



**CHIEF LEGAL OFFICE
CHIEF CORPORATE FINANCE OFFICE**

CORPORATE GUIDELINE N° 77

RELATED-PARTY TRANSACTIONS

(Approved by Corporate Governance, Sustainability, and Risk Committee of the Board of Directors of ISA, Meeting 2010, held on October 29, 2020)

Medellín, December 4, 2020

1. INTRODUCTION

Aligned with ISA's commitment to promote the adoption of good corporate practices in the Company Group to reinforce investor confidence, corporate efficiency, transparency, and compliance with commitments to stakeholders, guidelines have been established so that related-party transactions at ISA and its companies are carried out at market prices and conditions, respecting the rights of the companies' shareholders and creditors, contributing to the achievement of strategic goals of the Group, and complying with the law.

2. SCOPE

This Corporate Guideline is applicable to ISA and its affiliates and subsidiaries domiciled in Colombia and abroad (the "Companies").

For the purposes of this Corporate Guideline, the definition of related-party transactions implies: (i) providing services; (ii) transferring assets or resources; or (iii) generating obligations. The definition of related-party transaction does not imply: (a) guidance, monitoring, and control activities; (b) capitalizations, distribution of dividends, capital reductions, and other capital transactions that are part of the activities of any company; (c) compensation of the Senior Management and Board of Directors or equivalent entity; and (d) activities ordered by the law or regulations.

3. GUIDELINES

- Within the framework of related-party transactions, the strategic guidance defined for the Company Group aligns the best interest of the Companies to ensure the unity of purpose and direction, benefiting from synergies, and the achievement of goals defined for the Group.
- When carrying out related-party transactions, the regulations applicable to each country must be complied with, especially international accounting standards, transfer price standards, and other tax regulations, as well as the relevant treaties, conventions or agreements and voluntary commitments of the companies.
- Related-party transactions shall be carried out at market prices and conditions, that is, in conditions of similar transactions that would be carried out with unrelated third parties.



- Related-party transactions must respect the rights of all shareholders, especially minority shareholders in companies where this type of shareholder is present.
- Related-party transactions shall not undermine or jeopardize the capacity of the Companies to meet their obligations to third parties.
- Related-party transactions carried out by the Companies must be duly documented and registered in the accounting system of each Company.
- Related-party transactions shall be timely disclosed in the Companies' financial statements and, if applicable, through the applicable public disclosure channels.
- Managers and employees involved in the assessment and approval of related-party transactions are subject to the criteria for addressing conflicts of interest established in the Anti-Corruption and Anti-Bribery Management Guide and in the regulations applicable to each Company.
- The Companies shall promote a culture of identification of related-party transactions and comply with these guidelines.
- Companies issuers of securities traded in the securities market shall implement procedures to identify, assess, approve, and disclose related-party transactions, defining the parties responsible for these activities.
- Commercial transactions between companies domiciled in Colombia and their administrators or their relatives are subject to the applicable legal regime of incapacities and incompatibilities, given their legal nature.

This Corporate Guideline is effective as of its issuance and publication on the Corporate Intranet.

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