



**C.I. LA SAMARIA S.A.S.**

**Code: PG-GD-02**

**Version: 1.0**

**Date of approval:  
11/02/2022**

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Program the:  
**TRANSPARENCY AND BUSINESS ETHICS**

<b>Prepared by</b>	Compliance officer
<b>Reviewed by</b>	Board of Directors
<b>Approved by</b>	Board of Directors

## **1. INTRODUCTION**

For the development of its operations, **C.I. LA SAMARIA S.A.S.** (hereinafter referred to as "The Organization") implements, as part of its institutional culture, the Transparency and Business Ethics Program for Self-Control and Management of Transnational Bribery and Corruption Risks, hereinafter referred to as PTEE. This program includes compliance with its Policies, Code of Ethics, and Corporate Commitment, referring to best practices outlined in Circular Externa No. 100-000011 of 2021 issued by the Superintendencia de Sociedades de Colombia.

The program aims to ensure that all operations are conducted within the current legal framework, describing internal anti-corruption mechanisms and transnational bribery prevention mandatory for all employees, executives, partners, counterparts, and third parties of the Company.

## **2. OBJECTIVES**

The Senior Management or Highest Body of the Organization express their responsibility to comply with and promote among employees, shareholders, clients, suppliers, contractors, strategic allies, and third parties (hereinafter referred to as Counterparts) who interact and maintain relationships with the Organization, to have the highest ethical standards in their operations.

The Organization aims to document in this Program its commitment to zero tolerance for any conduct considered as bribery or corruption, reinforcing the values, standards, and principles established in the Code of Ethics, which mandates acting always honestly and ethically in all activities, as well as complying with all current regulations governing these matters.

### **Specific objectives:**

- a. Strengthen the corporate culture based on ethical behaviors established in the Code of Ethics, and ensure consistency between what is said and done.
- b. Prevent damage to the image and reputation of the Organization through the adoption and compliance with provisions prohibiting any form of corruption and bribery.
- c. Establish guidelines for the Organization to segment, identify, measure, control, monitor, detect, investigate, and correct situations of corruption and bribery against the Organization, promoting the establishment of a compliance culture, safeguarding the Organization's reputation, and upholding the values incorporated in the Code of Ethics.

These guidelines are designed to serve as a guide in the conduct of all individuals in a business relationship with the Organization, including employees, shareholders, suppliers, contractors, strategic allies, and third parties, in compliance with the standards for the prevention and control of corruption and bribery adopted by the Organization.

## **3. LEGAL FRAMEWORK**



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- Law 599 of 2000: Colombian Penal Code, Congress of the Republic, complies with the entire set of punitive legal norms framed by the State.
- Law 1474 of 2011: Congress of the Republic, Anti-Corruption Statute, through which norms are dictated to strengthen mechanisms for the prevention, investigation, and sanction of acts of corruption and the effectiveness of public management control.
- Law 1778 of 2016: Identify, assess, and validate when conducting international business or transactions with a foreign public servant. Due diligence must be performed to mitigate the material risk of Bribery or Corruption.
- Law 2195 of 2022: Congress of the Republic through which measures are adopted regarding transparency, prevention, and the fight against corruption, along with other provisions.
- Circular Externa 100-000011 of August 9, 2021, from the Superintendencia de Sociedades de Colombia. For companies under the supervision of the Superintendencia de Sociedades, it will voluntarily adopt the changes introduced by this new circular, modifying Circular No. 100-00003 of July 26, 2016. It provides new guidelines for establishing Transparency and Business Ethics Programs, as well as internal mechanisms for auditing, anti-corruption, and the prevention of transnational bribery and corruption in the context of Law 1778 of 2016 and Decree 1736 of 2020.

If you have any more text to translate or if you have further questions, feel free to let me know

#### 4. DEFINITIONS

For the purposes of this Program, the following definitions will be adopted:

**Whistleblower Channel:** It is the online reporting system for acts of Corruption and Transnational Bribery, made available by the Organization for its counterparts to report acts of corruption and bribery.

**Corruption:** It is a term that generally indicates the misuse by a person of their authority, capacity of their position, and the rights entrusted to them, as well as the authority related to this official status, opportunities, connections for personal benefit, contrary to the law and moral principles.

**Counterpart:** Any person or entity participating in relationships with the Organization, such as Senior Management, employees, suppliers, clients, authorities, communities, strategic allies, contractors, and third parties.

**Due Diligence:** The ongoing and periodic process of review, knowledge, and evaluation that the Organization must carry out on its counterparts according to the Risks of Corruption or Transnational Bribery to which they are exposed.

**Risk Factors:** Possible elements or causes generating the risk of Corruption and Transnational Bribery for any Company.

**Corruption and Bribery Risk Matrix:** The tool that allows the Organization to identify the risks of Corruption or Transnational Bribery.

**Highest Body or Senior Management:** Corresponds to the highest governing body of the Organization (General Shareholders' Meeting or whoever acts in its place).



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**International Business or Transactions:** Business or transactions of any nature with natural or legal foreign entities of public or private law.

**Compliance Officer:** The natural person who must lead and ensure compliance with the PTEE policy to detect, prevent, manage, and mitigate the risks of corruption or transnational bribery.

**Politically Exposed Person (PEP):** Corresponds to the definition established in Article 2.1.4.2.3. of Decree 1081 of 2015, modified by Article 2 of Decree 830 of July 26, 2021.

**Compliance Policies:** General policies adopted by the Organization to conduct its business and operations in an ethical, transparent, and honest manner; and be able to identify, detect, prevent, and mitigate the risks of Corruption or Transnational Bribery.

**pTransparency and Business Ethics Program (PTEE):** The document that compiles the provisions for the Compliance Policy to identify, detect, prevent, manage, and mitigate the Risks of Corruption or Transnational Bribery that may affect the Society, in accordance with the Risk Matrix, and other instructions and recommendations established in this Program.

**Corruption Risks:** The possibility that, by action or omission, misuse of power, resources, or information may harm the interests of an entity to obtain a particular benefit.

**Transnational Bribery Risks or ST Risk:** The possibility that a natural or legal person, directly or indirectly, gives, offers, or promises sums of money, pecuniary objects, or any benefit in exchange for a Foreign Public Servant performing, omitting, or delaying any act related to their functions and in connection with an International Business or Transaction.

## 5. SCOPE

This program applies to all processes and individuals, including top management, employees, clients, suppliers, shareholders, contractors, subcontractors, and third parties, with whom any form of commercial and contractual relationship is directly or indirectly established. Its purpose is to minimize the possibility of situations associated with the risks of corruption and bribery in national and international business and transactions. This aims to prevent deception, violation of trust, economic losses, misrepresentation of the Organization's financial statements, and, in general, any harm to its reputation, assets, and stakeholders. All involved parties are expected to refrain from participating in any form of bribery or corrupt practices, whether direct or indirect.

## 6. BEGINNING

**Respect:** Respect for every human being, culture, and the environment. Valuing differences and the potential of each individual to ensure fair and equitable growth for employees, allies, communities, and customers.

**Integrity:** The quality of being consistent in one's thinking, feeling, speaking, and acting, inspired by the value of honesty.

- ✓ Equity: Giving each person what they deserve based on their needs, merits, capabilities, or attributes.
- ✓ Solidarity: Recognizing the common good as the essence of a successful life for all. It involves directing ideas and actions toward collective interests, including one's own.
- ✓ Loyalty: A person's behavior to maintain the utmost fidelity in relationships.



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- ✓ Integration in Business: Ensuring a sustainable and circular production model that, through the coordination of projects, operations, and activities, guarantees the quality of products and services, as well as the efficiency of the Organization.
- ✓ Efficiency: Achieving more objectives with the same or fewer resources or using fewer resources to achieve the same goal.

**Sustainability:** Commitment to contributing to the prosperity of future generations by creating economically viable, environmentally sustainable, and socially responsible productive systems.

- ✓ Generosity: Offering help without expecting anything in return.

**Love:** Passion for what we do with dedication, commitment, effort, and diligence. Striving to be the best at what we love.

- ✓ Leadership: The process of motivation and stimulation to achieve a goal.
- ✓ Responsibility: The ability to assume the fulfillment of our commitments and the job competencies acquired at a personal and group level, directing them towards the achievement of institutional objectives.
- ✓ Transparency: The quality of acting transparently according to the values and principles established by the Organization, in a sincere and responsible manner, generating trust and security.

**"Because it's our R.I.S.A. that identifies us as a family."**

## **7. COMPLIANCE POLICIES**

The Organization and its organizational culture, along with corporate values, establish the guidelines and directives that must be followed by Counterparts related to The Organization in terms of corruption and bribery risk management.

a. The Organization is committed to conducting its operations with high moral and ethical principles, complying with applicable laws. It does not endorse or accept acts falling within the concepts of Corruption and Bribery in any of its commercial relationships. The Organization is determined to take all necessary measures to combat these acts, promoting a culture of anti-bribery and anti-corruption within the organization. This extends to its administrative and control bodies, legal representatives, shareholders, and, in general, all employees, clients, suppliers, contractors, strategic allies, and third parties related to the Organization, hereinafter referred to as counterparts.

b. The Organization does not tolerate any Counterpart achieving economic, commercial, or any other results by violating the law or acting dishonestly. It does not accept facilitation payments, defined as payments made or received to ensure or expedite routine actions or actions necessary for the Counterpart to have a legal right or the like.

c. The Organization will not maintain ties with Counterparts whose current executives or shareholders have been convicted of criminal activities related to Money Laundering, Corruption, and Bribery.

d. The use of Organization resources for illegal or improper purposes is not permitted.



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e. It is not allowed for executives or employees to receive or offer gifts from suppliers, clients, or any individual, national or foreign, from any counterpart, whether a competitor of the Organization or wishing to do business with it. In any case, only courtesies, gifts, occasional meals, or activities related to business development may be received, provided that their value does not exceed the amounts established by the Organization. The purpose should not limit the impartiality and loyalty of a decision or service result.

f. The Organization may report acts of Corruption and Bribery identified in investigations or prior verification activities to the competent authorities.

g. The Organization will avoid any relationship with suppliers, clients, collaborators, and partners included in restrictive lists regarding Transnational Bribery or about which there are doubts about the origin of their funds or links to illegal organizations.

h. Compensation and commissions for employees will be regulated according to the employment contract.

In this regard, the Organization, through its employees and executives, will promote among its Counterparts the knowledge and commitment expressed in the Transparency and Business Ethics Program to prevent, directly or indirectly, giving, offering, or promising money, pecuniary objects, or any benefit to a foreign or national public servant in exchange for them performing, omitting, or delaying any act related to their duties concerning a national or international business or transaction. These behaviors also apply to the private sector, avoiding the same with respect to officials of private sector companies.

To combat the risk of Corruption and Transnational Bribery, the Organization has defined the following policies regarding actions that constitute a high-risk source for acts of Corruption and Transnational Bribery, which must be strictly complied with by all employees:

### **7.1 Policy for Giving and Receiving Gifts and Invitations**

The giving of gifts to third parties is restricted.

Employees will not give money or objects to public officials or representatives of private companies to benefit the economic activities of the Organization or influence administrative, legal, judicial, or contractual decisions in which the Organization has an interest.

No employee will use their position in the Organization to request any kind of personal favor, payment, discount, travel, accommodation, gifts, or loans from Contractors, whether these are government entities or private companies.

No employee will ask for or accept favors or gifts from third parties that may influence them in favor of the donor or server in contracting services for the Organization. In case of doubt, the employee should consult with their immediate supervisor or Compliance Officer.

No employee can obtain or seek personal benefits from information obtained in their capacity as an employee of the Organization.

Gifts that can be received adhere to the following characteristics:

- They must be corporate gifts, promoting the services offered by the giver, such as marketing activities.



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- They must not be offered in a context that clearly influences the decision of the recipient in favor of the giver.
- They correspond to invitations to institutional events, made to promote or publicize products or services related to the commercial activities of the Organization. These invitations require the written approval of the employee's immediate supervisor, along with proper justification.
- Invitations to training or institutional events related to the employee's position or functions within the Organization require the written approval of the employee's immediate supervisor, along with proper justification.

Expressly prohibited are gifts and/or invitations that do not fall within the exceptions mentioned above, especially those that:

- Materialize in trips, hotels, cruises, shows, sports events.
- Come from a national or foreign public official.
- Correspond to cash, transfers, bonuses, discounts at trade establishments to purchase goods or services, among others.

In case of doubt about the possibility of giving or receiving a particular gift, or accepting or offering an invitation, the gift or invitation must be reported to the Compliance Officer and the Immediate Supervisor, who will determine the actions to be taken.

### **7.2 Policy on Per Diems, Food Expenses, Lodging, Entertainment Activities, and/or Travel**

The trips made by employees, funded by the Organization, must strictly follow the exercise of their functions within it. In this sense, for the recognition of travel expenses, the request for the amount and value should be made to the immediate supervisor, who will review and subsequently to Management for approval, always maintaining the proportionality of the expense vs. days and city. It will be formalized with the authorization of the travel advance signed by the Immediate Supervisor and the Manager.

Once the trip is over, all employees must submit the expense report in the format defined by the Organization, along with the respective supports of invoices, electronic transfers, and internal cash delivery records, to substantiate the respective expense or outgoing in the accounting entry.

### **7.3 Donations Policy**

No employee is authorized to allocate Organization resources for donations.

The Organization is aware of the economic needs of vulnerable groups in Colombia and abroad. However, it is prohibited to allocate donations to hide or disguise acts of Corruption. Therefore, the Organization will refrain from making donations if the circumstances could make them appear as attempts of Corruption. The Organization commits to ensuring the lawful investment of donated funds and the complete tracking of all donations, from disbursement to their use in case they occur.

Every donation must be authorized by Senior Management, following the verification of the following conditions:

- Due diligence has been performed to truly and exhaustively know the beneficiary Counterpart.
- A formal donation request from the beneficiary Counterpart is available unless the donation initiative comes directly from the Assembly.
- All donations made are supported by the Donation Certificate or delivery record



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#### **7.4 Political Contributions**

The Organization may make contributions to finance national political candidates, campaigns, parties, or movements solely under the exclusive decision of the General Assembly.

The decision and approval of political contributions will be documented in minutes and comply with applicable legislation.

These contributions will never seek to obtain benefits for the Organization's own interests.

#### **7.5 Policy on Remuneration and Payment of Commissions to Contractors and Collaborators Regarding National or International Business**

All payments to contractors must be in writing and supported by the amounts stipulated in the contract or purchase order. These payments can be audited by specialized firms if necessary or requested to confirm the legality of payments, non-diversion of resources, and non-concealment of payments to third parties through the contractor, or payments to contractors without contractual justification or purchase order.

Payments for these purposes will be made through bank transactions, duly supported by invoices, billing accounts prepared according to the terms established in the contract or purchase order, so that they can be credited to the contractor's bank account at the time of the hiring process.

All payments for services abroad must be made through banking channels, where it is possible to trace all movements and payments, comply with Colombian exchange control, and be channeled through authorized banking entities or through duly registered offset accounts with the Bank of the Republic.

If, within the framework of negotiations, the parties establish within the contract or purchase order the recognition and payment of commissions specific to the operation, there should be no doubt about the nature of these commissions. The terms in which the triggering event and payment of commissions are agreed upon must be clear and not open to interpretation. This will prevent disguised payments through commissions, a practice that is expressly prohibited.

No payments to third parties other than those involved in the contractual relationship are allowed. No employee will comply with requests from contractors to make payments that violate the Business Ethics and Transparency Program.

Remuneration and commissions for employees will be regulated by the employment contract.

#### **7.6 Facilitation Payments**

The Organization requires its Shareholders, Directors, and other Collaborators, Contractors, and Strategic Allies to expressly commit to this Program, in which none of them may, directly or indirectly, passively or actively, give, offer, or promise to a foreign or national public servant: i) sums of money, (ii) any object of pecuniary value, or (iii) any other benefit or advantage in exchange for the public servant: i) performing, (ii) omitting, or (iii) delaying any act related to the exercise of their functions concerning a national or international business or transaction. These behaviors also extend to the private sector, meaning not engaging in the same with officials from private sector companies.

#### **7.7 Anti-Corruption Clauses in Contracts**



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The Organization undertakes that, in the execution of the contracts it enters into, the risk of Corruption Acts will be minimized as much as possible. To this end, all contracts that the Organization enters into with third parties will include clauses that protect and offer legal remedies to the Organization when its counterpart engages in Corruption Acts.

In accordance with the contract entered into, the Contractor must comply with the Anti-Corruption Provisions and the obligations that this program imposes, under penalty of the Organization exercising the termination powers contractually agreed upon.

### **7.8 Conflicts of Interest and PTEE-related Rules**

Members of Senior Management, Employees, Clients, Suppliers, Counterparts, Shareholders, Distributors, Strategic Allies, and other linked third parties are in a conflict of interest situation when they must make a decision or take any action, which, due to their position, role, or functions, leads them to choose between the Organization's interest and their own or a third party's interest. If they choose the latter, they would receive an undue pecuniary and/or non-pecuniary benefit that they would not otherwise receive, thus disregarding a legal, contractual, statutory, or ethical duty.

Conflicts of interest in the Organization are assessed according to the provisions of the Code of Ethics.

## **8. ELEMENTS OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM**

Considering the structure and operational functioning of the Organization, the Business Ethics and Transparency Program (PTEE) has been implemented and adopted for the control and management of risks related to National and International Corruption and Bribery.

### **8.1 Disclosure and Training**

The Organization has designed communication and disclosure mechanisms that ensure compliance with regulatory requirements regarding the Business Ethics and Transparency Program. Through internal training, policies, internal and external norms, and procedures related to the Business Ethics and Transparency Program are made known, aiming to create an organizational culture among employees oriented towards the administration of the risk of Corruption and Bribery in international negotiations and transactions, to prevent and control the Organization from being used for these purposes.

Training on the Business Ethics and Transparency Program is designed, scheduled, and coordinated through plans directed at all areas that, according to the risk analysis, are exposed to the risks of Corruption and Bribery in international negotiations and transactions.

#### **8.1.1 Guidelines**

a. Anyone joining the Organization and becoming part of areas with a high vulnerability to the risk of Corruption and Bribery in international negotiations and transactions must receive training on the policies, procedures, tools, and controls adopted to comply with the PTEE at least once a year.

b. Changes and/or updates to the PTEE Program will be communicated to all Organization employees. For cases where modifications have significant and important changes, training will be scheduled to introduce new rules and parameters of the PTEE.

c. Training sessions will be documented, including the following information: date, topic covered, areas, and names of attendees.

#### **8.1.2 Training Responsibilities**



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The Compliance Officer of the Business Ethics and Transparency Program has the following responsibilities regarding training:

- a. Verify the topics to be covered in training sessions, which must be related to the Business Ethics and Transparency Program.
- b. Ensure that new employees receive training on the topics of the Business Ethics and Transparency Program during induction.
- c. Develop an annual schedule to carry out training sessions of the Business Ethics and Transparency Program.
- d. Be available for necessary consultations required by Organization employees regarding the Business Ethics and Transparency Program.

#### **8.1.3 Training Elements**

The Organization disseminates information to the public about the PTEE model through internal and external communications or other public dissemination mechanisms, including:

- Institutional emails
- Presentations
- Videos
- Informative posters in key areas
- Direct communication

#### **8.1.4 Communication Channels**

To provide counterparts with the means to report any non-compliance with the Business Ethics and Transparency Program, the Organization has the following reporting channels, allowing them to report Corruption and Bribery risks for international business and transactions, as well as any incorrect actions or general comments, concerns, or suspicions related to this risk management system:

a. Secure Line: The Organization has an outsourced secure reporting line through which incorrect acts related to Corruption and Bribery can be reported, as well as when there are doubts or concerns about the Business Ethics and Transparency Program or any violations of our Code of Ethics.

- Toll-free line: 018007522222

b. Email of the compliance officer: The email serves as a channel to inform, inquire, or report to the Compliance Officer about Corruption and Bribery risks for international business and transactions.

The aforementioned reporting channels ensure a high degree of confidentiality, ensuring proper management of the reported matters.

#### **8.1.5 Compliance**

All Organization employees must strictly comply with the different provisions implemented for the operation of the Business Ethics and Transparency Program. However, in the event of non-compliance



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with the regulations, policies, and procedures defined in the PTEE, the following guidelines will be considered:

#### **8.1.5.1 Procedure for Non-Compliance**

Non-compliance with the rules, policies, and procedures regarding the PTEE by employees exposes the Organization to a higher risk of Corruption and Bribery in national and international business and transactions. This may lead to the imposition of sanctions by state agencies that exercise inspection, surveillance, and control. Therefore, the Compliance Officer of the PTEE must be informed by the person or area that detected or, in cases where situations that threaten the policies, procedures, or controls defined in this Program are evident, report and refer it to initiate the respective disciplinary process, aimed at determining the type of sanction to be applied according to the impact of the omission and the severity of the offense.

#### **8.2.5.2. Preventive Measures**

The following premises are taken into account:

**a. Authority:** The Senior Management of the Organization commits to exercising the powers it has regarding the prevention and control of the risk of Corruption and Bribery in national and international business transactions. This is to support the decisions or recommendations of the Compliance Officer.

**b. Resources:** For the development of this program, the Organization will allocate the human, technological, and economic resources necessary to ensure the proper execution of tasks related to the prevention and control of the risk of Corruption and Bribery in national and international business transactions.

#### **8.2.5.3. Corrective or Sanction Measures:**

The Senior Management of the Organization, following its principle of zero tolerance for acts of corruption and bribery and its commitment to the continuous compliance with Policies, Code of Ethics, and Procedures, expects all executives, employees, clients, suppliers, strategic allies, contractors, and third parties to comply with the provisions of this program and promote its compliance.

Failure to comply with this program will be subject to disciplinary, administrative, criminal, patrimonial, and labor sanctions that may lead to the termination of the contract, as stipulated by current regulations. Serious offenses include:

- a. Not knowing, understanding, and implementing the policies and procedures of the Corporate Transparency and Ethics Program.
- b. Violating due diligence procedures and controls.
- c. Violating the rules outlined in the Code of Ethics.
- d. Not implementing established controls to mitigate the risks of Corruption and Bribery in national and international business transactions.
- e. Failing to fulfill responsibilities regarding the Corporate Transparency and Ethics Program.



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In case any employee of the Organization, regardless of their work area, engages in or becomes aware of any conduct contrary to this program, tolerates, and/or consents to such behavior, it will be considered a violation.

In the event of non-compliance, the Organization will apply the disciplinary and sanction procedures established in employment contracts and the Internal Labor Regulations, and applicable labor laws, as this will be classified as a serious offense, possibly leading to dismissal for just cause.

Non-compliance with this program by a contractor will empower the Organization to enforce the anti-corruption clauses included in the respective contracts and may unilaterally terminate the contract.

## **9. RESPONSIBILITIES OF THOSE IN CHARGE**

### **9.1 General Assembly or Senior Management:**

The General Assembly as the highest governing body of the Organization must perform the following functions regarding the Corporate Transparency and Ethics Program:

- a. Issue and define the Compliance Policy.
- b. Define the profile of the Compliance Officer in accordance with the Compliance Policy.
- c. Appoint the Compliance Officer.
- d. Approve the document that outlines the Corporate Transparency and Ethics Program.
- e. Undertake a commitment to prevent the Risks of Transnational Corruption and Bribery so that the Organization can conduct its business ethically, transparently, and honestly.
- f. Ensure the provision of the economic, human, and technological resources required by the Compliance Officer to carry out their work.
- g. Take appropriate actions against individuals who violate the provisions of this Ethics Program.
- h. Lead a communication and educational strategy to ensure the effective dissemination and understanding of Compliance Policy and the Corporate Transparency and Ethics Program to all Stakeholders.
- i. The Company evaluates alleged indications of Corruption and Bribery based on the principles of confidentiality, integrity, transparency, and objectivity.

### **9.2 Legal Representative**

The legal representative must perform the following functions regarding the Corporate Transparency and Ethics Program:

- a. Present, together with the Compliance Officer, the proposal for the Corporate Transparency and Ethics Program to the approval of the Senior Management or Maximum Body.
- b. Ensure that the Corporate Transparency and Ethics Program is aligned with the Compliance Policies adopted by the Senior Management or the highest social body.



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- c. Provide effective, efficient, and timely support to the Compliance Officer in the design, direction, supervision, and monitoring of the Corporate Transparency and Ethics Program.
- d. Certify to the Superintendence compliance with the provisions of the Program, when required by this Superintendence.
- e. Ensure that the activities resulting from the development of the Corporate Transparency and Ethics Program are duly documented so that the information meets criteria of integrity, reliability, availability, compliance, effectiveness, efficiency, and confidentiality. Documentary evidence must be retained in accordance with the provisions of Article 28 of Law 962 of 2005, or the regulation that modifies or replaces it.

### **9.3 Compliance Officer**

The Compliance Officer of the Organization's Corporate Transparency and Ethics Program will have the following functions:

- a. Present, together with the legal representative, the proposal for the Corporate Transparency and Ethics Program to the approval of the Senior Management or the Highest Social Body.
- b. Submit reports to Senior Management or, failing that, to the highest social body, at least once a year. Reports must contain at least an evaluation and analysis of the efficiency and effectiveness of the Corporate Transparency and Ethics Program and, if applicable, propose the necessary improvements. Likewise, demonstrate the results of the Compliance Officer's management and administration, in general, in compliance with the Corporate Transparency and Ethics Program.
- c. Ensure that the Corporate Transparency and Ethics Program is aligned with the Compliance Policies adopted by Senior Management or the highest social body.
- d. Ensure effective, efficient, and timely compliance with the Corporate Transparency and Ethics Program.
- e. Implement a Risk Matrix and update it according to the needs of the Obligated Entity, its Risk Factors, the materiality of the Transnational Corruption and Bribery Risk, and in accordance with the Compliance Policy.
- f. Define, adopt, and monitor actions and tools for the detection of Transnational Corruption and Bribery Risk, in accordance with the Compliance Policy.
- g. Ensure the implementation of appropriate channels to allow anyone to report, confidentially and securely, non-compliance with the Corporate Transparency and Ethics Program and possible suspicious activities related to Corruption.
- h. Verify the proper application of the whistleblower protection policy established by the Organization and, regarding employees, the policy for the prevention of workplace harassment in accordance with the law.
- i. Establish internal investigation procedures in the Organization to detect non-compliance with the Corporate Transparency and Ethics Program and acts of Corruption.
- j. Coordinate the development of internal training programs.



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k. Verify compliance with Due Diligence procedures applicable to the Organization.

#### **9.4 Employees**

The Ethics Program includes at least the following functions:

- a. Promote a culture of compliance with the provisions of the norms, policies, and procedures of the Corporate Transparency and Ethics Program within the work area and among colleagues.
- b. Serve as a liaison with the Compliance Officer and provide support and report warning signs to strengthen the prevention, control, and management tasks of the Corporate Transparency and Ethics Program.
- c. Attend training and workshops on Corporate Transparency and Ethics Program topics.
- d. Promote improvements if deemed necessary to strengthen controls in the prevention of Corruption and Bribery risks.

#### **9.5 Auditor**

The Auditor of the company will have the following functions regarding the Corporate Transparency and Ethics Program:

- a. Report any act of Corruption to the competent authorities that they become aware of during the exercise of their functions. In fact, Article 32 of Law 1778 of 2016, which adds numeral 5 of Article 26 of Law 43 of 1990, imposes an express obligation on auditors to report to criminal, disciplinary, and administrative authorities for the alleged commission of crimes they detect in the exercise of their duties, even despite professional secrecy
- b. Present these facts to the social bodies and the administration of the company.
- c. The relevant reports must be submitted within six (6) months following the moment when the auditor became aware of the facts.
- d. The auditor must pay special attention to alerts that may give rise to suspicion of an act related to a possible act of Corruption.

### **10. STAGES OF THE CORPORATE TRANSPARENCY AND ETHICS PROGRAM**

#### **10.1 Identification of Transnational Corruption and Bribery Risk**

The identification of risks of Transnational Corruption and Bribery is based on the analysis of the peculiarities and activities of the Organization, its size, structure, and delegation of decision-making power. Regarding the services it offers, its nature and complexity, the business model, and the parties involved, both private and public, are taken into account.

With the result of the diagnosis, an interview is conducted with the areas and collaborators with the highest exposure to risk.

#### **10.2 Measurement or evaluation of the risk of corruption and transnational bribery**



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For the measurement of risks in the Prevention of Corruption and Transnational Bribery, meaning the calculation of the possibility or probability of occurrence and impact, once the risk identification phase is completed, the following steps were taken:

- Inherent risk scenarios (before applying controls) and residual risk scenarios (after applying controls) were outlined.
- Each participant was asked to rate the probability of occurrence and the potential impact of each identified risk, both before and after the implementation of controls determined by the organization.

The following scales were used for risk measurement or evaluation:

Probability, understood as a measure (expressed as a percentage or ratio) to estimate the possibility of an incident or event (risk) occurring or materializing, will be measured through the following probability scale:

CORRUPTION AND BRIBERY RISK MEASUREMENT		
PROBABILITY		
DESCRIPTION	CALIFICACIÓN	RANGO
Almost Certain	5	81% al 99%
Likely	4	61% al 80%
Possible	3	41% al 60%
Unlikely	2	21% al 40%
Queer	1	0.1% al 20%

Table 1. Risk Probability

The impact understood as the effect that the materialization of a risk could have, whether quantifiable or not, will be measured using the following scale:

IMPACTO DEL RIESGO DE CORRUPCION Y SOBORNO			
DESCRIPCIÓN	DEFINICIÓN	CALIFICACIÓN	RANGO
Catastrófico	Perjuicios que generan pérdida de capacidad de producción con efectos nocivos	5	81% al 99%
Mayor	Perjuicios extensivos que generan pérdida en la capacidad de producción sin efectos nocivos	4	61% al 80%
Moderado	Perjuicios que se contienen localmente y con asistencia externa	3	41% al 60%
Menor	Pocos perjuicios que se contienen local e inmediatamente	2	21% al 40%
Insignificante	No genera perjuicios significativos	1	0.1% al 20%

Table 2. Risk Impact

For the measurement or evaluation of risks, they must be qualified taking as reference the two previous variables (Probability and Impact) in relation to each risk factor and the associated risks respectively, to then multiply their values, and obtain the Risk qualification. Inherent, that is, without the implementation of controls. The Inherent Risk level will be the result of applying the following formula:

**Formula:** (Probability) x (Impact) = Inherent Risk



**Risk Prioritization:**

The obtained ratings through the described methodology allow for the individual measurement of each identified risk event. They are graphically represented in a risk matrix, which is then used to identify and propose action plans or decisions to be implemented.

INHERENT RISK ASSESSMENT						
P R O B A B I L I T Y	Almost Certainty					
	Likely					3
	Possible		4		9	
	Unlikely					
	Queer			1		
		Negligible	Minor	Moderate	Major	Catastrophic
IMPACTO						

Table 3. Risk Map

Each of the calculated risk levels implies an action to follow, as indicated in the following table and according to the area identified in the risk matrix, as follows:

RISK LEVEL		
Risk level	Treatment	General Equivalences
Extreme Risk	Requires immediate action.	21 a 25
High Risk	Needs attention from senior	16 a 20
Moderate Risk	Managerial responsibility	11 a 15
Minor Risk	Review of the application of	6 a 10
Low Risk	Manage through routine	0 a 5

Table 4. Risk Level

**11. RISK CONTROL AND MONITORING**

To reduce the probability or impact in case of materialization of inherent risks, the organization establishes controls based on:

- **Legal regulations:** Laws, Decrees, Circulars, Resolutions, etc.
- **Identified internal events or risks:** Historically presented risk situations or events (frauds, audit findings, reports of suspicious operations, etc.).
- **Identified external events or risks:** Typologies detected or documents of warning signals in business activity published by entities such as UIAF, Asobancaria, among others.



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For the residual risk of the organization, an evaluation of the controls associated with each inherent risk is performed, considering:

**a. Control Design:**

Evaluation of how effective, efficient, timely, and relevant the measure may be. The control's rating results from combining the risk mitigation effect, implementation costs, and objectives.

**b. Maximum Coverage of the Control:**

A quantitative, qualitative, or mixed scale determining the measure of mitigation. It may not be possible for a measure to mitigate a risk by 100%, but it could be very close if adequate coverage is achieved with a proportionate implementation cost.

**c. Control Effect:**

The control or measure directly mitigates the impact or probability or both. The implemented control can be an action, mechanism, or tool contributing to risk prevention or reducing its effects.

**d. Existence of Control:**

Verification of whether the implemented control contributes to risk prevention or reducing its effects. Sometimes, the same control or measure may serve to mitigate more than one risk.

**e. Control Documentation:**

Adequate documentation of procedures, guidelines, records, inspections, visits, staff training, policy implementation, definition of standards, process and procedure optimization, implementation of technological controls, reform of contractual clauses, insurance contract negotiation, etc.

**f. Control Classification:**

- Preventive Control: Action implemented to prevent deviations or non-compliance with a process. It establishes the necessary conditions to prevent errors or intentional wrongdoing.
- Detective Control: Action implemented to identify deviations during the execution of a process or its non-compliance.
- Corrective Control: Action implemented to correct identified deviations after the conclusion of the process or its non-compliance.

**g. Control Nature (Semi-Automatic or Automatic):**



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Controls can be manual, semi-automatic, or automatic.

#### **h. Control Effectiveness:**

Evaluation of control effectiveness, considering the percentage coverage achieved with the control.

Helps determine the final risk rating considering the effect of controls (Residual Risk).

By obtaining the residual risk, the organization determines the risk zone graphically to establish the treatment for each of these risks.

## **12. INDICATORS**

<b>NAME</b>	<b>FORMULA</b>	<b>TARGET</b>	<b>UNIT OF MEASURE</b>	<b>SOURCE OF INFORMATION FOR CALCULATION</b>	<b>PERIODICITY</b>
Ethical Business Climate	Average survey result	>=80	%	Ethical business climate survey	Annual
LAFT Business Climate	Average survey result	>=80	%	LAFT Business Climate survey	Annual

If you have any specific sections you'd like more clarification on or if there's anything else I can assist you with, feel free to let me know!

## **13. RELATED DOCUMENTS**

- Code of ethics
- Internal regulations
- RG-GD-01 Risk Matrix Business Ethics Program.
- MN-GD-01 SAGRILAFT Comprehensive Manual.

## **14. CHANGE CONTROL**

<b>VERSION</b>	<b>REASON</b>	<b>RESPONSIBLE</b>	<b>DATE</b>
11/02/2022	Creation of the document in the SG, approved in board of directors minutes 299-1 of 02/11/2022.	Compliance officer	11/02/2022