

ANTI-CORRUPTION PRACTICES POLICY IN FENOCO S.A.

POLICY RELATED TO PAYMENTS TO GOVERNMENT OFFICIALS

Ferrocarriles del Norte de Colombia S.A. ("Fenoco" or the "Company") is incorporated and operates in Colombia, therefore, it is subject to the laws of this Country. From now on, this policy establishes the commitment to comply with the Anticorruption Statute of Colombia, statute contemplated in Law 1474 of 2011 and the laws or norms that complement, modify or repeal it. This policy applies to all employees, suppliers and contractors that make any type of business on behalf of FENOCO.

SUMMARY OF KEY PROVISIONS

PRINCIPLES

The corporate principles that frame this policy are the following:

Respect

Operations performed under the strictest compliance with standards and procedures in an atmosphere of cordiality and solidarity with our stakeholders and the environment.

Integrity

Responsibility for results, acting with consistency and honesty in search of excellence.

Sense of Belonging

Characterized by our commitment, diligence and opportunity in decision making and meeting objectives.

SUMMARY OF THE POLICY

No employee of Fenoco shall receive or offer or pay money or anything of value (including any favor or consideration) directly or indirectly to any government official in

order to secure or retain business or to receive more favorable treatment of any from any government official.

GIFTS AND ENTERTAINMENT EXPENSES

No employee of Fenoco shall receive or give a gift (except a gift of nominal value in which the Company's logo is) to any government official. In addition, no employee shall pay

for any kind of entertainment of government officials except to the extent permitted under the section of the Code of Conduct that refers to "Gifts and Entertainment".



REPORTS OF VIOLATIONS OF THIS POLICY

Any employee who, based on good faith, believes that an actual or alleged violation of this policy has been committed, must report it immediately.

- Entering the web page: www.fenoco.com.co
- Calling toll-free 01 8000.

The employee must do the following:

- Sending an email to codigodeconducta@fenoco.com.co.
- Delivering the "Reception of Concerns" format available at the Human Management Offices.

Although the summary provides the key provisions of this policy, all Fenoco employees are responsible for becoming familiarized with the policy as a whole and complying with it in all respects.

COLOMBIAN ANTICORRUPTION STATUTE.

The provisions against bribery contemplated in the Anti-Corruption Statute prohibit entities (Public and Private of Colombia) (within which Fenoco and its employees) from:

1. Offering or giving money or any valuables to a government official for the purpose of obtaining or withholding business.
2. Exercising undue influence over a government official for the purpose of obtaining some economic benefit.
3. Offering or giving money or any valuables to a third person (as an agent) while it is known that a part of the payment or the entire payment will be given or offered to a

government official in order to obtain preferential treatment.

It is considered that a person acts knowingly if he or she is aware that such payment is substantially true or with a high probability of occurring.

The definition of "government official" includes any employee of a government department, agency, or instrument; anyone acting on an official basis or on behalf of a governmental entity; any employee of a corporation owned by the government; and any employee of an international organization such as the United Nations or the World Health Organization. For the purposes of this policy, "government official" must include the official's spouse, children or parents.



FENOCO'S STANDARD OF CONDUCT

As established in our Code of Conduct, Fenoco is committed to maintaining the highest standards of conduct and business ethics. In accordance with that commitment, it is extremely important that all employees comply fully with the provisions of the Anticorruption Statute of Colombia and similar laws issued by the Government.

To ensure compliance, the Company adopted the following policies:

(1) Compliance with the Anti-Corruption Statute: Fenoco and its employees shall comply with the provisions of the Anti-Corruption Statute and similar laws. Employees shall not directly or indirectly through another person, offer or pay money or anything of value (including any favor or benefit) to any government official for the purpose of securing or withholding business or otherwise receiving a more favorable treatment of any kind of government or government official. Favorable treatment by a government or government official may

include a wide range of conduct, including, for example, permitting and approval, waiver or reduction of import permits or other governmental positions, and actions intended to support favorable legislation or regulations or to block unfavorable laws and regulations.

If any government official (or any person acting on behalf of a governmental entity) requests directly or indirectly, that any Fenoco employee offers or pays him money or any item of value in order to ensure favorable treatment for the employee from his behalf, Fenoco's employee shall promptly notify the respective supervisor and the Corporate Practices Committee or according to the program of attention of concerns established by the company.

(2) Approval required for any payment to government officials: Payments to government officials to facilitate routine government actions, such as the processing of official papers, are not permitted under the provisions of the Anti-Corruption Statute of Colombia. Therefore, no Fenoco employee shall make such payments.

(3) Gifts: Eventually, and in certain circumstances, it may be appropriate to grant government officials a gift of nominal value with the logo of the Company. However, no Fenoco employee shall furnish any other gifts to any government official.

(4) Entertainment expenses: No Fenoco employee shall pay for any kind of entertainment to any government official except to the extent permitted under the

Code of conduct section that refers to "Gifts and entertainment".

(5) Payment of reasonable and legitimate expenses: Fenoco may pay reasonable and legitimate expenses for food and transportation) made by or on behalf of a government official, if the payments are directly related to:

- 1) The promotion, demonstration or explanation of products or services.
- 2) The execution or development of a contract with the government or agency thereof. However, before incurring in such expenses, approval must be obtained from Fenoco's Corporate Practices Committee.

(6) Other contractors: Fenoco regularly contracts goods and services with suppliers, service suppliers, and others. The integrity of such third parties is of paramount importance to Fenoco because in certain circumstances Fenoco and its employees may be held liable for the conduct of these third parties under the provisions of the Anti-Corruption Statute of Colombia and similar laws, even if unaware of such conduct. Therefore, before Fenoco can enter into an agreement or arrangement, the third party must commit in writing to comply with this policy and to make every effort to ensure that its employees or dependents also abide by this policy.

Usually Fenoco does not contract third parties to assist in the development, assurance or acquisition of new business opportunities or to assist in the

improvement, maintenance or enhancement of existing business relationships. No Fenoco employee may hire any third party to perform such functions without the approval of the Corporate Practices Committee and without the agreement signed by the third party to comply with this policy.

(7) Accurate logging of all related transactions: It is the responsibility of all areas and employees of Fenoco to ensure that the books and records accurately and correctly reflect the transactions in which the company participates. Consequently, any Fenoco employee engaged in a covered transaction under this policy shall take the necessary steps to ensure that the nature and amount of the transaction are accurately and fairly reflected in the Company's books and records.

(8) Reporting of actual or alleged violations of this policy: Any employee, who, based on good faith, believes that an actual or alleged violation of this policy has occurred, must report it immediately. The employee shall report according to the program of care established by the company as described in the section *Violation Report of this Policy* of this document.

Red Flags: It is the responsibility of Fenoco employees to ensure not only compliance with this Anti-Corruption Policy, but also to ensure that the Company complies with it. The emergence of certain situations may indicate a potential violation of Colombia's Anti-Corruption Statute or this policy that may serve as a warning or be considered a red flag for employees. For example, the following elements are red flags: Payment to people outside the normal scope of the business; requirement for payments outside standard invoices; blank checks made to bearer to be cashed without a real cause; unusual credits granted to new customers; and, payments that are not recorded in company books or records that do not accurately reflect the nature of the payment.

As explained above, third parties contracting with Fenoco to provide goods and services also need to comply with this policy. Potential red flags related to the conduct of third parties may exist, payment of exorbitant travel or entertainment expenses by a supplier's official, requesting fees or commissions higher than market rates, having a special relationship with government officials or require that the agreement with Fenoco be kept secret.

COMPLIANCE WITH THE POLICY

It is mandatory for all employees and suppliers of this Company to comply with all aspects of this policy of anti-corruption practices of Fenoco. Any violation of this policy may result in the initiation of a disciplinary action, with the corresponding sanctions that may arise. Any violation of this policy by suppliers may be grounds for termination of relations with the same.

This policy is effective as of November 28, 2017 and repeals all previous provisions and will be in force until a new policy modifies or repeals this.

ANDRES SOTO VELASCO
PRESIDENT

