





ANTI-FRAUD, BRIBERY AND CORRUPTION POLICY

AS - 022

	LEGAL DEPARTMENT OF CORPORATE AND FINANCIAL AFFAIRS	CÓDIGO: AS-022
	POLICY ANTI-FRAUD, BRIBERY AND CORRUPTION POLICY	VERSIÓN: 2
		FECHA: 24/Oct/2016

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1 Presentation

According to the Code of Conduct, Odinsa has designed a Fraud, Bribery and Corruption Risk Management System, (hereinafter SARFC for its acronym in Spanish), in order to establish control measures aimed at preventing any form of fraud, bribery or corruption.

The organization’s Anti-Fraud, Bribery and Corruption Strategy includes, among other elements and related systems, the Code of Conduct, the Internal Control System and Self-Control and The Anti-Money Laundering and Combating the Financing of Terrorism Risk Management System, SAGRIFT (for its acronym in Spanish).

Also, the organization has included specific guidelines on the prevention of fraud, bribery and corruption, according to international practices, such as the Foreign Corrupt Practices Act - FCPA), issued by the US Congress, which has extraterritorial reach for entities doing business in or with that country.).

2 Objective

The main objective of this policy is to set the broad parameters of action that must be followed by all employees, managers, shareholders, directors and third parties associated with the organization, in order to minimize the occurrence of situations associated with the risk of fraud, bribery and Corruption.

Additionally, this policy seeks to establish guidelines for segmenting, identifying, measuring, monitoring, investigating and correcting situations of fraud, bribery and corruption, by promoting a culture of compliance, safeguarding the reputation of the organization and upholding the values underpinning the Code of Conduct.

3 Definitions

- **Corruption:** defined by International Transparency as “the abuse of entrusted power.” It is a dishonest activity in which an Employee, Manager, Shareholder, Director or Supplier acts contrary to the interests of the entity and abuses his or her position of trust for personal gain or to gain an advantage for him or herself or for a third party. It also

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involves corrupt practices of an entity or a person purporting to act on its behalf in order to secure a direct or indirect benefit inappropriate for the entity¹.

- **Fraud:** according to the Code of Conduct, fraud is "Any intentional act or omission designed to deceive others; carried out by one or more persons for the misappropriation of assets or to deprive another of property, whether tangible or intangible, to the detriment of another and generally due to the affected person's lack of knowledge or malice."
- **Bribery:** It is understood as the act of paying a secret commission to another individual, and it includes: (i) the act of offering, promising or giving an economic, or otherwise, advantage by employees, managers, shareholders, directors or persons associated to the Group intended to induce the improper performance of a business or public service, particularly when such an offer, promise or payment is considered dishonest, illegal or a breach of trust, for the benefit of the Group or a third party (active bribery); and (ii) the act of soliciting, agreeing, receiving or accepting an economic benefit (or otherwise) by an employee, manager, shareholder, director or person associated to the organization, with the intention to perform an inappropriate function or activity and involving a dishonest, illegal act or a breach of trust (passive bribery).
- **Associated Third-Party** person that provides services to the company or acts on its behalf, regardless of their contractual relationship. Examples of associated persons include: agents, suppliers, subsidiaries, outsourcers, strategic partners, among others.

Other capitalized terms used in this policy are defined in the Glossary of the Code of Business Conduct.


4 Policy

The organization has a policy of zero tolerance of Fraud, Bribery and Corruption. Therefore, it is constantly seeking to implement best practices against these activities in all markets in which it operates.

In order to comply fully with this policy, the organization:

- a) Refrains from participating in any form of fraud, bribery or corrupt practices, either directly or indirectly.
- b) Takes the necessary measures to combat fraud, bribery and corruption in any form or type.
- c) Promotes and establishes an anti-fraud, anti-bribery and anti-corruption institutional culture across the organization.


¹ Definición tomada del Estándar Australiano "AS 8001-2008 - Control de fraude y corrupción". Traducción No oficial.

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- d) Does not tolerate that its employees, directors, shareholders, managers, suppliers and associated third-parties, obtain economic, business benefits or any other kind of benefits, in exchange for breaking the law or acting dishonestly.
- e) Has clear rules of conduct in place to prevent the promotion of any form of fraud, bribery and corruption, and to properly handle the gift-giving and receiving, contained in its Code of Conduct. These guidelines and rules of conduct are understood as part this policy.
- f) Creates an environment of transparency, integrating the different systems designed for prevention, detection and response to Fraud, Bribery and Corruption, maintaining appropriate communication channels to address such issues within the organization, and coordinating all actions necessary to prevent, detect and respond to potential situations of fraud, bribery and corruption.
- g) Prioritizes activities for the prevention of Fraud, Bribery and Corruption, while maintaining ongoing efforts to detect and correct situations relating to these issues.
- h) Assesses signs of potential fraud, bribery or corruption, under the principles of confidentiality, integrity, transparency, objectivity, independence and autonomy of those responsible for the assessments.
- i) Timely addresses all allegations of acts of fraud, bribery or corruption, regardless of their magnitude or the personnel involved, ensuring confidentiality, objectivity, respect and transparency. There will be no adverse consequences for reporting, preventing, rejecting or denouncing an act of this nature.
- j) Does not maintain relationships with employees, officers, directors, suppliers or associate third parties who have been convicted of criminal activities involving fraud, bribery or corruption.
- k) Has guidelines and methodologies for segmenting, identifying, measuring, controlling and monitoring risk factors of Fraud, Bribery and Corruption and the associated risks for the company.
- l) Has procedures in place for hiring employees, managers, directors and third parties.
- m) Complies with the regulations applicable to issuers of securities for shareholder approval purposes.
- n) Has a Transparency Hotline, through which allegations of breach of the provisions of the Code of Conduct are received, including acts of fraud, bribery and corruption, as well as consultations on the SARFC.

5 Scope

This policy applies to all employees, managers, shareholders, directors, suppliers and associated third parties of the organization.

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The general manager is responsible for taking all necessary measures to ensure that this policy is adopted by affiliate, associate and subsidiary companies.

6 Responsible for Control and Approval

This policy must be approved by the Board of Directors.

Revisions and Approvals

NÚMERO	FECHA	DESCRIPCIÓN DEL CAMBIO O MODIFICACIÓN
1	30/Nov/2015	initial version
2	24/Oct/2016	Adjustments to the recommendations of the Audit, Finance and Risk Committee