

**RULES OF PROCEDURE OF THE FINANCIAL, BUSINESS, REGULATORY AND  
SUSTAINABILITY COMMITTEE OF THE BOARD OF DIRECTORS OF TGI  
S.A. E.S.P.**

**PURPOSE OF THE FINANCIAL, BUSINESS, REGULATORY AND SUSTAINABILITY  
COMMITTEE:**

The purpose of the Finance, Business, Regulatory and Sustainability Committee of the Board of Directors (hereinafter the "Committee") is to monitor the Company's financial management and analyze new business opportunities and investment or divestment decisions in order to make specialized recommendations to the Board on such matters and to assist it in exercising its decision-making functions related to the Committee's responsibilities.

Additionally, the Committee aims to recommend and support the Board of Directors in the direction and management of the strategic sustainability of the Organization, as well as the planning, monitoring and analysis of all issues related to operational aspects of TGI. Among the topics included within TGI's operation are: regulation and energy policy, commercial matters, project management for the construction of new infrastructure and operation and maintenance activities of the existing infrastructure. The purpose of the above is to make specialized recommendations to the Board of Directors on such matters, as well as to support it in the exercise of its decision-making functions related to the Committee's responsibilities.

**ARTICLE 2.- SCOPE:**

These Rules of Procedure are of general application and are binding on the members of the Committee.

**ARTICLE 3.- CONFORMATION OF THE COMMITTEE:**

The Committee shall be composed of at least three (3) members of the Board of Directors, one of whom must be independent, provided that there are independent members in the composition of the Board. Likewise, it shall be comprised of at least one member who is an expert in financial matters.

The General Manager shall attend with voice but without vote.

**ARTICLE 4.- APPOINTMENT AND TERM:**

The members of the Committee shall be appointed by the Board to serve for the same term as each member serves as a director of the Company and may be removed at any time.

#### **ARTICLE 5.- PRESIDENT:**

The Committee shall be chaired by a member of the Board of Directors.

The members of the Committee shall elect its Chairman among themselves, to be its representative before the Board of Directors and to lead the meetings (whether ordinary or extraordinary), for a period of one (1) year. This period shall be automatically extended until the Committee does not remove or elect a new Chairman.

#### **ARTICLE 6.- DUTIES OF THE CHAIRMAN:**

The functions of the Committee Chairman are as follows:

- (i) Chair the meeting and manage the discussions.
- (ii) To ensure the execution of the commitments acquired in the Committee.
- (iii) Comply with and enforce these Rules and Regulations.
- (iv) To answer questions and resolve any doubts that may arise regarding the application of these Regulations.
- (v) Present and make known the reports and recommendations made by the Committee to the Board of Directors.
- (vi) Such other duties as may be assigned by the Board of Directors.

#### **ARTICLE 7.- SECRETARY:**

The Finance, Business, Regulatory and Sustainability Committee shall also have a Secretary, who shall be the Secretary of the Board of Directors.

The duties of the Secretary are as follows:

- (i) To convene meetings.
- (ii) To duly deliver the information to the members of the Committee no less than three (3) days prior to the date of the meeting.
- (iii) To keep the documentation as a proper reflection of the proceedings of the meetings in the minutes.
- (iv) To ensure the formal legality of the Committee's actions and guarantee that its procedures and rules of governance are respected and regularly reviewed.
- (v) To take the minutes of the Committee's meetings.
- (vi) To follow up on the commitments acquired at the respective Committee meetings.

## **ARTICLE 8.- GUESTS INVITED TO THE COMMITTEE:**

The Vice President of Finance, the Vice President of Business Development, the Vice President of Engineering and the Vice President of Legal and Procurement shall attend the meetings of the Committee, with the right to speak but not to vote, and shall be responsible for organizing, in coordination with the Secretary of the Committee, all the activities and tasks developed by the Committee.

Likewise, those employees of the Company or of Grupo Energía Bogotá S.A. ESP (hereinafter referred to as the "GEB"), as well as independent consultants to whom the Committee has delegated the performance of certain activities, may attend as guests or participants in order to present the respective reports and provide the explanations that the Committee deems necessary.

## **ARTICLE 9.- FUNCTIONS OF THE COMMITTEE:**

The Finance, Business, Regulatory and Sustainability Committee shall have the following functions:

1. To give you your own rules and regulations.
2. In relation to financial issues:
  - a. Recommend investment and divestment decisions and/or projects in which the Company participates that exceed seventy thousand (70,000) SMMLV, as well as decisions that correspond to this body in accordance with the provisions of the Business Group Agreement and the Corporate Intervention Model.
  - b. Recommend to the Board of Directors the approval of corporate guidelines and policies related to the purpose of the Committee.
  - c. Perform prior verification, in the terms set forth in the Related Party Transactions Policy, with respect to possible transactions planned to be entered into with related parties.
  - d. Review, evaluate and follow up on TGI's individual and consolidated financial statements on a bimonthly basis.
  - e. Review and make recommendations regarding the Company's annual budget and monitor its execution on a bimonthly basis.
  - f. Review and make recommendations regarding the Company's strategy and business plan and follow up on a quarterly basis.
  - g. To be familiar with the regulations for the issuance, subscription and placement of shares.
  - h. To receive a report explaining the terms and conditions of any transaction or operation that may result in dilution of equity.

- i. Analyze and make recommendations regarding the Company's financing options, debt restructuring, its currencies of denomination, exit financial conditions, estimated costs, target markets, cost of capital and its level of indebtedness, among others.
- j. Review and make recommendations regarding the methodologies for calculating foreign exchange exposure, liquidity analysis and any other required to control the Company's financial situation.
- k. Permanently monitor the debt ratios tracked by the rating agencies to provide early warning of actions to mitigate the risk of downgrades based on these metrics.
- l. Conduct an ex-post review of the investments made by TGI.
- m. Give its opinion regarding possible modifications and developments in accounting policies.

3. In relation to business and regulatory issues:

- a. Make recommendations to the Board of Directors, learn about and manage issues such as:
  - i. Trade, regulatory and energy policy issues
  - ii. Project management for the construction of new infrastructure
  - iii. Operation and maintenance of infrastructure
  - iv. Occupational Health and Safety
- b. Analyze and make recommendations to the Board on regulatory and energy policy matters.
- c. Recommend to the Board of Directors the approval of commercial and operational excellence policies.
- d. Review and report to the Board on the management of the Company's infrastructure projects.
- e. Follow up and make recommendations on projects exceeding 70,000 SMMLV within the framework of the Maturity and Value Creation Model.
- f. The Maintenance Plan and Integrity Plan.
- g. Make recommendations and follow up on relevant maintenance, especially those that affected the transportation service.
- h. Make recommendations on the planning and monitoring of infrastructure integrity plans.
- i. Monitor the correct provision of the public service that constitutes the corporate purpose of the Company, through the periodic review of operational indicators and the follow-up of the integrity and maintenance cycle of the infrastructure dedicated to the provision of the service.
- j. Make recommendations and follow up on operational indicators.

- k. Make recommendations regarding the authorization of the legal representative to enter into contracts, acts and legal transactions, the amount of which exceeds the equivalent in local currency of seventy thousand (70,000) minimum monthly legal wages.

4. In relation to sustainability:

- a. Follow up on compliance with the corporate policies defined to ensure the sustainability approach, which are intended to create genuine and long-term relationships with stakeholders and generate value for the company and its stakeholders.
- b. Follow up on the Company's reputation studies with respect to sustainability factors, the results of stakeholder dialogues, and performance in the sustainability indices in which the company participates.
- c. Review and make recommendations to incorporate suggestions on sustainability issues arising from global trends, international standards, social and environmental risks and opportunities, and the requirements of investors and rating agencies, in order to maintain and enhance the value of the Company.
- d. Make recommendations to the Board of Directors regarding the Company's corporate sustainability guidelines.
- e. Oversee, recommend and advise on strategic decisions related to sustainability management and strategy, ensuring that climate management, human rights and other corporate and social responsibility issues, corporate citizenship and financial sustainability are integrated into long-term management.
- f. Establish and/or recommend sustainability guidelines that seek to balance environmental, social, economic/financial and governance issues that concern the organization and its stakeholders.
- g. Ensure that strategic planning is aligned with and integrates the organization's sustainability strategy.
- h. Study, analyze and approve investment or new business projects, ensuring consistency with corporate and sustainability strategies.
- i. Oversee and review the process of evaluation and management of dependencies, impacts, risks and opportunities.
- j. Supervise and guide scenario analysis processes.
- k. Review and guide the preparation of the sustainability strategy and its integration into the corporate strategy.
- l. Review and guide the preparation of sustainability and sustainability risk and opportunity management policies.
- m. Define sustainability performance objectives

- n. Monitor implementation and oversee progress toward goals and objectives in order to address sustainability issues.
  - o. Supervise and monitor performance in external sources (DJSI, CDP, others).
  - p. Structure recommendations for decision making by the Board of Directors.
  - q. Follow up on compliance with corporate policies and/or commitments regarding sustainability and risk management.
  - r. Overseeing and guiding participation in public policies.
  - s. Supervise and guide acquisitions, mergers and divestitures.
  - t. Oversee and guide major capital expenditures.
  - u. Review, guide and approve annual budgets.
  - v. Approve and/or oversee employee incentives related to sustainability.
  - w.
5. Approve the Committee's Annual Work Plan based on its assigned functions and establish the annual meeting schedule.
6. Such other duties as may be assigned by the Board of Directors.

**PARAGRAPH:** The foregoing is without prejudice to the fact that the Board of Directors may hear and analyze the matters described in this article without having been previously reviewed by the Committee.

**ARTICLE 10.- MEETINGS OF THE COMMITTEE:**

The Committee shall meet at the Company's principal executive offices on a regular bimonthly basis and, at the request of management or any member of the Committee, on an extraordinary basis as often as necessary.

**PARAGRAPH:** The Finance, Business, Regulatory and Sustainability Committee may hold non-face-to-face meetings under the same conditions as those established for non-face-to-face meetings of the Board.

**ARTICLE 11.- CONVENING OF THE COMMITTEE:**

For the convening of Committee meetings, the same rules shall apply as those governing the convening of meetings of the Board of Directors.

**ARTICLE 12.- DELIBERATION AND DECISION QUORUM:**

The Committee shall validly deliberate and decide with the presence of at least two (2) of its members.

In those cases in which the decision to recommend to the Board of Directors by the Committee is not unanimous, the Chairman of the Committee shall present the different positions on the matter that were raised within the framework of the Committee.

**ARTICLE 13.- MINUTES:**

The Secretary of the Committee shall prepare minutes of the meeting, which shall include the development of the meeting and the decisions adopted, which shall be made available to all members of the Board of Directors.

**FIRST PARAGRAPH:** For the preparation of the minutes of the Committee's meetings, the provisions of the Bylaws, the Rules of Procedure of the Board of Directors and other applicable regulations shall be taken into account.

**SECOND PARAGRAPH:** The documents known by the Committee that support its decisions shall form an integral part of the minutes and shall be presented as an appendix thereto. Said annexes shall be properly identified and numbered and shall be kept under adequate conservation and custody measures.

**ARTICLE 14.- REMUNERATION OF THE MEMBERS OF THE COMMITTEE:**

The members of the Committee shall receive the fees established by the General Shareholders' Meeting in accordance with the provisions of the second paragraph of Article 51 of the Company's Bylaws or any regulation that amends, supplements, or repeals the same.

**ARTICLE 15.- CONTRACTING OF INDEPENDENT ADVISORS:**

In order to carry out its duties, the Committee may request the Company to hire independent advisors in specific cases in which it deems appropriate.

**ARTICLE 16.- VALIDITY:**

These Rules and Regulations are effective as of the date of their approval by the Finance, Business, Regulatory and Sustainability Committee of the Board of Directors.