

BANCO DE OCCIDENTE S.A.

ETHICS AND CONFLICTS OF INTEREST SOLUTION PRINCIPLES GOVERNING WITHIN BANCO DE OCCIDENTE AND IN ITS RELATIONSHIP WITH SUPPLIERS AND CONTRACTORS

In order to inform our suppliers and contractors about the policies, standards, systems and ethical principles that shall guide their acts regarding Banco de Occidente, we present a compilation of the rules governing such relationship:

CORPORATE GOVERNANCE CODE

CHAPTER SIX

Selection criteria for principal suppliers. Criteria applicable to the disclosure of legal and economic engagements between major suppliers and purchasers and the issuer, and between those and majority shareholders, directors, managers and executives.

6.1. The Entity shall have a Registry of Suppliers, where all persons intending to enter into contractual relationships with the Entity shall be registered, and wherein the Supplier's resume will be recorded, as well as its experience specialties and generally all relevant aspects to carry out the award and contracting processes.

6.2 The Entity shall not contract with suppliers who are not registered in the aforementioned registry.

6.3 The following cannot form part of the supplier registry:

6.3.1 Those persons whose resources have an unknown origin or who do not comply with all the knowledge requirements established in the SARLAF (Asset Laundering Management System and the Financing of Terrorism).

6.3.2 Persons having kinship relationships with the directors, managers or officers of the Entity, or legal persons whose controlling person, is any of such persons, unless the Board of Directors has approved their inclusion in the registry.

6.4 The President of the Entity shall establish a scale of capacities for purposes of approving contracting and rating of suppliers.

6.5 During the negotiation process, criteria of timeliness, quality and price shall be analyzed before the award decision is taken.

6.6 Any contract shall be covered by compliance policies, in accordance with the risks inherent to each particular contract, which must be underwritten with an Insurer Company legally established in Colombia, wherein the Entity is listed as beneficiary.

6.7 Any contract must have the prior approval, of a general or particular nature,

issued by the legal area of the Entity.

6.8 Any employee, director or manager involved in a conflict of interest with respect to a negotiation, shall inform their immediate boss, and shall refrain from participating therein. In case of non-compliance with this provision, the person shall be subject to the corresponding civil, criminal and labor actions and sanctions.

CHAPTER SEVEN

Concrete mechanisms for the prevention, management and disclosure of conflicts of interest

7.1 The policy of the Entity includes eliminating and overcoming any conflict of interest that could take place during development of its corporate purpose.

The Bank shall have a Code of Ethics, Conduct and Sanctioning Regime and a Conflict of Interest Manual.

7.2 Conflict of interest is understood as a situation under which, a person (Natural or Legal), faces different alternatives of conduct, because particular interests may prevail with respect to legal or contractual obligations (Labor or economic activity).

A conflict of interest also occurs when a person seeks to gain a material, moral or other advantage, or otherwise, having the option of deciding between duty and created interest, or when a person seeks to waive its duties as consideration for any privilege.

7.3 All directors, managers and officers shall avoid any situation that may involve a conflict between their personal interests and those of the Entity, for which they must refrain from:

- Grant rebates, discounts, decreases or exemptions of any kind, based on reasons of friendship or kinship.
- Manage a service of the Entity for relatives up to the fourth degree of kinship and second degree of affinity, or for any company wherein the officer or any of its relatives in the degrees aforementioned is related to or has any interest, without having obtained prior approval by the Regional Vice-Presidency for opening of accounts or of the Board of Directors for all other services.
- Perform or offer its services or professional experience to third parties without written permission of the Human Resources Division or the Regional Personnel Director, who shall assess whether there is a conflict of interest.
- Take undue advantage of the benefits exclusively granted by the Entity to its employees; in favor of third parties.
- Give preference to personal benefit, while dealing with current or potential customers, suppliers, contractors and competitors.

7.4 All directors, managers and officers facing a conflict of interest or under a potential conflict of interest shall timely inform the Entity of any situation that may involve any conflict, including family or personal relationships.

CODE OF ETHICS, CONDUCT AND SANCTIONATORY REGIME

2. Application of Ethical Principles

2.1 Ethical Principles

Managers and employees of BANCO DE OCCIDENTE S.A. shall carry out business and perform their duties with loyalty, clarity, transparency, accuracy, commercial probity, seriousness and compliance for creating values seeking social welfare, adjusting their conduct in such a way that through the same "the act under ethical conditions of responsibility, character and professional suitability, prioritizing the general interest over the particular interest", further applying the following Principles:

2.1.1 Principle of Good Faith

It is a constitutional mandate and means good faith shall always precede regarding any transaction or business, and acts shall be honest, sincere and loyal.

2.1.2 Transparency Principle

The BANCO DE OCCIDENTE S.A. shall maintain its operations under optimal condition in order to enable adequate information of all its activity regarding clients, users, shareholders, controlling entities and the community in general.

2.1.3 Principle of Equity

Equity shall be granted during the offer of services and products regardless of any personal or third-party benefits. On the basis that no two clients are the same in terms of needs, magnitude and risk, under this principle it is appropriate to provide advice to clients in accordance with their individual requirements, allowing all of them access to the information required for their business decisions with the Entity, avoiding differential treatments and favoritism towards a particular client or group of customers.

2.1.4 Principle of Prudence

Consists of the obligation of any manager or employee of the Institution to strictly keep reserve of the information disclosed by clients, always provided that this does not imply cover-up and collaboration in illegal acts (acts against the good faith of third parties, illicit enrichment, money laundering, or any other illicit activity.)

2.1.5 Principle of Legality

All activity shall be exercised in compliance with the Constitution, the laws and internal rules governing financial and exchange activity.

2.1.6 Principle of Control / Audit

Indicates that commercial, financial and accounting transactions shall be under permanent control over management and its results in order to reasonably assure that the interests of shareholders, clients and users are being safeguarded, verifying the degree of compliance with legal and internal policies, rules and procedures governing the financial and exchange operation of BANCO DE OCCIDENTE S.A., including cooperation with national authorities regarding the fight against money laundering and terrorism financing and other actions contrary to law.

National and international conventions entered into by the State regarding prevention, detection and reporting of operations involving criminal activities, especially those related to the financing of the Terrorism shall be unconditionally observed.

3. Conflicts of Interest

Conflicts of interest arise when a manager, or employee of the Institution, acting on his own behalf or on behalf of another (a natural or legal person), is directly or indirectly involved in a conflict situation due to prevalence of particular interests above the interests of the institution and its employment and social obligations.

In order to avoid any situation that may involve conflict of interest, the Bank's directors and employees shall act in equity, render the services contracted without expecting remuneration other than that agreed in the contractual relationship or without regard to personal or third-party benefits.

Under this item, the operations determined by the National Government and those held by the Bank with its shareholders, administrators, or spouses and relatives thereof other within the second degree of kinship or affinity, or sole civil relationship, which must be entered into with the unanimous vote of the attendees of the Board meeting.

These operations cannot be agreed upon conditions other than those generally used by the Bank with the public, depending on the type of operation, except those carried out for attending health, education, housing and transportation needs in accordance with the regulations issued by the Board of Directors in general.

There should be no improper use of the advantages that BANCO DE OCCIDENTE S.A. exclusively grants to its employees.

The rendering of a service shall not be performed in favor of a family member or third party with personal interests, without prior approval from the Board of Directors or from a high-rank employee of the Institution.

No discounts or exemptions, or exceptional retributions of any kind shall be granted by reasons of friendship or kinship, without prior approval from the Board of Directors or a qualified manager of the Entity.

In dealing with clients, users, suppliers or contractors, action shall be taken for the

benefit of the BANCO DE OCCIDENTE S.A., excluding any personal benefits.

Services or professional experience should not be offered to third parties without the authorization of the President of the Entity, who shall assess the degree of commitment and conflict of interest that may arise.

Managers and employees shall refrain from receiving money, however small the amount, as a reward for their performance.

Managers and employees shall refrain from accepting gifts, gratuities or preferential treatment that could compromise their professional independence and the responsibility of the Institution.

3.1 Solution Mechanisms

When conflicts of interest arise, the following mechanisms are defined for their solution:

3.1.1 At Management Level

The resolution of the conflict shall be dealt with by the Presidency.

As a general rule when there is doubt about: Whether a conflict of interest exists or not, the senior officer shall be consulted regarding whether the aforementioned formal procedure shall be followed.

3.1.2 At Employee Level

The case shall be brought before the Operational Committee comprised by representatives of the Process and Project Divisions, Human Resources, Operations, Compliance and Comptroller.

CONFLICTS OF INTEREST AND PRIVILEGED INFORMATION MANUAL

CHAPTER I – CONFLICTS OF INTEREST

1. CONFLICTS OF INTEREST

1.1 DEFINITION

Conflicts of interest arise when a manager, or employee of the Institution, acting on his own behalf or on behalf of another (a natural or legal person), is directly or indirectly involved in a conflict situation because of the prevalence of particular interests over the interests of the institution as well as its employment and corporate obligations. There is also a conflict of interest when a person seeks to gain a material advantage, or of any kind, having the option to decide between duty and created interest, or when a person seeks to give up his duties as consideration for any privilege.

In order to avoid any situation that could involve a conflict of interest, the Bank's managers and employees shall act in equity, provide their contracted services without expecting remuneration other than that agreed in the contractual relationship or regardless to personal or third-party benefits.

Under this section, the operations determined by the National Government and

those held by the Bank with its shareholders, its administrators, or spouses and relatives of each other within the second degree of kinship or affinity, or sole civil relationship, are covered, which must be entered into with the unanimous vote of the members attending to the Board's meeting.

In such operations conditions other than those generally used by the Bank with the public cannot be agreed to, according to the type of operation, except those carried out to meet health, education, housing and transportation needs in accordance with the regulations issued by the Board of Directors in general.

1.1.1 RELATED CONDUCTS

All Bank employees and managers shall observe the following conducts, aiming at minimizing, managing or eliminating potential conflicts of interest:

- (a) There shall be no undue use of the benefits exclusively granted by the Bank in favor of its employees.
- b) Rendering of services shall not be carried out for a family member or third party with personal interests, without prior approval from the Board of Directors or a high-rank employee of the Institution.
- c) No discounts or exemptions, or exceptional remuneration of any kind for reasons of friendship or kinship, should be granted without prior approval from the Board of Directors or a qualified manager of the Entity.
- d) Regarding clients, users, suppliers or contractors, treatment shall be for the benefit of the Bank, excluding any personal gain. In the event where there is a business involving a personal interest with one of the aforementioned, the same shall be disclosed to the Bank.
- (e) No services or professional experience should be offered to third parties without the authorization of the President of the Entity, who shall assess the degree of commitment and conflict of interest that could arise, except in the case of teaching or academic activities.
- (f) Managers and employees should refrain from receiving money, regardless how small the amount, as a reward for their management.
- (g) Bank employees shall refrain from accepting gifts, gratuities or preferential treatment that could compromise their professional independence and the responsibility of the Institution (see Gifts Policy).

CHAPTER II

2. GIFTS - BANK PRODUCTS – EMPLOYEES' INDEBTEDNESS

This chapter shall develop the policies and guidelines established by the Bank regarding the gifts that employees may receive from third parties and on the other hand, the use of products that the Bank offers to its clients.

2.1 POLICIES REGARDING GIFTS

Decisions made by employees shall be subject to the criteria and guidelines given by the Bank, and to the proper performance of their duties. The behavior in no event shall be influenced by gifts, gratuities or invitations that received during the performance of duties.

In the light of the above, within the Bank it is allowed to receive gifts or gratuities, provided that the following conditions are met, namely:

- They cannot not be in cash, namely they cannot receive cash, checks, debit cards, securities, or any other document that may be convertible into money.
- The maximum limit cannot exceed the sum of 2 Legal Minimum Monthly Wages in Force.
- Gifts or gratuities for academic or training purposes, exceeding the above mentioned amount, may be received provided that they are authorized by the Vice President of the respective area, or otherwise by the President.
- In the event that the gratuity or gift is a discount for the purchase of products or services, these shall be within the normal parameters, and in any case must be informed in advance to their senior officer.
- When the gratuity amount or gift is not determined or is impossible to determine, it may be received, subject to the authorization of the Vice-President of the respective area, or otherwise by the President.
- It is not allowed to receive invitations paid by a supplier to know its facilities. If the visit is necessary, the Bank shall bear the costs to maintain independence and transparency.

It is understood that gifts or gratuities that do not meet the aforementioned conditions may not be received. However, gifts delivered contrary to these parameters shall be reported to the Vice President of the respective area or otherwise by Manager, who shall decide whether to authorize its receipt it or its return. In the case of Vice-Presidents or those who their senior officer is the President of the Bank, they should consult with the same. In the case of the President, it shall consult with the Board of Directors.