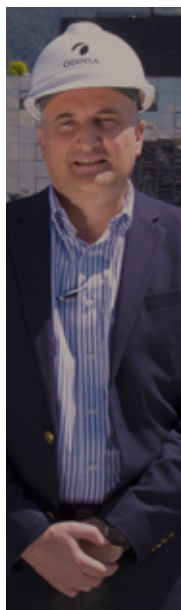
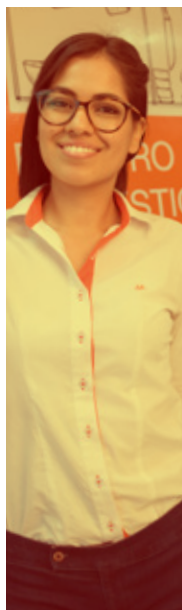


CODE OF **BUSINESS CONDUCT**



CODE OF BUSINESS CONDUCT

Integrity,
our essence



Grupo Empresarial Argos is an organization committed to its operations, investments and business sustainability.

We understand sustainability as the creation of value in a responsible way for all our shareholders and the rest of our stakeholders, seeking balance among the generation of financial profitability, respect and promotion of human rights, contribution to social development and inclusion and decrease in environmental impact, guided by our **Good Governance Code**.

We promote long-term sustainability and competitiveness of those businesses where we have investments within a transparent, ethical and innovative policy framework, seeking to have transparency in all our actions before our shareholders,

employees, customers, communities, suppliers, authorities, competitors and all our stakeholders, at large.

Bearing in mind the foregoing, I call upon all people at whom this Code is aimed to know, **understand and comply with it responsibly**, as well as to report any conduct that runs counter to the provisions set forth in this Code.

► JORGE MARIO VELÁSQUEZ

President
GRUPO ARGOS S.A.
Grupo Empresarial Argos Parent Company



CHAPTER

01



INITIAL CONSIDERATIONS

1 What is Code of Business Conduct?

It is an operational guideline that accompanies our prudent judgement and common sense, to help us adopting behaviors that make us feel proud, aimed at keeping a positive image of Grupo Empresarial Argos. This Code leads us to promote the creation of value in a responsible manner and shows our fervent belief in that ethics and integrity are essential and are not negotiable.

Therefore, our code of Business conduct must be understood as a tool that has a set of rules to help us shaping our behavior based on integrity, an inspiring principle of

Grupo Empresarial Argos' acting. Integrity means doing the right thing. That is, to always act in a responsible, honest, upright, reliable, transparent manner and in accordance with the law and the internal policies of Grupo Empresarial Argos.

We all have a responsibility to know, understand and comply with this Code, as well as to report any conduct that is inconsistent with the provisions set forth in this Code.

2 How do we know if we are acting right?

In order to determine whether or not we are acting right and responsibly, we must always ask ourselves the following questions before making any decision or carrying out any activity:

- 1 Does this conduct affect Grupo Empresarial Argos negatively?
- 2 Does this conduct affect Grupo Empresarial Argos' shareholders negatively?
- 3 Is this an unlawful conduct?
- 4 Is this conduct inconsistent with the provisions set forth in the Code of Business Conduct, the internal policies and guidelines?
- 5 Does this conduct benefit me personally and/or my family members or friends?
- 6 Would I feel uncomfortable if this conduct appears in the media or is generally released?

If you answer yes to any of the questions above, we should refrain from pursuing that conduct. If in doubt, please ask the Business Conduct Officer before taking any action.



3 Who must observe the Code of Business Conduct?

The Code of Business Conduct is approved by Grupo Argos S.A. Board of Directors and related companies' boards of directors that adopt it. All employees and directors of the Companies must abide by the guidelines set forth in this Code, regardless of the country where we are located at.

We must require and ensure that all people we hire as agents or to work on behalf of or for any of the Companies know and comply with this Code of Business Conduct.

If due to any circumstances, there is a conflict between the local law and the Code of Business Conduct, we will first observe the

law and, secondly, we will apply the Code. If in need of guidance about this particular topic, please ask the Company's Business Conduct Officer.

4 What is the role of the senior management?

The senior management of the companies that comprise Grupo Empresarial Argos, must set the course of the Companies and promote the values and obedience culture. Consequently, the senior management undertakes to:

- ▶ Set a sound example of upright conduct.
- ▶ Support all conduct-related training activities and to require that all employees and directors comply with these training sessions.
- ▶ Allocate enough resources to support employees in the fulfillment of this code.
- ▶ Encourage employees to express their concerns and to report any improper acts.
- ▶ Avoid and prohibit retaliation for reporting misconduct.
- ▶ Impose disciplinary measures when improper acts occur, in accordance with the provisions set forth in the Internal Labor Regulatory Policy of each Company.

5 What is the leaders' role?

Grupo Empresarial Argos' leaders must always show their commitment to the conduct standards set forth in this code, through their own behavior and they must comply with the following activities:

- ▶ To ensure that their team people understand their responsibilities in relation to this code and any related policies.
- ▶ To value the code-related behaviors and policies during employees' performance assessment.
- ▶ To emphasize the importance of upright acting and compliance.
- ▶ Not to issue any instructions that deviate from this code, its policies or the law.
- ▶ To create an environment where employees feel comfortable to bring their concerns.



CHAPTER

02



**HOW DO WE BEHAVE INSIDE
GRUPO EMPRESARIAL ARGOS?**

1 We are trustworthy



We act with integrity at all times.

We understand that ethical behavior is an obligation for all, regardless of our position or role. For this reason, we act respecting the integrity principle in all our professional relationships and we require the same from the people and stakeholders we interact with.

2 We are friendly and respectful.

We make sure that interactions with our coworkers, people and stakeholders we are in contact with, are always courteous and respectful. We make sure that the spirit of collaboration, teamwork and loyalty toward Grupo Empresarial Argos prevails.

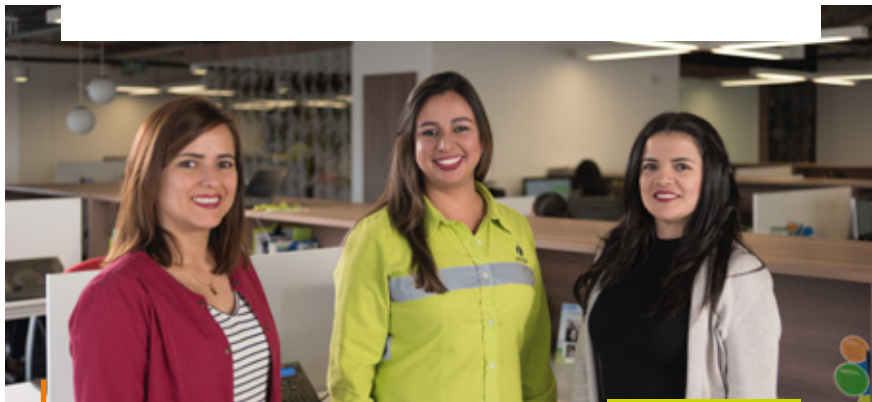
We promote the improvement of interpersonal communication and work environment and we refrain from making any malicious and vague comments that may affect the reputation of the people we are in contact with or damage the good image of Grupo Empresarial Argos.

We refrain from promoting religious or political participation groups inside the companies.

3 We respect and promote our stakeholders' human rights.

We reaffirm our commitment to respecting and promoting our stakeholders' human rights. Therefore, we align our policies and strategies with principles and rights internationally recognized in instruments such as the International Bill of Human Rights and the International Labor Organization Declarations, as well as the laws applicable in the countries in which we operate.

These rules and principles guide our actions, business relationships with our value chain, the way we achieve results and the entire Corporate Group sustainability.



We observe the following principles:

- ▶ We value diversity as a competitive advantage and for this reason, we advocate for inclusion and equity. We repudiate any discriminatory act and therefore, we make no discrimination on the grounds of race, color, gender, sexual orientation, physical condition, language, religion, political or any type of opinion, national or social origin, economic, birth or any other condition.
- ▶ We promote free and voluntary work, thus repudiating any practice or form of forced labor.
- ▶ We are convinced of the great value of children's education and physical and mental development of their full potential. We repudiate child labor reason why; our age of recruitment is set in accordance with the international standards and applicable law across all the jurisdictions in which Grupo Empresarial Argos is present.
- ▶ We provide a working environment free of labor or sexual harassment, physical or verbal abuse or punishment of any kind.
- ▶ We advocate for work-life balance; therefore, we promote flexible working hours and, under no circumstances, the maximum allowed legal working day must be exceeded as provided by each applicable legislation.
- ▶ We treat all our employees with respect and dignity in their place of work and we provide them with a working environment free of discrimination that promotes inclusion and diversity.
- ▶ We compensate our employees with salaries and economic

remuneration in accordance with the applicable legal provisions and observe minimum wage, overtime and days off rules, and recognize and pay for the social benefits as provided by the applicable law.

- We hire, pay and promote all our employees based on their working ability and not on the basis of their characteristics or personal beliefs.

4 We provide safe working conditions

We commit ourselves to life and health protection and to ensure the safety of all the people who work in our facilities or provide services to our company.

As corporate policy, we identify and assess risks related to the health and safety of our employees and our suppliers' employees, caused by the performance of our activities, as well as the implementation of monitoring and auditing processes to validate compliance with safe procedures.

We conduct actions to previously train all the people that enter our facilities on risks involved in the work that they will carry out there, as well as about the way to prevent those risks from happening and the proper use of protective equipment.

We have qualified personnel with experience in industrial safety and occupational health risks handling

- We recognize and respect our employees' right to form organizations and to join or not to join trade unions, and to engage in collective labor bargaining in accordance with the law, such as Collective Agreements or Collective Conventions.

and management, who are constantly monitoring the policies on risks and incidents and accidents prevention, seeking to continuously improve the safety and health protection of our employees, suppliers and the rest of our stakeholders.

Before they start working, we inform our employees and suppliers about our industrial safety and occupational health programs and we require their compliance. Likewise, where applicable, we ask our suppliers to present the programs where they explain the measures they have implemented to ensure safety in the work place and the plans to analyze and prevent risks related to each supplier's activity.

The suppliers' officers who conduct high-risk activities, as defined by the applicable law of each country where we operate, must have

special permits required by that law.

We aim at the prevention of occupational accidents and diseases; therefore, we design and keep processes and systems to offer training and education that help us to prevent, handle and monitor them.

We comply with all applicable occupational health and safety laws and regulations and in those places where these rules have not been laid down or they are inadequate, we commit ourselves to implement practices to ensure the protection of our employees' safety in the performance of their work.

5 We manage our **external activities properly**

We do not develop activities outside the companies if they cause any conflict of interest with Grupo Empresarial Argos, interfere with our responsibilities to the Companies or involve a risk for the Corporate Group reputation.

We cannot perform, as paid work, the same activities that we carry out under our work contract, even if we do it in our own time

We can become partners or associate members in businesses outside Grupo Empresarial Argos, provided that:

- ▶ Our partnership or associate nature does not interfere with our responsibilities inside the Companies.
- ▶ The businesses where we are partners or associate members do not perform activities similar or supplementary to those conducted by our Companies.
- ▶ Our partnership nature does not involve any conflict of interest with Grupo Empresarial Argos.



If we are appointed members of the board of directors of companies outside Grupo Empresarial Argos, we must disclose it in the Annual Statement of Potential Sources of Conflict of Interest. Under no circumstances, we can accept to be appointed to be part of any boards of directors or management bodies of any of the Companies' competitors.

We may work as professors and/or directors of non-profit organizations or universities, except that this participation causes any conflict of interest. We must disclose these acts in the Annual Statement of Potential Sources of Conflict of Interest.

We can work as family-owned companies' managers, except that this company is a customer, supplier or competitor of the Companies and that such engagement causes conflicts of interest with Grupo Empresarial Argos. We must disclose these situations in the Annual Statement of Potential Sources of Conflicts of Interest.

Performing any of the above-mentioned external activities must be properly reported in our Annual Statement of Potential Sources of Conflicts of Interest.

6 We handle **information responsibly**

We protect the Companies' private information at all times, both during working hours and outside the workplace and even after the end of the employment relationship.

We do not disclose private information to any third parties, including family members and friends, except when required by law or for business purposes (in such cases, we endeavor to sign confidentiality agreements). We do not disclose private information to other employees of the Companies neither, unless they need to know it for work reasons.

We do not speak in public places,

or with people outside the Companies, about topics related to private information.

We keep full discretion and take the actions necessary to collect, store, access and protect all the employees, suppliers, third-party associates' information to which we have access in the course of our duties, thus avoiding unlawful access and complying with the respective corporate policies.

We do not forge, destroy or alter any of the Companies' documents and we understand that any action in this regard is a fraud.



7 We do not use **privileged information**

We do not perform or recommend the performance of any operation for our own or third parties' benefit using privileged information to which we have had access, particularly about the purchase or sale of shares or other securities issued by any of the Companies, registered or not in the stock exchange.

8 We are transparent and upright in the **preparation of the financial information**

We are responsible for the integrity and accuracy of the Companies' information, as well as of their business and financial records. We comply with accounting policies, applicable standards and common sense in the preparation of these records and we keep them in a true, clear and detailed manner in order to show all the transactions accurately. The records are identified, sorted, kept and removed according to the internal policies and applicable law.

We accurately record all payments and transactions in the Companies' books and records, in a way that such books, records and accounts accurately and reasonably show our transactions and the retirement of assets, in reasonable detail. This requirement applies to all transactions and expenditure, whether or not significant in accounting sense.

9 We properly manage **our personal investments**

In order to buy securities issued by any of the Grupo Empresarial Argos' companies, directly or by proxy, their directors and employees must strictly observe the provisions set forth in the Good Governance Code of each company or in the internal regulations for the case of those companies that do not have Good Governance Code.

We can undertake joint investments with other employees of Grupo Empresarial Argos, provided that we comply with the following procedure:

- ▶ The existence of this joint investment must be reported in the Annual Statement of Potential Sources of Conflicts of Interest.
- ▶ Once the joint investment is conducted, it must be reported to the Business Conduct Officer for him to determine if this might cause any conflict of interest.
- ▶ If the Business Conduct officer considers that it may cause a conflict of interest, it will be taken to the Conduct Committee to issue a concept indicating the procedure that must be followed to manage that conflict.
- ▶ If the investment is intended to be made between employees under dependence relationship or when employees think that there might be a conflict of interest, it must be reported to the Business Conduct Officer before undertaking the joint investment to submit it for consideration and approval by the Conduct Committee.

10 We manage **political activities responsibly**

We can personally engage in political processes, provided that:

- ▶ We do it in accordance with the law.
- ▶ We do it in our own time.
- ▶ We do not use any of the Companies' assets, resources, facilities or name for the development of these activities.
- ▶ We do not exert any pressure on other employees or suppliers or unduly express our political preferences.
- ▶ Our work is not affected by our political opinions.

Under no circumstances, there will be compensation by the Companies for our personal political activity.



11 We properly manage the Companies' assets

We protect Grupo Empresarial Argos' property and use it as provided by the Companies' policies, instructions and manufacturer's manuals.

We do not allow or participate in any activity that involves the Companies' assets and leads us to commit fraud.

We know and apply fraud prevention policies and guidelines adopted by the Companies.

We do not waste, squander, fritter or needlessly use Grupo Empresarial Argos' assets.

We take care of and protect the Companies' facilities and technological equipment, including their data and the software used to operate, in order to avoid their destruction, theft or improper use, keeping the necessary safety measures.

We use the communication systems, such as e-mail, phone, Internet access, provided by the Company in a responsible and productive manner. It is strictly prohibited to have access to and distribute illegal material.

We understand that, at any time and as provided by the local legislation, authorized people can control and monitor our use of Grupo Empresarial Argos' assets and they will be able to have access to information included in computers and mobile devices that belong to Grupo Empresarial Argos.

12

We properly manage our relationships with family members

Our family members may be hired by Grupo Empresarial Argos as employees or consultants, provided that there is no dependency relationship between us and our relative and that our work is not related in such a way that it might cause conflict of interest, as provided by personnel hiring policies and the local law applicable to each Company.

If we are responsible for the hiring decision as part of our duties, we must recuse ourselves and request that another higher-level employee makes the corresponding decision.

If a relative is a customer, supplier or competitor's partner, manager or employee and has decision-power inside that company, we must recuse ourselves from

conducting any negotiations or making any decision in that regard with the respective customer, supplier or competitor, and request that a higher-level employee takes the corresponding decision.

We must report when a family member is a partner or employee of any of the Grupo Empresarial Argos' customers, suppliers or competitors in the Annual Statement of Potential Sources of Conflicts of Interest.

When personal relationships arise between employees causing a conflict of interest, on the grounds of position dependency, we must report it to our corresponding Company's Business Conduct Officer.





CHAPTER

03



**HOW DO WE BEHAVE IN
IN OUR DAILY LIFE?**

1 **We do not tolerate any form of fraud, bribery, corruption, money laundering or financing of terrorism.**

We comply with the policies, guidelines and procedures set forth by each Company to mitigate money laundering, financing of terrorism, fraud, bribery and corruption risks.

We do not offer, promise or grant, directly or through intermediaries, any type of favor or privilege in order to get a business, authorization or any other type of advantage from any person or authority.

We do not accept, agree, receive or request any type of favor or privilege offered to us by a third party in order to get any preferential treatment or any other

type of advantage that is against the procedures set forth by each of the Companies or which involves a dishonest or illegal act.

We do not perform any activity that might be understood as payment or acceptance of bribery.

We do not engage in, promote or finance any illegal armed groups.

We do not engage in, promote any type of activity that might involve money laundering or financing of terrorism.

2 **We grant and receive tokens of appreciation and gifts properly**

Occasionally, as part of our duties, we accept tokens of appreciation or invitations, provided that they comply with the following requirements:

- ▶ They are not given as an exchange for any advantage or to avoid certain procedures to favor a customer, supplier or authority.
- ▶ They do not take place when a decision-making is pending, which might affect the customer, supplier or authority directly.
- ▶ They are not motivated by the desire of exerting improper influence or when there is expectation of reciprocity.
- ▶ We always attend with the customer or the supplier.
- ▶ They have a legitimate business purpose.
- ▶ The costs involved are reasonable for this type of events.



We can offer tokens of appreciation, invitations or gifts to our customers, suppliers or authorities, observing the powers given to us according to our level in the Companies and using our good judgment to set a reasonable cost. We do not offer any tokens of appreciation, invitations or gifts when a decision-making by the customer, supplier or authority is pending, which might affect the Companies, and at all times, we respect internal policies about the receipt of gifts or hospitalities implemented by the customer, supplier or authority.

We accept gifts by our customers and suppliers provided that they do not compromise our objectivity and good judgment. Consequently, we accept gifts that are institutional, of token value, and above all, gifts that based on a reasonable assessment, can be estimated equal or lower than US \$100 and

without exceeding two gifts a year from the same customer or supplier.

Under no circumstances, we accept cash or cash equivalent gifts, whatever the value involved. When a token of appreciation is a trip, either inside or outside the place of residence, we request the express written authorization from our direct supervisor.

We do not get any special favors or privileges on the grounds of our condition as directors or employees of the Companies. We only use the benefits given in a clear and fair manner for all the directors or employees, provided that they have been expressly authorized by the Companies.

3 We comply with **the law, rules and regulations at all times.**

We comply with all the laws, rules and regulations applicable to Grupo Empresarial Argos and we contractually require the same conduct from third parties with whom we relate.

We do not take part in operations where their tax effectiveness is based on facts and assumptions that are not in line with the business reality.

We have internal contracting policies that involve mechanisms for the harmonization of different applicable tax laws, seeking to always comply with applicable laws.

We set clear mechanisms in our agreements, allowing us to audit compliance with applicable laws, particularly labor, environmental, tax, customs and exchange laws.

We laid down negative consequences in the agreements we sign with our suppliers if these rules are not complied or applied.



4 We handle public statements responsibly

When we speak in public about Grupo Empresarial Argos or its Companies, we just express the corresponding management official position.

We do not make any statements to the media, unless we been appointed as spokesmen for a specific topic. If we are contacted by the media, we refrain ourselves from answering and immediately report the situation to the Companies' communications department.

We do not make statements,

comments, or give opinions regarding Grupo Empresarial Argos or its Companies' activities or business, unless we are responsible for such activities or business.

We inform the Conduct Officer if we consider that any of our actions might have consequences in the media.

5 We are careful about the Companies' image

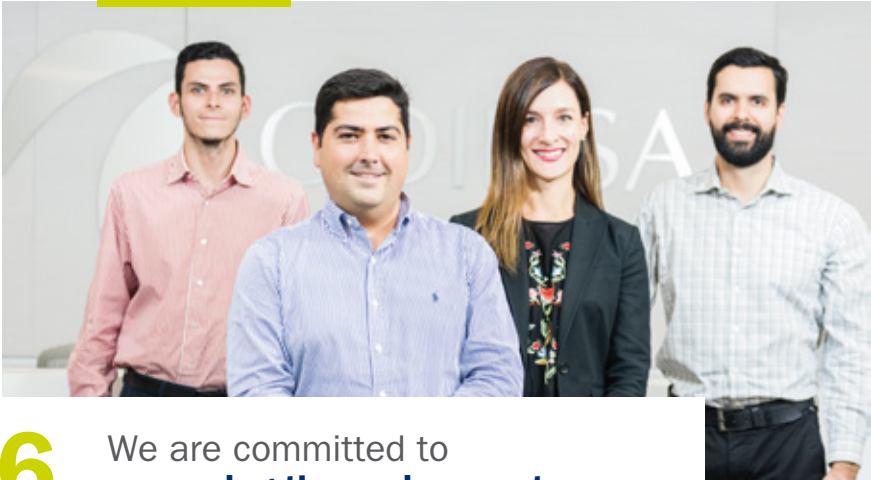
We keep and support the Companies' positive image using proper and professional language during phone calls, e-mails and work meetings.

We avoid making comments, giving opinions or making personal statements using our employee condition or that could affect the Corporate Group, any of the Companies or their employees' image negatively.

We do not use the name, image,



brand, logo or facilities of the Companies for personal purposes or disclose contents in our social networks, unless it has been promoted or approved by the Company and provided that it does not affect the Companies' image.



6 We are committed to **preserving the environment**

We promote continuous improvement and we are committed to respecting and preserving the environment as part of our organizational culture, from the inside and for all stakeholders, fostering the prevention, mitigation, remediation and compensation of the environmental impact caused by the development of our operations and relationships with the environment.

7 We compete **fairly and loyally**

We are committed to free enterprise; therefore, we fully respect competition, anti-trust and commercial loyalty laws and in this sense, we apply the competition policies and guidelines adopted by each Company.

At Grupo Empresarial Argos, we always promote free competition practices and avoid any actions that limit the possibility to compete in a free, independent and autonomous manner. We do not engage in any type of agreements

with competitors that might pose a threat to free competition.

We do not discuss with our competitors, either directly, indirectly or during trade union activities, about matters related to costs, prices, markets, territories, distribution systems, business strategies or any information that might allow them to know or infer pricing procedures, production amounts, markets expansion or customers' characterization.



CHAPTER

04



**HOW DO WE BEHAVE TOWARDS
OUR STAKEHOLDERS?**

1 Shareholders

On equal terms, we respect our shareholders' rights regardless of the number of shares that they hold in any of the Companies of Grupo Empresarial Argos. We promote integrity and transparency in all our actions, thus ensuring information availability, timeliness and quality.

We protect our shareholders' investment and lead the Companies' activities seeking to generate sustainable and long-term profitability for them.

2 Employees

Our employee relationships are always courteous and respectful, with a collaboration and teamwork spirit and loyalty towards Grupo Empresarial Argos.

In Grupo Empresarial Argos, we promote and respect human rights. We are committed to human capital development, promotion of diversity as a competitive advantage, working

environment free of discrimination in an optimal work climate, life-work balance, and a culture of sustainability in which life and health protection, and the guarantee of all employees' safety, freedom of association and protection of the environment are the main interest.

3 Customers



***We are upright
and honest in
the execution
of our businesses.***

Our commitment to our customers' satisfaction is evidenced by the respect of their rights and the search for solutions to meet their interests.

We clearly express the operations conditions in a way that customers can know the products and services thoroughly, as well as the reciprocal obligations generated in any commercial activity.

We are aware that all aspects involved in any relationship with our customers are absolutely confidential and therefore, any information disclosure must be made in accordance with each country's applicable law, for the best interests of both the customer and Grupo Empresarial Argos.

We do not speak in public places or with people outside Grupo Empresarial Argos about matters related to our customers.

4 Communities

In Grupo Empresarial Argos, we build a sound relationship with the communities neighboring our operations, always seeking to mitigate the social impact caused by our operations.

We seek and promote equality through social inclusion.



5 Suppliers

We see our suppliers as our allies in the success of our businesses and therefore, we choose them through competitive processes, taking into account criteria such as their business sustainability, quality, service provided, technology used, price, among other aspects.

In all our contracting proceedings, we use the procurement manuals and internal contracting policies of the Companies, thus ensuring consistency in the way we call suppliers for our selection processes and the way we do business with them. Our internal procurement policies seek to enter into businesses that are sustainable and favorable to the Companies' interests, within healthy competition in the market. This selection is made through the definition of objective assessment criteria.

Compliance with and use of the procurement manuals and internal contracting policies are regularly audited by our internal control bodies. Auditing results are studied in order to take improvement actions.

We are committed to protecting confidentiality of the information we receive from our suppliers as provided by the agreements we sign with them and to sharing it internally discreetly among those who need to know it due to their duties.

We have clear procurement rules that prevent us from entering into business for an indefinite duration of time and that seek to promote different suppliers' competition. Prior to contracting, we inform our suppliers about the conditions that will govern our relationship with them.

We are upright and honest in the execution of our business and we expect the same conduct from our goods and services suppliers. For this reason, we include clauses in our contracts about the commitment that needs to be made to not to carry out corruption, money laundering and financing of terrorism activities.

In the contracts and documents that we sign to control the relationship with our suppliers, we set clauses that establish the



suppliers' obligation to comply with applicable labor rules and to protect their workers' labor rights.

Where appropriate, based on the type of job done, we require that our suppliers comply with all environmental rules and laws applicable in their own countries.

We inform our suppliers about our sustainability policy, with a view to know our interest in the application of sustainability standards, in such a way that their officers are aware of the importance of observing them and wherever appropriate, undertake to comply with these rules in the execution of the agreed business.

6

Authorities

***We respect
authorities and
their decisions***



If there are authorities' decisions that deviate from Grupo Empresarial Argos' interests, we question them by using the legal mechanisms set by the applicable regulations of each country.

Under no circumstances, we exert unduly pressure on a public servant nor we use procedures that do not fully comply with the law.

In our relationships with authorities, under no circumstances, we allow engaging in bribery, nor we conduct acts contrary to the text and spirit of this code.

Before signing agreements or contracts with any authorities, we review the applicable rules in order

to effectively comply with all the regulatory requirements.

We do not make any job offer, nor we hire public servants who play or have played a relevant role in matters that directly affect the Companies' interests always complying with the incompatibilities and disqualifications rules for public servants as provided by the applicable legislation.



CHAPTER

05



**WHAT DO CONFLICTS OF INTEREST
— MEAN AND HOW DO WE HANDLE THEM?**

1

What do conflicts of interest mean?

A conflict of interest refers to any situation in which personal or family interests are in conflict with Grupo Empresarial Argos' interests, both in personal activities and in dealing with other people or bodies, in a way that freedom and decision independence is affected, due to differences in the motifs of those involved in the relationship.

A conflict of interest may also be potential, this happens when current circumstances do not give rise to a conflict between personal and Grupo Empresarial interests, but it may be predicted that it will happen in the future; reason why, we must always explore direct and indirect situations of Conflict of Interest, either current or potential.

To determine whether or not we are facing an eventual conflict of interest, we can ask ourselves the following questions:

- Is there a benefit on my personal, family or friends' wealth due to the decision that I need to make for or on behalf of the Company?
- Could someone consider that certain behavior benefits my personal, family or friends' interest?





In order to prevent conflicts of interest:

- ▶ We refrain ourselves from performing those activities to which the Companies are mainly dedicated on our own interest, either directly or indirectly.
- ▶ We refrain from acting, without prior authorization of the Business Conduct Officer, when we are not sure if we are or not facing a conflict of interest.
- ▶ We avoid engaging in activities or managing businesses that are inconsistent with Grupo Empresarial Argos' interests or that might affect the fulfillment of our duties and responsibilities.
- ▶ We do not abuse our condition to gain benefits for us or third parties, in relation to the products or services provided by Grupo Empresarial Argos, or to gain personal benefits from suppliers, contractors or customers.
- ▶ We refrain from performing, in return for remuneration, the same activities for which we have been hired by Grupo Empresarial Argos.
- ▶ We refrain from taking advantage of our position to gain personal or family-related benefits, making any decision based on friendship or enmity feelings, letting that our ability to act for the benefit of Grupo Empresarial Argos is affected based on the foregoing.

2

How do we handle conflicts of interest?

When we face a conflict of interest or a situation that might eventually cause a conflict of interest, we report it promptly and properly, giving a complete and detailed description of the situation, recording the event and providing all the information that might be relevant in order to take a decision.

The procedure below must be followed in order to disclose a conflict of interest:

- We fill the Statement of Potential Sources of Conflicts of Interest on an annual basis.
- If the conflict of interest or the situation that might eventually become a conflict of interest happens between two annual statements, we report it to the Business Conduct Officer, by completing the forms set for this purpose, who will make a decision based on the general parameters laid down by the Business Conduct Committee. If the situation goes out of the scope of these parameters, the Corporate Conduct Officer will take it to the Business Conduct Committee.

For suppliers and third-party associates, the Conflict of Interest Statement must be requested through the corresponding procurement processes.

Conflicts of interest shall be resolved strictly applying the following principles:

- When there is a conflict between Grupo Empresarial Argos' interests and those of the shareholders, administrators, or third party related to Grupo Empresarial Argos, the interest of Grupo Empresarial Argos shall prevail.
- When there is a conflict between the shareholders' interests and those of their administrators, or third party related to Grupo Empresarial Argos, the shareholders' interest shall prevail.

The procedure to analyze and manage conflicts of interest will depend on whether the conflict is sporadic or permanent.



CHAPTER

06



**WHAT SHOULD WE DO WHEN
WE HAVE CONCERNS OR WHEN WE
KNOW ABOUT A WRONGFUL ACT?**



When we have concerns about the scope or application of the Code of Business Conduct, we take them verbally or in writing to the Office of Business Conduct.

When we notice a wrongful act, we report it as soon as possible through the Transparency Hotline . This information must be as complete as possible.

When we report wrongful acts on time, we facilitate the adoption of measures necessary to correct the situation and most of the cases, we will prevent it from becoming a law violation or greater risk for the Companies.

The Transparency Hotline is available from Monday to Saturday, from 6:00 a.m. to 10:00 p.m., if it is reported over the phone, and 24 hours a day during the seven days of the week, when reported via email. Reports submitted through the line will be recorded in the confidential record.

The Transparency Hotline protects our identities and

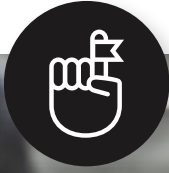
allows reporting wrongful acts in an anonymous and confidential manner.

We can inform about our concerns, complaints or potential violations to the Code of Business Conduct anonymously or, if we prefer, we may disclose our identity. If we decide to take the second alternative, the Companies undertake to keep confidentiality about our identity.

Retaliation will not be taken against reports made in good faith and the reporting person will be protected, even if that person is not right. If we consider that we have been subject to reprisals, we must report it to the Corporate Conduct Officer or through the Transparency Hotline.

An accusation made in bad faith or with false information is considered to be a violation to this Code of Business Conduct.

During the investigations, it will always be assumed that the reported person acted in good faith until proven guilty and that person will be allowed to give the corresponding explanations.



CHAPTER
07



HOW DO WE MANAGE CODE OF BUSINESS CONDUCT COMPLIANCE?

1

Central Conduct Committee

This committee aims at achieving criteria consistency and consensual handling of conduct-related issues inside Grupo Empresarial Argos for which it will responsible for the following duties:

- ▶ To analyze the best international practices in matters related to ethics, conduct and transparency, in order to adapt them to Grupo Empresarial Argos' reality.
- ▶ To set improvements of existing compliance and investigation processes in order to continuously improve standards.
- ▶ To make sure that each of the Companies has training programs and communication and awareness campaigns implemented.
- ▶ To study cases that already happened in each company and decide which actions need to be taken in order to mitigate the impact that they might have caused on Grupo Empresarial Argos' reputation.
- ▶ To recommend changes relevant to the Code of Business Conduct.



Proposal

This committee will meet every two months. It is to be made up by the Vice-presidents of each company, whom will be appointed by the CEO. Furthermore, an employee, that does not have the level of a Vice-president and that does not report to any of the committee members, will be part of the committee. The employee will be appointed by the committee for a term of two years.

Depending on its size and presence in different regions or countries, each Company will determine the structure that the Code of Business Conduct management requires through internal document, but there must be at least one Business Conduct Committee, a conduct officer and one investigation officer, as provided below.



2 Business Conduct Committee

It is the highest management body of the Code of Business Conduct, and it must be comprised of at least two vice presidents of the Company and it can be supported by the person responsible for internal auditing duties. This committee shall meet at least four times a year.

This committee is responsible for the following duties:

- ▶ To generally establish the type of measures that must be adopted depending on the type of wrongful act.
- ▶ To solve concerns submitted by the Business Conduct Officer.
- ▶ To determine cases in which possible violations to the Code of Business Conduct must be known directly by this Committee and make a decision about them.
- ▶ To set and arrange training sessions related to corporate conduct topics.
- ▶ To approve the annual communications plan related to corporate conduct.
- ▶ To appoint the Business Conduct Officer, which is a role instead of a position; therefore, the person designated for these duties must be the one responsible for the compliance area.

3

Business Conduct Officer

The Business Conduct Officer and, failing this, his/her deputy will be responsible for the following duties:

- ▶ To act as Secretary of the Business Conduct Committee.
- ▶ To keep the records of the Business Conduct Committee meetings.
- ▶ To respond to the questions made regarding the application of the Code of Business Conduct.
- ▶ To prepare and coordinate training sessions about corporate conduct matters determined by the Business Conduct Committee that must be provided to employees.
- ▶ Keep a record of the corporate conduct training activities that have been carried out in Grupo Argos.
- ▶ To outline and implement the corporate conduct communication and awareness annual plan.
- ▶ To keep confidential record of reports, complaints and inquiries submitted within the Code of Business Conduct framework.
- ▶ To keep record of authorizations in cases of conflict of interest.
- ▶ To receive reports and complaints and allocate them as to be properly handled by the Investigation Officers.
- ▶ To submit the compliance report to the Board of Directors at least once a year, including actions taken by the Business Conduct Committee.





4 Investigation Officers

The Business Conduct Committee will determine what person shall act as Investigation Officer. Investigation Officers shall be responsible for the following duties:

- ▶ To investigate the complaints or reports referred to them by the CBusiness Conduct Officer.
- ▶ To take appropriate measures according to the general parameters established by the Business Conduct Committee.
- ▶ To request employees' involvement in the investigations. When Investigation Officers request an employee's participation, they must inform that employee that they are acting as Investigation Officers and the employee will be required to fully collaborate and support them.
- ▶ To recommend the termination of employment contracts whenever it is appropriate.



CHAPTER

08

HOW DO WE DISCIPLINE WRONGFUL ACTS?

Violations to the Code of Business Conduct involve the enforcement of procedures set forth in the Internal Labor Regulatory Policy and other provisions, as the case may be, related to the implementation of penalties and they may even involve employment contract termination.





TERMS GLOSSARY

Shares: Sharing securities that represent participation in the share capital of Grupo Empresarial Argos' companies.

Sharehold: Natural or legal person who owns one or several shares in any of the Companies of Grupo Empresarial Argos.

Minority shareholder: Natural or legal person who has non-controlling interests in any of the companies of Grupo Empresarial Argos.

Wrongful act: Any act or conduct against or in violation of the guidelines set forth in the Code of Business Conduct and its related policies, as well as, the rest of the Companies' guidelines and procedures.

Managers: The president, vice-presidents, legal representatives, liquidators, members of the boards of directors or governing boards who act in that capacity in accordance with Grupo Empresarial Argos companies' bylaws.

Senior management: The President, vice-presidents and legal representatives of Grupo Empresarial Argos.

Authority: Entities, bodies and people who exercise powers and competencies as an expression of the public power of the State.

Customers: Any natural or legal person to whom the

Companies sell products and/or services.

Code of Good Governance: A set of measures related to the Companies' governance, management practices and employees' conduct, information management, public acknowledgment of their management, so as to ensure respect for the rights of those who invest in the Company's shares or any other security issued by the Company.

Code of Business Conduct / Code of Conduct: A behavior guide that accompanies the sound judgment and common sense, to help adopting behaviors that make people feel proud and seek to keep the positive image of Grupo Empresarial Argos.

Business Conduct Committee: It is the highest corporate body for the management of each Company's Code of Business Conduct.

Central Conduct Committee: It is the highest corporate body responsible for enforcing conduct related matters across Grupo Empresarial Argos.

Companies : They are the related Companies.

Competitors: Any natural or legal person who manufactures or sells wholesale any product currently manufactured or sold by any of the Companies of Grupo Empresarial

Argos, or any company or organization that is actively considering that change.

Conflict of interest: Any situation in which a person's personal interest are in conflict with those of Grupo Empresarial Argos in his/her personal activities or in dealing with other people or entities so as to affect the freedom and independence in decision making, due to differences in the motifs of those involved in the relationship.

Collective bargaining: Agreement executed between the employer on the one hand, and one or several trade unions or trade union federations on the other hand, to set the conditions that will govern employment contracts in the course of their execution.

Corruption: Any dishonest activity in which one employee, manager, shareholder, director or supplier acts against the Company's interest and abuses its position of trust to reach any personal gain or advantage either for him/herself or a third party. It also involves corrupt conducts of the Company or a person who intends to act on behalf of the Company to gain an improper direct or indirect advantage for the Company.

Annual Statement of Potential Sources of Conflicts of Interest:

Document that must be completed every year by all employees of Grupo Empresarial Argos to report any conflicts of interest or

situations that might eventually become conflicts of interest.

Directors: Members of the Board of Directors of Grupo Empresarial Argos' companies.

Employees / Collaborators: Any person related to Grupo Empresarial Argos' companies under any contracting modality, including temporary employees.

Related companies: Companies in which Grupo Argos directly or indirectly has participation equal or higher than 50 percent of the total share capital.

Articles of association / By-laws: They govern the company establishment, purpose, capital and management. They also govern the partners and management and direction members' rights and duties, the company relationships and the establishment of its property assets, among others.

Family members: A spouse, father/mother, brother/sister, grandfather/grandmother, son/daughter, grandson/granddaughter, father in law/mother in law or same sex or opposite sex partner, as well as any other member of the family who lives with us or who otherwise, depends financially from us or from whom we depend financially.

Listed subsidiaries: All the companies in which Grupo Argos directly owns more than 50 percent of the share capital or has deciding

power by virtue of agreement or contract and which have their shares listed in the stock exchange.

Non-listed subsidiaries: All companies in which Grupo Argos directly has more than 50 percent of the share capital or has deciding power by virtue of an agreement or contract and do not have their shares listed in the exchange stock.

Financing of terrorism: Crime committed by any person who directly or indirectly has, collects, delivers, receives, manages, contributes, protects or keeps funds, assets or resources, or conducts any other act to promote, arrange, support, keep, fund or financially support illegal armed groups or their members, or national or international terrorist groups or national or international terrorists or terrorist activities.

Fraud: Any intentional act or omission intended to deceive others; done by one or more people to unduly pocket, take advantage or take others property, either tangible or intangible, in prejudice of another person, and generally by the lack of knowledge or suspicion of the affected person. Fraud is the generic name for a criminal behavior committed by act or omission, with deceit or gross negligence by third parties, employees or directors of a public or private organization, which is almost always established in the Code of Criminal Procedure.

Grupo Empresarial Argos / Corporate Group / Conglomerate:

A set of companies registered in the Trade Registry of the Chamber of Commerce of Medellín as members of Grupo Empresarial Argos.

Grupo Argos / Group / Holding:

It is Grupo Argos S.A. Company, parent company of Grupo Empresarial Argos.

Stakeholders: Natural or legal persons related to the companies of Grupo Empresarial Argos as a result of their activity.

Private information: Any information that Argos Group has not disclosed or made public, which may include information related to employees, inventions, contracts, strategic and business plans, management significant changes, new product launches, mergers and acquisitions, technical specifications, prices, proposals, financial information and products costs.

Privileged information: Specific information that is not publicly known and that if it would have been known, an averagely prudent or diligent investor would have taken it into account to make an investment decision.

Facilities: Headquarters, plants, offices of the Companies.

ML / FT: Money Laundering and Financing of Terrorism.

Money Laundering: A crime committed by someone who obtains, shelters, invests, transports, transforms, stores, keeps, protects or manages assets with remote or immediate origin in migrants smuggling activities, human trafficking, extortion, illicit enrichment, extortive kidnapping, rebellion, arms trafficking, trafficking in minors, financing of terrorism, and management of funds related to terrorist activities, trafficking of toxic drugs, narcotic drugs or psychotropic substances, crimes against the financial system, crimes against public administration, smuggling, hydrocarbon and its by-products smuggling, customs fraud or aiding and abetting smuggling, aiding hydrocarbon or its by-product smuggling, by any means, or related to the result of crimes committed under conspiracy to commit a crime, or creates the appearance of legitimate source to assets coming from these activities or legalizes them, conceals or disguises the true nature, origin, location, use, movement or right over such assets or performs any other act to conceal or disguise their illicit origin.

Law: It is a jurisdiction legal order, which can be contained in laws, decrees, ordinances, ruling or any other type of act by competent authority.

Leaders: Employees who are in charge of people.

Transparency Hotline: Line used to report wrongful acts, concerns, complaints or potential violations to the Code of Business Conduct.

Guidelines: Procedures, instructions or manuals that develop the codes and/or policies and support their implementation, setting their application limitations, as well as their general characteristics.

Business Conduct Officer: Employee appointed by each Company's Business Conduct Committee to develop the duties laid down in the Code of Business Conduct.

Collective agreement: Agreement signed between employers and non-unionized workers applicable to those who sign or adhere to them later.

Policies: General statements that allow understanding the Companies or Corporate Group general philosophy. Policies: (i) allow guiding our thought and actions at decision-making, (ii) take into account the business strategy, personnel management, hiring and motivation, guidelines that need to be follow in relation to our customers, suppliers and other stakeholders, (iii) set the guidelines for non-negotiable mandatory behaviors and (iv) allow reaching strategic objectives.

Suppliers: Natural or legal person who provides products or services to Grupo Argos, including

consultants, contractors and agents. The definition also includes suppliers that Grupo Argos intends to use, even if no business is ultimately granted.

Internal Labor Regulatory Policy:

Set of rules that determine the conditions to which both employer and employees must be subjected in their employment relationships.

Public servant: Any person who works for a government entity or that is considered a government representative according to applicable legal regulations of the country of origin. It also refers to individuals who carry out public services and people who act on behalf of and representing a government entity, political party, and employees and officers who work for companies owned or controlled by the State.

Bribery: Act of paying another individual for a secret commission, either an asset or liability.

Subsidiaries: All the companies in which Grupo Argos, with the assistance of any of its affiliates or other subsidiaries, has more than 50 percent of the share capital or has deciding power by virtue of an agreement or contract.

Securities: Any tradable right that is part of an issuance, that has the object or effect of obtaining funds from the public.

Vice-president: Person ranking immediately below the president

who may replace him under certain circumstances.

Affiliated Non-majority: Any companies in which Grupo Argos directly or indirectly holds 50 percent of the share capital.



GRUPO ARGOS



ARGOS



CELSIA



ODINSA



SUMMA