



**TRANSPARENCY,
BUSINESS ETHICS AND
ANTI-CORRUPTION
PROGRAM
MEGATEX S.A.S**



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INTRODUCTION

The company **MEGATEX SA**. Hereinafter “the *company*” or “the *company*”, is committed to complying with all national and international regulations that govern the ethical and legal transparency of business.

Therefore, this Transparency, Business Ethics and Anticorruption program applies to the entire human team linked to the Company and to all related parties and interest groups, understood as customers, suppliers, distributors, contractors, shareholders, investors and in general to all those with whom a commercial, contractual or cooperative relationship with the Company is established directly or indirectly.

The purpose of this Policy is to publicly declare the commitment of the Company and its Senior Executives to acting ethically and transparently, as well as conducting business in a responsible manner, acting under a philosophy of zero tolerance for those acts that contravene the principles of the Company in compliance with national and international regulations.

1. OBJECTIVE

Present the policy and the Business Ethics Program defined by Senior Management related to transparency and integrity in the company.

2. SCOPE

The Policy applies to the entire human team that performs operations and transactions on behalf of the Company. Human team is understood as: Legal Representatives, Directors, directly linked staff, as well as linked third parties who, by virtue of their relationship, have powers of representation.

3. GLOSSARY

Senior managers: They are the natural or legal persons, designated in accordance with the corporate bylaws, to manage and direct the Legal Entity, whether they are members of collegiate bodies or individuals considered individually. That is to say, they are the Administrators and the main executives of the company, that is to say, Manager, Assistant Manager, Legal Representatives and Members of the Board of Directors, Directors and Headquarters linked to it or not.

External Circular 100-000011: It is the guide intended to implement business ethics programs for the prevention of conduct provided for in article 2 of Law 1778 of 2016. Issued by the Superintendency of Companies.

Conflict of Interest: Are those situations in which the judgment of a subject, in relation to a primary interest for him or her, and the integrity of his or her actions, tend to be unduly influenced by a secondary interest, which is frequently of economic or personal type

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Contractor: Refers, in the context of a national or international business or transaction, to any third party that provides services to a Legal Entity or that has a contractual legal relationship of any nature with it. The Contractors may include, among others, suppliers, intermediaries, agents, distributors, advisers, consultants and persons who are parties to collaboration or joint venture contracts with the Legal Entity.

Due diligence: It is the initial and periodic review that must be done on the legal, accounting and financial aspects related to a national or international business or transaction, whose purpose is to identify and evaluate the risks of bribery and corruption that may affect the company and the contractors.

National regulations against corruption: It is Law 1474 of 2011 (Anti-Corruption Statute) by which regulations are dictated aimed at strengthening the mechanisms of prevention, investigation and sanction of acts of corruption or Transnational Bribery and the effectiveness of the control of public management, as well as its regulatory decrees and the rules that modify, replace or complement it. In the same way, Law 1778 of 2016 is considered relevant, through which regulations were issued on the liability of legal persons for acts of transnational corruption and provisions were also issued on the fight against corruption. Law 2195 of 2022 by means of which measures are adopted in terms of transparency, prevention and fight against corruption and other provisions are issued.

Compliance Officer: Is the natural person appointed by the company's Board of Directors to lead and manage the risk management system for Transnational Bribery or other acts of corruption.

Facilitation Payments: Payments made to government officials in order to secure, promote or accelerate legal and routine procedures for the benefit of *the* company or its employees.

Principles: These are the principles whose purpose is the implementation of Transnational Bribery risk management systems and other acts and behaviors that are considered illegal due to lack of legitimacy and transparency.

Business Ethics Program: These are the specific procedures in charge of the Compliance Officer, aimed at putting into operation the compliance policies, in order to identify, detect, prevent, manage and mitigate the risks of Transnational Bribery, as well as others that are relate to any act of corruption that may affect the company .

Risk: Effect of uncertainty on the objectives, combination of the consequences of an event and the probability of its occurrence.

Foreign Public Servant: Has the scope provided for in the First Paragraph of the second article of Law 1778 of 2016: *"Any person who has a legislative, administrative or judicial position in a State, its political subdivisions or local authorities, or a foreign jurisdiction, regardless of whether the individual was appointed or elected. A foreign public servant is also considered 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 company or an entity whose decision-making power is subject to the will of the State, its political subdivisions or local*



authorities, or of a foreign jurisdiction. It will also be understood that any official or agent of a public international organization holds the aforementioned quality.”

Transnational Bribery: It is the act by virtue of which the Company, through its employees, senior managers, associates, contractors or subordinate companies, gives, offers or promises to a foreign public official, directly or indirectly: (i) sums of money, (or) objects of pecuniary value or (iii) any benefit or utility in exchange for said public servant performing, omitting or delaying any act related to his functions and in relation to an international business or transaction.

Bribery: It is the act of giving, offering, promising, requesting or receiving any gift or thing of value in exchange for a benefit or any other consideration, or in exchange for performing or omitting an act inherent to a public or private function, regardless of that the offer, promise, or solicitation is for oneself or for a third party, or on behalf of that person or on behalf of a third party.

Corruption: It is any act, attempt or deliberate omission to obtain a benefit for oneself or for third parties to the detriment of organizational principles, regardless of the financial effects on the companies. They are the actions that are presented under one of two modalities:

- **Internal:** Acceptance of bribes from third parties towards Company employees, so that their decisions, actions or omissions benefit that third party.

- **Corporate:** acceptance of bribes from Company employees to government officials or third parties, directly or through agents; in order that the third party's decisions, actions or omissions benefit the Company, or an employee of it.

Fraud: It is understood as the intentional act or omission designed to deceive others, carried out by one or more persons in order to appropriate, take advantage of or make someone else's property - be it material or intangible - improperly, in detriment of another and generally due to the lack of knowledge or malice of the affected party.

Based on the foregoing, it is considered in a special way that the following behaviors go against transparency and corporate integrity:

- Intentional acts that seek their own benefit or that of third parties (material or immaterial) over the interests of the Company.
- Alteration of information and documents of the Company to obtain a particular benefit.
- Generation of reports based on false or inaccurate information.
- Improper use of internal or confidential information (intellectual property, privileged information, etc.).
- Deliberate conduct in the contracting and bidding processes in order to obtain gifts (payments or gifts to third parties, receiving payments or gifts from third parties, etc.).
- Destruction or concealment of information, records or assets.
- Give the appearance of legality to the resources generated from illicit activities.
- Allocate resources for the financing of terrorism.
- Improper use of Company property that is in its custody.
- Computer fraud.
- Any irregularity similar to or related to the facts described above.

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4. COLOMBIAN REGULATIONS

The first thing to indicate is that on February 2, 2016, the Congress of the Republic enacted Law 1778, in response to various international agreements that are intended to combat corruption and bribery of foreign public servants in international business transactions. Article 23 of that law establishes the duty of the Superintendence of Companies to promote programs of transparency and business ethics in the legal entities subject to its surveillance and that for this it will take into account criteria such as the amount of its assets, its income, the number of employees and corporate purpose.

As a consequence of the foregoing, the Superintendency issued Resolution 100-002657 of July 25, 2016, which establishes the criteria to determine which companies must adopt business ethics programs, and External Circular 100-000011 of August 9, 2021, containing a guide with the administrative instructions related to the promotion of the aforementioned programs, as well as the internal mechanisms for auditing, anti-corruption and prevention of transnational bribery, in the context of Law 1778 of 2016 and Law 2195 of 2022.

5. ADMINISTRATIVE SANCTIONS

- 5.1. Penalty Regime:** In accordance with the provisions of article 5 of Law 1778 of 2016, the Superintendence of Companies will impose one or more sanctions on legal entities that incur in the conduct set forth in article 2 of the aforementioned law. The imposition of sanctions will be carried out by reasoned resolution, in accordance with the graduation criteria provided for in said law. The sanctions may be fines of up to two hundred thousand (200,000) Current Legal Monthly Minimum Wages.
- 5.2. Graduation Criterion of Sanctions:** In accordance with article 7 of the aforementioned Law, the sanctions will be imposed by the Control Entity, according to the economic benefit obtained or intended by the offender with the conduct, the greater or lesser capacity patrimonial of the offender, the reiteration of behaviors; the resistance, refusal or obstruction to the investigative or supervisory action and conduct, among others.
- 5.3. Criminal Legislation:** Transnational Bribery is typified as a crime in the Colombian Penal Code, in its article 433, generating a custodial sentence, disabilities and economic sanctions.

The representatives of the Company, Directors, Associates, Collaborators and especially the Compliance Officer, declare that they are aware of the provisions and administrative and criminal sanctions for non-compliance with the instructions issued by the Superintendence of Companies, in matters of Transparency and Business Ethics, in accordance to the conduct provided for in Art. 2 of Law 1778 of 2016.

6. PRESENTATION AND CONTEXT:

The Company's Business Mission is based on the principles of responsibility, honesty, integrity, rectitude and ethics. Under these fundamental bases, the Board of Directors as a management

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body, and in general the Company's Management area, seek to promote among their collaborators, contractors, clients, associates and other interest groups, that their actions are framed in said mission and parameters. , which should always be inspired by the highest ethical standards.

In accordance with this, it is sought that the Company's Business Mission, as well as its policies of responsibility and ethical behavior, are contained in the Transparency, Business Ethics and Anticorruption Program, constituting the instruments that must serve as a reference for all actions and behaviors of the human team at the service of the company .

Consistent with this corporate philosophy, this Program seeks to strengthen an organizational culture based on the most elementary principles of ethics, guarantee an internal control approach focused mainly on the identification and prevention of potential behaviors that do not comply with internal regulations and the Law, ensure transparency and fidelity in the information of the company of any nature and safeguard the good image and reputation of the Company and its brands, as well as promote respect for the rules of free competition.

7. ADOPTION OF INTERNAL POLICIES AND RULES

The Transparency, Business Ethics and Anticorruption Program implementation project was put to the consideration of the Company's Board of Directors by its Legal Representative, thus complying with the recommendations of the Superintendence of Companies in External Circular 100-000011 of 9 August 2021. In this way, the plan for the implementation of the Program was presented, in accordance with the regulations of Art. 2 of Law 1778 of 2016. The policies, procedures and control activities, contained in the Policy of Transparency, Business Ethics and Anti-corruption are part of the Company's corporate culture, promoting good practices of healthy competition, custom and rejecting illicit business.

With the commitment of the Board of Directors of the Company in the Prevention of Transnational Bribery, the policies, as well as the implementation of the Transparency, Business Ethics and Anticorruption Program, were approved in an extraordinary meeting of the Board of Directors on twenty-eight (28) of April of the year two thousand twenty-two (2022) established in Act No. 47 giving authorization for the implementation of the program, requesting its Legal Representative to guarantee full compliance.

Additionally, the Compliance Officer, currently appointed in the Company for functions in relation to other Money Laundering and Anti-Terrorism Financing Risk management systems, was appointed to guarantee the execution and monitoring of the program.

8. PRINCIPLES THAT MAKE UP THE PROGRAM

The Transparency, Business Ethics and Anticorruption Program is established under the declaration of six (6) fundamental principles:

Principle of Good Faith : This principle seeks that actions are carried out in good faith, with diligence and care, permanently ensuring respect for people and compliance with the law, and giving priority in its decisions to the principles and values of the Company above personal interest.

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Principle of Honesty: To the extent that all workers are aware of their responsibilities and their labor, moral and legal obligations, the existing duties with society, the company, the community and the country may be fulfilled. The foregoing will require that the commercial and business activities carried out by the Company be governed by standards of honesty, transparency and legitimacy.

Principle of Loyalty: All employees, associates, contractors and individuals linked to the above, as well as any person who has knowledge of conduct that constitutes transnational bribery or other corrupt practices related to the Company, must immediately report such infractions to the Company Compliance Officer. For this purpose, the data of the person who has given notice of such conduct will be reserved under confidentiality, and the channels established in this Program will be followed.

Principle of Legality: All persons linked to the Company are committed to ensuring compliance not only with the letter but also with the spirit of the Colombian Constitution and laws, as well as the provisions and regulations issued by the authorities and the standards and policies set by the Company .

Principle of General and Corporate Interest : All actions must always be governed by the general interest and management at all levels must be devoid of any personal economic interest. Transparent conduct is exempt from payment or recognition to obtain or retain business or gain a business advantage.

Principle of Veracity : We tell and accept the truth above any consideration. The information we issue to the general public is truthful.

In accordance with the foregoing, any person linked to the company by any means is jointly responsible for the adequate and correct application of the transparency and business ethics program and, in particular, has the full support of Senior Management to act in accordance with the principles declared in this document.

That is why the Company's Management values and recognizes the effort and commitment of those people who act with integrity and ensure the integrity of business management. The Company, embracing good practices, adopts the implementation of systems, procedures, protocols and control and reporting mechanisms, through the Transparency Line, among others, in order to ensure the prevention, identification and treatment of acts and behaviors that are considered illegal because they lack legitimacy and transparency.

The Company prohibits any type of bribery or act of corruption, and requires compliance with all anti-corruption and anti-bribery regulations, including External Circular 100-000011 of 2021 of the Superintendency of Companies.

It is imperative to put the observance of ethical principles and values before the achievement of the Company's goals, considering that it is essential to generate a culture aimed at applying and enforcing the policies that make up the Governance System, corporate compliance and business ethics.

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People linked to the Company must know and comply with all the policies and procedures that make up the Governance System, corporate compliance and business ethics.

9. IMPLEMENTATION OF RECOMMENDED PRINCIPLES

The Transparency, Business Ethics and Anticorruption Program, in accordance with the provisions of current regulations, will apply the following principles:

- I.** Commitment of Senior Executives in the prevention of Transnational Bribery;
- II.** Risk Assessment related to Transnational Bribery;
- III.** Implementation of the Transparency, Business Ethics and Anticorruption Program.
- IV.** Assignment of duties to the Compliance Officer;
- V.** Application of Due Diligence Procedures;
- VI.** Ensure the supply of economic, human and technological resources required by the Compliance Officer.
- VII.** Control and Supervision of Compliance Policies and the Business Ethics Program ;
- VIII.** Disclosure of compliance policies and the Business Ethics program:
- IX.** channels to confidentially report violations of the Business Ethics program;

10. REQUIREMENTS OF THE BUSINESS ETHICS PROGRAM

It includes the design, approval, monitoring, disclosure and training that guides the actions of the counterparties and the company in the Transparency, Business Ethics and Anticorruption Program, which consists of the following guidelines:

- I.** Add contractual clauses in the contracts signed with contractors who have a higher degree of exposure, which help prevent and refrain from committing Transnational Bribery conduct.
- II.** Control and supervise compliance with the policies contained in the Transparency, Business Ethics and Anticorruption Program.
- III.** Communication and disclosure strategies aimed at the Employees and Associates of the Legal Entity, with which the commitments, procedures, policies, among others, are revealed.
- IV.** The Legal Representative and the Board of Directors will have the operational, physical, economic, operational and technological resources for the proper performance of the tasks assigned to the Compliance Officer.
- V.** Establish adequate communication channels that guarantee confidentiality to denounce and inform about activities related to Transnational Bribery or any other corrupt practice.
- VI.** Establish control and audit systems, in accordance with the provisions of article 207 of the Code of Commerce and applicable regulations.
- VII.** Contributions and donations policy.
- VIII.** Entertainment, food, lodging and travel expenses policy.
- IX.** Policy of filing procedures and preservation of international transactions.
- X.** Policy regarding the payment of commissions to employees and contractors of international or national businesses or transactions.

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- XI. Implementation of sanctioning procedures in accordance with legal regulations.
- XII. Be translated into the languages of the countries where the Legal Entity carries out activities through Subordinate Companies, branches or other establishments, or even contractors.

XIII. PERMITTED GRATUITIES AND BENEFITS POLICY

10.1. Allowed Gratuities and Benefits: Acts of commercial gratuities are permitted only for legal representatives, administrators, directors, partners and collaborators of the Company; those acts of commercial courtesy, such as details of thanks, bonuses or others, which, in any case, may not exceed One Current Legal Minimum Wage, per person or entity with which such gratuity is made . Said bonuses and benefits must have the prior approval of the manager and/or deputy manager, notifying the accounting area and the Compliance Officer.

The Company has a reimbursement policy for expenses that are legalized by accountability, according to the destination and days of travel, where those actually incurred and authorized are legalized or reimbursed, as the case may be.

10.2. Gratuities and Benefits NOT Permitted: All legal representatives, employees, associates, members of the Board of Directors, directors, and in general any representative of the Company, are prohibited from:

- a. **Commissions or tips :** Any practice that could potentially be considered corrupt is not permissible, that is, that intends to grant commissions or tips in violation of the requirements established in the preceding paragraph.
- b. **Giving or promising (or receiving/accepting), directly or indirectly, money, gifts or benefits:** Whether these are of any kind, personally or to third parties, (public administration, associations, other organizations of a similar type, clients, suppliers, and third parties private), with the purpose of obtaining an undue advantage, of a personal nature or for the company, seeking to influence the recipient.
- c. **Illegal or Reprehensible Conduct:** All collaborators, representatives, board members, directors or associates will avoid undertaking any reprehensible conduct or that includes corrupt practices, to achieve economic objectives or benefits for the company.
- d. **It is forbidden to give/promise, receive/accept, directly or indirectly , any kind of compensation:** That is, any kind of gifts, economic advantages or any other benefit from, or for, a public or private party and/or entity represented directly or indirectly by that party (including through family members). Therefore, payments in money, gifts, tips, goods may not be received in exchange for obtaining, doing, not doing something, for the benefit of the third party, to achieve an agreement, payment, credit, income, concealment or supply of information or purchase-sale of goods, in a business or transaction that benefits a client or supplier and is related to the Company.

In general it is prohibited to receive:

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- I. Gifts, presents, donations, contributions, entertainment, cash or material things of value in exchange for personal benefit in connection with business for the company and/or that have a conflict of interest.
- II. Gifts, presents, donations, contributions, entertainment, cash or material things of value, commissions, tips, in exchange for obtaining a personal benefit in bidding processes in which the company participates.

11. PRACTICES YOU CONSIDER CORRUPT IN THE DEVELOPMENT OF NATIONAL AND INTERNATIONAL BUSINESSES:

Employees, directors or representatives who travel abroad for business reasons on behalf of the Company or on its behalf, may not:

- I. Offer, give, promise, authorize, money or any material good (cash, gifts, loans, meals, trips, lodging) to any public servant, or natural person or legal entity, in order to obtain, retain, or Direct business to anyone, to gain an advantage.
- II. The granting of gifts, trips, hospitality, gift cards (vouchers) is prohibited, even if they are of no material value, if it is considered a corrupt act, to obtain an inappropriate advantage or obtain a favor, favorable concept towards the Company or its representative with the person's own money.
- III. Unauthorized payments, gifts, benefits or commissions may not be made through intermediaries; Such bonuses and benefits must have the prior approval of the manager who leads the corresponding area, notifying the accounting area and the Compliance Officer.
- IV. Concealment of unauthorized bonuses, gifts or commissions through the recording of other expenses is prohibited.
- V. They cannot give gifts, trips, hospitality, gift cards (vouchers), even if they are not of material value, if it is considered a corrupt act, to obtain an inappropriate advantage or obtain a favor, a favorable concept towards the company or its representative, with expenses borne by the company.
- VI. Contributions should not be made, contributions to political campaigns, on behalf of the company directly or indirectly, through payments, advertising, or to any entity related to a political position, without prior authorization from Management and/or Deputy Management.
- VII. Advances for expenses of public employees, charged to the company, are not authorized.
- VIII. If he is a former public servant, contracted with the Company, in no case, he may not make use of the confidential information of the company or of the government entity or influence peddling due to the position he held.

12. CONTRIBUTIONS AND SPONSORSHIPS

The Company may make contributions and subscribe sponsorships, to support projects proposed by public or private entities, or by non-profit organizations, duly established in compliance with the law, that promote values consistent with those contained in this Program. Such sponsorships and contributions may be provided for events of a social, political, cultural, sporting or artistic nature. They may also have the purpose of carrying out studies, research, conventions or seminars on matters of interest to the Company.

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The Company will evaluate, based on reasonableness and the principles established in this Program, any real link between the potential sponsorship and its commercial objectives, and will guarantee compliance with the specific process of registration, authorization and documentation requirements, as well as the limits specific economics.

All contributions and sponsorships will be disclosed in accordance with internal procedures and must be transparent, traceable, verifiable, and adequately justified. All of these will require the approval of the Principal Legal Representative of the Company.

13. CONCESSIONS AND FINANCING

The concessions, financing or subsidies provided by the National Government, or other public institution must be used solely and exclusively for the purposes for which they were requested and received. No employee may authorize concessions, subsidies, financing on behalf of the company, without the proper approval of the Legal Representative of the Company.

14. CONTRACTS OR AGREEMENTS WITH THIRD PARTIES

All contracts or agreements signed by the Company must contain clauses, statements or guarantees that regulate the prevention of conduct that constitutes Transnational Bribery or in general any practice or act that may be considered corrupt, in accordance with the provisions of this Program.

In addition, compliance with this Program must be declared and guaranteed, within the framework of the applicable anti-bribery and anti-corruption legislation and regulations, including the right to terminate the contract when a violation of this program or any applicable anti-corruption law or regulation occurs.

In any case, the person responsible for the negotiation must ensure that the clauses are included before the contracts or agreements are signed.

15. CONFLICTS OF INTEREST

All legal representatives, members of the Board of Directors, executives and employees will ensure that all decisions made in the course of their activity are in the interest of the Company. Conflicts of interest must be reported to the Compliance Officer in order to adopt the conduct necessary to retain the independence of judgment and the alternative.

The existence of this type of situation does not imply that it is ruled out that the Company may relate commercially, professionally or in any other way, with a third party. On the contrary, what is sought is that the collaborators proceed to review the information in order to evaluate and ensure that there are no events that could be the cause of damage to the Company.

16. POLITICAL PARTIES AND INTEREST GROUPS.

The Company relates in a transparent manner with any of the political parties, in order to effectively present its positions on issues and topics of interest. In this way, the Company must maintain transparent relationships with trade associations, unions, environmental organizations

and similar associations, in order to develop its activities, establish forms of cooperation that are of mutual benefit, and present its positions.

17. ASSESSMENT OF THE RISKS RELATED TO TRANSNATIONAL BRIBERY.

Bribery risk assessments will be carried out periodically, under the following recommended criteria:

- I.** Identify the bribery risks that the organization could reasonably foresee from the risk assessment, taking into account: the size, structure, locations and sectors in which it operates, the nature, scale and complexity of the organization's activities and operations organization, the organization's business model, the nature and extent of interactions with public officials.
- II.** Analyze, evaluate and prioritize the bribery risks identified.
- III.** Evaluate the adequacy and effectiveness of existing controls in the organization to mitigate the bribery risks evaluated.
- IV.** The bribery risk assessment will be reviewed periodically so that changes and new information can be properly evaluated based on the periodicity and frequency defined by the organization.
- V.** Retain documented information that demonstrates that the bribery risk assessment has been performed and used to design or improve the anti-bribery management system.

The organization will establish criteria to assess its level of bribery risk, which will take into account the organization's policies and objectives.

- a. Risk of Bribery, Fraud and Corruption:** It is the possibility that the company is involved, of the loss or damage that another company may suffer, by being used directly or indirectly, through its representatives, activities or operations, which may serve as instrument to commit crimes of corruption, fraud, fraud, bribery. The risk materializes through the risks associated with crimes in the interest or benefit of the legal person, by person functionally related to the company.
- b. Risk Assessment Method:** The methodological process of Risk Management will be developed according to the identification of risk situations and the causes that affect the processes in the Company, identifying the events that could materialize in a risk of bribery, fraud , corruption, with standard methodologies and based on qualitative experiences and knowledge of the business, structure, counterparties, complexity of the company's activities and operations, and the scope of interactions with public officials.
 - I.** Business Ethics perception surveys will be applied.
 - II.** Reports from the internal control and/or external fiscal audit areas, on past or current incidents of non-compliance.
 - III.** Interviews with personnel who perform control and compliance management functions, senior national managers and the management group.

c. Anti-corruption risk identification process:

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Risk identification for each area, transaction, project and specific activities is carried out through:

Process	Description
Risk Identification	1. Help will be taken from external information sources, such as reports from control entities and media communication.
	2. The Compliance Officer, with the advice of the management group, will identify the risks, having to involve the employee who has knowledge of the operation being evaluated. 3. I know will elaborate a ready of risks, associated with the front either circumstance that it produces.
Determine the impact and Probability	For each one of the events of risks identified, I know will determine the impact and probability, which will be they will measure of agreement with the templates of classification of risks defined .
Measurement Control	The risks identified in each process related, they will be measured Y controlled by the employees responsible of each process.

d. Risk Occurrence Probability: Frequency is a measure of the coefficient of occurrence of an event expressed as the number of occurrences of an event in a given time. In this way, the probability of occurrence of the risk will be determined by the number of events that are exposed in a period of time, the selected scale is defined as follows:

Score	Qualification	Description
Anomalous	1	It is present in exceptional circumstances

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factors	Improbable	2	It may be present in some cases
	Possible	3	Eventually a case will present
	Probable	4	It probably happens in the most of the cases
	Frequent	5	it will happen in the most of the cases

e. Estimation of the magnitude of the Impact: The impact is considered as the set of possible negative effects that the risk may cause if it materializes. For the estimation of the magnitude of the impact of the risk, it is considered as the loss that it causes in the economic aspects, for the risks associated to reputational, legal and operational scale, they will be measured according to the following classification table, without taking into account controls initially.

Classification of Impact		
Irrelevant	1	The occurrence of the risk will have little or no impact on the achievement of the company's objectives without jeopardize business continuity.

Low	2	The occurrence of the risk will have little impact on the achievement of the company's objectives, without endangering the continuity of the business.
Medium	3	The occurrence of the risk will have a moderate impact on the achievement of the company's objectives, in the ability of to guarantee the continuity of business.
Critical	4	The occurrence of the risk will critically impact the achievement of the company's objectives and business continuity.
Catastrophic	5	The occurrence of the risk will prevent the achievement of the company's objectives and the guarantee of continuity of the business, which will lead to failure.

f. Scale for the risk profile : The graph shown below describes the company's risk tolerance levels against probability and impact, which are:

	1	two	3	4	5
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5	5 Tolerable	10 Tolerable	fifteen Serious	twenty Critical	25 Critical
4	4 Acceptable	8 Tolerable	12 Tolerable	16 Serious	twenty Critical
3	3 Acceptable	6 Tolerable	9 Tolerable	12 Tolerable	fifteen Serious
two	two Acceptable	4 Acceptable	6 Tolerable	8 Tolerable	10 Tolerable
1	1 Acceptable	two Acceptable	3 Acceptable	4 Acceptable	5 Tolerable
	Anomalous	Unlikely	Impossible	Probable	Frequent
Probability of risk					

For this evaluation we use a scale classified in four (4) ranges of the Next way:

Range	Measurement	Recommendation
Acceptable	0-3	Periodic monitoring must be carried out to ensure compliance with controls
Tolerable	4-6	Specific controls will be required to treat it
Serious	7- 15	It will be necessary to improve controls and carry out an action plan, In addition, the Legal Representative must be informed of the situation
Critical	16-25	The compliance officer must intervene directly and must inform the Legal Representative and Senior Managers the situation

The combination of the assessments of the likelihood and potential impact of the corruption risk produces an assessment of the inherent risk. Inherent Risk represents the overall level of risk without taking into account existing controls.

g. Risk Tolerance Level : Once the controls and their action against the inherent risk have been identified, if the defined level of residual risk is not reached or if weaknesses in the existing controls are detected, the treatment of the residual risk will be defined, which must be oriented towards any of the following Actions:

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Classification of Risk Residual	Actions	Periodicity of tracing
Acceptable Ytolerable	Risks continuously evaluated by the coordinator or leader of the process and the compliance officer. If the evaluation determines an increase in the level of risk, the necessary adjustments will be made.	Semi-annual follow-up
serious	The compliance officer must establish action plans that seek to reduce the company's exposure: 1 implement new controls. 2 Modify existing controls. 3 make reports to the Senior Executives of the Company. 4 evaluate disciplinary actions. 5 evaluate legal actions against the company	The plans will be monitored on a quarterly basis.
critics	The compliance officer must establish action plans that seek to reduce the company's exposure: 1 implement new controls. 2 Modify existing controls. 3 make reports to the Senior Executives of the Company. 4 evaluate disciplinary actions. 5 evaluate legal actions against the company	Continuous monitoring

18. COMMUNICATION CHANNELS:

The company, embracing good practices, adopts the implementation of systems, procedures, protocols and control and reporting mechanisms, through the General Management, among others, in order to ensure the prevention, identification and treatment of acts and behaviors that are considered illegal because they lack legitimacy and transparency.

The company prohibits any type of bribery or act of corruption, and requires compliance with all anti-corruption and anti-bribery regulations, including External Circular 100-000011 of 2021 of the Superintendency of Companies.

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People linked to the Company must know and comply with all the policies and procedures that make up the Transparency, Business Ethics and Anticorruption Program, corporate compliance and business ethics.

Employees who have the power to make national or international purchases or negotiations must carry out due diligence to adequately understand third parties, and in particular, the relationship with government entities or public servants before closing the purchase or negotiation.

a. Transparency and Integrity Line (LTI)

In its preventive approach, the company has the following email: pteemegatex@outlook.com and the following telephone numbers 5249194 - Ext 123, to which all employees regardless of their position and other interest groups can communicate doubts or needs for advice in relation to compliance with the transparency and business ethics program, as well as to report behaviors that are in any of the forms of bribery or corruption. The consultation is received in detail, guaranteeing the confidentiality of the information and the person, protecting it against any type of retaliation.

To use this tool, the following recommendations must be followed:

- I.** This email is different from the customer service email.
- II.** It is not a tool for complaints and claims, but for reporting behaviors that go against the Transparency and Integrity of the company.
- III.** It is not for suggestions, or attention to work or personal issues.
- IV.** It must be used responsibly. The facts reported must be real and verifiable.

False complaints or bad faith will not be tolerated, which will be considered a violation of this code, and the respective sanctioning measures will be taken.



19. ROLES AND RESPONSIBILITIES

a. The Company's Senior Management : is responsible for the administration, prevention and detection of the risk of fraud, bribery or other behaviors that affect transparency. This includes all people who have the quality of Manager, Assistant Managers, directors and heads. In addition, they must promote through example a culture of transparency and integrity in which bribery, corruption and any other inappropriate act are considered unacceptable.

b. Responsibility of the Legal Representative:

- a. Submit to the Compliance Officer, for the approval of the board of directors or the highest corporate body, the PTEE proposal.
- b. Ensure that the PTEE is articulated with the Compliance Policies adopted by the board of directors or the highest corporate body.
- c. Provide effective, efficient and timely support to the Compliance Officer in the design, direction, supervision and monitoring of the PTEE.
- d. Certify to the Superintendency of Companies compliance with the provisions of this Chapter, when required by this Superintendence.
- and. Ensure that the activities resulting from the development of the PTEE are duly documented, so that the information is allowed to meet criteria of integrity, reliability, availability, compliance, effectiveness, efficiency and confidentiality. The documentary supports must be kept in accordance with the provisions of article 28 of Law 962 of 2005, or the regulation that modifies or replaces it.

c. The Board of Directors: is responsible for appointing the Ethics Officer and providing the economic, human, and technological resources that he or she requires. Define and approve the policies and mechanisms for the prevention of bribery and other corrupt practices within the company. Order the pertinent actions against senior managers, when they violate the provisions of the Transparency and Business Ethics Program and review the reports submitted by the Compliance Officer, leaving an express record in the respective minutes.

d. The Compliance Officer : is the person appointed by the Senior Executives to lead the program and manage the Transnational Bribery Risk Management System is the person appointed as Compliance Officer for functions in relation to other Risk management systems, related with Money Laundering and the Financing of Terrorism.

Among its functions are the following:

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- a. Updating the policy, based on the company's own characteristics and identification of the sources of risk.
- b. It must present at least every six (6) months, management reports on the progress, compliance with the Transparency, Business Ethics and Anticorruption Program, it is the one who guides, trains, receives complaints and orders the initiation of internal investigation procedures.
- c. Carry out communications and training for the dissemination of this policy.
- d. Carry out the evaluation of the risks related to transnational bribery, implementing methodologies for the evaluation, prevention and mitigation of risk factors, inherent to the development of the Transnational bribery activity (Country Risk, Economic Sector, Third Parties).
- e. Design and apply surveys to find out the level of perception of employees about ethical and transparent behavior in the company and its related parties (employees, customers, suppliers).
- f. Monitor the incorporation in the clauses in the contracts with third parties on the acceptance of the Policy. Monitor the acceptance of the adoption of the Policy, at the entry of direct and indirect employees, suppliers and customers.
- g. Submit to the Legal Representative the complaints received about violations of the anti-corruption policy and regulations.
- h. Implement the preventive measures ordered by the Board of Directors and/or Legal Representative.
- i. Address and coordinate any internal requirement, request, complaint about possible acts of violation of the Transparency, Business Ethics, and Anti-Corruption Policy.
- j. Attend and coordinate any requirement, request of judicial or administrative authority.

e. Employees: All company workers must ensure transparent management in their respective areas and in the company in general.

Any worker who becomes aware of any of the forms of corruption and bribery stipulated in this document must report it immediately through the means established in the Transparency, Business Ethics and Anticorruption Program, to the Compliance Officer, to the direct superior or, if not is pertinent through the Transparency email. If it is through the direct superior, he must report it within twenty-four (24) hours to the Compliance Officer.



In these cases, the worker enjoys the following guarantees:

- Confidentiality about information and people.
- Presumption of good faith. When a person reports conduct, they must do so responsibly, it is presumed that they do so in good faith and based on evidence or real elements.

20. DISSEMINATION AND TRAINING

The disclosure of the Transparency, Business Ethics and Anticorruption Program must be done by publishing it on the Company's website, guaranteeing access and knowledge to all stakeholders. Additionally, the Compliance Officer will periodically conduct training for all company employees on this matter.

21. SANCTIONS FOR VIOLATION OF THE TRANSPARENCY, BUSINESS ETHICS AND ANTI-CORRUPTION POLICY

The sanctions that the company will apply, in the event of violations of the Business Ethics and Anti-Corruption regulations, may result in serious misconduct for employees. direct employees and/or their representatives, including dismissal for just cause, in accordance with the provisions of the Substantive Labor Code.

Sanctions or disciplinary measures will be imposed on employees involved in corrupt practices or violations of the provisions contained in the Transparency, Business Ethics and Anti-Corruption Policy.

It is the obligation of the Legal Representative and the Compliance Officer to inform the competent authority of violations of the regulations on acts considered to be corruption.

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The Company will not cover expenses associated with the defense of employees or their representatives, for sanctions imposed for the violation of the Business Ethics and Anticorruption regulations.

22. CORRECTIVE ACTIONS

In matters related to workers linked to the company, one must proceed in accordance with the legal labor regulations and the Internal Regulations of the Company.

Suppliers of goods and services and distributors must comply with what is contractually agreed in the legal act that regulates the obligations and rights of the parties and the forms provided by law to terminate the relationship if necessary.

GUSTAVO LOPEZ OSORIO
Legal Representative – MEGATEX SAS