

## **ANTICORRUPTION POLICY SUMMARY**

At Badia we have developed this Anti-Corruption Policy to provide an official document to our members of the board of directors, senior management, and collaborators in general, as well as business partners and third parties. This document specifies our commitment to transparency and our fight against corruption through responsible, ethical and transparent action.

The policy is an essential component of our Compliance Program that seeks to ensure that we can focus on our work functions and relationships with third parties without any legal, financial, reputational or other risks related to external and internal regulations that govern our conduct.

### **Objectives:**

The objective of the Anti-Corruption Policy is to define the limits within which the following must act in situations they may face to protect the organization and the specific people involved: all collaborators, officials, senior management, members of any administrative or inspection body related to the entities that are part of Badia and its subsidiaries, as well as business partners and third parties.

Some of the specific objectives of the Anti-Corruption Policy are:

- Promote a culture of ethics and values that help prevent, detect, investigate and mitigate the risk of corruption.
- Provide a reference framework for the establishment, review and achievement of anti-corruption objectives, reflecting best international practices.
- Define the concepts, criteria, scope, limits, and responsibilities in the compliance of the Policy and the consequences of non-compliance.
- Maintain financial controls designed to ensure that the books, records and financial statements of Badia reflect with detail and accuracy the transactions carried out by the company.

### **Scope:**

This Anti-Corruption Policy is of general application to all collaborators, officials, senior management, members of any administrative or inspection body related to the entities that are part of Badia, including its business partners and third parties, encompassing its subsidiaries and related entities.

### **Ethical culture and awareness**

We have programs and training in anti-corruption matters, which are taught in person and through the e-learning platform. We also have a Code of Ethics, which contains the ethical standards and corporate values to guide employees in their work.

### **Zero tolerance for acts of corruption**

There is zero tolerance against any act of bribery, fraud, extortion, embezzlement and/or any other form of corruption. This means that any incident, complaint or well-founded suspicion of acts of corruption will be thoroughly investigated and those responsible will be punished.

### **Commitment and leadership of the Board of Directors and senior management**

It is the responsibility of the Board of Directors and senior management to demonstrate their leadership and commitment to comply with the Anti-Corruption Policy and to promote an ethical culture.

### **Donations to private entities (Cooperatives, Non-profit Associations and similar)**

Donations may be granted when the function of the Private Entity has humanitarian purposes and pursues a public benefit, provided that it meets, among others, the following requirements:

- Donations must be oriented primarily to the welfare of the community or for humanitarian purposes.
- Donations must follow the procedure established in the Compliance Portal and have the proper authorization.

### **Courtesies and other hospitalities**

All courtesies, gifts, invitations to meals, trips, entertainment, and other hospitalities that are made to third parties are subject to the Anti-Corruption Policy.

To consult the applicable limits, consult the Compliance Area through the Compliance Portal.

Gifts, food invitations, entertainment, or other hospitality may not be offered or given to a public official.

Legitimate promotional expenses, including nominal gifts related to company products or its portfolio, reasonable meals, invitations to company events or

company sponsored events are allowed, but only if all the following conditions are met:

- The expense is directly related to a promotional activity or performance of an existing contract.
- The expense is reasonable. It is neither luxury nor extravagant.
- The expense is accurately and completely recorded in company records, regardless of value.
- The spending is allowed under local law.
- Spending is not done in secret and does not appear inappropriate.
- The expense must be previously registered through the Compliance Portal.

Any exception to the criteria established here must be approved by the Ethics Committee through the Compliance Director.

### **Contributions or financing to political parties**

It is prohibited to grant donations, gifts, courtesies, loan or rental of furniture and equipment, means of transportation or any other type of support to political parties, candidates for public office and members who hold office within the political party either directly or hint.

### **Facilitation payments**

The company does not allow facilitation payments, even if they are made with the collaborator's personal resources; this type of payment is totally prohibited.

### **Gifts and other gratuities**

No collaborator may accept gifts, invitations to meals, trips, fairs, gratuities, and hospitalities from current or potential customers, suppliers, Public Officials or any other third party that could compromise the ability to make objective business decisions.

Any doubt or exception to the above rules must be submitted and approved by the Compliance Area through the Compliance Portal.

### **Third parties**

TPVs (Touch Point Vendors)

They are subject to the Due Diligence process established by the Compliance Are in the Due Diligence Portal.

In any contracts with TPVs, clauses allowing for the unilateral termination of the contracts if the counterpart performs Acts of Corruption, as well as the requirement to comply with Anticorruption laws, must be included.

### **Hiring former Public Officials**

The company cannot hire former Public Officials who have issued or signed resolutions or made decisions in which they have participated or with whom the company has had any type of relationship. This prohibition applies during the time that said Public Officials act in their official capacity, and for two years following the date of termination of his or her functions.

Any exception must be evaluated and approved by the Ethics Committee.

### **Registers**

A system of adequate internal accounting controls is required and all transactions must be reported and reflected appropriately, accurately and with reasonable detail in the company's books and accounting records.

The finance area will identify the "sensitive accounts" or "Compliance Sensitive Transactions" or "CST" within its accounting plan, and must continuously monitor said accounts.

Contractors must comply with the provisions regarding accounting, books, records, and internal control provisions included in the Applicable Anti-Corruption Laws.

### **Ethics Phone Line**

The access routes are telephone numbers authorized in each of the countries where Badia operates, emails and website, as described in the Code of Ethics.

Those who report misconduct or a conduct in violation of the applicable Code of Ethics, policies and/or regulation, as well as those who cooperate in an investigation, are protected against retaliation. The company prohibits and sanctions any type of acts of retaliation and can sanction, even with dismissal, those proven acts of retaliation against whistleblowers or collaborators in the investigation procedure.

### **Roles and responsibilities**

The board of Directors is committed to promoting a culture of prevention of acts of corruption at a strategic and operational level.

Senior management will implement the control measures for compliance with the procedures for the prevention and mitigation of corruption risks and will make periodic reviews to determine if new risk possibilities have arisen.

The Compliance Department, with the support of People and Management and the Legal Area, is responsible for developing and monitoring the Anti-Bribery Management System and ensuring the effectiveness of the Compliance Program. At the same time, it is responsible for the investigation, follow-up, administration and/or updating of the information of the incidents reported through the Ethics Line until the closing of the investigated cases and will inform the Ethics Committee in a timely manner.

The People and Management department will support the dissemination and awareness of this policy.

Corporate Audit is responsible for evaluating the effectiveness and compliance with this Anti-Corruption Policy, at least once a year.

Each employee is responsible for applying the criteria established in the policies and procedures and must act in accordance with the corporate values and guidelines established in this policy and in the Code of Ethics.

## **Risks**

Financial risks:

- Misappropriation of Assets and Accounting Fraud to favor employees or to favor the organization.
- Financial losses, for the benefit of employees or third parties, for goods or services not received, or received with a different quality than that required.
- Fraudulent negotiations with suppliers that impact and increase costs and expenses for the business.
- Increase in expenses and costs of sales due to product theft through unauthorized mechanisms.

Operational risk: Due to conflict of interests, inadequate supervision of operations, lack of adherence to the values and culture of the organization.

Compliance risk: Due to money laundering, acts of corruption, tax evasion, non-compliance with policies and procedures.

Reputational risk: Demands from corporate groups of interest (clientes, suppliers, regulators).

Corruption risks: non-compliance with rules and policies that affect the company's situation and impact on its reputation.

## **Sanctions**

**If it is proven that there was a violation of ethics and integrity, the provisions described in the Code of Ethics, the Internal Policies that apply to the corresponding area, as well as the Anti-Corruption Policy and the Anti-bribery Management System, disciplinary measures will be applied depending on the seriousness of the offense and in accordance with the procedures established in the laws of each country.**