



BUSINESS ETHICS PROGRAM CODE OF PRINCIPLES, DUTIES, AND PROHIBITIONS

1. THE COMMITMENT OF ORGANIZACIÓN TERPEL:

Organización Terpel S.A. (“Terpel” or the “Company”), is committed to full compliance with the regulations for the fight against and prevention of domestic and transnational bribery described in Laws 1474 of 2011 and 1778 of 2016, and in Resolution 100-002657 of 2016 and External Circular 100-000003 of 2016 issued by the Superintendent of Corporations, and any laws that modify or complement them. It is also committed to full compliance with all international agreements signed by Colombia, including the Inter-American Convention Against Corruption by the Organization of American States of 1997, the United Nations Convention against Corruption – UNCAC - of 2005, and the Convention of the Organisation for Economic Co-operation and Development (OECD) on Combating Bribery of Foreign Public Officials in International Business Transactions of 2012 (herein the “Anticorruption Regulations”).

In fulfillment of this commitment, Terpel assessed the risks of Acts of Corruption (as defined below) both inside the company and in the industries and economic sectors in which the company participates, in order to detect the main sources of risks of Acts of Corruption.

In a result of the described risk assessment, Terpel has developed a Business Ethics Program (the “Program”) contained in two documents: a Code of Principles, Duties, and Prohibitions for people involved with Terpel (the “Code”), and a Procedures Manual for the Fight Against Acts of Corruption (the “Manual”), which complements the first.

Terpel’s Program has adopted policies, procedures, and the highest corporate standards to guarantee compliance with the Anticorruption Regulations by managing risks derived from (i) the different countries in which Terpel engages in its economic activity, including through affiliates or third parties, (ii) the economic sectors in which it engages in its business activity, and (iii) the intermediaries through which it engages in domestic and international transactions.

This Program is a guideline for all shareholders, directors, employees, contractors, third parties, intermediaries, and other parties involved in any way with Terpel, so that their performance will be in line with the highest standards for transparency, honesty, integrity, and legality in the area of the fight against Acts of Corruption.

In implementation, effective adherence to the Program also has the objective of protecting and defending the company, and all people involved with it, in the case of investigations by any competent authority. For that reason, all those involved with Terpel must be aware of the benefits derived from adhering to this Program and from mitigating the risks of Acts of Corruption.

In addition to this Program, Terpel has a robust compliance structure that incorporates other Compliance Policies that must be taken into account in order to effectively adhere to the principles and procedures described here.



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This Program therefore constitutes a code of conduct for mandatory compliance. It must be obeyed by all those involved with Terpel. Any failure to comply with the Program will demonstrate a lack of commitment to Terpel, and will give rise to the consequences described in the body of the Program.

2. DEFINITIONS

The following definitions should be taken into account for better understanding of this Program:

- a) **Acts of Corruption:** Acts of Corruption include all abuses of power, either private or public, with the purpose of redirecting the management of what is public or collective toward private gain. This concept includes bribery in all of its modes, private corruption, contracting without complying with legal requirements, influence peddling, transnational bribery, and any other act connected with crimes against the public administration as well as corruption inside of private companies.

Transnational bribery is understood to be an act by virtue of which a natural or juridical person, through its employees, directors, shareholders, contractors, or subsidiary companies, gives, offers, or promises a foreign Public Official, directly or indirectly, amounts of money, objects of pecuniary value, or any benefit or usefulness in exchange for having said Public Official carry out, omit, or delay any action related to his or her functions and connected with an international business or transaction. Also see Article 433 of the Colombian Criminal Code.

All other Acts of Corruption are defined as established in the Colombian Criminal Code.

- b) **Whistleblowing Channels:** These are the mechanisms described in point number 5 of this Code that have the aim of revealing to the company any improper contact that could constitute an Act of Corruption by its employees or contractors.
- c) **Contractor:** contractors are understood to be all those persons with whom Terpel has a type of contract other than an employment contract, such as, by way of example: a contract for the provision of services, for supply, for works, for intermediation, etc. This concept also includes providers, intermediary agents, attorneys, etc.
- d) **Due Diligence:** Due Diligence refers to a periodic review that must be made of the legal, accounting, and financial aspects of a domestic or international business or transaction. Its purpose is to identify and assess risks of Acts of Corruption that could affect Terpel, its affiliates and its Contractors. Terpel's Due Diligence procedures and other Compliance Policies must be harmonized with and complemented by these measures.
- e) **Directors:** The term 'Directors' is understood to include the Board of Directors and the Legal Representatives of Terpel.

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- f) **Anticorruption Regulations:** The Anticorruption Regulations include Laws 1474 of 2011 and 1778 of 2016, and any laws that modify or complement them, Resolution 100-002657 of 2016 and External Circular 100-000003 of 2016 issued by the Superintendent of Corporations, and any laws that modify or complement them, as well as all the international agreements signed by Colombia, including the Inter-American Convention Against Corruption by the Organization of American States of 1997, the United Nations Convention against Corruption – UNCAC - of 2005, and the Convention of the Organisation for Economic Co-operation and Development (OECD) on Combating Bribery of Foreign Public Officials in International Business Transactions of 2012.
- g) **Public Official:** Public officials are all those natural persons who hold public office in any of the branches of the government, or in independent or regulatory bodies, regardless of whether they are on the national, departmental, or municipal level; of whether election to the position is popular, based on a merit-based competition, or the official is freely appointed and removed; regardless of their position in the hierarchy; and regardless of whether in Colombian law they are called members of corporations, public employees, or official workers. The term 'Public Official' also includes members of the public security forces, private parties that exercise public functions in a permanent or temporary manner, officials and workers of autonomous bodies such as the Bank of the Republic, or cooperative bodies produced by decentralization or deconcentration such as Notary Public or Registration Offices.

Likewise, for the effects of the Program, 'Public Official' will be understood to include the concept of a foreign public servant, which should be understood to be all people who hold a legislative, administrative, or judicial position in a State, in its political subdivisions or local authorities, or in a foreign jurisdiction, regardless of whether the individual was appointed or elected. Also considered to be foreign public servants are all persons who exercise a public function for a State, in its political subdivisions or local authorities, or in a foreign jurisdiction, either inside a government 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 of a foreign jurisdiction. It will also be understood that any official or agent of an international public organization is a Public Official.

- h) **Sanctions Lists:** These are lists of people and companies that, according to the organization that publishes the list, could be connected with illegal or criminal activities, such as the lists made by the United Nations Security Council, OFAC, INTERPOL, and the Colombian Police, etc.
- i) **Compliance Officer:** This is the natural person designated by the Board of Directors to lead and administer this Program. That same individual may, if Terpel's competent bodies so decide, assume functions related to other risk management systems inside the company.
- j) **Facilitating Payments:** These are payments or gifts of a small amount made to a person (including Public Officials or employees of private enterprises), to obtain a favor,



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accelerate an administrative procedure, obtain a permit, license, or service, or avoid an abuse of power.

- k) **Compliance Policies:** This refers to Terpel's internal policies, which include: the Policy for Compliance with Transparent Accounting and Anti-bribery Practices with Government Officials, the Code of Conduct, the Comprehensive System for the Prevention and Administration of the Risk of Money Laundering and the Financing of Terrorism, the Corporate Affairs Policy, the Corporate Good Governance Code, the Suppliers and Contractors Manual, and this Program.

3. GUIDING PRINCIPLES IN THE FIGHT AGAINST ACTS OF CORRUPTION

The following principles are rules for the conduct of all parties connected with Terpel that therefore regulate the entire Business Ethics Program. In those cases in which a situation exists that has not been expressly regulated by the Code or the Manual, the parties connected with Terpel shall guide their conduct based on these principles, and in no case will they violate them.

- a) Terpel's shareholders and Directors are committed to fighting against Acts of Corruption. The Directors guarantee there will be sufficient economic, technological, and human resources for the correct functioning of the Program.
- b) Terpel does not tolerate, justify, or promote any form of corruption. It does not believe that there is any justification for failing to comply with the company's ethical values, and the values and duties Public Officials promise to uphold in the development of their functions.
- c) Terpel has implemented Due Diligence measures in accordance with the highest international standards and, with that, aims at creating mechanisms for the prevention, detection, control, and reporting of Acts of Corruption.
- d) Terpel has delegated functions to its main administrative bodies related to the implementation of and compliance with this Program. Nevertheless, all employees have the general duty to protect the Company from Acts of Corruption. Each employee is required to see this Code as an unbreakable set of rules for conduct.
- e) Terpel demands reciprocity and cooperation from its counterparts in the fight against Acts of Corruption. It therefore requires its employees to act in accordance with the highest ethical standards so that no circumstance will cause them to deviate from this Program. Relative to its Contractors, Terpel requires them to contribute, from their jurisdiction and in an independent manner, to the fight against Acts of Corruption. In all cases, the contracts entered into shall impose an obligation to comply with the measures of this Program.



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- f) All actions by Terpel employees in interaction with any Public Official are governed by the Compliance Policies, Colombian laws, and the laws of each country where Terpel operates, as well as by the Anti-corruption Regulations.
- g) Terpel will never request, authorize, or tolerate Facilitating Payments by any Contractor to Public Officials or private employees, and much less so make them in the name of Terpel. These payments are expressly prohibited.
- h) Terpel is committed to training all of its employees to prevent, detect, analyze, and report Acts of Corruption. In consequence, Terpel employees, in addition to complying with the Program, Compliance Policies, and Anticorruption Regulations, shall be guided by common sense and objective criteria when analyzing situations that occur.
- i) Terpel will maintain strict controls over compliance with the Program. To do that, the Compliance Officer will make continuous risk assessments and compliance audits of the effectiveness of the measures and compliance with them. The Compliance Officer shall have sufficient independence to request changes and adjustments to the Program from the Directors.
- j) Any action with the purpose of facilitating or configuring Acts of Corruption is considered by Terpel to be a dishonest and prohibited practice. Employees who engage in such conduct will be severely penalized in accordance with the Internal Work Regulations, and even with dismissal with just cause. Relative to Contractors who engage in such conduct, the contractual clauses on penalties and unilateral termination for facilitating or configuring Acts of Corruption shall be applied to them.

4. SPECIFIC TREATMENT OF SOURCES OF ACTS OF CORRUPTION

In addition to the guiding principles included in this Code, Terpel and its officers are committed to adopting the following measures relative to specific sources of risk for the Company:

a) Remunerations and Payment of Commissions to Contractors

All remunerations and payment of commissions to Contractors should be made in conformance with the parameters established in the Policy for Compliance with Accounting Transparency and Anti-bribery Practices vis-à-vis Government Officials, and the Manual for Suppliers and Contractors.

Duties of the Company:

All payments or disbursements of Terpel resources that go to its Contractors, either domestic or foreign, must be made through bank channels, making it possible to trace all movements and payments.



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All payments for services outside the country must comply with the Colombian foreign exchange regime and must be channeled through authorized banking institutions or through compensation accounts duly registered with the Bank of the Republic.

All payments made to Contractors must be supported by the amounts stipulated in the Contract, and may be audited by specialized firms to confirm the legality of the payments, the non-diversion of resources, and non-cover up of payments to third parties through the Contractor, and to confirm that there have been no payments to Contractors without contractual justification, in accordance with the procedures established in Appendixes II and X of this Business Ethics Program.

Prohibitions for employees and the Company:

The Company may not order its employees to make payments that violate the described procedures.

No employee may grant requests from Contractors to make payments that fail to comply with the guiding principles, duties established, and the Appendix indicated in the section above.

b) Contractors that act in the Name of Terpel vis-à-vis Public Officials

Duties of Employees:

Terpel employees in charge of contracting third parties that act in the name of Terpel vis-à-vis Public Officials must follow the procedures established in the Compliance Policies, especially in the Suppliers and Contractors Manual, clause 10.5 of the Company's Integrated System for the Prevention of Money Laundering and Financing of Terrorism ML/FT, and other procedures established.

By means of these procedures, Terpel guarantees that the background and solvency of said Contractors will be reviewed, and there will be a control of the actions of Contractors, in order to avoid sanctions based on those actions.

Duties of the Contractors:

Contractors that act in the name of Terpel vis-à-vis Public Officials must know and make a commitment to comply with the Program. They will make a commitment in their contracts to not engage in any act of corruption and must permit Terpel to monitor or audit its actions, in Colombia or abroad, that may have some impact on the execution of the contract with Terpel.

c) Execution of Contracts with Government Entities

To execute its corporate purpose, Terpel enters into contracts with Colombian government entities. A series of procedures is therefore necessary to mitigate the risks of said activity, especially in the stage of contract execution.



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Prohibitions for Employees:

During the execution of contracts, Terpel employees are prohibited from accepting requests that could constitute an act of corruption on the part of Public Officials, regardless of their level in the hierarchy, their authority, or the nature of the government entity in which they work.

Terpel's employees must avoid receiving orders from Public Officials and must strictly follow the parameters of the contract that is being executed.

Duties of Employees:

Any irregularity committed by Public Officials that could constitute an act of corruption must be disclosed to the Compliance Officer immediately using the Whistleblowing Channels.

Duties of the Company:

Terpel guarantees and is committed to providing protection and avoiding any type of retaliation against employees or Contractors that use the Whistleblowing Channels. Terpel will take disciplinary measures against any employees who tolerate or promote taking retaliation against people who make reports.

The special measures for the execution of contracts at service stations, airports, and seaports will be subject to the special measures established to that end in Appendix IV.

d) Anti - Corruption Clauses in Terpel Contracts

Terpel is committed to limiting to a maximum the risk of the occurrence of Acts of Corruption, and the risk of Contractors engaging in Acts of Corruption in the execution of contracts with Terpel. To that effect, in all contracts Terpel enters into with employees, Contractors or any third party or intermediary, clauses will be included that protect and offer legal remedies to Terpel when its counterpart engages in Acts of Corruption. This is in accordance with Appendix V.

Duties of the Company:

In all contracts, Terpel will inform its counterpart of the requirement to comply with the Anti-corruption Provisions and of the existence of the Program.

Duties of Contractors:

In accordance with the contract signed, the Contractor must comply with the Anti-corruption Regulations and the responsibilities imposed on it by this Program. If they refuse to do so, Terpel may make use of the authority to terminate agreed on in the contract.

e) Procedures regarding Gifts



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Terpel considers giving gifts to be a source of a high level of risk in the area of Acts of Corruption. For that reason, Terpel has placed restrictions on giving gifts to third parties.

Prohibitions for Employees:

It is against the law and unethical for Terpel to give money or objects to Public Officials or representatives of private companies with the purpose of obtaining benefits for Terpel's economic activity or of influencing administrative, legal, judicial, or contractual decisions in which the Company has an interest.

No Terpel employee may use his or her position in the Company to request any type of personal favor, payment, discount, trip, lodging, gifts, or loans from Contractors, whether they are government entities or private companies.

No Terpel employee shall request or accept from third parties favors or gifts whose nature or importance could incline him or her to favor the giver or public servant in the contracting of goods or services on the part of Terpel. In the case of any doubt, the employee must consult his or her immediate supervisor or the Compliance Officer.

No Terpel employee may obtain or seek benefits of a personal nature derived from the information obtained in his or her capacity as a Company employee.

Duties of Employees:

Expenditures are permitted for normal or regular hospitality with the respective authorization, but the expenditures must be reasonable, in such a way that there is no cause to interpret that Terpel is attempting to influence decisions in its favor.

In accordance with this, an employee who wishes to offer hospitality must obtain authorization in accordance with the internal parameters established in the Compliance Policies. An employee who is offered hospitality must analyze the case in accordance with the guiding principles of the Code and with the prohibitions established.

Lastly, employees must comply with the parameters established in the Compliance Policies (Policy for Compliance with Company Accounting Transparency and Anti-bribery Practices vis-à-vis Government Officials, and the Company's Comprehensive System for the Prevention of Money Laundering and the Financing of Terrorism, among others).

f) Expenses for Entertainment and Employee Per Diems

Duties of the Company:

Expenses for entertainment activities and travel for Terpel personnel must be included in the Company's annual budget. These expenses must have a reasonable average in accordance with



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the number of employees, the budget for the previous year, and the sufficiency or deficit in last year's budget.

All these expenses must be supported by the respective paperwork in the form of invoices, electronic transfers, or internal evidence of the disbursement of cash to Directors and employees, in order to support the respective expense or disbursement in the accounting line item.

g) Political Contributions

Duties of the Company:

Terpel does not customarily make contributions to domestic or foreign political campaigns. Nevertheless, and with the purpose of being able to control this source of risk of Acts of Corruption, Terpel Directors, if they intend to make political contributions, must comply with the chapter on Political Contributions in the Policy for Compliance with Accounting Transparency and Anti-bribery Practices vis-à-vis Government Officials.

h) Donations

Terpel is aware of the economic needs of vulnerable groups in Colombia. Therefore, in compliance with its Corporate Social Responsibility Policy, the Company makes donations through the Terpel Foundation. However, the Company also understands that in general terms donations constitute a source of high risk. It is therefore indispensable to have strict procedures that ensure that its donation policy fulfills Terpel's purposes.

Prohibitions for the Company:

It is prohibited to use donations to hide or disguise Acts of Corruption, and Terpel shall abstain from making donations if the circumstances could be seen as an attempt to engage in corruption.

Duties of the Company:

In consequence, donations to government entities must strictly comply with the rules established to that end.

Terpel is committed to guaranteeing lawful investment of the funds donated and complete tracking of all donations from disbursement to use.

Prohibitions for Employees:

No employee is authorized to allocate Terpel resources to donations without meeting the requirements and procedures established in the Corporate Affairs Policies and other instructions created to this end. Also see Appendix VI.



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j) Procedures for Mergers and Acquisitions in which Terpel Participates

The Anti-corruption Regulations include severe penalties for companies that merge or acquire control of entities that have incurred in Acts of Corruption. The penalties include large amounts of money, ineligibility for entering into contracts with the State, and publication in the media of the acts committed.

Terpel's business depends in large part on its reputation in the market and on its good relations with government entities. For Terpel it is very important to maintain trust in its counterparts and maintain its good name in the Colombian hydrocarbons sector and, in general, in the world economy.

Prohibitions for the Company:

Terpel shall not merge with, nor shall it acquire a share of companies that have been penalized for Acts of Corruption. For that purpose, it will implement the Due Diligence measures necessary for the purpose of ensuring that the companies with which it does business imply no risk from Acts of Corruption. This is in accordance with Appendix VII.

Duty of Shareholders and Directors:

Terpel's shareholders and Directors will be strictly subject to these measures and will avoid making any exceptions to the self-imposed procedures. This will maintain a high level of ethics in all of Terpel's business dealings, without exceptions.

j) Special Measures for Affiliates in other Countries

Terpel develops its operations mainly in Colombia, but at the same time has operations in Mexico, Panama, Peru, Ecuador, and the Dominican Republic.

In accordance with international parameters, these countries have a Corruption Perception Index higher than the world average. For that reason, it is vitally important for Terpel to establish strict parameters for foreign operations in order to avoid Acts of Corruption.

Duties of the Company:

Terpel shall guarantee that all employees, Contractors, and third parties connected with Terpel through its affiliates in other countries are subject to the Program. It will also take special measures with them to ensure their compliance. See Appendix VIII.

5. WHISTLEBLOWING CHANNELS

Terpel has made Whistleblowing Channels available to all of its Directors, employees, Contractors, and even third parties that can be used to report to the Company any improper conduct that could constitute an act of corruption on the part of their employees or Contractors.



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All employees must report, using the channels listed below, any possible improper conduct that has come to their knowledge that could constitute an act of corruption, while avoiding communication of the same via other means.

Employees who make use of Whistleblowing Channels will be protected from any kind of retaliation. It is guaranteed that there will be no deductions from their salary for actions they have taken based on need, overwhelming fear, and/or coercion from Public Officials.

Lastly, employees may use the Whistleblowing Channels to ask questions about specific cases in terms of application of the Program, or to receive advice on decision-making in a situation where there is an attempted act of corruption.

E-mail: cumplimiento@terpel.com

Phone: 326-7878 ext. 1604

Reporting in person: Corporate Legal Director

6. AUDIT AND CONTROL

When deemed necessary, the company will organize a system for audit and control of compliance with the parameters and procedures indicated in the Program.

It may also assess the efficiency and effectiveness of the current policies and procedures. If deficiencies or more effective forms are discovered, it will update the Program.

7. TRAINING

Terpel, through the Compliance Officer, in the manner it determines, will train employees periodically and at any time in which there are modifications to the Program or to the Anticorruption Regulations.

The Compliance Officer shall determine which Contractors are to be trained by Terpel, as long as the training produces some benefit for the Program. These Contractors will be given an opportunity to attend the training sessions.

8. SANCTIONS

In the case of any noncompliance on the part of any shareholders, Directors, or employees with respect to the Program and the Anticorruption Regulations, the company will put in motion its disciplinary and sanctions procedures established in the employment contracts, in its Compliance Policies, and/or in the Internal Work Regulations, and in any applicable labor laws.

A failure to comply with this Program will be qualified as a serious infraction that will give rise to the sanctions established, with a degree of gravity that can even lead to dismissal with just cause, after an internal disciplinary procedure.



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This mechanism for imposing sanctions will be activated in the case any employee, shareholder, and/or Director of Terpel:

- a) Engages in any conduct counter to this Program or the Anti-corruption Regulations; or tolerates and/or consents to said conduct;
- b) Is aware of any conduct counter to this Program or the Anti-corruption Regulations; or tolerates and/or consents to said conduct, and does not report it in a timely manner.
- c) Does not comply with his or her functions in accordance with the Program and other Compliance Policies.

A noncompliance with this Program on the part of Contractors will authorize Terpel to enforce the anti-corruption clauses included in the respective contracts, and to terminate the contract unilaterally.

9. ARCHIVING AND STORING

All the documentation supporting compliance with this Program, whether internal or external reports to the competent authorities, evidentiary material gathered during investigations, results of searches of Sanctions Lists, minutes of the Board of Directors, authorizations from the Directors regarding the Program, or others must be saved in physical files for a five-year (5) term from the date of the respective record. Once that term has expired, the supporting documents may be destroyed as long as their exact reproduction is guaranteed by means of any appropriate digital technical medium.

10. OBLIGATION TO MAINTAIN CONFIDENTIALITY

Information obtained in development of the Program's procedures and practices is information belonging to the company, and is confidential. This means it may only be known by company officers or by the competent authorities based on a requirement.

Therefore, all shareholders, Directors, employees, and Contractors of the company that have responsibilities assigned by this Program are responsible for safekeeping the information obtained in development of the Program and strictly limiting its use to the purposes established.

11. TIME IN EFFECT

This Program will be in effect as of March 21, 2017, on which date it was approved by the Board of Directors, and will be published on Terpel's webpage.

Likewise, any modification or addition to, or elimination of provisions contained in this Program will be efficiently reported using the same mechanism in which the Program is made available.



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APPENDIX I – FUNCTIONS OF THE CORPORATE BODIES

Although all persons connected with Terpel are required to abide by the provisions of the Business Ethics Program, the bodies described below will have the indicated functions with the purpose of ensuring Program compliance and effectiveness:

A. Board of Directors:

Notwithstanding the functions assigned by other Compliance Policies, for the effects of this Program, the Board of Directors shall have the following functions:

- a) Approve of the Program and any modification to it, including the inclusion of new procedures derived from the detection of new risks of Acts of Corruption, either based on new operations or on entrance into new jurisdictions.
- b) Supervise compliance with the Business Ethics Program.
- c) Designate and remove the Compliance Officer.
- d) Order submission to the competent authorities of reports derived from violations of this Program that, in turn, constitute a violation of the Anticorruption Regulations.
- e) Authorize, with objective justifications, any exceptions to the procedures indicated in this Program.
- f) When making a decision regarding beginning new operations in countries with a Corruption Perception Index lower than that of Colombia, according to the lists issued by Transparency International, the Board of Directors together with the Compliance Officer will engage in an exhaustive analysis of the risks in the area of compliance, and will adopt any necessary modifications to this Program and its procedures in order to mitigate the risks detected.
- g) Receive and evaluate, if deemed necessary, the reports presented by the Compliance Officer relative to risks to the Company and to the implementation and execution of the Program.
- h) Present effective, efficient, and timely support to the Compliance Officer in the exercise of his or her functions.



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B. Legal Representative:

Notwithstanding functions assigned in the other Compliance Policies, for the effects of this Program the Company's Legal Representative shall have the following functions:

- a) Supervise compliance with the Business Ethics Program.
- b) Disseminate information about the Business Ethics Program and the Code of Principles, Duties, and Prohibitions to the Company's employees, Contractors and partners.
- c) Adopt and implement measures ordered by the Board of Directors relative to possible violations of the Business Ethics Program, including filing legal proceedings.
- d) Authorize and provide the resources necessary for proper implementation of and compliance with the Business Ethics Program. Based on a request from the Compliance Officer or the Board of Directors, put together the personnel necessary or sign the necessary contracts with outside advisors to fulfill the purposes of the Business Ethics Program and to do in the audits ordered by the Board of Directors.
- e) Continuously support the Compliance Officer in all the functions imposed by the Program.

C. Compliance Officer:

With the purpose of overseeing the correct and proper implementation, execution, and monitoring of this Program, Terpel's Board of Directors shall designate a Compliance Officer in the area of managing the risk of Acts of Corruption. The Compliance Officer will be a company employee.

The person designated must be highly qualified in terms of the suitability, responsibility, and character required to serve in this position, and must have decision-making capacity. The Compliance Officer must have knowledge and experience in the area of risk administration. He must also be highly ethical, able to work on a team, and be proactive. The person designated will be trained by Terpel in the administration and correct functioning of the Program. The Compliance Officer will have a direct relationship with Terpel Directors and, in turn, must always be available to employees



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and Contractors so they can report to him any situations that could constitute an Act of Corruption, in a timely and proper manner.

The functions of the Compliance Officer for the specific effects of this Program shall be the following:

- a) Within the company and its subsidiaries, promote a culture of corporate ethics that respects and abides by the Anticorruption Regulations, and an awareness that compliance with the Program is mandatory.
- b) Enforce the Anticorruption Regulations within the company.
- c) Periodically present to the Board of Directors a management report containing the elements described in Appendix IX of this Manual.
- d) Lead in the efforts to share information about, implement, execute, and monitor this Program.
- e) Periodically evaluate risks facing the company of being exposed to Acts of Corruption. The process to evaluate these risks may take place inside the company, or using outside consultants hired by Terpel to that effect.
- f) Delegate to other Terpel employees or Contractors, if so authorized by the Board of Directors, the administration of the Program at Terpel's affiliate companies located in other countries. In all cases, the Compliance Officer must be higher in the hierarchy than those delegated employees, who will report on their functions to the Compliance Officer.
- g) Immediately report to the company's Legal Representative on any infraction or possible infraction under the Program that, based on its gravity or potential exposure for the company, merits an immediate decision, including, in the case of company employees, the corresponding disciplinary procedures, as established in Terpel's Internal Work Regulations.
- h) Design and implement programs to disseminate information, educate, and train Terpel employees and Contractors on this Program. The training can be done in person, virtually, or in any other manner deemed appropriate for fulfilling the purposes of the Program.
- i) Attend to and process all queries and reports filed using the Whistleblowing Channels described in the Code of Principles, Duties, and Prohibitions. The



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Compliance Officer will be the person in charge of watching over the correct functioning of Terpel's Whistleblowing Channels, maintaining confidentiality and guaranteeing promptness and impartiality for internal investigations.

- j) Attend to any doubts or questions from employees regarding the interpretation and application of the Program through the Whistleblowing Channels.
- k) Order, together with the Legal Representative, the opening of internal investigations in accordance with Appendix X of the Program when there is a suspicion that some infraction has been committed of this Program or of the Anticorruption Regulations.
- l) Carry out all the other specific functions assigned as part of the Program or any other function not designated to a specific body.



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**APPENDIX II –
AUDITS OF REMUNERATIONS AND COMMISSIONS PAID TO CONTRACTORS AND
OF PAYMENTS FOR HOSPITALITY AND TRAVEL EXPENSES**

As established in the Code of Principles, Duties, and Prohibitions, Terpel may hire specialized audit firms to corroborate that commissions and remunerations to Contractors as well as payments for entertainment and travel expenses for personnel are in accordance with the parameters indicated herein.

Procedure:

- a) Whenever the Compliance Officer, based on reports from the Whistleblowing Channel or on confirmed information, has reasonable suspicions regarding payments to Contractors or disbursements for entertainment or travel expenses that may constitute an Act of Corruption, he may inform the Legal Representative, who will authorize contracting a specialized firm to conduct an audit.
- b) The audit reports will be submitted in a confidential manner to the Compliance Officer, who, in accordance with the results, must complete the internal investigation in order to gather sufficient information.
- c) Subsequently, if necessary, the situation will be reported to the Board of Directors, in order to analyze the risks it poses, and how to deal with them. The Board of Directors will make a decision regarding whether or not to report the situation to the competent authorities.
- d) In addition, if the Compliance Officer has not made use of this procedure for a period of five (5) years, the Board of Directors may ask the Legal Representative to contract an audit firm.
- e) All other aspects related to the procedure to follow in these cases shall be governed by Appendix X of this Program.



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**APPENDIX III
SPECIAL DUE DILIGENCE MEASURES RELATED TO THIRD PARTIES THAT
INTERACT WITH PUBLIC OFFICIALS IN TERPEL'S NAME**

By means of its Compliance Policies, and especially the Suppliers and Contractors Manual and the Comprehensive System for the Prevention and Administration of the Risk of Money Laundering and the Financing of Terrorism, Terpel maintains strict control of its Contractors starting with the selection process and during the entire execution of the contract.

By virtue of the Compliance Policies, Terpel engages in all the Due Diligence recommended by the highest international standards that are fully in effect. In addition to what is established in the indicated Compliance Policies, the following additional measures must be taken:

- a) With respect to the selection process and contracting
 - a. All contracts entered into shall include the corresponding Anti-corruption clauses in Appendix V of this Manual.
 - b. A “Disclosure Letter” shall be required from the Contractor, in which the Contractor declares whether there are any current investigations into possible violations of the Anticorruption Regulations that could affect the execution of the contract to be entered into, and the status of those investigations.
 - c. During the contracting process, Terpel must carry out a search of the Sanctions Lists. The results must be saved as supporting information for the contracting process. When there are processes to select third parties who interact with Public Officials in Terpel’s name, the company shall abstain from contracting any party that appears on Sanctions Lists.
 - d. Terpel will procure to use private electronic selection processes for 100% of this type of contracting:
 - i. The processes must guarantee objectivity, the score, and compliance with Terpel’s requirements by the selected Contractor.
 - ii. To comply with this measure the virtual platform designed by Terpel will be used, and it must be reviewed and updated annually.



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iii. For each private selection process, the rules will be published in the virtual system for participating in them, and interested parties will have access to them.

b) With respect to the execution of the contract:

- a. If the Compliance Officer, the Legal Representative or the Internal Audit area deems necessary, follow-up will be conducted on their actions outside the country.
- b. The actions for which follow-up will be done by the Compliance Officer, the Legal Representative, or the Internal Audit area will be: (i) payments made by the Contractor by virtue of the execution of the contract, (ii) the respective supporting documents, (iii) the documentation presented to Public Officials, (iv) whether or not meetings have been held between the Contractor and Public Officials, and (v) any other action deemed relevant.
- c. The configuration of any warning sign as described in clause 4.28 of the Policy for Compliance with Accounting Transparency and Anti-bribery Practices vis-à-vis Government Officials must be considered to be a situation that generates risk in the form of Acts of Corruption. Therefore, in the case of any warning sign, the Compliance Officer, the Legal Representative, or Internal Audit will decide whether or not to open an investigation.



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**APPENDIX IV SPECIAL MEASURES FOR THE EXECUTION OF CONTRACTS WITH
GOVERNMENT ENTITIES**

To execute its corporate purpose, Terpel enters into contracts with Colombian government entities. A series of procedures must therefore be implemented to mitigate the risks of said activity.

In addition to complying with the parameters indicated in the Code of Principles, Duties, and Prohibitions, the following procedures must be followed for the execution of contracts at service stations, airports, and seaports:

- c) Special measures with respect to the execution of supply contracts at service stations:
 - a. Service station employees are not authorized to supply products to Public Officials without that action being duly recorded on the record sheet for the contract entered into with the government entity.
 - b. In those cases in which Public Officials directly approach employees and request services be provided but not recorded as part of the contract, the employee must immediately refuse to do so;
 - c. Once the Public Official leaves the service station, the situation must be reported to the employee's supervisor or reported using the Whistleblowing Channels established.
 - d. Special procedure after the report in such cases:
 - i. Terpel guarantees there will be no retaliation of any type against the employees, nor will there be deductions from their salaries based on the actions described above; reports must be made effectively and immediately.
 - ii. Once the Compliance Officer receives the report, he or she will determine, together with the Legal Representative, whether opening an internal investigation is pertinent. Said investigation shall take place according to the procedures indicated in Appendix X of the Program.



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- d) Special measures with respect to the execution of supply contracts at airports and marine operations:
- e. The same additional parameters must be followed that are described in the section above for the execution of contracts at service stations.
 - f. In addition, it must be borne in mind that the supporting paperwork, invoices, and other documents recording the supply must be complete, and contain true and accurate information. Any doubts must be reported immediately to the immediate supervisor and to the Compliance Officer or Legal Representative.
 - g. Reporting amounts smaller than those actually supplied or requested is prohibited.
 - h. In those cases in which an employee detects that the documents supporting the transaction have been changed or deliberately filled out incorrectly, this must be reported using the Whistleblowing Channels.



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**APPENDIX V
TERPEL'S ANTICORRUPTION CLAUSES**

All contracts Terpel enters into with its Contractors (including suppliers, clients, and intermediaries), shall include the following clauses:

a) CONTRACTOR PROHIBITIONS DERIVED FROM TERPEL'S COMPLIANCE POLICIES

The CONTRACTOR, and its parent, subordinate, or affiliated companies, and their respective administrators, shareholders, representatives, employees, contractors, and agents may not give or receive commissions, fees, discounts, or gifts in consequence of signing this contract to or from any administrator, shareholder, representative, employee, contractor, or agent of Terpel, nor may they negotiate with any of those persons in their own benefit. The CONTRACTOR shall immediately notify Terpel when it becomes aware of a possible infraction of this clause.

In the same way, the CONTRACTOR, and its parent, subordinate, or affiliated companies, and their respective administrators, shareholders, representatives, employees, contractors, and agents may not make any payment or give anything of value to any official of a government or national or international organization of a public nature (including any official or employee of any public entity, division, agency, special administrative unit, or any legal mechanism through which the government acts) in order to influence a decision by said entity or person, or obtain an advantage for Terpel or for the CONTRACTOR relative to the execution of the contract.

If the CONTRACTOR has knowledge of the possible occurrence of any such events, it must immediately notify Terpel regarding a possible violation of this clause.

A violation of any of the provisions of this clause shall be considered a serious breach of contract, and shall authorize Terpel to terminate the contract, as well as any other contract existing between the parties, without giving rise to the payment of any amount of money or compensation.

b) COMPLIANCE WITH THE BUSINESS ETHICS PROGRAM AND THE ANTICORRUPTION REGULATIONS

In execution of this contract, THE CONTRACTOR declares it knows and has read, and promises to strictly adhere to (i) Terpel's Business Ethics Program, (ii) Terpel's Code of Principles, Duties, and Prohibitions, (iii) Terpel's Compliance Policies, and (iv) the Colombian Laws regarding asset laundering and financing of terrorism, Colombian laws regarding domestic and transnational bribery and other corrupt practices described in



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the Criminal Code in Laws 1474 of 2011 and Law 1778 of 2016, the international treaties on fighting corruption and transnational bribery of which Colombia is a member party, as well as the US Foreign Corrupt Practices Act (“FCPA”) and the UK Bribery Act 2010 (“UK Bribery”), (as a group referred to as the “Applicable Anticorruption Laws”). In consequence, it expressly declares that it knows the obligations for which it is responsible (including the obligations that are the responsibility of its parent and subordinate companies, shareholders, administrators, contractors, and employees), contained in the Applicable Anticorruption Laws, the directives for keeping accounting and business books established in Colombian laws, and the obligations imposed on Contractors by Terpel’s Compliance Policies, and specifically in Terpel’s Business Ethics Program.

The parties therefore agree on the following:

1.1.1 For the purposes of this contract, **“Public Official”** refers to all persons in any jurisdiction who hold a public office or are contractors in any branch of government power (executive, legislative, or judicial), or entity or office of said country, at any level, whether national, departmental, municipal, regional, federal, state, etc., and including any business owned by the government or an international public agency. Also considered to be Public Officials are members of the military forces and police, private parties that exercise public functions in a permanent or temporary manner, officials and workers at autonomous bodies, as well as any person acting in an official nature for or on behalf of a government and/or that is a candidate to a political position or a representative of a political party.

1.1.2 For the purposes of this contract, **“Compliance Policies”** refers to Terpel’s internal policies, which include Terpel’s Code of Principles, Duties, and Prohibitions, the Business Ethics Program, the Policy for Compliance with Transparent Accounting and Anti-bribery Practices with Government Officials, the Code of Conduct, the Comprehensive System for the Prevention and Administration of the Risk of Asset Laundering and the Financing of Terrorism, the Corporate Affairs Policy, the Code of Good Corporate Governance, and the Suppliers and Contractors Manual.

1.1.3 **Prohibited Conduct.** THE CONTRACTOR declares that it has not engaged or taken part, nor does it have evidence that indicates that THE CONTRACTOR, its parent company, subordinate or affiliate companies, or their respective administrators, shareholders, employees, contractors, or agents, or any other person acting in their representation, have engaged or taken part, either directly or indirectly, in:

i.A Prohibited Payment, with respect to this contract, which is defined as all offer, gift, payment, promise of payment or authorization of payment of amounts of money or any item of value, either through direct or indirect means, to a Public Official, even if it is for the use or benefit of another person or entity, in the degree that it is known



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and there is reason to believe that the offer, promise, gift, or payment to the Public Official is motivated by or geared toward: (i) influencing an action or decision by the public officer in his or her official capacity, (ii) inducing the public officer to carry out or not carry out any action in violation of his or her lawful duty, (iii) obtaining any illegitimate advantage, or (iv) inducing the Public Official to use his or her influence with the government or any of its offices to affect or influence any action or decision by said government or office, with the objective of obtaining and/or retaining a business deal, obtaining a competitive advantage, and/or commercially benefiting an entity or person.

*ii.A **Prohibited Transaction**, with respect to this contract, whose definition includes the following:*

a. Receiving, transferring, transporting, retaining, using, structuring, diverting, or hiding the product of any unlawful activity, including fraud or bribery of a Public Official;

b. Taking part or getting involved in, financing, or financially supporting or in any other way sponsoring, facilitating, or granting donations to any terrorist individual, activity, or organization; or

c. Participating in any transaction or business dealings with a "Reported Person," that is, with any person or entity whose information is listed in the databases and lists issued by government entities in Colombia, the United States of America, the United Kingdom and/or the United Nations (especially but not limited to the OFAC lists issued by the Office of Foreign Assets Control in the United States Treasury Department), in the event said information is related to asset laundering, the financing of terrorism, drug trafficking, domestic bribery, transnational bribery, other Acts of Corruption, and/or economic embargoes or arms embargoes.

1.1.4 Accounting, Books, Records and Internal Control Provisions *THE CONTRACTOR shall comply with the provisions for accounting, keeping books, records, and internal control provisions included in the Applicable Anticorruption Laws. To do that it must (but is not limited to this) keep rigorous accounting books, together with periodic controls of those books, and keep records of transactions connected with this contract, always permitting TERPEL to verify said information.*

1.1.5 Commitments

i. THE CONTRACTOR shall take all reasonable measures to guarantee compliance with these provisions, as well as with the Applicable Anticorruption Laws and Terpel's Compliance Policies by their shareholders, administrators, directors,



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officers, employees, agents, and all other individuals working for the company in the execution of this contract (including, but not limited to its subsidiary and affiliated companies, subcontractors, consultants, representatives, and intermediaries).

- ii. THE CONTRACTOR shall immediately report to Terpel any possible occurrence of a Prohibited Payment or Prohibited Transaction related to and on occasion of this contract, as soon as it has knowledge or reason to believe that any of said conduct has taken place.*
- iii. If THE CONTRACTOR comes to have some indication leading it to believe that a Prohibited Payment or Prohibited Transaction has taken place or could come to take place, either directly or indirectly, in connection with this contract, THE CONTRACTOR shall cooperate in good faith with Terpel to determine the scope of the possible violation by contracting an independent third-party to investigate the matter and supply its findings in a written format to both parties.*
- iv. THE CONTRACTOR promises to engage in reasonable Due Diligence with respect to all of its contractors, consultants, agents, employees and/or representatives it employs to comply with this contract, allowing it to identify whether there are any risks in the area of compliance with Terpel's Compliance Policies or the Applicable Anticorruption Laws.*
- v. The parties agree that any failure to comply with one or more provisions of this clause shall be considered a serious breach of contract, and sufficient reason for Terpel to unilaterally terminate with just cause the contract between the Contractor and Terpel, without giving rise to a responsibility to pay any amount of money or any compensation. In said event, THE CONTRACTOR shall lose all right to claim any additional payments owed to it by virtue of said contracts that are not payments for services already provided in accordance with said contracts, and will also be liable for any loss or damage caused to Terpel in accordance with the applicable laws. THE CONTRACTOR will compensate and hold Terpel harmless for any complaints, costs, liabilities, obligations, or losses and damages incurred by Terpel including, but not limited to, attorney's fees.*

1.1.6 The parties expressly declare that the provisions of this clause are substantive and shall survive the termination of the contract for an indefinite term."

Any reluctance on the part of the Contractor to include the mentioned clauses in the respective contracts may, at the discretion of the Compliance Officer and the Legal Representative, be considered sufficient reason to abstain from entering into a contract.



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Terpel will also include a provision in all of its contracts that allows it to unilaterally terminate contracts with just cause, without the payment of any compensation, when its contractual counterpart is included or reported on the Sanctions Lists issued by the United States Office for Foreign Assets Control (OFAC) (Clinton List), the list of the United Nations Security Council, or the Interpol List.



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**APPENDIX VI
DONATIONS TO GOVERNMENT ENTITIES**

In addition to complying with the Corporate Affairs Policy regarding its parameters for the approval of donations, Terpel personnel must take the following additional parameters into account in those cases in which the recipient of the donation will be a government entity:

- a) Terpel shall abstain from making donations to regional institutions, either directly or indirectly, when the company is participating in tenders or any other selection process with an eye toward entering into contracts, at the time the donation is studied, approved, or made.
- b) Terpel shall abstain from making donations, either directly or indirectly, to regional institutions with which it would like to begin negotiations or procedures for entering into contracts in the following year.
- c) Terpel, with approval from the sustainability committee and informing the Compliance Officer, may allocate funds, either directly or indirectly, for donations to regional institutions with which it is already executing contracts.

Any exception to the parameters established here must be approved by the sustainability committee. In no case may the decision to authorize exceptions to these principles be based on benefits expected by Terpel as a contractor for public institutions. At all times it will be kept in mind that the main purpose of donations is to have a positive impact on society in the geographic areas in which the company exercises its corporate purpose.



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**APPENDIX VII
DUE DILIGENCE IN THE CASE OF BUSINESS INTEGRATIONS IN WHICH TERPEL
PARTICIPATES**

Terpel recognizes that the Anticorruption Regulations, especially Law 1778 of 2016, establish special obligations and procedures for business integrations (mergers and acquisitions).

In all cases in which the company participates in a business integration through mergers, acquisitions, spinoffs, or a business reorganization that involves third parties, the company, under the supervision of the Compliance Officer, shall engage in advanced Due Diligence focused on detecting risks of violation of the Anticorruption Regulations and risks of corruption. The Due Diligence may be undertaken by company employees or using outside consultants.

The parameters of the advanced Due Diligence for the transactions described in this section will be determined in each case by the legal team at Terpel in accordance with its knowledge of its counterpart. By way of example, the parameters are listed below for engaging in Due Diligence for preventing contagion risk for Terpel of sanctions against the successor company, as indicated in article 6 of Law 1778 of 2016 (successor liability), and for preventing ineligibility for entering into a contract with public institutions in accordance with article 31 of Law 1778 of 2016:

- a) Search the Sanctions Lists for the company that will be the counterpart, and for the company's shareholders, members of the Board of Directors, and legal representatives.
- b) Search the database of the Colombian judicial branch and, if possible, of the other countries in which the counterpart operates, for proceedings or investigations under way of any type against that company based on Acts of Corruption.
- c) Confirm that the counterpart to the transaction is not ineligible to enter into contracts with the State based on Acts of Corruption in accordance with the Anticorruption Regulations.
- d) Comply with the parameters established in the internal policies for this area.

If in accordance with the results of the advanced Due Diligence, there is a contagion risk for Terpel or for its shareholders, those risks will be made known to Terpel's Board of Directors so that it may order any measures necessary to avoid the risk, and may make a decision as to whether to move ahead or not with the transaction.



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**APPENDIX VIII
SPECIAL MEASURES FOR TERPEL AFFILIATES IN OTHER COUNTRIES**

In addition to what is indicated in the Compliance Policies and the Code of Principles, Duties, and Prohibitions, Terpel will comply with all the following procedures relative to affiliated companies in other countries:

- a) The Compliance Officer or his or her delegate will determine the level of risk of Acts of Corruption for the intermediary or Contractor.
 - a. In accordance with the policies and procedures indicated in the Suppliers and Contractors Manual, during the contracting process, Terpel will engage in Due Diligence with the purpose of determining whether or not these persons have criminal records, or have judicial investigations underway against them for Acts of Corruption.
 - b. A medium-level risk of Acts of Corruption in accordance with the Compliance Officer's criteria must go through special internal procedures to be able to continue with the contracting process.
 - c. For intermediaries or Contractors that have a high risk of Acts of Corruption, special follow-up will take place by the Compliance Officer. Should a high risk of contagion be determined, the contractual relationship may be terminated in accordance with the Anticorruption clauses included in the contracts.

- b) Whenever Terpel considers commencing operations in new countries it should take into account the Corruption Perception Indices when making the business decision. In all cases:
 - a. Avoid entering into contracts with companies or government entities in countries that have high rates of cases of corruption, unless that contract is authorized by the Compliance Officer on a well-reasoned basis and under procedures that permit mitigating the risk.
 - b. In all cases, contracting with companies or government entities in countries with high rates of corruption will require updating this Program with specific procedures for those countries.



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- c) With regard to Contractors and intermediaries that interact in Terpel's name with government entities in other countries, the stipulations of Appendix III of this Manual must also be met.



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**APPENDIX IX
COMPLIANCE AUDIT AND CONTROL**

With the purpose of overseeing Program compliance, the Compliance Officer must continually review compliance of the procedures established in the Program on the part of shareholders, directors, employees, and Contractors connected with Terpel, and will submit the corresponding reports to the Board of Directors, establishing compliance or noncompliance with this Program and with the Anticorruption Regulations.

The Compliance Officer may engage in audits, and, together with the Legal Representative, shall determine the proper procedures and choose the form and the means for doing the audits. To do this, he or she may use, among other means, but not limited to: random interviews of personnel, self-evaluations, control of critical points in procedures, and reviews of supporting documents, etc.



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**APPENDIX X
PARAMETERS FOR INTERNAL INVESTIGATIONS**

All internal investigations that take place at Terpel for possible Acts of Corruption must be done in line with the following parameters.

a) General principles for internal investigations:

- a. Confidentiality: The information obtained during the entire investigation shall remain completely confidential. Only the Compliance Officer, the Legal Representative, and the Board of Directors may have knowledge of the opening, development, and consequences of the investigation. On an exceptional basis, and in compliance with the principle of coordination, the Compliance Officer may inform other employees of the internal investigation.
- b. Efficiency and efficacy: Internal investigations must be done dedicating sufficient resources and time to them so that decisions can be made regarding possible Acts of Corruption promptly and accurately. Therefore, the Compliance Officer must develop a plan to follow with a determined timeline and matters to investigate in order to not misuse the resources invested.
- c. Primacy of legality: The internal investigations shall take place with the objective of protecting the legality of all of Terpel's actions and activities. Decisions made after internal investigations must protect legality and must bear in mind Terpel's interests and protection of its employees.
- d. Due process: Terpel, when it deems convenient, may inform the employee or Contractor implicated in the possible Acts of Corruption of the internal investigation, so that the employee or Contractor may make a declaration regarding the events occurred.
- e. Coordination: To undertake internal investigations, the Compliance Officer may seek support from the area directors he or she deems convenient, especially in the areas of human resources, accounting, and internal audit.
- f. Impartiality: The Compliance Officer must guarantee that all internal investigations are done based on objective criteria, without imposing

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beliefs or subjective criteria. When there is knowledge of a possible Act of Corruption on the part of members of the Board of Directors, the Board will be informed so that, as a body, measures can be taken relative to the implicated member in order to guarantee impartiality.

- g. Information: The Compliance Officer must continually report to the Board of Directors regarding the progress made on internal investigations. To do that he or she may communicate that progress during board meetings, or through a report or separate written documents without the need for a separate meeting of the Board of Directors, in the event it is deemed pertinent.

- b) The internal investigation will be led by the Compliance Officer with support from the Internal Audit area. In turn, the Compliance Officer may ask the Legal Representative to contract outside consultants who are specialists in forensic accounting, legal consulting, or any other area that is necessary for this type of investigation, when deemed convenient.

- c) Opening an internal investigation will be the decision of the Compliance Officer together with the Internal Audit Manager and the Legal Representative, and must be based on reports coming through the Whistleblowing Channels or on events personally known by the Compliance Officer that have a certain degree of probability regarding their accuracy.

- d) When the Compliance Officer makes a decision to inform the employee or Contractor implicated in the Acts of Corruption, he or she may request explanations either in writing or through personal interviews, or any other form deemed convenient.

- e) The results of the internal investigation may be discussed by the Compliance Officer, the Vice President of the Legal area, and the Legal Representative of Terpel in order to issue a single opinion regarding (i) the commission of Acts of Corruption, (ii) the identification of all the people implicated, (iii) the adverse effects that could be generated by the Acts of Corruption, (iv) and a recommendation to the Board of Directors regarding the next steps to take and the decisions that should be made regarding those implicated.

- f) An internal investigation may conclude early if the Compliance Officer believes that the operation or action was justified and had a legal basis. Likewise, if deemed necessary, he or she may report to the Board of Directors, which may request a re-evaluation.



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- g) The Board of Directors may make a decision regarding each internal investigation as it deems necessary.

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RISK MATRIX

Activity	Risk level	
Countries. Acts of Corruption based on interaction with government entities in other countries, either directly or through third parties	Panama	<u>Medium</u>
	Peru	<u>Medium</u>
	Ecuador	<u>Low</u>
	The Dominican Republic	<u>Low</u>
Public tenders in Colombia. Execution of the contract and payment by Public Officials to provide inputs for particular purposes, on behalf of the company.	<u>High</u>	
Third parties or suppliers that interact with Public Officials in Terpel's name.	<u>High</u>	
Payment of earnings-based commissions to employees upon choosing a determined supplier.	<u>Medium</u>	
Fraud through theft or through gifts purchased for people on the payroll.	<u>High</u>	
Investments made by Terpel in retailers.	<u>High</u>	
Marine operations.	<u>High</u>	
Knowledge of the current Policy for Compliance with Accounting Transparency and Anti-bribery Practices vis-a-vis Government Officials	<u>High</u>	
Donations.	<u>High</u>	
Corporate Affairs Policy (including the donations policy).		