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|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL | Version: 2.0 |
| | Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | 2025 |

Table of Content

| | |
|-------------------------------------------------------------------------------------------|-----------|
| 1. Introduction | 2 |
| 2. Objective | 2 |
| 3. Scope | 2 |
| 4. Business Transparency and Ethics Progra (PTEE) | 3 |
| 4.1. Roles and Responsibilities | 3 |
| 4.1.1. Board of Directors | 3 |
| 4.1.2 Legal Representative – President | 3 |
| 4.1.3. Principal and Alternate Compliance Officer | 4 |
| 4.1.3.1. Compliance Officer Profile: | 4 |
| 4.1.3.2. Incompatibilities and Disqualifications of the Compliance Officert: | 4 |
| 4.1.3.3. Management of Compliance Officer Conflicts of Interest: | 5 |
| 4.1.3.4. Compliance Officer Roles and Responsibilities: | 5 |
| 4.1.4. Ethics Committee | 6 |
| 4.1.5. Statutory Auditor | 7 |
| 4.1.6. Contributors | 7 |
| 4.2. Anti-Corruption and Anti-Bribery Compliance Policy | 7 |
| 4.2.1. Gifts, Treats, Donations and Sponsorships: | 8 |
| 4.2.3. Relationship with Government Officials | 9 |
| 4.2.3.1. Requirements for Interacting with Government Officials | 9 |
| 4.2.3.2. Facilitation Payments | 10 |
| 4.2.4. Relationship, Lobbying, or Engagement Visits | 10 |
| 4.2.5. Political Contributions | 11 |
| 4.2.6. Donations and/or Contributions to Social or Charitable Causes | 11 |
| 4.2.7. Conflict of Interest | 12 |
| 4.3. Management of Transnational Bribery and Corruption (C/ST) Risk: | 13 |
| 4.3.1. C/ST Risk Identification Stage | 14 |
| 4.3.2. Measurement and Evaluation of C/ST Risk | 15 |
| 4.3.3. C/ST Risk Control Stage | 16 |
| 4.3.4. C/ST Risk Monitoring Stage | 18 |

| | | |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL | Version: 2.0 |
| | Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | 2025 |

| | |
|--------------------------------------------------------------------------------------------------------------------------------------|-----------|
| 4.4. Main Controls of the PTEE | 19 |
| 4.4.1. PTEE Due Diligence Process | 19 |
| 4.4.3. Anti-Corruption Clauses | 22 |
| 4.5. PTEE Audit and Monitoring | 23 |
| 4.6. Disclosure and Training..... | 23 |
| 4.7. Continuous Improvement..... | 24 |
| 4.8. Reporting and Non-Retaliation..... | 24 |
| https://portal.paco.gov.co/index.php?pagina=denuncie | 24 |
| Anti-Corruption Hotline 157 | 24 |
| 4.9. Report | 24 |
| 4.10. Non-Compliance with PTEE Provisions | 25 |
| 4.11. Document Management:..... | 25 |
| 4.11.1. Document Retention Policy | 25 |
| 4.11.2. Filing and Document Management Procedure | 25 |
| 5. References | 26 |
| 5.1. Annexes | 26 |
| 5.2. Changes Control | 26 |

1. Introduction

COLGENER S.A., TERMOTASAJERO S.A. E.S.P. and TERMOTASAJERO DOS S.A. E.S.P. (the “Organization”) adopt the Business Transparency and Ethics Program (PTEE) as part of their Zero Tolerance commitment toward corruption or any form associated with this phenomenon. This PTEE Procedures Manual (the “Manual”) contains the design and structure of the PTEE in accordance with the guidelines issued by the Superintendence of Companies and the Secretariat of Transparency of the Office of the President of the Republic of Colombia.

2. Objective

To establish the guidelines, parameters, and actions that allow the Organization, within the framework of the PTEE, to identify, assess, and manage the risks of corruption and/or transnational bribery that may arise in the ordinary course of its business.

3. Scope

This document is addressed to all shareholders, suppliers, contractors, subcontractors, or intermediaries of the Organization and must be applied in dealings with any natural or legal

| | | |
|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | Version: 2.0 |
| | | 2025 |

person belonging to the defined Stakeholder Groups, in order to prevent the Organization from being used as a mean for acts of corruption and/or transnational bribery.

4. Business Transparency and Ethics Program (PTEE)

4.1. Roles and Responsibilities

The responsibilities of the Organization in the implementation of the PTEE are described below and must consider the guidelines and additional policies defined by the Organization.

The PTEE shall be led and coordinated by the Compliance Officer, with the support of Senior Management and Process Leaders to ensure its effective implementation, development, and maturity.

4.1.1. Board of Directors

The Board of Directors shall demonstrate its commitment to the PTEE by:

- a) Issuing and defining the Compliance Policy.
- b) Appointing the Compliance Officer.
- c) Approving the PTEE and its updates.
- d) Committing to the prevention of Public Corruption and Transnational Bribery risks so that the Organization conducts business ethically, transparently, and honestly.
- e) Ensuring the provision of financial, human, and technological resources required by the Compliance Officer.
- f) Ordering appropriate actions against shareholders, directors, employees, and administrators who violate the PTEE.
- g) Leading an adequate communication and training strategy to ensure effective dissemination of the Compliance Policies and the PTEE among employees, shareholders, contractors, and other identified stakeholders.

4.1.2 Legal Representative – President

The Legal Representative has the following functions:

- a) Submit the PTEE proposal jointly with the Compliance Officer for approval by the Board of Directors.
- b) Inform the Superintendency of Companies, addressed to the Office of Economic and Corporate Affairs, within 15 business days of the appointment, in writing, of the name, identification number, email address, and telephone number of the Compliance Officer, along with a copy of the minutes of the Board of Directors meeting in which the appointment of the Compliance Officer is recorded. If the Superintendency requires additional information or documentation, the Legal Representative will be responsible for providing it.

| | | |
|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | Version: 2.0 |
| | | 2025 |

- c) Keep updated the Compliance Officer information. If the information has changed, it should inform the Superintendency of Companies in the upcoming 15 working days.
- d) Ensure coordination between the PTEE and the compliance policies adopted by the Shareholders' Assembly.
- e) Provide effective, efficient, and timely support to the Compliance Officer in the design, direction, supervision and monitoring of the PTEE.
- f) Certify compliance with legal requirements when requested by the Superintendency of Companies.
- g) Ensure proper documentation of PTEE activities, guaranteeing that the information has integrity, availability, accomplishment effectivity, efficiency, and confidentiality criteria's. The support documentation must be conserved according to the article 28 of the Law 962 of 2005, or to the norm that modifies or substitutes it.
- h) Certify that the Compliance Officer has the suitability, experience, and leadership required to manage the PTEE and C/ST risk.

4.1.3. Principal and Alternate Compliance Officer

4.1.3.1. Compliance Officer Profile:

- a) Must be a professional, leader, and risk prevention specialist.
- b) Must have decision-making authority regarding C/ST risk management.
- c) Acts as the second line in the Organization, has direct communication and reports directly to the Board of Directors.
- d) Must have knowledge of corruption and transnational bribery risk management and understands the business activities of the Organization.
- e) Have the support of a human and technical work team, according to the C/ST Risk and the size of the Organization.
- f) May be the same individual for all companies in the Organization.
- g) Must be domiciled in Colombia.

4.1.3.2. Incompatibilities and Disqualifications of the Compliance Officer:

The Compliance Officer must not be the legal representative, liquidator, managing agent, member of the board of directors of the company or of companies related to the Organization, be part of the governing council, or anyone who, according to the bylaws, exercises or holds those functions.

The Compliance Officer must not belong to the corporate bodies (board of directors, shareholders' meeting) or belong to the statutory audit body (act as statutory auditor or be affiliated with the statutory audit firm that performs this function, if applicable) or anyone who performs similar functions.

| | | |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL | Version: 2.0 |
| | Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | 2025 |

4.1.3.3. Management of Compliance Officer Conflicts of Interest:

The Compliance Officer, like all other members of the Organization, is required to report any potential or actual conflicts of interest upon joining the Organization and to update this information annually, unless a reportable situation arises beforehand.

To avoid actual or potential conflicts of interest, the Compliance Officer will report directly to the Board of Directors. Any conflicts of interest of the Compliance Officer will be reported to the legal representative and the Board of Directors, who will determine how to resolve them.

4.1.3.4. Compliance Officer Roles and Responsibilities:

- a) Submit the proposed PTEE with the legal representative for approval by the Board of Directors or the highest governing body.
- b) Submit reports to the Board of Directors at least once a year. At a minimum, these reports must include an evaluation and analysis of the efficiency and effectiveness of the PTEE and, where applicable, propose necessary improvements. Must also demonstrate the results of the Compliance Officer's management and the overall performance of the Organization's administration in complying with the PTEE.
- c) Ensure that the PTEE is aligned with the compliance policies adopted by the Shareholders' Meeting.
- d) Ensure the effective, efficient, and timely implementation of the PTEE.
- e) Implement a risk matrix and update it according to the Organization's specific needs, risk factors, risk materiality, and compliance policy.
- f) Define, adopt, and monitor actions and tools for detecting the risk of Transnational Bribery and Corruption, and the Risk Matrix.
- g) Ensure the implementation of appropriate channels to allow any person to report, confidentially and securely, non-compliance with the PTEE and potential suspicious activities related to transnational corruption and/or bribery.
- h) Verify the proper application of the Organization's whistleblower protection policy and, with respect to employees, the workplace harassment prevention policy in accordance with the law.
- i) Establish internal investigation procedures within the Organization to detect non-compliance with the PTEE and acts of transnational corruption and/or bribery.
- j) Coordinate the development of internal training programs.
- k) Verify compliance with the applicable due diligence procedures within the company.

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|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | Version: 2.0 |
| | | 2025 |

l) Ensure the proper filing of supporting documentation and other information related to the management and prevention of corruption and transnational bribery risks.

m) Design the methodologies for classifying, identifying, measuring, and controlling corruption and transnational bribery risks that will form part of the PTEE.

n) Carry out the assessment of compliance with the PTEE and the C/ST Risk to which the Organization is exposed.

4.1.4. Ethics Committee

The Ethics Committee is responsible for promoting the proper implementation of the PTEE at all levels of the Company, by monitoring its stages, resolving queries, and interpreting program policies.

The Ethics Committee's responsibilities are as follows:

a) Advising senior management on the actions to be taken in response to deviations from the program, compliance with its manuals, policies, and procedures, including any appropriate disciplinary measures.

b) Monitoring the following aspects of the PTEE:

- i. Non-compliance with the Anti-Corruption Compliance Policy.
- ii. The results of program audits and the implementation of corrective actions.
- iii. Any warning signs applicable to the business.
- iv. Investigations of reports made through the whistleblowing hotline.
- v. The updating of the C/ST risk matrix.
- vi. The review and recommendations regarding policies and procedures related to the program.

c) Monitor external information and assess its implications for the Organization before regulatory bodies.

d) Promote the overall development of the program.

e) Involve the shareholders' meeting in making relevant decisions about the program.

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|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL | Version: 2.0 |
| | Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | 2025 |

4.1.5. Statutory Auditor

The following are the responsibilities of the Statutory Auditor with respect to the PTEE:

- a) Pay special attention to alerts that may give rise to suspicion of Transnational Corruption and/or Bribery.
- b) Review company operations that have a high risk of Transnational Corruption and/or Bribery.
- c) Report to the Compliance Officer and Senior Management any activities that it considers to meet the definition of Transnational Corruption and/or Bribery.
- d) Report to the criminal, disciplinary, and administrative authorities any acts of corruption or any crime against the public administration, the economic and social order, or against economic assets, within 6 months of becoming aware of the act. For this purpose, the professional secrecy regime for statutory auditors does not apply (Article 32, Law 1778/2016).

4.1.6. Contributors

Each contributor is responsible for creating a culture of compliance and therefore assumes the following commitment:

- a) Collaborate and participate in the PTEE and encourage others to do the same.
- b) Apply the controls defined in the PTEE, before and during interactions with counterparties.
- c) Identify and report to the Compliance Officer and their supervisor any risks of Transnational Bribery and Corruption.
- d) Fulfill responsibilities related to the fight against corruption in all its forms.
- e) Participate in training sessions and ask any questions they may have regarding the PTEE.
- f) Report any suspicious activity through the channels established for this purpose.

4.2. Anti-Corruption and Anti-Bribery Compliance Policy

The Organization does not tolerate transnational bribery, corruption, or any other illegal practice. On the contrary, it promotes the prevention of conflicts of interest, anti-competitive behavior, fraud, and the regulation of gifts through the adoption and observance of best practice standards and industry codes.

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|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | Version: 2.0 |
| | | 2025 |

A culture of commitment to and compliance with national and international legislation applicable to the Organization is promoted.

Under no circumstances is it permitted for any employee, supplier, contractor, administrator, delegate, associate, agent, or intermediary, whether of the Organization or a subordinate legal entity, to:

- Give, offer, or promise, directly or indirectly, to a foreign public official any sums of money, any object of pecuniary value, or any other benefit or advantage, in exchange for the foreign public official performing, omitting, or delaying any act related to the exercise of their duties and in connection with an international transnational business transaction.
- Engage in conduct aimed at benefiting the Organization, seeking a benefit or interest, or using it as a means in the commission of crimes against public administration or assets, or in the commission of transnational bribery.
- Improperly use relationships or influence over public officials to obtain privileged information that brings personal benefits to the Organization.

Anyone with ties to the Organization, whether directly or indirectly, is obligated to report any situation of which they become aware that is associated with an act of corruption, transnational bribery, or any act contrary to the provisions of the PTEE, both nationally and internationally.

The Organization identifies certain activities that may represent a greater risk of corruption and transnational bribery within the company, and therefore establishes the following guidelines:

4.2.1. Gifts, Treats, Donations and Sponsorships:

Inviting, giving, or receiving meals, gifts, gratuities, trips, lodging, or entertainment can cease to be normal within a business relationship and become an act of corruption, or appear to be so, when offered in exchange for helping to obtain or maintain a contract, obtain an undue favor, gain an advantage over a competitor, falsify a document, or obtain a certification.

To ensure that you are not violating the law or the Organization's policies when giving or receiving gifts or hospitality, the Organization's Gifts, Hospitality, Donations, and Sponsorships Policy must be followed.

4.2.2. Remuneration and Commission Payments to Collaborators, Associates, and Contractors

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|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | Version: 2.0 |
| | | 2025 |

Remuneration, fees, commissions, and other forms of payment from the Organization to its employees, associates, and contractors will be made strictly in accordance with the terms agreed upon by the parties to the relevant contractual relationship and exclusively as consideration for the obligations established therein. For collaborators, payments will be classified according to the employment contract and in accordance with current labor regulations.

The collaborators, associates, and contractors will be subject to the due diligence procedures described in this Manual, prior to joining the company and subsequently at the intervals established in the general terms.

Additionally, the following will apply to remuneration and payments:

- Remuneration and payments will be made via bank transfer to the employee's, associate's, or contractor's bank account, once due diligence has been completed and their onboarding approved.
- Within the hiring and procurement processes, any unjustified conduct aimed at obtaining gifts, favors, gratuities, prizes, or similar incentives to benefit a candidate for employment, partnership, or contractor is prohibited.
- Any payment to Organization employees participating in the hiring processes is prohibited, whether made directly by the beneficiary of the process or through a third-party intermediary.

4.2.3. Relationship with Government Officials

4.2.3.1. Requirements for Interacting with Government Officials

The Organization respects foreign, national, and local governments and authorities, regardless of where it conducts its activities and business. To this end, its commitment is to maintain transparent and respectful relationships with governments, entities, and government officials. This relationship must be governed by the local regulations of the government official and by applicable international standards. Therefore, the company's employees and representatives must observe the following requirements and limits of conduct:

1. When employees or third-party representatives of the Organization's interests interact with government officials, they must comply with all applicable laws, use their best judgment and common sense, and act in accordance with the Organization's policies and the standards governing the prevention of C/ST risks contained in the PTEE Manual.

| | | |
|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | Version: 2.0 |
| | | 2025 |

2. When employees or third-party representatives of the Organization's interests interact with government officials, they must use the formal and authorized channels of communication or contact.

3. Any employee who interacts with a government official must notify the Compliance Officer by email within seventy-two (72) hours of the meeting. If a third party interacts with a government official on behalf of the organization, the employee responsible for the project or task will be responsible for notifying the Compliance Officer as outlined in this section.

4. The Compliance Officer will periodically review the completed Government Official Interaction Forms, monitor this database, and verify compliance with this policy.

5. Should the intention be to hire a former government official, the Human Resources department or the responsible department must take the necessary steps to duly comply with all laws and regulations applicable to the country and the respective government entity, the guidelines regarding interactions with PEPs, and best practices to protect the Organization and its partners from actual or potential conflicts of interest or incompatibilities and disqualifications regulated by law, as well as avoid engaging in the practice known as the "Revolving Door."

6. Whenever an employee interacts with a Government Official, they must ensure that at least one other employee of the Organization is present, and record and document (minutes or records) the interaction to guarantee transparency.

In case of any doubt as to whether a person is a Government Official, the Compliance Officer should be consulted.

4.2.3.2. Facilitation Payments

Within the Organization, unofficial or inappropriate payments to national and international public officials or third parties to obtain, avoid, expedite, or delay actions that are part of their normal duties are prohibited.

Any questions or concerns regarding potential bribes or facilitation payments may be addressed to a senior official, the Organization's Compliance Officer, or, if necessary, reported anonymously through the ethics hotline.

4.2.4. Relationship, Lobbying, or Engagement Visits

Regarding lobbying activities, the Organization does not belong directly or indirectly to any political party, nor will it undertake any actions, interventions, or contributions aimed at participating in, promoting, intervening in, or influencing the Public Administration to favor its own interests or those of third parties. The Organization belongs to associations or guilds

| | | |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL | Version: 2.0 |
| | Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | 2025 |

that engage in relationship or advocacy activities with state entities, with the sole purpose of improving conditions in the sector.

Relationship visits, which must be recorded, are considered to be those conducted with officials who have decision-making power in current or potential contracts with the government entity and whose purpose is the analysis of rates, the substantiation of commercial proposals, the conditions for providing new services, and, in general, commercial approaches for new business, renewals, or changes to the contractual conditions of existing relationships.

This category also includes any meeting that involves discussions related to obtaining authorizations to conduct business, such as permits or licenses, approaches during or prior to bidding processes, investigations, requirements, legislative updates, etc.

Excluded from this category are all periodic, routine, conventional, or operational meetings held in the day-to-day running of the business to monitor contracts, services, and similar matters.

The above does not preclude reporting meetings in which employees or their representatives believe that during the meeting they are directly or indirectly suggested or offered any improper act to manage or manipulate the contract, or are asked for bribes, gifts, or to manipulate information for the improper benefit of one of the parties or a third party, among others acts.

4.2.5. Political Contributions

The Organization's funds or assets may not be used to make contributions to political candidates or officials of government entities. Likewise, its shareholders, directors, employees, and collaborators must refrain from participating in political activities on its behalf, and those working for the Organization may not be induced, directly or indirectly, by the Organization to contribute financially to, participate in, or support any form of partisan, political, or electoral activities.

4.2.6. Donations and/or Contributions to Social or Charitable Causes

The Organization may make charitable donations in kind or in cash to third parties, under the parameters established by the Foundation for the Development of Eastern Colombia (FUDOC). Donations and sponsorships must be made in compliance with all applicable laws and regulations, especially those related to tax matters.

Specifications regarding the handling of donations and/or contributions to social or charitable causes can be found in the document "Policy on Gifts, Courtesies, Donations, and Sponsorships."

| | | |
|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | Version: 2.0 |
| | | 2025 |

In addition, the following requirements must be met:

- Formal written request for the donation.
- Approval by a designated supervisor.
- That it be given free of charge without any consideration.
- That it be given exclusively to the receiving organization and not directed for the personal benefit of collaborators, officials, PEPs, or third parties.
- That it be formally documented (The Organization must keep a copy of said documents).
- Donations may not be made to individuals but only to legally constituted legal entities. Prior verification will be conducted to confirm the entity's physical existence and compliance with its corporate purpose.
- Due diligence must be performed on the entity to which the donation will be delivered.
- When the donation exceeds 50 times the monthly minimum wage (SMMLV), the donor and donee must appear in person before a notary public in the donor's place of residence to formalize the donation in a public deed, in accordance with Article 1 of Decree 1712 of 1989.
- The statutory auditor must certify that the donation does not jeopardize the company's assets.

4.2.7. Conflict of Interest

A conflict of interest is defined as a situation where business, financial, family, political, or personal interests could interfere with an employee's judgment in the performance of their duties to the Organization (the Organization's interest). In this regard, the Organization condemns the concealment of conflicts of interest, unfair competition practices, payment for goods or services from third parties at a price higher than market value, or a lack of transparency when entering into contractual agreements involving family members, friends, or other acquaintances. Therefore, the Organization encourages thorough investigations of new business connections.

All employees of the Organization will act in accordance with the guidelines established by the Company in its Policies for the realization of their interests and must disclose and recuse themselves from any matter when they have a direct and particular interest in its regulation, management, control, or decision, or when such an interest is held by their spouse, partner, or any of their relatives within the degree of consanguinity defined by law.

When a conflict of interest is declared, the following procedure must be followed:

- Refrain from intervening, directly or indirectly, in activities and decisions related to social determinations concerning the conflict, or cease all action upon becoming aware of the conflict of interest.
- Inform immediate supervisors promptly and in writing via email. The Conflict of Interest Declaration Form (Annex 4) must be completed for its declaration and registration.
- The immediate supervisor must determine the existence of the conflict of interest and respond by informing the employee of the decision, using the same channel.

| | | |
|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | Version: 2.0 |
| | | 2025 |

- If the conflict of interest is shared with the immediate supervisor, the latter must inform their superior or the Ethics Committee, who will proceed as described above.
- Contribute to ensuring the proper performance of the functions entrusted to the organization's internal and external control bodies.

The following list outlines a series of activities (which are illustrative and not exhaustive) that can lead to a conflict of interest for the company's employees and contractors:

- Receiving, directly or indirectly, gifts, benefits, or privileges of any kind offered by third parties (contractors, consultants, suppliers, etc.) who have, have had, or intend to have any relationship or business dealings with the Organization.

For this purpose, gifts include, among others: all kinds of presents (excluding advertising material), money, trips or tickets, invitations to events, and the like.

- Refraining from using the purchasing and contracting policies established by the companies for the acquisition, purchase, or supply of goods and services for the development of the Organization's business and activities. This is without prejudice to employees recommending suppliers for consideration by the Organization, and this will not affect the decision made by the Organization.
- To exert pressure on individuals responsible for entering into any type of business or contract within the Organization, in order to force a purchase or service agreement with a specific supplier.
- To own shares, directly or indirectly, in companies that compete with the Organization or with which the Organization has a business relationship.
- To serve directly or indirectly as a consultant, director, employee, or partner of a company, client, or competitor of the Organization, unless there is prior written consent from Senior Management.
- To use, for personal use and benefit, equipment, documents, tools, or supplies belonging to the Organization, including files, plans, software, documents, and records.
- When the direct or indirect employee, contractor, or subcontractor, within their duties, is responsible for approving or administering contracts or any other type of commercial agreement involving:
 - a) Their spouse or partner or relative (up to the second degree of consanguinity, second degree of affinity, or first degree of civil relationship).
 - b) To a company that employs their spouse, partner, or relative (up to the second degree of consanguinity, second degree of affinity, or sole civil relationship).

The provisions in sections a) and b) do not preclude the creation of a commercial relationship/agreement with the Organization. Should this occur, the employee must inform their supervisor of their situation, so that the activity/process may be assigned to him or to another official who will carry out the corresponding procedures to consolidate or finalize the corresponding business/agreement.

4.3. Management of Transnational Bribery and Corruption (C/ST) Risk:

The PTEE consists of specific procedures and mechanisms aimed at implementing controls for managing the risk of Transnational Bribery and Corruption (C/ST), which are organized into the following stages:

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|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL | Version: 2.0 |
| | Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | 2025 |

- Identification of (C/ST) risk.
- Measurement or assessment of (C/ST) risk.
- Control of (C/ST) risk.
- Monitoring of (C/ST) risk.

4.3.1. C/ST Risk Identification Stage

Under the leadership and coordination of the Compliance Officer and with the participation of each area within the Organization, an analysis is conducted of the Organization's specific characteristics, its operations and businesses, as well as each and every one of its processes, in order to identify potential risks related to Transnational Corruption and/or Bribery.

Additionally, the risk identification process will utilize relevant findings from all Due Diligence conducted during interactions with third parties, compliance audit reports performed on the PTEE program, reports, studies or doctrine related to the subject, and any other instrument that proves useful for understanding the C/ST risk.

This stage must be carried out prior to the launch of any product or service, modification of its characteristics, entry into a new market, the opening of operations in new jurisdictions, and the launch of new products or services. All situations within the company's operations, business dealings, or contracts that could materialize risks of transnational corruption and/or bribery must be evaluated, taking into account risk factors, associated risks, and the root causes of the situation.

The following risk factors will be prioritized for risk identification due to their potential to increase the likelihood of transnational corruption and/or bribery incidents:

- **Country:** Counterparties located in nations with high corruption perception indices, characterized, among other circumstances, by the absence of an independent and efficient justice system, a high number of public officials accused of corrupt practices, the lack of effective anti-corruption regulations, and the absence of transparent policies regarding public procurement and international investments.
- **Economic Sector:** Economic sectors with a higher risk of transnational corruption and/or bribery, according to sources such as the OECD. The determining factors within economic sectors can be: high levels of perceived corruption, frequent interaction with foreign or domestic public officials, and the existence of a large number of permits, licenses, and other regulatory requirements for carrying out any economic activity.
- **Third Parties:** participation of third parties such as contractors, intermediaries, or subsidiaries. In particular, the participation of third parties with high economic value, in

| | | |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL | Version: 2.0 |
| | Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | 2025 |

whose operations it is not easy to identify a legitimate purpose and where no relationship or parity with market values is apparent.

This factor also includes a company's participation in collaboration or joint venture agreements with contractors, or the fact that these contractors are closely related to high-ranking government officials in a particular country, within the context of an international or local business or transaction.

The following are the types of risks identified across sectors:

- **Risk of Public Corruption:** the probability of using power to divert public management toward private gain.
- **Transnational Bribery Risk:** the possibility that a legal entity, directly or indirectly, may give, offer, or promise a foreign public official sums of money, objects of pecuniary value, or any benefit or advantage in exchange for said public official performing, omitting, or delaying any act related to their duties and in connection with an international business or transaction.
- **Contagion Risk:** the possibility of loss that the company may suffer, directly or indirectly, due to an action or experience of a counterparty.
- **Operational Risk:** the possibility of suffering a negative impact on the company's operations if it is used to carry out acts of corruption or transnational bribery.
- **Reputational Risk:** the possibility of loss incurred by the company due to disrepute, a bad image, negative publicity, whether true or not, regarding the company and its business practices, which causes loss of clients, decreased revenue, or legal proceedings.
- **Legal Risk:** This is the possibility of loss incurred by the Organization when it is sanctioned or required to pay damages as a result of non-compliance with rules, regulations, or contractual obligations. It also arises as a consequence of failures in contracts and transactions, resulting from malicious actions, negligence, or unintentional acts that affect the formalization or execution of contracts or transactions.

4.3.2. Measurement and Evaluation of C/ST Risk

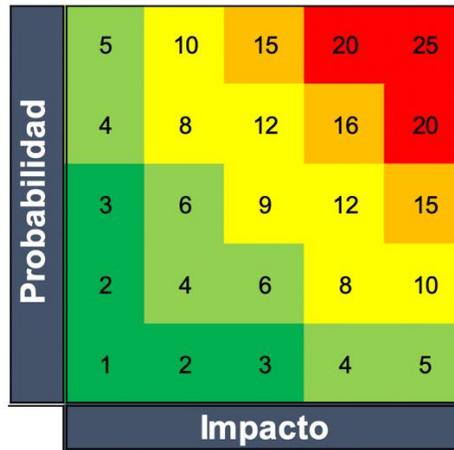
The measurement of C/ST risks will be the responsibility of the Compliance Officer and the group of process leaders designated for this purpose.

The measurement of inherent risk will consider the probability of occurrence and the impact of each risk and will be rated according to the scales defined in the risk assessment methodology. This stage will be documented and analyzed in the SAGRILAFT/PTEE Risk Matrix managed by the Compliance Officer.

Once the risks have been identified, the assessment process is carried out taking into account the probability of occurrence and impact criteria established in the SAGRILAFT/PTEE Risk Matrix.

| | | |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL | Version: 2.0 |
| | Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | 2025 |

The probability is multiplied by the average of the impacts; the result will be on a scale of 1 to 25 and will allow visualization, through a heat map, of the Organization's exposure to the assessed risks.



Vertical Axis: Probability

Horizontal Axis: Impact

Table 1. Quantitative risk matrix

4.3.3. C/ST Risk Control Stage

Each of the inherent risks identified in the SAGRILIFT/PTEE Risk Matrix (Annex 3), has one or more controls defined in the matrix. The control measures adopted must mitigate the causes that generate the risk and must be aimed at reducing its probability and impact. For those areas where there is no specific control for the identified risk, the relevant recommendations have been made to reduce its probability of occurrence.

The management of controls for identified risks is the responsibility of process leaders, under the following rating scale:

| | | |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL | Version: 2.0 |
| | Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | 2025 |

| Escala | Control | Descripción |
|--------|-----------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Muy efectivo | Es un control automático, enfocado directamente en prevenir el riesgo observado, se cumple plenamente y se encuentra debidamente soportado para su verificación posterior. |
| 2 | Efectivo | El control puede ser manual o automático, es un control específico, se cumple en la mayoría de las veces y se encuentra documentado para su revisión posterior. |
| 3 | Parcialmente efectivo | El control puede ser manual o automático, se cumple algunas veces, es un control general y se encuentra documentado para su revisión posterior. |
| 4 | Poco efectivo | El control es manual, es un control general, el proceso indica que se cumple pero no es posible realizar una revisión posterior o la documentación es insuficiente. |
| 5 | No efectivo | No existe documentación soporte ni forma de validar el control. |

Scale | Control | Description

1 | Very effective

It is an automatic control, directly focused on preventing the identified risk. It is fully implemented and is properly supported with documentation for subsequent verification.

2 | Effective

The control may be manual or automatic. It is a specific control, is fulfilled most of the time, and is documented for subsequent review.

3 | Partially effective

The control may be manual or automatic. It is a general control, is fulfilled occasionally, and is documented for subsequent review.

4 | Low effectiveness

The control is manual and general. The process indicates that it is applied, but it is not possible to perform a subsequent review, or the documentation is insufficient.

5 | Not effective

There is no supporting documentation and no way to validate the control.

Table 1. Table of scale and effectiveness criteria for controls

Residual Risk Treatment

The residual risk rating will be based on the effectiveness of the controls and the defined scales. The new probability, and therefore the Residual Risk, is calculated using the control effectiveness assessment. This defines the risk mitigation strategy as follows:

| | | |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL | Version: 2.0 |
| | Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | 2025 |



Score | Strategy | Action According to Risk Appetite

1–3 | Accept

No controls are implemented for mitigation at the initial stage.

4–19 | Actively Accept

Controls are implemented to mitigate the risk.

20–25 | Avoid

The risk factors that generate it are not implemented in the company.

Table 2. Table of ranges and strategies for risk mitigation

4.3.4. C/ST Risk Monitoring Stage

In this stage, the controls defined in the SAGRILAF/PTTE Risk Matrix will be monitored, according to the following criteria:

- The Matrix will be updated at least every two years or when business conditions change, as defined in section 4.3.1, Identification Stage, of this document. This ensures that residual risk is addressed in accordance with the controls established by the Organization. Subsequently, it will be necessary to assess whether the changes made imply the need to update this Manual and the compliance policies.
- Compliance with the PTEE Monitoring and Audit Plan, based on the controls defined within the PTEE Risk Matrix.
- The Compliance Officer will be responsible for managing the Compliance Monitoring and Audit Plan and will report annually to Senior Management on the progress of the PTEE.

To monitor risks related to C/ST, the following measures will be taken:

- In-depth knowledge of the Organization's business partners, for which the PTEE Due Diligence Process, described in section 4.4.1 of this Manual, will be carried out.
- Periodic review of the Compliance Monitoring and Audit Plan.

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|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | Version: 2.0 |
| | | 2025 |

4.4. Main Controls of the PTEE

4.4.1. PTEE Due Diligence Process

In order to obtain useful information for the identification and assessment of Corruption and/or Transnational Bribery risks, the Organization periodically analyzes and evaluates its business relationships with third parties to detect warning signs and act in accordance with the Compliance Policy.

The PTEE Due Diligence process will extend to the Organization's counterparties with whom a business or economic transaction is established. This procedure complements the due diligence procedure of the Comprehensive Risk Self-Management System for Money Laundering, Terrorist Financing, and the Financing of the Proliferation of Weapons of Mass Destruction – SAGRILAF (hereinafter, the SAGRILAF Due Diligence process). As part of implementing this procedure, Organization employees must take the following considerations into account:

- a) Refrain from any commercial, legal, contractual, or other type of relationship with individuals or legal entities that have not been properly identified, nor have they been satisfactorily subjected to the entire procedure described in this document.
- b) Refrain from establishing any commercial, legal, contractual, or other type of relationship with individuals or legal entities that appear on Restricted Lists, including international lists binding on Colombia under international law (United Nations List – UN), or on the SANTS list – Specially Designated Narcotics Traffickers, issued by the Office of Foreign Assets Control (OFAC) of the U.S. Department of the Treasury, or any other lists that, by their nature, pose a high risk and that may be within the Organization's scope for verification. Not only should the legal entity be reviewed, but the following should also be included:
 - 1. Partners with a stake exceeding 5% of the share capital.
 - 2. Members of the Board of Directors.
 - 3. Legal Representatives.
 - 4. Statutory Auditors.
- c) If any report is found matching natural or legal persons on national or international sanctions lists (Attorney General's Office, Comptroller General's Office, Prosecutor's Office, DIAN's List of Fictitious Suppliers, national convictions, among others) for predicate offenses related to money laundering, terrorist financing, and the financing of the proliferation of weapons of mass destruction, the Compliance Officer must be consulted before any interaction takes place.
- d) Before entering into a contractual relationship with a PEP (Politically Exposed Person), written authorization must be obtained from the Ethics Committee.
- e) Refrain from conducting negotiations, transactions, or establishing legal or contractual relationships with third parties listed on PEPs lists, and who are involved in a criminal or civil investigation with a formal indictment, or reported by supervisory bodies, control entities, or

| | | |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL | Version: 2.0 |
| | Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | 2025 |

judicial bodies, or by information agencies such as the Financial Information and Analysis Unit (UIAF).

f) Avoid establishing legal or contractual relationships with third parties (natural or legal persons) whose businesses are of a nature that hinders the verification of the transparency of the activity, the origin of the resources, or who refuse to provide the required information and documentation.

g) Counterparties required to implement a PTEE must certify in writing that they comply with the responsibilities and commitments related to the procedures for the prevention, control, and monitoring of said system.

h) Immediately inform the Compliance Officer of any activity, operation, or event that may be classified as suspected transnational corruption and/or bribery.

i) The rules related to the PTEE must be considered prior to the application of any other instruction or commercial policy and may not, under any circumstances, supersede or take precedence over the fulfillment of any commercial goal or interest.

j) Collaborate in all cases with oversight bodies such as the Superintendency of Companies, the Superintendency of Industry and Commerce, the Attorney General's Office, the Comptroller General's Office, the Police, and sanctioning bodies such as the UIAF (Financial Information and Analysis Unit) and the National Directorate of Taxes and Customs (DIAN), among others, in order to provide them, in accordance with legal formalities, with the information they may require.

k) Maintain and monitor the database of third parties and their counterparties (natural and legal persons) who, due to their profile or the functions they perform, may be exposed to a higher degree of risk of corruption and/or transnational bribery within the Organization, supported by technological tools that allow for periodic consultation of the restrictive, binding, and PEP (Politically Exposed Persons) lists.

l) The Organization will not, under any circumstances, accept the omission of established controls; therefore, it has a sanctions regime that regulates the consequences of non-compliance by collaborators, directors, and other counterparties linked to the company for the PTEE.

m) Simultaneously consider the due diligence process of the SAGRILAFT.

To initiate the PTEE due diligence, the SAGRILAFT due diligence procedure must be completed, as it is mandatory for the Organization in all relationships with any third party.

Once the SAGRILAFT due diligence is completed, the following activities will be carried out with respect to the counterparty and the business relationship, whether for onboarding, renewal, or follow-up:

- Verify that the counterparty to the transaction is not disqualified from contracting with the State due to having engaged in acts of corruption.
- Verify that the counterparty's remuneration is commensurate with the activity or service provided and that there is no indication of concealed indirect payments to hidden intermediaries.
- Verify and confirm their economic activity against the International Standard Industrial Classification (ISIC) code.

| | | |
|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | Version: 2.0 |
| | | 2025 |

- Verify that written confirmation was obtained from the counterparty stating that they are aware of, accept, and comply with the guidelines established in the Organization's policies on the prevention of corruption and/or transnational bribery.

When the contractor requires subcontractors, a clause will be included requiring them to consult Restricted Lists prior to hiring any subcontractor personnel. Furthermore, the possibility of unilaterally terminating the contractual relationship will be included if the Contractor is included on Restricted Lists, or if there is knowledge of convictions related to Corruption and/or Transnational Bribery against the Contractor, as well as authorization for the Compliance Officer to conduct audits to verify compliance with this guideline.

In cases where contracts are not in writing, or where their modification in the aforementioned manner is not facilitated, the commitments must be included in a document containing the express statement of the transaction counterparty regarding their knowledge and acceptance of the Organization's policies on the prevention of Transnational Corruption and Bribery, as well as the consequences of violating them.

In cases where the counterparty to the transaction is listed on Restricted Lists and an exception is required due to the exclusivity of the product or service offered, the request must be sent to the Compliance Officer along with the justification supporting the reasons for the requested exception. The Compliance Officer will present the case to the Senior Management involved in the contracting process, who will analyze the case and decide whether or not the exception applies.

According to Circular 100-000011 of 2021, the following red flags should be analyzed:

In the analysis of accounting records, transactions, or financial statements:

- Invoices that appear to be false or do not reflect the reality of a transaction, or are inflated and contain excessive discounts or refunds.
- Transactions abroad with highly sophisticated contractual terms.
- Transfers of funds to countries considered tax havens.
- Transactions that lack a logical, economic, or practical explanation.
- Transactions that fall outside the ordinary course of business.
- Transactions in which the identity of the parties or the origin of the funds is unclear.
- Assets or rights included in the financial statements that have no real value or do not exist.

In the corporate structure or corporate purpose:

- Complex or international legal structures without apparent commercial, legal, or tax benefits, or owning and controlling a legal entity without a commercial purpose, particularly if it is located abroad.
- Legal entities with structures that include domestic or foreign trusts, or non-profit foundations.

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|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | Version: 2.0 |
| | | 2025 |

- c) Legal entities with offshore entity structures or offshore bank accounts.
- d) Non-operating companies as defined by Law 1955 of 2019 or that, due to their business operations, can be considered "shell" entities, meaning they do not reasonably fulfill any commercial purpose.
- e) Companies declared as fictitious suppliers by the DIAN. Legal entities where the Ultimate Beneficial Owner is not identified (as this term is defined in Chapter X of the Basic Legal Circular).
- f) Frequent use of consulting and intermediation contracts and joint ventures.
- g) Contracts with contractors or state entities that appear legal but do not reflect precise contractual duties and obligations.
- h) Contracts with contractors who provide services to only one client.
- i) Unusual losses or gains in contracts with contractors or state entities, or significant changes without commercial justification.
- j) Contracts containing unreasonable variable compensation or payments in cash, virtual assets (Chapter X of the Basic Legal Circular of the Superintendency of Companies), or in kind.
- k) Payments to PEPs or persons close to PEPs.
- l) Payments to related parties (associates, employees, subsidiaries, branches, among others) without apparent justification.

4.4.2. Decision-Making: Establish/Renew, Reduce, or Avoid

Once the counterparty due diligence stages have been completed, a decision will be made based on compliance with the established criteria:

1. Establish or Renew: Establishing or renewing the counterparty relationship is carried out.
2. Reduce: Once the SAGRILAFT due diligence and enhanced due diligence processes have been completed, if doubts or suspicions about the counterparty persist, additional controls will be implemented to mitigate the risk before establishing or renewing the relationship is avoided.
3. Avoid: A decision is made not to establish or renew the relationship with the counterparty based on the results obtained.

4.4.3. Anti-Corruption Clauses

Contractual management by counterparties must take into account the clauses approved by the Organization, which will include at least the following terms:

- a) A commitment not to engage in commercial transactions that constitute acts of bribery, facilitation payments, or similar acts, specifying the third parties with whom such

| | | |
|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | Version: 2.0 |
| | | 2025 |

- interactions are prohibited; including national and foreign public officials, as well as collaborators and other persons linked to the parties.
- b) A commitment to adopt controls and procedures for the prevention of acts of corruption and/or transnational bribery.
 - c) Consequences of non-compliance with the commitments undertaken, including termination of the contract.
 - d) A declaration that the assets or resources of both parties do not originate from illicit activities.
 - e) A definition of the consequences of events in which either of the signatories' counterparties is linked to illicit activities.

4.5. PTEE Audit and Monitoring

The Organization will review the PTEE to update or adjust controls, if necessary, at least every two (2) years. These procedures must be aligned with the company's audits. The review should consider, among other processes, the following:

- Risk indicators.
- Risk events.
- Alerts received through whistleblowing hotlines.
- Audit results.
- Results of the Statutory Auditor's reports.
- Changes in the organizational context, among others.

4.6. Disclosure and Training

The Organization's Compliance Officer will lead the communication process for the PTEE, both internally and externally. They will also conduct training in accordance with the procedures established by the Organization.

The communication and training plan must consider the following guidelines:

- Communicate the obligations regarding the prevention of corruption and transnational bribery.
- Describe the policies and processes related to PTEE and provide support in developing the skills required to comply with the PTEE.
- Among other topics, the PTEE controls associated with the different processes, the reporting channel, the penalties for non-compliance, and the management of C/ST risks must be communicated. For C/ST risks, the communication and training strategy must be available in the languages in which the organization operates directly and indirectly.
- Induction processes for new collaborators and re-induction processes.
- Training sessions must be held at least once a year to ensure the target audience's knowledge and updates.
- The scope of the plan for third parties, according to the level of risk they represent, will include suppliers and contractors.

| | | |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL | Version: 2.0 |
| | Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | 2025 |

4.7. Continuous Improvement

The Organization is committed to updating and improving the PTEE, as well as the policies that govern it, taking into account compliance risk monitoring analyses, control system findings, complaints received, best practices, changes in the company's activities that may influence C/ST risks, the Organization's growth and new business, or at least every two (2) years if none of the above circumstances occur.

4.8. Reporting and Non-Retaliation

Any act contrary to what is established by the Organization in this Manual, the policies associated with the PTEE, or violations of national and international laws, may be reported internally in accordance with the Organization's Ethical Violations Reporting Mechanism.

The guidelines defined by the Organization on complaint management must expressly include mechanisms for the confidential handling of information and non-retaliation measures for the whistleblower.

Communication Channels

The Organization has an Ethics Infractions Reporting Mechanism ("Ethics Channel"), an ethics hotline for reporting any misconduct or unethical behavior. This service is available to confidentially and securely report acts contrary to the company's policies outlined in this Manual that may constitute violations of national and international laws.

Additionally, interested parties may report transnational corruption and bribery directly to the authorities through the following channels:

-Superintendency of Companies:

<https://www.supersociedades.gov.co/es/web/asuntos-economicos-societarios/denuncias-soborno-transnacional>

- Transparency Secretariat:

<https://portal.paco.gov.co/index.php?pagina=denuncie>

Anti-Corruption Hotline 157

4.9. Report

The Compliance Officer will submit an annual report to the Organization's Board of Directors containing:

| | | |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL | Version: 2.0 |
| | Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | 2025 |

- Objectives.
- Internal and external changes affecting the PTEE.
- Evolution of the PTEE strategy.
- PTEE Management Indicators.
- Results of system monitoring and follow-up.
- Results of audits performed.
- Reports.
- Investigations.
- Changes in the risks managed in the PTEE.
- Opportunities for Improvement.

4.10. Non-Compliance with PTEE Provisions

The Organization's Internal Work Regulations address the sanctions applicable to all collaborators within the company, their various applications, and consequences. The same labor sanctions apply to non-compliance with the provisions of this Manual.

Any failure to comply with the procedures and policies described in this Manual will be considered a serious offense for employment purposes, according to the employment contract, the Internal Work Regulations, and/or the Organization's policies.

The documentation includes:

4.11. Document Management:

4.11.1. Document Retention Policy

Documents and records related to compliance with the PTEE will be kept in the Organization's archive for two (2) years, after that period they will be kept in the historical archive for a minimum of ten (10) years in physical and/or digital format.

The specific management of each record will be established in the master record control list, which is part of the Organization's integrated management system.

4.11.2. Filing and Document Management Procedure

The stages and elements of the PTEE are duly documented, guaranteeing the integrity, timeliness, reliability, and availability of the information contained therein. The documentation includes:

- Physical and/or digital backup
- Security requirements to ensure that access is restricted to authorized personnel only.
- Criteria and processes for handling, storing, and preserving this documentation.

The documentation includes:

| | | |
|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------|
|  | BUSINESS TRANSPARENCY AND ETHICS PROGRAM (PTEE) MANUAL Colgener S.A., Termotasajero S.A. E.S.P. y Termotasajero Dos S.A. E.S.P. | Version: 2.0 |
| | | 2025 |

- Risk matrices for corruption and transnational bribery, controls, and risk assessments.
- Third-party due diligence processes.
- Reports of complaints and actions taken in response.
- Reports from the Compliance Officer, the legal representative, Senior Management, and oversight bodies.
- Documents supporting monitoring and auditing processes.
- Training materials and attendance lists.
- Decisions of the Board of Directors or highest governing body regarding the implementation, operation, and evolution of the system, as recorded in the respective Board of Directors minutes.
- Documents related to international business or transactions undertaken by the Organization.

The compliance policy and this manual are in Spanish. If the Organization conducts business, international transactions, or activities through subsidiaries, branches, or other establishments in non-Spanish-speaking countries, a translation into the corresponding language will be provided. The same obligation will apply to countries where the Organization's Contractors are located and which are not Spanish-speaking.

5. References

5.1. Annexes

The following are the forms that are part of the Organization's PTEE:

- Annex 1. Definitions from the PTEE Procedures Manual
- Annex 2. Regulatory Framework of the PTEE Procedures Manual
- Annex 3. SAGRILAFT/PTEE Risk Matrix
- Annex 4. Employee Conflict of Interest Declaration Form

5.2. Changes Control

The Manual, along with its respective annexes, was approved by the Board of Directors of **COLGENER S.A., TERMOTASAJERO S.A. E.S.P., and TERMOTASAJERO DOS S.A. E.S.P.** in December 2025.