



# **Compliance, Transparency, and Ethics Manual**

 **Open**

# Table of contents

- 1. INTRODUCTION ..... 3
- 2. COMPLIANCE POLICIES..... 4
  - 2.1 Due Diligence Policy ..... 4
  - 2.2 Compliance Audit Policy..... 4
  - 2.3 International Procurement Due Diligence Policy ..... 4
  - 2.4 Organization Accounting Due Diligence Policy ..... 5
  - 2.5 Independent Contractor Payment Policy ..... 5
  - 2.6 Gift and Entertainment Policy..... 5
  - 2.7 Sponsorship Policy ..... 6
  - 2.8 Donation Policy ..... 6
  - 2.9 Policy on Political Contributions ..... 6
- 3. REPORT OF AN UNETHICAL EVENT ..... 7
- 4. SANCTIONING REGIME ..... 7





## 1. Introduction

The Compliance Manual of the Transparency and Business Ethics Program of Open International S.A.S. aims to communicate the Organization's policies regarding the management of transnational bribery risk. In doing so, we want to inform employees, shareholders, customers, suppliers, contractors, and the general public their purposes, emphasizing them to apply these practices.

Open International S.A.S. a policy is a guideline that governs the action of a person or area in a given matter. Our policies correspond to the general statement of principles that represents the Organization's position for a defined area and that, once adopted, become non-negotiable and mandatory patterns of behavior.

Each of the collaborators of Open International S.A.S. understands that their behavior has a direct impact on the reputation of the Organization. The obligation as a member of Open International S.A.S. is to understand, apply, and frame your behavior in the policies set forth in this document.



## 2. COMPLIANCE POLICIES

### 2.1 Due Diligence Policy

Open International S.A.S. guarantees that the due diligence (see glossary) will be carried out by collaborators, or third parties specialized in these tasks. The party in charge must have human and technological resources to collect information about the commercial, reputational, and sanctioning background in administrative, criminal, or disciplinary matters that have affected, affect, or may affect the persons subject to due diligence.

Persons subject to due diligence will include both contractors and individuals who provide services to contractors under any contractual modality, hereinafter "subcontractors", provided that these are relevant in an international business or transaction involving the Organization.

In order to carry out an adequate knowledge of third parties, any activity of linking or contracting with persons or companies, that involves payment or exchange of assets in money or kind must be made in accordance with the guidelines established in this Manual and the SAGRILAF Manual of the Organization.

Additionally, Open International S.A.S. has incorporated clauses in the contracts it enters into with different natural or legal persons as a mechanism for preventing the risk of transnational bribery that empower it to terminate the contractual relationship unilaterally when such person is included in the aforementioned restrictive lists, or is linked by the authorities to investigations for corruption and transnational bribery.

### Compliance Audit Policy

Open International S.A.S. ensures systematic, critical, and periodic reviews regarding the proper execution of the different compliance risk management systems of the Organization.

In the audit program, Assurance Bodies must include a specific program for the verification of processes and controls related to the prevention and control of compliance risks, in order to measure the effectiveness of each and every one of the stages and elements of the systems in question.

Result and conclusion reports should be sent to the Compliance Officer who must establish the necessary corrective actions.

### 2.3 International Procurement Due Diligence Policy

In all cases in which Open International S.A.S. carries out international operations as a possible acquirer, such as merger operations, purchase of shares, quotas or parties of interest or any other business restructuring procedure, the Organization will guarantee the performance of due diligence activities through the Assurance Bodies or an expert external firm, with the aim of identifying liabilities and contingencies related to possible acts of transnational bribery.

## 2.4 Organization Accounting Due Diligence Policy

Open International S.A.S. is obliged to keep complete and reliable accounting books and records. Expenses, liabilities, and contingencies must be fully and accurately disclosed in all business documentation, not only in terms of amounts, but also in terms of their nature or destination. Therefore, it is totally forbidden to create false or misleading records, or to accept a record that does not meet our requirements from suppliers or third parties.

To ensure the above, as part of the audit programs, the Organization will require the Tax Auditor to verify the fidelity of the accounts and ensure that in the transfers of money or other property made by the Organization, there are no hidden direct or indirect payments related to bribes or other corrupt practices.

## 2.5 Independent Contractor Payment Policy

In any case that Open International S.A.S. needs to hire contractors, suppliers, intermediaries, agents, distributors, advisors, consultants, and people who are a part of collaboration or risk-sharing contracts with the Organization, for the development of its international operations, it may not make or promise any payment, except in exchange for legitimate goods or services. Any such payments shall be for an amount not exceeding the fair market value of the goods or services legitimately received.

Before hiring any contractor, due diligence must be performed by the PTEE Compliance Officer in order to verify the suitability, good credit, or reputation of the third party, and whether it can interact with public officials abroad on behalf of Open International S.A.S. The Organization expects contractors to comply with applicable laws and maintain the highest ethical standards of business conduct.



## 2.6 Gift and Entertainment Policy

As a policy of Open International S.A.S. , employees, shareholders and contractors, the latter in consideration of their specific legal relationship with the Organization, may not deliver gifts and make payments for entertainment in favor of third parties.

Exceptionally, and on those occasions in which the exchange of gifts and payments for entertainment activities are courtesy gestures, appropriate and exclusively related to their work, employees, shareholders, and contractors may deliver gifts and make payments for entertainment.

In no case should the exceptional delivery of gifts and entertainment payments fall within the definition of transnational bribery adopted by this Compliance Manual; that is, the gift and payment for entertainment, made exceptionally, cannot be considered as an incentive for a public servant from abroad to omit, perform, accelerate, or delay a management at his expense.

In order to determine the cases in which gifts and payments for entertainment activities are appropriate and exclusively related to their employment, employees, shareholders and contractors, they must observe the following guidelines:

- Entertainment gifts and payments should be modest.
- Gifts and entertainment payments cannot be delivered in cash in any case and under any circumstances. Payment for these items must be made directly to the supplier of the product or service, which must be credited by the corresponding invoice.
- They must be gifts and entertainment payments given in good faith.
- They should be occasional.
- They must not undermine local morals and customs.
- They must observe all applicable local laws and regulations.
- They must be by nature a courtesy, an act termed as friendly, adjusted to the practice of the business.
- Entertainment gifts and payments must be pre-approved subject to the Organization's spending policies and procedures.

The above policy and guidelines apply to all cases in which, exceptionally, a gift or payment for entertainment is made, including those in which payments are made with the own resources of employees, shareholders, and contractors.

Likewise, all employees of the Organization must comply in addition to the above, with the provisions of article 14. Gifts and Entertainment, from the Code of Conduct.





## 2.7 Sponsorship Policy

Since Open International S.A.S. occasionally performs or participates in professional events sponsored by third parties or by the Organization in exchange for advertising or other type of benefit, the Due Diligence policy for the linking of Contractors will be applied in these cases.

The invitation extended to a foreign government employee to sponsored events may not be in any case conditioned on said employee performing, omitting, or delaying any action on his part.

In any case, the objective of such invitations to foreign government employee must be to enhance the knowledge in the different topics associated with the corporate purpose of the Organization and must always be made in good faith.

## 2.8 Donation Policy

The collaborators and shareholders of Open International S.A.S. may make donations on behalf of the Organization, observing the regular procedures and provided that such conduct is a donation, meaning for purposes in good faith, directed to non-profit organizations, and without benefits being derived from such act related to a particular act, business, or transaction of the Organization.

Donations, as defined in the preceding paragraph, shall be made in compliance with all applicable laws and regulations, especially those related to tax matters.

The Due Diligence policy of the manual will be applied to any non-profit organization that is considered a beneficiary of a donation.

## 2.9 Policy on Political Contributions

Open International S.A.S. defines "Political Contributions" as the delivery of sums of money, objects of pecuniary value, or other benefits in favor of a political party, political candidate, or a political campaign.

Open International S.A.S.'s policy on Political Contributions states that collaborators and shareholders are not authorized to give, offer, or promise contributions of any nature to political parties, political campaigns, or third parties publicly or privately linked to them, on behalf of the Organization. This prohibition covers charitable donations as an alternative to Political Contributions.

However, the employees and shareholders of Open International S.A.S. can make Political Contributions. In this case, they must always keep in mind that they are collaborators or shareholders of Open International S.A.S. and that, therefore, their actions may be confused with those of the Organization. Consequently, they must take all the necessary and recommended measures to avoid the understanding that their political activism compromises Open International S.A.S. to any extent. Open International S.A.S. does not authorize employees and shareholders to behave in the following ways:

- Use the Organization's time, goods, services, or equipment to carry out or support personal Political Contributions;
- Procure, before the Organization, in any way, the refund of any part of their Political Contributions.

### 3. REPORT OF AN UNETHICAL EVENT

Any collaborator, shareholder, contractor and persons who are party to collaboration or risk-sharing contracts with Open International S.A.S., must act governed by ethical behavior, meaning they must act in accordance with the values and principles that have been established in this Manual and in the Code of Conduct of the Organization.

If anyone stated above becomes aware of any behavior that goes against the principles and ethical values of the Organization, or the prevention of the risk of transnational bribery, as well as any other corrupt practice, they must report it to:

- Their direct boss, or whoever is in authority over that boss
- Contact the Vice President of Human Resources by sending the report to the email [Hugo.Ocampo@openintl.com](mailto:Hugo.Ocampo@openintl.com)

In the event that the reporter needs to use another communication channel to report the issue because the situation indicates commitment of any of the persons responsible mentioned above or because they prefer to guarantee their total anonymity, they may do so by contacting the Compliance Officer of the Organization, through the unethical complaints mailbox located on the website of Open International S.A.S., where you can describe the event to be reported and optionally detail the names or position of the persons or agencies involved in the unethical conduct:

- [www.openintl.com](http://www.openintl.com)
- **ABOUT OPEN** menu
- **Line of Ethics** Option

Investigations of reported cases are the responsibility of the reporter's direct boss, the Vice President of Human Resources, and the Compliance Officer if needed. It is important to keep in mind that investigations are conducted on the principle that the person involved in the report is innocent until proven guilty, and that such investigations are conducted based on the belief that the case reporter does so in good faith, and not in a malicious manner seeking to harm others.

### 4. SANCTIONING REGIME

This Manual, containing policies that must be observed in all transactions of the Organization, has been designed in accordance with the laws of the Republic of Colombia, observing the different applicable rules defined by the Superintendency of Companies. It is a formal invitation to promote and reinforce the obligation to do things correctly and helps to ensure that the Policies are fully understood. Their compliance is mandatory by each and every one of the shareholders and collaborators of the Organization.

It is the responsibility of each of the shareholders and collaborators of the Organization to ensure strict compliance with legal provisions and internal rules and procedures. Permissive behavior in violation of norms by the boss or superior should not exist.

In their daily activities, the shareholders and collaborators of the commercial processes, supply management, talent management and Internal Control assurance, must evaluate the degree of compliance with the policies and provisions described herein, in order to detect deviations, and inform the Compliance Officer to take the necessary corrective measures and apply the sanctions if applicable.

The occurrence of irresponsible, permissive, negligent, inefficient or omissive actions and attitudes in the commercial and operational development of the Organization may lead to the application of the Sanctioning Regime published in the Internal Work Regulations approved by the president of the Organization and that is fully known to each and every one of the collaborators.

Sanctions and disciplinary actions are applied on a case-by-case basis and depend on how severe the non-compliance is. To graduate the sanctions, the directors of the Organization will be consulted with the purpose of guaranteeing that the measures that are taken are fair, equitable, and guarantee the protection of the rights of our collaborators and of the Organization.

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