

CORPORATE POLICY ON ANTI-BRIBERY AND ANTI-CORRUPTION

1. Introduction

It is the policy of Mineros S.A. (“**Mineros**” or the “**Company**”) and its subsidiaries (the “**Mineros Group**”) to conduct its business in an honest and ethical manner. The Company has a zero tolerance approach to bribery, corruption and fraud and undertakes to act professionally, fairly and with integrity in all of its business relations and deals avoiding any act that may negatively affect the integrity and reputation of the Mineros Group.

2. Scope and Application

Compliance with this Corporate Policy on Anti-Bribery and Anti-Corruption (this “**Policy**”) is mandatory for all employees, members of the Board and senior management, agents, consultants, suppliers and contractors of the Mineros Group in any jurisdiction and must be applied in all relationships with our stakeholders. Mineros therefore takes its legal responsibilities very seriously. Actions in contravention of this Policy could cause unlimited monetary damages to the Company and serious damage to its reputation both in the public markets and in all jurisdictions in which it operates.

Not being aware of this Policy’s contents or procedures is not an excuse or defense against any violation or non-compliance with this Policy.

With the implementation of this Policy, the Company is promoting a culture of ethical behavior and informs all of its officers, directors, employees, agents, consultants, suppliers and contractors of the specific policies and procedures to prevent bribery, corruption and fraud that they must abide by, without exception, in the performance of their duties and responsibilities.

All persons working for the Company or under its control are responsible for the prevention, detection and reporting of bribery and corruption. All persons must avoid any activity that may lead to the violation of this Policy or applicable Laws.

3. Definitions

For purposes of this Policy, the following terms will have the following meanings:

Bribery: Bribery is an illegal **incentive** or **benefit** that is **offered**, promised or given in exchange for any **commercial**, contractual, regulatory, corporate or personal **advantage**, where the following applies:

- (a) An **incentive** or **benefit** is anything of value that incites a person to act or refrain from acting in connection with the performance of his/her duties and/or in violation of applicable Laws.
- (b) **Commercial advantage** means that the Company is placed in a better position (from a financial, economic, reputational or in any other way that is beneficial) either than its competitors or than that it would have been had the Bribery or corrupt act not taken place.

- (c) An **offer** of an incentive or benefit to a Public Official can constitute a Bribe (and therefore an illegal act) even if it is not accepted or received by the Public Official.

Payments to employees of another contracting party, or the use of other techniques, such as subcontracting, issuing purchase orders or consulting agreements made in an effort to provide a benefit to a Public Official or their family members or business partners are prohibited.

Contractor: is any third party (whether an individual or organization) providing services, supplying goods or acting as an agent of the Company or any of its subsidiaries or with whom there is a contractual relationship of any type. Contractors may include, among others, suppliers, vendors, intermediaries, agents, distributors, advisors, consultants and parties to cooperation or joint venture agreements with the Company or any of its subsidiaries.

Corruption: Is the abuse of entrusted power for private gain, usually in the form of Bribery.

Employee: Means any member of the Board, officer, managers, or employees of the Company and any of its subsidiaries, including any person hired on a permanent or temporary basis to provide services to any of the Mineros Group companies. For additional clarity, "Employee" includes any individual appointed to manage and direct the Company, whether members of governing bodies of the Company or individuals, often referred to as "senior managers" or members of senior management.

Ethics Committee: The Ethics Committee of the Company is responsible for the following, amongst other items: (i) disseminating the principles of ethical conduct of the Company; (ii) applying applicable sanctions if the Code of Ethics and/or other policies of the Company have been infringed, and (iii) ensuring the confidentiality of investigations and whistleblower protection.

Gift(s): It refers to any type of item, service, benefit, favour, gratuity, travel or entertainment and includes items of any value unless such items are specifically excluded in this Policy.

Laws: Refers to all applicable laws and regulations relating to domestic and transnational bribery or corruption and applicable to the Company or the relevant subsidiary, including the Constitution of Colombia and related laws, and other applicable laws, such as the *Corruption of Foreign Public Officials Act* (Canada) and the *Criminal Code* (Canada).

Mineros Group: Means the Company and all subsidiaries controlled directly or indirectly by the Company. A company will be subordinated, controlled by or a subsidiary to another whenever its decision-making power is subject to the will of another, that will be its parent or controlling company. When used in this Policy, the term "**Company**" can mean the entirety to the Mineros Group or a select entity, depending on the context herein.

Public Official: Is:

- (a) a local or international person with a legislative, administrative or judicial position in a local state or federal government entity, its political subdivisions or local authorities, and includes public officials, political parties, political party officials or political candidates, employees of the other contracting party;
- (b) a local or international person who performs public duties or functions for a local state or federal government entity, including a person employed by a board,

commission, corporation or other body or authority that is established to perform a duty or function on behalf of the state, or is performing such a duty or function;

- (c) a person that is an employee of a government owned or controlled enterprise;
- (d) an official or agent of a public international organization that is formed by two or more states or governments, or by two or more such public international organizations;
- (e) tribal chiefs and other officers or representatives of first nation organizations or aboriginal communities, who have authority to exercise governmental powers;
- (f) an immediate family member (specifically, a spouse/partner, parent or parent-in-law, child or son/daughter in-law, stepson or stepdaughter, aunt or uncle, niece or nephew, sibling or brother/sister in-law) or business partner of any of the persons listed above.

A "Public Official" includes any person listed above who carries out these functions for a foreign state.

Third Parties: refers to any individual or organisation with whom an Employee or Contractor may come into contact during the course of work for Mineros, and includes actual and potential customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

4. Purpose of this Policy

The purpose of this Policy is to:

- (a) establish responsibilities within the Mineros Group for purposes of observing and upholding its position against Bribery, Corruption and fraud; and
- (b) provide information and guidance to those working for the Company on how to recognise and deal with issues relating to Bribery, Corruption and fraud.

The Company will cause each Agent, Employee and Contractor of the Mineros Group to agree to be bound by the provisions of this Policy upon receiving notice of the most recent copy of this Policy or upon notice that an updated version of this Policy has been placed on Mineros' website.

5. Obligations

- (a) Employees and Contractors must refrain from soliciting, accepting, giving, offering, promising or authorizing monetary sums, any valuable object or other benefit in exchange for a Public Official to carry out, omit or delay any action relating to his/her duties and in relation with a business deal or transaction.
- (b) It is absolutely prohibited for Employees and Contractors, when acting on behalf of the Company, to offer or promise a Bribe of any type to any person or engage in any activities relating to Corruption.

- (c) All Employees and Contractors of the Mineros Group are banned from participating actively, passively or in co-participation, incentivizing, approving, encouraging, paying, supplying, retransmitting, covering up, cooperating or enabling in any way the Bribery of any Public Official or private person in order to influence or compensate any official action or decision of such person for the benefit of the Company.
- (d) Employees and Contractors must refrain from engaging in conduct that may be considered Bribery, either directly or indirectly, such as through Third Parties.
- (e) Employees and Contractors are responsible for being familiar with local Laws on anti-bribery and anti-corruption applicable to their roles and responsibilities in each country where the Employee or Contractor is operating.

6. Red Flags

The following is a non-exhaustive list of “red flags” that may indicate the existence of corrupt practices that must be taken into account by those who are subject to this Policy. This is an illustrative, but not a complete list; it is necessary to be on the lookout for other signs that may raise suspicions of fraudulent or corrupt activities:

- (a) Use of a disreputable agent or one linked to a foreign government.
- (b) Payment of unusually high commissions for which the agent does not seem to have rendered important services.
- (c) Cash payments or payments without proper documentation or proof of compliance with regular internal controls.
- (d) Unusual bonuses to foreign personnel with few supporting documents.
- (e) Payments made via Third Party countries or to offshore accounts.
- (f) Private meetings requested by public contractors or companies expecting to participate in bids for contracts.
- (g) Failure to follow the policies or procedures of Mineros or abusing the decision-making process.
- (h) Excessive entertainment of Third Parties.
- (i) Inaccurate documentation or accounting entries related to expenses for Third Party payments.
- (j) Unexplained preference for certain subcontractors.
- (k) Invoices rendered above the contract value.

7. Facilitation Payments

A facilitation payment is an improper or illegal payment made to a Public Official so that the latter will omit, carry out, expedite or delay any ordinary duty for which he/she is responsible, e.g.

processing and/or granting permits, licenses, or other public documents. Examples of these payments include transportation for inspection visits, visa processing, police protection and connection of public utilities.

The Company does not allow facilitation payments and no Employee or Contractor shall make a facilitation payment on behalf of the Company.

8. Offer and Acceptance of Gifts

Mineros seeks to avoid conflicts of interest or any related situation for Employees and Contractors, resulting from the acceptance of Gifts that may influence their decisions to the detriment of the Company. It also seeks to reduce the reputational risk to which the Company may be exposed for offering Gifts or sponsorships which may influence in any way the decision-making process of public or private entities.

(a) General Rules

When offering or accepting Gifts, all Employees and Contractors of the Company must proceed as follows:

- Employees and Contractors cannot accept or agree to accept Gifts of any value, either directly or indirectly, from Public Officials;
- Employees and contractors may not accept gifts from customers or suppliers, directly or indirectly for a value greater than USD 100, or that may influence or be interpreted as affecting their actions or decisions;
- Employees and Contractors cannot accept Gifts from clients or suppliers that are unrelated to marketing actions, e.g. personal gifts, favors, leisure trips, tickets to sports events, etc.; and
- Any Gift received that violates this Policy must be reported to the Ethics Hotline as set out in the Code of Ethics or the Head of Compliance, and also must be refused and returned.

In any situation in which refusing a Gift is extremely uncomfortable, may be deemed offensive, or is truly impossible to return, the Employees and Contractors must abide by the following guidelines:

- The Gift is neither given nor accepted with the intent or the expectation to influence one party to obtain or retain businesses or a commercial advantage, or as a compensation for obtaining or retaining businesses or a commercial advantage, or an express or implied exchange of favors or benefits;
- The Gift is usual in the industry;
- The Gift is not against any applicable Law;
- The Gift is received on behalf of the Company, not the individual;
- The Gift does not include cash or a cash equivalent (e.g. coupons, gift certificates, pre-paid visa cards);
- The Gift does not include personal non-monetary benefits (e.g. golf memberships, vacation clubs);

- The Gift is not given to family members of Contractors, Public Officials or other business partners;
- The nature and value of the gift is appropriate and is given or accepted at the appropriate time, taking into account the business relationship with the other party, it must not have a value greater than USD 100, any pending action expected from the other party, and the underlying motive for the gift is clear and has no illegitimate purpose.

Gifts of nominal value such as promotional articles (e.g. pens, notebooks, diaries and calendars), are not covered by this Policy.

(b) Gifts to Public Officials

All Employees and Contractors, when acting on behalf of the Mineros Group must be careful and vigilant when interacting with Public Officials and shall display the utmost integrity in such interactions, and comply with all applicable laws and act in accordance with the Code of Ethics.

Prior approval from the President of Mineros or the corresponding manager of the subsidiary must be obtained to give any gift or benefit of value or offer any gratuity to a Public Official. Gifts and gratuities whose value is negligible, such as promotional articles (e.g. pens, notebooks, diaries and calendars), are not covered by this Policy.

(c) General Rules for Donations

A donation is a transfer of money or another good from an individual or a company to another individual or company for free and without any compensation.

The Company distinguishes between charitable and political donations.

Employees may make donations on behalf of Mineros or a Mineros Group company as long as they are donations for charitable purposes given in good faith, within the framework of corporate social responsibility and community support. There can be no expectation of any benefit of value being obtained by the Company in exchange for a donation. These donations must be made strictly in compliance with all applicable Laws. In every case, charitable donations cannot be used as an alternative to political contributions, directly or indirectly.

In all cases, any contemplated charitable donations made on behalf of a Mineros Group company must undergo adequate Due Diligence as provided in paragraph (e) below, and the Employee must have the written authorization of the general manager or the manager of the subsidiary prior to making a donation. In addition, to make charitable donations, the following criteria must be taken into account:

- Be compliant with the local Laws of the country where the donation is being made;
- The sociocultural benefits sought must be estimated as relevant, compatible and proportionate to the resources invested. Any donation entailing obtaining improper commercial advantages is banned;
- Recipient, representative or beneficiary companies or individuals must be thoroughly assessed via Due Diligence and there must be no conflict between the

organization and recipient of the donation. Due Diligence measures should be properly documented and kept by the Mineros Group donor company;

- Only the legal representatives of the donee will serve as interlocutors. No intermediaries may participate;
- The donee may be requested to provide detailed accounts and explanations on the way in which the resources given were used, in addition to donation certificates accrediting the donation made, and in the case of foreign entities, a certificate or letter;
- Efforts must be undertaken to confirm the donated funds or goods are used for the established purposes;
- Evaluate the recipient entity to confirm its reputation and/or links to Public Officials and/or the public sector more generally;
- Funds must be wire transferred to the donee's bank account. Written certification of the account is needed prior to transfer;
- Written confirmation that the donee is not a Public Official that can influence the Company's businesses or any Public Official's family member; and
- Accurately record all donations in the Company's books and records, in a specific account to this end.

Political donations cannot be made on behalf of Mineros or a Mineros Group company unless this donation has been approved by the Board of Directors of Mineros.

Notwithstanding the above, personal charitable or political donations made by an individual Employee in that Employee's name are not prohibited or restricted by this Policy. Any such personal charitable or political donation must be made completely independent of the Company and there can be no expectation of any benefit being extended to the Company in exchange for the donation.

(d) **Events and Sponsorship**

Whenever the Company wishes to participate in events or provide sponsorship, it must prove the existence of an actual relationship to the business or institutional goals in a context of moderation and good faith.

The specific authorization process must be completed, along with the obligation to register and document the activities, and the specified monetary caps on sponsorship for each sponsored event.

Making donations for events and sponsorships for political purposes on behalf of any Mineros Group entity must be pre-approved by the Board of Directors.

(e) **Due Diligence**

Any due diligence required to be performed under this Policy involves a periodic review of the legal, accounting and financial matters related to a domestic or foreign company, individual or organization in order to identify and assess any Bribery and Corruption risks ("**Due Diligence**"). The term "Due Diligence" as defined in this document does not refer

to due diligence procedures used in other risk management systems (e.g., money laundering and terrorist financing), which are governed by different rules and policies.

9. Third Parties and Due Diligence

When contracting with Third Parties, the Company or the relevant Mineros Group entity must conduct a Due Diligence review of that Third Party's business and activities. When dealing with Contractors, steps should be taken to verify their creditworthiness and reputation, including political affiliations, and document them.

The Due Diligence process should produce sufficient information to adequately know Third Parties, including all Contractors, applying the policies and procedures set out in this Policy and the Anti-Money Laundering and Terrorist Financing Policy. This must take place prior to entering into contractual relationships with any such Third Parties.

The Due Diligence process is applied when a Mineros Group company is introduced to an external entity. The information gathered is analyzed to identify and assess associated risks, such as vulnerabilities relating to Bribery and Corruption practices, money laundering and non-compliance with international sanctions-related regulations. This should be completed prior to entering into any agreement, but also periodically to ensure that a Third Party continues to pass the Due Diligence process.

The Company should clearly and unequivocally inform Third Parties of the importance of complying with all aspects of the Company's Code of Ethics, this Policy and Anti-Money Laundering and Combating the Financing of Terrorism Policy, as well as the importance to the Company of the fight against Corruption and how Employees, Third Parties and Contractors are expected to act.

10. Reporting Non-Compliance

It is necessary that any conduct violating this Policy is detected and reported in a timely manner to the Ethics Hotline, which is available 24 hours a day, 365 days a year. All reports of alleged violation of this Policy will be maintained in the strictest confidentiality and may be made anonymously.

The Company has a global Ethics Committee that actively works on fostering compliance with the Code of Ethics and this Policy, not just in Colombia, but everywhere around the world where the Company has operations. Reports to the Ethics Hotline are handled transparently and fairly by the Ethics Committee applying the principles laid out in the Code of Ethics and the Ethics Committee Charter.

All of the Company's Employees and Contractors must report any of the following actions, or any action that could be deemed a non-compliance or violation of this Policy or other Company policies to the Ethics Hotline:

- Conduct contrary to Law, and any Company policies or procedures, including the Code of Ethics;
- Fraud, forgery, corruption, theft, or violence in the workplace;
- Discrimination, harassment or misuse of the Company's resources;
- Conflicts of interest;

- Confidentiality breaches;
- Failure to observe accounting controls;
- Improper purchase agreements and other unethical conduct.

11. Dissemination of and Training Relating to Anti-Bribery and Anti-Corruption

Training activities are part of the Company's Bribery and Corruption risk prevention program and are carried out through internal, external and/or online training programs, which are regularly validated and updated. Training activities are also included as part of the onboarding of new Employees and Contractors.

Training will be updated and revised periodically according to best practices in Bribery risk management or due to changes in processes. Because of the foregoing, special attention must be paid to the individuals or businesses that are more exposed to such risks. This may be the case with Employees and Contractors conducting public procurement or distribution activities in countries or in geographic areas at high risk of Bribery or Corruption.

Employees linked to the onboarding of Contractors, or negotiation and overview of agreements with Third Parties, as well as those responsible for payment and collection, will be trained at least once a year on current issues, according to specific needs.

Part of the verification of the transnational Bribery and Corruption training process shall include giving a test to ensure that the concepts were assimilated and properly understood.

Evidence of the materials used during the training, the Employees' and Contractors' attendance and the test taken, as well as all the documentation supporting the training process, will be registered as part of compliance with this policy.

12. Consequences of failing to comply with the provisions of the anti-corruption policy

Any person who breaches this Policy will face disciplinary action, which could result in dismissal for gross misconduct. Mineros reserves its right to terminate its contractual relationship with Third Parties if they breach this Policy.

Any sanction shall be applied in accordance with Mineros or the relevant subsidiary's Internal Labor Regulations, or as provided for in local labor laws. Such sanctions must meet the prerequisites to be applied in compliance with local laws.

Failure to comply with this Policy may also constitute a criminal offense under local Laws, which could result in fines or imprisonment for the person and/or company responsible.

13. Reports

Management reports related to the implementation of the provisions outlined in this Policy will be prepared and submitted to the Board of Directors at least twice a year by the Head of Compliance, who must keep confidential the reported information.

The Head of Compliance will be responsible for the documentation relating to risks, analysis and investigations linked to the prevention of Bribery and Corruption, and must keep confidential the

reported information except to the extent the Head of Compliance must report to the Board of Directors.

It is the responsibility of the compliance area to file and preserve documents related to compliance with this Policy, which shall be maintained for a period of five years.

14. Consultations

If you have any questions regarding the application of this Policy, please contact your supervisor, in first instance, or consult the Ethics Hotline or the Head of Compliance of Mineros.

15. Archive

All books, records and documents in general corresponding to the documentary supports and other information related to the management of bribery and corruption prevention shall be kept in electronic, magnetic or physical media for a period of 5 years.