

 <p>OLARTEMOURE OLARTE MOURE & ASOCIADOS Abogados - Attorneys</p>	<p>OLARTEMOURE & ASOCIADOS S.A.S</p> <p>Business Ethics & Transparency Program (BETP)</p>	Version No. 1
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Business Ethics & Transparency Program (BETP)

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Compliance Officer	Minutes No. 089 of May 2022

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1. INTRODUCTION

Corruption is a worldwide problem that affects the economic and social growth of a country, due to the inappropriate allocation of public resources, which consolidates social inequality and decreases confidence in institutions, governments, companies, and markets.

OLARTEMOURE & ASOCIADOS S.A.S. (hereinafter referred to as “OlarteMoure” or “the Firm”) is a law and consulting firm that specializes in intellectual property and innovation, as well as competition and corporate law, committed to contributing to a stable and undistorted economic environment in the country and the prosperity of domestic and international businesses.

As a result, OlarteMoure assessed the risk of corruption and/or transnational bribery (hereinafter referred to as “C/TB”) to which it is exposed and adopted a series of internal rules, policies and procedures aimed at preventing corrupt practices in its operation. Also, it is constantly implementing mechanisms to face and handle such practices in order to anticipate, mitigate and prevent inappropriate behavior regarding this matter, such as those defined in the Business Ethics & Transparency Program (hereinafter referred to as “the Program” or “BETP”) developed.

This Program is based on the Firm’s corporate values, and its main premise is that the strongest and most effective response against corruption and bribery is to act from integrity, noting that, in order for this Program to function properly, the participation of each and every one of the Firm’s employees is required.

2. OBJECTIVE

The purpose of this program is to offer guidance to the shareholders, directors, employees, intermediaries, and other parties of OlarteMoure so that their performance conforms to the highest standards of transparency, honesty, integrity, and legality in the fight against acts of corruption and transnational bribery.

2.1 Specific Objectives

- To define rules of conduct that guide the actions of employees, administrators, and other related individuals or interested parties.
- To raise awareness among all parties involved in the Firm regarding the benefits derived from their compliance and from mitigating the risks of corruption and/or transnational bribery.
- To share with the Firm’s employees how to report, in a safe and confidential manner, any breaches of the BETP, as well as any potential suspicious activity related to Corruption that they may find.

3. SCOPE

This Program is a mandatory code of conduct for all of OlarteMoure’s employees and must be taken into consideration in any relationship with a natural or legal person from any of the interest groups of the Firm, including control bodies of the State, clients, suppliers, allies, contractors, employees, partners, or any other parties, in order to keep the Firm from participating in acts of corruption and/or transnational bribery.

Therefore, the effective compliance with the Program will protect and defend the Firm and every person in connection therewith in the event of investigations by any competent authority. Similarly, non-compliance with the Program will constitute a fault that will lead to the consequences described below.

4. GLOSSARY

Communication Channels: Anti-Corruption & Transnational Bribery Hotline System.

Chapter XIII: Refers to Chapter XIII of the Basic Legal Circular, which includes administrative instructions and recommendations for the adoption of the BETP.

Basic Legal Circular: No. 100-000005 of 2017 by the Superintendence of Companies, including any amendments thereof.

Employee: An individual required to provide their personal services under an employment relationship or provision of services to the Firm.

Contractor: Refers, in the context of a business or transaction, to any third party that provides their services to a Company or that has any kind of contractual legal relationship with said Company. Contractors may include, among others, providers, intermediaries, agents, distributors, advisers, consultants, and persons who are parties to collaboration contracts, temporary unions or consortiums, or joint ventures with the Company.

Corruption: All conduct aimed at a Company benefiting, or seeking benefit or interest, or being used as a means in the commission of crimes against public administration or public property, or in the commission of Transnational Bribery conducts.

Due Diligence: Refers to the constant and periodical review and assessment to be carried out by the Firm, based on the Corruption or Transnational Bribery Risks to which it is exposed.

Risk Matrix: Tool that enables the identification of Corruption or Transnational Bribery Risks.

International Business or Transactions: International business or transaction means any type of operation with foreign natural or legal persons of public or private law.

Compliance Officer: Natural person that must comply with the duties and obligations established regarding Corruption or Transnational Bribery Risks.

Annual Training Plan: Document containing, in a systematic and organized way, the training programs to be carried out throughout the year.

Business Ethics & Transparency Program or BETP: Mechanism that includes the Compliance Policy, the specific procedures of which the Compliance Officer is in charge, aimed at putting the Compliance Policy into operation, in order to identify, detect, prevent, manage and mitigate the Risks of Corruption or the Risks of Transnational Bribery that may affect a Supervised Entity, in accordance with the Risk Matrix.

Economic Resources: Right with the potential to generate economic benefits.

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

Risks of Corruption: The possibility that, either by action or omission, the goals of public administration or public assets are diverted or affected towards a private benefit.

Risks of Transnational Bribery or TB Risk: The possibility that a legal person will, either directly or indirectly, give, offer, or promise sums of money, objects of pecuniary value or any other benefit or utility to a Foreign Public Servant in exchange for performing, omitting or delaying any act related to their duties and to an International Business or Transaction.

Foreign Public Servant: Any person who performs a public service for a foreign country.

Bribery: Event in which a third party gives, offers, or promises sums of money, valuables or any benefit or utility to a foreign public servant to get them to omit, execute or delay an act associated with their duties and related to the international business or transaction that they carry out on behalf of the Firm.

5. LEGAL FRAMEWORK

5.1. National legal framework

The Anti-Corruption Statute (Act 1474/2011), Act 1778 of 2 February 2016, highlighting the conducts provided for in Article 2, Decree 1736 of 2020 and Act 2195 of 2022 are recognized.

The indications of Chapter XIII of the Basic Legal Circular of the Superintendence of Companies, Circular 100-000003 of 2016 and its integral modification in Circular 100-000011 of 2021 are also followed.

5.2. International legal framework

It recognizes the Inter-American Convention against Corruption of the Organization of American States (OAS) of 1997, the United Nations Convention against Corruption (UNCAC) of 2005, and the Convention of the Organization for Economic Cooperation and Development to Combat Bribery of Foreign Public Servants in International Commercial Transactions in 2012 and the Mérida Convention of 2003, the purpose of which was to promote cooperation to prevent and fight corruption.

6. OVERSIGHT AUTHORITY

In accordance with current regulations effective as of the date of this Program, the Colombia's Corporate Oversight (Superintendence of Corporations) is the competent oversight authority to supervise compliance with the implementation of the BETP.

7. ELEMENTS OF THE BETP

7.1 Design & Approval

Based on OlarteMoure's structure and operational functioning, this Program has been implemented and adopted for the management and control of C/TB-related risks.

This System is based on the corporate values and organizational culture of OlarteMoure and has been designed in accordance with the legal, local and international framework, recommendations from the Financial Action Task Force (FATF), as well as good practices that have been identified as recurrent in the real sector of the economy, especially for the prioritized sector of legal services.

7.2 Dissemination & Training

OlarteMoure will be in charge of training its employees on C/TB risk prevention, particularly on how to prevent, detect, analyze and report Acts of Corruption. These training sessions will be carried out through face-to-face or online sessions, with any other tools available.

In order to fully comply with this purpose, OlarteMoure will make sure that: i) the content of the training, training and dissemination sessions related to C/TB are carried out in Spanish and in a simple, understandable and easily understood language for all those involved; also, ii) update sessions will be held once a year for all of the Firm's employees.

Similarly, people who join the Firm as employees will be given a talk about this matter during training, so that they become familiar with the organizational culture of C/TB risk prevention.

OlarteMoure will also share the guidelines for C/TB risk prevention with its counterparts and other interest groups of the Firm. Counterparts incorporated abroad will receive a translated copy of the BETP in English, which is the language used in the commercial relationship.

7.2.1 Communication Channels:

OlarteMoure has made available the e-mail lineaetica.om@olartemoure.com to its directors, employees, contractors, and allies to report any improper conduct that may constitute an Act of Corruption and/or Bribery from any of its employees or contractors, thus preventing its dissemination through other channels.

This confidential channel may also be used to raise any questions or concerns regarding the implementation of the Program, in order to receive advice on decision-making in situations that may constitute acts of corruption.

Employees who use this confidential channel will be protected against any type of retaliation.

The Superintendence of Companies also set up the following channel so that anyone may submit their complaints regarding cases of Transnational Bribery in a confidential manner:

https://www.supersociedades.gov.co/delegatura_aec/Paginas/Canal-de-Denuncias-Soborno-Internacional.aspx

7.3 Audit & Compliance

Penalties

In the event that any of OlarteMoure's employees, regardless of their field of work, performs or is aware of any conduct contrary to this Program, tolerates and/or consents to any such conduct, it will be considered to be a violation of the Program.

In case of non-compliance, the Firm will implement the disciplinary and sanctioning procedures set forth in the employment contracts and in the Internal Work Regulations, as well as the applicable labor regulations for this purpose, as it will be classified as a serious offense, which may even lead to dismissal with cause.

Non-compliance of this Program by any of the contractors will entitle OlarteMoure to enforce the anti-corruption clauses included in the respective contracts and to unilaterally terminate the contract.

Incentives

Incentives are understood to mean the symbolic acknowledgments of employees for their effort and compliance with this Program, when nominated for "Merit to Values" in reference to this matter, by publicly acknowledging them within the Firm.

8. DUTIES WITH RESPECT TO THE BETP

Although everyone connected to OlarteMoure is required to comply with the provisions of this Program, the following bodies will have the duties indicated below to guarantee the design, implementation, and execution of this Program:

8.1 General Assembly

The top corporate body of the Firm will have the following duties, which must be duly recorded to the corresponding minutes:

- Appointing the Compliance Officer.
- Approving this document, which covers the BETP.
- Committing to preventing C/TB risks, in such a way that the Firm can conduct its business in an ethical, transparent, and honest way.
- Ensuring the supply of economic, human and technological resources required by the Compliance Officer in order to fulfill their duties.
- Ordering that the proper actions be taken against any employees with management and administration duties who violate the provisions of this Program.
- Leading an adequate communication and pedagogy strategy to guarantee effective dissemination and knowledge of the Program among employees, contractors, and other interested parties.

8.2 Legal Representative

The Legal Representative of OlarteMoure will have the following duties:

- Ensuring the articulation of the BETP and other policies adopted by the top corporate body.
- Offering effective, efficient and timely support to the Compliance Officer in the design, management, supervision, and monitoring of the BETP.

- Providing proof of compliance with the provisions of the BETP before the Superintendence of Companies, when required.
- Ensuring that any activities resulting from the implementation of the BETP are duly documented, so that the information provided meets integrity, reliability, availability, compliance, effectiveness, efficiency, and confidentiality criteria.

8.3 Compliance Officer

- Presenting, jointly with the Legal Representative, the BETP proposal for approval by the board of directors or top corporate body.
- Submitting reports to the General Assembly, at least once a year, showing the assessment and analysis of efficiency and effectiveness of the BETP and proposing the corresponding improvements, if applicable.
- Ensuring the articulation of the BETP and other policies adopted by the top corporate body.
- Ensuring the effective, efficient, and timely compliance with the BETP.
- Designing the methodologies for C/TB Risk classification, identification, measurement, and control that will be part of the BETP.
- Implementing a Risk Matrix and updating it according to the materiality of the C/TB Risk.
- Defining, adopting, and monitoring actions and tools for C/TB Risk detection.
- Evaluating compliance with the BETP and the C/TB Risk to which OlarteMoure is exposed.
- Ensuring the implementation of a proper communication channel that allows anyone to report non-compliance with the BETP.
- Establishing internal investigation procedures in the Firm to detect non-compliance with the BETP and acts of Corruption.
- Ensuring the proper archiving of documentary supports and other information related to the management and prevention of C/TB Risk.
- Coordinating the development of internal training programs.
- Verifying the compliance with Due Diligence procedures.

8.4 Treasury

- Being alert to any possible acts of C/TB.
- Reporting any findings, situation or indications that may be considered as a materialization of the C/TB Risk to the Compliance Officer.

8.5 Process Leaders

- Refraining from promoting or participating in any C/TB actions while performing their duties in the Firm, under any circumstances, and instilling the same in their team.
- Being alert to any possible acts of C/TB.

8.6 Human Resources Department

- Constantly carrying out simple due diligence, as appropriate, during the employment and/or contractual relationship.

- Ensuring that any activities resulting from the implementation of the Program regarding this area are duly documented, so that protection of the information provided meets integrity, reliability, availability, compliance, effectiveness, efficiency, and confidentiality criteria.

8.7 Employees

- Fully complying with this Program.
- Attending the training sessions including in the Annual Training Plan for the prevention of C/TB risk, as well as carrying out any activities derived from said plan.
- Detecting and reporting, internally and through the enabled channels, any C/TB cases of which they become aware.
- Signing the Declaration of Compliance of this Program.

8.8 Tax Auditing

In fulfillment of their duties, the Tax Auditor must pay special attention to any alerts that may give rise to suspicion of a possible act of Corruption and report to the competent authorities any related event that they become aware of while performing their duties.

Therefore, OlarteMoure's Tax Auditor will exercise the duties set forth in Article 32, Act 1778/2016, as well as other applicable provision on the matter, such as Act 2195/2022.

9. STAGES OF THE BETP

9.1 Identifying Risk of C/TB

Identification of C/TB risks is based on a diagnosis of the Firm's operation in terms of its size, structure, and delegation of decision-making power. Regarding the services offered, their nature and complexity will be taken into account, as well as the business model and the parties involved, both private and public.

With the result of the diagnosis, an interview is carried out with the areas and collaborators with the greatest exposure to risk.

9.2 Measuring or Assessing Risk of C/TB

After concluding the identification stage, OlarteMoure will be able to measure the probability of occurrence of the inherent risk of C/TB and the impact if it materializes. Following this stage, OlarteMoure will be able to establish the Inherent Risk profile of C/TB, and the aggregated measurements in each risk factor and its related risks.

Measuring the C/TB risk factors requires the determination of the inherent risk level. This analysis is carried out by following the Delphi method (expert opinion), which effectively allows each of the identified risk factors to be qualified, applying the ISO 31000 technical standard, the Australian Standard (AS/NZS 4360: 1999), as well as the review of literature pertinent to C/TB risk management.

To measure the level of exposure to those risks, a five-level probability and impact table model was used, which has the following characteristics:

It is a semi-quantitative measurement or evaluation methodology.

It has a five-level impact scale: 5) Catastrophic, 4) Major, 3) Moderate, 2) Minor, and 1) Insignificant.

It has a five-level probability scale: 5) Almost certain, 4) Likely, 3) Possible, 2) Unlikely, and 1) Rare.

A four-level severity rating scale resulting from multiplying the impact variable by the frequency variable (to appear on the heat map): 4) Extreme, 3) High, 2) Medium, and 1) Low.

Each level of the tables was given a name, a value, and a description of its content. The values assigned to the probability and impact levels increase lineally, that is, one by one; severity values, on the other hand, increase exponentially, giving a higher value to each subsequent level of the table, in order to assign a more representative value, taking into account the consequences derived from an eventual materialization of these risks.

All these aspects are described in detail in the C/TB Risk Matrix, whose calculation method is explained in the LA, FT, FPADM and C,ST inherent and residual risk calculation methodology.

9.3 Controlling or Monitoring the BETP

Controls for C/TB risk prevention allow measuring: timeliness, effectiveness, and efficiency, in order to identify how much probability or impact will be reduced, as shown in the risk matrix.

Depending on the type, controls are classified into:

- **Manual Controls:** any action that a person in charge of a process or activity to mitigate risk can take.
- **Automated Controls:** any procedure applied from a computer with supporting software; designed to prevent, detect, or correct errors or deficiencies, without the intervention of the human in charge of the process.
- **Combined Controls:** procedure in which a human intervenes to apply a review or evaluation of the information. Involves the intervention of a software and a person.

Depending on the class, controls are classified into:

- **Preventive Control:** applied to the cause of risk and its generating agent, with the aim of reducing the possibility of occurrence.
- **Detective Control:** alarms triggered in the event of an abnormal or unusual situation, such as monitoring.

Monitoring implies the annual evaluation of the effectiveness of the BETP by the Compliance Officer, who will periodically monitor the risks established within the Matrix and compliance with the BETP, in order to determine the need to capture new risks in the event of changes in the Firm's operation and/or in the legislation and will also propose improvement plans to the established controls in case of finding them.

One of the main controls is the **Due Diligence regarding C/TB risks** that is carried out mainly on suppliers.

This Due Diligence process starts with the engagement of the supplier, wherein the supplier is consulted, through an initial counterpart knowledge form, if they have developed and implemented a Supplier Code of Conduct aimed at their own suppliers in the supply chain, among other aspects.

Similarly, during the Due Diligence process, the object and complexity of the contracts, the amount of the remuneration and the national or international jurisdiction where the provider carries out their activities are validated and then, the previous issues are contrasted with their reputation and the value of the payments made to them is evaluated. This is in order to rule out the possibility that payment of a very high remuneration is hiding indirect payments of bribes or gifts to national public servants or Foreign Public Servants or that corresponds to the greater value recognized for their intermediation work.

10. COMPLIANCE POLICIES OF THE BUSINESS ETHICS & TRANSPARENCY PROGRAM.

In order to combat the risk of C/TB, the Firm set forth the following policies regarding actions that constitute a source of high risk in terms of C/TB acts, which are mandatory for all employees:

In this sense, the Firm will require its Shareholders, Senior Managers, Administrators, Employees, Contractors and Strategic Allies, to sign a declaration of knowledge of, and express commitment to, the Business Transparency and Ethics Program, in which it will be stated that none of them may, either passively and/or actively, directly or indirectly, give, offer or promise to a foreign or national public official i) sums of money, (ii) any object of pecuniary value, or (iii) any other benefit or utility, in exchange for (i) performing, (ii) omitting, (iii) or delaying any act related to the performance of their duties and in relation to a national or international business or transaction; such behaviors also extend to the private sphere in the sense of not incurring in said actions in relation to officials of private sector companies.

10.1 Policies on giving and accepting gifts and invitations:

Giving gifts to third parties is restricted.

Employees will not give money or objects to public servants or representatives of private companies with the purpose of obtaining benefits for the economic activity of OlateMoure or influencing administrative, legal, judicial, or contractual decisions in which the Firm has an interest.

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

No employee will request or accept favors or gifts from third parties whose nature or importance may incline them to favor the donor or servant in the contracting of services by OlateMoure. If they have any questions, employees should consult with their immediate superior or the Compliance Officer.

No employee may obtain or seek personal benefits derived from the information obtained in their capacity as an employee of the Firm.

Allowed gifts have the following characteristics:

- They are corporate gifts, that is, they are given to promote the services offered by the person who grants them, such as marketing activities.
- They are not offered in a context that can obviously influence the decision of the person who receives it and in favor of the person who grants it.
- They are invitations to institutional events, held to promote or publicize products or services related to the commercial activity of the Company, which must have the written approval of the employee's hierarchical superior, as well as the due justification.
- Invitation to training or institutional events related to the position or duties of the employee in the Firm, which must include the written approval of the employee's hierarchical superior, as well as the due justification.

Accordingly, it is expressly forbidden to give or accept gifts and/or invitations not included among the aforementioned exceptions and, particularly:

- Those embodied in trips, hotels, cruises, shows, or sporting events.
- Those coming from a national or foreign public server.
- Cash, bank transfers, bonuses, discounts in commercial establishments to acquire goods or services, among others.

The maximum value of gifts allowed to give out is USD100 (one hundred dollars) and the maximum value of gifts allowed to be accepted without being reported to the Compliance Officer is 20% of the Current Legal Monthly Minimum Salary (\$200,000 Colombian pesos as of 2022).

In case of any questions about the possibility of giving or accepting a certain gift, or accepting or offering an invitation, the gift or invitation must be reported to the Compliance Officer, who will determine the actions to follow.

10.2 Policies on travel, food, lodging, entertainment and/or transport expenses:

Employee trips at the expense of the Firm must strictly comply with the performance of their duties within it. In this sense, in order to have travel expenses reimbursed, the "Travel expenses process" must be strictly followed.

Once the trip is over, all employees must submit the list of expenses in the format defined by the Firm, together with the respective invoice supports, electronic transfers, and internal proof of delivery of cash, so that they can provide support of the respective expense in the accounting item.

10.3 Donations:

No employee is authorized to allocate the resources of the Firm for donations.

OlarteMoure is aware of the financial needs of vulnerable groups in Colombia and thus makes direct donations. However, it is prohibited to use donations to hide or disguise Acts of Corruption, and thus the Firm will refrain from making donations if the circumstances could make them appear as attempted Acts of Corruption. Therefore, OlarteMoure

undertakes to ensure the lawful investment of donated funds and the complete tracking of all donations, from disbursement to use.

All donations must be authorized by the Legal Representative after verifying the following conditions:

- i. That due diligence has been carried out for the real and exhaustive knowledge of the beneficiary counterpart.
- ii. That there is a formal donation request by the beneficiary counterpart, unless the initiative to donate comes directly from Senior Management.
- iii) All donations made are backed by the Donation Certificate or Certificate of Delivery.

10.4 Political Contributions:

OlarteMoure may make contributions to finance candidates, campaigns, parties, or national political movements by exclusive decision of the Legal Representative and endorsed by the General Assembly.

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

In no case will these contributions seek to obtain benefits in favor of the Company's own interests.

10.5 Policy on remuneration and payment of commissions to contractors and collaborators regarding national or international business:

All payments made to the Contractors must be in writing and be supported by the values stipulated in the Contract and may be audited by specialized firms that confirm the legality of the payments, the non-diversion of resources, and the non-concealment of payments to third parties through the Contractor, or payments to Contractors without contractual justification.

These types of payments will be made through bank transactions, being duly supported with invoices or bills prepared according to the terms established in the contract or purchase order, such that they are deposited to the bank account reported by the contractor upon completing the hiring process.

All payments for services abroad must be made through banking channels, making it possible to track all movements and payments, comply with the Colombian exchange regime, and to channeled authorized banks or through clearing accounts duly registered before Banco de la República.

If, during the negotiation, the parties establish the recognition and payment of commissions, there should be no doubt about their nature and the way in which the generating event and payment thereof must be clear and not give rise to interpretation. This will prevent hidden payments from being made through commissions, something that is expressly prohibited.

Payments to third parties other than those involved in the contractual relationship is prohibited.

No employee will agree to requests from Contractors to make payments that violate the Business Transparency and Ethics Program.

Any remunerations and commissions that may be generated in favor of employees are regulated by the provisions of the employment contract.

10.6 Facilitating Payments:

The Firm requires its Shareholders, Directors, other Employees, Contractors, and Strategic Allies, to sign a declaration of knowledge of, and express commitment to, this Program, in which it will be stated that none of them may, either directly or indirectly, passively and/or actively, give, offer or promise to a foreign or national public official i) sums of money, (ii) any object of pecuniary value, or (iii) any other benefit or utility, in exchange for (i) performing, (ii) omitting, (iii) delaying any act related to the performance of their duties and in relation to a national or international business or transaction; such behaviors also extend to the private sphere in the sense of not incurring in said actions in relation to officials of private sector companies.

10.7 Anti-Corruption Clauses in Contracts:

OlarteMoure undertakes to limit as much as possible the risk of Acts of Corruption in the execution of the contracts it signs. To that end, all contracts entered into by and between OlarteMoure and its employees, contractors, third parties, or intermediaries will include clauses that protect and offer legal outlets to OlarteMoure when its counterpart carries out Acts of Corruption.

Therefore, in all contracts, OlarteMoure will inform its counterpart of the requirement to comply with the Anti-Corruption Provisions, as well as of the existence of this Program.

According to the contract signed, the Contractor must comply with the Anti-Corruption Provisions and the charges imposed by this program, under penalty of OlarteMoure being entitled to enforce the contractually agreed termination powers.

11. FILE KEEPING

All information related to the BETP and, specifically, everything related to international businesses or transactions in which OlarteMoure is involved must be kept for at least ten (10) years, as provided in Article 28 of Act 962/2005 on the conservation of books and commercial papers, or any norm that amends or replaces it.

AMENDMENT LOG

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1	document creation	27 May 2022