

BTEP	Codification: GAD-M-007
	Version: 03
BUSINESS TRANSPARENCY AND ETHICS PROGRAM MANUAL PROMOTORA ENTRE MARES S.A.S.	Date: 12/06/2024

CONTENT

- 1. ANTICORROSION COMMITMENT..... 2**
- 2. SCOPE..... 2**
- 3. AIM..... 3**
- 4. DEFINITIONS..... 3**
- 5. PRINCIPLES & COMMITMENTS..... 6**
- 6. ADMINISTRATION OF CORRUPTION AND TRANSNATIONAL BRIBERY RISKS. 7**
 - a. Sensitization.....7
 - b. Identifying the Risks of Corruption and Transnational Bribery8
 - c. Measuring the Risks of Corruption and Transnational Bribery.....8
 - d. Implementation of Corruption and Transnational Bribery Risk Control8
 - e. Corruption and Transnational Bribery Risk Matrix8
 - f. Monitoring of Corruption and Transnational Bribery Risk9
- 7. COMPLIANCE POLICIES FOR THE TRANSPARENCY AND CORPORATE ETHICS PROGRAM TO PREVENT THE RISKS OF CORRUPTION AND TRANSNATIONAL BRIBERY. 9**
 - a. Transnational Bribery and Corruption Policy.9
 - b. Due Diligence.10
 - c. Gifts and Invitations Policy:.....11
 - d. Policy on Compensation and Commission Payments to Contractors and Employees for International Business or Transactions.....12
 - e. Policy on Per Diem, Food, Lodging and Travel Expenses.13
 - f. Policy on Contributions to Political Campaigns, Parties or Candidates.....13
 - g. Policy on Donations13
 - j. Policy on Document Archiving and Retention Procedures13
- 8. FUNCTIONS & RESPONSIBILITIES 14**
 - a. Shareholders Meeting14
 - b. Compliance Officer15
 - c. General Manager16
 - d. Statutory Auditor16
- 9. ETHICS HOTLINE 16**
- 10. SANCTION REGIME 17**
- 11. AUDIT AND CONTROL..... 17**
- 12. TRAINING & COMMUNICATION OF THE PROGRAM 18**
- 13. PROCEDURES & DOCUMENTS OF THE TRANSNATIONAL CORRUPTION AND BRIBERY RISK MANAGEMENT SYSTEM 18**
- 14. VALIDITY..... 19**

BTEP	Codification: GAD-M-007
	Version: 03
BUSINESS TRANSPARENCY AND ETHICS PROGRAM MANUAL PROMOTORA ENTRE MARES S.A.S.	Date: 12/06/2024

1. ANTICORROSION COMMITMENT.

Transnational corruption and bribery are global issues that affect the economic and social growth of countries, due to the improper allocation of public resources that generates and consolidates social inequality and decreases trust in institutions, governments, companies and markets.

Consequently, Promotora Entre Mares S.A.S (hereinafter the “Company”) has made the decision to adopt internal rules, policies and procedures aimed at preventing corrupt practices in its operations, as well as implementing mechanisms to address and take care of them, to anticipate, mitigate and prevent improper behaviors in our fight against transnational corruption and bribery. These policies are based on the Company’s corporate values (quality, trust, respect, honesty and corporate social responsibility) and have as a fundamental premise that the strongest and most effective response to corruption is to act with integrity.

Therefore, the Company is firmly committed to zero tolerance for any conduct contrary to its corporate values, transparency, integrity and ethical standards, as well as to develop its corporate purpose in compliance with national and international standards for fighting and preventing the risk of corruption and transnational bribery, as contemplated in Law 1474 of 2011 (Anti-Corruption Bylaw) and Law 1778 of 2016, avoiding the conduct provided for in its second article, as well as international conventions signed by Colombia, such as: The 1997 Inter-American Convention Against Corruption of the Organization of American States; The 2005 United Nations Convention against Corruption -UNCAC- and The 2012 Organization for Economic Co-operation and Development (OECD) Convention on combating bribery of foreign public officials in international business transactions.

With the aim of guaranteeing the foregoing, the Company will implement the Business Transparency And Ethics Program Manual – BTEP contained in this manual and in the policies that form part of it, with which the culture of compliance within the Company and the actions of its employees, administrators, senior executives, shareholders, contractors and third parties will be strengthened, being mandatory compliance during the time that each of them is linked to the Company, in order to prevent, detect and manage the risks of corruption and transnational bribery.

In this sense, with the application of a strict and effective anti-corruption compliance culture, materialized in the BTEP, it’s expected that the reliability of the operation will increase, and processes will be strengthened in an ethical and transparent manner within the Company for the benefit of all stakeholders.

2. SCOPE.

As previously mentioned, the BTEP is directed to all shareholders, senior executives, administrators, employees and contractors of the Company, who must strictly comply with all compliance policies applicable to local or international businesses and transactions developed within the Company.

BTEP	Codification: GAD-M-007
	Version: 03
BUSINESS TRANSPARENCY AND ETHICS PROGRAM MANUAL PROMOTORA ENTRE MARES S.A.S.	Date: 12/06/2024

Compliance with this program is strictly enforced, and lack of knowledge of its content or procedures will not serve as a defense against allegations of corruption or transnational bribery.

The content of the BTEP will be updated at least every 2 years, according to the needs identified by the Compliance Officer, its update will be communicated through the channels defined for this purpose.

3. AIM.

The transparency and ethics program, implemented by the Company’s senior management, comprised in this manual and the Company’s risk matrix, has as its primary objective to identify, detect, prevent, manage and mitigate the risks of corruption and transnational bribery to which the company may be exposed and to prevent the occurrence of transnational bribery and corrupt practices within the Company, in accordance with the provisions of article 2 of Law 1778 of 2016 and any subsequent amendments.

The above, in accordance with the anti-corruption commitment adopted in the previous first numeral.

4. DEFINITIONS.

To facilitate a better understanding and interpretation of the BTEP, the following definitions should be considered:

Senior Managers – Senior Management: They are the natural or legal persons, appointed in accordance with the company’s bylaws and Colombian law, to manage and direct the company (The Shareholders Meeting and the manager).

Administrators: They are employees who are linked to the company and perform management, trust or handling functions, with the authority to make decisions that impact the Company’s interests.

Shareholders: They are natural or legal persons who have contributed money, labor or other assets to the company in exchange for shares, interests or any other form of participation contemplated by Colombian law.

Compliance Audit: It’s a systematic, critical and periodic review of the proper implementation of the business transparency and ethics program.

Contractors: They are natural or legal persons who, in the context of a domestic or international business or transaction, provide services to the company or have a contractual relationship of any kind with the company. This may include, but is not limited, to suppliers, intermediaries, agents, distributors, advisors, consultants and parties to collaboration or risk-sharing agreements with the Company.

BTEP	Codification: GAD-M-007
	Version: 03
BUSINESS TRANSPARENCY AND ETHICS PROGRAM MANUAL PROMOTORA ENTRE MARES S.A.S.	Date: 12/06/2024

Private corruption: According to Article 250A of the Colombian Penal Code, it is an act of corruption to promise, offer or give, directly or indirectly, to directors, managers or other officials of a company, any bribe or unjustified benefit to obtain a favor for oneself or a third party's benefice.

Likewise, it constitutes an act of corruption for a director, manager, employee or advisor of a company, association or foundation to receive, solicit or accept, directly or indirectly, a bribe or any unjustified benefit.

Due Diligence: This is the annual review of the legal, accounting and financial aspects related to an international business or transaction, or a high-impact domestic transaction, with the purpose of identifying and assessing the risks of corruption and transnational bribery or other corrupt practices that may affect the company.

Employees: They are those natural persons who are obliged to provide a personal service to the company under subordination, in exchange for remuneration and who do not have the capacity to make decisions regarding the operation of the company.

Guideline: This means the one established in the External Circular 100-000011 of August 9, 2021, which repeals the External Circular 100-000003 of July 26, 2016, and adds Chapter XIII to the Basic Legal Circular 100-000005.

Law 1778 or Anti-Bribery Law: This refers to Law 1778 of February 2, 2016, *"An act to establish rules on the liability of legal entities for acts of transnational corruption and to enact other provisions on the fight against corruption"*

Ethical Hotline: This refers to the reporting channel established to inform the company, through its Compliance Officer, of acts of transnational bribery and other corrupt practices committed by its shareholders, directors, employees, contractors, strategic allies and third parties.

Risks Matrix: This is the tool that enables the Company to identify, assess and manage the risks it faces in relation to transnational corruption and bribery.

International business or transaction: These are those that are entered into with natural or legal foreign persons, whether of public or private law.

Domestic business or transaction: These are those that are entered into with natural or legal persons domiciled in Colombia, whether of public or private law.

Compliance Officer: This is the natural person appointed by the Shareholders Meeting to lead and manage the transnational corruption and bribery risk management system.

BTEP	Codification: GAD-M-007
	Version: 03
BUSINESS TRANSPARENCY AND ETHICS PROGRAM MANUAL PROMOTORA ENTRE MARES S.A.S.	Date: 12/06/2024

PEP'S: This refers to politically exposed persons, which are public officials in any nomenclature and classification system of national and territorial public administration, when there are assigned or delegated functions such as issuing regulations or standards, general management, formulating institutional policies and adopting plans, programs and projects, directly managing state property, money or assets, administering justice or exercising administrative sanctioning powers and private individuals in charge of managing resources in political movements or parties.

These functions may be exercised through expenditure management, public procurement, investment project management, payments, settlements, administration of real estate and personal property.

Individuals listed in Article 2 of Decree 830 of July 26, 2021, are considered Politically Exposed Persons (PEP's).

Compliance Policies: These are the policies adopted by the Shareholders Meeting, aimed to ensure that the company's operations are conducted in an ethical, transparent and honest manner, also at identifying, detecting, preventing and mitigating the risks of transnational corruption and bribery.

Principles: Established in Article number 5 from this manual.

Business Transparency and Ethics Program (BTEP): It's this manual and the risk matrix set forth the specific procedures to be followed by the Compliance Officer to implement the compliance policies. These procedures are aimed at identifying, detecting, preventing, managing and mitigating the risks of transnational corruption and bribery that may affect the Company.

Corruption Risks: Is the possibility that, through action or omission, the purpose of public administration may be diverted, or public assets may be harmed for a private benefit.

Transnational Bribery Risks: It is the possibility that a legal entity, directly or indirectly, gives, offers or promises, to a foreign public official, sum of money, objects of pecuniary value or any benefit or utility in exchange for such public official to perform, omit or delay any act related to their duties in connection with an international business or transaction.

Foreign Public Servant: As provided for in the first paragraph of article 2 of the Anti-Bribery Law, a foreign public official is considered to be any person holding a legislative, administrative or judicial position in a State, its political subdivisions or local authorities or foreign jurisdiction, regardless of whether the individual has been appointed or elected. A foreign public official is also considered to be any person who exercises a public function for a State, its political subdivisions or local authorities, or in a foreign jurisdiction, whether within a public body or a state-owned enterprise 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. An official or agent of an international public organization shall also be considered to hold the position of foreign public servant.

BTEP	Codification: GAD-M-007
	Version: 03
BUSINESS TRANSPARENCY AND ETHICS PROGRAM MANUAL PROMOTORA ENTRE MARES S.A.S.	Date: 12/06/2024

National Public Servant: Any official or employee of the State or its entities, including those who have been selected, appointed or elected to carry out activities or functions on behalf of the State or in the service of the State, at all levels of the hierarchy.

Risk Management System: This system is aimed at integrating compliance policies into the business transparency and ethics program manual and facilitating its implementation.

Bribery: To give or offer to a public official, money or any utility/benefit in order for him/her to omit, delay or execute an act that is proper to his/her service.

Transnational Bribery: It is the act whereby a legal entity, through its employees, contractors, administrators or shareholders, whether its own or those of any subordinate legal entity, gives, offers or promises to a foreign public official, directly or indirectly: (i) sums of money, (ii) objects of pecuniary value or (iii) any benefit or utility, in exchange for such foreign public official to perform, omit or delay any act related to his or her functions and in relation to an international business or transaction.

5. PRINCIPLES & COMMITMENTS.

In order to implement the company's business transparency and ethics program, the following principles and commitments have been adopted. These principles not only reflect the Company's core values but also serve to mitigate the risks of transnational corruption and bribery:

- **Integrity:** All individuals associated with the Company are committed to being honest, steadfast and acting with integrity to ensure compliance with the Company's policies and standards.
- **Transparency:** All employees must promptly report, either directly to their immediate supervisor, the compliance office or through the ethics hotline, any event that affects or may affect the company's interests, as well as any suspected conduct that violates the guidelines or policies of this BTEP.
- **Legality:** During its business activities, the company shall ensure strict compliance with the regulations applicable to the fight against transnational bribery and other corrupt practices as established in the guide, The Anti-Bribery Law, the compliance policies, the principles and, in general, the BTEP, by its employees, administrators, senior executives, shareholders, contractors and third parties.

Recognizing its responsibility to prevent transnational bribery and corruption, the Company, including its Shareholders Meeting, senior executives and employees, are committed to:

- Ensure the provision of the necessary financial, human and technological resources to enable the Compliance Officer to fully carry out their assigned duties.

BTEP	Codification: GAD-M-007
	Version: 03
BUSINESS TRANSPARENCY AND ETHICS PROGRAM MANUAL PROMOTORA ENTRE MARES S.A.S.	Date: 12/06/2024

- Continuously assess the corruption and transnational bribery risks generated by its operations, organizational structure and specific sector activities. These risks may be modified or adjusted at any time according to changes within the Company.
- Appoint a Compliance Officer who will be responsible for the evaluation, management and control of the corporate transparency and ethics program through compliance audits of its effectiveness. The entire corporate transparency and ethics program will be overseen and controlled by the Compliance Officer, ensuring its effectiveness along with due diligence procedures through the annual review of legal, accounting and financial aspects of international negotiations.
- Define the compliance policies of the corporate transparency and ethics program and communicate them to shareholders, administrators, employees, contractors, and strategic allies; through training, emails, newsletters, and/or other defined means, in order to facilitate the prevention, detection, and reporting of acts of transnational bribery and corrupt practices, as well as the correct execution of the BTEP. Within the communication plan, shareholders, administrators, employees, contractors, and strategic allies will be urged to conduct their activities in accordance with the provisions of the BTEP, so that, upon knowledge of any conduct contrary to those established herein, it is reported immediately to the Compliance Officer and/or through the ethics hotline.
- To impose on all contractual parties a strict obligation to comply with the compliance program.
- Establish an ethics hotline as a confidential communication channel for reporting violations of the corporate transparency and ethics program.

6. ADMINISTRATION OF CORRUPTION AND TRANSNATIONAL BRIBERY RISKS.

Risk management is the process of identifying and assessing the risks to which the Company is exposed in the course of its operations, as well as defining strategies and procedures to minimize their impact.

In the development of this BTEP, the following procedure was defined for the identification, assessment, adoption of controls and monitoring of transnational corruption and bribery risks associated with the Company’s activities.

As a result of this procedure, a risk matrix was developed to integrate the business transparency and ethics program manual and where each risk is related, identifying its assessment (impact and probability) and the respective control to mitigate it.

a. Sensitization

BTEP	Codification: GAD-M-007
	Version: 03
BUSINESS TRANSPARENCY AND ETHICS PROGRAM MANUAL PROMOTORA ENTRE MARES S.A.S.	Date: 12/06/2024

In order to establish the foundations for creating a culture of compliance in the prevention of transnational corruption and bribery risk, it is necessary for all personnel working within the company to understand that it is exposed to this type of risk and, therefore, is obliged to manage it to minimize the probability of its occurrence.

b. Identifying the Risks of Corruption and Transnational Bribery

The identification of transnational corruption and bribery risks is carried out in two stages:

- i. **Diagnosis Stage:** A comprehensive analysis of the Company's operations is conducted to determine its size, structure and delegation of decision-making authority; the regions where it operates and plans to enter; the nature and complexity of the Company's activities and operations; business model and its stakeholders, both private and public.
- ii. **Identification Stage:** Based on the results of the diagnosis stage, the areas and employees with the highest risk exposure are defined, and an interview process is conducted.

c. Measuring the Risks of Corruption and Transnational Bribery

Once the risks have been identified, measuring it will allow us to understand the impact and probability of its occurrence prior to implementing controls (inherent risk). This will enable us to prioritize them and proceed to define mitigation activities.

d. Implementation of Corruption and Transnational Bribery Risk Control

The adoption of controls aims to ensure the effectiveness of the BTEP through measures that allows the Company for the monitoring and evaluation of the effectiveness of its procedures and compliance policies. All this, in order to reduce the likelihood of occurrence or the impact that may be generated by the materialization of risks (residual risk).

To evaluate each control, the following characteristics are analyzed together:

- i. Type of control: Preventive - Detective - Corrective.
- ii. Class of control: Manual - Automated - Mixed.
- iii. Status of control: Implemented - Documented, Implemented - Undocumented, Under Development - Approved, Under Development - Not approved, Does not exist
- iv. Frequency of control: Daily - Weekly - Bi-weekly - Monthly - Quarterly - Semi-annually - Annually - Permanent - Periodic - Sporadic/Surprise - As needed.

e. Corruption and Transnational Bribery Risk Matrix

The results obtained so far are documents in the risk matrix, to reinforce the quality of the evaluation and to have support for the future evaluations and updates required by the BTEP.

BTEP	Codification: GAD-M-007
	Version: 03
BUSINESS TRANSPARENCY AND ETHICS PROGRAM MANUAL PROMOTORA ENTRE MARES S.A.S.	Date: 12/06/2024

f. Monitoring of Corruption and Transnational Bribery Risk

Through the Compliance Officer’s management, periodic monitoring of the risks identified in the matrix and compliance with the policies indicated in the BTEP will be carried out, in order to determine treatment plans, if necessary, as well as the identifications of new risks in the event of changes in the Company’s operations and/or legislations that require a new risk assessment. In this case, the Compliance Officer will propose the respective updates to the risk matrix and the BTEP to the Shareholders Meeting.

Likewise, monitoring will involve an annual evaluation of the effectiveness of the BTEP through audits defined by the Compliance Officer to verify compliance with the program and determine if any treatment plans are required for its proper execution.

7. COMPLIANCE POLICIES FOR THE TRANSPARENCY AND CORPORATE ETHICS PROGRAM TO PREVENT THE RISKS OF CORRUPTION AND TRANSNATIONAL BRIBERY.

Corruption and transnational bribery can occur in various environments that, without proper management and control, can affect the sustainability, continuity and survival of the company and, consequently, the interests of its shareholders, senior management, administrators, employees, contractors and strategic allies.

To fight against the risk of corruption and transnational bribery, the Company has defined the following policies that must be strictly adhered to:

a. Transnational Bribery and Corruption Policy.

The Company is strict in upholding its corporate values and principles. As such, it will not tolerate any conduct by shareholders, senior executives, administrators, employees, contractors, or strategic allies that is contrary to transparency, integrity, and ethics.

Consequently, senior management fosters a culture of integrity, demanding that all company activities adhere to ethical and transparent standards, with zero tolerance for transnational bribery or corruption.

In this regard, the Company shall require all shareholders, senior executives, administrators, employees, contractors, and strategic allies to sign a statement expressly acknowledging and committing to the Company's BTEP. This statement will affirm that none of them may, passively or actively, directly or indirectly, give, offer, or promise to any foreign or domestic public official (i) sums of money, (ii) any object of pecuniary value, or (iii) any other benefit or advantage, in exchange for the official (i) performing, (ii) omitting, or (iii) delaying any act related to the exercise of their duties in connection with a domestic or international business or transaction. These prohibitions also

BTEP	Codification: GAD-M-007
	Version: 03
BUSINESS TRANSPARENCY AND ETHICS PROGRAM MANUAL PROMOTORA ENTRE MARES S.A.S.	Date: 12/06/2024

extend to the private sphere, meaning that the same conduct is prohibited in relation to officials of private sector companies.

Moreover, all counterparties are expected to demonstrate a genuine commitment to reporting, through the Ethics Hotline, any act or irregularity that contravenes the BTEP or applicable laws, and that harms or may harm the Company's interests.

It is clear that any violation of the BTEP that causes damage or harm to the Company and/or its counterparties will result in the immediate termination of the contractual or commercial relationship with the Company.

b. Due Diligence.

The Company, committed to zero tolerance for foreign bribery and other corruption-related practices, establishes within its guidelines the need to know the parties with whom it conducts business or maintains labor and/or commercial relationships. For this reason, a due diligence process for knowing the counterparties is defined, which will be carried out before initiating any contractual, labor or commercial relationship, together with the specific due diligence process for BTEP, which will be applied when facing an international transaction or negotiation that exceeds 100,000 USD. If the aforementioned due diligence is not possible, written approval from the Legal Representative must be obtained to carry out the operation, being the sole responsibility of this party to know the counterparty.

Counterparties to whom payments are made directly by the Legal Representatives and/or shareholders of the Company shall be the sole responsibility of each Legal Representative and/or shareholder, regarding knowledge of the counterparty.

Thus, Due Diligence, considering the BTEP, verifies the conditions of the negotiation through an evaluation of the legal, accounting, and financial aspects related to the transaction, to identify the existence of potential corruption and foreign bribery risks that may affect the Company.

This analysis will be carried out prior to the execution of an international business or transaction, minimizing risks and generating a traceability of the negotiation in order to promote transparency and compliance with the BTEP.

The evaluation of the international business or transaction, together with the counterparty, will be updated annually, unless there is a significant change that requires an immediate analysis, as determined by the Compliance Officer, relying on the established controls, mitigating current risks or anticipating future ones.

The scope of the Due Diligence for BTEP will vary depending on the object, complexity, value, and geographic areas where the contracts will be executed.

BTEP	Codification: GAD-M-007
	Version: 03
BUSINESS TRANSPARENCY AND ETHICS PROGRAM MANUAL PROMOTORA ENTRE MARES S.A.S.	Date: 12/06/2024

The following phases are part of this Due Diligence process:

- Onboarding Phase: In this phase, the information provided for the registration or updating of counterparties is analyzed, as well as the verification of PEPs and the checking of binding and restrictive control lists, and news in public media reported by the technological tool contracted by the Company in order to have a comprehensive knowledge of the counterparties.
- If any of the individuals consulted is found to be included in any of the control lists, the linking process is immediately terminated, and consequently, the due diligence process will be finalized.
- Upon completion of this phase, the PEP due diligence process is initiated to determine the feasibility of proceeding with the procurement process, focusing exclusively on international negotiations. If the negotiation does not pose a risk to the Company, the contract or purchase/service order will be executed in full compliance with all legal requirements, including a declaration acknowledging and complying with the BTEP.

The Compliance Officer, together with the Company's audit department, will conduct periodic reviews to verify compliance with the BTEP and to adjust system components as necessary for the effective mitigation of corruption and foreign bribery risks.

c. Gifts and Invitations Policy:

In line with our corporate values and the statements made in this Manual, the Company defines its policy on the giving and receiving of gifts and invitations within the scope of commercial and/or labor relations. The purpose of this policy is to clearly define the Company's stance on providing gifts and/or invitations to employees, contractors, and third parties, thereby fostering transparent relationships among them.

Recognizing that giving and receiving gifts or invitations can influence recipient's decisions in a way that may adversely affect the Company's interests and could even constitute bribery or corruption, this policy establishes as a **General Principle** the prohibition of offering or accepting gifts, presents, or invitations to employees, contractors, and third parties, except when they meet the following criteria:

- That they constitute corporate gifts, namely those provided to promote the services offered by the provider, as part of marketing endeavors.
- That are not provided in a circumstance that could manifestly sway the decision of the recipient to the advantage of the provider.
- That correspond to invitations made to promote or publicize products or services related to the Company's commercial activities, which must have the written approval of the employee's immediate supervisor, along with a proper justification.

BTEP	Codification: GAD-M-007
	Version: 03
BUSINESS TRANSPARENCY AND ETHICS PROGRAM MANUAL PROMOTORA ENTRE MARES S.A.S.	Date: 12/06/2024

- Invitation to training or development programs related to the employee's role within the company, which requires the written authorization of the employee's direct supervisor, together with a suitable justification.

Consequently, it is expressly forbidden to give or receive gifts and invitations that do not fall within the aforementioned exceptions and, especially, those that:

- Are in the form of trips, hotels, cruises, shows, or sporting events.
- Are provided by a local or foreign public official.
- Consist of monetary payments, transfers, bonuses, or discounts at commercial establishments for the acquisition of goods or services, among others.

If there is any doubt about the appropriateness of giving or receiving a particular gift, or accepting or offering an invitation, the Compliance Officer should be consulted.

d. Policy on Compensation and Commission Payments to Contractors and Employees for International Business or Transactions.

- i) Contractor remuneration and commission payments: All international negotiations or transactions must be in writing and will be analyzed in accordance with the due diligence policy as part of the controls defined to minimize the risk of transnational corruption and bribery.

If, within the framework of the negotiation, the parties establish the recognition and payment of commissions, there must be no doubt about the nature of the same, and it will be necessary that the way in which the triggering event and the payment of the same are agreed upon are clear and do not lead to interpretations. The foregoing will prevent disguised payments through commissions, a practice that is expressly prohibited.

Payments for these concepts will be made through bank transactions, duly supported by invoices, billing statements prepared in accordance with the terms established in the contract or purchase order, in such a way that they are deposited in a bank account registered by the contractor at the time of linking process.

No payments are allowed to third parties other than those involved in the contractual relationship.

- ii) Employee remuneration and commission payments: Employee remuneration and commissions shall be governed by the terms of the employment contract and, specifically, by the provisions of the procedure for commissions and bonuses on the sale of real estate.

Any commission payments contrary to the provisions of this policy are strictly prohibited.

BTEP	Codification: GAD-M-007
	Version: 03
BUSINESS TRANSPARENCY AND ETHICS PROGRAM MANUAL PROMOTORA ENTRE MARES S.A.S.	Date: 12/06/2024

e. Policy on Per Diem, Food, Lodging and Travel Expenses.

Travel undertaken by employees and senior management, at the Company's expense, must be strictly related to the performance of their duties within the Company. In this regard, to be reimbursed for travel expenses, strict compliance with the *"Travel Expense Guidelines"* is required.

f. Policy on Contributions to Political Campaigns, Parties or Candidates

The Shareholders Meeting shall be the sole body authorized to approve contributions intended to finance candidates, campaigns, political parties or movements. These contributions shall be made in accordance with the guidelines and ideologies of the shareholders, understanding that under no circumstances do they seek to obtain benefits in favor of the Company's own interests.

The decision and approval of the political contribution shall be recorded in a draft and shall be reported to the Compliance Officer.

g. Policy on Donations

Donations made by the company shall be executed in compliance with the corporate social responsibility process and must be authorized by the senior management after verification of the following conditions by the Compliance Officer:

- i. That due diligence has been conducted to obtain a real and comprehensive understanding of the beneficiary entity.
- ii. That a formal donation request has been received from the beneficiary entity, unless the initiative to donate originates directly from senior management.

Pursuant to the definitions of the corporate social responsibility program, the company shall preferentially select as beneficiaries of donations, non-profit entities that benefit initiatives related to the city's most needy sectors as determined annually by the sustainability committee, subject to the approval of senior management.

All donations made shall be supported by a donation certificate, delivery minutes or corporate agreements.

j. Policy on Document Archiving and Retention Procedures

The Compliance Officer will guarantee the integrity and conservation of the documents generated for the transparency and business ethics program to demonstrate compliance and effectiveness if required.

BTEP	Codification: GAD-M-007
	Version: 03
BUSINESS TRANSPARENCY AND ETHICS PROGRAM MANUAL PROMOTORA ENTRE MARES S.A.S.	Date: 12/06/2024

The following documents are part of the file

- Minutes of approval of the BTEP.
- This manual.
- Support for updates made to the program.
- Reports presented to the Shareholders Meeting.
- Evidence of the trainings provided to employees.
- Presentations made to various stakeholders.
- Communication and strategy plan to maintain the anti-corruption commitment culture.
- Communication of the program to shareholders, senior executives, administrators, employees, contractors and strategic allies.
- Procedures implementing the BTEP.
- Reports submitted by the audit committee, along with the respective response and supporting activities.
- Risk matrix with its respective updates.
- Reports received through the ethics hotline and their outcome.
- Evidence of compliance with established policies and audits conducted to verify compliance.

Documents will be retained for a period of 10 years in accordance with the methodology established by the Company. Destruction of any documents will require prior approval from the Compliance Officer.

8. FUNCTIONS & RESPONSIBILITIES

a. Shareholders Meeting

The Shareholders Meeting is the body responsible for promoting, through the example materialized in the implementation of the BTEP, a culture of transparency and integrity in which transnational bribery and other corrupt practices are unacceptable.

According to the guide, its main functions will be:

- Establish and define the compliance policies of the Business Transparency and Ethics Program.
- Promote a culture of transparency and integrity in which transnational bribery and corruption in general are considered unacceptable.
- Approve the Business Transparency and Ethics Program and its updates and implement its operations.
- Define and approve policies and mechanisms for the prevention of transnational bribery and other corrupt practices.

BTEP	Codification: GAD-M-007
	Version: 03
BUSINESS TRANSPARENCY AND ETHICS PROGRAM MANUAL PROMOTORA ENTRE MARES S.A.S.	Date: 12/06/2024

- Assume a commitment directed to the prevention of transnational bribery as well as any other practice associated with corruption, so that the company can conduct its business in an ethical, transparent and honest manner.
- Ensure the provision of the economic, human and technological resources required by the Compliance Officer for the fulfillment of his/her duties.
- Order the appropriate actions against senior executives, administrators and shareholders who have management functions in the Company, when any of the foregoing infringe the provisions of the Business Transparency and Ethics Program.
- Lead an adequate communication strategy to ensure the effective dissemination of the compliance policies and the Business Transparency and Ethics Program to shareholders, senior executives, administrators, employees, contractors and strategic allies.
- Appoint the Compliance Officer as responsible for monitoring the self-control system and management of transnational corruption and bribery risks. This person must have management, trust and handling functions, also must have suitability and leadership to manage the aforementioned risks.
- Request, when deemed necessary, the presentation of audit reports along with their results in order to know how the risks with the highest exposure in any specific risk that it wants to review in depth are being managed.

b. Compliance Officer

The Compliance Officer, as a leader in the implementation of the Business Transparency and Ethics Program (BTEP) and the transnational corruption and bribery risk management system, is responsible for the following functions:

- Lead the structuring of the Business Transparency and Ethics Program and the development of the corresponding manual, whose content shall be mandatory for all shareholders, senior executives, administrators, employees, contractors and third parties involved in the Company's operations.
- Ensure the proper articulation of the compliance policies with the Business Transparency and Ethics Program and present to the company's Shareholders Meeting, at least annually, reports on their management.
- Direct the periodic activities of assessing transnational corruption and bribery risks, accompanied by employees or even through third parties, as the Company and the Compliance Officer may deem appropriate.
- Inform the senior executives of the infractions previously investigated by the ethics committee, which any employee has committed with respect to compliance with the policies contained in the Business Transparency and Ethics Program, so that the corresponding disciplinary procedures determined for these events may be initiated.
- Train employees, at least once a year, on the policies of the Business Transparency and Ethics Program and on the other guidelines contained therein, for the prevention of transnational bribery and corruption.

BTEP	Codification: GAD-M-007
	Version: 03
BUSINESS TRANSPARENCY AND ETHICS PROGRAM MANUAL PROMOTORA ENTRE MARES S.A.S.	Date: 12/06/2024

- Direct and determine the policies of the ethics hotline as an official mechanism for receiving reports of any practice related to transnational bribery and corruption.
- Order the initiation of internal investigation procedures, using the Company’s own human and technological resources.
- Continuously evaluate that the BTEP is adequate to effectively manage risks.
- Continuously evaluate that all policies and procedures are being implemented and applied effectively.
- To perform any other function that may be added or modified by law, inspection, surveillance and control authorities.

c. General Manager

- Oversee, together with the Compliance Officer, the effectiveness of the BTEP, supporting any necessary updates when required by operations, new contractors or changes in jurisdiction.
- Support the Compliance Officer in all communication strategies defined for the dissemination of the BTEP and the ongoing monitoring of compliance with the policies and controls established to enhance the corporate culture of transparency and integrity, thereby preventing and mitigating potential conduct related to bribery and corruption.
- Lead the discourse on anti-corruption commitment in such a way that all strategic area leaders include it in their speeches, presentations and meetings with their teams or contractors.
- Directly communicate to the Compliance Officer any conduct contrary to the program to initiate the required investigations and/or actions.

d. Statutory Auditor

The primary function of the external audit is to verify the reliability of the accounting records, ensuring that no direct or indirect payments related to bribes or other conduct associated with corruption are concealed.

Additionally, they shall report on a written document, at least annually, to the Shareholders Meeting and the Compliance Officer on the compliance or non-compliance with the endowments contained in this program.

9. ETHICS HOTLINE

The Company has established an ethics hotline as a reporting channel through which shareholders, senior executives, managers, employees, contractors, strategic allies and third parties may report any misconduct that constitutes or may constitute a transnational bribery offense, or any corrupt practice associated with the company.

BTEP	Codification: GAD-M-007
	Version: 03
BUSINESS TRANSPARENCY AND ETHICS PROGRAM MANUAL PROMOTORA ENTRE MARES S.A.S.	Date: 12/06/2024

Reports may be made anonymously; However, if personal information is provided, total confidentiality will be guaranteed and the identity of the complainant, the accused and other people who are part of the case will be protected.

The designated channel for submitting reports to the ethics hotline is the following email: transparencia@londonogomez.com

The Compliance Officer is responsible for all documentation related to risks, analyses, reports and investigation associated with the program. He/She also must maintain confidentiality of the information reported to the competent authorities.

The Compliance Officer will keep a record of all reports received regarding the program, documenting the conclusion of investigations and guaranteeing protection for whistleblowers.

Likewise, the Superintendence of Companies has a channel for reporting transnational bribery at the following link: https://www.supersociedades.gov.co/delegatura_aec/Paginas/Canal-de-Denuncias-Soborno-Internacional.aspx

10. SANCTION REGIME

Strict compliance with these provisions is required for all company employees. Failure to comply will result in the initiation of a disciplinary process, including a corresponding investigation, as outlined in the employment contracts and/or the Company’s internal regulations.

Employees found to have engaged in, or attempted to engage in, acts of corruption or transnational bribery, as determined by an investigation, will be subject to sanctions as outlined in the BTEP. The investigation report and its findings will be documented by the Compliance Officer.

Contractors and external counterparts must comply with the Business Transparency and Ethics Program, under penalty of immediately terminating the commercial contractual relationship with the company.

11. AUDIT AND CONTROL

The Company, through its internal audit department and/or the hiring of external auditors, will define an audit plan to assess compliance with the guidelines and procedures outlined in the BTEP, particularly the procedures for reviewing events of bribery or suspected bribery, and verifying that contractors are aligned with the program and/or are aware of it.

With this, the efficiency and effectiveness of the current policies and procedures will be evaluated, to improve possible insufficiencies and weaknesses so that the Compliance Officer can analyze and proceed to make the respective updates.

BTEP	Codification: GAD-M-007
	Version: 03
BUSINESS TRANSPARENCY AND ETHICS PROGRAM MANUAL PROMOTORA ENTRE MARES S.A.S.	Date: 12/06/2024

Although audits may be defined in a schedule so that relevant documents are presented, it is possible that they may be carried out unexpectedly.

12. TRAINING & COMMUNICATION OF THE PROGRAM

Training:

The Company will carry out training on the BTEP, within the induction and annual training processes for its employees.

If a situation arises that requires an amendment to the BTEP, due to the identification of new corruption and transnational bribery risks, targeted training for the leaders of affected processes will be required.

The training is carried out with the aim of raising awareness about the importance of preventing and controlling the risks of corruption and transnational bribery.

Communication:

A communication plan will be designed by the Company to inform all shareholders, senior executives, administrators, employees, contractors and strategic allies about the program.

Additionally, a strategy will be implemented to maintain and strengthen a culture of integrity, compliance and transparency, with a particular emphasis on employees and contractors.

The above will serve as evidence of the Company's diligent efforts in fulfilling its anti-corruption commitments.

13. PROCEDURES & DOCUMENTS OF THE TRANSNATIONAL CORRUPTION AND BRIBERY RISK MANAGEMENT SYSTEM

For the development of the system, the following procedures have been established:

Appendix 1: Risk Matrix where procedures are identified for prevention, detection and mitigation of corruption and transnational bribery risks.

Appendix 2: Third party registration form.

Appendix 3: Declaration of knowledge and compliance clause of the transparency and business ethics program that must be signed by contractors and employees.

Appendix 4: Procedure on commissions and bonuses in real estate sales.

BTEP	Codification: GAD-M-007
	Version: 03
BUSINESS TRANSPARENCY AND ETHICS PROGRAM MANUAL PROMOTORA ENTRE MARES S.A.S.	Date: 12/06/2024

Appendix 5: Corporate Social Responsibility Process.

Appendix 6: Travel expenses guidelines.

14. VALIDITY

The Company's business transparency and ethics program came into effect as of April 23, 2021. It was updated on May 27, 2022, and June 12, 2024, approved on the same dates at the Shareholders Assembly Meeting.

Subsequent updates will be made to the extent required, especially when changes occur in the operations that modify the risks of corruption and transnational bribery according to a proposal made to the shareholders assembly by the Compliance Officer on the policies, methodologies and current processes that must be adjusted.

It's the Compliance Officer's duty to review and update this program.

	Name	Role
Made by:	Carolina Saldarriaga E.	Compliance Officer
Reviewed by:	Victoria Eugenia Isaza/María Eugenia Osorio /Álvaro Cardona/Daniela López	SAGRILAFT & BTEP Team
Approved by:	Shareholders Meeting	Shareholders Meeting