



calidad en infraestructura



Code of Ethics and Conduct

January 2022

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The present Code of Ethics and Conduct (hereinafter the "Code" of Joyco S.A.S. BIC and the consortiums in which it participates as an administrator (hereafter "the Company"), contains the guidelines of conduct that reflect the integrity, discipline, and rectitude with which its employees must act, as well as their commitment to corporate values that lead to an effective development of the policies and internal control structure of the Company.

All Company employees shall respond with the highest personal and professional principles and values, sharing the commitments contained in this Code during the development of their activities.

1. OBJECTIVE




To manage the behavior in the daily development of functions, commercial and professional relationships, in accordance with the principles, values, and ethical guidelines set forth in this Code; to promote an appropriate environment for the development of the Company's business, within a framework for transparency, honesty and ethics.

2. REACH

The hereby code constitutes the reference framework for the actions of Senior Management members, employees, and in general for all third parties (suppliers, contractors, business partners, customers, among others) with whom the Company relates.

3. REFERENCE DOCUMENTS

- Transparency and Business Ethics Policy.
- Good Governance Code.
- Integrated Management System Manual.

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Compliance Officer Date: January/2022	Communications and Marketing Director Date: January/2022	The approval of this document by the Board of Directors can be found in the January 2022 records.
	<p>Verify that this copy is valid by consulting the document master list or through the QR code.</p> <p>Accessing the document through the code will confirm that it is current.</p> <p>If the link is not available, it indicates that it is not the current version.</p>	

4. DEFINITIONS

- Senior Management: Board of Directors, General Manager, and members of the Executive Committee.
- Management: General Manager and members of the Executive Committee.
- Shareholders: are those natural or legal individuals that have made a contribution in money, labor or other assets appreciable in money to a corporation or sole proprietorship in exchange for quotas, interest shares, shares or any other form of participation contemplated by Colombian law.
- Code of Ethics and Conduct: set of principles, rules and regulations of mandatory compliance that guide all members of Senior Management and employees of the Company to act correctly in the development and performance of their daily activities.

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- **Employee:** is the individual who is obliged to provide personal service under a labor relationship or provision of services to the Company; as well as the beneficiaries of labor training agreements (apprentices, trainees, internships) and employees on mission linked through labor intermediation or outsourcing of services.
- **Conduct:** according to the '*Real Academia Española*' Dictionary, it is the way humans behave in their lives and actions.
- **Conflict of interest:** are those situations in which Senior Management and/or the employee has to decide between acting for the Company's benefit or for their personal benefit.
- **Ethics:** According to the '*Real Academia Española*' Dictionary, is the set of moral rules that govern the conduct of a person in any aspect of their life.
- **Fraud:** any intentional or negligent act or omission designed to deceive others for the purpose of gaining an advantage, avoiding an obligation or causing a detriment. Fraud can be contextualized, depending on the sources that originate it, as internal, external or mixed fraud.
- **Internal fraud:** an event carried out within the Company by members of Senior Management or employees.
- **External fraud:** an event carried out by persons outside the Company, without the assistance of a Company employee.
- **Mixed fraud:** an event committed by the participation of internal and external actors.
- **Control bodies:** are external control bodies, such as external auditors, statutory auditors, as well as government entities with control and oversight powers such as the *Contraloría General de la República*, *la Procuraduría General de la Nación*, *Superintendencia de Sociedades*, among others.
- **Reasonableness:** is the intellectual faculty that judges things with reason, differentiating the good from the bad and the true from the false.

- Risk: any event, threat, act or omission that at any time may compromise the achievement of the Company's objectives. It is not limited to negative or unexpected events but includes the absence or waste of opportunities.
- Third party: natural or legal person with whom the Company has a relationship, for example, employees, suppliers, economic partners, investors. These may be, among others: customers, advisors, consultants, tenants, government entities, national and/or foreign public officials or servants, among others.
- Transparency: what is clear, evident, understood without doubt or ambiguity.

5. CORPORATE VALUES

The Company strive to create and promote a corporate culture based on trust and individual responsibility. The following values shall inspire the behavior of all employees, as well as all those who have a commercial or any other kind of relationship with the Company:

- Integrity: the Company instills the importance of speaking with the truth and acting with integrity. Integrity is defined as the responsibility that each person has for their actions and to respect the truth in all situations, both at work and personally.
- Humanity: the power of the word, the importance of interpersonal relationships and the true meaning of human bonding are valued.
- Optimism: we always see the glasses half full, by focusing on concepts of excellence and balance, seeking to manage concentration and dedication rather than resources and time.
- Mastery: the Company is one of action and we avoid unfounded reactions. We care substantially about being rigorous in the application of technical concepts and moral principles that lead us to success.

In addition to our corporate values, the Company has sought to inspire through the following behaviors:

- Respect: it adapts its conduct to respect the laws, regulations and human rights and the dignity of all employees; likewise, it rejects any attitude guided by prejudices related to origin, ethnicity, religion, social class, sex, color, age, physical disability and any other form of discrimination.
- Truthfulness: expresses with authenticity in labor relations or provision of services with all third parties with whom it interacts. The truth is above all, in all actions and relationships of the Company.
- Equity: everyone acts fairly in their relations with the Company, customers, suppliers, partners, employees and other stakeholders.
- Objectivity: everyone acts with equality and impartiality, free of bias in the face of particular interests and even their own, including the ethical handling of any real or potential conflict of interest in personal and professional relationships.

6. LIABILITIES REGARDING THE CODE

- Board of Directors: adopt the Code of Ethics and Conduct policies, ensure its compliance and spreading, set an example in its application and approve the pertinent updates.
- General Manager: is in charge to promulgate the employees' obligation to maintain an organizational culture based on the values and principles that govern the Company.
- Administrative Management: make known and hand over the Code in the induction programs to new employees, at the time of their hiring.

Likewise, to advance the procedure of updating the hereby Code.

- Immediate supervisor: to ensure the compliance of the Code, advise employees in cases of ethical conflicts or conflicts of interest so that they can make the most appropriate decision, evaluate and provide solutions in the first instance to the situations presented; report to the Administrative Department through the Human Resources Department any situations that, due to their degree of complexity, could not be overcome and must be analyzed and managed by this department and the General Management, in order to determine a solution.
- Employees: to know and put into practice in all their actions everything that is established under the Code of Ethics and Conduct, and must explicitly commit to its compliance and assume the consequences in case of non-compliance.

Likewise, they must immediately report to their immediate supervisor any behavior that violates what is established in this Code by the ones obliged to comply with it.

- Suppliers and Allies: are obliged to comply at all times with the competent and current legislation in their operations, working under the standards promoted by the hereby code and within the corresponding legal framework.

It is worth mentioning that the Company selects suppliers and partners that share its ethical values and have a solid reputation for equity and integrity in their business relationships.

7. DECLARATION OF COMMITMENT

7.1. BUSINESS ETHICS

In the Company, members of Senior Management and employees must ensure compliance with the following guidelines:

- The operations carried out by the Company must always be subject to the principles of integrity, transparency, security, and strict compliance of the legal and contractual rules that rule them.
- Responses to requests or requirements of any competent authority must correspond to the truth of the information requested.

- Refrain from engaging, either personally or through a third party, in activities that involve competition with the Company, or in acts that could constitute a conflict of interest.
- The books and financial statements, accounting accounts and reports issued by the Company are accurate and reflect the reality of the transactions.
- Management and employees shall have the responsibilities established by the law, the Company's bylaws, the position profile, as well as in the regulations, policies and procedures applicable to them.
- Not to disclose confidential information about the Company's employees, operations or management to third parties.
- Not to put the achievement of personal objectives before the observance of corporate values and ethical principles, which could compromise the Company, in events that affect its reputation, credibility or the public's or society's trust in the Company.
- Not to exert pressures, threats or any form of physical or verbal harassment, including sexual harassment or sexual blackmail, by anyone taking advantage of a position of authority or hierarchy or any other advantageous situation that may affect the employee's dignity or induce to the performance of fraudulent actions against a subordinate or any member of the Company.

7.2. REGARDING THE RISK OF CORRUPTION

The Company is committed to a ZERO TOLERANCE policy against acts of corruption in any of its forms, therefore it DOES NOT ACCEPT in any shape or form any of these acts, it promotes a culture of integrity and fight against it and this allows to conduct its business and operations with high ethical standards, in compliance with the laws and regulations in force, adopting the pertinent measures for the prevention, detection and management of conducts and/or situations that may put it at risk by acts of corruption, therefore, it acquires the commitments set forth in its TRANSPARENCY AND BUSINESS ETHICS POLICY.

7.3. REGARDING THE RISK OF FRAUD

The Company will in no way tolerate any act of fraud. An anti-fraud culture and measures to combat all types of fraud will be permanently promoted. To this end:

- It points out which actions constitute fraud.
- Identifies the main fraud risks to which it is exposed, in order to implement effective, sufficient and timely controls and processes through which these risks are managed and mitigated.
- Defines and communicates the channel for reporting fraud (ethical channel available through its website).
- Any person who maintains labor, commercial or any other kind of relationship with the Company is obliged to observe in all their actions the corporate values and principles of the Company, which are contained in the hereby Code.
- Discloses this code to all employees during the hiring process, which contains information on values and standards of conduct expected and not accepted by the Company, as well as actions for non-compliance.
- Review processes and procedures to avoid the repetition of similar cases of fraud (lessons learned).

For the purposes herein provided, fraud is classified into three categories:

A. Fraudulent Reporting or Financial Statement Fraud: the intentional alteration, distortion or misrepresentation of accounts, accounting records and disclosures in a manner that does not reflect the fair value or true motive for transactions and operations made for the sole purpose of concealing a fraudulent activity. The omission of transactions (including illicit transactions) and the misrepresentation of records to conceal improper activities or the misrepresentation of the nature of a recorded transaction are examples of this type of situation.

B. Misappropriation of Assets: theft or improper use of assets owned or under custody or responsibility, temporarily or permanently, for one's own benefit or that of third parties.

C. Corruption: dishonest activity in which an employee and/or member of Senior Management, or any other third party, uses their position to obtain an undue advantage for the Company, or in a personal capacity, or an undue advantage, for the Company, for himself or for a third party.

Within each of these categories, the following situations, among others, may be mentioned:

FRAUD TYPE	DESCRIPTION
<p>Fraudulent Reporting or Financial Statement Fraud</p>	<ul style="list-style-type: none"> - Alter or manipulate income and/or expense accounts to reflect a performance that does not correspond to reality. - Making accounting records in incorrect accounting periods with the purpose of reflecting a financial situation that does not correspond to reality. - Disclose information in the financial statements that may induce wrong decisions by the agents involved. - Making or omitting adjustments to the accounting records for personal or third-party benefit. - Creating transactions with false suppliers or creditors. - In general, any accounting manipulation of the Company's financial reality.

FRAUD TYPE	DESCRIPTION
Misappropriation of assets	<ul style="list-style-type: none"> - Taking money or assets from the Company in an improper manner or without authorization. - Divert funds from a Company account for personal benefit or for the benefit of a third party. - Obtaining money from the Company by deception, making fictitious expense claims. - Improper use of petty cash funds. - Falsifying or altering any type of document or record, in order to obtain a personal benefit or for a third party. - Improper handling or use of the Company's information assets for personal benefit or for a third party, within which by way of example are: <ul style="list-style-type: none"> ✓ Digital information assets: information that resides in or is transmitted by means of IT (Information Technology) elements. ✓ Information assets on other physical and/or electronic media: information in a different media than digital.
Corruption	<ul style="list-style-type: none"> - Promise, offer or grant, directly or indirectly, to a third party an undue benefit that results in their own advantage, in that of another person, or in that of the Company. - Requesting or accepting, directly or indirectly, from a third party an undue advantage that redounds in your own benefit, in that of another person or in that of the Company. - Paying a bribe to a third party (private or public/domestic or foreign) to obtain an illegitimate advantage over the competition. - Making contributions, in cash or in kind, to a political cause in order to obtain political favors for the Company. - Favoring, in the exercise of their functions, their own interests or those of a third party over the interests of the Company.

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7.4. REGARDING ACCOUNTING AND PAYMENT TRANSACTIONS

Senior Management and employees involved in accounting and payment operations shall observe the following rules:

- All actions developed within the accounting and payment operations must be set within the principles of impartiality, integrity, transparency and security of transactions, in such a way as to avoid serious exposures for the Company.
- All transactions must be recorded in a timely manner so that the conditions and terms of each transaction are fully identified.
- The employees in charge of accounting and payment operations must inform the General Manager in a timely manner, of any concerns that may arise from the operations that, by reason of their functions, are being processed.

7.5. REGARDING ENVIRONMENTAL AND SOCIAL ISSUES

The Company is committed to the integral enhancement of the corporate citizenship culture, contributing to sustainable development through the generation of social, ethical, economic and environmental value for our suppliers, employees and customers, based on compliance with applicable national and international legal provisions while continuously improving.

7.6. REGARDING THE HANDLING OF INFORMATION

Privileged information should be understood as information to which only certain persons of the Company have direct access, due to their position or type of contractual relationship, which, according to its confidential nature, could be used for the purpose of obtaining an advantage or benefit for the person supplying it or for a third party.

Employees must keep the information confidential. Therefore, they must not:

- Disclose or communicate to unauthorized persons:
 - The information of the Company, its customers or its Allies, related to its plans, policies, investments, financial statements, customer contact data, marketing strategies and business opportunities, which does not correspond to public information.
 - The applications or information systems, passwords and material information that may influence the Company's actions or expose its security, that of its collaborators, allies or customers.
 - Confidential information sheltered by the personal data protection law arising from the Company's operations and business activities with employees, suppliers, partners, and any other third party.
- Receive benefits for information to which they have had access in the performance of their duties.

The obligation of confidentiality and withholding of information by employees in the performance of their duties shall subsist even when they have ceased to provide their services to the Company.

7.7 REGARDING THE MANAGEMENT OF COMMUNICATIONS

To ensure transparent and responsible management of communications, which avoids any type of confusion with the general public, employees must take into account that:

- The Company's opinion will be expressed to third parties and the media exclusively by its General Manager or the Communications and Marketing Director. In any case, under no circumstances may the Company's name be used to issue statements on topics other than those related to the development of its business.

Statements and comments made by persons related to the Company to third parties and the media that are not expressly authorized by the Chief Executive Officer, although they are the sole responsibility of such persons, may have the potential to affect the proper functioning of the Company and/or its reputation. For this reason, such persons must consider, at all times, the possible consequences of such statements and comments.

7.8. REGARDING CONFLICTS OF INTEREST

Self-benefit is understood as the result of any decision for the benefit of the employee, their spouse, permanent partner, or relatives within the second degree of consanguinity, second degree of affinity and first civil degree, or his partner or partners in fact or in law. In this case, there is an obligation for the collaborator to disclose and manage the conflict of interest.

The guidelines contained in this code detail the terms for the management of conflict of interest aimed at protecting the interests of the Company, helping Senior Management and its employees to achieve high ethical and trust standards while preventing them from being confronted with conflict of interest situations or, if they are, to manage them appropriately.

The Administrative Department, through the Human Resources Department, will be in charge of the annual confirmation of possible conflict of interest situations of the Company's Senior Management and employees; and the Legal Department, as part of its general secretariat function, will be responsible for the confirmation of the conflict of interest situations of the members of the Board of Directors.

7.8.1 Sources of potential conflict of interest situations

The types of conflicts of interest that members of Senior Management and employees of the Company may encounter must be continuously monitored. Under the foregoing, at the very least the following activities must be considered:

- Gifts, benefits, and hospitality can lead to conflicts of interest if employees feel an obligation to correspond to them by giving an undue advantage that is not in the best interest of the Company or its customers.
- Employment of relatives can lead to conflicts of interest when employees may favor relatives or close acquaintances over more qualified individuals. Conflicts of interest can lead to favoritism and negative consequences for the Company.
- The hiring of public officials may result in conflicts of interest, although the Company can legitimately benefit from the experience and knowledge of former and current public officials, their hiring should be closely monitored.
- Financial investments can lead to conflicts of interest when employees may favor business relationships with companies in which they have invested, for example, the employee may favor a particular supplier or customer in which they own or have a significant interest over other more qualified suppliers during a selection process.
- Business relationships between business partners (consortium partners) and the contracting entity, within the framework of the awarding, monitoring, and controlling of contracts or other types of contracts, must be disclosed in a timely manner within the bid preparation processes (transparency agreements).
- To execute monitoring and controlling functions on designs made by the Company for third parties may result in conflicts of interest.
- Current business relationships between clients who are at the same time contractors within monitoring and controlling contract where the Company is awarded the contract.

- By virtue of legal and economic ties between customers, suppliers, contractors or allies with shareholders, members of Senior Management and employees of the Company, shall endeavor to prevent the happening of situations that constitute conflicts of interest between their personal, professional or private interests, the Company or any natural or legal person that they have or intend to do business with.

7.8.2 Conflicts of interest by virtue of employment relationship

Selection process: any person interested in becoming an employee of the Company must disclose any relationships with other natural or legal persons, regardless of their nature, that may lead to a potential conflict of interest situation.

For this purpose, the Administrative Department, through its Human Resources Department, will be in charge of signing the Declaration of Conflict of Interest for all new employees when hiring.

During the employment relationship: all employees and members of the Board of Directors must annually fill out the forms, through which they certify the absence or presence of conflict of interest in accordance with what is established by the Company.

Likewise, the Company expects that its employees are fully dedicate to the tasks inherent to the contracted work, as well as to provide an efficient service. In the event that the employee assumes external activities, the following situations must be observed:

- If the employee assumes other external activities, including teaching or conferences that may cause a possible conflict of interest with the Company, outside of working hours, they must inform their immediate supervisor and the Head of Human Resources.

- If these external activities generate any type of conflict of interest with the Company, the Head of Human Resources or the General Manager shall inform the employee involved, so that they may take the appropriate actions within the timeframe defined by the Company.

Regardless of the above, employees are obliged to report situations that may generate a conflict, as soon as they are noticed and before taking any decision.

The members of Senior Management and employees of the Company must abstain from:

- Engage in activities or businesses that go against the interests of the Company that may jeopardize the fulfillment of their duties and responsibilities.
- Establish or participate in companies or businesses that compete with the interests of the Company.
- Conduct personal or family business interests within the Company.
- Authorize or deny any business based on feelings of friendship or enmity of those who have in their hands the responsibility to decide.
- Provide services to third parties, directly, indirectly, or covertly, based on information or documentation to which they have access in merit or derived from the functions they perform for the Company.

7.8.3. Mechanisms for dealing with situations that generate conflicts of interest

The Company has established mechanisms to deal with situations that generate real or potential conflicts of interest, which may be used depending on the circumstances of each case. These mechanisms correspond to:

Personnel linked to the Company must disclose transactions involving their families, and/or suppliers/contractors or customers, in order to take the appropriate steps to avoid any conflict of interest, as well as any appearance thereof. A special distinction is made between relationships with customers, suppliers and/or contractors and between Company employees and relatives within the second degree of consanguinity, a second degree of affinity, or sole civil relationship.

For this purpose, the immediate supervisor must be informed, who must analyze the operations as a whole as well as the Company's manuals and procedures in order to try to solve or manage any possible conflict. If it is considered that the situation, due to its degree of complexity, could not be successfully resolved, the case should be escalated to the Head of Human Resources for further analysis and management in conjunction with General Management.

The Head of Human Resources and General Management may resort to the opinion of the Legal Department if deemed necessary for its resolution.

- In the event that the conflict of interest involves a member of Senior Management, they shall disclose the situation to the Board of Directors and the General Shareholders' Meeting shall be summoned in order to authorize, if it deems it appropriate, the making of the activity that represents the conflict of interest.

The member of Senior Management is obliged to abstain from participating by himself or through an intermediary, in personal interest or in the interest of third parties, in the acts that generate a conflict of interest situation, until the General Shareholders' Meeting decides otherwise.

8. ETHICS CHANNEL

Within the activities of detection, prevention and mitigation of corruption risk, the Company has implemented a "whistleblower channel", which will be available through its website. The information of complaints that is managed through this channel is classified as "confidential" so that those responsible for its administration will ensure to protect the anonymity of those who have made the complaint.

The results of the investigation may not be disclosed to anyone who does not have a legitimate reason to know; however, the Company shall inform the competent authorities of any events that may constitute a crime and shall cooperate with the competent authorities to carry out the respective investigation.

With regard to the person who reports the commission or possible commission of a fraudulent or irregular act, the presumption of good faith provided by the Political Constitution of Colombia shall apply. Consequently, they may not be subject to reprisals, threats, discriminatory measures, or sanctions of any kind for their actions.

However, if it is proven that the complaint was made maliciously and based on facts contrary to reality, to cause harm to the accused, the General Manager may apply sanctions provided by the Internal Labor Regulations or the Substantive Labor Code, or other rules that complement or add to it, if it was made by an employee of the Company.

9. ACTIONS FOR NON-COMPLIANCE

- Institutional Actions: without exception, all Company employees are required to comply with the rules and policies contained in this Code. In case of non-compliance or violation of the same, the Company will proceed by the Internal Labor Regulations.
- Legal Actions: when the violation of the provisions of the hereby Code, in addition to criminal conduct, the employee must face the respective criminal procedures.

As an illustration, some conducts are mentioned that in the Colombian legal system are considered criminal and, therefore, lead to the configuration of criminal liability for the perpetrators and participants of the same:

- Crimes against the Economic Patrimony.
- Crimes against the Economic and Social Order.
- Money Laundering.
- Information and Data Protection Crime.

10. DECLARATION OF ACKNOWLEDGMENT AND COMMITMENT TO COMPLY

The Company's Senior Management, Administration, and employees are responsible for the acknowledgment and understanding of the provisions of this Code within their specific areas of responsibility and supervision.

Upon joining the Company, all employees will be given the respective Code, leaving a record of their knowledge and commitment to compliance with it. Likewise, members of Senior Management, employees, and other third parties such as suppliers, must certify their knowledge periodically or when the Company requires it, or when important modifications are made to this Code.

11. CHANGE CONTROL

Version	Date	Changes Made
01	May/2017	Creation of the Code of Ethics and Business Conduct document.
02	January/2021	<ul style="list-style-type: none"> - Review and adjustments to documents regarding alignment with current corporate values, as well as alignment with the Transparency and Business Ethics Policy. - Inclusion of actions for noncompliance.

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