

POLICY

Anticorruption and Antibribery

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This PO.ADC.01 document is integrated to the body of the current internal regulation of the entities Distribuidora de Electricidad de Oriente, Sociedad Anónima and Distribuidora de Electricidad de Occidente, Sociedad Anónima. All references made to ENERGUATE in the present document must be understood as references to the entities Distribuidora de Electricidad de Occidente, Sociedad Anónima and Distribuidora de Electricidad de Oriente, Sociedad Anónima, indistinctly.

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Historical Revisions

Version	Date	Reason
01	11/04/2019	Redrafting of document
02	06/13/2022	Adaptation of content into the current policy template, updating of definitions according to corporate policy, as well as modification in some points of the policy with the purpose of clarifying and strengthening controls for its application.
03	09/01/2023	Update of communication channel and persons responsible of this policy.

PO.ADC.01		 <small>DISTRIBUIDORA DE ELECTRICIDAD DE ORIENTE S.A. DISTRIBUIDORA DE ELECTRICIDAD DE OCCIDENTE S.A.</small>	Date: 09/01/2023
Version: 03	Type: Public		Page: 2 of 12

Contents

Historical Revisions.....	2
Content	3
1. OBJECTIVE	4
2. SCOPE.....	4
3. REFERENCE DOCUMENTS	4
4. DEFINITIONS	5
5. RESPONSIBILITIES.....	6
6. DECLARATION OF POLICY	7
6.1. Prohibition of Bribery	7
6.2. Indirect Payments	8
6.3. Gifts and Commercial Courtesies to Public Officers.....	8
6.4. Facilitation Payments	8
6.5. Compliance with Applicable Regulation.....	8
6.6. Promotional Expenses	9
6.7. Donations and Social Responsibility Programs	9
6.8. Record Keeping Requirements.....	10
6.9. Relationship with Third Parties and Due Diligence	10
6.10. Contractual Conditions	10
6.11. Training and Awareness.....	11
6.12. Report of Concerns and Guidance Request.....	11
6.13. Consequences of Breach.....	12
6.14. Exceptions.....	12
7. CONTROL POINTS.....	12

PO.ADC.01			Date: 09/01/2023
Version: 03	Type: Public		Page: 3 of 12

1. OBJECTIVE

Increase awareness about ethical guidelines of business conduct associated to a Policy of zero tolerance of corruption and bribery, for which are established programs, preventions systems and internal controls to guarantee compliance with the letter and spirit of the national and international laws.

2. SCOPE

It is applicable to ENERGUATE, which is obliged to implement and comply with the present Policy and current guidelines.

Likewise, it is required that suppliers and contractors of the companies, to keep the same spirit and intention of such Policies and guidelines, standardizing the provisions that correspond to then according to the nature of their contract.

3. REFERENCE DOCUMENTS

a. Internal

- CO.ADC.01 Code of Conduct and Ethics
- PO.ADC.03 Interaction with Public Officials
- PO.ADC.04 Commercial Courtesies
- NE.ADC.01 Due Diligence to the Supply Chain
- PE.CRE.01 Donation Management, Social and Community Investment and CSR Initiatives
- PG.RHS.07 Disciplinary Process

b. External

- Decree number 31-2012, Law against Corruption
- Decree number 17-73, Criminal Code
- U.S. Foreign Corrupt Practices Act (FCPA)
- United Kingdom Bribery Act (UKBA)
- Similar laws contained in the Organization for Economic Cooperation and Development (OECD) and the Combat against Bribery of Foreign Public Officials in International Business Transactions (OECD Anti-bribery Convention), among other regulations of supra-national nature, as well as the anticorruption and antibribery laws in the legal frame applicable to all the countries where businesses are done.

PO.ADC.01			Date: 09/01/2023
Version: 03	Type: Public		Page: 4 of 12

4. DEFINITIONS

- a. Agent: any third party acting on behalf, interest or representation of ENERGUATE.
- b. Employee: refers to the directors, managers, officials and workers that are part of ENERGUATE or of third-party services that act in its representation.
- c. Anything, independently of its value: widely, this term must be understood as money in cash, equivalents to money in cash (such as gift certificates, purchase vouchers, among others) borrowings, gifts, travels, entertainment, political contributions, donations, work offers, business management, favorable conditions for obtaining a good or service.
- d. Public Officials: the term Public Official, governmental authority or officials of elected governments or appointed includes widely the following:
 - Any official or employee of any entity, department or agency of the government (either foreign, national, federal, state, municipal, local or tribal) and of any branch of state power (executive, legislative or judicial).
 - Any official or employee of regulatory commissions, supervisor bodies and/or any other institution or entity that exercises supervision over the company.
 - Any employee of a business, school, hospital or other state entity or company owned by the government or with state participation within their shareholders.
 - Any political party or official, chairholder or employee of it.
 - Any candidate for a public position.
 - An international public organization or any entity or agency of it, just as its officials or employees. (for example, United Nations, International Olympic Committee, FIFA Committee or the World Bank).
 - Any person who acts as official or in representation of a governmental entity.
 - Union leaders and representatives must be treated as Public Officials, independently if they are considered or not as such by the laws of the corresponding jurisdiction.
- e. Joint Venture: Business association in which the partners share the capital risks and the benefits according to the rates agreed.

PO.ADC.01			Date: 09/01/2023
Version: 03	Type: Public		Page: 5 of 12

- f. Ethics line: is the communication channel that ENERGUATE makes available either to internal as to external public of the company. Impartial and transparent, the Ethics Line guarantees confidentiality of information, preserving the identity of the people involved, if they prefer.

The access to the Ethics Line is through:

- E-mail address: energuate.ethicspoint.com
 - Antibribery and Anticorruption Regulations: means in a wide sense, the U.S. Foreign Corrupt Practices Act (FCPA), United Kingdom Bribery Act (UKBA) similar laws contained in the Organization for Economic Cooperation and Development (OECD) and the Combat against Bribery of Foreign Public Officials in International Business Transactions (OECD Anti-bribery Convention), among other regulations of supra-national nature, as well as the anticorruption and antibribery laws in the legal frame applicable to the scope of action of ENERGUATE.
- g. Facilitation Payments: are non-official and improper payments that are made to a public official in order to obtain or accelerate the performance of routine or needed action of which the one making it has a right.
- h. Bribery: any financial advantage or of other type that is offered, provided, authorized, requested or received as an incentive or award; for a person to comply with its function in an inappropriate way or if accepted constitutes inappropriate conduct. It includes money, offerings, promises, gifts or advantages. It may be also called “pay-off”.

5. RESPONSIBILITIES

a. Employees

- To know and comply with the provisions of the present Policy, as well as with the Anticorruption and Antibribery Regulations.
- Request, when required, guidance to Compliance and/or Legal Services Management.
- Report concerns and worries in respect to this Policy.
- Participate in training related to the topic, as required.
- To be conscious of how they may be potentially seen by the fact of interacting with Public Officials.

b. Managers, Submanagers and Persons Responsible of the Processes.

- Build awareness among employees about the content and compliance with this Policy.

PO.ADC.01			Date: 09/01/2023
Version: 03	Type: Public		Page: 6 of 12

- Coordinate with Compliance and/or Legal Services Management, the guidance to establish processes, practices and controls that ensure compliance with the requirements and demands of this Policy.

c. Legal Services Management

- Inform about guidelines and recommendations established in the regulations of each jurisdiction if that is the case.
- Inform and solve questions about the legal frame applicable to this Policy.
- Channel and clarify any doubt or comment related with the legal frame applicable to this Policy.

d. Compliance

- Update the content of the present Policy.
- Communicate and disclose updates, changes, exemptions and any other issue related to it.
- Channel and clarify any doubt or comment about the Policy.
- Give specific guidance about each situation or case that may arise in the application of the Policy.

6. DECLARATION OF POLICY

Establish the rules and recommendations for the compliance with the Anticorruption and Antibribery regulations, by the employees of ENERGUATE or any other third party acting on its behalf, interest or representation. This Policy must be read along with the corresponding sections of *CO.ADC.01 Code of Conduct and Ethics*, policy *PO.ADC.03 Interaction with Public Officers* and policy *PO.ADV.04 Commercial Courtesies*.

6.1. Prohibition of Bribery

None of the companies which are part of the corporate of ENERGUATE, nor its employees or any third party acting on its behalf, interest or representation will offer, make, promise or authorize payments of any type to any person, independently of its value, either direct or indirectly, with the purpose of retaining businesses or to try to influence in the decision of a business.

Prohibited payments include but do not limit to those designed for:

- Lead the receptor to award a contract to the Company.

PO.ADC.01		 <small>DISTRIBUIDORA DE ELECTRICIDAD DE ORIENTE S.A. DISTRIBUIDORA DE ELECTRICIDAD DE OCCIDENTE S.A.</small>	Date: 09/01/2023
Version: 03	Type: Public		Page: 7 of 12

- Obtain an advantageous tax or customs treatment; that in another way would not be available for the Company.
- Avoid or cause the non-application of the laws or regulations to ENERGUATE.

Likewise, ENERGUATE will not condone or tolerate the offering, execution or authorization of such payments by any employee or agent.

No employee or agent will suffer the adverse consequences for refusing to pay bribery, even if it results in losing the business for ENERGUATE.

6.2. Indirect Payments

Is the one made through an agent, representative or third party involved with ENERGUATE. Making indirect payments in violation of the present policy impacts ENERGUATE, independently if is known about such payment or about its corrupt nature. In this sense, a company may be considered criminally responsible of bribery paid in its representation by a third party, even if ENERGUATE was not aware of the bribery.

6.3. Gifts and Commercial Courtesies for Public Officers

Gifts and commercial courtesies are prohibited for Public Officers. For more detail about these matters, refer to policy *PO.ADC.03 Interaction with Public Officers* and policy *PO.ADC.04 Commercial Courtesies*.

6.4. Facilitation Payments

Facilitation payments are prohibited, independently of the amount, which intention is to accelerate or guarantee the execution of the routine actions by the government, private or semiprivate entities, that do not involve discretionary decisions.

6.5. Compliance with Applicable Regulation

ENERGUATE must comply in its entirety with the different laws, regulations, rules, among others, which regulate the business operation. Employees are required to be aware of local laws and regulations related with corruption and bribery, which must be complied with without exception, just like with any other applicable international law or regulation.

In the measure that the regulations of the corresponding jurisdiction contain more strict provisions than the ones from the present Policy, those will be of priority application.

PO.ADC.01			Date: 09/01/2023
Version: 03	Type: Public		Page: 8 of 12

6.6. Promotional Expenses

The payments or expenses related directly to promotion, demonstration, explanation of products or services, visits to ENERGUATE'S facilities, that are reasonable and in good faith are allowed. Consequently, the payment of reasonable expenses for travel, food and hospitalities for people directly related with the promotion, demonstration or explanation of the products or services of ENERGUATE for the compliance with a contractual obligation are permitted.

In case a promotional expense involves Public Officers, must refer to policy *PO.ADC.03 Interaction with Public Officers*, and request the corresponding approval.

6.7. Donations and Social Responsibility Programs

All donations and social responsibility programs must:

- Count with the corresponding approval.
- Count with the support documents for contractual or tax effects.
- Count with evidence of execution, acceptance and delivery.
- Be duly registered.
- Benefit an institution and not a natural person.
- Be transparent and allowed by the current law.
- Be goods or services in kind and not in money or its equivalent as gift cards or purchase vouchers.

For the case of donations to governmental agencies or entities, must comply with the following additional recommendations:

- There is no expectation that the donation is delivered in exchange of a reciprocal favor or of an advantage.
- Must not create the impression (nor the implicit obligation) of granting the right for a preferential treatment.
- The donation is not made directly to a specific government officer or for the direct benefit of a government officer.
- The donation must not be frequent and its quantity reasonable under the circumstances.

Review the actions to follow and more details in specific procedure *PE.CRE.01 Donation management, Social and Community Investment and CSR Initiatives*.

PO.ADC.01			Date: 09/01/2023
Version: 03	Type: Public		Page: 9 of 12

6.8. Record Keeping Requirement

The company will keep books, records and accounts reasonably detailed, as well as a internal accounting control system, with the purpose to reflect with accuracy all the transaction and the whole disposal of its assets, according to the applicable accounting principles. These provisions apply for all the operations and domestic payments as well as for foreign ones, and are not limited to amounts that would be “materials” in the traditional financial sense.

No account must be kept “out of books” with the purpose of facilitating or hiding improper payments.

6.9. Relationship with Third Parties and Due Diligence

Before establishing a contractual relationship or bonding agreement with a third party, ENERGUATE must perform a Due Diligence process, which must be made following the guidelines defined in the specific regulation *NE.ADC.01 Due Diligence to the Supply Chain*.

All the warnings that may arise during the Due Diligence process must be investigated. Likewise, the agreement or the measures adopted to mitigate any potential risk must be properly documented and treated.

The Due Diligence for third parties involved with ENERGUATE, must be updated periodically, being defined by Compliance.

6.10. Contractual Conditions

All the contracts or agreements celebrated with third parties must include in its conditions a clause of compliance with the Anticorruption and Antibribery Policies and regulations. These conditions must be written and approved by Legal Services.

Additionally, any third party that acts in representation or by interest of ENERGUATE or commercial partners involved in a bonding commercial relationship with ENERGUATE, must declare and guarantee the following:

- Not to be involved nor get involved in activities that violate the Antibribery and Anticorruption regulations.
- Will obey all the provisions contained in the Anticorruption and Antibribery regulations, applicable in the compliance with its obligations with ENERGUATE.

Will not adopt any action that may cause ENERGUATE to incur in a violation of any Anticorruption and Antibribery regulation.

PO.ADC.01			Date: 09/01/2023
Version: 03	Type: Public		Page: 10 of 12

6.11. Training and Awareness

All employees of ENERGUATE will have regular and appropriate training in relation with this Policy and to national and international Anticorruption and Antibribery regulations.

The training associated to this Policy are mandatory, reason why attendance must be documented and registered, so all employees are responsible of complying with this provision.

The scope and nature of such training will be defined by Compliance, in function of the risks to which ENERGUATE and its employees are exposed to.

The induction process for new employees must include the trainings related to this Policy.

Employees must receive training every year and integral to this Policy. Likewise, they must issue annual certifications for the compliance with it. Such employees are those whose functions are related to the following activities:

- Taking decisions related with payments that may be made direct or indirectly the Public Officers.
- Supervise or manage activities of third parties that act in representation of ENERGUATE or other commercial partners, particularly when such third parties or commercial partners are foreigners or are dedicated to activities in a foreign country in representation of ENERGUATE.
- Participate or manage commercial activities of a joint venture, particularly when such joint venture involves a foreign commercial partner or foreign commercial activities, or its headquarters are located in a foreign country.
- Have relationship with Public Officials.
- Travel to foreign countries to attend ENERGUATE'S businesses.

6.12. Report Concerns or Request Guidance

In case of a concern about the execution or reception of a payment or the adoption of any decision, or the suspicion that is making or could make a violation that may result in breach to this Policy or the Anticorruption and Antibribery international and national regulations, must be reported to the immediate Submanager/Manager, Compliance or through the Ethics Line.

PO.ADC.01		 <small>DISTRIBUIDORA DE ELECTRICIDAD DE ORIENTE S.A. DISTRIBUIDORA DE ELECTRICIDAD DE OCCIDENTE S.A.</small>	Date: 09/01/2023
Version: 03	Type: Public		Page: 11 of 12

6.13. Consequences of Breach

- The deviations and breaches of the present Policy may carry the imposition of disciplinary measures, that, if applied, will be used as educator and building elements for our organizational culture.
- The disciplinary measures must be fair, reasonable and proportional to the fault committed, respecting the corresponding legal frame and according to what is described in general procedure *PG.RHS.07 Disciplinary Process*.

6.14. Exceptions

- Any exception to this Policy must be treated in a particular way and must be duly supported by the Manager of its reporting line, approved by the General Manager and Compliance.

7. CONTROL POINTS

Compliance with this Policy is mandatory. Every employee of ENERGUATE and any third party acting on its behalf, interest or representation, must understand its role and responsibility in relation with this Policy.

The cases that arise must be documented by the employee of ENERGUATE and duly reviewed and approved, or by a third party acting on its behalf, likewise all the information must be saved as support for when Compliance or any other control body may require it.

PO.ADC.01			Date: 09/01/2023
Version: 03	Type: Public		Page: 12 of 12