

# OPELLA HEALTHCARE COLOMBIA SAS

## PTEE (Public Version)

### 1. Introduction

Opella Healthcare Colombia S.A.S. (“Opella” or “the Company”) recognizes transparency, ethical conduct, and integrity as foundational pillars for sustainable business performance and long-term value creation.

The Transparency and Business Ethics Program (PTEE) constitutes the core compliance framework designed to prevent, detect, and mitigate risks related to corruption and transnational bribery.

### 2. Objective

The purpose of this Program is to implement policies, structures, and controls aimed at preventing and mitigating corruption risks, promoting ethical culture, ensuring compliance, and protecting reputation.

### 3. Scope

The PTEE applies to all of Opella’s operations in Colombia and to any cross-border interactions carried out in the course of its activities.

It is mandatory for:

- Shareholders, directors, and senior management;
- employees, regardless of their position or type of engagement;
- contractors, suppliers, distributors, agents, consultants, and intermediaries;
- any third party acting on behalf of or representing the Company.

### 4. Compliance Policies

The Company does not tolerate, under any circumstances, acts of corruption, transnational bribery, fraud, undisclosed conflicts of interest, or any other improper practice.

The compliance policies described below constitute mandatory guidelines for all employees, directors, contractors, suppliers, distributors, business partners, and third parties acting on behalf of the Company.

Failure to comply with these provisions will be considered a serious offense and may result in labor, contractual, and legal sanctions, including termination of the relationship with the Company and reporting to the competent authorities.

These policies are aligned with Colombian legislation, international treaties ratified by the country, and the Company’s global policies. In the event of a discrepancy between a local regulation and a corporate policy, the strictest rule shall always apply.

#### 4.1. Prohibition of Improper Payments

The Company expressly prohibits all its employees, directors, and related third parties from offering, promising, giving, or authorizing the payment of any amount, benefit, or

## OPELLA HEALTHCARE COLOMBIA SAS

### PTEE (Public Version)

improper advantage, whether in cash or in kind, for the purpose of improperly influencing the decisions of public or private counterparties.

In particular:

- Facilitation payments: unofficial payments to public officials or third parties intended to expedite procedures, permits, licenses, or other formalities are strictly prohibited.
- Improper transfers of value: the provision of cash, cash equivalents (gift cards, vouchers, coupons), or personal benefits that may be interpreted as a bribe is prohibited.
- Concealed payments: the use of sham contracts, fictitious commissions, or false invoicing to conceal improper transfers is not permitted.
- Third-party intermediaries: the Company does not tolerate agents, consultants, distributors, or other business partners making improper payments on its behalf. All third parties are subject to due diligence processes and must contractually accept the Company's anti-corruption obligations.

#### **4.2. Gifts and Hospitality**

The Company strictly regulates the giving and receiving of gifts, benefits, and hospitality under its Items and Hospitality Standards, in order to prevent them from being interpreted as a means of improper influence or an act of corruption.

##### **Gifts**

- Only corporate or promotional items of nominal value, with a symbolic or educational nature, are permitted when authorized by local regulations.
- The giving of cash or cash equivalents (gift cards, vouchers, coupons) is prohibited.
- The provision of gifts to healthcare professionals or to national or foreign public officials is prohibited, except where expressly permitted by applicable law.
- For business partners and distributors, gifts must be occasional, of reasonable value, and pre-approved by the Legal Department.

##### **Hospitalities**

- Hospitality must be directly related to a legitimate purpose (scientific, educational, or business-related) and must always be incidental and proportionate to the purpose of the activity.
- Any hospitality of a recreational or personal nature, or that may be interpreted as an improper incentive, is prohibited.
- The Company documents and retains evidence of all authorized hospitality (invitations, agendas, invoices, attendance lists).
- The strictest rule between local regulations and the Company's global standards (Hospitality Standard and Items Standard) shall always apply.

Employees are prohibited from accepting gifts, benefits, or hospitality from third parties that may create conflicts of interest or compromise their objectivity in decision-making.

#### **4.3. Remuneration of Third Parties**

The Company ensures that all remuneration, fees, commissions, and other payments made to employees, associates, contractors, or related third parties correspond exclusively

## OPELLA HEALTHCARE COLOMBIA SAS

PTEE (Public Version)

to the actual and verifiable provision of services or to the fulfillment of agreed contractual obligations, in strict compliance with the law.

### General Rules

- All remuneration must be supported by a written contract or equivalent document, duly approved and in compliance with applicable labor, commercial, and tax regulations.
- Payments must correspond to fair market value (FMV), in line with the Company's *Services Standard*.
- Fictitious payments, unjustified advances, hidden commissions, or any other form of concealed transfer are not permitted.
- All payments must be made through the financial system to verified bank accounts held in the name of the legitimate beneficiary; payments to unauthorized third-party accounts are prohibited.
- For employees, remuneration shall be made in accordance with employment contracts and applicable labor laws.
- For contractors and associates, fees and commissions must be provided for in the contract and be proportionate to the services actually rendered.
- Hiring and payment processes are subject to objective selection criteria and due diligence procedures, both at the beginning of the relationship and periodically, depending on the identified risk.

### Specific Prohibitions

- Payments to employees, associates, contractors, or intermediaries that do not correspond to services actually rendered, or that seek to influence hiring, procurement, or decision-making processes, are prohibited.
- The payment of remuneration or commissions through third parties or structures that conceal the ultimate beneficiary is prohibited.
- Company employees may not offer, request, or receive, directly or indirectly, commissions, gifts, or benefits from suppliers or contractors as a condition for their engagement or continued relationship.

### Controls and Approvals

- All payments must receive prior approval from the responsible department.
- Documentary evidence must be retained to support the necessity of the service, the suitability of the provider, the reasonableness of the payment, and its effective execution.

### 4.4. Interaction with Public Officials

#### Requirements for Interaction with Public Officials

The Company maintains a zero-tolerance policy toward acts of corruption in its interactions with authorities and public officials, whether national or foreign. All relationships must be conducted in accordance with transparency, local regulations, and the Company's global standards.

### General Rules

## OPELLA HEALTHCARE COLOMBIA SAS

### PTEE (Public Version)

- Only authorized employees may interact with authorities or public officials, in accordance with the Company's *Lobbying Standard*.
- All interactions must be carried out in a framework of objectivity, legality, and institutional respect, without offering or promising improper benefits.
- Employees must refrain from using personal, family, or political relationships to obtain improper advantages from authorities or government entities.
- It is prohibited to offer, promise, or provide national or foreign public officials with any money, gifts, hospitality, entertainment, or benefits that could be interpreted as an attempt to influence their decisions.
- Facilitation payments, understood as unofficial or inappropriate payments to expedite, secure, or delay actions that are part of a public official's normal functions, are strictly prohibited.
- The engagement of former public officials is subject to prior review of applicable ineligibility and incompatibility rules, as well as internal revolving-door policies.

#### **Documentation and Control Requirements**

- Interactions with public officials must be appropriately documented in accordance with the Company's internal procedures and applicable legal requirements.
- The Compliance Officer will periodically review the interaction database to ensure compliance with this policy.
- Whenever possible, meetings with public officials should include at least two Company representatives, with written records of the interaction.

Non-compliance with this policy will be considered a serious offense and may result in disciplinary, contractual, or legal sanctions, as well as the immediate termination of the relationship with the Company.

#### **4.5. Political Contributions**

The Company maintains a clear and strict policy regarding participation in political activities and their financing:

- The Company does not make financial or in-kind contributions to political parties, candidates, movements, electoral campaigns, lists, committees, or entities that promote political interests in Colombia or any other country.
- This prohibition includes contributions in cash, goods, products, services, discounts, loans, use of facilities, equipment, vehicles, sponsorships, or any other form of support.
- Employees have the right to participate in political and civic life strictly in a personal capacity, using their own resources and outside working hours.
- Under no circumstances may they present themselves as representatives of the Company or associate the Company's name, image, or corporate resources with political activities.
- Any request for political support received by an employee must be rejected and immediately reported to the Compliance Officer.

#### **4.6. Donations and Social Contributions**

The Company makes donations and community contributions exclusively for philanthropic, social, and corporate responsibility purposes, in strict compliance with Colombian regulations and the Company's global standards.

## OPELLA HEALTHCARE COLOMBIA SAS

PTEE (Public Version)

### General Rules

- Donations must be aimed at supporting initiatives that generate a positive social impact, such as public health projects, educational programs, sustainability initiatives, humanitarian actions, or emergency assistance.
- The Company does not expect or receive any tangible benefit in return for donations made.
- All donations must preserve the independence of the recipient, who shall freely determine the use and execution of the resources.
- Donations to individuals, customers, or business partners of the Company are not permitted.
- Donations may not be used to obtain improper advantages, such as influencing prescriptions, securing licenses, permits, contracts, or regulatory or administrative decisions.
- Donations may not be used as a vehicle for the direct or indirect promotion of products.
- Donations for political or electoral purposes are prohibited.

### Requirements and Controls

- All donations must be supported by a written request, contract, or grant letter specifying the purpose, amount or donated assets, and the independence of the recipient.
- Prior to disbursement, a due diligence process must be conducted on the recipient organization, including screening against restrictive lists and verification of beneficial owners.
- Donations must be properly recorded in the accounting system with the correct classification and supporting documentation evidencing their authorization and execution.
- No donation exceeding 50 SMMLV (Statutory Monthly Minimum Legal Wages in Colombia) may be executed without a public deed and prior legal review.

### 4.7. Conflicts of Interest

The Company recognizes that conflicts of interest may affect objectivity, independence, and transparency in decision-making. Accordingly, it establishes clear guidelines for their identification, disclosure, and management.

A conflict of interest is understood as any situation in which the personal, family, financial, professional, or other interests of an employee, director, contractor, or third party may influence, or appear to influence, their decisions to the detriment of the Company's interests.

### Prevention and Management

- All employees, directors, and related third parties must immediately and fully disclose any actual, potential, or apparent conflict of interest.
- Conflicts of interest must be declared through the MyCOI portal.
- In procurement and service contracting processes, objective and verifiable criteria must be applied, avoiding the influence of personal, family, or political ties.
- In interactions with authorities and public policy decision-makers, employees must refrain from participating where a conflict of interest exists.

## OPELLA HEALTHCARE COLOMBIA SAS

### PTEE (Public Version)

- The engagement of former public officials is subject to verification of applicable ineligibility and incompatibility rules, as well as internal revolving-door policies.

#### **Oversight and Control**

- The Compliance Officer is responsible for monitoring the management of conflict-of-interest declarations and proposing actions when cases are related to the PTEE.
- The Compliance Officer may recommend measures such as abstention from decision-making, reassignment of duties, or termination of the contractual relationship.
- Senior Management and the Shareholders' Assembly shall be informed of the most relevant cases and shall adopt the appropriate corrective measures.

#### **5. Transparency and Business Ethics Program (PTEE)**

The Company's Transparency and Business Ethics Program (PTEE) comprises the set of policies, guidelines, and procedures adopted to prevent, detect, and mitigate risks related to corruption and transnational bribery.

##### **5.1. Stages of the PTEE**

The PTEE is structured around a continuous risk management cycle, consisting of four interrelated stages aimed at identifying, assessing, controlling, and monitoring corruption and transnational bribery risks.

##### **Stage 1. Risk Identification**

This stage focuses on identifying and structuring the risks relevant to the Company, considering its operational and business context. Key activities include:

- classifying and segmenting risk factors;
- identifying and analyzing risks on an individual basis;
- applying the Company's defined risk assessment methodology;
- prioritizing action plans for identified inherent risks.

##### **Stage 2. Risk Assessment**

Once risks are identified, they are analyzed to determine their level of exposure and criticality. This stage includes:

- assessing the likelihood of occurrence and potential impact of risks;
- determining the inherent risk profile;
- evaluating risks individually and on a consolidated basis by risk factor;
- analyzing risks arising from changes in context, such as new products, services, markets, or business models.

##### **Stage 3. Risk Control**

At this stage, controls are designed, implemented, and strengthened to mitigate identified risks, including:

- applying effective and proportionate controls aligned with the level of risk;
- establishing mechanisms to detect unusual or suspicious transactions;

## OPELLA HEALTHCARE COLOMBIA SAS

### PTEE (Public Version)

- implementing corrective and preventive actions to reduce the likelihood or impact of risks.

#### **Stage 4. Risk Monitoring**

Monitoring ensures the continuous verification of control effectiveness and the evolution of the risk profile. This stage includes:

- periodic and comparative monitoring of inherent and residual risks;
- ensuring the existence and proper application of adequate controls;
- verifying that residual risks remain within the acceptance levels defined by the Company.

This cycle ensures that the PTEE operates as a dynamic and evolving system, based on continuous improvement, enabling the Company to anticipate, manage, and effectively mitigate corruption and transnational bribery risks.

#### **5.2.Key Controls of the PTEE**

The Transparency and Business Ethics Program (PTEE) is supported by a set of core controls designed to prevent, detect, and effectively respond to corruption and transnational bribery risks across Opella's operations. These controls ensure consistent application of ethical standards, transparency in business processes, and accountability in decision-making. The primary controls include:

##### **5.2.1. Risk-Based Due Diligence**

All third parties (including suppliers, distributors, consultants, healthcare entities, and intermediaries) are subject to a risk-based due diligence process before any contractual engagement and throughout the lifecycle of the relationship.

This process includes the verification of:

- Identity and legal existence
- Beneficial ownership
- Financial soundness
- Sanctions, watchlists, or adverse media exposure
- Litigation and reputational risks
- Potential conflicts of interest

Enhanced Due Diligence (EDD) is required for high-risk third parties, including:

- Politically Exposed Persons (PEPs)
- Entities operating in high-risk jurisdictions
- Third parties engaged in activities involving direct public-sector interaction
- Intermediaries whose compensation models may create integrity risks

EDD may include interviews, on-site visits, verification of operations, review of audited financial statements, and confirmation of sources of funds.

### **5.2.2. Transaction Controls and Approval Workflows**

Activities that involve elevated exposure to corruption (such as payments to consultants, donations, sponsorships, hospitality, or interactions with healthcare professionals) must follow rigorous, predefined approval chains.

Controls require:

- Documented justification
- Traceability and supporting evidence
- Pre-approval by authorized roles
- Alignment with Opella's global compliance policies and local legal requirements

These controls help prevent unauthorized, undocumented, or improperly motivated transactions.

### **5.2.3. Monitoring and Detection Mechanisms**

The Compliance Officer and relevant departments conduct periodic monitoring to identify:

- Unusual transactions or payment patterns
- Unexpected changes in business practices
- Counterparties with declining reputational indicators
- Red flags suggesting improper conduct

Monitoring supports early detection and allows timely corrective actions.

### **5.2.4. Reporting and Whistleblowing**

The Company provides the [Speak Up](#) whistleblowing hotline for reporting any misconduct or unethical behavior. This service is available online allowing reports to be submitted in a confidential and secure manner regarding acts that are contrary to the provisions established by the Organization in this Manual and that may constitute violations of national or international laws.

Reports related to Transnational Bribery or Corruption may also be submitted directly to the competent authorities through the following channels:

- Superintendence of Companies (Superintendencia de Sociedades):  
<https://www.supersociedades.gov.co/web/asuntos-economicos-societarios/canal-de-denuncias-por-soborno-transnacional>
- Transparency Secretariat (Secretaría de Transparencia):  
<http://www.secretariatransparencia.gov.co/observatorio-anticorrupcion/portal-anticorrupcion>

### **5.2.5. Training and Communication**

Training is a foundational element of Opella's compliance culture. To ensure awareness and proper implementation of the PTEE, Opella provides:

All employees must complete annual training on corruption prevention, transnational bribery risks and reporting obligations.

## OPELLA HEALTHCARE COLOMBIA SAS

### PTEE (Public Version)

Opella reinforces compliance standards through:

- Internal newsletters
- Ethical reminders and campaigns
- Compliance alerts
- Updates on regulatory changes

#### **6. Consequences of Non-Compliance**

Violations of the PTEE, Opella's policies, or applicable anti-corruption laws may result in:

##### **For employees**

- Verbal or written warnings
- Suspension
- Termination of employment
- Civil, administrative, or criminal liability

##### **For third parties**

- Suspension of activities
- Contract termination
- Claims for damages
- Reporting to regulators

Conduct involving corruption or transnational bribery may expose the individual and the Company to investigations, fines, sanctions, and reputational harm. Opella maintains a zero-tolerance policy toward such acts.

#### **7. Final Provisions**

In all cases, when there is a discrepancy between Opella's global policies and Colombian regulation, the stricter rule applies.

Opella reaffirms its commitment to maintaining a culture of transparency, accountability, and integrity, ensuring that ethical conduct guides every decision and business interaction.