

# **BANCO LATINOAMERICANO DE COMERCIO EXTERIOR , S.A.**

## **ANTI-MONEY LAUNDERING, COMPLIANCE AND SUSTAINABILITY COMMITTEE CHARTER**

### ***I. Purpose***

With respect to Anti-Money Laundering and Compliance, the Anti-Money Laundering, Compliance and Sustainability Committee (the “Committee”) of Banco Latinoamericano de Comercio Exterior, S.A. (the “Bank”) is a standing committee of the Bank's Board of Directors, which includes members of the Bank's senior management, in accordance with the regulatory requirements of the Superintendency of Banks of the Republic of Panama.

The Committee shall assist the Board in fulfilling its responsibilities with respect to compliance and shall also perform such other functions as are assigned to it by applicable compliance laws and regulations, including the responsibility to provide strategic and oversight leadership for the Bank's Compliance Program.

For the purposes of this Charter, the term “Compliance” includes the laws and regulations applicable to the Bank in all jurisdictions in which it is present with respect to: (i) the Prevention of Money Laundering, Terrorist Financing and Proliferation of Weapons of Mass Destruction; (ii) the Office of Foreign Assets Control of the United States Department of the Treasury (“*Office of Foreign Assets Control*”); (iii) the U.S. Foreign Account Tax Compliance Act (“FATCA”); (iv) the OECD Common Reporting Standards; (v) the Foreign Corrupt Practices Act (“FCPA”); and (vi) the Foreign Extortion Prevention Act (“FEPA”).

With respect to the Environmental, Social and Governance (“ESG”) issues on which the Bank's sustainability is based, the Committee shall also be responsible for overseeing the initiatives and work undertaken by Management to develop, implement and maintain a sustainability program for the Bank and for reporting regularly to the Board and coordinating with other Board committees responsible for specific aspects of social and environmental issues.

### ***II. Organization***

#### **A. Anti-Money Laundering and Compliance**

In accordance with the Anti-Money Laundering and Compliance Rules applicable to the Committee, the Committee shall be composed of the following persons:

- Three (3) members of the Board;
- Chief Executive Officer;
- Executive Vice President - IT & Back Office;



- Executive Vice President - Business;
- Executive Vice President - Treasury and Capital Markets;
- Executive Vice President - Audit;
- Executive Vice President - Comprehensive Risk Management;
- Executive Vice President - Legal and Corporate Secretary;
- Executive Vice President - Strategic Planning;
- Executive Vice President - Investor Relations;
- Executive Vice President - Compliance; and
- Senior Vice President - Compliance NY

The Committee members who are members of the Board (“Committee Members”), as well as the Chairperson of the Committee, shall be elected and removed by the Board. One of the Directors of the Committee shall be appointed as Chairman of the Committee.

The Bank's Executive Vice President of Compliance shall act as Secretary of the Committee.

The participation of the Committee members may be delegated to other persons who are their direct reports on a maximum of two (2) occasions per year, in accordance with the delegation of authority issued by the Board from time to time.

Whenever the Committee deems it necessary for the consideration of any matter or in order to fulfill its objectives and responsibilities, it may request the participation of any employee of the Bank or any third party.

## **B. Sustainability**

With respect to Sustainability, the Committee may meet through a subcommittee (the “Sustainability Subcommittee”) led by one (1) member of the Board appointed by the Chairman of the Committee. The other members of the Board may attend meetings of the Sustainability Subcommittee as they deem appropriate, but their attendance shall not be required for quorum purposes.

In addition to the participation of at least one (1) member of the Board of Directors, the Sustainability Subcommittee shall include members of the Committee who are members of management involved in the Bank's Sustainability matters, including but not limited to:

- Chief Executive Officer;
- Executive Vice President - Investor Relations;
- Executive Vice President - Business;
- Vice President - Comprehensive Risk Management;
- Executive Vice President - Legal and Corporate Secretary.

The member of the Board of Directors designated by the Chairman of the Committee for this purpose shall chair the meetings of the Sustainability Subcommittee and the Executive Vice President, Investor Relations shall act as Secretary of the meetings.

If the Sustainability Subcommittee deems it necessary to deal with any matter or to fulfill its objectives and responsibilities, it may request the participation of any employee of the Bank or third party.

### **III. Committee Roles and Responsibilities**

The Committee shall have the following responsibilities:

- Prepare and review its Charter at least once (1) per year and submit said Charter and its annual review to the Board for approval;
- Such other duties as may be delegated to it by the Board of Directors or as may be required by applicable laws, rules and regulations.

#### **A. With regard to the Prevention of Money Laundering and Compliance:**

- Approve the Bank's Annual Compliance Program and oversee its implementation;
- Oversee the work performed and operations analyzed by the Compliance Department, including the implementation, progress and control of its Compliance Program;
- Pre-approve all Compliance Department manuals that the Bank and its agencies, branches, representative offices and subsidiaries are required to have, review them at least annually or whenever necessary, and submit them and their revisions to the Board of Directors for final approval;
- Approve all certifications and reports related to compliance matters that are required by applicable laws and regulations to be approved by the Committee;
- Approve and review, at least once (1) annually, the customer risk classification methodology and submit such methodology and its annual revisions to the Board for final approval;
- Receive reports, recommendations and findings resulting from inspections of the Compliance Department or other compliance areas of the Bank by regulators, external auditors, internal auditors and advisors or consultants engaged by the Bank from time to time to conduct compliance assessments; and (i) be informed of the Bank's responses to such reports, (ii) be informed of the action plans proposed by the Compliance Department or other compliance areas of the Bank to address the recommendations and findings contained in such

reports, and (iii) follow up on the implementation of such action plans by the Compliance Department or such areas;

- Annually review the results of the Risk Management Evaluation Report on Money Laundering (ML), Financing of Terrorism (FT) and Financing of the Proliferation of Weapons of Mass Destruction (FPWMD) prepared by the Comprehensive Risk Management Department with the participation of the Compliance Department for subsequent submission to the Board for approval.
- Keep abreast of requests for relevant information from correspondent banks, as well as suspicious transaction reports sent by the Bank to the Financial Analysis Unit (UAF) or any other similar entity;
- Be informed of any request for information or communication of importance received from any regulatory body in relation to Compliance matters; and be informed of any information or communication of importance sent by the Bank to any regulatory body in relation to Compliance matters;
- Approve recommendations to terminate business relationships with customers in cases involving money laundering, terrorist financing and/or proliferation of weapons of mass destruction; and
- Know the statistics of the training on Compliance issues.

**B. With regard to Sustainability:**

- Oversee Management's initiatives and work to develop, implement and maintain a Sustainability program for the Bank and report regularly to the Board on this matter, and coordinate with other Board Committees responsible for specific aspects related to ESG issues;
- Monitor the Bank's performance on ESG issues that underpin Sustainability;
- Oversee the establishment of appropriate Sustainability goals and the strategies developed and implemented to achieve those goals;
- Oversee and monitor the establishment, operation and implementation of Sustainability policies and procedures consistent with the Bank's values and risk appetite; and
- Provide support and recommendations to the Board of Directors on Sustainability issues;

**IV. Duties and Responsibilities of Committee Directors.**



Committee Directors shall have the following responsibilities:

- Approve the Annual Compliance Budget and, as deemed necessary, request reports on its performance;
- Direct and recommend to the Board the selection, employment and termination of the persons responsible for the Compliance functions of the Head Office, the New York Agency and the Representative Offices, as applicable, and evaluate their annual performance, disciplinary actions, fixed and variable compensation and succession plans. For this purpose, the Board may rely on such members of Management as it deems appropriate;

## **V. Meetings and Decisions**

### **A. With regard to the Prevention of Money Laundering and Compliance:**

The Committee shall meet regularly at least once every two (2) months and at other times as needed.

Meetings of the Committee shall be called by the Chair of the Committee and shall be held at such place, on such date and at such time as shall be specified in the notice thereof. Notice of meetings shall include the agenda, which shall be sent to the Committee members in a timely manner, together with the necessary materials for each meeting. Committee members may participate in meetings by means of telephone and video conferencing.

A quorum for the transaction of business at any meeting shall consist of at least five (5) Committee members or their designees, including (i) at least two (2) Board members and (ii) the Executive Vice President of Compliance.

The presence of at least two (2) Committee members shall be necessary to constitute a quorum for the purpose of discussing matters related to Section IV.

Meetings of the Committee shall be presided over by its Chair or, in the Chair's absence, by an ad hoc chair designated at the meeting. The Executive Vice President of Compliance shall keep minutes of the meetings and act as Secretary of the Committee.

All decisions of the Committee shall be adopted by the affirmative vote of a majority of its members, which majority shall include the affirmative vote of at least two (2) members of the Board.

The affirmative vote of at least two (2) of the Directors of the Committee shall be required to adopt any decision concerning Section IV.

The discussions and actions of the Committee shall be recorded in minutes, which shall be physically or electronically signed by the Chairperson and the Secretary of the meeting and shall be maintained in the Committee's physical or electronic minute book.



The Committee may also adopt resolutions in writing without holding a meeting, provided that the text of the resolution to be adopted has been previously communicated to all members of the Committee and such resolution is approved by the affirmative vote of at least a majority of the members of the Committee, which majority shall include the affirmative votes of at least two (2) members of the Board.

Such vote may be recorded in any written or electronic media, including facsimile and e-mail, but if so recorded, a written resolution shall be prepared and signed by the members of the Committee who voted in favor of such resolution, which may be signed using the electronic media available for such purpose at the Bank.

The decisions of the Committee shall be reported to the Board of Directors.

**B. With regard to Sustainability:**

With respect to Sustainability issues, the Sustainability Subcommittee may hold separate meetings as often as necessary.

The purpose of the Sustainability Subcommittee meetings is to receive reports from Management on the progress of ESG initiatives and to follow up on specific ESG matters.

Matters discussed and decisions made at the Sustainability Subcommittee meetings shall be reported at the next regular meeting of the Committee and included in the minutes of that meeting.

With respect to quorum, decisions, resolutions and other formalities, the Sustainability Subcommittee shall act as set forth in paragraph A of this Section.

**VI. Managing Conflicts of Interest**

If a member of the Committee may have a conflict of interest in evaluating a customer, transaction or situation, the Committee shall proceed as follows:

1. The member shall disclose his or her disqualification to the other members of the Committee.
2. The member with the conflict of interest may present his or her professional opinion on the matter under consideration.
3. At the conclusion of the presentation, the member with the conflict of interest shall leave the meeting room to allow the other members of the Committee to analyze and discuss the case in question.
4. The decision shall be made by the Committee, with the member with the conflict of interest abstaining.

In the event of a conflict of interest, the foregoing steps shall be recorded in the appropriate minutes of the Committee.

## **VI. Interaction with Bank Management**

The Executive Vice President, Compliance and the Compliance Officers of the New York Agency and the Bank's representative offices report directly to this Committee on compliance matters.

Committee Members may meet with the Executive Vice President, Compliance and the Compliance Officers of the New York Agency and the Bank's representative offices, as well as any other member of Management to discuss compliance matters within the Committee's purview.

The Chairman of the Committee shall report to and keep the Board of Directors of the Bank informed of compliance and sustainability matters that require Board attention. Notwithstanding the foregoing, the member of the Board designated as coordinator of the Sustainability Subcommittee may report directly to the Board on matters discussed in that subcommittee that are required to be reported to the Board.

The Executive Vice President of Compliance shall act as liaison officer with the Superintendency of Banks of Panama in matters of banking regulatory Compliance and shall inform the Executive Committee and the Anti-Money Laundering, Compliance and Sustainability Committee of any regulatory developments.

He shall also inform the Legal Department and the Corporate Secretary, as well as the person in charge of the area of the Bank affected by such laws, agreements, circulars and other regulations, so that they may be responsible for conducting a gap analysis, establishing action plans and implementing them, if necessary. Neither the Executive Vice President of Compliance nor the Committee is responsible for the Bank's regulatory compliance.

## **VII. Compensation**

Committee members appointed by the Board shall receive such compensation as the Board may determine. Committee members who are members of the Bank's Management shall not receive any compensation for their attendance at Committee meetings.

## **VIII. Amendments**

This Charter may be amended by the Board of Directors of the Bank whenever it deems it advisable or necessary and, in any event, shall be reviewed annually to determine the advisability or necessity of any amendment.

**Last revised: November 22, 2024.**

