics:** It is the set of principles, values, customs, and rules of conduct, acquired, assimilated and practiced in a strictly rational or conscious way.

16. **Risk Assessment:** The process used to determine risk management priorities by comparing the level of risk against predetermined standards, target risk levels, or other criteria.

17. **Event:** An incident, problem or situation that evidences the materialization of a risk.

18. **Risk Avoidance:** Informed decision not to be involved in a risk situation, so that the company can make decisions with sufficient information.

19. **Risk Factors:** These are the possible elements and/or causes that generate the risk of corruption and transnational bribery for the Company, such as, but not limited to: clients/users, economic activities and jurisdictions.

20. **Frequency:** A measure of the occurrence coefficient of an event expressed as the number of occurrences of an event at any given time. See also Probability.

21. **Hospitality:** It is any type of lunch and dinner, attendance at sporting or cultural events and weekends, vacations or trips, attendance at academic events. Other personal benefits and/or attentions include favors, discounts, vouchers, services, loans, commissions or any object or service of monetary value.

22. **Risk Identification:** The process of determining what can happen, why and how.

23. **Total income:** All income recognized in the statement of income for the period, as the main source of information on the financial performance of a Company for the reporting period.
24. **Stakeholders:** Those people and organizations that can affect, be affected, or perceive themselves to be affected, by a decision or activity.
25. **ISO:** Acronym for the International Organization for Standardization.
26. **Risk Matrix:** It is the tool that allows the Company to identify the Corruption Risks or Transnational Bribery Risks to which it may be exposed.
27. **Monitoring:** The action of checking, supervising, critically observing, or recording the progress of an activity or system in a systematic way to identify changes.
28. **Compliance Officer:** It is the natural person who must comply with the functions and obligations established in External Circular No. 100-000011 of 2021, or the regulations that modify, add, or complement it. The same individual may, if so, decided by the competent bodies of the Company and if legally possible, assume functions in relation to other risk management systems, such as those related to the prevention of asset laundering, the financing of terrorism and the financing the proliferation of weapons of mass destruction, among others.
29. **Facilitation payments:** Also called "gratuity" or "tips", are small payments made to secure or expedite the course of a routine action or actions necessary for the supplier to have a legal or other right, where it is sought to expedite a routine process that is generally done with small payments. Facilitation payments are a form of bribery, for which the execution of said payments is totally prohibited and each Collaborator is obliged to report said situation, to eliminate all types of legal and reputational risk that may arise from it.
30. **PEP:** Acronym for Politically/Publicly Exposed Person.
31. **Politically Exposed Persons:** They are national or foreign persons who, by reason of their position, manage public resources, or have the power to dispose of them.
32. **Compliance Policies:** These are the general policies adopted by the Company to carry out its business and operations in an ethical, transparent, and honest manner; in a way that allows you to identify, detect, prevent, and mitigate Corruption Risks or Transnational Bribery Risks in your organization.
33. **Risk Management Process:** Systematic application of management policies, procedures, and practices to the tasks of establishing the context, identifying, analyzing, evaluating, treating, monitoring and communicating risks.
34. **Transparency and Business Ethics Program (TBEP):** It is the document that includes the Compliance Policy, the specific procedures in charge of the Compliance Officer, aimed at putting the Compliance Policies into operation, in order to identify, detect, prevent, manage and mitigate the risks of Transnational Bribery, as well as other risks that are related to any act of corruption that may affect a Legal Entity.
35. **TBEP Managers:** Employees whose function is to collaborate with the identification of risks of corruption and transnational bribery in each of the areas of the Company.
36. **C/TB Risks:** is the Risk of Corruption and/or the Risk of Transnational Bribery.

37. **Corruption Risk:** It is the possibility that, by action or omission, the purposes of the public administration are diverted, or public assets are affected for a private benefit.
38. **Transnational Bribery Risk or TB Risk:** It is the possibility that a legal person, directly or indirectly gives, offers, or promises to a Foreign Public Servant sum of money, objects of pecuniary value or any benefit or utility in exchange for said public servant to carry out, omit or delay any act related to their functions and in relation to a Business or International Transaction.
39. **Inherent Risk:** It is the level of risk inherent to the economic activity carried out by the Company, without considering the effect of the controls that are implemented to manage said risk.
40. **Residual or Net Risk:** It is the resulting level of risk after applying the controls.
41. **Risk:** It is the "effect of uncertainty on objectives" (ISO 31000:2018). It is measured in terms of consequences and probabilities.
42. **Warning Signs or Early Warnings:** It is the set of qualitative and quantitative indicators that allow for the timely and/or prospective identification of atypical behaviors of the relevant variables, previously determined by the Company.
43. **Transnational Bribery:** In accordance with article 19 of Law 2195 of 2022, this crime is committed by legal entities that through one or more: (i) employees, (ii) contractors, (iii) administrators, or (iv) associates , own or of any subordinate legal entity give, offer, or promise, to a foreign public servant, directly or indirectly: (i) sums of money, (ii) any object of pecuniary value or (iii) other benefit or utility, in exchange for the foreign public servant; perform, omit, or delay, any act related to the exercise of their functions and in relation to an international business or transaction.
44. **Bribery:** In accordance with the Anti-Bribery and Anti-Corruption Policy, it is the act of offering, promising, or giving any value in money or in kind (money, gifts, products, and services) in order to obtain or achieve an inappropriate benefit or advantage in favor of own or a third party.
45. **Third Party Associate:** It is that person, natural or legal, that provides services to the company or acts on its behalf, regardless of the contractual relationship that binds them. Some examples of associated people may be: agents, suppliers, subsidiaries, outsourcing, strategic allies, among others. Equivalent to the designation of Associated Persons contained in the UK Bribery Act.

The other concepts that are not defined in this section and that are used in this Manual are defined in the Company's corporate documents, as is the case of the Related Policies.

#### 4 RELATED POLICIES

**COLOMBINA** considers the following documents to be related and complementary to this Manual:

- a) Risk Management Policy.
- b) Code of Good Corporate Governance.
- c) Code of Responsible Conduct.
- d) Self-control and Comprehensive Risk Management System for Money Laundering and Terrorist Financing -SAGRILAFT
- e) Selection and Negotiation with Suppliers and Hiring of Personnel.

## 5 OVERVIEW

### 5.1 Approval Instance

The **COLOMBINA** Transparency and Business Ethics Program was approved by the Board of Directors of **COLOMBINA S.A.**

### 5.2. TBEP Manual Distribution

This TBEP Manual is available to all **COLOMBINA** employees, administrators, associates, suppliers, contractors, and other interested parties; in order for it to meet its objectives within the Company. This manual is published in the **COLOMBINA** Digital Process Library.

### 5.3. Non-compliance with TBEP Policies and Guidelines

**COLOMBINA** considers the omission or breach of any of the controls, information management or other guidelines defined herein for the management of Corruption and Bribery risks to be a serious fault. Transnational, for which its non-compliance will be treated as "serious offenses" described in the Internal Labor Regulations.

### 5.4. Ethical and Professional Commitment

**COLOMBINA** has established in its TBEP a culture of compliance, based on the ethical and professional commitment of its employees, administrators, contractors, and people associated with **COLOMBINA**, so that the Company and its activities are not used to commit acts of Corruption or Transnational Bribery.

**COLOMBINA** considers the management of Transnational Bribery and Corruption Risk as a corporate responsibility.

Likewise, **COLOMBINA** is committed to the duty to collaborate with all competent National and International Authorities to combat crimes associated with Corruption and Transnational Bribery.

## 6 GENERAL ASPECTS ON TRANSNATIONAL CORRUPTION AND BRIBERY

The general aspects that all **COLOMBINA** employees and other interested parties should know about the risks of Corruption and Transnational Bribery, such as concepts, stages, typologies, among others, are described in **Annex 1A. Conceptual Aspects of Transnational Bribery and Corruption Risk and Annex 1B. Legal Aspects of the risk of corruption and transnational bribery.**

## 7 GENERAL ASPECTS ON RISK MANAGEMENT

Risk management is a standard within the best management practices that is characterized by being an iterative process consisting of steps, which, when executed in sequence, enable continuous improvement in the decision - making process.

The most relevant aspects of risk theory are established in **Annex 2. General Risk Theory.**

## 8 GENERAL ASPECTS ABOUT THE TBEP

The TBEP adopted by **COLOMBINA** has been designed taking into account the characteristics of the Company. The **COLOMBINA** TBEP guidelines are described below:

## 8.1. TBEP Stages

**COLOMBINA's** approach to managing Transnational Bribery and Corruption Risk is preventive, detective and reactive, being a holistic program that involves implementation, continuous monitoring and improvement.

The TBEP contemplates the phases of (i) prevention; (ii) detection; and (iii) correction or remediation plans.

The prevention phase of the TBEP defines the control environment and the tone of the administration regarding the management of Transnational Bribery and Corruption Risk.

The detection phase determines the degree of effectiveness of the TBEP and **COLOMBINA's** ability to react to possible incidents or attempts to generate situations of Corruption and Transnational Bribery.

The correction phase or remediation plans consists of implementing action plans and continuous improvement that seek to adapt the TBEP program to its current reality.

## 8.2. TBEP Organizational Structure and Functions

### 8.2.1. Organizational Structure

In order to guarantee the proper functioning of the TBEP in **COLOMBINA**, an organizational model has been defined in accordance with international standards and best practices.

The organizational structure of the TBEP will be as follows: Board of Directors, Compliance Officer, Executive President, Legal Representative and the TBEP Representatives

### 8.2.2. TBEP Functions

The functions indicated below are considered incorporated into the job descriptions of those who hold said qualities.

#### 8.2.2.1. Board of Directors

The Board of Directors, as **COLOMBINA's** highest management body, must fulfill the following functions in relation to the TBEP:

- a. Issue and define the Compliance Policy.
- b. Define the profile of the Compliance Officer in accordance with the Compliance Policy, without prejudice to the provisions of Chapter XIII of the Basic Legal Circular of the CSC.
- c. Appoint the Compliance Officer and his Substitute.
- d. Approve the document that contemplates the TBEP.
- e. Assume a commitment aimed at the prevention of C/ST Risks, in such a way that the Company can carry out its business in an ethical, transparent, and honest manner.
- f. Ensure the supply of economic, human, and technological resources required by the Compliance Officer to carry out his work.
- g. Order the pertinent actions against Associates, who have management and administration functions in the Company, employees, and administrators, when any of the above infringes the provisions of the TBEP.
- h. Lead an adequate communication and pedagogy strategy to guarantee the disclosure and effective knowledge of the Compliance Policies and the TBEP to employees, Associates, Contractors (according to the Risk Factors and Risk Matrix) and other identified interested parties.

#### 8.2.2.2. Legal Representative

The legal representative of **COLOMBINA** must fulfill the following functions in relation to the TBEP:



- a. Submit to the Compliance Officer, for approval by the Board of Directors or the highest corporate body, the TBEP proposal.
- b. Ensure that the TBEP is articulated with the Compliance Policies adopted by the Board of Directors or the highest corporate body.
- c. Provide effective, efficient, and timely support to the Compliance Officer in the design, direction, supervision and monitoring of the TBEP.
- d. Certify before the Superintendency of Companies compliance with the provisions of Chapter XIII of the Basic Legal Circular of the CSC, when required by that entity.
- e. Ensure that the activities resulting from the development of the TBEP are duly documented, so that the information meets certain criteria of integrity, reliability, availability, compliance, effectiveness, efficiency, and confidentiality. The documentary supports must be kept in accordance with the provisions of article 28 of Law 962 of 2005, or the norm that modifies, complements, or replaces it.

#### **8.2.2.3. Ethics Committee**

The Ethics Committee, in addition to the functions set forth in the Code of Responsible Conduct, will have the following functions regarding the TBEP:

- a. Define, together with the Compliance Officer or whoever acts on his behalf, the events in which, according to the results of the verification work, criminal complaints and/or legal actions must be carried out to safeguard the reputation and assets of **COLOMBINA**.
- b. Support the Compliance Officer, or whoever acts as such, in the development of the training programs necessary for the implementation, development and monitoring of the TBEP.
- c. Promote the strengthening of the culture of zero tolerance in the face of situations related to the risk of Corruption and Transnational Bribery.
- d. Promote the adoption of corrective measures to the TBEP model.
- e. Propose to the Compliance Officer, or whoever acts as such, the update of the TBEP Manual and ensure its disclosure to employees, contractors, administrators, and other Associates of the Company.

#### **8.2.2.4. Audit Committee**

The Audit Committee, in addition to the functions set forth in the Corporate Bylaws and in the Code of Good Corporate Governance of **COLOMBINA**, will have the following functions with respect to the TBEP:

- a. Supervise the establishment of adequate controls to detect corrupt practices and to adopt the necessary measures in case they are detected.
- b. Promote the corrective measures derived from the reviews carried out by the Internal Audit and the auditors related to the TBEP.
- c. Inform the Board of Directors about any issue that may arise regarding the TBEP within the periodic reports, when appropriate.

#### **8.2.2.5. Compliance Officer or whoever acts as such.**

##### **8.2.2.5.1. Requirements**

The natural person designated as Compliance Officer must meet at least the following requirements:

- a. Have the ability to make decisions to manage C/ST Risk and have direct communication with, and report directly to, the **COLOMBINA** Board of Directors.
- b. Have extensive and sufficient knowledge in C/ST Risk management and understand the ordinary course of COLOMBINA's activities.
- c. Have the support of a human and technical work team, according to the C/ST Risk and the size of the Company.
- d. Not belong to the administration, corporate bodies or belong to the statutory auditing body (act as statutory or be linked to the statutory auditing firm that exercises this function, if applicable)

- or who performs similar functions, or performs their times in the company.
- e. When the Compliance Officer is not labor related to the Company, this natural person may or may not be related to a legal person.
- f. Not serve as Compliance Officer, principal, or substitute, in more than ten (10) Companies. To act as Compliance Officer of more than one Obligated Company, (i) the Compliance Officer must certify; (ii) the body that appoints the Compliance Officer must verify that the Compliance Officer does not act as such in Companies that compete with each other.
- g. When there is a business group or a situation of declared control, the Compliance Officer of the parent company or parent may be the same person for all the companies that make up the group or conglomerate, regardless of the number of companies that make it up.
- h. Be domiciled in Colombia.

#### **8.2.2.5.2. Functions**

The Compliance Officer will have the following functions regarding the TBEP:

- a. Present with the Legal Representative, for approval of the Board of Directors, the TBEP proposal.
- b. Submit, at least one (1) time a year, reports to the Board of Directors. As a minimum, the reports must contain an evaluation and analysis of the efficiency and effectiveness of the TBEP and, if applicable, propose the respective improvements. Likewise, demonstrate the results of the management of the Compliance Officer and of the Administration of the Company in general, in compliance with the TBEP.
- c. Ensure that the TBEP is articulated with the Compliance Policies adopted by the Board of Directors.
- d. Ensure effective, efficient, and timely compliance with the TBEP.
- e. Implement a Risk Matrix and update it according to the Company's own needs, its Risk Factors, the materiality of the C/ST Risk and in accordance with the Compliance Policy.
- f. Define, adopt, and monitor actions and tools for the detection of C/ST Risk, in accordance with the Compliance Policy to prevent C/ST Risk and the Risk Matrix.
- g. Guarantee the implementation of appropriate channels to allow any person to report, in a confidential and secure manner, about breaches of the TBEP and possible suspicious activities related to Corruption and Transnational Bribery.
- h. Verify the proper application of the whistleblower protection policy established by the Company and, with respect to employees, the workplace harassment prevention policy in accordance with the law.
- i. Establish internal investigation procedures in the Company to detect breaches of the TBEP and acts of Corruption and Transnational Bribery.
- j. Coordinate the development of internal training programs in the Company.
- k. Verify compliance with the Due Diligence procedures applicable to the Company.
- l. Ensure the adequate archiving of documentary supports and other information related to the management and prevention of C/ST Risk.
- m. Design the C/ST Risk classification, identification, measurement, and control methodologies that will form part of the TBEP; and
- n. Carry out the evaluation of compliance with the TBEP and the C/ST Risk to which the Company is exposed.

#### **8.2.2.6. Representantes TBEP**

In order to ensure adequate management of the Transnational Bribery and Corruption Risk, the Compliance Officer, or whoever acts as such, may designate TBEP Representatives, in each of the risk areas identified in **COLOMBINA**.

The designated TBEP Representatives must comply with the responsibilities established in this Manual, through proactive assistance to the Compliance Officer, or whoever acts as such, for the identification, evaluation, monitoring and correction of the risk of Corruption and Transnational Bribery, thus promoting a culture of compliance in the Company.

However, all employees of the Company, regardless of the position, role, function and job position they perform, are responsible for preventing and controlling the materialization of Corruption and Transnational Bribery risks.

The TBEP Representative of each area will be notified of their designation through a communication signed by the Compliance Officer, or whoever acts as such.

TBEP Representatives must fulfill the following functions:

- a. Promote the culture of TBEP compliance within the work area and with your co-workers.
- b. Serve as a liaison with the Compliance Officer, or whoever acts as such, and provide the necessary support in the tasks of prevention, control, monitoring and administration of Corruption and Transnational Bribery Risks.
- c. Apply and supervise the regulations, policies and procedures for the prevention and control of the risk of Corruption and Transnational Bribery in the area of their responsibility and/or where they perform their duties.
- d. Advise and support the personnel in their area of responsibility and/or where they carry out their duties, in relation to the prevention and control procedures on TBEP.
- e. Ensure compliance with the rules, policies, procedures, and guidelines established in the TBEP, and report to the Compliance Officer, or whoever acts as such, any failures that are detected.
- f. Support the area of responsibility, with training and training in Corruption and Transnational Bribery risk issues or in the areas assigned to you.
- g. Inform the Compliance Officer, or whoever acts as such, about situations that warrant a Corruption and Transnational Bribery risk analysis, in accordance with the provisions of this document.
- h. Identify new Corruption and Transnational Bribery risks that are generated in the assigned area of responsibility, and/or where he performs his duties, and report them to the Compliance Officer, or whoever acts as such.
- i. Inform the Compliance Officer, or whoever acts as such, of the modification of any identified Transnational Bribery and Corruption risk, or of the conditions that served as support for its evaluation.
- j. Submit the information required by the Compliance Officer, or whoever acts as such, in order to establish alert signals or confirmation on the execution of tasks related to the TBEP.

#### **8.2.2.7. Internal Audit**

The Company's Internal Audit will carry out an independent review of the TBEP, fulfilling the following functions:

- a. Inform the Compliance Officer, or whoever acts as such, of the deficiencies identified in their reviews and opportunities for improvement.
- b. Carry out the necessary control tests to guarantee that the TBEP is working correctly.
- c. Likewise, in compliance with paragraph 3 of article 9 of Law 2195 of 2022, *"those in charge of audits or internal control of obligated legal entities must include verification of compliance and effectiveness of audit programs of transparency and business ethics in their annual audit plan."*

#### **8.2.2.8. Statutory Auditor**

It is the obligation of the statutory auditor:

- a. Detect material inaccuracies in the financial statements that indicate fraud, error or control failures in the areas, which may materialize an event of Corruption or Transnational Bribery. In acts of corruption, professional secrecy does not apply.
- b. Denounce or inform the Competent Authorities of the acts of corruption and transnational bribery that they become aware of in the performance of their duties. In fact, article 32 of Law 1778 of 2016, which adds numeral 5 of article 26 of Law 43 of 1990, imposes on tax auditors the express obligation to report to the

criminal, disciplinary and administrative authorities, for the alleged commission of crimes, which he detects in the exercise of his position, even, despite professional secrecy, in the following terms:

*"5. Statutory auditors will have the obligation to report to the criminal, disciplinary and administrative authorities, acts of corruption, as well as the alleged commission of a crime against public administration, a crime against the economic and social order, or a crime against property that he may have detected in the exercise of his position. They must also bring these facts to the attention of the corporate bodies and the administration of the company. The corresponding complaints must be filed within six (6) months from the moment the statutory became aware of the facts. For the purposes of this article, the professional secrecy regime that protects tax auditors will not be applicable.*

In compliance with his duty, the statutory auditor must pay special attention to alerts that may give rise to suspicion of an act of Corruption or Transnational Bribery.

Due to the difference in the functions that correspond to the statutory, the legal representative and the Compliance Officer, the statutory or the legal representative must not be designated as the Compliance Officer.

- c. Likewise, in compliance with paragraph 4 of article 9 of Law 2195 of 2022, the Statutory Auditor "must assess the Business Ethics Programs and issue an opinion on them."

#### **8.2.2.9. Employees**

All employees (especially those who are exposed to the risks of Corruption and Transnational Bribery) of **COLOMBINA** must know, understand and apply the TBEP Policy and the TBEP Manual, execute the controls under their responsibility related to the TBEP and leave evidence of their compliance, make internal reports in situations of Corruption and Transnational Bribery of which they are aware and provide support to the Compliance Officer, or whoever acts as such, in the development of investigations and control reviews.

### **9 METHODOLOGIES FOR THE IDENTIFICATION, MEASUREMENT, CONTROL AND MONITORING OF CORRUPTION AND TRANSNATIONAL BRIBERY RISKS**

#### **9.1 General objective**

Implement a methodology that allows **COLOMBINA** to comply with current and applicable regulations, through the management of Transnational Bribery and Corruption Risks, with preventive and/or corrective actions for the effective control of the identified risks.

Describe the guidelines established by **COLOMBINA** to carry out the identification of risk factors, as well as the identification and measurement of situations that may generate Corruption and Transnational Bribery risk for **COLOMBINA** in the operations, businesses and/or contracts it carries out.

**COLOMBINA** must take into account the following aspects related to the identification and management of the Corruption and Transnational Bribery risk:

- a. Identify the sources of risk to which **COLOMBINA** may be exposed.
- b. Select the methodology for identification, measurement and control of Corruption and Transnational Bribery risk.
- c. Establish the possibility or probability of occurrence and impact that the different Corruption and Transnational Bribery risk events can generate.
- d. Implement the action plans and necessary measures.

## 9.2 Guidelines

- a. Employees or Third Parties Associated with **COLOMBINA** must ensure compliance with internal and/or external regulations related to the TBEP.
- b. The Compliance Officer, or whoever acts in his place, will be in charge of designing the methodologies for the identification, measurement and monitoring of Corruption and Transnational Bribery risks, applying them to determine risk profiles (inherent and residual), as well as monitor them periodically.
- c. **COLOMBINA** took into account the standards AS 8001 of 2008 Fraud and Corruption Control, ISO 31000 of 2018 of Risk Management, 37301 of 2021 Compliance Management and 37001 of 2016 of Anti-Bribery Management, in order to establish the methodologies for identification, measurement, control and monitoring of the risk of Corruption and Transnational Bribery.
- d. For the management of the risk of Corruption and Transnational Bribery, the following components must be kept in force:
  - i. **Senior Management Commitment:** For the success in the implementation of adequate risk management, the commitment of Senior Management is essential as it is in charge of defining the policies and stimulating the culture of compliance and management of the risk of Corruption and Transnational Bribery. To achieve this, it is necessary that there is clarity about the policies defined within **COLOMBINA**.
  - ii. **Formation of a Work Team:** It is important to form an interdisciplinary and multidisciplinary team in charge of leading the Corruption and Transnational Bribery risk management process within **COLOMBINA**, which supports the work and responsibilities of the Compliance Officer, or whoever acts as such, which should involve the areas most prone to the risk of Corruption and Transnational Bribery. This team will be made up of the TBEP Representatives designated by the Compliance Officer.
  - iii. **Training in the Methodology:** The TBEP Representatives, once they are appointed, will receive training by the Compliance Officer, whose objectives are: to raise awareness of the issue of Transnational Bribery and Corruption risk and to socialize the methodologies and techniques to develop identification work, measurement and control of Corruption and Transnational Bribery risks.

## 9.3 Stages of managing the risk of Transnational Corruption and Bribery

The administration of the Transnational Corruption and Bribery risk consists of the following stages:

- (i) Identification of risk factors.
- (ii) Risk identification.
- (iii) Risk measurement.
- (iv) Risk assessment.
- (v) Risk control.
- (vi) Risk monitoring.

The methodologies and procedure adopted by **COLOMBINA** for each of these aforementioned phases are detailed in **Annex 3. Risk Factor Identification and Risk Identification, Measurement, Control and Monitoring Methodologies**.

As a result of the application of the methodologies for the identification of risk factors and the identification, measurement, control and monitoring of the risk of Transnational Bribery and Corruption, **COLOMBINA** has defined the matrix of risks and controls of Transnational Bribery and Corruption.

## **10 DUE DILIGENCE PROCEDURES**

**COLOMBINA** applies procedures for the execution of due diligence in order to manage the risk of Corruption and Transnational Bribery in accordance with the provisions of the Company's Code of Responsible Conduct.

Due diligence to identify Transnational Bribery and Corruption Risks should focus on at least the following:

- a. Focus, exclusively on the identification and evaluation of Corruption and Transnational Bribery Risks related to the activity carried out by the Company, its Subordinate Companies and Contractors, which must include, in a special way, the adequate review of the specific qualities of each Contractor, its reputation and relationships with third parties.
- b. Due Diligence activities must be recorded in writing, in such a way that it can be easily accessed and understood by the Compliance Officer.
- c. Provide evidence to rule out that the payment of a very high remuneration to a Contractor hides indirect payments of bribes or gifts to national public servants or Foreign Public Servants, which corresponds to the highest value that a Contractor is recognized for his intermediation work.
- d. Carried out by employees with the necessary capacity or by third parties specialized in these tasks. These must have the human and technological resources to collect information about the commercial, reputational, and sanctioning background in administrative, criminal or disciplinary matters that have affected, affect or may affect the persons subject to Due Diligence. Within these, both Contractors and potential Contractors will be included, provided they are relevant in a legal relationship that may have a Risk of Corruption and Transnational Bribery.

Here are some warning signs that **COLOMBINA** will take into account, depending on the Transnational Bribery and Corruption Risks identified:

- a. **In the analysis of accounting records, operations, or financial statements:**
  1. Invoices that appear to be false or do not reflect the reality of a transaction or are inflated and contain excess discounts or refunds.
  2. Operations abroad whose contractual terms are highly sophisticated.
  3. Transfer of funds to countries considered tax havens.
  4. Operations that do not have a logical, economic or practical explanation.
  5. Operations that fall outside the ordinary course of business.
  6. Operations in which the identity of the parties or the origin of the funds is not clear.
  7. Assets or rights, included in the financial statements, that do not have a real value or that do not exist.
- b. **In the corporate structure or corporate purpose:**
  1. Complex or international legal structures with no apparent business, legal or tax benefits or owning and controlling a legal entity with no business purpose, particularly if located abroad.
  2. Legal persons with structures where there are national trusts or foreign trusts, or non-profit foundations.
  3. Legal entities with "offshore entities" or "offshore bank accounts" structures.
  4. Companies that do not operate under the terms of Law 1955 of 2019 or that due to the development of business can be considered as "paper" entities, that is, that reasonably do not fulfill any commercial purpose.
  5. Companies declared as fictitious suppliers by the DIAN.
  6. Legal persons where the Final Beneficiary is not identified.

**c. In the analysis of transactions or contracts:**

1. Frequently resort to consultancy contracts, intermediation and the use of joint ventures.
2. Contracts with Contractors or state entities that give the appearance of legality that do not reflect precise contractual duties and obligations.
3. Contracts with Contractors that provide services to a single client.
4. Unusual gains or losses in contracts with Contractors or state entities or significant changes without commercial justification.
5. Contracts that contain variable remunerations that are not reasonable or that contain payments in cash, in Virtual Assets, or in kind.
6. Payments to PEPs or people close to the PEPs.
7. Payments to related parties (Associates, Employees, Subordinate Companies, branches, among others) without apparent justification.

## **11 STRATEGIES AND ACTIONS FOR CORRUPTION AND TRANSNATIONAL BRIBERY RISK MANAGEMENT**

Transnational Bribery and Corruption risk management takes a proactive approach to mitigating the risks posed before they occur.

The strategies and actions to manage Corruption and Transnational Bribery are:

- a. **Prevention:** Proactive measures designed to help reduce the risk of foreign bribery and corruption.
- b. **Detection:** Measures aimed at discovering cases of Corruption and Transnational Bribery when they occur.
- c. **Answer:** Measures aimed at taking corrective measures and repairing the damage caused by Corruption and Transnational Bribery.

### **11.1 Prevention of Corruption and Transnational Bribery**

**COLOMBINA** develops the following measures for the prevention of Corruption and Transnational Bribery:

- a. **Implement and maintain an integrity framework. The construction of an ethical culture:** **COLOMBINA** has established a strategy for managing the risk of Corruption and Transnational Bribery with the implementation and maintenance of an ethical culture throughout the Company and all employees are committed to it.
- b. **Commitment of Senior Management to control the risks of corruption and transnational bribery. Risk awareness:** **COLOMBINA** guarantees that Senior Management has a high commitment to control the risks of Corruption and Transnational Bribery, both against the Company and by the Company (for example, in terms of ensuring that the Company and its employees do not have corrupt behavior in their relations with third parties).
- c. **Internal control. The implementation of an effective internal control system:** **COLOMBINA** guarantees that all business processes, in particular those evaluated for having a greater predisposition to the risks of Corruption and Transnational Bribery, are subject to a rigorous system of internal controls that are well documented. , regularly updated and understood by all staff.
- d. **Corruption and Transnational Bribery risk assessment. Implement a Policy to Assess Transnational Bribery and Corruption Risk:** **COLOMBINA** has adopted a policy and procedures for the

systematic identification, analysis, and assessment of transnational bribery and corruption risk and regularly conducts a comprehensive corruption and transnational bribery risk assessment within its business operations.

- e. **Communication and awareness. Knowledge of Corruption and Transnational Bribery problems:** **COLOMBINA** employees have a general awareness of Corruption and Transnational Bribery and how they should respond if this type of activity is detected or suspected. **COLOMBINA** regularly communicates to its employees a clear definition of the types of behavior that constitute corrupt practices, the detection measures that are implemented within the Company and an unequivocal statement of the corrupt practices that will not be tolerated within it.
- f. **The implementation of a robust personnel selection program:** The personnel selection process consists of the verification, with the consent of the person, of the identity, integrity, and credentials of the selected person. **COLOMBINA** carries out a robust selection process within the limits of the relevant legislation and with the informed and express consent of the selected person. The selection process is contemplated for all new employees of the Company and all personnel who are transferred to an executive position, or a position considered by the Company as "higher risk" in terms of possible exposure to the risk of Corruption or Bribery. Transnational associated with those positions.
- g. **Background verification of clients and suppliers. Due diligence of suppliers and customers:** **COLOMBINA** has taken measures to guarantee the good faith of new suppliers and customers and periodically confirms the good faith of its old suppliers and customers. Likewise, **COLOMBINA** reconsiders whether to continue its permanent commercial relationship with the other party, if the analysis concludes that there is a greater risk of Corruption or Transnational Bribery of the third party.
- h. **Control of the risk of Corruption and Transnational Bribery. Specific measures to counter the risk of Corruption and Transnational Bribery:** **COLOMBINA** considers separately the measures to control the risks of Corruption and Transnational Bribery in state contracts, both in which employees and other persons related to **COLOMBINA** are the target of third parties, such as that of employees and other people related to external parties, to obtain an inadequate benefit from the Company. These measures are established in the Code of Responsible Conduct and correspond to the regulation of conflicts of interest, gifts, hospitality, Special treatment, donations, and financing of political campaigns, among others.

## 11.2 Detection of Corruption and Transnational Bribery

**COLOMBINA** develops the following measures for the detection of Corruption and Transnational Bribery:

### a. Implement a Corruption and Transnational Bribery detection program. screening tests

**COLOMBINA** performs tests aimed at detecting the risk of Corruption and Transnational Bribery, after the Company's prevention systems have failed. The tests may include, among others, transactional analysis and analysis of reports or those that are considered relevant.

### b. Role of the Statutory Auditor in the detection of Corruption and Transnational Bribery. Work with the Statutory Auditor in the detection of Corruption and Transnational Bribery

**COLOMBINA** is familiar with the role and responsibilities of the Statutory Auditor in detecting the risk of Corruption and Transnational Bribery. Likewise, it discusses with the Statutory Auditor regarding the audit procedures that will be carried out and that are intended to detect material errors in the Company's financial statements due to fraud or error.

### c. Ways to report suspicious incidents. Implementation of a program of alternative information channels

**COLOMBINA** has the Colombina Ethics Line, through which it is possible to report suspicious or known, illegal or unethical behaviors. This channel is available to all staff.

### d. Whistleblower protection program. Implementation of a whistleblower protection policy



**COLOMBINA** puts into practice the active protection of whistleblowers and makes sure to communicate this postulate to all staff, in accordance with the provisions of the Code of Responsible Conduct.

### **11.3 Response to Transnational Bribery and Corruption**

**COLOMBINA** develops the following measures in response to the risk of Corruption and Transnational Bribery:

#### **a. Policies and procedures**

**COLOMBINA** has established adequate policies and procedures to deal with a suspicion of Corruption or Transnational Bribery detected through its detection systems or in another way that comes to its knowledge, such as those established in this Manual, as well as that related to the use of the *Ethical Colombina Line*.

#### **b. Preliminary verification tasks**

The previous tasks of verification on suspicion of Corruption and Transnational Bribery must be carried out by the Internal Audit.

#### **c. Internal reports and escalation. Collect information in relation to the incidents of Corruption and Transnational Bribery**

All incidents of Corruption and Transnational Bribery must be reported to the Company's Internal Audit, who will carry out the corresponding prior verification tasks and report the results of those cases that are considered relevant through a report that must be delivered to the Compliance Officer and the Audit Committee.

#### **d. Review of internal controls. Internal control review after the detection of an incident of Corruption or Transnational Bribery.**

In each case in which the risk of Corruption or Transnational Bribery is detected, **COLOMBINA** reassesses the adequacy of internal control (particularly the controls that have a direct impact on the incident) and considers whether improvement actions are required.

## **12 GUIDELINES FOR MANAGING CORRUPTION AND TRANSNATIONAL BRIBERY RISK**

The Transnational Bribery and Corruption risk management scheme is defined in the following graph<sup>1</sup>:

## Graph No. 2 Transnational Bribery and Corruption Risk Management



Source: OCEG

### 12.1 Principles

The TBEP adopted by **COLOMBINA** is based on the following principles:

1. **Proportionality.** The general guidelines for the TBEP have been designed taking into account the Company's own risk, its economic activity, the commercialization of its products and/or services, the size and other particular characteristics of the business.
2. **Commitment.** **COLOMBINA** commits Shareholders, Members of the Board of Directors, Senior Management, Employees, Clients, Suppliers, Contractors, Strategic Allies and Third Parties Associated with it, to strictly comply with and apply the Code of Responsible Conduct, Code of Good Corporate Governance, to the TBEP Handbook and Related Policies.
3. **Risk management.** **COLOMBINA** will manage and mitigate the risk of Corruption and Transnational Bribery through an effective and timely process of identification, assessment, monitoring and implementation of anti-bribery and anti-corruption controls.
4. **Due diligence.** All Company relations with Shareholders, Employees, Clients, Suppliers, Contractors, Strategic Allies and Associated Third Parties must be framed within the guidelines established in the TBEP, in order to comply with the procedures set forth herein.
5. **Communication and training.** **COLOMBINA** undertakes to provide all the necessary means to communicate and provide training aimed at those employees and/or counterparties that the Company considers should be trained due to their exposure to the risk of Corruption and Transnational Bribery and to participate in training

programs on the prevention and control of the risk of corruption and transnational bribery.

6. **Monitoring and reviews.** COLOMBINA will establish the responsibilities so that adequate monitoring is carried out and periodic reviews are carried out to ensure the correct functioning of the TBEP, whenever changes occur in its activity that alter or may alter the degree of C/ST Risk, or by at least every two (2) years.

## **12.2 Acts that are considered Corruption or Transnational Bribery**

Wrong acts related to the TBEP are considered to be those indicated in the risk matrix, whether they are committed directly or indirectly by the counterparties or through Associated Third Parties.

## **12.3 Rules of conduct**

**COLOMBINA** is an organization committed to the sustainability of its operations, investments, and businesses. Therefore, it has guidelines for the prevention and resolution of conflicts of interest, in order to prevent the promotion of any form of Corruption and Transnational Bribery. Additionally, it has established rules of conduct to properly manage the granting and receiving of gifts, hospitality, special treatment and/or other benefits contained in its Code of Responsible Conduct. Said guidelines and rules of conduct are understood to be incorporated into this TBEP Manual.

## **12.4 Donations, sponsorships, and contributions to finance political campaigns.**

All donations to political parties and/or movements approved by the National Electoral Council will be previously authorized by the Company's Board of Directors, in accordance with the amount of donations approved by the General Assembly of Shareholders.

### **12.5 Donations, sponsorships, and contributions to other counterpart.**

All donations made by **COLOMBINA**, whether in product or money, are under no circumstances made with the aim of obtaining any benefit; on the contrary, they are made in order to provide support to institutions in line with the Company's philosophy.

The Company, regarding the subject of donations and gifts, accepts what is contemplated in the law, the policies and corporate documents that regulate the matter within the Company.

## **12.6 Relationship with Employees**

- a. The process of linking and updating the information of the Employees will be carried out in accordance with the selection and hiring procedures and guidelines; as well as the due diligence procedure established in this Manual.

Additionally, it will be inquired during the interviews and throughout the selection and hiring process, or updating information, if the candidates or Employees, as the case may be, are relatives within the fourth degree of consanguinity, third degree of affinity and only civil with some current collaborator. If so, it must be reported to the Compliance Officer, or whoever acts as such, and the same restrictions established in the section on Relations with Current or Dismissed Public Officials of this Manual must be applied.

- b. The hiring restrictions indicated in the section on Relationship with Current or Dismissed Public Officials of this Manual must be taken into account.
- c. No **COLOMBINA** employee will suffer any type of degradation, sanction, retaliation, or adverse consequence for their refusal to give or receive a bribe, or their refusal to participate in any type of corrupt act, even if said decision implies some economic loss for the Company.
- d. The Vice-Presidency of Human Resources, provided that the dismissed person allows it, will conduct an interview to those employees who voluntarily leave the Company. This interview shall be documented in the retirement forms

adopted by **COLOMBINA**.

- e. The compensation and remuneration policies and schemes established in **COLOMBINA** will be based on the fulfillment of defined objectives and criteria. Schemes that favor any type of Corruption and/or Transnational Bribery will not be approved.
- f. The participation and attendance of employees in training related to the TBEP is considered mandatory.
- g. **COLOMBINA** has information security measures, by virtue of which the duty of confidentiality is established with respect to confidential or restricted information. Likewise, this Manual reiterates the duty of confidentiality of information related to the TBEP and critical information related to contracting processes, investment projects, disinvestment, among others.

## **12.7 Relationship with Suppliers, Contractors, Strategic Allies and Associated Third Parties**

- a. The linking of any supplier or third party must be carried out complying at all times with the requirements established in the procedure of Selection and Negotiation with Suppliers.
- b. All contracts with suppliers, contractors, strategic allies, and in general with associated third parties must include the clauses established in the Code of Responsible Conduct.
- c. **COLOMBINA** has established rules of conduct for relations with suppliers, contractors and third parties, which are included in the Code of Responsible Conduct.
- d. For the linking of suppliers and associated third parties in general, the due diligence procedure established in the Code of Responsible Conduct must be complied with.
- e. The suppliers to be contracted must have the necessary capacity, skill and administrative, economic and legal experience, so that the services are provided without affecting the established standards, or damaging the reputation of **COLOMBINA**, in compliance with the Selection and Negotiation procedure with Suppliers.
- f. A supplier by virtue of the services it provides, may have access to privileged information from counterparties or from **COLOMBINA**, which must be properly managed by the external supplier itself and the personnel used to provide the services. The foregoing because, as in the operations that **COLOMBINA** carries out directly, there is also the possibility of situations that generate conflicts of interest with an external supplier.
- g. The conflict of interest with suppliers includes those situations that arise in the development of the relationship that **COLOMBINA** maintains with them, and the services provided by them, which imply a conflict between the interests of these, those of the clients and/or those of **COLOMBINA**.
- h. In order to prevent the generation of conflicts of interest in this relationship, the following guidelines must be considered:
  - i. The contracting of suppliers must be carried out under the premise that subcontracting is not allowed, except when it is strictly necessary, and the approvals of the case are provided.
  - ii. Likewise, the inclusion in the contracts with suppliers of the external supplier's commitment to detect, immediately disclose and prevent situations of conflict of interest that they become aware of and **COLOMBINA's** power to review the respective compliance must be considered.
  - iii. Within the evaluation procedures of the external provider and the Due Diligence reviews, the responsible areas in coordination with the service user area must identify and carry out the verification of standards for the prevention, detection, disclosure, and management of conflicts of interest.
  - iv. During the relationship with the supplier, the user area must establish in its follow-up procedures, measures for the identification and treatment of conflicts of interest. Any material conflict of interest issue must be reported to the Compliance Officer through the disclosure procedure set forth in this TBEP Manual.
  - v. Within the process of contracting external providers, the signing of confidentiality agreements or clauses will be taken into account prior to the initiation of all contracts, when required.

## 12.8 Relationship with Current or Dismissed Public Officials

- a. Questions have been included in the linking formats in order to establish whether they are PEPs.
- b. People who (i) are or have been public officials or, (ii) manage or have managed public resources, in the last two (2) years:
  - i. They may not be hired by **COLOMBINA** to provide assistance, representation or advisory services in matters related to the functions of the position they performed, with respect to the body, entity, or corporation in which they provided their services.
  - ii. They may not be hired by **COLOMBINA** to provide assistance, representation, or advisory services, in the case of officials who have been linked to inspection, surveillance, control or regulation bodies of **COLOMBINA**.
  - iii. They may not be hired by **COLOMBINA** either as advisers, consultants or in general, as suppliers or as Employees, during the two (2) years following their retirement from public office, when the object they develop is related to the sector to which they provided its services.
  - iv. They may not be hired as employees, contractors, or consultants, or in general as suppliers, when the purpose of the contracts is related to matters of interest to **COLOMBINA** from where they could act in its favor.
- c. When a Collaborator assumes public functions or manages public resources, they must immediately inform the Compliance Officer, or whoever acts on their behalf once the situation has been identified. The Compliance Officer, or whoever acts as such, will guide the person to establish control measures.
- d. **COLOMBINA** is an organization committed to the sustainability of its operations, investments, and businesses. Therefore, **COLOMBINA** has guidelines for the prevention and resolution of conflicts of interest, rules of conduct in order to prevent the promotion of any form of Corruption and Transnational Bribery and to properly manage the giving and receiving of gifts, contained in its Code of Responsible Conduct. Said guidelines and rules of conduct are understood to be incorporated into this document.
- e. The relationship with regulatory or control entities is the responsibility of the Legal Representative of the Company. The Compliance Officer, or whoever acts as such, may issue concepts or suggestions regarding the relationship with these entities.
- f. When a conflict of interest is identified or one of the types of conflicts indicated in the Code of Responsible Conduct is incurred, the procedure established therein must be followed.
- g. All forms of Corruption or Transnational Bribery are prohibited in accordance with current legal regulations on the matter.

## 13 MEASURES TO ENSURE COMPLIANCE WITH TBEP POLICIES AND INCENTIVES AND SANCTIONS REGIME

In the event that the administrators, employees, or those linked to **COLOMBINA** fail to comply with the regulations, policies and procedures defined for the operation of the TBEP, these guidelines will be followed:

### 13.1 Guidelines

- a. All **COLOMBINA** employees must abide by and comply with the different provisions implemented for the operation of the TBEP.
- b. The Vice Presidency of Human Resources will be in charge of advancing the administrative actions that may take place, when the policies, procedures and/or controls established in the different documents that are part of the TBEP are not complied with.

- c. The TBEP Representatives designated for each area will ensure that the rules, policies, and procedures established in the TBEP Manual are followed, and the failures they detect must be reported directly to the Compliance Officer, or whoever acts as such.
- d. When non-compliances are detected by **COLOMBINA's** employees, in aspects related to the TBEP, the Compliance Officer, or whoever takes his place, will document them, and will send a written report to the Vice-Presidency of Human Resources so that the latter may take the appropriate administrative action, depending on the type of non-compliance. The foregoing, without prejudice to the exercise of other administrative, civil or criminal actions to be taken.
- e. The measures to ensure compliance with the TBEP policies can be preventive or corrective, in accordance with the Internal Work Regulations, the Work Contract and this **COLOMBINA** Manual.

### 13.2 Preventive Measures

- a. **Authority:** The Administrators of **COLOMBINA** undertake to exercise the powers they have in relation to the management of the risk of Corruption and Transnational Bribery, in order to support the decisions or recommendations of the Compliance Officer, or whoever acts in their place, and their group support.
- b. **Resources:** Senior Management will allocate the necessary human, technological and economic resources to guarantee the adequate execution of the tasks of managing the risk of Corruption and Transnational Bribery in **COLOMBINA**.
- c. **Independence:** **COLOMBINA's** Senior Management will guarantee the independence of the Compliance Officer, or whoever acts as such, in the execution of the activities of managing the risk of Corruption and Transnational Bribery.
- d. **Processes:** **COLOMBINA** Senior Management will guarantee the effectiveness and efficiency of the processes related to the management of the risk of Corruption and Transnational Bribery.

### 13.3 Disciplinary measures

Failure to comply with the rules, policies, and procedures on the TBEP, by **COLOMBINA** Employees, exposes the Company to a greater degree to the risk of Corruption and Transnational Bribery, which may lead to the imposition of sanctions by the Organizations State that exercise inspection, surveillance, and control.

In addition to the disciplinary measures provided for in the Code of Responsible Conduct, the Compliance Officer, or whoever acts in their place, or the Internal Audit, when they evidence situations that violate the policies, procedures or controls defined in this Manual, they must carry out the respective report and submit it to the Vice- Presidency of Human Resources so that the disciplinary process can be initiated, tending to determine the type of sanction to be applied according to the impact of the action or omission and the seriousness of the offense.

The Vice-Presidency of Human Resources will carry out the disciplinary process, according to what is defined in the Internal Labor Regulations, the Labor Contract and **COLOMBINA's** internal procedures, within the principles of justice, equity and unifying the legal and regulatory criteria and parameters.

In any case, employees who fail to comply with the policies and procedures contained in this Manual will be subject to the sanctions established in the Internal Work Regulations and other related provisions.

### 13.4 Corrective Measures

**COLOMBINA's** Sanctioning Regime assumes that employees must take into account that behaviors that violate the rules and procedures for the prevention and control of the risk of Corruption and Transnational Bribery entail administrative, criminal, patrimonial and labor sanctions, as established in the current regulations.

### **13.5 Incentives**

The Compliance Officer, or whoever acts in their place, in coordination with the Vice Presidency of Human Management may design, when deemed necessary, incentives or other mechanisms that allow promoting voluntary contributions that translate into opportunities to improve the TBEP.

### **13.6 Operating losses derived from the materialization of the risk of corruption and transnational bribery.**

Any operational loss derived from the materialization of a Transnational Bribery and Corruption risk will be assigned to the cost center in which the loss occurred and must have an economic impact on the performance of the respective cost center.

## **14 INTERNAL CONTROL PROCEDURES AND TBEP REVIEW**

The internal control and review procedures of the TBEP seek to carry out the necessary activities and tests to guarantee that it is working correctly.

### **14.1 Compliance officer**

The Compliance Officer, or whoever acts as such, will supervise the compliance of the entire TBEP by reviewing the procedures indicated in this Manual.

### **14.2 Internal Audit**

Internal Audit will carry out an independent review of the system, in accordance with the following functions:

- a. Inform the Compliance Officer, or whoever acts as such, through a written report on the deficiencies identified in their reviews and opportunities for improvement.
- b. Carry out the necessary control tests to guarantee that the TBEP is working correctly. The controls established in the TBEP risk and control matrix must be taken into account.

### **14.3 Statutory Audit**

Pursuant to Article 9 of Law 2195 of 2022, Article 34-7 is added to Law 1474 of 2011, which in its paragraph 4 now stipulates that "The statutory auditor, when available, must evaluate the transparency and business ethics programs and issue an opinion on them".

Likewise, the TBEP is part of the Company's Internal Control System, in accordance with current regulations on the accounting profession and the exercise of the Statutory Auditor and, therefore, the Statutory Auditor must carry out the tasks it deems necessary to purposes of evaluating the environment and the control system of the Company, which allow it to verify the accuracy of the accounting and ensure that in the transfers of money or other goods that occur between the legal entity and its subordinate companies, payments are not hidden directly or indirectly related to bribery or other corrupt conduct.

### **14.4 Annual declaration of conflict of interest**

The Internal Audit Department will annually ask employees who hold positions of Direction, Management and Trust and who are exposed to a higher risk of fraud, to fill out a Questionnaire on Conflict of Interest in order to validate compliance with the rules on this matter contained in this Manual and in the Code of Responsible Conduct.

## **15 TBEP REPORTS**

The functional scheme implemented by **COLOMBINA** for the management of internal and external TBEP reports is described below.

### **15.1 Internal Reporting of Wrongdoing**

- a. In the event that any employee becomes aware of a possible illegal or questionable situation (e.g., corruption or transnational bribery), he/she is obliged to report it as soon as possible through the Colombina Ethics Line.
- b. The concealment of such situations is considered a violation of **COLOMBINA's** policies and regulations, which will result in the application of the corresponding sanctions.
- c. Reckless reporting is considered a serious offense.

## 15.2 Reporting Channels

**COLOMBINA** has established within its Code of Responsible Conduct the channels available for collaborators, associates, contractors, suppliers, clients and/or anyone interested in reporting irregularities, bribery behavior, corrupt practices and/or any other suspicious activity. The Colombina Ethics Line [colombinaetica@colombina.com](mailto:colombinaetica@colombina.com) is the main reporting channel for the TBEP

These channels have the support of **COLOMBINA's** Senior Management and enjoy confidentiality, which ensures proper administration of the issues reported.

If necessary, you may use the channel for reporting acts of corruption and/or transnational bribery, provided by the Superintendency of Companies in the following links:

<http://www.secretariatransparencia.gov.co/observatorio-anticorrupcion/portal-anticorrupcion>

[https://www.supersociedades.gov.co/delegatura\\_aec/Paginas/Canal-de-Denuncias-Soborno-Internacional.aspx](https://www.supersociedades.gov.co/delegatura_aec/Paginas/Canal-de-Denuncias-Soborno-Internacional.aspx)

## 15.3 External Reports

The external reports of the TBEP are those that **COLOMBINA** must send to external authorities or bodies.

### 15.3.1 General Guidelines for All External Reporting

- a. No natural or legal person linked to **COLOMBINA** may disclose to unauthorized persons information about the reports that have been made to the Competent Authorities.
- b. All the supports of the facts and situations that have been reported must be organized and preserved in accordance with the provisions of this Manual regarding the preservation of documents, since they may be requested by the Competent Authorities.
- c. The Compliance Officer, or whoever acts as such, will keep a control record with the information of all the reports that are made to the Competent Authorities.

### 15.3.2 Criminal complaints

When, as a consequence of the previous work of verification, investigations and internal reports, there is physical evidence and material elements of proof on the commission of a punishable conduct, it must be brought to the attention of the Competent Authorities through a criminal complaint that will be made by the Legal Vice Presidency.

### 15.3.3 External reports addressed to other entities.

The Compliance Officer, or whoever acts in his place, may issue reports related to the progress in the implementation or development of corrective measures to other recipients, when by institutional decision they are part of initiatives promoted by the Government, especially the Ministry of Transparency of the Vice Presidency of the Republic, Trade Associations, among others.

The information requested by the Secretary of Transparency to public or private entities must be provided within 10 business days following the date of receipt of the information request, extendable only once and for the same



term.

## 16 COMMUNICATION AND DISCLOSURE STRATEGY

**COLOMBINA** in order to preserve transparency in all its actions and operations, and in order to comply with legal and internal regulations related to the conservation, preparation, and disclosure of TBEP information, will design communication and disclosure mechanisms to ensure compliance with regulatory requirements.

The channel adopted by **COLOMBINA** for public disclosure of information on the management of the risk of Corruption and Transnational Bribery will be through: (i) its corporate website, (ii) external and internal communications or (iii) other public disclosure mechanisms.

**COLOMBINA**, has translated the TBEP and the Compliance Policy into the official languages of the countries in which it carries out Business or International Transactions or those in which it carries out activities through Subsidiary Companies, branches, or other establishments, or even Contractors in other jurisdictions, when the language is not Spanish.

### 16.1 Communication and Disclosure Strategy Objectives

The general objectives of the communication and disclosure strategy will be the following:

- a. Create a culture of compliance within the Company.
- b. Protect the brand and reputation of **COLOMBINA**.
- c. Inform about the Colombian Ethical Line.
- d. Ensure that the mechanisms to ensure compliance with legal or regulatory provisions are an integral part of the operational procedures.

The communication and dissemination strategy will be internal and external.

#### 16.1.1. Internal Communication and Disclosure Strategy

Internally, periodic communications are required to ensure that the Administration and collaborators are kept informed on matters related to the control of Corruption and Transnational Bribery, including the best established practices.

#### 16.1.2 External Communication and Disclosure Strategy

The Company's commitment regarding its Corruption and Transnational Bribery control plan must be communicated to the counterparties, through its corporate website.

### 16.2 Reserve Duty

In order to comply with the duty of secrecy, **COLOMBINA** collaborators must maintain secrecy and confidentiality regarding the information reported to the authorities and that related to the TBEP.

All the information derived from the application of this policy is subject to confidentiality, which means that it can only be known by the Competent Authorities.

Therefore, **COLOMBINA** commits its employees to keep absolute confidentiality regarding the information that is prepared and distributed in relation to the TBEP, especially that which has been reported internally or made available to the Competent Authorities, unless required by them.

Likewise, all of the aforementioned have the obligation to safeguard and limit the use of this information for the purposes strictly established in the Law and in this Manual, among which is to meet the information requirements of the Office of the Attorney General of the Nation, Competent Authorities or Control Entities.

## **17 TBEP TRAINING PROGRAMS**

At **COLOMBINA**, training on the TBEP is designed, programmed, and coordinated through plans aimed at all areas and collaborators considered by the Compliance Officer, or whoever acts as such, according to the risk analysis.

### **17.1 Objective**

Establish training programs to publicize the policies, internal and external regulations, and procedures related to the TBEP, in order to generate in **COLOMBINA** employees an organizational culture oriented to the management of the risk of Corruption and Transnational Bribery, for prevent and control that **COLOMBINA** is used for these purposes.

### **17.2 Scope**

The training programs will be aimed at **COLOMBINA** collaborators, administrators, and associates.

### **17.3 Guidelines**

- a. When an update is made to the TBEP Manual, it must be communicated to **COLOMBINA** collaborators; In the event that the changes made are extensive, it is necessary to schedule training to publicize the new standards and parameters of the TBEP.
- b. A written record must be left of all the trainings carried out, indicating at least the date, the topic covered and the name of the attendees.

### **17.4 Periodicity**

TBEP training shall be provided to personnel as deemed appropriate by the Company at least once (1) per year or when changes are made to TBEP policies, standards or procedures that warrant refresher training.

### **17.5 Training elements**

Training programs must be in writing and for their development and distribution, all types of tools may be used to fulfill the purposes, such as:

- a. Periodic publications in **COLOMBINA**'s media.
- b. Conferences.
- c. Face-to-face training.
- d. Virtual tools.
- e. Workshops.
- f. Recreational activities.
- g. Questionnaires.
- h. E-learning

## **18 DOCUMENT RETENTION**

In addition to what is established in the Code of Responsible Conduct, the guidelines for the filing and preservation of documents that have been used for the implementation of the stages and elements of the TBEP are indicated below, those required in the linkage of counterparts, in the process of learning about them, those who support their operations, which may be required by the Competent Authorities:

- a. order to provide collaboration to the Competent and Control Authorities, the supporting documentation of the TBEP must be kept, as well as that related to the linking of counterparties, and that which supports the transactions carried out.
- b. Documents and records related to compliance with the regulations on prevention and control of the risk of

Corruption and Transnational Bribery must be kept for a minimum term of ten (10) years.

- c. After this period they can be destroyed, provided that the following conditions are met:
- i. That there is no request for delivery of the documents made by the Competent Authority.
  - ii. That they be preserved in a technical medium that guarantees their subsequent exact reproduction and the preservation of their probative value, in accordance with the provisions of Decrees 2527 of 1950, 3354 of 1954 and 2620 of 1993 and in article 12 of Law 527 of 1999 .
  - iii. In the event that, after this period, there is an ongoing investigation or the information has been required by a Competent Authority or Control Body, the information will not be destroyed and will be kept until the end of the investigation or until said Authority or Control Body indicates the culmination of the corresponding action.
  - iv. In merger cases, COLOMBINA as absorbing company must guarantee continuity in strict compliance with this provision.
  - v. In case of liquidation, it corresponds to the liquidator to adopt the necessary measures to guarantee the archiving and protection of the TBEP documents, in accordance with the provisions of numeral 21 of article 5 of Decree 2418 of 1999.

## **19 ANNEXES**

**Annex 1A. Conceptual Aspects of the Risk of corruption and transnational bribery.**

**Annex 1B. Legal Aspects of the Risk of corruption and transnational bribery.**

**Annex 2. General Theory of Risk.**

**Annex 3. Methodologies for the Identification of Risk Factors and Risk Identification, Measurement, Control and Monitoring.**