



Manual of the Transparency and Business Ethics Program (TBEP)

Bogotá Chamber of Commerce



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1. Objective

The Bogotá Chamber of Commerce (hereinafter BCC) reaffirms its commitment to the values of ethics, excellence, social responsibility, and shared value as outlined in the Code of Ethics and Good Corporate Governance. To this end, it has implemented the Transparency and Business Ethics Program (hereinafter TBEP), in accordance with current regulations and by adopting best practices for the prevention and mitigation of Corruption and Transnational Bribery (hereinafter C/TB) risks. This program is aligned with the Policy for the Management of C/TB Risk.

The objective of TBEP is to prevent, detect, and mitigate the C/TB risks to which the BCC may be exposed. This program seeks to promote business ethics and transparency in all activities through the implementation of appropriate guidelines, procedures, and controls. TBEP ensures regulatory compliance and integrity in interactions with third parties, both nationally and internationally, thereby strengthening the trust of users and the environment in which the BCC operates.

2. Scope

The TBEP is aimed at all administrators, employees, and, in general, anyone who acts on behalf of, in the name of, or representing the BCC, and must be applied in interactions with all Stakeholders, especially in the development of commercial and/or contractual relationships of any kind (e.g., contracts, agreements, pacts, alliances) with private and public entities, both national and international.

TBEP is complemented by guidelines, procedures, manuals, and/or instructions that guide the actions of BCC's administrators and employees to ensure its effective operation.

This manual takes into account the provisions set by the Superintendence of Companies: *"In order to respect the nature of the functions and registry acts and the effective access to dispute resolution provided by the Arbitration and Conciliation Centers, all activities inherent to the administration of public records delegated to the Chambers of Commerce and those related to arbitration and conciliation are exempt from the Due Diligence procedures outlined in Chapters X and XIII."*¹

This Program will be updated and supplemented as needed based on the requirements of its intended audience, in accordance with BCC's activities, or at least every two years, to ensure its relevance and effectiveness.

¹External Circular 100-300000 of December 6, 2024, issued by the Superintendence of Companies

3. Regulatory Framework

- **External Circular No. 100-000011 of August 9, 2021, issued by the Superintendence of Companies and its amendments:** Comprehensive modification to External Circular No. 100-000003 of July 26, 2016, and addition of Chapter XIII to the Basic Legal Circular of 2017. It mandates obligated companies to implement a Business Transparency and Ethics Program in accordance with the terms set forth in that chapter.
- **External Circular 100-000004 of October 4, 2023, issued by the Superintendence of Companies:** The scope of application (item 4) of External Circular 100-000016 of December 24, 2020, and External Circular 100-000011 of August 9, 2021, is modified, requiring Chambers of Commerce and Foreign Non-Profit Entities to implement the SAGRILAFT and TBEP programs.

4. Definitions

- **Administrators:** Administrators include the legal representative, their substitutes, and the members of the Board of Directors.
- **Strategic Ally:** Any natural or legal person, whether public or private, national or international, who enters into an agreement, memorandum, convention, or non-remunerative legal business with the BCC.
- **Compliance Audit:** The systematic, critical, and periodic review regarding the proper implementation and execution of the TBEP.
- **Whistleblower Channel:** The online reporting system for reporting acts of Transnational Bribery, provided by the Superintendence of Companies on its website.
- **Basic Legal Circular:** The Basic Legal Circular No. 100-000005 of 2017 from the Superintendence of Companies, including its amendments.
- **Employee:** Any natural person, whether national or foreign, who agrees to provide personal service under an employment contract or employment relationship with the BCC.
- **Contractor:** This term refers to any third party that provides services to the BCC or has a contractual legal relationship of any nature with the BCC in the context of a business or transaction. Contractors may include, among others, suppliers, intermediaries, agents, distributors, advisors, consultants, and those part of collaboration contracts, temporary unions or consortia, or joint ventures with the BCC.
- **State Contract:** Corresponds to the definition established in Article 32 of Law 80 of 1993.
- **Corruption:** All conduct aimed at benefiting a company, seeking a benefit or interest, or being used as a means in the commission of crimes against public administration or public patrimony, or in the commission of Transnational Bribery.

- **Due Diligence:** Refers to the process of constant and periodic review and evaluation that the BCC must carry out regarding the Corruption or Transnational Bribery Risks to which it may be exposed. Under no circumstances does the term Due Diligence as defined in this program refer to the due diligence procedures used in other risk management systems (e.g., money laundering, terrorist financing, and financing of the proliferation of weapons of mass destruction), which are governed by different regulations.
- **State Entity:** Corresponds to the definition established in Article 2 of Law 80 of 1993.
- **Risk Factors:** The potential elements or causes that generate the C/TB Risk for the BCC.
- **Risk Matrix:** A tool that allows the BCC to identify Corruption Risks or Transnational Bribery Risks.
- **Corruption Risk Matrix:** A tool that allows the BCC to identify the Corruption Risks to which it may be exposed.
- **Transnational Bribery Risk Matrix:** A tool that allows the BCC to identify the Transnational Bribery Risks to which it may be exposed.
- **Reasonable Measures:** Sufficient, appropriate, and measurable actions in quality and quantity to mitigate C/TB risk, considering the BCC's inherent risks and their materiality.
- **International Business or Transactions:** Refers to any business or transaction with foreign natural or legal people, whether public or private.
- **OECD:** The Organization for Economic Cooperation and Development.
- **Compliance Officer:** The individual responsible for fulfilling the functions and obligations established in this TBEP. The same person may, if the competent bodies of the BCC decide, assume functions related to other risk management systems, such as those related to preventing money laundering, terrorist financing, and the financing of the proliferation of weapons of mass destruction.
- **Politically Exposed Person (PEP)²:** Politically Exposed Persons are public officials of any public administration nomenclature and classification system, whether national or territorial, who are assigned or delegated functions such as issuing norms or regulations, general management, policy formulation, adoption of plans, programs, and projects, handling of state assets, money, or values, administering justice, or administrative sanctioning powers. It also includes individuals managing resources within political parties or movements. These functions may include public spending order, public contracting, project management, payments, settlements, and the management of movable or immovable assets.
- **Compliance Policies or Guidelines:** The general policies adopted by the BCC to carry out its business and operations ethically, transparently, and honestly, and to identify, detect, prevent, and mitigate Corruption or Transnational Bribery Risks.

²Article 2.1.4.2.3. of Decree 1081 of 2015, amended by Article 2 of Decree 830 of July 26, 2021.

- **Transparency and Business Ethics Program (TBEP):** The document that outlines the Compliance Policy, the specific procedures managed by the Compliance Officer, aimed at implementing the Compliance Policy to identify, detect, prevent, manage, and mitigate Corruption or Transnational Bribery Risks that may affect the BCC.
- **Economic Resource:** The right to benefit economically.
- **C/TB Risks:** Corruption and/or Transnational Bribery Risk.
- **Corruption Risks:** The possibility that, through action or omission, the purposes of public administration are diverted, or public patrimony is affected for private gain.
- **Transnational Bribery Risks (ST Risk):** The possibility that a legal entity, directly or indirectly, gives, offers, or promises a foreign public official sums of money, valuable objects, or any benefit or advantage in exchange for that official performing, omitting, or delaying any act related to their duties in connection with an International Business or Transaction.
- **Public Servant:** Any person performing public functions, whether permanent or temporary, and in contact with the state, regardless of their appointment method (election, appointment, contract, or designation). A public servant is one who performs administrative, legislative, or judicial functions on behalf of the state.
- **Foreign Public Servant³:** A foreign public servant is anyone holding a legislative, administrative, or judicial position in a state, its political subdivisions, or local authorities, regardless of how the person was appointed or elected. It also includes individuals working for a public organization, state-owned company, or an entity whose decision-making power is under the control of the state, its political subdivisions, or local authorities. It also refers to any official or agent of an international public organization.
- **Transnational Bribery (ST)⁴:** Legal entities, through one or more: (i) employees, (ii) contractors, (iii) administrators, or (iv) associates, whether their own or from any affiliated company, offer, give, or promise to a foreign public official, directly or indirectly: (i) sums of money, (ii) any valuable object, or (iii) other benefits or advantages, in exchange for the foreign public official performing, omitting, or delaying any act related to their duties in connection with an International Business or Transaction.
- **Subsidiary Company⁵:** A company is considered a subsidiary of another when its decision-making power is subject to the will of another person or company, which will be its parent or controlling entity. In other words, the company depends on another, as it owns a sufficient share to influence decisions, as defined in Article 260 of the Commercial Code.
- **Supervised Company:** A company, sole proprietorship, or branch of a foreign company under the supervision of the Superintendence of Companies, as provided in Article 84 of Law 222 of 1995.

³Paragraph 1 of Article 2 of Law 1778.

⁴Article 2 of Law 1778.

⁵Article 260 of the Commercial Code.

5. TBEP Elements

5.1 Design and Approval

The design of TBEP is based on an assessment of C/TB risks, which establishes an action-oriented approach to address the specific risks faced by the BCC.

TBEP outlines the responsibilities assigned to both the administrators and the Compliance Officer, who are responsible for implementing and supervising the program. Implementation of the TBEP involves, among other elements, the allocation of adequate resources, staff training, and the establishment of monitoring mechanisms to ensure its effectiveness.

The BCC's Compliance Officer is responsible for designing TBEP. This process considers materiality, the specific characteristics of the entity and its activities, and the identification of C/TB Risk Factors.

The Board of Directors and the Executive President ensure the operational, economic, physical, technological, and human resources necessary for the Compliance Officer to adequately perform their duties.

The BCC Board of Directors⁶ approves the TBEP based on the proposal jointly submitted by the Executive President and the Compliance Officer. Updates to TBEP will follow the same procedure.

The annexes to the TBEP are procedural and complementary in nature and may be updated directly by the Compliance Officer, with subsequent notice to the Corporate Governance, Risk and Audit Committee.

TBEP is a dynamic system that requires adjustments to ensure its effectiveness in preventing and mitigating C/TB risks. Various conditions may warrant updates to the program or its guidelines. Below are some scenarios that could prompt modifications to the TBEP—this list is not exhaustive, and the BCC is prepared to identify and adapt to any emerging situation that may impact the management of these risks:

- **Changes in applicable regulations:** Modifications to laws, regulations, or circulars issued by local or international authorities that affect C/TB risk management.
- **Changes in the operating environment:**
 - Expansion into new markets or high-risk jurisdictions.
 - Introduction of new products, services, or business lines that increase exposure to C/TB risks.
 - Merger, acquisition, or restructuring of the BCC.
- **Adjustments to the organizational structure:** Modifications to BCC's governance that impact the TBEP based on the defined governance model.
- **Newly identified risk factors:** Identification of new risk factors resulting from internal or external audits, investigations, or compliance incidents.

- **Changes in the global risk landscape:** Increase in global C/TB risk due to international conflicts, changes in public policy, or sanctions imposed by international bodies.
- **Audit or external review results:** Recommendations resulting from external audits or inspections conducted by oversight and control entities.
- **Compliance incidents:** Occurrence of significant corruption incidents within the organization or involving its counterparties or stakeholders.
- **Changes in technology used:** Implementation of new technological tools or changes to monitoring or risk analysis systems that affect the tracking and control of C/TB-related activities.

5.2 TBEP Compliance Audit

The Compliance Officer, with the support of the relevant departments, evaluates the reports submitted by the statutory auditor or any auditor assigned to the matter, to adopt the necessary measures.

In turn, the Board of Directors, which may rely on the Compliance Officer, reviews the related reports submitted by the statutory auditor or external auditor, when applicable. It also follows up on the observations or recommendations adopted and ensures they are explicitly recorded in the corresponding meeting minutes.

TBEP includes sanctions or consequences for administrators, employees, or third parties who fail to comply with or disregard its provisions.

5.3 Dissemination and Training

The Compliance Officer is responsible for designing and implementing a comprehensive annual training and communication plan aimed at both internal and external stakeholders. The objective of this plan is to disseminate and reinforce the TBEP guidelines, covering key topics such as risk identification and management, procedures, red flags, control mechanisms and tools, due diligence activities, and the correct application of binding, restrictive, or control lists. The plan also promotes the use of advisory and reporting channels established for the prevention of C/TB risks.

The training program includes targeted sessions aimed at strengthening the knowledge of TBEP recipients, the available reporting channels, and the individuals or bodies to whom such reports must be submitted. This plan is tailored to the different roles and risk levels of participants, ensuring appropriate coverage for all areas exposed to C/TB risks.

To ensure traceability and effectiveness of the plan, documentation is maintained for all training activities, including the names of attendees, date of the session, topics covered, and learning assessments conducted.

5.4 Communication Channels

The BCC's TBEP includes mechanisms that allow employees, administrators, affiliates, contractors, and any individual with knowledge of corruption-related conduct involving the BCC to confidentially and anonymously report any potential irregularities in the implementation of TBEP. These mechanisms encourage whistleblowers to report such irregularities without fear of retaliation from other BCC personnel or of workplace harassment in the case of employees or administrators.

The BCC provides an Ethics Hotline for reporting and disclosing matters related to C/TB, which is available on the official BCC website: <http://lineaetica.BCC.org.co/>

Additionally, C/TB-related reports can be submitted through the channels provided by the Superintendence of Companies:

- https://www.supersociedades.gov.co/delegatura_aec/Paginas/Canal-de-Denuncias-Soborno-Internacional.aspx
- <http://www.secretariatransparencia.gov.co/observatorio-anticorrupcion/portal-anticorrupcion>

5.5 Three Lines of Defense Governance Model

The Bogotá Chamber of Commerce (BCC) adopts the Three Lines of Defense Governance Model for the implementation of the Business Transparency and Ethics Program (TBEP), reinforcing its commitment to effective risk management. This approach ensures that responsibilities and authority related to the management of Corruption and Transnational Bribery (C/TB) risks are clearly assigned and that every stage and activity of the program is executed precisely and in accordance with best practices.

The structure of the BCC's TBEP is designed to ensure that the specific functions and general responsibilities of all parties involved complement each other, and that they make appropriate use of the necessary tools to effectively mitigate C/TB risks. TBEP fosters smooth collaboration across different BCC departments, ensuring regulatory compliance and strengthening internal controls.

¹ [Ver Guía de uso de la línea ética de la CCB.](#)

¹ Comité de Supervisión Bancaria de Basilea. "Adecuada gestión de los riesgos relacionados con el blanqueo de capitales y la financiación del terrorismo" https://www.bis.org/publ/bcbs275_es.pdf.
Instituto Americano de Auditores Internos – IIA. "El Modelo de las tres líneas". <https://www.theiaa.org/globalassets/documents/resources/the-iias-three-lines-model-an-update-of-the-three-lines-of-defense-july-2020/three-lines-model-updated-spanish.pdf>.

The Board of Directors, as the highest governing body of the institution, is responsible for establishing the adoption of policies and overseeing the entity, as outlined in Article 7 of Law 1727 of 2014. It must also approve the guidelines, strategies, plans, policies, and budget; general organization; and ensure that an adequate system for managing information, risks, control, and auditing is in place, as provided in items a), c), and d) of Article Seventeen of the Statutes.

In this regard, and in accordance with the guidance of the Superintendence of Companies, the Board must approve the Business Transparency and Ethics Program (TBEP). In this sense, it has been determined that the Three Lines Model will support the fulfillment of these legal duties and statutory functions, as it promotes active participation from all responsible parties and ensures that decisions are made based on accurate and up-to-date information.

5.5.1 Responsibilities of the Board of Directors

In accordance with the legal duties and statutory functions provided, the BCC's Board of Directors assumes the following responsibilities regarding TBEP:

- a) Issue and define the Policy for the management of Corruption and Transnational Bribery (C/TB) risks.
- b) Define the profile of the Compliance Officer.
- c) Appoint the Compliance Officer.
- d) Approve the document that comprises TBEP.
- e) Commit to preventing C/TB risks, ensuring that the BCC conducts its business ethically, transparently, and honestly.
- f) Ensure the provision of necessary economic, human, and technological resources so that the Compliance Officer can carry out their duties.
- g) Take appropriate action against administrators, employees, and stakeholders who violate the provisions of TBEP.
- h) Lead a communication and education strategy to ensure effective dissemination and understanding of the Policy and the TBEP, in accordance with the Risk Factors and Risk Matrix.
 - Any other function that may be modified, added, or removed in accordance with regulations issued by the Superintendence of Companies.

5.5.2 Responsibilities of the Executive President (Legal Representative)

In accordance with the statutory powers outlined in Article 19, item a) of the Bylaws, the Executive President, together with the Compliance Officer, presents the Policy and TBEP Manual to the Board of Directors for approval and is responsible for its implementation to ensure compliance with its provisions, as established in items c), e), and g) of Article 19 of the Bylaws. Therefore, the Executive President assumes the following responsibilities:

- a) Submit, jointly with the Compliance Officer, the TBEP proposal for approval by the Board of Directors.
- b) Ensure that TBEP aligns with the Compliance Policies adopted by the Board of Directors.
- c) Provide effective, efficient, and timely support to the Compliance Officer in the design, management, supervision, and monitoring of the TBEP.
- d) Certify to the authorities, when required, compliance with the provisions of TBEP.
- e) Ensure that all activities arising from the implementation of the TBEP are properly documented, and that the information complies with principles of integrity, reliability, availability, compliance, effectiveness, efficiency, and confidentiality. Documentation must be retained in accordance with Article 28 of Law 962 of 2005 or any law that modifies or replaces it.
- f) Any other function that may be modified, added, or removed in accordance with regulations issued by the Superintendence of Companies.

5.5.3 First Line

The first line is made up of the operational areas that manage the day-to-day activities of the BCC, including those that interact directly with stakeholders. These areas bear the primary responsibility for identifying, assessing, managing, and controlling C/TB risks within their processes, services, products, activities, and systems. It is essential that they understand and apply the policies and procedures established for risk management, ensuring that operations are carried out in compliance with regulations.

To efficiently perform these duties, these areas must be equipped with the necessary resources, knowledge, and tools to implement effective controls.

In addition, the operational areas are responsible for developing, implementing, and maintaining internal controls to mitigate the risks inherent in their activities. This includes establishing mechanisms for continuous monitoring and review to detect irregularities, as well as the ability to report and correct any deficiencies or non-compliance.

The first line is composed of:

- Process owners
- Project leaders
- Risk managers
- Other employees of the organization

5.5.4 Second Line

The second line is led by the Planning Management Office and the Risk Management Office, under the responsibility of the Compliance Officer.

The Compliance Officer plays a fundamental role within the second line, actively participating in the design, direction, implementation, auditing, compliance verification, and monitoring of TBEP. They make strategic decisions regarding the management of C/TB risks. BCC's management provides full support, including human, physical, financial, and technical resources, to ensure the effective implementation and sustainability of TBEP.

5.5.4.1 Requirements for the Compliance Officer

- a) Must have the authority to make decisions regarding the management of C/TB risk and maintain direct communication with, and report directly to, the Board of Directors.
- b) Must possess solid knowledge in C/TB risk management and a thorough understanding of the BCC's ordinary business activities.
- c) Must have the support of a qualified human and technical team, appropriate to the level of C/TB risk and the size of BCC's operations.
- d) Must not be part of the management, social bodies, or internal or external audit and control entities (including the statutory auditor or anyone associated with the auditing firm performing this role, if applicable), or anyone who performs similar functions or acts on their behalf within the BCC.
- e) Must not serve as Compliance Officer for more than ten (10) Obligated Companies. To serve as Compliance Officer for more than one Obligated Company: (i) the Compliance Officer must provide certification; and (ii) the appointing body must verify that the Compliance Officer does not act in that capacity for competing companies.
- f) If the Compliance Officer is not employed directly by the BCC, both the individual and the legal entity to which they are affiliated (if applicable) must demonstrate that they meet the minimum standards outlined in the Due Diligence section of TBEP.
- g) Must be domiciled in Colombia.

5.5.4.2 Responsibilities of the Compliance Officer

- a) Submit the TBEP proposal, jointly with the Executive President, for approval by the Board of Directors.
- b) Present reports to the Board of Directors at least once a year. These reports must include, at a minimum, an evaluation and analysis of TBEP's efficiency and effectiveness, and propose necessary improvements, if applicable. They should also reflect the performance of the Compliance Officer and the BCC's administration in relation to TBEP compliance.
- c) Ensure alignment between the TBEP and the Compliance Policy.
- d) Ensure the effective, efficient, and timely implementation of TBEP.
- e) Implement a Risk Matrix and update it based on the specific needs of the BCC, its Risk Factors, the materiality of C/TB risk, and in alignment with the Policy.
- f) Define, adopt, and monitor actions and tools for detecting C/TB risk in accordance with the Policy and Risk Matrix.
- g) Ensure the implementation of appropriate channels that allow any person to report, in a confidential and secure manner, any non-compliance with the TBEP and any suspected C/TB-related activities.

- h) Verify the proper application of the whistleblower protection policy established by the BCC.
- i) Establish internal investigation procedures to identify TBEP non-compliance and detect possible C/TB incidents.
- j) Promote the adoption of corrective measures and updates to TBEP when circumstances require, and at least every two (2) years. Proposals and justifications for these updates must be submitted to the Board of Directors.
- k) Coordinate the implementation of internal training programs.
- l) Evaluate reports submitted by the Internal Audit Office, as well as those submitted by the statutory auditor or external audits, where applicable, and take reasonable measures in response to identified deficiencies. If the implementation of such measures requires the approval of other bodies, the relevant issues must be brought to their attention.
- m) Verify compliance with Due Diligence procedures applicable to the BCC.
- n) Ensure proper filing of documentary evidence and other information related to the management and prevention of C/TB risk.
- o) Design the methodologies for classification, identification, measurement, and control of C/TB risk that will form part of the TBEP.
- p) Conduct evaluations of TBEP compliance and of the C/TB risk to which the BCC is exposed.
- q) Perform any other function that may be modified, added, or removed in accordance with regulations from the Superintendence of Companies.

5.5.5 Third Line

The third line is composed of the Internal Comptroller and may also include external auditors who ensure compliance with professional standards and independently evaluate the effectiveness of governance, risk management, and internal control. Their role is to provide an objective view of the effectiveness of the controls implemented to ensure that C/TB risks are properly managed.

As a best practice, the Internal Comptroller includes in the annual Audit plans a review of the effectiveness and compliance of TBEP. This provides a solid foundation for both the Compliance Officer and BCC's management to identify potential deficiencies in TBEP and propose appropriate solutions. The results of these internal audits are reported to the Executive President, the Compliance Officer, and the Board of Directors.

5.5.6 External Assurance Providers (Statutory Auditor)

The statutory auditor is required to report to the competent authorities any acts of corruption detected during the exercise of their duties. According to Article 32 of Law 1778 of 2016, which amends Law 43 of 1990, statutory auditors are expressly obligated to report to criminal, disciplinary, and administrative authorities any act of corruption or alleged commission of crimes against public administration, the economic and social order, or economic assets, even if such information is protected by professional secrecy. These reports must be made within six (6) months of detecting the events, and the acts must also be reported to the corporate bodies and the company's management.

5.5.7 Incompatibilities and Disqualifications of the Different Bodies

When establishing the bodies and instances responsible for evaluating the compliance and effectiveness of the TBEP, the BCC considers potential conflicts of interest, as well as any incompatibilities and disqualifications that may affect the performance of the assigned duties. For this reason, no oversight and/or strategic decision-making body—such as administrators, the Internal Comptroller, or the Statutory Auditor—may be appointed as the Compliance Officer.

6. Stages of the TBEP

6.1 Identification of C/TB Risk Factors

The Bogotá Chamber of Commerce (BCC) carries out the following activities to identify the risk factors for corruption and transnational bribery (C/TB):

- a) Identifies and assesses its risks through independent diagnostics, including periodic due diligence procedures and compliance audits.
- b) Adopt measures to mitigate C/TB risks once these have been identified and detected.
- c) Independently evaluates C/TB risks, which serve as a basis for the Board of Directors to decide whether to modify the TBEP when circumstances require it.
- d) Implement any other measures that should be considered in accordance with its C/TB risk management policy.

The BCC considers the following C/TB risk factors, in line with international practice:

Country Risk: Country risk refers to the likelihood of corruption and bribery occurring in nations with high levels of perceived corruption. This risk is characterized by various elements that affect the integrity and transparency of business and government operations, such as:

- **High Corruption Perception Index Scores:** Nations with high corruption levels are those where corrupt practices are frequently and widely reported. This may include bribery, nepotism, and abuse of power, creating an environment where business transactions are susceptible to corruption.
- **Lack of an Independent Judiciary:** In many countries with high corruption risk, the judicial system does not operate effectively or independently. This means corrupt officials can act without fear of legal consequences, fostering an environment prone to impunity.
- **Questionable Public Officials:** The presence of a significant number of public officials involved in corrupt practices erodes trust in institutions and increases the risk that companies operating in these countries will face bribery or corruption issues.
- **Regulatory Deficiencies:** The lack of effective regulations to combat corruption, along with a scarcity of policies that promote transparency in public contracting and international investments, contributes to country risk.
- **Regional Variability:** Corruption perception indices may vary between different regions within the same country. This is due to differences in economic development, infrastructure, government capacity, and state presence in specific geographic areas. Some regions may therefore pose a higher risk than others.

- **Operations through Subsidiary Companies:** Country risk increases when organizations operate through subsidiaries located in tax havens. These countries often have lax regulations regarding transparency and accountability, increasing the likelihood of engaging in corrupt practices.

Economic Sector Risk: This refers to the likelihood of corruption and bribery occurring within specific sectors of the economy, based on the inherent characteristics of those sectors. Certain sectors are more susceptible to corruption due to their nature, regulatory complexity, frequent interaction with the public sector, and the volume of resources involved.

Third-Party Risk: This refers to the possibility that acts of corruption and bribery may involve external individuals or entities interacting with an organization. This risk arises primarily from the organization's relationship with third parties, such as contractors, suppliers, business partners, allies, intermediaries, and agents, who may act on its behalf or within the context of business transactions. Key factors influencing third-party risk include:

- **Contractors and Suppliers:** Contractors and suppliers managing large sums of money or with access to sensitive information can be channels for corrupt practices.
- **Relationships with Public Officials:** Collaborating with third parties who have close ties to government officials can increase the likelihood of corruption, particularly in sectors where permits or licenses are required.
- **Business Partners and Allies:** Organizations may face corruption risks when partnering with entities that do not operate under the same or higher ethical standards. A lack of oversight and clarity in agreements can facilitate corrupt practices.
- **International Transactions:** In international contexts, third-party risk increases as cultural, legal, and regulatory differences can facilitate corruption.

Other Risk Factors: In addition to the aforementioned factors, other additional risks may exist. Therefore, the BCC conducts a detailed and periodic assessment of its C/TB risks in an informed and documented manner.

6.2 Measurement or Evaluation of C/TB Risk

TBEP is integrated with the BCC's Risk Management process, allowing the organization to measure the likelihood or probability of the Inherent Risk associated with each C/TB Risk Factor. It also assesses the potential impact of these risks should they materialize, taking into account specific associated risks. These measurements may be qualitative or quantitative, depending on the nature of the risk and the operation.

As part of the process of measuring or evaluating C/TB Risk, the BCC ensures, at a minimum, the following:

- **Establish risk measurement methodologies aligned with the Risk Management process:** It defines methodologies that make it possible to determine the likelihood and impact of C/TB risks, aligning them with the practices of the BCC's integrated risk management system.

- **Include both individual and consolidated assessments:** It conducts C/TB risk assessments both individually and in a consolidated manner, for each of the previously identified C/TB Risk Factors and associated risks. These analyses must be aligned with the measurements of other risks to maintain a comprehensive view of the BCC's overall risk profile.
- **Evaluate C/TB Risk in new markets, products, or services:** It ensures that, when the BCC enters new markets or offers new products or services, specific assessments are conducted to identify emerging C/TB risks. This evaluation must be coordinated with the general policies of the risk management system to ensure a proactive and effective response to new risk scenarios.

This integrated approach enables the BCC to manage C/TB risks consistently within the framework of its risk management process, ensuring that mitigation controls and policies dynamically adapt to changes in the operational and regulatory environment.

6.3 Control of C/TB Risk

The TBEP enables the adoption of the necessary Reasonable Measures to control the Inherent Risk to which the entity is exposed. As a result of the implementation of appropriate controls, the BCC is able to establish its Residual Risk profile, ensuring that the control measures implemented reduce both the likelihood of C/TB Risk occurrence and its impact if materialized.

Effective control of C/TB Risk is supported by the development of the C/TB Risk Matrix, which defines the most appropriate control mechanisms and their application to the previously identified C/TB Risk Factors.

The BCC ensures the following:

- Implementation of Reasonable Measures to control C/TB Risk, ensuring they are applied effectively and proportionally to the identified C/TB Risk Factors and associated risks.
- Implementation of controls based on the identified C/TB Risks and the classification of the C/TB Risk Factors. The C/TB Risk Matrix guides this process, ensuring that controls are proportional to the level of risk, meaning that the higher the risk, the more stringent the controls applied.

6.4 Monitoring of C/TB Risk

The BCC's TBEP enables continuous oversight of the risk profile, ensuring the organization is capable of detecting potential acts of corruption and transnational bribery (C/TB). This monitoring is an integral part of the system and is tailored to the control and prevention needs related to C/TB risks.

To effectively monitor C/TB Risk, the BCC implements the following measures:

- **Conducts periodic and comparative tracking** of the Inherent Risk and Residual Risk for each C/TB Risk Factor and associated risks. This includes ongoing evaluation of how these risks evolve and how they are mitigated through the applied controls.
- **Develops a process of x** (placeholder – please clarify what “x” refers to), designed to facilitate the detection and correction of any deficiencies in the TBEP. The verification and review of this process are carried out at intervals consistent with the BCC’s Residual Risk profile, ensuring that controls remain aligned with changes in the operational and regulatory environment.
- **Ensures controls are comprehensive** and address all identified risks, making sure they operate in a timely, effective, and efficient manner. Integration of controls with the Risk Management process ensures they are managed consistently and in alignment with the BCC’s strategic objectives.
- **Ensures that Residual Risks remain within acceptable levels** previously established by the BCC. This involves periodic review of controls and making necessary adjustments to keep risks within tolerable limits.

This approach ensures that the TBEP functions as a proactive risk monitoring and mitigation system, aligned with the BCC’s risk management structure, and that it provides the capability to detect and effectively correct any deviations in the established controls.

Monitoring of the Program is carried out by the Compliance Officer, whose primary responsibility is to ensure the application of necessary corrective actions and adjustments for effective risk management. As sources of information for system monitoring, reports provided by internal or external control bodies, as well as regulatory authorities, are also used.

7. Due Diligence

The scope of Due Diligence varies depending on the purpose and complexity of the contracts, the amount of compensation to contractors, the countries in which they operate, and other factors. The procedure is outlined in the *BCC’s Due Diligence Procedure*.

Due Diligence at the BCC focuses, at a minimum, on the following aspects:

- **Risk identification and assessment:** Due Diligence is exclusively aimed at identifying and assessing C/TB risks related to the activities of the BCC, its subsidiaries, and contractors. This includes a review of each contractor’s specific qualifications, reputation, and relationships with third parties.
- **Written documentation:** All Due Diligence activities are documented in writing to ensure the information is accessible and understandable by the Compliance Officer.
- **Compensation analysis:** The process provides elements to rule out the possibility that excessive compensation to a contractor could conceal indirect bribes or kickbacks to domestic or foreign public officials. This involves an analysis of the value assigned to each contractor for their intermediation services.
- **Background and relationship checks:** The BCC has the human and technological resources necessary to gather information on commercial, reputational, and disciplinary

records, as well as administrative or criminal sanctions that have affected, currently affect, or may affect individuals subject to Due Diligence. This includes current and potential contractors, as well as individuals providing services to contractors under any type of contractual relationship, provided they are relevant in a legal relationship involving C/TB risk.

To facilitate this analysis, the BCC uses specially designed forms to gather information about its Counterparties. These forms are tailored according to the characteristics of the Counterparties, the identified C/TB Risk Factors, the Risk Matrix, and the materiality of each risk.

In addition, the BCC builds and maintains a database that allows it to consolidate and identify current or future alerts in its operations with Counterparties. This database includes, at a minimum, the following information about each Counterparty:

- Name (individual or legal entity)
- Identification
- Address
- Ultimate Beneficial Owner
- Legal Representative
- Contact person and their position
- Date of the due diligence or monitoring process

The Due Diligence monitoring and updating process is carried out based on changes in the legal or reputational conditions of the Counterparty, and not only at the time of engagement.

The BCC ensures that before entering into any contractual or legal relationship of any kind, the Due Diligence procedures that form part of the TBEP have been properly followed. This includes the collection and filing of all necessary documentation to adequately support the Counterparty assessment.

Additionally, the engagement of Counterparties must be approved by the designated official or authorized individual, in accordance with the provisions of the Due Diligence Procedure.

If Due Diligence cannot be satisfactorily completed, the BCC evaluates whether to initiate or terminate the legal or contractual relationship.

8. Warning Signs

As part of TBEP, the BCC has incorporated a set of warning signs suggested by the Superintendence of Companies as a reference, which are considered based on Risk Factors. These warning signs help guide the identification of activities and operations that may pose a C/TB risk, without prejudice to the BCC developing additional alerts in response to the evolution of its operations and emerging risks.

Analysis of accounting records, operations, or financial statements:

- Invoices that do not reflect the reality of a transaction or are inflated, including excessive discounts or reimbursements.
- Foreign operations with complex contractual terms.
- Fund transfers to countries considered tax havens.
- Transactions lacking a logical, economic, or practical explanation.
- Operations unrelated to the company's ordinary course of business.
- Situations where the identity of the parties or the origin of funds is unclear.
- Assets or rights recorded in financial statements that have no real value or do not exist.

Corporate structure or corporate purpose:

- Complex or international legal structures without clear commercial, legal, or tax benefits, or control of a legal entity without a commercial purpose, especially when located abroad.
- Legal entities with structures involving domestic trusts, foreign trusts, or non-profit foundations.
- Offshore⁹ entities or offshore¹⁰ bank accounts.
- Non-operating companies as defined by Law 1955 of 2019 that do not fulfill a business purpose.
- Companies identified by the DIAN (Colombian tax authority) as fictitious suppliers.
- Legal entities for which the ultimate beneficial owner cannot be identified, as defined in Chapter X.

Transaction or Contract Analysis:

- Frequent use of consulting, intermediation, or joint venture contracts.
- Contracts with contractors or government entities that appear legal but do not clearly outline contractual duties and obligations.
- Contracts with contractors who provide services to a single client.
- Unusual losses or profits in contracts with contractors or government entities, or significant changes without commercial justification.
- Contracts involving unreasonable variable compensation, or those that include payments in cash, virtual assets (as defined in Chapter X), or in kind.
- Payments to politically exposed persons (PEPs) or individuals closely associated with PEPs.
- Payments to related parties (affiliates, employees, subsidiaries, branches, etc.) without apparent justification.

Additionally, warning signs or early alerts include any facts, situations, events, amounts, quantitative and qualitative indicators, financial ratios, and other relevant information that may allow timely and/or forward-looking inference of a potential event or situation that deviates from what is considered normal, or that presents particular circumstances that warrant further analysis.

⁹**Offshore entities:** These are companies registered in a country different from the country of residence of their owners or directors. They are generally established in jurisdictions that offer tax advantages, flexible regulations, and confidentiality in operations.

¹⁰**Offshore bank accounts:** These are accounts opened in financial institutions located outside the account holder's country of residence.

9. Documentation of Activities

The activities undertaken by the BCC in the development, implementation, and execution of the TBEP are documented in a manner that ensures integrity, timeliness, reliability, confidentiality, and availability of information. Information provided by the Counterparty as part of the Due Diligence and Enhanced Due Diligence processes, along with the name of the person who verified it, is recorded with the corresponding date, in order to certify the due diligence performed by the BCC.

In developing the TBEP, the BCC complies with legal provisions regarding the protection of personal data, in accordance with Laws 1266 of 2008, 1581 of 2012, and other applicable regulations. Additionally, documentary records related to the implementation of the TEPAC are retained in accordance with Article 28 of Law 962 of 2005 or any regulation that amends or replaces it.

In all cases, the development and implementation of the TBEP must be supported by appropriate documentation that evidences the measures adopted and that can be presented if required for audit or oversight purposes.

10. Guidelines and Codes of Conduct

Within the TBEP framework, guidelines and codes of conduct govern the behavior of all managers, employees, and anyone acting on behalf of the BCC regarding practices that may impact the integrity and transparency of the BCC's activities.

10.1 Management of Conflicts of Interest

The management of conflicts of interest at the BCC involves: i. identifying, ii. managing, and iii. resolving situations that may pose a conflict of interest and negatively affect the organization. The aim is to ensure transparency, objectivity, and independence in decision-making and in the performance of duties.

To this end, the guidelines established in the Risk Management process, the Code of Ethics and Corporate Governance, and the BCC's Bylaws must be applied.

10.2 Gifts, Courtesies and Hospitality

The BCC has established guidelines that enable employees, as well as clients, strategic partners, contractors, subcontractors, suppliers, and, in general, all counterparties involved in any business relationship with the BCC, to understand the appropriate and inappropriate behaviors related to the giving or receiving of gifts, hospitality, courtesies, or benefits. These are aligned with the provisions of the BCC's Code of Ethics and Corporate Governance.

These guidelines are detailed in the document titled *Guidelines on Gifts, Courtesies, and Hospitality*, which is mandatory for all parties.

10.3 Donations

At the BCC, donations are recognized as an important means to contribute to social well-being and to strengthen relationships with communities and nonprofit organizations. Aware of this, and in compliance with TBEP, this guideline aims to establish the decision-making criteria by which donations must be managed.

Definitions:

- **Donation¹¹:** Defined as a legal act whereby a person, called the donor, freely transfers to another person, the donee, the ownership of a good or right, with the intention that the donee accepts it. This act does not involve economic compensation from the donee and is generally formalized through a contract.
- **Nonprofit Initiatives:** Projects or activities aimed at public interest or social good, without pursuing any direct or indirect economic benefit.
- **Social Management:** Activities carried out by the BCC to create value for its stakeholders in relevant areas, which may be mandatory, complementary, or voluntary in nature.

General Principles:

- **Good Faith and Legality:** All donations must be made in good faith and in compliance with applicable laws and regulations.
- **Transparency:** Donations must be managed transparently, with clear justification and supporting documentation for each decision.
- **Social Responsibility:** Donations must align with the BCC's objectives and values, contributing positively to the community.

Application Criteria:

- As a general rule, the BCC does not make donations, based on Article 355 of the Colombian Constitution. The exception applies only to its private resources.
- Donations must never imply a commitment or intent to obtain a specific benefit in return and may not be used as a form of compensation.
- Donations will only be made to charitable organizations, entities, or nonprofit initiatives to support social causes.
- Donations to charitable organizations or nonprofits must be included within an approved budget.
- Donations to domestic or foreign public officials are strictly prohibited.
- Donations must be directed to entities with a solid reputation for honesty and proper practices, following prior evaluation and documentation of the recipient.
- The beneficiary entity must demonstrate that it holds all necessary authorizations and complies with legal requirements to operate.
- All donations must be formalized through a contract or agreement that includes anti-corruption clauses.

¹¹See Article 1143 of the Colombian Civil Code.

- For monetary donations, disbursement must be made only to a bank account registered in the name of the beneficiary; cash payments are not allowed.
- All donations must be properly and transparently recorded in the BCC's accounting system, in accordance with applicable accounting standards.
- In the case of donations to social projects, they must align with corporate objectives and be carried out in consultation with communities represented by legally recognized institutions or leaders.
- Prior to making any donation, a due diligence process must be conducted, as stipulated in the TBEP.
- All donations must be reviewed and approved by the BCC's Executive President.

10.4 Political Contributions

The BCC strictly prohibits any type of contribution or donation, either in cash or kind., to political parties, candidates, political organizations, or individuals involved in political activities. BCC employees are not allowed to use the entity's name or position to engage in any form of political campaigning or to gain any advantage in any political participation process.

10.5 Lobbying

Lobbying should not be considered an illegitimate practice, as it is often thought to be, since it is merely a form of political participation where different societal actors seek to defend their interests, which is entirely valid. For this reason, the Organization for Economic Cooperation and Development (OECD) states that lobbying is a democratic right and, therefore, a legitimate mechanism for influencing governments during the public policy formulation process.

However, it becomes improper when money is paid to influence policy or legislative decisions or to influence decisions that government officials must make, a practice prohibited by the BCC. BCC employees may only interact with public officials to develop and execute the BCC's activities. In these interactions, lobbying activities and any acts of corruption, bribery, provision or receipt of courtesies, or any actions that could affect or cast doubt on transparency are strictly prohibited.

10.6 Facilitation Payments

The BCC strictly prohibits the making of facilitation payments in any form or circumstance. Facilitation payments are defined as any compensation, either direct or indirect, given to public or private officials with the purpose of expediting or facilitating the completion of procedures or the provision of services that should be provided without any additional cost.

10.7 Expenses for Entertainment, Meals, Lodging, and Travel Activities

The BCC has established guidelines for requests, authorization, execution, and legalization of expenses related to domestic and international travel. This includes the purchase of air tickets and lodging for Board of Directors members, employees, buyers, speakers, and advisors traveling in compliance with assigned duties.

Emphasis is placed on the importance of adhering to austerity criteria when executing these expenses, ensuring the efficient use of resources for the benefit of the entrepreneurs of Bogotá and the surrounding region. Travel must be planned and carried out rationally and efficiently, in line with the needs of the BCC. For more details on these guidelines, the “Guidelines for Travel Expenses, Air Ticket Purchases, and/or Lodging” should be consulted.

The administrators and employees of the BCC are strictly prohibited from assuming the payment of travel-related expenses, including transportation, lodging, and meals, for public servants, both domestic and foreign, as well as for private sector officials, unless such expenses are explicitly stated in formal contracts or agreements.

10.8 Remuneration and Commission Payments

BCC employees' remuneration is determined according to the provisions of the collective agreement and applicable regulations.

11. Sanction Regime

In the event of non-compliance with this TBEP, and depending on the severity of the violation, the BCC will apply the corresponding disciplinary sanctions, as established in the Internal Work Regulations and according to the procedure outlined therein.

Failure to comply with the orders and instructions given in Chapter X of the Legal Basic Circular of the Superintendence of Companies may lead to administrative investigations as necessary and the imposition of relevant administrative sanctions to the Obligated Entity, in this case, the BCC, the Compliance Officer, the external auditor, or its administrators, in accordance with Article 86, paragraph 3, of Law 222 of 1995, without prejudice to actions that correspond to other authorities, always respecting the Right to Due Process and the Right to Defense.

The following are some of the specific behaviors that constitute a breach of this policy. This list is not exhaustive and should be interpreted as a guiding list of actions and omissions that go against the established guidelines. Any activity, behavior, or negligence that could expose the organization to C/TB risks will be considered a violation and will be subject to the corresponding sanctions.

- Participate in corruption or transnational bribery C/TB activities.
- Give, offer, or promise money, valuable items, or benefits to national or foreign public officials in exchange for an undue favor or action.
- Make payments or offer benefits that are unjustified, such as gifts, commissions, travel, political contributions, donations, or anything contrary to TBEP.
- Facilitate or promote any conflict of interest that affects the transparency of the BCC.
- Violate the guidelines established in the Transparency and Business Ethics Program (TBEP).
- Fail to participate in mandatory annual training related to C/TB risks.
- Fail to comply with due diligence procedures.
- Disregard or overlook warning signs that indicate potential C/TB risks.
- Do not use the established communication channels to report C/TB activities.

- Manipulate financial or transactional information to conceal its origin.
- Refuse to cooperate with internal or external investigations related to TBEP.
- Fail to implement internal controls to prevent C/TB risks.
- Provide false or incomplete information in C/TB risk evaluation procedures.
- Interfere with internal or external audits related to the policy and TBEP.
- Authorize the use of BCC infrastructure for illicit C/TB activities.
- Conceal relevant information from the Board of Directors, the Compliance Officer, or any other internal or external authority regarding TBEP.
- Ignore audits, recommendations, or prior alerts related to the management of C/TB risks.
- Obstruct the implementation of controls or monitoring measures established to manage C/TB risks.
- Fail to allocate the necessary operational, financial, physical, technological, or human resources for the proper management of TBEP.