

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 1 of 35

## Content


	Page
1. GENERAL CONSIDERATIONS.....	4
1.1. Senior Management Commitment .....	4
1.2. Introduction.....	5
1.3. General Objective .....	5
1.4. Specific Objectives .....	5
1.5. Scope .....	6
2. DEFINITIONS .....	6
3. REGULATORY FRAMEWORK.....	9
3.1. International Norms and Standards .....	10
3.2. National standards.....	10
4. ELEMENTS OF THE PTEE.....	11
4.1. Design and Approval .....	11
4.2. Compliance audit.....	11
4.3. Outreach and Training .....	11
4.4. Communication channels.....	12
4.5. Assigning roles to those responsible .....	13
4.5.1. Board of Directors.....	13
4.5.2. Legal Representative and/or General Manager .....	14
4.5.3. Ethics Compliance Officer .....	14
4.5.4. Tax Auditor .....	17
4.5.5. Human Resources Management .....	18
4.5.6. National or international purchases .....	18
4.5.7. Legal Manager .....	18

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 2 of 35

4.5.8. Linking Area .....	19
4.5.9. All Management.....	19
4.5.10. General duties of collaborators .....	20
5. STAGES OF RISK MANAGEMENT FOR TRANSNATIONAL BRIBERY AND CORRUPTION.....	20
5.1.C/TB Risk Identification.....	20
5.2.Identification of C/TB Risk Factors .....	20
5.3.C/TB Risk Measurement or Evaluation .....	21
5.4.Control and monitoring of Compliance Policies and PTEE. ....	21
6. PTEE COMPLIANCE POLICIES .....	22
6.1.Anti-Corruption and Anti-Bribery Policy.....	22
6.2.Due Diligence .....	24
6.3.Warning Signs .....	24
6.4.Contractual protections.....	25
6.5.Information transparency.....	26
6.6.Knowledge of National and Foreign Counterparties .....	26
6.7.Relations with Public Officials.....	27
6.8.Commissions .....	28
6.9.Gifts, Food and Entertainment.....	28
6.10. Facilitation payments.....	29
6.11. Donations and political contributions .....	29
6.12. Anti-corruption Financial Controls.....	30
6.13. Conflicts of Interest .....	30
7. MAINTAINING DOCUMENTS AND RECORDS.....	31

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 3 of 35

8. REPORTING COMPLAINTS OF TRANSNATIONAL BRIBERY TO THE SUPERINTENDENCY OF COMPANIES AND ACTS OF CORRUPTION TO THE SECRETARIAT OF TRANSPARENCY .....	32
9. MONITORING AND REVIEW .....	32
10. SANCTIONS .....	33
11. ANNEXES.....	34
12. DOCUMENTS STATED IN THE MANUAL.....	34
13. CHANGE CONTROL.....	34

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 4 of 35

## 1. GENERAL CONSIDERATIONS

### 1.1. Senior Management Commitment

Senior management at **MANUELITA S.A.** is committed to complying with national and international standards regarding transnational bribery and corruption. Its actions and those of the company will be guided by the principles of transparency, legality and integrity, and as per strict ethical and corporate social responsibility standards.


The Transparency and Business Ethics Program established herein confirms the commitment of **MANUELITA S.A.** and its directors to the matter and contains the rules of conduct and behavior expected from partners, shareholders, final beneficiaries, administrators, collaborators, vendor, third parties and any person who represents their interests before their clients, suppliers, authorities, communities and in general before third parties or the interest groups of **MANUELITA S.A.**

The Senior Management of **MANUELITA S.A.** rejects, condemns and considers unacceptable any bribery and corruption practice or behavior on part of its partners, shareholders, final beneficiaries, administrators, collaborators, clients, suppliers, third parties and any person who represents its interests, and therefore undertakes to exercise the corresponding disciplinary and legal actions against any of these behaviors with the aim of achieving exemplary sanctions.

Our operations will be carried out as per the markets' rules and in compliance with the rules of free and fair competition to avoid corrupt conduct that may affect the balance of the economy or national or international markets.

We will provide the financial and technological resources necessary for the effective fulfillment of this program and we are committed to generating a prevention culture against these risks that impact our society.

**SENIOR MANAGEMENT MANUELITA S.A.**

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 5 of 35

## 1.2. Introduction

This document IS the Compliance Manual of the Transparency and Business Ethics Program (hereinafter “the PTEE”), of **MANUELITA S.A.**, in compliance with Law 1778, 2016 and External Circular No. 100-000011, 2021 of the Superintendency of Companies and the other regulations that modify, repeal or replace them.

This Manual is a statutorily and organically integrated instrument in **MANUELITA S.A.** to exercise due control of the tasks performed by partners, shareholders, final beneficiaries, administrators, associates, investors, collaborators, clients, suppliers, third parties and any person who represents their interests, with the purpose of ensuring they act ethically under the parameters and standards established in this document and thus comply with the applicable laws and regulations.

The Manual addresses the legal precepts and recommendations formulated by the Superintendency of Companies for the design and development of the Transparency and Business Ethics System for the real sector, as established in Law 1778, 2016, Chapter XIII of the Basic Legal Circular 100-00005 dated November 22nd, 2017 of the Superintendency of Companies added by External Circular 10-000011 dated August 9th, 2021.

Likewise, the indications of Law 2195 dated January 18th, 2022 are incorporated.

In accordance with the above, the activities carried out by **MANUELITA S.A.** must be as per the principles, values, policies and procedures established in this Manual, as well as the policies registered in the Code of Conduct, Internal Labor Regulations.

## 1.3. General Objective


The main objective of this Compliance Manual of the Transparency and Business Ethics Program is to coordinate the policies, values, principles and guidelines established by **MANUELITA S.A.** to conduct and guarantee that all its actions and operations are carried out in an ethical, transparent, honest manner; and establishes procedures for risk identification, detection, prevention and control related to bribery and corruption.

## 1.4. Specific Objectives

To promote and generate a culture of transparency, legality and integrity in the organization, in which transnational bribery and corruption in general are considered unacceptable by the shareholders, administrators and collaborators of **MANUELITA S.A.**, in the development of its actions.

To identify, detect, prevent, manage and mitigate the risks of transnational bribery, as well as others related to any act of corruption that may affect **MANUELITA S.A.**

To establish policies, procedures, responsibilities and control mechanisms adopted by **MANUELITA S.A.**, to fulfill the commitment to conduct its businesses with integrity, transparency and guarantee compliance with national and international regulations on this matter.

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 6 of 35

To do business as per responsible finances, with transparent, prudent and reliable conduct.

To establish the guidelines and commitment of MANUELITA S.A. to prevent or promptly detect acts of corruption and ensure that all its directors, partners or shareholders, administrators, collaborators, communities and other interest groups with whom it relates, understand and reflect their individual responsibility for its fulfillment.

### 1.5. Scope

The Transparency and Business Ethics Program applies to each and every one of the processes of **MANUELITA S.A.**, which have a direct and indirect relationship with the national or international transactions carried out, and must be observed and complied with by the parties who have direct and indirect commercial or contractual relationships with the transactions carried out in development of the corporate purpose of **MANUELITA S.A.**

No economic, business or commercial reason will be sufficient to justify the violation of the policies and principles contained in the Program and included herein.

## 2. DEFINITIONS

**Total Assets:** are all current and non-current assets recognized in the statement of financial condition, that correspond to the current economic resources controlled by the Company.

**Associates:** are all individuals of companies who have made a contribution in money, work or other assets valued in money to a company or sole proprietorship in exchange for quotas, interest shares, shares or any other form of participation contemplated by the Colombian laws.

**Senior Managers:** They are individuals or companies, designated as per the bylaws or any other internal provision of the company and Colombian law, as the case may be, to administer and direct the company, whether they are members of collegiate bodies or individuals, such as the Board of Directors, president, Legal Representatives and Managers of **MANUELITA S.A.**

**Shareholders:** The individuals who have made a contribution in money, work or other assets valued in money to a company in exchange for quotas, interest shares, shares or any other form of participation contemplated by Colombian laws.


**Compliance Audit:** is the systematic, critical and periodic review regarding the proper implementation and execution of the PTEE.

**Risk Management:** The culture, processes and structures directed toward the effective management of potential opportunities and adverse effects.

**Risk Appetite:** The level of risk that the entity tolerates.

**Complaints Channel:** is the online reporting system for complaints about acts of Transnational Bribery, provided by the Superintendence of Companies on its website.

**Contractor:** in the context of a business or transaction, it refers to any third party that provides services to a Company or that has a contractual legal relationship of any nature with it. Contractors may include, among others, suppliers, intermediaries, agents, distributors, advisors, consultants and persons who are parties to collaboration agreements, temporary unions or consortia, or joint venture agreements with the Company.

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 7 of 35

**State Contract:** corresponds to the definition established in Article 2 of Law 80 of 1993. “State agreements are all legal acts generating obligations entered into by the entities referred to in this statute, provided for in private law or in special provisions, or derived from the exercise of the autonomy of will, as well as those defined below:

- Work Agreement
- Consulting Agreement
- Service Provision Agreement
- Concession Agreement
- Fiduciary assignments and public trust

**Customer:** The individual or company who acquires or purchases products or services for himself or for another person.

**Counterparty:** Individuals or companies with whom **MANUELITA S.A.** has commercial, business, contractual or legal ties of any kind. Among them: partners, shareholders, final beneficiaries, administrators, associates, investors, collaborators, intermediaries, agents, distributors, advisors, consultants, clients, suppliers and third parties.

**Corruption:** Obtaining a specific benefit through action or omission, improper use of a position or power, resources or information. Corruption can be public or private, voluntary or deliberate, which consists of offering, paying, promising to pay or authorizing the payment of money or any object of value to a public or private official to carry out an unethical action or that involves a breach of trust.

**Collaborator:** Any Individual with whom **MANUELITA S.A.** has a relationship of subordination regulated by labor legislation.

**Manuelita's Ethics Committee:** (Hereinafter the "Ethics Committee") Its objective is to receive, analyze and decide on violations of the Code of Conduct, the Transparency and Business Ethics System Manual and highly relevant cases reported to the Ethics Line.

It is made up of: (i) President, (ii) General Auditor, (iii) Corporate HR and Sustainability Manager, and (iv) Corporate Legal Manager.

**Due Diligence:** In the context of this Chapter, it refers to the constant and periodic review and evaluation process that **MANUELITA S.A.** must carry out as per the Corruption Risks or Risks of Transnational Bribery to which it is exposed.


**Sexual Extortion:** The abuse of power to obtain a sexual benefit or advantage. Sexual extortion is a form of corruption in which sex, rather than money, is the currency of bribery. It is not limited to certain countries or sectors, but can be found wherever those in power lack integrity and seek to sexually exploit those who are vulnerable and dependent on their power.

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

**Supervised Entity:** The Obligated Entity or Adopting Entity that must comply or that voluntarily accepts, respectively, the provisions of Chapter XIII of the Basic Legal Circular.

**Foreign Public Official:** Any person holding a legislative, administrative or judicial office in a State, its political subdivisions or local authorities, or a foreign jurisdiction, regardless of whether the individual has been appointed or elected.

A foreign public official is also considered any person who exercises a public role for a State, its political subdivisions or local authorities, or in a foreign jurisdiction, whether within a public

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 8 of 35

body, or a State company or an entity whose decision-making power is subject to the will of the State, its political subdivisions or local authorities, or a foreign jurisdiction. It will also be understood that any official or agent of an international public organization holds the aforementioned capacity.

Any person who holds a job, position, assignment or commission in the legislative, executive or judicial branch of any government, or in any autonomous public body, regardless of whether said person has been appointed or elected.

Any employee or worker of a state-owned company; every political party; every candidate for an elected office; any official of a public body or organization or international governmental entity (such as, for example, the World Bank); and

Any person acting as an official representative of any of the aforementioned persons or entities.

**Risk Factors:** are the possible elements or causes generating the C/TB Risk for any Supervised Entity.

**Total Income:** all income recognized in the Profit and Loss Statement for the period, as the main source of information on a Company's financial performance for the reporting period.

**Risk Matrix:** A control and management tool that allows identifying the most important activities (processes and products) of a company, the type and level of risks inherent to these activities and the exogenous and endogenous factors related to these risks (risk factors).

**International Business or Transactions:** businesses or transactions of any nature with foreign individuals or companies under public or private law.


**Compliance Officer:** The Individual designated by the Board of Directors of **MANUELITA S.A.**, to lead and manage the Transparency and Business Ethics and Transnational Bribery Program. If the Board of Directors so decides is, the same individual may take on roles related to other Risk Management systems, such as those related to money laundering and financing of terrorism, the protection of personal information and the prevention of violations of the competition regime.

**Politically Exposed Person:** Public officials of any nomenclature and job classification system of the national and territorial public administration will be considered Politically Exposed Persons (PEP), when they have assigned or delegated roles of: issuance of rules or regulations, general direction, formulation of institutional policies and adoption of plans, programs and projects, direct management of State assets, money or securities, administration of justice or administrative sanctioning powers, and individuals who are in charge of the direction or management of resources in political movements or parties. These roles may be exercised through expenditure management, public procurement, investment project management, payments, settlements, administration of real estate and personal property.

**Close Associates:** legal entities that have as administrators, shareholders, controllers or managers any of the PEPs listed in the previous definition, or that have established autonomous assets or trusts for their benefit, or with whom commercial relations are maintained, to whom due diligence will apply as per current regulations. This definition will also apply to PEPs of international organizations and foreign PEPs.

**Compliance Policies:** These are the general policies adopted by **MANUELITA S.A.** to carry out its businesses and operations in an ethical, transparent and honest manner; and to be in a position to identify, detect, prevent and mitigate the Corruption Risks or Risks of Transnational Bribery.



	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 9 of 35

**Legal Entity:** The term Legal Entity refers, among others, to any type of company as per Colombian laws, entities that are considered controlling in the terms of article 2 of the Anti-Bribery Law, non-profit entities located in Colombia and any other entity that is qualified as a company as per Colombian regulations.

**Supplier:** Individual or Company that supplies goods and/or services, either periodically or on a one-time basis.

**Transparency and Business Ethics Program or PTEE (for its acronym in Spanish):**

The document that includes the Compliance Policy, the specific procedures that the Compliance Officer is in charge of, aimed at putting the Compliance Policy into operation, in order to identify, detect, prevent, manage and mitigate Corruption Risks or Risks of Transnational Bribery that may affect **MANUELITA S.A.**, as per the Risk Matrix

**C/TB Risks:** the Risk of Corruption and/or the Risk of Transnational Bribery.

**Corruption Risks:** is the possibility that, by action or omission, the purposes of public administration are diverted or public assets are affected for a private benefit.

**Risks of Transnational Bribery (TB):** the possibility that a company, directly or indirectly, gives, offers or promises to a Foreign Public Official sums of money, valuable objects or any benefit in exchange for said public official to perform, omit or delay any act related to their roles and in relation to a Business or International Transaction.

**Reputational risk:** The possibility of loss incurred by an entity due to discredit, bad image, negative publicity, true or not, with respect to the institution and its business practices, which causes loss of Clients, decreased income or legal proceedings.

**Contagion risk:** the possibility of loss that an entity may suffer, directly or indirectly, due to an action or experience of a related party. Related or associated parties include individuals or companies who have the possibility of exerting influence over the entity.

**Inherent Risk:** The level of risk inherent to the Company's activity, without taking into account the effect of controls.

**Residual Risk:** The resulting level of risk after applying controls.


**Warning signs:** Facts, situations, events, amounts, quantitative and qualitative indicators, financial ratios and other information that the entity determines as relevant, from which it can be inferred in a timely or prospective manner that there is a possible existence of a fact or situation outside of what the company determines as normal.

**Transnational Bribery:** The act by virtue of which a company, through its Collaborators, administrators, Shareholders, contractors, or Subordinated Companies, delivers, offers or promises to a Foreign Public Official, directly or indirectly, sums of money, valuable objects or any benefit or use in exchange for said Public Official performing, omitting or delaying any act related to his roles and in relation to an international business or transaction.

**Subordinated Company:** Article 260 of the Commercial Code defines that “A company will be subordinated or controlled when its decision-making power is subject to the will of another person or persons who will be its parent or controlling company, either directly, in which case it will be called an affiliate, or with the help or through the subordinates of the parent company, in which case it will be called a subsidiary.”

### 3. REGULATORY FRAMEWORK

This Manual has been designed as per the guidelines provided in Law 1778 of 2016, which establishes rules on the responsibility of legal entities for acts of transnational corruption and

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 10 of 35

Chapter XIII of the Basic Legal Circular 100-00005 dated November 22nd, 2017 of the Superintendency of Companies added by External Circular No. 100-000011 of August 9th, 2021, through which administrative instructions and recommendations are issued aimed at implementing transparency and business ethics programs through self-control activities and management of corruption risks and transnational bribery risks.”

Additionally, the following will be taken into account:

- **Anti-corruption and anti-bribery regulations:** FCPA, the UK Bribery Act, the Organization for Economic Co-operation and Development (OECD) Anti-Transnational Bribery Convention, National Anti-Corruption Regulations and any other applicable anti-corruption and bribery laws.
- **National anti-corruption regulations:** Law 1474 of 2011 (Anti-Corruption Statute) by which regulations are issued aimed at strengthening the mechanisms of prevention, investigation and punishment of acts of corruption or bribery and the effectiveness of public management control, as well as its regulatory decrees and the standards that modify, replace or complement it.


### 3.1. International Norms and Standards

In the development of the significant efforts deployed by Colombia to fight Corruption, an international legal framework has been adopted, which includes the following conventions and agreements:

- a. The Convention to Combat Bribery of Foreign Public Officials in International Commercial Transactions.
- b. The Inter-American Convention against Corruption of the Organization of American States-OAS.
- c. The Council of Europe's Criminal Convention on Corruption;
- d. The Council of Europe's Civil Convention on Corruption;
- e. The African Union Convention to Prevent and Combat Corruption.
- f. The United Nations Convention against Corruption (UNCAC).

### 3.2. National standards

- **Law 1778, 2016:** “Rules on the Responsibility of Legal Entities for acts of Transnational Corruption”
- **External circular 100-000011, 2021:** Comprehensive modification to External Circular No. 100-000003 of July 26th, 2016 and addition of Chapter XIII of the Basic Legal Circular of 2017
- **Law 2195 of January 18th, 2022:** Transparency, Prevention and Fight against Corruption
- **External Circular 100-000003** of September 11th, 2023 from the Superintendency of Companies

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 11 of 35

## 4. ELEMENTS OF THE PTEE

### 4.1. Design and Approval

The Program is approved by the Board of Directors, as a sign of commitment of MANUELITA SA's senior management to prevent acts of bribery and corruption in which it may be immersed.

The PTEE Program will be updated every time there are changes in the activity of MANUELITA S.A., which alter or may alter the degree of C/TB Risk, or at least every two (2) years.

MANUELITA S.A. has established the following policies and procedures to regulate aspects such as employee compensation, delivery and offering of gifts, travel expenses, donations, conflicts of interest, among others:

- General donation procedure
- Corporate Code of Conduct
- Corporate Compensation Policy
- Travel expense policy
- Internal regulations
- Purchasing and contracting policy for services

### 4.2. Compliance audit


To control and supervise the degree of effectiveness of the anti-corruption and anti-bribery policy, together with the Transparency and Business Ethics Program, the Compliance Officer appointed by the Board of Directors will arrange for a compliance audit to be carried out when deemed necessary, or at least once a year. The result of the audit will be analyzed looking to correct the procedures that present flaws and improve the Transparency and Business Ethics Program in general terms.

Those in charge of the audits or internal control of **MANUELITA S.A.** must include the verification of compliance and effectiveness of the transparency and business ethics programs in their annual audit plan.

### 4.3. Outreach and Training

This Manual and the modifications to it will be communicated to collaborators, administrators, associates, contractors and other counterparties through the various means of communication implemented by **MANUELITA S.A.**

The communication strategy defined by MANUELITA S.A. will be carried out using the mechanisms available and approved by the company such as emails, intranet and any other means that guarantee knowledge of the information and responsibilities regarding the mitigation of Bribery and Corruption risks. For this purpose, this Manual and the modifications thereto will be published on the company's website.

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 12 of 35

The Compliance Officer, with the support of the Human Resources Management and the communications area, must develop and execute training and communication plans at least once a year for the Transparency and Business Ethics Program aimed at counterparties as defined in the regulations.

The training may include all aspects related to this Manual and the policies, procedures and codes that relate to it.

Likewise, training and communications should aim at:

1. Promoting ethics, comprehensiveness and transparency in the development of their daily work.
2. Raising awareness regarding the C/TB Risks that MANUELITA S.A. is exposed to
3. Socializing collaborators' responsibility to report related matters that violate the Transparency and Business Ethics Program at **MANUELITA S.A.**
4. The availability of the Ethics Line and the non-retaliation for its use.

Dissemination and training must be duly documented.

#### 4.4. Communication channels

All clients, collaborators, suppliers, contractors, communities and other interest groups are responsible for reporting possible non-compliance or suspected non-compliance with the Transparency and Business Ethics Program and this Manual, through the Ethics Line, which has three communication mechanisms available:


- Email: [lineaetica@manuelita.com](mailto:lineaetica@manuelita.com)
- Form available on the website: [Manuelita Ethics Line \(office.com\)](http://Manuelita Ethics Line (office.com))
- Telephone mailbox – toll-free in Colombia 018000940043

Additionally, you can communicate directly with the Compliance Officer via email: [oclaftmansa@manuelita.com](mailto:oclaftmansa@manuelita.com)

Clients, collaborators, suppliers, contractors, communities and other interest groups may be required to cooperate during any inquiry or investigation into a possible ethical violation or regulatory non-compliance. In all cases **MANUELITA S.A.** expects that the person designated to conduct the investigation or audit will be provided true and complete information.

**MANUELITA S.A.** prohibits retaliation against counterparties who report a possible non-compliance or suspected non-compliance with a Law, regulation, the Code of Conduct or our policies.

The counterparty, when reporting their complaint, may freely do so anonymously or by providing their contact information. If the person who reports provides their information, it will be kept confidential, and if it is an employee of MANUELITA S.A., it will be guaranteed that there will be no employment repercussions for making the report. If so, the employee

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 13 of 35

may resort to the mechanisms established by the company to prevent workplace harassment or report workplace harassment.

False or reckless complaints will not be accepted.

Persons who retaliate for making a complaint or officials who make false complaints will be subject to disciplinary action under the terms of the internal labor regulations.

It is essential to reiterate that no company employee or officer will be demoted, disciplined or face other adverse consequences for refusing to pay bribes, even if the company loses business as a result. Likewise, the necessary, useful and proportional measures will be guaranteed in favor of the complainant so that he or she is not subject to any type of retaliation and/or threats, as well as the official who serves as a witness for the complainant.

All complaints related to possible situations of corruption or bribery or non-compliance with this Manual will be analyzed by the Ethics Committee at **MANUELITA S.A.** and communicated to the Compliance Officer; as per the Ethics Line's instructions.

#### 4.5. Assigning roles to those responsible


**MANUELITA S.A.** has the appropriate structure to support the effective and efficient prevention of the risk of Transnational or national Bribery.

For this purpose, in addition and complement to any other role that has been assigned to them in any other manual or policy of **MANUELITA S.A.**, for the management of a specific risk or for any other nature, the following corporate bodies will have the following roles and powers:

##### 4.5.1. Board of Directors

It is up to the board of directors of **MANUELITA S.A.** to establish and define the Compliance Policies, which includes the instructions that must be given regarding the design, structuring, implementation, execution and verification of actions aimed at the prevention and effective mitigation of any corrupt practice.

- a) Issue and define the Compliance Policy.
- b) Define the profile of the Compliance Officer as per the Compliance Policy.
- c) Appoint the Compliance Officer.
- d) Approve the document that contemplates the PTEE.
- e) Undertake a commitment aimed at preventing C/TB Risks, so that **MANUELITA S.A.** can carry out its business in an ethical, transparent and honest manner.
- f) Ensure the supply of the economic, human and technological resources required by the Compliance Officer to carry out his or her work.
- g) Order the pertinent actions against the Associates, who have management and administration roles at **MANUELITA S.A.**, the Employees, and administrators, when any of the above violates the provisions of the PTEE.

	<b>LEGAL MANAGEMENT</b>	<b>Code:</b>
	<b>COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM</b>	<b>Version: 05</b>
		Page <b>14</b> of <b>35</b>

- h) Lead an appropriate communication and pedagogy strategy to guarantee effective dissemination and knowledge of the Compliance Policies and the PTEE to Employees, Associates, Contractors (as per the Risk Factors and Risk Matrix) and other identified parties concerned.

#### **4.5.2. Legal Representative and/or General Manager**

- a) Present the PTEE proposal with the Compliance Officer, for approval of the board of directors or the highest corporate body.
- b) Ensure that the PTEE is coordinated 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 PTEE.
- d) In cases where there is no board of directors, the legal representative will propose the person who will take the role of Compliance Officer, for appointment by the highest corporate body.
- e) Certify compliance with the provisions of this Chapter before the Superintendency of Companies, when required by this Superintendency.
- f) Ensure that the activities resulting from the development of the PTEE are duly documented, so that the information meets the criteria of integrity, reliability, availability, compliance, effectiveness, efficiency and confidentiality. Supporting documents must be kept as per the provisions of article 28 of Law 962 of 2005, or the rule that modifies or replaces it.


#### **4.5.3. Ethics Compliance Officer**

In order for **MANUELITA S.A.** to have an Individual responsible for leading and managing the PTEE, a Compliance Officer will be appointed.

#### **Compliance Officer's Profile**

- a) Has the ability to make decisions to manage C/TB Risk and has direct communication with, and depend directly on, the board of directors or the highest corporate body in the event that there is no board of directors.
- b) Has sufficient knowledge of C/TB Risk management and understands the ordinary course of the company's activities.
- c) Has the support of a human and technical work team, as per the C/TB Risk and the size of the company.
- d) Does not belong to the administration, to the corporate bodies or to the tax audit body (act as a tax auditor or linked to the tax audit company that performs this role, if applicable) or whoever performs similar roles or acts in his/her place in the company.
- e) When the Compliance Officer is not linked to the company, this Individual may or may not be linked to another company.
- f) Does not serve as main or alternate Compliance Officer in more than ten (10) Companies. To serve as Compliance Officer for more than one Obligated Company, (i) the Compliance Officer must certify; and (ii) the body that appoints the



	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 15 of 35

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 declared control situation, the Compliance Officer of the parent or controlling company may be the same person for all the companies that make up the group, regardless of the number of companies that make it up.
- h) Be located in Colombia.

#### **Duties of the Compliance Officer:**

- a) Present the PTEE proposal with the legal representative, for approval of the board of directors or the highest social body.
- b) At least once a year, present reports to the board of directors, or to the highest corporate body. As a minimum, the reports must contain an evaluation and analysis of the efficiency and effectiveness of the PTEE and, if applicable, propose the respective improvements. Likewise, demonstrate the results of the Compliance Officer's work and that of the administration of the company, in general, in compliance with the PTEE.
- c) Ensure that the PTEE is coordinated with the Compliance Policies adopted by the board of directors.
- d) Ensure effective, efficient and timely compliance with the PTEE.
- e) Implement a Risk Matrix and update it according to the needs of **MANUELITA S.A.**, its Risk Factors, the materiality of the C/TB Risk and as per the Compliance Policy.
- f) Define, adopt and monitor actions and tools to detect C/TB Risk, as per the Compliance Policy to prevent C/TB Risk and the Risk Matrix.
- g) Ensure the implementation of appropriate channels to allow anyone to confidentially and safely report non-compliance with the PTEE and possible suspicious activities related to Corruption;
- h) Verify the proper application of the complainant protection policy established by the company and, with respect to employees, the workplace harassment prevention policy as per the law;
- i) Establish internal investigation procedures in the company to detect non-compliance with the PTEE and acts of Corruption;
- j) Coordinate the development of internal training programs;
- k) Verify compliance with the Due Diligence procedures applicable to the company;
- l) Ensure the proper filing of supporting documents and other information related to the management and prevention of C/TB Risk;
- m) Design the methodologies for classification, identification, measurement and control of C/TB Risk that will be part of the PTEE; and
- n) Carry out the evaluation of compliance with the PTEE and the C/TB Risk at **MANUELITA S.A.**

#### **Incapacities and Incompatibilities of the Compliance Officer:**

Anyone who incurs the following will not be able to hold the status of Compliance Officer:

	<b>LEGAL MANAGEMENT</b>	<b>Code:</b>
	<b>COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM</b>	<b>Version: 05</b>
		Page <b>16</b> of <b>35</b>

#### **Incapacities:**

- Having been sanctioned in a labor investigation, for faults considered serious in the Internal Labor Regulations and in the Substantive Labor Code.
- Having relatives up to the third degree of consanguinity, second degree of affinity or first degree of civil relationship who are known to be linked to activities or operations related to Transnational Bribery or Corruption.
- Having a disciplinary, fiscal, administrative or criminal record for crimes related to national or transnational corruption or bribery, whether in the public or private sector respectively.
- Not having provided all the necessary information, in the security and due diligence studies of knowledge of third parties, which are carried out by the Company at the time of hiring.

#### **Incompatibilities:**

- Having a vote in the company's Services Purchasing Committee.
- Being an administrator or partner of companies with which the company has some type of commercial relationship.
- The profiles of officials who, due to their work, do not have sufficient independence and leadership and management capacity at C/TB risk, will be incompatible with the position.
- The Tax Auditor, internal auditor or administrator should not be designated as a Compliance Officer.


#### **Duties of the Alternate Compliance Officer:**

In charge of replacing the main Compliance Officer in his/her temporary or permanent absence.

The Alternate Compliance Officer will be part of the Compliance area team and will perform the functions as Compliance Analyst, while he/she is not replacing the main Compliance Officer.

- Update manuals and policies as required or at least once every two years.
- Elaborate presentations related to Compliance area to Management Committees and Boards of Directors.
- Support in the processes of monitoring controls established to risks and follow-up of action plans.
- Develop and report KPI'S and budget execution.
- Execute the segmentation of counterparties (collaborators, customers and suppliers) with the direction of the Chief Compliance Officer and make the required adjustments.
- Update risk matrices when required as instructed by the Chief Compliance Officer.
- Review and filter the alerts of the consultation application in lists, redirect to those responsible and give instructions according to the response obtained.



	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 17 of 35

- Prepare counterparty transaction reports (quarterly).
- Execute tests for the evaluation of controls defined in the risk matrices.
- Make schedule, control of due dates and information to report to regulatory entities.
- Collect information and/or support required by the Internal Audit or Tax Auditor.
- Implement the training and communication plan of the Compliance area and its follow-up.
- Develop and maintain the compliance records management system.


#### 4.5.4. Tax Auditor

The tax audit office is vested with oversight powers that go beyond those of representation of the associates' interests regarding the operations entered into or executed in the company.

The guide (external circular 100-00011 issued by the Superintendency of Companies) defines that control and audit systems must be established as determined by article 207 of the Commercial Code and the applicable accounting standards, which allow the Legal Entity's Tax Auditor, if any, to verify the truthfulness of the accounting and ensure that there are no direct or indirect payments related to bribes or other corrupt conduct in the transfers of money or other assets that occur between the Legal Entity and its Subordinated Companies.

The following are the roles of the Tax Auditor:

- Ensure that the operations entered into or carried out on behalf of **MANUELITA S.A.** are as per the legal provisions, the determinations by the Board of Directors and Management.
- Inform the Manager and the Board of Directors in a timely manner, of the accounting irregularities that occur in the company's operation and in the development of its businesses.
- Ensure that the accounting, supporting documents and receipts of **MANUELITA S.A.** are kept accurately and up-to-date and that the supporting documents and receipts are properly preserved.
- Provide instructions, carry out inspections and request the reports necessary to establish permanent control over the assets of **MANUELITA S.A.**
- The tax auditor, when available, must evaluate the transparency and business ethics programs and issue an opinion on them.
- Examine the inventories, minutes and books of **MANUELITA S.A.**, regularly inspect its assets and ensure that conservation and security measures are taken in a timely manner.
- Fulfill the other roles indicated by the Law, this Transparency and Business Ethics Program and those that, being compatible with their position, are entrusted to them by the Board of Directors.
- You must report to the competent authorities any act of Corruption that you become aware of in the course of your duties. In fact, article 32 of Law 1778 of 2016, which adds paragraph 5 of article 26 of Law 43 of 1990, imposes on tax auditors the express obligation to report to the criminal, disciplinary and administrative

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 18 of 35

authorities, for the alleged commission of crimes that he detects in the exercise of his position, even despite professional secrecy.

- i. Pay special attention to alerts that may give rise to suspicion of an act related to a possible act of Corruption.

#### 4.5.5. Human Resources Management

- a) Design and socialize the communications of the Compliance Manual of the Transparency and Business Ethics Program through different media used by Manuelita S.A.
- b) Inform all collaborators of **MANUELITA S.A.** of the duty to make the respective declaration of conflict of interest when presented as defined in the Code of Conduct and the Code of Good Corporate Governance.
- c) Carry out home visits, safety studies and consultations on information lists related to C/TB and compliance to collaborators at the time of employment and update the consultations at least every two years.
- d) Report to the Compliance Officer any findings in relation to criminal or disciplinary records of collaborators.
- e) Socialize the Code of Conduct, leaving a record of said socialization.

#### 4.5.6. National or international purchases

Define and determine the commercial and quality conditions under which **MANUELITA S.A.** will carry out the purchasing activities of its raw materials and supplies from its Vendors.


The criticality of the purchasing area deserves special attention, which requires greater control of the negotiations, the selection processes with third parties, knowledge of the legal representatives and the origin of their capital, as well as the degree of relationship with the procurement officials at **MANUELITA S.A.** To this end, the Due Diligence procedures, Selection Procedure, evaluation and re-evaluation of service and material suppliers, and other financial and non-financial controls mentioned in the selection, contracting and evaluation procedures existing in the company must be observed to mitigate any risk of fraud or bribery.

Verifications in restrictive and binding lists of the counterparties to be linked or already linked must comply with the provisions of the consultation procedure in restrictive lists.

#### 4.5.7. Legal Manager

The roles of the Legal Manager are focused on monitoring and managing compliance with rights and obligations in the execution of agreements, as well as ensuring compliance with standards and policies applicable to **MANUELITA S.A.** or adopted by it, to minimize the organization's legal risk and comply with current legislation on C/TB:

- Analyze requests together with the Compliance Officer regarding processes or requirements of the control entities associated with the Transparency and Business Ethics program.
- Ensure that agreements have clauses that allow counterparties to know the

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 19 of 35

responsibilities and policies of the Anti-Bribery and Anti-Corruption programs.

- Verify that all agreements with suppliers and contractors, except those of adhesion agreements; contain the commitment and termination clause in case the counterparty is on restrictive or binding lists related to C/TB activities.

#### 4.5.8. Linking Area

Manuelita's recruitment area will be responsible for the process of linking counterparties for MANUELITA S.A., based on the internal policies and current laws of C/TB, for this it must:

- Verify individuals and Companies on restrictive lists.
- Request information on Final Beneficiaries when applicable.
- Request the shareholding composition when applicable.
- Block counterparties that have not had activity with MANUELITA S.A. in one year.
- Request updating of documents when the reactivation of a blocked counterparty is required.
- For active counterparties, request the updating of current documents as per the current procedure and policies at least every two years.
- Request the DDIs from the Compliance Officer when counterparties classified as Politically Exposed Persons are presented (Decree 830/21).

#### 4.5.9. All Management

It is up to Area Managers and all employees to know, comply with and disseminate all aspects related to the Transparency and Business Ethics Program.

Among the responsibilities of each Manager in relation to the PTEE are:

Risk Matrix:


- Know the risks associated with your area in relation to C/TB and execute the corresponding controls.
- Report to the Compliance Officer if new C/TB related risks arise.

Linking counterparties

- Have knowledge of the counterparties with which your area is linked.
- Guarantee the completion of the established forms, and obtain the supporting documents defined for the link.
- Report if a Politically Exposed Person is identified among the linked counterparties.
- Carry out negotiations transparently and comply with the policies and procedures defined in each case.
- Report to the Compliance Officer if unusual, attempted and suspicious operations are identified within the contractual relationships in your area.

The rest

- Participate in training related to the PTEE, scheduled through the HR area and/or the Compliance Officer and ensure that employees in your area also do so.
- If you know or identify that conflicts of interest arise in your area, arrange for the

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 20 of 35

counterparty to report it as per the provisions of the conflict of interest procedure.

#### 4.5.10. General duties of collaborators

The main duty of collaborators is to maintain a strict commitment to the transparency, control, anti-bribery and anti-corruption policies established by **MANUELITA S.A.**, which is reflected in the fulfillment of the following duties:

- a) Know, apply and comply with this Transparency and Business Ethics Program Manual and the regulatory provisions on which it is based.
- b) Put observance of ethical principles before achieving business goals.
- c) Report any act of Transnational or national Bribery and any corrupt actions of which they are aware.
- d) Attend all training sessions conducted by the Compliance Officer.

### 5. STAGES OF RISK MANAGEMENT FOR TRANSNATIONAL BRIBERY AND CORRUPTION.

#### 5.1. C/TB Risk Identification

Risk identification is the first stage so that the construction of the Transparency and Business Ethics Program truly meets the objectives of preventing the risks of corruption and transnational bribery.

Manuelita S.A. has implemented a methodology considering the guidelines of ISO 31000 whose traceability is maintained in a Risk Matrix.

The company identifies the risks of Corruption and Transnational Bribery, taking into account the size, structure, nature, corporate purpose, economic activity, countries of operation, etc. These elements will be the necessary inputs for the creation and execution of policies, procedures and the risk matrix.


This is why it is necessary to analyze the specific characteristics of **MANUELITA S.A.**, since that is the starting point for the implementation or updating of the PTEE not only to satisfy the interests of the organization, but also fully comply with what the provisions in External Circular 100-000011 of 2021, Law 2195 of 2022 and other corresponding regulations.

Area Managers or process leaders, as risk owners, have the responsibility of informing the Compliance Officer of the identification of new risks, additions or modifications to existing controls, which help mitigate the inherent risk of each process.

#### 5.2. Identification of C/TB Risk Factors

Some of the risk factors that the company must take into account when preparing the risk matrix and other complementary measures for the proper functioning of the PTEE are:

- a. Country Risk. Refers to the company's jurisdictions of operation. Places where there

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 21 of 35

are factors such as: absence of an independent and efficient administration of justice, high number of public officials questioned for corrupt practices, lack of effective regulations to combat corruption, lack of transparent policies regarding public procurement and international investments, weak administrative policy structure, absence of effective state presence in certain geographic areas, carrying out operations in tax havens, among others.

- b. Economic Sector Risk. They are niche markets where the corruption percentage is high according to studies carried out by the OECD. In addition, activities are included where a large number of permits and licenses granted by public officials are necessary, which facilitates carrying out corrupt practices.
- c. Third Party Risk. The parties that execute the businesses are listed, namely, contractors, suppliers and/or intermediaries where there may be collaboration or shared risk agreements in which it is difficult to demonstrate a legitimate purpose, or that, having a legitimate purpose, are lend to cover up illicit payments.
- d. Others. All those that are not included in the previous categories but may represent a C/TB risk factor for the organization according to the risk assessment by the Compliance Officer.

### 5.3. C/TB Risk Measurement or Evaluation

Manuelita measures the impact and probability of occurrence of the risks of Transnational Corruption and Bribery, with the objective of determining the inherent risk, as per the guidelines defined by the organization, and thus determining and implementing controls that mitigate them.

After the definition and implementation of controls; the residual risk is rated.


### 5.4. Control and monitoring of Compliance Policies and PTEE.

**MANUELITA S.A.** must implement all mechanisms that contribute, from the execution of its commercial activity, to the fight against transnational bribery and corruption. This way, you will be able to constantly verify and evaluate that they are effective for this purpose.

In addition, **MANUELITA S.A.** must take into account and inform the Compliance Officer of the regulatory changes of its activity, such as anti-corruption and transnational bribery regulations, to include in the PTEE Manual the entry into new markets or the offer of new products or services in special jurisdictions.

Additionally, compliance audits, supervision and monitoring activities must be carried out by the Compliance Officer at least once a year.

A documented risk matrix will be maintained that considers the risks inherent to the operation in terms of bribery and corruption. Process leaders must manage the risk matrix with the

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 22 of 35

coordination of the Compliance Officer. It will be updated every time the area managers or process leaders deem it necessary, or when the Compliance Officer identifies possible new risks or controls that need requalification, or at least it should be reviewed once every two years with the processes and risks owners.

## 6. PTEE COMPLIANCE POLICIES

### 6.1. Anti-Corruption and Anti-Bribery Policy

For **MANUELITA S.A.**, the anti-bribery and anti-corruption Policy is based on the principle of Zero Tolerance at all levels of the organization and in all the actions of counterparties linked to the entity.

All documents with which **MANUELITA S.A.** formalizes its relationship with employees, suppliers and clients, must contain clauses in which said parties adhere and undertake to abide by what is defined in the PTEE.

The **MANUELITA S.A.** Anti-Bribery and Anti-Corruption Policy emphatically prohibits bribes and gifts in any form, offered directly or indirectly or through a third party, that have the purpose of obtaining a benefit and/or influencing the company's processes.

It is the responsibility of the counterparties and any person who represents the interests of **MANUELITA S.A.**, to report to the ethics line any circumstance that they consider may constitute a possible violation of the Code of Conduct and this Manual.

Some modalities through which acts of corruption could materialize are:


- Offering or accepting inappropriate gifts.
- Offering or accepting excessive attention.
- Facilitation payments.
- Giving donations to political and/or charitable organizations without due diligence.
- Offering or accepting bribes or gratuities.
- Paying extortions;
- Using intermediaries and/or agents to act on behalf of **MANUELITA S.A.** offering or paying some of the concepts listed above.

To comply with our anti-corruption and anti-bribery policy, we must take into account some concepts and alerts that should keep us attentive in the development of our activities in each internal process in which we participate:

Private corruption:

This crime is aimed at preventing acts of corruption between individuals, especially in the business sector, through undue favoring of third parties by directors, administrators, employees, among others, to the detriment of the assets and interests of the company.

It is criminally sanctioned: (Article 250 of the Criminal Code)

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 23 of 35

- Whoever, directly or indirectly, offers, promises or delivers an unjustified gift to a member of a company; and, additionally,
- Any member of the company who, directly or indirectly, requests, receives or accepts such benefit. In both scenarios there is a personal benefit for a third party.

Unfair administration: (Article 250B of the Criminal Code)

There is punishment for any damage to the interests or economic assets of a company through the fraudulent use of its physical assets (facilities, offices, furniture, machinery, among others) or intangible assets (for example, know-how, Good will or reputation of the company, developed business models, brands, among others), for their own benefit or that of a third party by the following people:

- Social administrator *de facto* or *de jure*. According to Law 222 of 1995
- Partners of the company established or in the process of being established.
- Managers.
- Employees.
- Advisors.

In this crime, the persons mentioned above are punished when they act in bad faith and abuse their roles to obtain a personal benefit or that of a third party.

The warning signs described here are some that we must take into account when identifying the risks associated with acts of corruption, and that if we act with diligence and opportunity we could prevent their materialization:


- Lack of traceability or support for payments made for representation expenses.
- Offering or receiving expensive gifts, invitations or hospitality at luxurious restaurants or events such as concerts, sporting events, among others. These types of situations can be understood as attempts to influence a decision-making process.
- Obtaining agreements without material support or real benefit for the company.
- Contributions, in money or in kind, to political campaigns when they are prohibited or exceed the limits established in the applicable law.
- Delivery of gifts, in money or in kind, to an official employee, public employee or State contractor.

Transnational Bribery:

Bribery is one of the typical behaviors of corruption.

We are faced with transnational bribery when a company, through one or more collaborators, contractors, administrators or associates, its own or any subordinate company, gives, offers or promises a foreign public official, directly or indirectly, sums of money, any valuable object or other benefit, in exchange for carrying out, omitting or delaying any act related to the exercise of their roles and in relation to an international business or transaction.



	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 24 of 35

For more warning signs, refer to the attached document WARNING SIGNS.

## 6.2. Due Diligence

The Due Diligence process is aimed at providing **MANUELITA S.A.** with the necessary elements to identify and evaluate the risks of Corruption and Transnational Bribery related to the activities of its counterparties to take into account:

- Identify, detect, prevent, manage and mitigate C/TB risks that may affect the operation of **MANUELITA S.A.**
- Identify the final beneficiary(ies) and the ownership and control structure of the company, structure without a legal status or similar with which the legal transaction or state agreement is entered into, and take reasonable measures to verify the reported information.
- Due diligence may have a different focus depending on whether the counterparty files an alert on binding lists from the C/TB perspective, such as Enhanced Due Diligence.
- Establish the guidelines and commitment of **MANUELITA S.A.**, to prevent or promptly detect C/TB activities and ensure that all its directors, partners or shareholders, administrators, collaborators, suppliers and clients understand and reflect their individual responsibility for compliance.
- Within the process of purchasing goods and contracting services, a Policy has been established where the levels of authorization and the procedure established to execute due diligence are defined both at the beginning of the process and at the time of delivery and payment.
- The Individual, company or structure without legal or similar personality, which has the obligation to implement a system for the prevention, management or administration of the risk of money laundering, financing of terrorism and proliferation of weapons or who has the obligation to provide information to the Single Registry of Final Beneficiaries (RUB), must carry out due diligence measures that allow, among other purposes, to identify the final beneficiaries.
- (See Due Diligence Procedure)


## 6.3. Warning Signs

Some of the warning signs that the organization will take into account when conducting business, connecting people, signing agreements and other activities that develop its corporate purpose are:

### In the analysis of accounting records, operations or financial statements:

- Invoices that appear to be false or do not reflect the reality of a transaction or are inflated and contain excessive discounts or refunds.
- Foreign operations whose contractual terms are highly sophisticated.
- Transfer of funds to countries considered tax havens.
- Operations that do not have a logical, financial or practical explanation.
- Operations that go beyond the ordinary course of business.
- Transactions in which the identity of the parties or the origin of the funds is not clear.



	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 25 of 35

- Assets or rights included in the financial statements that do not have a real value or that do not exist.

**In the corporate structure or corporate purpose:**

- Complex or international legal structures without apparent commercial, legal or fiscal benefits or owning and controlling a company without a commercial objective, particularly if it is located abroad.
- Legal entities with structures where there are national trusts or foreign trusts, or non-profit foundations.
- Legal entities with “off shore entities” or “off shore bank accounts” structures.
- Non-operational companies under the terms of Law 1955 of 2019 or that due to the development of business can be considered “paper” entities, that is, they do not reasonably fulfill any commercial purpose.
- Companies declared as fictitious vendors by DIAN.
- Legal entities where the Final Beneficiary is not identified.

**In the analysis of transactions or agreements:**

- Frequently resort to consulting, intermediation agreements and the use of joint ventures.
- Contracts with Contractors or state entities that give the appearance of legality that do not reflect precise contractual duties and obligations.
- Agreements with Contractors that provide services to a single client. Unusual losses or gains in agreements with Contractors or state entities or significant changes without commercial justification.
- Contracts that contain variable compensations that are not reasonable or that contain payments in cash, in Virtual Assets (as this term is defined in Chapter X of the Basic Legal Circular of the Supersociedades), or in kind.
- Payments to PEPs or people close to the PEPs.
- Payments to related parties (Associates, Employees, Subordinated Companies, branches, among others) without apparent justification.


The above warning signs will be illustrative in nature, that is, they will not be the only ones that the organization will take into account; In accordance with CE100-000011 of 2021, those presented by virtue of the risk factors identified in the preparation of this PTEE will also be considered. (See Warning Signs document)

#### **6.4. Contractual protections**

Employment agreements and those concluded with business partners must express contractual obligations, legal remedies and/or sanctions related to improper conduct.

For their part, agreements must indicate that the counterparties are aware of and voluntarily submit to the policies contained in this Manual and all regulations and laws related to Transnational Bribery and Corruption.

As a control mechanism for the execution of agreements, MANUELITA S.A.:

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 26 of 35

- Will include the anti-bribery and anti-corruption clauses in agreements with suppliers, contractors, collaborators and clients.
- The Legal Manager of MANUELITA S.A. will be responsible for preparing and/or verifying that all agreements with suppliers, clients and contractors contain the commitment and termination clause in the event that the counterparty is immersed or involves **MANUELITA S.A.** in acts of transnational bribery and corruption, or any other illegal act.

## 6.5. Information transparency

In the development of control and auditing, the Tax Auditor of **MANUELITA S.A.** reviews financial statements and accounting, to ensure that the financial information reflects the true financial and economic situation of its transactions.


Additionally, books and records that correctly and clearly document all financial transactions are kept available for inspection. At **MANUELITA S.A.**, there will be no “parallel accounts” or double accounting.

In accordance with the above, **MANUELITA S.A.** guarantees that:

- All of its financial transactions are adequately identified, clearly recorded in appropriate books and accounting records and available for inspection by its Board of Directors, audit and tax auditors and control entities with respect to public information.
- There are no “parallel accounts” or secrets and no documents are issued that do not truthfully and accurately record the transactions to which they refer.
- There are no records of non-existent expenses, or of liabilities without correct identification, or of transactions that do not have a clear, genuine and legitimate purpose.
- Accounting books or other relevant documents are not intentionally destroyed before what is established by law.
- There are audit systems through tax auditors and/or internal auditors, to identify any transaction that contravenes the Anti-Bribery and Anti-Corruption Policy or other applicable accounting standards.
- MANUELITA S.A.** is subject to the internal control system, accounting and documentary practices, so that they are subject to review and analysis by the audit, internal control and tax audit bodies.
- Likewise, collaborators, administrators, shareholders and Management of **MANUELITA S.A.** cannot modify, delete, change, omit or distort records to hide improper activities or that do not correctly indicate the nature of a recorded transaction.
- Additionally, **MANUELITA S.A.** has adequate internal procedures and controls to prevent bribes or other improper payments from being hidden or concealed.

## 6.6. Knowledge of National and Foreign Counterparties

For **MANUELITA S.A.** it is important to maintain a close relationship with its counterparties, which is why it is a fundamental policy to know them, as one of the methods of preventing the risk of Transnational or national Corruption and Bribery.

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 27 of 35

**MANUELITA S.A.** has the technological tools to verify in informative, restrictive and binding lists, information of the counterparties related to C/TB, the background of shareholders, final beneficiaries, administrators, legal representatives and managers of their potential clients, suppliers and employees prior to starting a relationship.

For this, due diligence procedures have been established for the information of the counterparties, where the completion of forms is required, as per what is defined in the Master Data Administration Policy.

Filling out the established forms, as well as obtaining the supporting documents defined for each of the formats, are the responsibility of each area and official who has contact with the third party.

Forms must contain clauses where the counterparties certify their knowledge and commitment to compliance with the policies and procedures for the prevention of the risk of bribery and corruption.

#### **6.7. Relations with Public Officials**


For **MANUELITA S.A.**, it is of utmost importance to maintain an excellent relationship with all government entities, which is why it prohibits collaborators or any person authorized by the company to act on its behalf, from offering, promising or granting gifts or giving any illegal incentive to public officials, in order to influence their judgment or obtain favors in exchange. (Article 2, Law 1778 of 2016).

All collaborators of **MANUELITA S.A.** to accept any trip paid by a supplier, external entity or government official to events, conferences or symposiums, unless expressly authorized by the General Management of **MANUELITA S.A.**

**MANUELITA S.A.** must not make contributions in favor of political parties and candidates for public office, except those that are previously authorized by the Corporate Board of Directors and Presidency, as per the provisions of the General Procedure for Political Contributions and the Due Diligence Procedure.

For the directors and officials of **MANUELITA S.A.** who have a direct relationship with suppliers of goods and services and clients, it is completely forbidden to give or receive commissions, bribes or payments of any kind, which could influence business decisions or create conflicts of interest.

**For Contracting with Public Officials:** when an official or former Public Official has interests in becoming a collaborator of **MANUELITA S.A.**, he or she must comply with the Due Diligence processes, after verification of compliance with current regulations and compliance with the process of Identification of Politically Exposed Persons (PEP) (Decree 830 of 2021).

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 28 of 35

Likewise, when a collaborator, after his connection with **MANUELITA S.A.**, holds official or public office that may give him the category of PEP, intensified due diligence must be carried out, without this limiting him from fulfilling the two roles, based on Decree 830 of 2021.

The area responsible for relationships with counterparties must keep track of the information of those who, due to their additional activities to those contracted with Manuelita S.A., are classified as Politically Exposed Persons (PEP), guaranteeing the availability of information in the event of on-site visits or extra situ requirements by the Superintendency of Companies.

*“As per Decree 830/21, “The quality of PEP will be maintained over time during the exercise of the position and for two (2) more years after they leave, resigned, are dismissed or declare non-subsistence of the appointment, or of any other form of dismissal, or termination of the agreement”, the dates on which the public office was held must be confirmed.*

## 6.8. Commissions

**MANUELITA S.A.** expressly prohibits receiving commissions outside the legal ones in the development of their role as a collaborator of **MANUELITA S.A.**, granting bribes or payments of any type, which may influence business decisions or create conflicts of interest. A gift or service should not be accepted if it is going to compromise or may give the appearance of compromising the employee of **MANUELITA S.A.**

## 6.9. Gifts, Food and Entertainment

**MANUELITA S.A.** prohibits its collaborators, administrators, managers or shareholders from paying travel and related expenses (transportation, trips, lodging, associated meals) of any foreign or national public official, suppliers, clients or contractors, to obtain or provide any benefit between the parties.


Gifts and invitations must be directed exclusively to promote, maintain and strengthen business relationships with your suppliers or clients.

Travel, lodging, entertainment or food expenses for public or private officials, clients and/or suppliers must have advance approval from the General Management of **MANUELITA S.A.**

Only travel expenses that are approved by the General Management will be paid for those employees or executives who require and have the endorsement to undertake business-related trips. They must deliver all original supporting documents and with amounts and concepts approved by Management.

Additionally, the following rules will apply:

- ✓ All expenses must have a business purpose that justifies them. Under no circumstances should gifts, food, entertainment, travel or lodging be given to obtain something in return or to improperly influence or obtain an improper advantage.
- ✓ **MANUELITA S.A.** collaborators are allowed to give away certain promotional items of symbolic value that have the logo of **MANUELITA S.A.**

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 29 of 35

All expenses must be supported by the documentation required by the area responsible for the regularization of expenses and be duly reflected in the accounting books and records.

Employees, or representatives of the Company who travel throughout the national territory and/or abroad due to their responsibilities or positions on behalf of the company, may not:

- Offer, give, promise, authorize, money or any material good (cash, gifts, loans, meals, trips, lodging,) to any Public official, or Individual or company, in order to obtain, retain, direct business to anyone, to gain an advantage.
- Make payments, gifts, benefits through intermediaries.
- Hide or disguise gifts or offers through other expense records authorized by **MANUELITA S.A.**, for the development of their activity.
- Provide trips, entertainment, gift cards (bonuses), even if they are not of material value, if used to obtain an inappropriate advantage or obtain a favor, favorable concept towards the company or its representative, at the expense of the company or in its own name.

#### 6.10. Facilitation payments


Facilitation payments are prohibited under the anti-bribery laws of most countries. Facilitation payments, also called “facilitation”, “expediting” or “gifts” are small payments made to ensure or expedite the fulfillment of a routine action to which the person carrying them out is entitled.

The employees of **MANUELITA S.A.** are obliged to report to the Compliance Officer any anomaly, request, or unusual request by clients or suppliers or in the development of procedures with entities and/or officials of the national or foreign public sector. that can be considered a warning sign.

The payment procedure will be maintained in order to ensure that each of the expenditures and disbursements made are made under internal control parameters in an exact and timely manner in order to ensure that the concepts are for the supply of goods, materials, premiums, supplies, the provision of services or payments of contributions or donations, which must be approved.

#### 6.11. Donations and political contributions

**MANUELITA S.A.** classifies the donations it makes as Related and Unrelated. Related donations are those linked to the business strategy and that contribute to the achievement of objectives, and Unrelated donations are aimed at the business strategy and seek to support projects, initiatives or activities that seek to benefit the community in general.

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 30 of 35

**MANUELITA S.A.** prohibits social donations that are made with the intention of influencing the decision of a government official or exchanging special favors seeking a business advantage.

However, donations may be made to campaigns or political parties, which are made in compliance with the donation policy, mentioned in the General Procedure for Political Contributions.

Everything related to donations is regulated in the General Donations procedure.

## 6.12. Anti-corruption Financial Controls


The accounting records of **MANUELITA S.A.** must have the clear and necessary supporting documents to be entered into the system, after validating the most relevant information according to the operation to be recorded, as follows:

- The employee of **MANUELITA S.A.** who, due to the nature of his position, must make trips on behalf of the company, must guarantee that the information and expense supports comply with the accounting requirements for entering the record.
- It is prohibited to record income, records or reports that are false or misleading or that do not provide sufficient explanations and support.
- All reports, vouchers, invoices, payroll and service records must be prepared carefully, completely and honestly.
- All accounting records for payments to suppliers must have verification for their entry.
- Verify the truthfulness of all accounting operations and records and ensure that the transfers of money or other assets that occur between **MANUELITA S.A.** and clients and suppliers do not hide direct or indirect payments related to bribes or other corrupt conduct.
- The people in charge of entering the accounting records of the company's operations will be responsible for reporting to the Compliance Officer any suspicious or unusual operation or transaction for evaluation and concept.
- The accounting records are audited by the Fiscal Audit Office.

**MANUELITA S.A.** will analyze the alleged violations of the accounting records processes, and all applicable policies. In the event that the unjustified liability of the collaborator is proven, **MANUELITA S.A.** will take the corresponding disciplinary measures established in the Internal Labor Regulations and the substantive labor code.

## 6.13. Conflicts of Interest

Conflicts of interest refer to situations in which specific conditions are created so that the personal interests of a collaborator can supersede the corporate interests, goals or objectives set by **MANUELITA S.A.**

	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 31 of 35

For this, **MANUELITA S.A.** has a Code of Conduct for proper administration and resolution to situations that generate conflicts of interest.

Without prejudice to the situations constituting conflicts of interest mentioned in the aforementioned Code, take into account the following as additional:

- Kinship
  - When the collaborator influenced in any way the contractual negotiation process of services and/or products acquired by **MANUELITA S.A.**, with a third party with whom he is related up to the fourth degree of consanguinity, third degree of affinity, first civil, be it their spouse or permanent partner.
  - That the collaborator at **MANUELITA S.A.**, serves as supervisor or boss-director of another worker when there is a relationship between them up to the fourth degree of consanguinity, third degree of affinity, first civil, whether his or her spouse or permanent partner.
- Depending on the position
  - That the collaborator has had a direct interest in or has acted as a representative, advisor, president, manager, director, member of the board of directors or member of a union, company, association or social or economic group, of a third party or counterparty with whom **MANUELITA S.A.** holds or is going to hold business.

### Identifying and reporting conflicts of interest

In the events in which any of the situations described above occur, the collaborator who become aware of it must complete the “Form for reporting conflicts of interest.”


Once the situation generating a conflict of interest has been evaluated by the Ethics Committee, as per the provisions of the Code of Conduct of the Manuelita group, it will define the need to report said situation to the Compliance Officer, for their respective evaluation.

## 7. MAINTAINING DOCUMENTS AND RECORDS

Maintaining and archiving said documents and records will comply with the provisions of article 28 of Law 962 of 2005, or the rule that modifies or replaces it, which indicates that the documents and records must be kept for a period of ten (10) years as of the date of the last entry, document or receipt, and **MANUELITA S.A.** can choose to preserve them on paper or in any technical, magnetic or electronic means that guarantees its exact reproduction.

**MANUELITA S.A.**, will have storage to guarantee that the documents supporting all the business operations are properly guarded and filed according to the standard and that information is available in case of on-site views or off-site requirements by the Superintendency of Companies.



	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 32 of 35

The relationship, celebration and execution of businesses, operations and agreements is not allowed without the respective internal or external support. These supporting documents will serve **MANUELITA S.A.** to verify the traceability of the business.

The Due Diligence records of all third parties, even those that were rejected, will be kept in the third party folder managed by the person responsible of said relationships at **MANUELITA S.A.** for the next 5 years starting on January 1st of the following year in that the consultation is carried out or the legal transaction or agreement that has been concluded is terminated.

## 8. REPORTING COMPLAINTS OF TRANSNATIONAL BRIBERY TO THE SUPERINTENDENCY OF COMPANIES AND ACTS OF CORRUPTION TO THE SECRETARIAT OF TRANSPARENCY.

The Secretariat of Transparency and the Superintendency of Companies have established reporting channels for anyone who knows of possible activities that constitute acts of corruption or transnational bribery, as per what is included in External Circular 10-000011 of August 9th, 2021. These channels are:

- Acts of corruption:  
<http://www.secretariatransparencia.gov.co/observatorio-anticorrupcion/portalananticorrupcion>  
or via email at [denunciacorrupcion@presidencia.gov.co](mailto:denunciacorrupcion@presidencia.gov.co)
- Transnational bribery acts: <https://www.supersociedades.gov.co/es/web/asuntos-economicos-societarios/canal-de-denuncias-por-soborno-transnacional>

Or by searching for the channel for reporting transnational bribery directly on the Superintendency of Companies website.

<https://www.supersociedades.gov.co/>


## 9. MONITORING AND REVIEW

The Compliance Officer and the General Manager of **MANUELITA S.A.** must monitor the Program and review its adequacy and effectiveness at least once a year, and implement the necessary improvements.

Additionally, the Compliance Officer must:

- Present, at least once a year, reports to the board of directors. The reports must contain an evaluation and analysis of the efficiency and effectiveness of the PTEE and, if applicable, propose the respective improvements. Likewise, demonstrate the results of the management of the Compliance Officer and the administration of MANUELITA S.A. in general, in compliance with the PTEE.



	LEGAL MANAGEMENT	Code:
	COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM	Version: 05
		Page 33 of 35

b. Supervision by the Compliance Officer regarding C/TB Risk management in legal relationships with State Entities or in International or national Businesses or Transactions in which MANUELITA S.A. participates, if present.

## 10. SANCTIONS


Sanctions for violating national Anti-Bribery regulations may result in serious sanctions for the Company, the Compliance Officer, its directors and Associates. Employees and officials of **MANUELITA S.A.** who violate this Program or the Anti-Bribery policies will be subject to sanctions and disciplinary measures as per the provisions of the internal labor regulations and the Substantive Labor Code, without prejudice to the legal actions that may be taken because of this.

**MANUELITA S.A.** will not bear the costs corresponding to fees for technical defense that must be borne by the person involved nor will it pay the sanctions imposed by the corresponding authorities for acts related to corruption and bribery.

### Administrative Sanctions (Law 2195 of January 18th, 2022)

The administrative sanctions applicable to legal entities and branches of foreign companies domiciled in Colombia, as per the provisions of article 34 of Law 1474 of 2011, may be one or more of the following:

- a. Fine of up to two hundred thousand (200,000) current legal monthly minimum wages, to which the highest value of the benefit obtained or intended will be added. The competent authority will take into account the company's financial capacity.
- b. Inability to hire contained in section j) of article 8 of Law 80 of 1993 and application of the provisions of paragraph 1 of article 9 of the same law.
- c. Publication in widely circulated media up to five (5) times with the frequency indicated by the authority, of the extract of the sanctioning decision. Likewise, the publication of the extract of the sanctioning decision on the website of the sanctioned company will proceed, from six (6) months to a maximum period of one (1) year. "The sanctioned company will bear the costs of that publication."
- d. Prohibition of receiving any type of incentive or subsidies from the Government, within a period of ten (10) years.
- e. Removal of the administrators or other officials or employees of the company or branch of a foreign company located in Colombia who have been criminally convicted or subject to a principle of opportunity, unless such removal has been ordered by the judge in the operative part of the sentence.
- f. Removal of the administrators or other officials or employees of the company who have tolerated or consented to the conduct of the criminally convicted Individual or the conduct subject to a principle of opportunity.
- g. Entities that have the status of parent companies will be responsible and will be sanctioned in the event that one of their subordinates engages in any conduct of Bribery or Corruption with the consent or tolerance of the parent company.
- a. Subordinates will also be responsible and sanctioned when their (i) parent company or (ii) any other company that is part of the same business group or that is controlled

	<b>LEGAL MANAGEMENT</b>	<b>Code:</b>
	<b>COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM</b>	<b>Version: 05</b>
		Page <b>34</b> of <b>35</b>

directly or indirectly by the parent company, engages in any of the Bribery and Corruption behaviors, for the benefit of the subordinates.

In cases of non-compliance by a supplier or client; The termination of the contractual relationship will be evaluated jointly with the General Management.

## 11. ANNEXES

- Segmentation methodology.
- Risk methodology.
- Due Diligence Procedure.
- Consultation procedure in restrictive lists.
- Warning signs.


## 12. DOCUMENTS STATED IN THE MANUAL

- Internal regulations
- Code of Conduct
- Instructions for the ethical line
- Conflict of interest declaration form
- Good Governance Code

## 13. CHANGE CONTROL

1. This Manual of the Transparency and Business Ethics Program - PTEE of MANUELITA S.A., was submitted for consideration by the Board of Directors, who approved it through Minute # 1040 of July 23RD, 2021
2. Update of the PTEE Manual, as per Circular 100-000011 of August 9TH, 2021, registered in Minute 1044 of April 29th, 2022
3. Update: Minute 1048 of January 26th, 2023 approved by the Board of Directors of Manuelita S.A.
4. Update: Minute 1054 of November 27th, 2023 approved by the Board of Directors of Manuelita S.A.
5. Update: Minute 1057 of July 29th, 2024 approved by the Board of Directors of Manuelita S.A.

VERSION	DATE	DRAFTED	REVISED	APPROVE D	CHANGE
1.0	07/23/2021	Risk Consulting Global Group	Compliance Officer	Board of Directors	Initial Manual Documentation
2.0	8/9/2021	Risk Consulting Global Group	Compliance Officer	Board of Directors	Comprehensive Update

	<b>LEGAL MANAGEMENT</b>		<b>Code:</b>
	<b>COMPLIANCE MANUAL OF THE TRANSPARENCY AND BUSINESS ETHICS PROGRAM</b>		<b>Version: 05</b>
			Page <b>35</b> of <b>35</b>

3.0	1/26/2023	Risk Consulting Global Group	Compliance Officer	Board of Directors	Comprehensive Update
4.0	11/27/23	Compliance Officer	Legal Representative	Board of Directors	Updated table of contents and the following points: <ul style="list-style-type: none"> <li>- 4.1. Design and Approval</li> <li>- 4.3. Outreach and Training</li> <li>- 4.4. Communication channels</li> <li>- 4.5.5. HR Management</li> <li>- 4.5.8. Relations Area</li> <li>- 4.5.9. All Departments</li> <li>- 4.5.10. General duties of collaborators</li> <li>- 5.2. Identification of Risk Factors</li> <li>- 6.4. Contractual protections</li> <li>- 10. Sanctions</li> <li>- 11. Annexes</li> <li>- 12. Related Documents</li> </ul>
5.0	07/29/24	Compliance Officer	Legal Representative	Board of Directors	Updating and addition of the following points: <ul style="list-style-type: none"> <li>• Inabilities and incompatibilities of the Compliance Officer.</li> <li>• Functions of the Alternate Compliance Officer.</li> </ul>