



Anti-Bribery and Corruption Policy	
Departamento: Legal	Área: Legal
Tipo de Documento: Policy	Código: 75.050.002 PO

ANTI-BRIBERY AND CORRUPTION (ABC) POLICY

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1. PURPOSE

The purpose of this Anti-Bribery and Corruption Policy (the “Policy”) is to reiterate the Company’s commitment to conducting its business with honesty and integrity and set forth requirements for the prevention of illegal payments, bribery, kickbacks and any other improper gift, hospitality or payment.

2. SCOPE

This Policy applies to all Company Employees, Officers, and Directors. Any Company Employees, Officers, and Directors who supervise Third-Party Intermediaries must take care to ensure that conduct of Third-Party Intermediaries is consistent with the principles set out in this Policy.

3. DEFINITIONS

Company – SierraCol Energy Limited and any subsidiary or entity in which it directly or indirectly owns or controls a majority voting and/or equity interest.

Company Personnel – This includes Employees, Directors, Officers, and Contingent Contractors of the Company.

Compliance Homepage - The Compliance Homepage available on Company’s Intranet.

Compliance Pre-Approval – Approval by the Compliance Officer (the “CO”) and others (when applicable) prior to a proposed activity or event and generally after completing a compliance form.

Contingent Contractor – An individual or entity providing services to the Company and not as an employee – as an independent contractor, fixed term agreement (FTA) contractor or worker hired through a staffing agency – who has an @sierracol email address or that is given access to Company software or confidential information.

Customer – Individual or entity purchasing goods (including commodities produced or manufactured) or services provided by the Company.

Director – Any member of the Flamingo (Jersey) Limited Board of Directors.

Employee – Individuals paid through Company payroll including officers and executives of the Company.

Ethics and Compliance Program – The policies, procedures and processes adopted to implement, administer, monitor and correct deficiencies in compliance with the Code of Business Conduct, this Policy and other Company policies regarding ethics and compliance.

Government Official – The term “Government Official” includes all officers or employees of a local, regional, or national government agency, department, ministry, or instrumentality; permitting agencies; customs officials; candidates for political office; and officials of public international organizations (e.g., the United Nations or the Red Cross). This term includes officers or employees of government or state-owned or controlled commercial enterprises such as state-



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owned or controlled universities, airlines, oil companies, health care facilities or other vendors, including those serving a public function as an instrumentality of a government, such as a public utility. The term also includes family members and close associates of such individuals (e.g., it is not permissible to give a lavish gift to the sibling, spouse or child of a government employee if a gift to the individual would be prohibited under this Policy).

Gift – Item or token of esteem or gratitude. Business entertainment without the attendance or participation of the giving party is considered a Gift for the purpose of this Policy.

Hospitality – Meals, travel, lodging or entertainment for business purposes.

Immediate Family Member – With respect to any person, the following family members of such person: Spouse, parents, grandparents, children, grandchildren, siblings, any parent-in-law, any sibling-in-law, any other member of such person’s household, and any other person who could reasonably be perceived to constitute an immediate family member or member of a person’s household.

Officer - Any senior manager, including an executive officer, of Company designated from time to time.

Ordinary Vendor – Individual or entity that provides ordinary goods or services for any part of the Company’s business, whether operational, administrative or corporate and who is not a Third Party Intermediary.

Red Flag – Circumstance or activity that suggests a high compliance risk, potential violation of law or policy, or that suggests improper conduct has occurred or is likely to occur.

Social Responsibility Contribution – The provision of Company resources, whether monetary funding or in-kind assistance, to an individual or entity for the purpose of benefiting the communities and the environment in which the Company operates.

Third-Party Intermediary – Entities or persons with authority to act, or who can reasonably be perceived as having the authority to act or interact with others on behalf of or representing the Company.

Vendor – Any individual or entity paid by the Company, including Ordinary Vendors and Third Party Intermediaries.

4. POLICY STATEMENT

4.1. INTRODUCTION

The Company is committed to conducting all aspects of its business in keeping with the highest legal and ethical standards and expects all employees and other persons acting on its behalf to uphold this commitment. In accordance with this commitment and the Company’s Code of Business Conduct (the “Code”), the Company has adopted this Anti-Bribery and Corruption Policy



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(the “Policy”), which applies to all Company Personnel. In addition, the Company expects its Vendors, specially Third Party Intermediaries, and other associated persons of the Company to conduct their business related to the Company in a manner consistent with the principles set forth in this Policy.

In brief, the Company will not tolerate bribery, kickbacks, or corruption of any kind, directly or through third parties, whether or not explicitly prohibited by this Policy or by law. Company Personnel are not permitted to give or offer anything of value (including gifts, hospitality, or meals) to anyone for the purpose of improperly obtaining or retaining a business advantage. Similarly, Company Personnel may not solicit or accept such improper payments or benefits. Company Personnel may not agree to do any of the foregoing.

This Policy and the internal controls herein have been designed to prevent bribery from occurring, avoid the appearance of wrongdoing and enable the Company to respond promptly and effectively to any inquiries about its conduct and the conduct of those acting on the Company’s behalf.

The pages that follow provide a general guide to anti-corruption compliance but do not address every potential scenario that may implicate issues bearing on compliance with this Policy. All Company Personnel are expected to ask questions and to escalate Red Flags to the CO, when necessary. The existence of a Red Flag does not always prevent the Company from engaging in the relevant activity, but all Red Flags must be properly addressed, analyzed and fully documented. Therefore, any Company Personnel who have any questions concerning the requirements of this Policy should consult with the CO. The Company’s General Counsel (“GC”) may serve as a proxy in the CO’s absence.

4.2. ANTI-BRIBERY LAWS

It is the policy of the Company to comply with all applicable laws and regulations that prohibit bribery, kickbacks and corrupt conduct, including:

- > **Colombian Anti-Bribery Laws.** The Anti-Corruption Act (Law 1474 of 2011) prohibits private and public corruption, while the Transnational Bribery Law (Law 1778 of 2016) establishes corporate liability for bribes paid abroad. Under, the Colombian Anti-Bribery Laws individuals and companies may be subject to criminal and financial penalties for engaging in corruption.
- > **U.S. Foreign Corrupt Practices Act (“FCPA”).** The FCPA prohibits bribes to Government Officials. Under the FCPA, there are criminal and civil penalties for individuals and companies, including non-U.S. citizens, for engaging in any form of bribery of foreign Government Officials. Individuals can be held personally liable for authorizing or allowing bribes to occur under their supervision.
- > **Other Anti-Bribery Laws.** Laws and regulations in other jurisdictions where the Company conducts business may have additional restrictions prohibiting corrupt conduct. Civil and criminal penalties may apply. Certain jurisdictions or locations may have laws or



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regulations that are more restrictive than the requirements of this Policy. If there is a question regarding compliance with a local law, Company Personnel must contact the CO.

4.3. BRIBERY PROHIBITED

The Company prohibits bribery in all forms. Bribery occurs when anything of value is offered, authorized, promised or paid in exchange for an improper business advantage. All bribes are prohibited, regardless of the nature of the recipient and whether the bribe was paid directly or indirectly. Kickbacks received in exchange for preferential treatment are considered bribes and are also prohibited. Simply put, bribes, kickbacks or similar improper benefits are never permitted, whether made to a Government Official, the Company's Customers, Vendors, or other private parties. Similarly, Company Personnel may not solicit or accept such payments or improper benefits.

If confronted with a request or demand for an improper payment or other violation of this Policy, the request or demand must be immediately rejected and reported to the CO. Similarly, if any Company Personnel knows or believes that an improper payment has been or will be made, then such payment must also be reported to the CO.

Anything of value can potentially be considered a bribe. "Anything of value" should be broadly interpreted, including, but not limited to:

- Cash or cash equivalents (including gift cards).
- Charitable contributions or donations, whether monetary or in-kind.
- Political contributions.
- Gifts or Hospitality.
- Travel support.
- Discounts on products or services.
- Personal favors.
- Forgiveness of debt.
- An offer of employment or internship.
- Scholarships.
- Gifts to family members.



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A business advantage that results from improper inducements or influences in connection with a bribe can include:

- Obtaining new business.
- Retaining existing business.
- Obtaining confidential information.
- Preferential treatment during a bid or tender process.
- Obtaining favorable financial terms in a business transaction.
- Obtaining licenses or permits.
- Reducing or avoiding taxes, fines or penalties.

Anyone can be a recipient of a bribe, including Government Officials, Company Personnel, or any other individual. There are also heightened regulations and laws associated with interactions with Government Officials. Company Personnel have a responsibility to understand whether they are interacting with Government Officials and to comply with the requirements of this Policy regarding such interactions.

Anti-bribery laws prohibit improper payments whether the payment is made directly by the Company or indirectly through the use of a Third Party Intermediary. The Company strictly prohibits using third parties (such as Vendors, agents, representatives, consultants, charitable entities or even an individual's Immediate Family Members) to facilitate a bribe. Using personal funds to bribe, make an improper payment, or provide something of value on behalf of the Company is also prohibited.

4.4. RELATIONSHIPS WITH THIRD PARTY INTERMEDIARIES

The Company could be held liable for the actions of third parties acting on its behalf. Therefore, Company Personnel who interact with Third Party Intermediaries are responsible for taking reasonable precautions to ensure that the Third Party Intermediaries conduct business ethically and comply with this Policy and applicable laws. Such precautions include conducting compliance due diligence in accordance with the Compliance Due Diligence Procedure, inserting appropriate anti-corruption compliance provisions in written contracts, requiring the Third Party Intermediary to fully comply with this Policy and certify that it has not violated and will not violate this Policy and any applicable anti-corruption laws during the course of its business with the Company, and monitoring the reasonableness and legitimacy of the services provided by and the compensation paid to the Third Party Intermediary during the engagement.

Company Personnel retaining Third Party Intermediaries that will represent the Company before governmental entities or interact with Government Officials on the Company's behalf must discuss the engagement with the CO and ensure compliance with the Company's Compliance Due



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Diligence Policy prior to hiring the Third Party Intermediary. Any doubts regarding the scope of appropriate due diligence efforts in this regard should be resolved by contacting the CO.

When retaining and overseeing Third Party Intermediaries, Company Personnel must remain vigilant of potential Red Flags. Red Flags are certain actions or facts which should alert a company that there is a high possibility of improper conduct by a Third Party Intermediary. A red flag does not mean that something illegal has happened, but rather that further investigation is necessary. Red flags are highly fact-dependent, but some examples of red flags are:

- Unusual or excessive payment requests, such as requests for over-invoicing, up-front payments, ill-defined or last-minute payments, success fees, unusual commissions or mid-stream compensation payments;
- Requests for payments to an account in a country other than where the Third Party Intermediary is located or is working on behalf of the Company;
- Requests for payment to another third party, to a numbered account, or in cash or other untraceable funds;
- Requests for or suggestions to make political or charitable contributions;
- The Third Party Intermediary is related to a Government Official or has a close personal or business relationship with a Government Official;
- Any refusal or hesitancy by the Third Party Intermediary to disclose its owners, partners or principals;
- The Third Party Intermediary uses holding companies or other methods to obscure its ownership, without adequate business justification;
- The Third Party Intermediary expresses a desire to keep his representation of the Group or the terms of his retention secret; or
- The Third Party Intermediary has little experience in the industry but claims to “know the right people.”

If Company Personnel have reason to suspect that a Third Party Intermediary is engaging in potentially improper conduct, they should report their concerns to the CO, immediately. The Company shall conduct an investigation and take appropriate remedial action, including stopping further payments to the Third Party Intermediary if the Company’s suspicions are verified through the investigation.



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4.5. RECORD KEEPING AND INTERNAL CONTROLS

To ensure compliance with anti-bribery laws, Company Personnel must comply with the recordkeeping and documentation requirements in this Policy in addition to those contained in the Company's finance and accounting policies and procedures.

The Company's books and records must be kept in reasonable detail and must accurately reflect all transactions and assets. This includes in particular all payments to Vendors engaged in relation to the Alcaravan Foundation. In particular, the Company will specifically record goods and services provided, and the invoices supporting the entries will be clear. Undisclosed or unrecorded transactions or use of off-balance sheet accounts to improperly conceal or misstate financial information is prohibited. Any accounts or cash funds that are not properly approved, documented and recorded are prohibited. Falsifying accounting or business documentation and records, as well as providing inaccurate or false information to auditors or anyone as part of an investigation, is also prohibited.

4.6. LEGAL REVIEW OF AGREEMENTS

Any legally binding arrangement, modification, amendment or other agreement must be documented in writing and must clearly, accurately and fully reflect the terms and conditions of the agreement. Agreements that are secret or unwritten are prohibited.

The CO must approve any new agreement or amendment to an existing agreement that requires the Company to provide Gifts, Hospitality or anything of value directly to a Government Official.

Agreements should also comply with the standards set forth in Compliance Documentary Protections for Third-Party Agreements, attached as **Appendix A**. Deviations from Company's standards must be approved by the CO.

4.7. CONFLICTS OF INTEREST

Conflicts of interest can create the appearance of impropriety or affect the judgment of an individual when engaging in the activities covered under this Policy. Refer to the Conflicts of Interest Policy to ensure appropriate disclosure of potential conflicts of interest or contact the CO with questions.

For further requirements, please see the **Conflicts of Interest Policy**.

5. POLICY REQUIREMENTS

5.1. Obtaining Compliance Pre-Approval

This Policy sets forth activities that require approval from the CO or others (when applicable) **before** the activity has occurred or **prior to** entering into a legally binding arrangement, contractual obligation or agreement. These are referred to as Compliance Pre-Approvals. Obtaining Compliance Pre-Approval generally requires Company Personnel to do the following:



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1. Complete the applicable compliance form accessible on the Compliance Homepage;
2. Obtain guidance from the CO or the Legal Department when completing the applicable form, if necessary;
3. Obtain required business approvals as set forth in the applicable form; and
4. Send the completed approval form to the CO for review and final Compliance Pre-Approval.

Compliance Pre-Approval is not a substitute for approvals required under other Company policies, procedures and guidelines. In addition, the activities included in this Policy may also require internal business approval under the **Authorized Approvals Policy**, the **Authorization for Expenditures (AFE) Policy** and other department or operational policies or procedures (e.g., financial, management, contract committee, supply chain, procurement). These policies and procedures must be followed in addition to the compliance requirements described in this Policy.

5.2. GIFTS AND HOSPITALITY¹

Applicability	This section applies to business Gifts and Hospitality (including travel support), whether given or received. This section does not apply to internal activities involving only Employees or Directors. Refer to the Employee Travel and Business Expenses Policy for information on the Company's reimbursement procedures and Gifts and Hospitality involving only Employees or Directors.
General Requirements	<p>From time to time, the Company may provide Gifts and Hospitality to third parties, in both the private and public sectors. Company seeks to advance its business interests through the quality of its personnel and operations, not with excessive gifts or lavish entertainment. Gifts and Hospitality of any value must meet all of the following criteria:</p> <ul style="list-style-type: none"> – Provided for a legitimate business purpose in connection with the promotion, demonstration, or explanation of products or services; or in connection with the performance of a legal or contractual obligation; or as a token of general goodwill in a business relationship; – Not be cash or cash equivalents (including gift cards); – Hospitality takes place at an appropriate venue (i.e., adult

¹ Note that all provisions of this Policy, as well as the reporting requirements, apply even if Company Personnel are not seeking reimbursement for the expenses (i.e., paying these expenses out of your own pocket does not avoid these requirements).



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	<p>entertainment is prohibited);</p> <ul style="list-style-type: none">– Not be excessive in value for either a single event or multiple events (taking into account other Gifts and Hospitality involving the same individual);– Not create the appearance of impropriety;– Not violate any applicable law or regulation;– Not be provided in exchange for an improper business advantage; and– Not intentionally violate the recipient’s employers’ policies regarding Gifts and Hospitality. <p>In addition, where Hospitality includes the provision of travel support, common sense and moderation should prevail. The appropriateness of a particular mode and class of travel and lodging depends upon the nature of activity and individual involved. This is determined based on whether or not the expenditure is sensible and proportionate to the nature of the activity involved. Travel support for external parties, including Government Officials or any other individual or entity (in the private or public sector) that has the power to decide or influence the Company’s commercial activities, may not be provided unless the following additional conditions are met:</p> <ul style="list-style-type: none">– Provided for a legitimate business purpose in connection with meetings and functions where business is discussed and the events involved are attended by appropriate Company representatives;– Duration of the trip is the shortest possible to satisfy the legitimate business purpose and travel is scheduled in the most efficient manner possible under the circumstances (e.g., travelers should not arrive more than one day prior to the commencement of business meetings/obligations and should not depart more than one day following their conclusion unless no other reasonable travel arrangements exist);– The routing of travel is as direct as reasonably possible with no unnecessary stopovers;– No per diem allowances may be provided (unless required under law or contract and specifically approved by the CO);
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	<ul style="list-style-type: none"> – Not violate any applicable law or regulation; – All travel expenditures are clearly supported by underlying invoices; – Payments for travel services must be made directly by the Company to the provider of the service; – AIR TRAVEL: For air travel, economy class tickets are required unless business class would be permitted under the Employee Travel and Business Expenses Policy; and – LODGING: For lodging, only single occupancy rooms at business-appropriate hotels will be permitted. All-inclusive or luxury resorts are not permitted. <p>Employees supervising other personnel who provide Gifts or Hospitality to Government Officials must pay special attention for Red Flags.</p>
Approval Requirements	<p>All Gifts and Hospitality that do not meet the above criteria require pre-approval by the Company’s CO. Additionally, Compliance Pre-Approval from the CO or others (when applicable) is required for Gifts or Hospitality exceeding the dollar thresholds in the charts below, which are listed on a per person basis for any single event.</p> <p>The value of each Gift or Hospitality should be determined based on retail cost or face value. If a proposed event includes Immediate Family Members, the total amount of the Gift or Hospitality to an Immediate Family Member must be added to the total value received by the recipient for the purposes of obtaining Compliance Pre-Approval.</p> <p>The CO will maintain a formal record of Gifts and Hospitality received or provided in the Company’s Gifts & Hospitality register.</p>
Related Form	Gifts & Hospitality Form available on the Compliance Homepage.

COMPANY GIVING		
Step 1	Step 2	Step 3



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Determine Type of Recipient.	Choose Gift or Hospitality	Estimate Value of Gifts or Hospitality (Compliance Pre-Approval is required if value exceeds the amount listed below):
Government Officials	Gifts	>US\$20 subject to pre-approval by CO and >US\$250 subject to pre-approval by CO and GC
	Hospitality	>US\$50 subject to pre-approval by CO and >US\$1,500 subject to pre-approval by CO and GC
Non-Officials (Customers, Vendors, potential Vendors or any other business partners that are not Government Officials)	Gifts	>US\$20 subject to pre-approval by CO and >US\$250 subject to pre-approval by CO and GC
	Hospitality	>US\$50 subject to pre-approval by CO and >US\$1,500 subject to pre-approval by CO and GC

COMPANY RECEIVING		
Step 1	Step 2	Step 3
Determine Type of Recipient.	Choose Gift or Hospitality	Estimate Value of Gifts or Hospitality Compliance Pre-Approval is required if value exceeds the amount listed below:
All (includes Vendors, potential Vendors, Customers, or any other business partners, including Government Officials)	Gifts	>US\$20 subject to pre-approval by CO and >US\$250 subject to pre-approval by CO and GC



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COMPANY RECEIVING		
Step 1	Step 2	Step 3
	Hospitality	>US\$50 subject to pre-approval by CO and >US\$1,500 subject to pre-approval by CO and GC
<p>Employees and Directors can accept invitations or complimentary passes to widely attended industry or professional open-houses or holiday receptions that may include a meal or refreshments without obtaining Compliance Pre-Approval. Other Gifts or Hospitality received in connection with the event, such as for travel expenses, require Compliance Pre-Approval if the applicable dollar thresholds listed above are exceeded.</p> <p>Reasonable efforts must be made to obtain Compliance Pre-Approval. Gifts received by Employees and Directors exceeding the limits above may be approved after-the-fact if Compliance Pre-Approval was not possible. Gifts received that are not approved must be returned, declined, donated or otherwise disposed of as determined by the CO.</p>		

5.3. HIRING PRACTICES

Applicability	This section applies to all hiring and selection practices for Company Personnel, including internships.
General Requirements	<p>Hiring practices must meet all of the following criteria:</p> <ul style="list-style-type: none"> – Candidate should be selected pursuant to standard hiring practices, including job posting and multiple candidates; – Candidate’s qualifications and compensation must be appropriate for the position; – Candidate must disclose any Immediate Family Member that is a Government Official; and – Employment or internships must not be offered or given in exchange for an improper business advantage.
Approval Requirements	<p>Compliance Pre-Approval and Chief Executive Officer approval is required in any of the following situations:</p> <ul style="list-style-type: none"> – Prior to hiring or extending an offer to a candidate if a Government Official recommends or demands that the



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	<p>Company hire the candidate; or</p> <ul style="list-style-type: none"> – Prior to hiring or extending an offer to a candidate that is identified as a Government Official with the ability to influence or impact the Company’s business; or – Prior to hiring or extending an offer to a candidate that is an Immediate Family Member of a Government Official and, in some circumstances, an Immediate Family Member of a Customer or Vendor.
Related Forms	<p>Government Relationship Hiring Request Form available on the Compliance Homepage.</p> <p>Conflict of Interest Disclosure Form available on the Compliance Homepage.</p>

5.4. AGREEMENTS WITH THIRD PARTY INTERMEDIARIES

Applicability	This section applies to all Third Party Intermediaries.
General Requirements	<p>Agreements with Third Party Intermediaries must meet all of the following criteria:</p> <ul style="list-style-type: none"> – Compliance due diligence must be completed and periodically updated in accordance with the Compliance Due Diligence Procedure; – Agreements must not be entered into in exchange (directly or indirectly) for an improper business advantage; and – Agreements with Intermediaries must contain anti-corruption terms and conditions in accordance with the Compliance Due Diligence Procedure.
Approval Requirements	<p>Compliance Pre-Approval is required in any of the following situations:</p> <ol style="list-style-type: none"> a) Prior to entering into an agreement with a new Third Party Intermediary in any location; or b) Prior to entering into an agreement directly with a Government Official in any location. <p>Chief Executive Officer approval is required for registration of new Level 3 Third Party Intermediaries in accordance with the Compliance Due</p>



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	Diligence Procedure.
Related Form	Refer to the Compliance Due Diligence Procedure, Anti-Corruption Terms and Conditions and other related due diligence forms available on the Compliance Homepage.

5.5. AGREEMENTS WITH NONTHIRD PARTY INTERMEDIARIES

Applicability	This section applies to all Vendors that are not Third Party Intermediaries.
General Requirements	<p>Agreements with Ordinary Vendors or any type of Vendor other than Third Party Intermediaries covered under this section must meet all of the following criteria:</p> <ul style="list-style-type: none"> – Compliance due diligence must be completed and periodically updated in accordance with the Compliance Due Diligence Procedure; – Agreements must not be entered into in exchange (directly or indirectly) for an improper business advantage; and – Agreements should generally contain anti-corruption terms and conditions or utilize forms approved by the Legal Department.
Approval Requirements	<p>Compliance Pre-Approval is required in any of the following situations:</p> <ol style="list-style-type: none"> a) Prior to entering into an agreement with a new Vendor in any location; or b) Prior to entering into an agreement directly with a Government Official in any location.
Related Form	Refer to the Compliance Due Diligence Procedure, Anti-Corruption Terms and Conditions and other related due diligence forms available on the Compliance Homepage.

5.6. SOCIAL RESPONSIBILITY CONTRIBUTIONS

Applicability	This section applies to all Social Responsibility Contributions. This section does not apply to internal activities involving only the Company and
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	<p>Company Personnel.</p> <p>Below are the examples of Social Responsibility Contributions:</p> <ul style="list-style-type: none"> > Community Development Activities – relating to or for the promotion of educational, civic, environmental, health, social, arts, cultural, urban development or any other charitable causes. > Scholarships – tuition or stipends for education, such as for a primary school or university student. > Cooperation Agreements – arrangements wherein the Company agrees to provide funding or other support to a government or entity to assist in the performance of the entity’s duties. > Industry Training – educational courses in industry-specific topics relating to the Company’s business such as safety, professional continuing education or other technical training. > Sponsorships – relating to an event, organization or conference which would ordinarily include the Company’s logo or contribution being prominently displayed or highlighted, generally for promotional or advertising purposes. <p>If there is uncertainty as to whether a contribution is considered a Social Responsibility Contribution, contact the CO.</p>
General Requirements	<p>Social Responsibility Contributions of any value must meet all of the following criteria:</p> <ul style="list-style-type: none"> – Documented in writing with clearly defined terms, including amounts and time frames for contributions to be provided by the Company; – Clearly identify all recipients and beneficiaries; – Permissible by applicable law; and – Not be in exchange (directly or indirectly) for an improper business advantage or create an appearance of impropriety.
Approval Requirements	<p>CO Pre-Approval is required prior to committing or making any in kind Social Responsibility Contribution of any value.</p> <p>General Counsel approval is required prior to committing or making any</p>



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	<p>Social Responsibility Contribution higher than US\$25K.</p> <p>CEO approval is required prior to committing or making any Social Responsibility Contribution higher than US\$50K.</p> <p>Board of Directors approval is required prior to committing or making any Social Responsibility Contribution higher than US\$100K.</p> <p>CO, GC, CEO and Board of Directors Pre-Approval is required prior to committing or making any Social Responsibility Contribution of any value, in cash/cash equivalent.</p>
Related Form	Social Responsibility Contribution Request Form available on the Compliance Homepage.

5.7. FACILITATION PAYMENTS

Facilitation payments are small cash payments to low-level Government Officials to expedite or secure the performance of a routine government action that would have occurred anyway. **Facilitation or “grease” payments are prohibited in almost all circumstances.**

In situations where Company Personnel feels that failure to pay a facilitation payment would lead to a **legitimate, imminent threat to their health, safety, or security**, this Policy permits the payment of the minimum amount possible in order to secure safe passage. **Reasonable efforts must be made to obtain Compliance Pre-Approval. If a facilitation payment is made without Compliance Pre-Approval, Company Personnel must notify the CO within 24 hours.** All facilitation payments must be accurately recorded in the Company’s books and records, including a detailed description of the payment circumstances.

5.8. MERGERS, ACQUISITIONS AND JOINT VENTURES

The CO must be notified prior to entering into a merger, acquisition or joint venture. The CO will assess the proposed merger, acquisition or joint venture to determine the scope of compliance due diligence necessary.

6. RECORDING AND DOCUMENTATION

All supporting documentation for expenditures, including receipts, invoices and purchase orders, must be maintained in accordance with the Company’s finance and accounting policies and procedures. If the expenditure was for Gifts or Hospitality and required Compliance Pre-Approval, a completed Compliance Pre-Approval form should also be included with the supporting documentation.

All expenditures covered under this Policy must be accurately recorded and documented in the Company’s accounting system using the appropriate general ledger account. Company Personnel



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responsible for recording expenditures should refer to the Compliance Sensitive Account Guideline available on the Compliance Homepage.

7. IMPLEMENTATION

Board of Directors – Responsible for oversight of the Company’s Ethics and Compliance Program.

Compliance Officer – Responsible for directing, implementing, managing and enforcing the Ethics and Compliance Program, including delegation to appropriate department personnel. The Compliance Officer reports to the Board of Directors regarding compliance with the Code of Business Conduct, this Policy and the Company’s Ethics and Compliance Program. The Compliance Officer is also responsible for compliance approvals and assisting in the implementation of the requirements outlined in this Policy.

The Compliance Officer shall be responsible for the dissemination of this Policy to all Employees. On or before March 31 of each calendar year, a signed Statement of Compliance (in the form of Exhibit B hereto) with this and other related Policies shall be furnished by each Director, Officer and Employee to the Compliance Officer (or his designee). The Statement of Compliance may be completed by electronic or by written means. Any Director, Officer, or Employee with an actual or potential Conflict of Interest must also complete a Conflict of Interest Disclosure Form as outlined in the Conflict of Interest Policy.

8. EXCEPTIONS

Exceptions to this Policy must be documented in writing and approved by the CO.

9. NON-RETALIATION

The Company has implemented a Speak-Up and Non-Retaliation Policy, which provides guidance to employees should they become aware of or suspect a violation of applicable laws and regulations, as well as our policies and procedures. Company Personnel who, in good faith, seek advice, raise concerns relating to (real or suspected) misconduct in accordance with the Policy are doing the right thing. The Company will not allow retaliation against that Employee. Any retaliation will, itself, be misconduct and should be reported in accordance with the Policy.

Company Personnel with questions or concerns regarding compliance with this Policy should bring these issues to the attention of the CO, by contacting the Integrity Helpline, or through any of the reporting channels described in the Code of Business Conduct. The Company strictly prohibits any form of retaliation against Company Personnel for asking questions, making a good faith complaint or cooperating in an investigation.

10. VIOLATIONS OF THIS POLICY

If the Company determines that a violation of this Policy has occurred, the Company may impose discipline, as appropriate, which may include training, written or oral warnings, probation, suspension, reassignment, or termination.



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11. RELATED POLICIES AND DOCUMENTS

No.	Type	Title
75.050.003-PO	Policy	Conflicts of Interest Policy
50.200.007-PO	Policy	Employee Travel and Business Expenses Policy
75.050.005-PO	Policy	Political Contributions, Lobbying and Other Political Activities Policy
75.050.004-PO	Policy	Speak-Up and Non-Retaliation Policy
N/A	Guideline	Compliance Sensitive Account Guideline
75.050.006-PR	Procedure	Compliance Due Diligence Procedure
75.050.007-FO	Form	Gift & Hospitality Request Form
75.050.009-FO	Form	Government Relationship Hiring Request Form
75.050.014-FO	Form	Social Responsibility Contribution Request Form



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EXHIBIT A

COMPLIANCE DOCUMENTARY PROTECTIONS FOR THIRD-PARTY AGREEMENTS

ANTI-CORRUPTION, ANTI-MONEY LAUNDERING AND SANCTIONS

- A. [The Third Party] acknowledges and agrees that it is the policy of the Company to comply fully with all applicable laws and regulations of all jurisdictions in which it does business. [Third Party] warrants and represents that it has not taken, and will not take, any action that would constitute a violation, or implicate the Company in a violation, of any law of any jurisdiction in which it performs business, the Anti-Corruption Act (Law 1474 of 2011), the Transnational Bribery Law (Law 1778 of 2016), the United States Foreign Corrupt Practices Act of 1977, as amended (“FCPA”), and where applicable, legislation enacted by member States and signatories implementing the OECD Convention Combating Bribery of Foreign Officials (collectively, “Anti-Corruption Laws”), applicable anti-money laundering laws (“Anti-Money Laundering Laws”), and applicable economic and trade sanctions, including, as applicable to the Company, those administered by the U.S. Department of Treasury Office of Foreign Assets Control (“OFAC”) (collectively, “Sanctions”).
- B. [Third Party] represents, warrants, and agrees that:
1. [Third Party] (i) is not a Government Entity, (ii) is not partially owned by a Government Official, and (iii) does not employ any Government Officials as officers, directors, or employees and has not retained any Government Officials to act on its behalf with respect to this Agreement. If any such eventuality occurs during the term of the Agreement, [Third Party] shall notify [the Company] immediately so [the Company] may, and hereby reserves the right to, take whatever precautions and actions may be appropriate to assure compliance with applicable Anti-Corruption Laws;
 2. No Government Official has any legal or beneficial interest in the proposed agreement/relationship contemplated herein between [Third Party] and [the Company]. If a Government Official obtains such an interest, [Third Party] shall notify the [Company] immediately so [the Company] may, and hereby reserves the right to, take whatever precautions and actions may be appropriate to assure compliance with applicable Anti-Corruption Laws;
 3. Neither [Third Party] nor any of its principals, owners, officers, directors, or agents has promised to make, will promise to make, or will cause to be made, in connection with the Agreement contemplated herein, any Payments to any person if it knows or has reason to know that any part of such Payment will be directly or indirectly given or paid by such other person, or will reimburse such other person for Payments previously made, to any person, to obtain or keep business or to secure some other improper business advantage;
 4. Neither [Third Party], nor or any of its affiliates, directors, employees, independent contractors, representatives and agents (each an “Associated Person”) (i) is a Person whose name appears on the list of Specially Designated Nationals and Blocked Persons



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published by OFAC or is otherwise the subject of economic sanctions administered by the United States, is subject to financial sanctions or embargoes under the European Union Common Foreign and Security Policy, or is named on any of the United Nations Security Council Sanctions Lists (any subject of which shall be termed a “Blocked Person”), (ii) is an instrumentality of the government of a country that is the target of comprehensive economic sanctions administered by OFAC, including, without limitation, Crimea, Cuba, Iran, North Korea, and Syria (collectively, “Restricted Countries”), or (iii) is a department, agency or instrumentality of, or is otherwise controlled by or acting on behalf of, directly or indirectly, any Blocked Person or Restricted Country;

5. In performance of this Agreement, neither [Third Party] nor any of its Associated Persons directly or indirectly has engaged, or will engage, in any business or dealings with any Blocked Person or Restricted Country. Any compensation provided by [the Company] to the Third Party is for the Third Party’s sole benefit and will not be used by the Third Party in any manner in violation of applicable law or be transferred or assigned to any Blocked Person or Restricted Country.
6. [Third Party] has effective controls that are sufficient to provide reasonable assurances that violations of applicable Anti-Corruption Laws, Anti-Money Laundering Laws, and Sanctions will be prevented, detected and deterred;
7. ***Note: If Third Party does not have any internal controls relating to anti-corruption, consider including the following representations and warranties in addition to, or instead of, those listed above:***
 - i. [Third Party] shall adopt and implement, on or prior to the effective date of this agreement, an anti-bribery and anti-corruption policy (“Anti-Corruption Policy”).
 - ii. [Third Party] and its affiliates will have, within ninety (90) days after the effective date of this Agreement, effective disclosure controls and procedures and an internal accounting controls system that is sufficient to provide reasonable assurances that violations of Anti-Corruption Laws will be prevented, detected and deterred.
8. [Third Party] shall immediately notify [the Company] of any violation or potential violation of Anti-Corruption Laws, Anti-Money Laundering Laws, or Sanctions and shall be responsible for any damages to [the Company] from [Third Party’s] or its agents’ violation or potential violation of Anti-Corruption Laws, Anti-Money Laundering Laws, or Sanctions;
9. [Third Party] acknowledges that [the Company] has the right to audit the activities and records of [Third Party] to the extent such activities or records pertain to this Agreement. [Third Party] also acknowledges that, should [the Company] be made or become aware of any allegations, suspicions or evidence of illegal, improper, or unethical behavior by [Third Party] that would raise questions concerning compliance with this Section, [the Company] (or any third party appointed by [the Company]) is entitled to investigate such allegations, in which event [Third Party] shall fully cooperate in a timely manner. [Third



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Party] agrees that, in the event the [the Company] concludes in its sole discretion that [Third Party] fails to cooperate with any audit or investigation initiated under this Section, [the Company] shall be entitled to terminate this Agreement, with immediate effect. [Third Party] agrees that [the Company] shall not be liable for any claim, losses, or damages related to [the Company]’s decision to terminate the Agreement under this provision;

DEFINED TERMS

“Government Official” means all officers or employees of a local, regional or national government agency, department, or ministry, government department, agency or instrumentality; permitting agencies; customs officials; candidates for political office; officials of public international organizations (e.g., the United Nations or the Red Cross); officers or employees of government or state-owned or controlled commercial enterprises such as state-owned or controlled universities, airlines, oil companies, health care facilities or other vendors, including those serving a public function as an instrumentality of a government, such as a public utility.

“Government Entity” means any (i) local, regional or national government agency, department, or ministry, government department, agency or instrumentality (ii) a state-owned or controlled entity, such as a national oil company; (iii) an entity serving a public function as an instrumentality of a government, such as a public utility; or (iv) public international organization, such as the United Nations.

“Payment” means any bribe, improper rebate, payoff, influence payment, kickback, or gift of anything of value.



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Historial de Versiones

Versión	Fecha Publicación del Documento	Descripción de Cambios	Elaborador del Documento	Revisor del Documento	Aprobador del Documento
1	01-01-2021	Elaboración del documento	Paola Andrea Santana	Paola Andrea Santana	Juliana Hoyos