



ANTI-FRAUD, ANTI-CORRUPTION AND ANTI-BRIBERY POLICY

April 1st, 2013

OBJECTIVE

Define the Grupo Nutresa corporate guidelines related to the prevention of, detection of, investigation of and response to fraud and corruption risks, in order to minimize the likelihood of such risks occurring.

SCOPE

The Anti-Fraud and Anti-Corruption Policy applies to the employees, clients, suppliers or third parties related to any of the Grupo Empresarial Nutresa (Nutresa Business Group) companies in Colombia and abroad.

DEFINITIONS

Fraud is defined as any tentative act or omission intentionally made to gain undue advantage, at the expense of organizational principles and interests. Fraud consists of four (4) main categories, thus:

✓ **Misappropriation or misuse of financial resources and other company assets**

The illicit change of destination, misappropriation or misuse of financial resources and other assets of the company and/or administered by it, to favor one's own interests or those of third parties.

✓ **Inadequate management of information assets**

Create, access, eliminate, modify, alter, disclose or use information assets inappropriately for improper purposes or for personal gain. Here are some types of information assets contemplated in this category, which do not limit the existence of others:

- Digital Information Assets: the structured and unstructured information residing in or transmitted through Information Technology-IT-elements and to which the organization assigns a value that must be protected.

- Information Assets from Other Physical and/or Electronic Mediums (Videos, Microfilms, etc.): the structured and unstructured information residing in other mediums other than digital and to which the organization directly assigns a value that must be protected.
- IT Elements: Those elements, mediums or resources that support the management of digital information assets. This includes, but is not limited to, workstations, operating systems, mobile devices, printers, software, storage mediums, servers, user accounts, Internet browsing, networks, emails, file-transfer services, etc.

✔ **Corruption**

Abuse of positions of power or trust for private gain or the gain of third parties against the interests of the organization. Here are some types contemplated in this category, which do not limit the existence of others:

- Offering or requesting, delivering or receiving goods in cash or in kind, services or benefits in exchange for actions, decisions or omissions.
- Accepting all kinds of gifts for oneself or one's family.

✔ **Forgery in Reports**

The creation, elimination, modification, alteration or disclosure of any type of information tending to distort the reality of one's own performance, that of the company in general, or of third parties. This includes the suppression of material information (which affects decision making). Here are some types of forgery contemplated in this category, which do not limit the existence of others:

- Providing false information to cover up poor performance or to access bonuses.
- Using false reports to deceive investors, financial institutions, regulators and third parties in general.
- Manipulating financial statements: Improper recognition of revenue, overstatement or understatement of assets, understatement of liabilities, significant estimates that are not consistent with the reality of the business, among others.
- Deliberately concealing and violating exchange, taxation, accounting, industrial-safety, occupational-health, and environmental regulations generally applicable to the Grupo Empresarial Nutresa companies.
- Concealing accounting errors

Fraud may involve dishonest acts of clients, suppliers, representatives, competitors, employees, former employees, managers, officers or third parties in general; therefore, fraud may be contextualized from sources that originate it:

- Internal fraud: fraudulent acts performed within companies by their workers, officers, managers or representatives.
- External fraud: fraudulent acts performed by persons outside of Grupo Nutresa, such as suppliers, contractors, clients and third parties in general.

GENERAL CONDITIONS

For *Grupo Empresarial Nutresa*, ethics is a differentiating principle and driver of its businesses, which means that its management is developed within the highest standards of transparency and good business practices, which include the adoption of a culture to prevent and manage fraudulent actions.

Consistent with this, the following general criteria have been established, which define the action that will address the prevention of, detection of, investigation of and response to possible fraudulent or corrupt acts. These criteria are mandatory and are not discretionary in their interpretation or application:

Grupo Empresarial Nutresa:

- Does not tolerate acts of fraud or corruption, and it takes the steps necessary to combat it through mechanisms, adequate systems and controls that allow the prevention of, detection of and response to these behaviors.
- Integrates and coordinates a set of actions necessary to prevent and combat possible situations of fraud and corruption, as a fundamental element that is consistent with the other Grupo Empresarial Nutresa policies, particularly with the Comprehensive Risk-Management Policy.
- Generates an environment of transparency, integrating the various systems developed for the prevention and detection of fraud and corruption, and maintaining appropriate channels to communicate such matters in *Grupo Empresarial Nutresa*.
- Promotes acting under the guidelines of the current legislation in each country where *Grupo Empresarial Nutresa* operates, the internal regulations of the Company and, in particular, the guidelines established by the Code of Good Corporate Governance.
- Promotes a culture based on the principle of "zero tolerance" for fraud and corruption and the application of principles of ethical and responsible behavior for the *Grupo Empresarial Nutresa* employees, regardless of rank
- Identifies, develops and implements appropriate procedures for the prevention, detection and treatment of fraud and corruption in the *Grupo Empresarial Nutresa* companies, aiming for their continuous improvement.
- Emphasizes proactive activities, such as prevention and detection, placing them before reactive activities, such as investigation and sanction.
- Investigates all allegations or fraudulent or corrupt acts, regardless of the amount and as soon as possible, ensuring the confidentiality of the investigations carried out.
- Ensures a fair application of sanctions in accordance with the provisions of applicable laws and corporate regulations and policies, particularly the Human Rights Policy, and will also undertake the legal actions that are relevant to enable the performance of the competent authorities and enforcement of the law.
- Promotes and is ready to listen to, analyze and investigate any act or suspicion of an act constituting fraud and corruption of those employees, clients, suppliers and other related groups of which it is aware.

Responsibilities:

- Senior Management is responsible for the administration, prevention and detection of fraud and corruption risks.
- All *Grupo Empresarial Nutresa* employees are responsible for correct Comprehensive Risk Management, as well as the application of the principles of self-control or self-development as an integral part of their daily activities in search of the strengthening of the environment to control operations of the Grupo Empresarial Nutresa companies.

- All employees or third parties related to Grupo Empresarial Nutresa must remain vigilant for any signs of fraud and corruption that may occur within the areas of his or her position or the Organization itself, and inform or report doubts or suspicions of possible fraudulent acts and collaborate with investigations through the means provided.
- The legal representatives of the companies that make up *Grupo Empresarial Nutresa* must ensure that political or civic contributions made by these companies are not subject to fraud and corruption. For this, as far as possible such contributions should be made through Fundación Nutresa; otherwise, they should be made observing in their entirety the policies that Fundación Nutresa has established for this purpose, including—without limitation—the “Policy for Donations in Favor of Democracy and Political Activity.”
- The employees or third parties who identify possible acts of fraud or corruption must:
 - Report them immediately through the channels of communication in the respective company (immediate supervisor, Human Resources, *Servicios Nutresa* Audit and Control Manager or *Servicios Nutresa* Risk, Insurance and Safety Manager) or through the *Grupo Nutresa* Ethics Hotline.
 - Avoid contact with the person involved.
 - Take due caution and allow the corresponding body to conduct the investigation.
- The *Servicios Nutresa* Audit and Control Manager and the *Servicios Nutresa* Risk, Insurance and Safety Manager will coordinate, conduct and document the fraud and corruption investigations under the guidelines established by the organization; the coordination of these activities may be done with other areas that can contribute to the investigation itself when considered necessary.
- If the investigations show the existence of an act of fraud or corruption in any process, the *Servicios Nutresa* Audit and Control Manager and the *Servicios Nutresa* Risk, Insurance and Safety Manager will issue a special report for the analysis and implementation of actions, which will be reported to the Ethics and Compliance Committee.
- The decisions to prosecute or refer the results of the investigation to the appropriate law-enforcement authorities, competent authorities and/or regulatory agencies for an independent investigation will be made in conjunction with the *Servicios Nutresa* Manager of Legal Assistance.
- The *Servicios Nutresa* Audit and Control Manager will inform the *Grupo Nutresa* and *Servicios Nutresa* Audit and Control Committees of the complaints received, the results of the investigations conducted by this or another Manager, the measures taken and the strategies recommended for the investigation and the improvement of processes. The members of these Committees will provide support in the direction and consultancy that they deem appropriate.
- With inquiries by third parties about the cases reported, employees must state that they are not authorized to provide information and indicate that any concern will be handled by the area in charge of the investigation.

Other Considerations:

Presumption of Good Faith: As a general principle, it is presumed that all employees and all third parties related to Grupo Empresarial Nutresa acts in good faith. When a person presents a report of fraud or suspected fraud, he or she presumably does so in good faith and based on reasonable indications or elements.

Absence of Retaliation: The person reporting any real action or potential occurrence, which goes against guidelines of the Code of Good Corporate Governance, should not be subject to retaliation, threats, discriminatory measures or sanctions of any kind. However, when it is established that the complainant acted maliciously and based on false facts, in order to harm the accused, the respective company reserves the right to apply the measures and sanctions that the Law of each country and the internal policies of Grupo Empresarial Nutresa intend for such actions.

Confidentiality: Any employees who, because of the process or other circumstance, participates in or learns of any investigation that is taking place or has taken place within Grupo Empresarial Nutresa has the duty to treat the information confidentially and to protect the anonymity of those who have submitted any reports. In this regard, the results of the investigation may not be disclosed by or discussed with anyone who does not have a legitimate need to know or by officials who are not authorized to do so. The recipients of the reports resulting from the investigation process and the transactional analysis or processes will be determined by the Ethics and Compliance Committee.

Penalty System: The Grupo Empresarial Nutresa officers and employees who commit fraudulent conduct shall be punished in accordance with the Internal Work Regulations of the company that hired them, without prejudice to any legal actions that apply to the offense. This includes, by way of example, but is not limited to: acting negligently or in bad faith in situations of risk and weaknesses in the internal-control system, covering up any act against the corporate principles and values, making false or malicious complaints against any person, censuring coworkers who report a fraudulent act, obstructing investigations or deliberately omitting the implementation of action plans that seek to mitigate a fraud, or taking individual actions without the regular conduct defined in this policy to attend acts of fraud or corruption.

RELATED POLICIES AND PROCEDURES

- Code of Good Corporate Governance
- Code of Conduct for Suppliers
- Comprehensive Risk-Management Policy
- Management Policy to Prevent and Control the Risk of Money Laundering and the Financing of Terrorism
- Internal Work Regulations
- Human Rights Policy