# Transparency Program and Business Ethics

Nutrition
for
life

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## 1. OBJECTIVE

The objective of this program is to publicly declare the commitment of **Boydorr S.A.S.** and **Boydorr Nutrition S.A.S.** (hereinafter, jointly "the Boydorr Companies"), as well as their Directors and Administrators, with an ethical and transparent action before their stakeholders, and with the conduct of their business in a responsible manner.

In this sense, the Program establishes the guidelines and rules that all administrators, shareholders, collaborators, suppliers, allies and other persons subject to the Program, must comply with in their relationship with the different counterparties of the Boydorr companies, as defined below.

Likewise, the purpose of the Manual is to prevent, identify and mitigate the risks of corruption and transnational bribery, as well as to define the stages, elements and methodologies necessary for their adequate control and management, in the development of the corporate purpose of the Companies.

## 2. SCOPE

The Transparency and Business Ethics Program (hereinafter, the "PTEE") applies to all the human team linked to the Boydorr companies, as well as to all related parties and stakeholders, understood as shareholders, administrators, collaborators, customers, suppliers, contractors and, in general, to all those with whom a commercial relationship is directly or indirectly established. contractual or cooperative with the Boydorr companies or their related companies.

The policies, methodologies, definitions and procedures contained in this Manual are mandatory for the subjects to which it is applicable. Failure to comply with the provisions herein may give rise to the labor or contractual sanctions that may be applicable, including the termination of contracts, as well as legal actions of a criminal or administrative nature, in accordance with the seriousness of the conduct and the regulations in force.

## 3. INTRODUCTION

The business management of Boydorr companies is based on the principles of integrity, responsibility and respect. By virtue of these principles, Boydorr companies, their Directors and Administrators promote among their human team, as well as among their customers, suppliers, contractors and other stakeholders, compliance with the highest ethical standards in the development of their activities. These principles guide the conduct of the Companies and are consolidated in this Transparency and Business Ethics Program, which includes the corporate values and establishes the necessary guidelines to promote high ethical standards and self-regulation.

The PTEE is adopted in full compliance with the provisions of Law 1474 of 2011, Law 1778 of 2016, Law 2195 of 2022 and External Circular 100-000011 of 2021 issued by the Superintendence of Corporations, as well as the regulations that modify or complement them. It is also based on the international conventions signed by Colombia, including the Inter-American Convention against Corruption of the Organization of American States (1997), the United Nations Convention against Corruption – UNCAC (2005) and the Convention of the Organization for Economic Cooperation and Development (OECD) on Combating Bribery of Foreign Public Officials in International Business Transactions (hereinafter, the "Anti-Corruption Provisions").

Thus, the Boydorr companies present the Transparency and Business Ethics Program through which they seek to strengthen an organizational culture based on ethical principles, promote respect for the rules of free competition, ensure the veracity and transparency of the information of the Boydorr companies, safeguard their good image and corporate reputation, and guarantee an internal control approach focused mainly on the management of Corruption and Bribery Risks Transnational (hereinafter C/ST Risks) and those potential behaviors that do not conform to internal regulations and the Law.

# 4. ELEMENTS OF THE PTEE

## 4.1. TRANSPARENCY AND BUSINESS ETHICS PROGRAM

### 4.1.1. PTEE Design and Approval

The Boydorr companies designed and approved the PTEE by taking the following specific actions:

- The PTEE is approved by means of minutes of the Highest Corporate Body of each Company.
- For the design of the PTEE, the risks of Corruption and Transnational Bribery to which the Companies are exposed were identified, considering their size, industry or economic sector, geographical areas, third party intermediaries, among others.
- The PTEE was structured in such a way as to identify, detect, prevent and mitigate the risks of Corruption and Transnational Bribery, creating appropriate procedures and controls and assigning specific functions to the internal collaborators of the Companies.
- By means of said minutes of the Highest Corporate Body, it was established that the PTEE and the guidelines contained therein will be mandatory for the Companies, their Internal Collaborators and other Stakeholders.

### 4.1.2. Disclosure

In order to effectively prevent bribery, transnational bribery and corruption, the Compliance Officer or his designee will carry out the following actions to disseminate the Compliance Policies and the PTEE:

I. It will publish the PTEE Manual on the intranet and the website of the Boydorr companies, guaranteeing its access and knowledge by all stakeholders.

II. It will carry out, at least once a year, a communication addressed to employees, suppliers and other third parties that it deems relevant, through email, the corporate website or the channel determined for this purpose, recalling the importance of preventing corruption and transnational bribery, as well as the main guidelines of the PTEE. These communications may include, among other topics, policies on the delivery of gifts and donations, reporting channels and applicable sanctions for non-compliance with the PTEE, as well as explanations and examples of the risks of corruption and transnational bribery that the Program seeks to prevent.

III. In the formalization of contractual relations with administrators, shareholders, collaborators and new suppliers, it will publicize the anti-corruption commitment of the Boydorr companies and invite their compliance.

### 4.1.3. Training

In order to ensure that the Transparency and Business Ethics Program (PTEE) is properly understood by employees, the Compliance Officer will coordinate, on an annual basis, training plans aimed at providing the necessary tools for compliance, according to the level of risk to which the different counterparties and activities of the Company are exposed.

The training plans will include specialized content according to the risk profile of each area that operates the Program, in order to ensure that employees have the necessary tools to identify and adequately manage the C/ST risks inherent to their functions. Each training will include a knowledge assessment to verify the understanding and appropriation of the contents taught.

#### 4.1.4. System Audit

The annual audit plan will include the verification of compliance with the PTEE, in order to identify possible deficiencies in its implementation and define the corresponding improvement actions.

In this sense, the results of the audits carried out must be communicated to the Legal Representative, the Compliance Officer and the Highest Corporate Body.

### 4.2. RISK MANAGEMENT

Corporate risk management is the process by which an organization identifies, analyzes, and evaluates the risks to which it is exposed, in order to understand their impact and relevance on processes, and manage them appropriately through the implementation of controls, the assignment of responsibilities, and the execution of treatment plans.

The Boydorr companies will take as a reference the methodology contained in numerals 6.4.3 and 6.4.4 of the Colombian Technical Standard ISO 31000 for risk management (current version), as well as the guidelines established in the applicable regulations on the prevention of Corruption and Transnational Bribery.

Information related to risk management, including the identification of risk factors and events, their measurement, defined controls and monitoring activities, is documented in the document "Risk Management Methodology C/ST (PTEE) - Boydorr".

#### 4.2.1. Risk Identification

The Boydorr companies recognize that, in the development of their activities and business relationships, they may be exposed to risks of Corruption and Transnational Bribery, which may materialize through their relationships with customers, suppliers, contractors, shareholders, collaborators and other counterparties.

For the purposes of this Transparency and Business Ethics Program (PTEE), the following risks have been identified, among others:

- **Legal Risk:** Refers to the risk derived from non-compliance with the laws, regulations and other applicable provisions on Corruption and Transnational Bribery, both nationally and internationally, which may lead to investigations, administrative actions, sanctions, fines, judicial or disciplinary proceedings by the competent authorities.

- **Reputational Risk:** This refers to the possibility of generating a negative, unfavorable or counterproductive perception of the Companies, their subsidiaries, internal collaborators or related third parties, which may cause loss of customers, affect market confidence, decrease in income or the initiation of judicial and/or administrative proceedings.

- **Risk of Contagion:** Corresponds to the possibility that the Boydorr companies may be affected by actions, omissions or improper conduct of their employees, administrators, shareholders, contractors, suppliers or other counterparties, or that such conduct may generate negative impacts for the Companies.

- **Financial Risk:** Corresponds to the possibility of suffering economic losses, pecuniary penalties or patrimonial effects derived from the materialization of risks of Corruption, Transnational Bribery or non-compliance with the applicable legal and control provisions.

### 4.2.2. Identification of Risk Factors for Corruption and Transnational Bribery (C/ST)

For the purposes of determining the risk factors, Transparency International, Transparency for Colombia and the OECD were taken as sources.

#### 4.2.2.1. Risk factors

At this stage, the risks of Corruption and Transnational Bribery are recognized. In particular, the risks related to the recruitment, admission or hiring of employees, senior managers, associates and contractors and those related to the management of payments in the company are identified.

In order to recognize the risks of Corruption and Transnational Bribery, the risk factors must be classified taking into account the following aspects:

**a) Country risk**

For the purposes of Transnational Bribery, it refers to nations with high rates of perception of corruption, which are characterized, among other circumstances, by:

- The absence of an independent and efficient administration of justice.
- A high number of public officials questioned for corrupt practices.
- The lack of effective rules to combat corruption.
- The lack of transparent policies on public procurement and international investment.

Persons responsible for establishing international business or transactions with third parties located in countries that have these characteristics must review and update, annually, the information of these counterparties, in accordance with the due diligence procedure provided for this purpose.

In addition, the persons in charge of linking counterparties must have as a fundamental guideline for this risk factor the corruption perception indices of Transparency International and the list of countries, jurisdictions, domains, associated states or territories as non-cooperative and with low or no taxation ("tax havens") provided for in Article 1.2.2.5.1. of Decree 1496 of 2024, and the other regulations that add, modify or replace it. The updating of these regulatory references does not constitute a substantial modification of this PTEE.

Persons responsible for establishing international business or transactions with third parties located in countries with a low or medium-low corruption perception index (CPI) must act with special diligence and strictly observe the provisions of this PTEE Manual.

**b) Economic sector risk**

According to the reports prepared by the OECD, there are economic sectors that present a greater exposure to the risk of corruption. In this regard, Boydorr companies must assess the level of risk associated with the economic sector in which they operate, as well as the sectors in which their customers, suppliers, contractors and other counterparties operate.

In addition, the level of risk may increase when the operations are carried out in jurisdictions with high rates of perception of corruption or when, due to the nature of the activities carried out, there is interaction with national or foreign public servants. Likewise, regulatory environments that require the obtaining of multiple permits, licenses, authorizations or procedures before authorities can increase exposure to risks of Corruption and Transnational Bribery, due to the risk of trying to obtain undue advantages to expedite procedures.

**c) Third-party risk**

This criterion considers the risks arising from the involvement of third parties, such as suppliers, contractors, intermediaries, commercial agents or any other counterparty acting on behalf of the Boydorr companies or participating in the conclusion or execution of business.

The level of risk may increase when the relationship involves intermediaries whose participation is not clearly justified, when there are difficulties in identifying their final beneficiaries, or when they carry out activities in jurisdictions with high rates of corruption perception.

The participation of a Legal Entity in collaboration or risk-sharing contracts with contractors that maintain close ties with high-ranking public servants or with Politically Exposed Persons (PEPs) is considered high risk, especially in the context of an international transaction.

#### 4.2.3. Measuring the risk of corruption and transnational bribery

Once the risks are identified through the management methodology, a mechanism has been defined that allows the level of severity of the risk to be measured through the determination of the probability of occurrence and the impact in the event of materialization, this allows establishing the level of risk in the development of the Company's activities. which can be evidenced in the annexes "Risk Management Methodology C/ST (PTEE) - Boydorr" and "Boydorr segmentation procedure".

#### 4.2.4. Control and monitoring of compliance and PTEE policies

The Boydorr companies, through the Compliance Officer, will carry out the periodic follow-up and monitoring of the effectiveness of the Transparency and Business Ethics Program (PTEE), in order to verify the adequate implementation of its controls, procedures and policies, as well as the management of the risks of Corruption and Transnational Bribery identified.

To this end, changes that may impact the risk profile of the Companies will be evaluated, including modifications in their operations, organizational structure, counterparties, markets, applicable regulations or any other relevant circumstance.

Likewise, the Boydorr companies must review and update the PTEE when significant changes are presented that require it and, in any case, at least every two (2) years, in order to guarantee its validity, effectiveness and alignment with the applicable regulations.

For the control and supervision of the Compliance Policies and the PTEE, the Boydorr companies may implement, among others, the following procedures:

a) The supervision by the Compliance Officer regarding the management of the risks of Corruption and Transnational Bribery identified by the Boydorr companies, verifying the adequate implementation and effectiveness of the established controls.
b) The periodic performance of compliance audits, reviews, monitoring and due diligence procedures, as determined by the Compliance Officer.

### 4.3. SEGMENTATION MODEL

A methodology was established to carry out the segmentation of the different risk factors of Corruption and Transnational Bribery (C/ST), with the aim of determining those segments that, according to their level of risk, require greater frequency and greater detail in monitoring, see annex "Boydorr Segmentation Procedure" and "Boydorr Segmentation Matrix".

Once the risk factors are assessed, the tabulation weighting assigns a rating to the counterparties by identifying the level of risk:

- Low: Rated 1
- Moderate: Rated 2
- Intermediate: Rating of 3
- High: Rated 4
- Critical: Rated 5

The score will place the counterparty in a rating cell, depending on the risk of the development of its activity and its nature, with the aim of monitoring its transactions with the periodicity recommended by the risk category.

Monitoring Table

| LA/FT/FPADM -C/ST Risk Profile | Rating | Monitoring |
|---|---|---|
| **1 - Low Risk** | **0, < 2** | |
| **2 - Moderate Risk** | **>2 < 4** | **Annual** |
| **3 - Intermediate Risk** | **>4.1< 5** | |
| **4 - High Risk** | **> 5.1 < 6** | **Semi-annual** |
| **5 - Critical Risk** | **>8 < 10** | |

The segmentation matrix will be reviewed annually of the variables to examine whether it effectively offers knowledge about the third party.

The compliance area may additionally include another factor to materiality that allows for more knowledge of the third party, its environment and economic activity.

### 4.4. ROLES AND RESPONSIBILITIES

The different persons responsible for the activities associated with the Transparency and Business Ethics Program (PTEE) will be in charge of the functions and responsibilities indicated below, in order to ensure their proper design, implementation, compliance and effectiveness, in accordance with the organizational structure of the Boydorr Companies and the applicable regulations.

#### 4.4.1. Highest Corporate Body

The General Shareholders' Meeting is responsible for the following functions:

i. Designate the Compliance Officer and define his/her profile in accordance with the provisions of this Policy.

ii. To approve the document contemplated by the PTEE.

iii. To assume a commitment aimed at the prevention of C/ST Risks, so that Boydorr companies can conduct their business in an ethical, transparent and honest manner.

iv. Ensure the supply of the economic, human and technological resources required by the Compliance Officer for the fulfillment of his work.

v. Order the pertinent actions against the Shareholders, Senior Managers, Employees, and administrators, when any of the above violates the provisions of the PTEE.

vi. Lead an appropriate communication and pedagogy strategy to ensure the effective dissemination and knowledge of the Compliance Policies and the PTEE to Employees, Senior Managers, Shareholders, Contractors (according to the Risk Factors and Risk Matrix) and other identified stakeholders.

#### 4.4.2. Legal Representative

The Legal Representative of Boydorr companies is in charge of the following functions:

I. Submit to the Compliance Officer, for approval by the General Shareholders' Meeting, the proposal of the PTEE.

II. Ensure that the PTEE is articulated with the Compliance Policies adopted by the General Shareholders' Meeting.

III. Provide effective, efficient, and timely support to the Compliance Officer in the design, direction, supervision, and monitoring of the PTEE.

IV. To propose the person who will occupy the position of Compliance Officer, for appointment by the General Shareholders' Meeting.

V. Certify compliance with the PTEE to the Superintendence of Corporations, when required.

VI. Ensure that the activities resulting from the development of the PTEE are duly documented, so that the information is allowed to meet criteria of integrity, reliability, availability, compliance, effectiveness, efficiency and confidentiality.

#### 4.4.2.1. Incapacities and incompatibilities of the Legal Representative

Due to the difference in the functions of the legal representative and the Compliance Officer, the legal representative should not be appointed as the Compliance Officer.

### 4.4.3. Compliance Officer

The Boydorr Compliance Officer will be responsible for leading the management of C/ST Risks and the implementation of the PTEE. It will be appointed by the Highest Corporate Body of the Companies and will have autonomy and independence for the development of its functions.

In the exercise of his/her functions, especially in relation to the monitoring and auditing activities of the PTEE, the Compliance Officer will report directly to the General Shareholders' Meeting and will have direct access to it.

In development of the above, the Compliance Officer will have the following functions:

i. To present the proposal of the PTEE to the legal representative for approval by the highest corporate body.

ii. To submit, at least once a year, reports to the General Meeting of Shareholders containing an evaluation of the efficiency and effectiveness of the PTEE, the proposals for improvement that may be necessary, the results of the management carried out by the Compliance Officer and the administration of the Companies in relation to compliance with the PTEE, as well as the follow-up to the corrective measures ordered by the General Shareholders' Meeting.

iii. Coordinate and document the investigative processes.

iv. Ensure effective, efficient and timely compliance with the PTEE.

v. Implement a Risk Matrix and update it in accordance with the Obligated Entity's own needs, its Risk Factors, the materiality of the C/ST Risk and in accordance with the Compliance Policy.

vi. Evaluate the C/ST Risks, coordinate the training of the Employees on the material and propose process improvements.

vii. Ensure the implementation of appropriate channels to allow anyone to report, confidentially and securely, about breaches of the PTEE and possible suspicious activities related to Corruption.

viii. Verify compliance with the Due Diligence procedures applicable to the Obligated Entity.

ix. The others established in Chapter XIII of the Basic Legal Circular of the Superintendence of Companies and the rules that modify, add or replace it.

#### 4.4.3.1. Compliance Officer Requirements

i. Have the ability to make decisions to manage C/ST Risk and have direct communication with, and report directly to, the board of directors or the highest corporate body in the event that there is no board of directors.

ii. Have sufficient knowledge in the field of C/ST Risk Management and understand the ordinary course of activities of the Companies.

iii. Have the support of a human and technical work team, according to the C/ST Risk and the size of the Obligated Entity.

iv. Not belong to the administration, corporate bodies or belong to the tax audit body (act as a tax auditor or be linked to the tax audit company that performs this function, if applicable) or who performs similar functions or takes their place in the Companies.

v. Not serve as a Compliance Officer, principal or alternate, in more than ten (10) Companies. To serve as the Compliance Officer of more than one Obligated Business, (i) the Compliance Officer must certify; and (ii) the body that appoints the Compliance Officer must verify that the Compliance Officer does not act as such in Companies that compete with each other.

vi. When there is a business group or a declared control situation, the Compliance Officer of the parent or controlling company may be the same person for all the companies that make up the group or conglomerate, regardless of the number of companies that make it up.

vii. Be domiciled in Colombia.

#### 4.4.3.2. Incompatibilities and Disqualifications of the Compliance Officer

The situations listed below shall be considered as incapacities or incompatibilities that prevent the Compliance Officer from exercising his or her work with full independence. Therefore, a person who:

a. Have relatives up to the fourth degree of consanguinity, second degree of affinity or first civil degree about whom any link with activities or operations related to C/ST has been known.

b. The profiles of officials who, due to their work, do not have sufficient independence and leadership and management capacity, will be incompatible with the position, therefore, it is clear that only employees or external employees who report directly to the General Shareholders' Meeting may be Compliance Officers.

c. People who have ever committed crimes associated with the C/ST risk.

d. The Statutory Auditor, Internal Auditor (in the event that one is available), or an Administrator cannot be appointed as a Compliance Officer.

e. The legal representative shall not be appointed as a Compliance Officer.

#### 4.4.3.3. Compliance Officer Conflicts of Interest

When there is a situation of conflict of interest involving the Compliance Officer in the exercise of his or her functions and duties, he or she must report it to the General Shareholders' Meeting in order to manage the respective conflict.

In any case, the Principal Compliance Officer shall be replaced by the alternate Compliance Officer for the management of the specific case. In the event of the absence of an alternate Compliance Officer, decisions regarding the facts that generate the conflict of interest will be taken by the General Shareholders' Meeting, which, for this purpose, may appoint an ad-hoc Compliance Officer.

### 4.4.4. Tax Auditor

As part of his duties, the Company's Statutory Auditor must report to the competent authorities any act of Corruption that he becomes aware of in the performance of his functions, in accordance with the provisions of the national anti-corruption regulations. Likewise, it must bring these facts to the attention of the Company's corporate bodies and administration.

The corresponding complaints must be filed within six months of the time when the Statutory Auditor became aware of the facts. In compliance with his duty, the tax auditor must pay special attention to the alerts that may give rise to suspicion of an act related to a possible act related to the C/ST Risk.

In accordance with paragraph 4 of Article 9 of Law 2195 of 2022, the tax auditor must assess the Transparency and Business Ethics Program and issue an opinion on it.

#### 4.4.4.1. Incompatibilities and disqualifications of the Statutory Auditor

Due to the difference in the roles of the Statutory Auditor and the Compliance Officer, the Statutory Auditor shall not be appointed as a Compliance Officer.

#### 4.4.5. Collaborators and contractors

The employees and contractors of the Boydorr companies must act ethically, transparently and in line with the guidelines established in this Transparency and Business Ethics Program. In this sense, it is the duty of all collaborators to know, abide by and respect the provisions contained in the PTEE.

Any collaborator or contractor who becomes aware of acts contrary to ethics, transparency or the guidelines established by the Boydorr companies must report it immediately through the channels defined in the PTEE.

Likewise, employees and contractors must carry out their activities avoiding situations that generate real, potential or apparent conflicts of interest. Conflicts of interest that may arise between the different parties related to the PTEE, in which personal interests are opposed to the interests of the Boydorr companies and that may affect transparency, objectivity or independence in decision-making, must be declared and managed in accordance with the guidelines established in the Code of Conduct and the applicable regulations.

#### 4.4.6. Employees and contractors exposed to C/ST Hazards

The Employees and Contractors of the Boydorr companies who, due to the nature of their functions, are more exposed to the C/ST Risks must act with special diligence in the development of their activities, ensuring compliance with the guidelines established in this PTEE and immediately reporting any unethical conduct. transparency or internal provisions of the Companies.

Likewise, they must maintain special care in the management of financial and non-financial resources, as well as in the execution of activities that may generate exposure to risks of Corruption or Transnational Bribery.

In addition, all transactions carried out by Boydorr companies must be reflected in a clear, complete and accurate manner in their accounting books and records. In particular, employees who participate in the registration, preparation, review or reporting of financial information must be aware of and comply with anti-corruption and anti-bribery regulations, as well as the internal controls defined by the Companies.

Those employees or contractors who, due to the nature of their functions, participate in negotiation, contracting or relationship processes with third parties, especially in distribution businesses in countries or geographical areas with a greater risk of Corruption or Transnational Bribery, will have greater exposure to C/ST Risks.

## 4.5. DUE DILIGENCE PROCEDURES

### 4.5.1. Due Diligence

Due diligence refers to the initial and periodic review that must be made on the legal, financial and reputational aspects related to a counterparty, business or transaction, in order to identify and evaluate the C/ST risks that may affect the Boydorr Companies.

### 4.5.2. Intensified Due Diligence

Enhanced due diligence refers to the additional steps the Company takes to assess and mitigate the risks associated with certain business transactions or relationships that are considered to be high-risk. This level of diligence is applicable when factors are identified that imply a greater exposure to C/ST risks, derived from the nature of the transaction, the profile of the counterparty or the jurisdiction involved.

This procedure may be applied, among other cases, when reputational alerts, coincidences in restrictive lists, operations in higher-risk jurisdictions or any other circumstance that requires a reinforced analysis are identified.

### 4.5.3. PEP Counterpart Linking

Once it is identified that a counterparty holds the status of Politically Exposed Person (PEP), or that its final beneficiary has such status, Enhanced Due Diligence procedures must be applied. These procedures, in addition to consulting restrictive and control lists, incorporate additional controls aimed at ensuring greater knowledge of the counterparty and the establishment of stricter controls on its operations.

- Once the area in charge of the counterparty's liaison identifies the PEP status, it must guarantee that the provision of the information and support required by the Companies to know the PEP status are complete.
- The consultation should be carried out on restrictive and control lists, leaving support for the consultation.
- The internal report must be made to the Transparency and Compliance area, which will proceed to carry out the Intensified Due Diligence, making sure to identify and verify the identity of the PEP, as well as the related persons, when applicable.
- The enhanced due diligence applied to PEPs will extend to: (i) their spouses or permanent partners; (ii) their relatives up to the second degree of consanguinity, first degree of affinity and first civil degree; and (iii) its close associates.
- The result of the Intensified Due Diligence must be sent to the Compliance Officer for analysis and the corresponding authorization or not of the linkage, as the case may be.

#### 4.5.3.1. Criteria defined by the highest corporate body (PEP, family nucleus, close associates)

- That there is no overlap in restrictive and control lists related to C/ST crimes, as well as backgrounds, investigations or convictions for corruption, bribery or other related crimes.
- Application of intensified Due Diligence measures including the evaluation of legal and reputational background, consultations in the media and other verifications that are pertinent.
- Analysis of the available information on the origin of the counterparty's income or resources, in order to identify possible warning signs or risk situations.
- Assessment of the level of risk exposure associated with the position, function or position held by the PEP.
- Approval by the Compliance Officer.

### 4.5.4. Applicable procedures

The procedures, responsible parties, controls, escalation criteria, due diligence measures and intensified due diligence, as well as the activities of knowing counterparties, are developed in the SAGRALAFT Manual (M-GOBIERNO-001), a document that is an integral part of the risk management system of the Boydorr companies.

## 4.6. ACTS CONTRARY TO ETHICS AND BUSINESS TRANSPARENCY

In the development of this Business Transparency and Ethics Program (PTEE), acts contrary to business ethics and transparency are considered to be those behaviors that may generate undue benefits for a person or third party, affect the integrity of business decisions, violate applicable regulations or compromise the reputation and interests of Boydorr companies.

For illustrative purposes and without limitation, some of the main behaviors that are considered contrary to the principles and guidelines established in this PTEE are described below.

### 4.6.1. Transnational Bribery

Transnational Bribery is understood as the act by virtue of which a legal person, through its employees, administrators, shareholders, contractors or subordinate companies, gives, offers or promises to a foreign public servant, directly or indirectly:

(i) Sums of money, or objects of pecuniary value.
(ii) Any benefit or utility in exchange for said public servant performing, omitting, or delaying any act related to his or her functions and in connection with an international business or transaction.

### 4.6.2. Fraud

Fraud is any deliberate act or omission designed to deceive, conceal information or abuse the trust placed in you, in order to obtain an undue advantage for yourself or a third party, or to cause harm to another person or to the Boydorr companies. Below are some behaviors that may constitute fraud and affect corporate transparency and integrity:

(i) Misuse of internal, reserved or confidential information.
(ii) Intentional acts aimed at obtaining their own benefits or those of third parties over the interests of the Boydorr companies.
(iii) Reporting false, incomplete, or inaccurate information.
(iv) Destruction, alteration or concealment of information.
(v) Manipulation of contracting processes or selection of suppliers in order to obtain undue benefits.
(vi) Misuse of property owned by the Boydorr companies.
(vii) Alteration of documents or records to obtain particular benefits.
(viii) Computer fraud.
(ix) Any other conduct similar to or related to those described above.

#### 4.6.3. Corruption

It is any act, omission or deliberate conduct aimed at obtaining an undue benefit for oneself or for a third party, contrary to ethical principles, transparency, legality and the interests of Boydorr companies.

Corruption can occur, among others, under the following modalities:

(i) **Corporate**: Offering, promising, delivering, or authorizing bribes or improper benefits by employees, administrators, contractors, or third parties acting on behalf of Boydorr companies, in order to influence decisions, actions, or omissions of public servants or third parties.
(ii) **Internal**: Solicitation, acceptance, or receipt of bribes, improper payments, or any other benefit by employees, directors, or contractors of the Boydorr Companies, for the purpose of favoring a third party or acting against the interests of the Companies.

### 4.7. CONFLICTS OF INTEREST

For the purposes of this Transparency and Business Ethics Program (PTEE), a conflict of interest is understood to be any situation in which the direct or indirect personal interests of employees, administrators, shareholders or other parties related to the Boydorr Companies may influence or interfere with the objective and impartial exercise of their functions or with the interests of the Companies.

All employees, directors, shareholders and other persons related to the Boydorr companies have the obligation to disclose in a timely manner any situation that may generate a conflict of interest, in accordance with the provisions of this Manual, the Code of Conduct and the applicable regulations.

The declaration of conflicts of interest must be made through the formats and through the channels defined by the Companies. The management, analysis, mitigation and monitoring of the declared conflicts will be the responsibility of the Compliance Department, or whoever takes its place, in accordance with the established procedures, guaranteeing the transparency of the process and the adoption of the corresponding preventive or corrective measures.

The detailed development of the procedure for the declaration, analysis, management and registration of conflicts of interest, as well as the applicable typologies, and the consequences derived from their materialization, is established in the Alpina Group Code of Conduct.

## 4.8. COMPLIANCE POLICIES

### 4.8.1. Gifts, trips, invitations and/or entertainment

The Boydorr Companies may offer or receive gifts, invitations, hospitality, hospitality, travel, entertainment activities or other benefits, provided that such practices have a legitimate business purpose, are reasonable, proportional, infrequent and do not compromise the objectivity, independence or good judgment of those involved in the commercial relationship.

In no case may employees, administrators, shareholders, contractors or any person acting on behalf of the Boydorr companies offer, deliver, promise, request or accept gifts, invitations, hospitality, travel or any other benefit when there is the intention to unduly influence a decision, obtain an undue advantage, access confidential information or generate preferential treatment.

Under no circumstances shall the following be acceptable:

- Cash or cash equivalents.
- Loans.
- Gifts or benefits that contravene the law, this PTEE, or the internal policies of the Boydorr companies.
- Benefits that may generate conflicts of interest or compromise the independence of judgment of the recipient.
- Any gift, invitation, attention or benefit that could be construed as an act of Transnational Corruption or Bribery.

Those who receive or offer gifts, invitations, hospitality, hospitality, trips or benefits must act in accordance with the provisions of this PTEE, the Alpina Group Code of Conduct and the applicable internal policies. In case of doubt, they should consult the Alpina Group Compliance Management in advance.

The specific rules, limits, approval criteria, authorized amounts and other applicable guidelines for the offer or receipt of gifts, invitations, entertainment, hospitality and travel will be developed in the internal policies issued by the Boydorr companies, which must observe the principles established in the Code of Conduct of Grupo Alpina and in this PTEE.

#### 4.8.2. Political Activities

The Boydorr companies adopt a policy of prohibiting the financing of political campaigns, by virtue of which they do not make contributions, donations or contributions, direct or indirect, to political parties, political movements or candidates for elected office.

No donation, contribution or contribution made by companies shall have the purpose of influencing political decisions, obtaining undue benefits or generating particular favors.

The foregoing does not limit the participation of employees in political activities in a personal capacity, provided that these are carried out outside the workplace, do not involve acting on behalf of the Boydorr companies and do not involve the use of resources, facilities or assets of the Companies.

#### 4.8.3. Donations

The Boydorr companies understand that, in general terms, donations constitute a risk factor against possible Corruption and Bribery conduct. However, they recognize that they can constitute an important tool to contribute to the well-being of communities and stakeholders, provided that they are carried out in a transparent manner and in accordance with the principles established in this PTEE.

Therefore, in order to preserve legality and transparency in all acts of donation, it is established that:

a) The Boydorr companies will approve and implement a mandatory donation procedure, in accordance with the rules and principles that are defined by the legal area to prevent any risk of Bribery or Corruption.
b) All donations must have a lawful purpose, be duly supported and documented, and be previously approved by the General Management.
c) Prior to making the donation, a due diligence process must be carried out on the recipient and, when applicable, on their legal representatives, in order to verify their identity, reputation and the purpose of the donation.
d) Donations may not be made for the purpose of obtaining undue advantage, influencing decisions, securing business or generating private benefits for the Boydorr Companies or third parties.

e) The Legal and Financial areas must participate in the review of the aspects that correspond to their functions, in order to guarantee compliance with the applicable legal and control requirements.

#### 4.8.4. Payment of remuneration, commissions and bonuses

The Boydorr companies will remunerate their employees in accordance with the provisions of the respective employment contracts and in compliance with the applicable labor regulations. Likewise, they will only recognize to their counterparts the remunerations, fees or commissions that are duly agreed in the contracts signed for the provision of services or the supply of goods, refraining from making additional payments or payments that are not contractually justified.

The bonuses granted to employees must be based on objective criteria previously defined by the Boydorr companies, such as the fulfillment of goals, performance indicators, individual or corporate results, or any other mechanism formally established for this purpose.

All payments made by Boydorr companies must be made through the mechanisms and channels authorized by the Companies, guaranteeing their adequate traceability, registration and documentary support.

Commission payments must be approved by the persons in charge in accordance with the internal procedures implemented by the Boydorr companies, to verify that they are accurately reflected in the records of the document management system.

The payment of commissions may not be made in cash and, in no way, may represent a consideration for obtaining an illicit benefit for the Companies or for any of their directors, administrators, collaborators or counterparties. The same provisions will apply to bonuses.

In no case may payments be made to obtain undue advantages, inappropriately influence the decisions of third parties or cover up acts of Corruption or Transnational Bribery.

#### 4.8.5. Sponsorships

The Boydorr companies recognize that sponsorships may constitute a risk factor for Corruption and Bribery, so their granting must be carried out in a transparent manner and in accordance with the principles established in this PTEE, the Code of Conduct of Grupo Alpina and the applicable internal policies.

All sponsorship must respond to a legitimate purpose, be duly justified and have the supports that allow its reasonableness and traceability to be accredited.

Prior to its granting, the validations and due diligence processes defined by the Companies must be carried out, in order to identify risks of Corruption, Bribery, conflicts of interest or other situations that may affect the integrity or reputation of the Companies.

In no case may sponsorships be used to obtain undue advantages, influence the decisions of third parties or constitute a mechanism of Corruption or Bribery.

Sponsorships linked to events, entities or activities that promote any form of discrimination, that may affect the health or safety of people, or that are contrary to the law, business ethics or the principles of the Alpina Group will not be acceptable.

The conditions of approval, due diligence requirements, required supporting documentation and other applicable controls will be developed in the internal policy or procedure adopted by the Boydorr companies for this purpose.

#### 4.8.6. Interaction with authorities and public servants

Any interaction with authorities, public entities or public servants must be carried out in a transparent, documented manner and in accordance with the law.

In no case may employees, administrators, shareholders, contractors or any person acting on behalf of the Boydorr companies offer, promise, deliver or authorize payments, benefits, gifts, hospitality or any other undue advantage for the purpose of influencing decisions, obtaining authorizations, expediting procedures or generating preferential treatment.

All actions must comply with the principles established in this PTEE, the Alpina Group Code of Conduct and other applicable internal policies.

### 4.9. CONTRACTS OR AGREEMENTS WITH THIRD PARTIES

Within the framework of the management of Corruption and Transnational Bribery risks, the contracts or agreements entered into by the Boydorr companies shall contain clauses, declarations or guarantees on anti-bribery and anti-corruption conduct.

The person responsible for the negotiation must ensure the inclusion of these clauses before signing the respective contract or agreement and, if necessary, request the accompaniment of the legal area for their incorporation.

In addition, the contracts must contemplate the power of termination when there is evidence of non-compliance with the provisions contained in this PTEE or with any applicable anti-corruption or anti-bribery regulations.

### 4.10. BOOKS, RECORDS AND ACCOUNTING

The Boydorr Companies shall keep and maintain books, records and accounts that reflect in an accurate, reliable, accurate, verifiable and truthful manner the operations and transactions carried out by the Boydorr Companies and the acquisitions and disposals of their assets and liabilities.

Administrators, shareholders, collaborators and third parties who participate in financial or accounting processes must guarantee at all times the integrity, accuracy and reliability of accounting and financial information. It is strictly prohibited to conceal, alter, omit or misrepresent accounting records in order to cover up acts of corruption, bribery, transnational bribery or other misconduct, or to distort the true nature of a transaction.

The Boydorr Companies have established internal accounting controls and recordkeeping policies in order to comply with both their legal requirements and their business needs, as well as to prevent the concealment or concealment of bribes or other improper payments in transactions such as commissions, fees, sponsorships, donations, representation expenses or any other item that serves to conceal or conceal the improper nature of the payment.  All employees are required to observe and comply with such controls and policies.

All operations shall be duly authorized and approved in accordance with the policies and procedures established by the Companies. Likewise, they must be supported by sufficient documentation to prove their nature, purpose and approval.

All income and expenses incurred in the name of the Boydorr companies must have the corresponding supports. The employee of the Boydorr Companies responsible for approving expenditures or maintaining any books, records and accounts shall not approve or record any expenditure or entries without proper supporting documents.

### 4.11. WARNING SIGNS

The warning signs correspond to situations, facts or behaviors that the Boydorr companies identify and that must be known by shareholders, administrators and collaborators, as they may evidence atypical situations that require further analysis, in order to determine if situations of bribery and/or corruption have occurred or could occur. Any warning signs must be reported immediately to the Compliance Officer, or within a reasonably short period of time from the time they become known.

Without prejudice to others that may be identified in the course of the operation, the following warning signs are considered, among others:

i. **In the analysis of accounting records, operations or financial statements**:

a. Invoices that appear to be false or do not reflect the reality of a transaction or are inflated and contain excess discounts or refunds.

b. Operations abroad whose contractual terms are highly sophisticated.

c. Transfer of funds to countries considered as tax havens.

d. Operations that do not have a logical, economic or practical explanation.

e. Operations that are outside the ordinary course of business.

f. Transactions where the identity of the parties or the origin of the funds is unclear.

g. Assets or rights, included in the financial statements, that have no real value or that do not exist.

ii. **In the corporate structure or corporate purpose**:

a. Complex or international legal structures with no apparent commercial, legal or tax benefits or owning and controlling a legal entity with no commercial purpose, particularly if it is located abroad.

b. Legal entities with structures where there are national trusts or foreign trusts, or non-profit foundations.

c. Legal entities with "off shore entities" or "off shore bank accounts" structures.

d. Non-operating companies under the terms of Law 1955 of 2019 or entities that reasonably do not fulfill any commercial purpose.

e. Companies declared as fictitious suppliers by the DIAN.

f. Legal entities where the Final Beneficiary is not identified.

iii. **In the analysis of transactions or contracts**:

a. Frequently resort to consultancy contracts, brokerage contracts and the use of joint ventures[1].

[1] A joint venture is an agreement by virtue of which two or more companies join, combine their resources, and integrate part of their operations, in order to achieve certain business goals. The most common types of joint ventures in the business world are: research and development, production, marketing and sales, purchasing and networking.

b. Contracts with contractors or state entities that give the appearance of legality that do not reflect precise contractual duties and obligations.

c. Contracts with Contractors that provide services to a single client.

d. Unusual gains or losses on contracts with Contractors or state entities or significant changes without business justification.

e. Contracts that contain variable remuneration that is unreasonable or that contains cash payments, in Virtual Assets.

f. Payments to PEPs or people close to PEPs.

g. Payments to related parties (Shareholders, Employees, Subordinate Companies, branches, among others) without apparent justification.

### 4.12. PENALTIES FOR NON-COMPLIANCE WITH THE PTEE

Violations of the provisions contained herein, failure to comply with applicable rules on Corruption and Transnational Bribery, or failure to cooperate in internal investigations may result in disciplinary, contractual, or legal action, as appropriate.

In matters related to employees linked to the Boydorr companies, the procedure will be in accordance with the provisions of Chapter XIII of said document (Scale of Faults and Disciplinary Sanctions) of the Internal Work Regulations of Boydorr S.A.S. and Boydorr Nutrition S.A.S., with regard to the measures and sanctions for non-compliance of officials with their obligations, as well as the procedure that must be followed before applying the corresponding sanction, if applicable.

With respect to suppliers, contractors, customers and other counterparties, the measures, sanctions and termination mechanisms provided for in the respective contracts and in the applicable regulations will be applied.

On the other hand, failure to comply with the applicable obligations and guidelines regarding the prevention of the risks of Corruption and Transnational Bribery may lead to the imposition of the administrative sanctions provided for in the regulations in force by the competent authorities, including those applicable to the Companies and their administrators, without prejudice to other legal actions that may be appropriate

Likewise, the Boydorr companies will make, if applicable, the respective complaint before the competent control entities, for the alleged commission of crimes against the public administration, against public assets or Transnational Bribery.

## 4.13. REPORT OF NON-COMPLIANCE TO THE PTEE

### 4.13.1. Whistleblowing channel

The Boydorr companies make available to Compliance Subjects the Ethics Hotline, as an official communication mechanism through which they may contact the Compliance Officer to resolve concerns related to the scope, application or interpretation of the PTEE, as well as to report, in good faith, confidentially and without fear of retaliation, any irregular conduct or possible non-compliance in the following matters:

- Conflict of Interest with Third Parties.
- Violations of PTEE Policies and Procedures.

Employees, Suppliers, Contractors and Senior Managers may send their communications related to the PTEE confidentially, in good faith and without fear of reprisals, to the Compliance Department, using the following channels:

| Website | Phone line |
|---|---|
| WWW.RATSELLINEAETICA.COM | • 018000188899<br>• (601)7420109 |

In accordance with the Whistleblower Protection Policy set forth herein, the Boydorr Companies will keep confidential the identity of any employee or third party who reports a violation of this Program. Likewise, they will maintain reserve and confidentiality with respect to the facts reported and the persons involved in the complaint, unless required by a competent authority.

The Compliance Subjects must timely report any conduct that they know and that may constitute a violation of this PTEE, as well as collaborate with the investigations that are carried out on the occasion of a complaint or report.

It is the policy of the Boydorr Companies to prohibit retaliation against employees or third parties who, in good faith, report probable violations of the Transparency and Business Ethics Program, as well as any act of workplace harassment or unfavorable treatment derived from the filing of a complaint.

### 4.13.2. External reporting channels

The Superintendence of Companies has made available the following reporting channels in the event that acts of Corruption and Transnational Bribery are identified that are committed by Colombian legal entities or branches in Colombia of foreign legal entities.

- **Report of Transnational Bribery Complaints to the Superintendence of Companies**

Transnational Bribery Complaints Channel available at the following link: https://www.supersociedades.gov.co/es/web/asuntos-economicos-societarios/canal-de-denuncias-por-soborno-transnacional

- **Report of complaints of Acts of Corruption to the Secretariat of Transparency**

Channel of Complaints for acts of Corruption available at the following link: https://portal.paco.gov.co/index.php?pagina=denuncie

## 4.14. REPORT TO AUTHORITIES

### 4.14.1. Information requests from authorities

Responses to requests for information on PTEE made to the Companies by the different competent authorities will be coordinated and addressed through the Compliance Officer.

The Compliance Officer shall evaluate the response and the documents to be sent to the control entities. In the case of those control entities such as the Superintendence of Companies and the Secretariat of Transparency, it may deliver according to its criteria all the necessary information for the corresponding review and verification.

### 4.14.2. Report 75 – SAGRILAFT AND PTEE

Boydorr companies must submit to the Superintendence of Companies Report 75 – SAGRILAFT and PTEE, in accordance with current regulations and within the deadlines established by said entity.

The completion and presentation of Report 75 will be the responsibility of the Transparency and Compliance area and the Compliance Officer, within the framework of their functions. The report must be submitted annually through the application provided by the Superintendence of Corporations, in accordance with the schedule defined according to the last two (2) digits of the NIT.

### 4.14.3. Report 58 – Compliance Officers

The Company shall file Report 58 – Compliance Officers with the Superintendence of Companies each time there is a new development related to the appointment, change, removal or resignation of the Compliance Officer.

The completion and presentation of this report will be the responsibility of the Transparency and Compliance area and the Compliance Officer, and must be carried out within the deadlines established in the regulations in force, in accordance with the nature of the news reported.

### 4.15. PTEE UPDATE

This Manual must be reviewed and updated at least every two years or before when new legal or internal provisions are issued that require it. The updates derived from such review must be submitted for approval by the highest corporate body before its implementation

Any change will be communicated to all collaborators, as well as to the stakeholders to whom it takes place.

## 5. ANNEXES

| Document | Applies to: |
|---|---|
| Definitions of the PTEE | Boydorr S.A.S./ Boydorr Nutrition S.A.S. |
| PTEE Matrix – Boydorr | Boydorr S.A.S./ Boydorr Nutrition S.A.S. |
| Boydorr segmentation procedure | Boydorr S.A.S./Boydorr Nutrition S.A.S. |
| Boydorr Segmentation Matrix | Boydorr S.A.S./ Boydorr Nutrition S.A.S. |
| Alpina Group Code of Conduct | Boydorr S.A.S./ Boydorr Nutrition S.A.S. |
| C/ST Risk Management Methodology (PTEE) - Boydorr | Boydorr S.A.S./ Boydorr Nutrition S.A.S. |

## 6. PRESERVATION OF RECORDS AND/OR EVIDENCE

The support documentation of the program will be stored and preserved in the information repositories provided by the Boydorr companies, guaranteeing its availability, integrity and consultation when required. Such documentation includes manuals, risk matrices, procedures, counterparty linking documentation, training, disclosures and intensified due diligence.

The procedure for filing and preserving documents that are related to national or international business or transactions must comply with the document management program provided by the Boydorr companies. All documentation related to the PTEE must be kept for a minimum period of ten (10) years.

# 7. CHANGE CONTROL

| VERSION | DATE | CHANGES MADE |
|---|---|---|
| 1 | 10/03/2022 | Original Version. |
| 2 | 01/02/2023 | Changes in accordance with external circular 100-000011 of 2021 of the Superintendence of Companies. |
| 3 | 10/12/2024 | It includes national and international regulations against corruption and transnational bribery.<br><br>A description of the design and approval of the PTEE is included.<br><br>The incapacities and incompatibilities of the Legal Representative are included.<br><br>The inabilities and incompatibilities of the Compliance Officer are included.<br><br>A section on the handling of the compliance officer's conflict of interest is included.<br><br>Update of the wording of the section on expenses for gifts, travel and entertainment.<br><br>Included is the item of Payment of commissions and bonuses for mere liberality.<br><br>Links to reporting channels have been updated.<br><br>It includes a section on Information requests by authorities.<br><br>The section on Audit of the system is included. |
| 4 | 24/06/2026 | The ethical principles of the Alpina Group are included: respect, integrity and responsibility.<br><br>The chapter on Risk Management is included.<br><br>The Counterparty Segmentation Model is included.<br><br>It includes the procedure for the recruitment of Politically Exposed Persons (PEP) and the criteria for approval by the Highest Corporate Body.<br><br>The chapter on updating the PTEE is included, establishing a minimum periodic review every two (2) years.<br><br>The reference to bonuses for mere generosity is eliminated, aligning the Manual with the practices currently applied by the Companies. |

| | | |
|---|---|---|
| | | The guidelines on gifts, invitations and travel are updated, aligning them with the Alpina Group Code of Conduct and eliminating the fixed limit of three (3) SMDLV.<br>The reporting channels are updated, including the Alpina Group Ethics Line.<br>The chapter on Reporting to Authorities is included.<br>A specific section on sponsorships was incorporated, establishing general guidelines for transparency, due diligence and control to prevent risks of corruption and bribery.<br>Guidelines for interaction with authorities and public servants were incorporated. |

## 8. APPROVAL

| V | ELABORATED/MODIFIED BY: | REVIEWED BY: | APPROVED BY: | VALIDITY | |
|---|---|---|---|---|---|
| 1 | Manuel García<br>Compliance Officer | Rafael Ramírez<br>Legal Representative | General Shareholders' Meeting | 10/03/2022 | 01/02/2023 |
| 2 | Manuel García<br>Compliance Officer | Rafael Ramírez<br>Legal Representative | General Shareholders' Meeting | 01/02/2023 | 10/12/2024 |
| 3 | Manuel García<br>Compliance Officer | Rafael Ramírez<br>Legal Representative | General Shareholders' Meeting | 10/12/2024 | 24/06/2026 |
| 4 | Juanita Salazar<br>Transparency and Compliance Analyst | Gilberth Sanabria<br>Head of Transparency and Compliance | General Shareholders' Meeting | 24/06/2026 | To date |