



ANNUAL CORPORATE GOVERNANCE REPORT TRANSPORTADORA DE GAS INTERNACIONAL S.A. ESP YEAR 2022

I. TGI'S OWNERSHIP STRUCTURE

TGI S.A. ESP IS A PUBLIC UTILITIES COMPANY INCORPORATED AS A JOINT STOCK COMPANY,

in accordance with the provisions of Law 142 of 1994, with administrative, equity and budgetary autonomy, operating as a commercial entrepreneur within the private law scope.



The following is the shareholding composition of **TGI S.A. ESP as of December 31, 2022:**

TGI S.A. ESP shareholding

Shareholder	n.º of shares	Percentage of participation
Grupo Energía Bogotá S.A. ESP (formerly Empresa de Energía de Bogotá S.A. ESP).	145.396.370	99,9%
Others	6.444	0,004%

The authorized, subscribed and paid-in capital is set forth in the Company's bylaws (Articles 5, 6 and 7)

Capital of the Company

Shareholder	Amount	n.º of shares	Nominal value
Authorized capital	1.581.000.001.550,67	146.843.686,00	COP 10.766,5507766583
Subscribed capital	1.565.486.780.000,00	145.402.814,00	COP 10.766,5507766583
Paid-in capital	1.565.486.780.000,00	145.402.814,00	COP 10.766,5507766583

As it is a predominantly institutional ownership structure, there are no family relationships among significant shareholders. The largest shareholder is **Grupo Energía Bogotá S.A. ESP** (hereinafter GEB S.A. ESP). As for the members of the Board of Directors, they do not own shares of TGI S.A. ESP. Likewise, it should be noted that none of the Senior Management executives has an interest participation in TGI S.A. ESP.

Similarly, TGI S.A. ESP does not have repurchased shares and all of the company's subscribed shares are nominal, common and are held by the shareholders, therefore, all shares have the same voting rights. **It is important to mention that during 2022 TGI S.A. ESP was not notified of any shareholder agreements in force and that, according to the Colombian corporate regime, if such agreements existed, they would only be valid and enforceable if they were stored in the company and available to the rest of the shareholders.**

II. TGI'S MANAGEMENT STRUCTURE

THE ADMINISTRATION AND CORPORATE MANAGEMENT BODIES SUMMONS WAS CARRIED OUT ON A TIMELY BASIS

providing the information to support corporate decisions, complying with the provisions described in the **Rules of Procedure of the Board of Directors and its support committees, their respective annual work plans and meeting schedules**. Likewise, in the development of the meetings, the quorum necessary to hold sessions and validly decide with the majorities required by law and corporate bylaws was established.

Compliance with the best corporate governance practices allowed an optimal **decision-making process in the best interest of TGI and its different stakeholders**.

a) Composition of the Board of Directors and identification of the origin of each of the members and the Committees formed within it. Date of first and subsequent appointments.

1. BOARD OF DIRECTORS

The Board of Directors is empowered by the Company's bylaws to adopt the necessary decisions for the Company to achieve its objectives. Its main responsibilities are to: **establish the guidelines and guide the actions of Senior Management in relation to the strategy and operation of the business**, appoint the President, supervise his performance, and ensure the effective implementation of the governance, control and financial reporting systems, always within the legal and statutory provisions and those of the Business Group.

The Board of Directors of TGI S.A. ESP has specific responsibilities and action frameworks defined in the corporate bylaws and in the Board's rules of Procedure. Within the framework of the Business Group Agreement, the Board of Directors of TGI S.A. ESP **is responsible for developing and deepening the orientations and guidelines established by GEB S.A. ESP Board of Directors in strategic and corporate governance issues**, taking into account the sectorial and geographic realities in which it operates.



In the ordinary Shareholders' meeting of September 16, 2022, the new structure of the Board of Directors was approved, which was integrated as follows:

Principal Members	Quality	Respective alternates
Jaime Alfonso Orjuela Vélez	Not independent (President of the Board of Directors)	1. Álvaro Villasante Losada
Héctor José Fajardo Olarte	Not independent	2. Diana Marcela Orrego Vega
Juan Ricardo Ortega López	Not independent	3. Paula Torres Holguín
José Fernando Montoya Carrillo	independent	
Luisa Fernanda Lafaurie Rivera	Not independent	
Tatyana M. Orozco de la Cruz	independent	
Ángela María Orozco Gómez	independent	

Consequently, with all the changes made at the General Shareholders' Meeting during the year, **40 % of the members of the Board of Directors were updated during 2022**. None of the members of the Board have employment ties with the company.

Important statistics:



2. SUPPORT COMMITTEES OF THE BOARD OF DIRECTORS:

Since meeting No. 202 of April 28, 2021 to date, there are four advisory Committees to the Board of Directors, which are as follows: Audit and Risks, Corporate Governance, Sustainability and Human Talent, Finance and Investments, and Operations.

Audit and Risk Committee

The Audit and Risk Committee is made up by three **(3) members** of the Board of Directors, all of them independent whether possible, who are in charge of verifying with the control instances and the Statutory Auditor of the Company that **management complies with the accounting procedures in accordance with the current regulatory framework, also, they are in charge of performing the analyses of the Statutory Auditor's recommendations**

in relation to the **Financial Statements and the review of the company's control architecture**. Likewise, this Committee supervises and evaluates the Internal Control System of the Company, including a risk analysis, in order to recommend and issue a concept to the Board of Directors, and comply with the other functions that correspond to it in accordance with the law, the corporate bylaws and its regulations.

Audit and Risk Committee:

Committee Composition from January 1 to September 27, 2022:

Mario Martín Mejía del Carpio
Tatyana M. Orozco de la Cruz (**)
José Fernando Montoya *

(**) President of the committee - independent member
* Independent member

Committee Composition as of September 28, 2022:

Jaime Alfonso Orjuela Vélez
Tatyana M. Orozco de la Cruz (**)
José Fernando Montoya *

* Independent member
(**) President of the committee - independent member

Corporate Governance, Sustainability and Human Talent Committee.

The Corporate Governance, Sustainability and Human Talent Committee is composed by at least three **(3) members of the Board of Directors**, one of which must be independent, and is in charge of proposing and **supervising compliance with the corporate governance measures and the sustainability approach adopted in the Company**. Likewise, the purpose of

this Committee is to **ensure that TGI S.A. ESP's talent management** is in line with corporate policies and that the compensation system allows the Company to have the people it needs to meet its strategic objectives, in order to implement the best organizational development practices and generate value for the Company and its shareholders.

Committee Composition from January 1 to September 27, 2022:

Mario Martín Mejía del Carpio
Tatyana M. Orozco de la Cruz (**)
Héctor José Fajardo*

(**) President of the committee - independent member
* Independent member

Committee Composition as of September 28, 2022:

Jaime Alfonso Orjuela Vélez
Angela María Orozco Gómez *
Tatyana M. Orozco de la Cruz (**)

(**) President of the committee - independent member
* Independent member

Finance and Investment Committee

The Finance and Investment Committee is composed of at least three **(3) members of the Board of Directors**, one of which must be independent as long as there are members of this quality in the composition of the Board. Likewise, this committee **is**

responsible for monitoring the Company's financial management, analyzing new business opportunities, and redefining existing investments to make specialized recommendations to the Board of Directors on such matters.

Committee Composition from January 1 to September 27, 2022:

José Fernando Montoya (*)
Ana Fernanda Maiguashca (**)
Mónica Cheng Arango (***)
Álvaro Villasante Losada

(*) President of the committee - independent member
(**) Resigned on February 25, 2022 - independent member.
(***) Resigned on July 12, 2022 - independent member.

Committee Composition as of September 28, 2022:

Luisa Fernanda Lafaurie Rivera
Juan Ricardo Ortega López
José Fernando Montoya (**)
Héctor José Fajardo Olarte

(**) President of the committee - independent member

Operating Committee

The Operating Committee is composed by at least three **(3) members of the Board of Directors**, one of which must be independent as long as there are members of this quality in the composition of the Board, and is responsible for **planning, monitoring and analyzing all**

matters related to the operational aspects of TGI. Among the topics included in TGI's operation are: **regulation and energy policy, commercial matters, project management for the construction of new infrastructure and operation and maintenance of existing infrastructure.**

Committee Composition from January 1 to September 27, 2022

Héctor José Fajardo Olarte (*)
Álvaro Villasante Losada
Ana Fernanda Maiguashca (**)
Mónica Cheng Arango (***)

(*) President of the committee - independent member
(**) Resigned on February 25, 2022 - independent member.
(***) Resigned on July 12, 2022 - independent member.

Committee Composition as of September 28, 2022:

Luisa Fernanda Lafaurie Rivera
Jaime Alfonso Orjuela Vélez
Héctor José Fajardo Olarte (**)
Angela María Orozco Gómez (*)

Angela María Orozco Gómez *
* Independent member
(**) President of the committee

a) Resumes of current members of the Board of Directors

TGI's Board of Directors is composed of people **with the highest professional and personal qualifications.** For their appointment, the General Shareholders' Meeting takes into account criteria such as experience in the field of finance, law or related sciences and/or in activities related to the public utilities sector, and/or the operations carried out by the company, as well as gender, diversity and inclusion.

The documents of the members of the Board of Directors were submitted to the

General Shareholders' Meeting after verification of their qualifications and compliance with the requirements, in accordance with Article 17 of the Meeting's Regulations and Article 2 of the Board's Regulations. Likewise, the members have a track record, recognition, prestige, availability, leadership and a good name for their professional suitability and integrity. **The resumes of the current members of the Board of Directors are published on the website (Fig. 1)**



Resumes
of the current members
of the Board of Directors

(Fig. 1)

b) Nomination and selection of members

With respect to the nomination and selection of Corporate Governance representatives, it is important to note:

- **How the Board of Directors is composed:** : Article 47 of the Company's Bylaws states that the Board of Directors shall be composed of seven **(7) principal members with three (3) alternates, two (2) members out of which must be independent. The Board of Directors shall include at least three (3) women.** Both the principal and alternate members are freely elected and removed by the **General Shareholders' Meeting.** Pursuant to Article 19, paragraph 16 of Law 142 of 1994, the Board of Directors shall be composed proportionally expressing the shareholding ownership.

The election at the General Shareholders' Meeting is carried out by means of the electoral quotient system (Articles 1 and 2 of the Board of Directors Regulations).
- Pursuant to **Article 17** of the TGI Shareholders' Meeting rules of procedure, at the time of the presentation of candidates to this Meeting, the Corporate Governance, Sustainability and Human Talent Committee of the Board of Directors verifies the applicable qualifications and requirements for each category of member.
- In accordance with **Article 18** of the TGI Shareholders' Meeting rules of procedure, the composition of the Board of Directors takes into account gender, diversity and inclusion criteria, in order to aim for a Board of Directors that is becoming increasingly diverse.
- Committees of the Board of Directors: Committees are composed of the principal and alternate members of the Board; the members of each committee are elected within the Board.
- **President:** is elected by the Board of Directors in accordance with the corporate bylaws, for a period of **two (2) years** from the date of his election, but may be reelected indefinitely or freely removed from office before the expiration of the term.
- Article 2 of the Rules of procedure of the Board of Directors establishes the requirements and qualifications that its members must meet, which are validated by the **Corporate Governance, Sustainability and Human Talent Committee, prior to presentation to the General Shareholders' Meeting.**
- Pursuant to **Articles 379 paragraph 1 of the Code of Commerce and 17 of the Meeting's rules of procedure,** in order to facilitate their legal right of nomination, shareholders may submit candidate requirements for verification by the Corporate Governance, Sustainability and Human Resources Committee, in which case a report on compliance with such requirements must be submitted to the Meeting prior to the election

In the event that the process has not been carried out before the Corporate Governance, Sustainability and Human Talent Committee, it is up to the proposing shareholder to make the necessary analysis and present it at the Shareholders' Meeting prior to the vote. The rules of procedure of the Board of Directors establish **general criteria that its members must meet,** criteria that are objective and allow diversity in the integration of the Board.
- **As TGI is not registered in the National Registry of Securities and Issuers, it is not obliged, under the terms of Article 44 of Law 964, to have independent members. However, as a good corporate practice, TGI intends to have independent members and it does have them; for the definition of independence, the provisions of Article 44, paragraph 2 of the aforementioned Law 964 of 2005 are taken into account.**
- With regard to the qualifications of the members of the Board, these are set in **Article 2** of the Board rules of procedure. Pursuant to **Articles 17** and 18 of the rules of procedure of the General Shareholders' Meeting, the report of the Corporate Governance, Sustainability and Human Talent Committee on the fulfillment of the conditions and requirements of the candidates to the Board of Directors is submitted to the General Shareholders' Meeting.

c) Relevant data on the operation of the Board of Directors meetings in 2022:

- The Board of Directors of TGI S.A. ESP holds ordinary meetings once a month.
- The quorum is constituted with the participation of at least four of its members and it decides with the majority of the votes present. For decision-making purposes, each member of the Board of Directors has one vote.
- **During 2022 the Board of Directors met on 15 occasions, 12 of which were ordinary sessions and 3 were extraordinary sessions.**
- In **15 sessions, 47 decisions** were made with unanimous vote of all attendees.
- The average duration of Board meetings was 4 hours and 2 minutes. Thus, the meetings had a maximum duration of 11 hours in some cases and the minimum time was 1 hour.
- All Board meetings were recorded in **minutes signed by the president or legal representative of the company and the secretary of the Board**, which include deliberations, discussions and sources of information that served as the basis for the decisions adopted.

d) Amendments to corporate documents during the reporting period

During 2022, amendments to the following corporate documents were approved:

- The Board of Directors, at its ordinary meeting No. 215 of March 24, 2022 approved the amendment of the Board of Directors' rules of procedure to include that its members will receive as remuneration for their services only the fees set by the General Shareholders' Meeting.
- The Audit and Risk Committee, at its meeting No. 75 held on April 18, 2022, approved the adoption of the Corporate Internal Audit Statute.
- The Corporate Governance, Sustainability and Human Talent Committee in the ordinary session No. 5 of May 17, 2022, recommended to the Board of Directors the approval of the TGI Labor Disconnection Policy based on Law 2191 of 2022, who approved it in ordinary session No. 217 of May 25, 2022.
- The General Shareholders' Meeting in ordinary session No. 56 of September 16, 2022, approved to amend the Company's Bylaws in the composition of the Board of Directors, in order to indicate that two (2) of its members must be independent. The foregoing, upon recommendation of the Corporate Governance, Sustainability and Human Talent Committee in ordinary session No. 6 of August 17, 2022 and of the Board of Directors in ordinary session No. 220 of August 25, 2022.
- The Board of Directors, in ordinary session No. 220 of August 25, 2022, approved the modification of the Business Group Agreement, upon recommendation of the Corporate Governance, Sustainability and Human Talent Committee in ordinary session No. 6 of August 17, 2022.
- The General Shareholders' Meeting, in ordinary session No. 56 of September 16, 2022, approved the modification of the rules of procedure of the Shareholders' Meeting in order to include diversity criteria in the election of the members of the Board of Directors to ensure that the Board is increasingly diverse in its composition and to guarantee a minimum of three (3) women among the seven (7) main members of the Board of Directors. The above was recommended by the Corporate Governance, Sustainability and Human Talent Committee, in ordinary session No. 6 of August 17, 2022, and by the Board of Directors in ordinary session No. 220 of August 25, 2022.
- The Corporate Governance, Sustainability and Human Talent Committee, in session No. 6 of August 17, 2022, approved to modify the rules of procedure of said committee, eliminating the function contained in article 15 related to Occupational Health and Safety matters. The above, in order to transfer said function to the Operating Committee in accordance with the new structure of the Company.

d) Amendments to corporate documents during the reporting period

- The Operating Committee, in ordinary session No. 98 of November 18, 2022, approved the modification to the rules of procedure of said committee, assuming the function related to Occupational Health and Safety matters, which was previously in charge of the Corporate Governance, Sustainability and Human Talent Committee.
 - The Board of Directors, in ordinary session **No. 220 of August 25, 2022**, approved **TGI's Code of Ethics and Conduct, as well as that of Suppliers and Contractors**, upon recommendation of the Corporate Governance, Sustainability and Human Talent Committee in ordinary session **No. 6 of August 17, 2022**, and by the Audit and Risk Committee in session **No. 77 of August 17, 2022**.
 - The Board of Directors, in ordinary session **No. 225 of November 23, 2022**, approved the modification to the
- Contracting and Execution Control Manual**, upon recommendation of the Corporate Governance, Sustainability and Human Talent Committee, in ordinary session No. 7 of November 16, 2022.

○ The Board of Directors, in ordinary session **No. 225 of November 23, 2022**, approved the adoption of the **Corporate Climate Change Policy** in the terms presented by management, following the recommendation of the Corporate Governance, Sustainability and Human Talent Committee in ordinary session **No. 7 of November 16, 2022**.

○ The Board of Directors, in ordinary session **No. 227 of December 5, 2022**, approved the **Business Ethics, Anti-Corruption and Anti-Bribery Policy** upon recommendation of the Audit and Risk Committee in ordinary session **No. 80 of December 5, 2022**.



Instrument	Reason for updating	Approval Instances	Fecha de Aprobación (2022)
Rules of procedure of the Board of Directors	Adjustment of Board members' remuneration	Board of Directors	March 24
Corporate Internal Audit Statute	Establish the purpose, authority, and responsibility of the area, and of the person responsible for the internal audit function.	Audit and Risk Committee	April 18
TGI Labor Disconnection Policy	As per Law 2191 of 2022.	Corporate Governance, Sustainability and Human Talent Committee	May 25
Rules of procedure of the Corporate Governance, Sustainability and Human Talent Committee	In response to TGI's new organizational structure.	Corporate Governance, Sustainability and Human Talent Committee	August 17
Business Group Agreement	In order to reflect the new corporate strategic plan, strengthen the mandatory guidelines and principles of GEB and the Group companies, their administrators and collaborators, in relation to the administration, direction and control of the Business Group.	Board of Directors	August 25
Supplier and Contractor Code of Ethics and Conduct	Strengthen the tone of management and the commitment of senior management in the fight against fraud, corruption, bribery, money laundering, financing of terrorism, financing of the proliferation of weapons of mass destruction, conflicts of interest and, in general, all compliance risks.	Board of Directors	August 25
Corporate bylaws	In order to indicate that two (2) of the members of the Board of Directors must have independent status.	Shareholders' Meeting	September 16
Rules of procedure of the General Shareholders' Meeting	In order to ensure that the Board of Directors is increasingly diverse in its composition and to guarantee a minimum of three (3) women among the seven (7) principal members of the Board of Directors.	Shareholders' Meeting	September 16
Rules of procedure of the General Shareholders' Meeting	In response to TGI's new organizational structure.	Operating Committee	November 18
Hiring and Execution Control Manual	Enable the Corporate Synergy Center to provide Procurement services.	Board of Directors	November 23
Corporate Climate Change Policy	It aligns the Group's operations with the mitigation and adaptation objectives of the countries in which it operates. It is an integral part of the Group's corporate and sustainability strategy.	Board of Directors	November 23
Business Ethics, Anti-Corruption and Anti-Bribery Policy	Establish an action framework to manage corruption risks in all its forms.	Board of Directors	December 05

e) Remuneration of the Board of Directors and its committees

- During 2022, there was no increase in fees other than the increase in the current legal monthly minimum wage for the aforementioned year. The fees of the Board of Directors were set by the General Shareholders' Meeting at session 34 of March 29, 2016, corresponding to four current legal monthly minimum wages (hereinafter "SMMLV"). In said session, it was additionally stated that the fees for committee attendance would be 3 SMMLV. TGI S.A. ESP does not have a variable remuneration model for the Board of Directors, in such a way that all values are associated with participation in meetings. The members of the Board of Directors are excluded from remuneration systems that incorporate stock options.

Remuneration of Board and committee fees 2022 (COP)

Board of Directors Meeting – 4 current legal monthly minimum wages	(COP) \$4,000,000
Board of Directors committee meeting – 3 current legal monthly minimum wages	(COP) \$3,000,000

Fees paid to the entire Board of Directors and committees 2022

BOARD OF DIRECTORS	COMMITTEES	TOTAL
COP \$420.000.000	COP \$129.000.000	COP \$549.000.000

Due to the new conformation of the members of TGI's Board of Directors, the induction process was carried out, which allowed making available to the new members the most relevant topics of the company. In this sense, different presentations were made in which the following topics were addressed, among others: where we come from, who we are, where we are today, sustainability agenda, TGI 2022 - 2027 strategy, Corporate Governance, the Natural Gas Market: a regulated sector.

In addition, strategic talks with CREE and McKinsey were held throughout 2022.

ATTENDANCE OF THE MEMBERS OF THE BOARD OF DIRECTORS

f) Attendance data for Board and Committee meetings

I. Board of Directors

During the year 2022, 15 TGI Board of Directors meetings were held:

Ordinary sessions	12
Extraordinary Sessions	3

Composition of the Board of Directors from January 1, 2022 to September 27, 2022:

Principal Members	Attendance (*)	Attendance Percentage
Álvaro Villasante Losada	8/8	100%
Ana Fernanda Maiguashca Olano	1/2	50%
Tatyana M. Orozco de la Cruz	6/8	75%
Héctor José Fajardo Olarte	8/8	100%
Mario Martín Mejía Del Carpio	8/8	100%
Mónica Cheng Arango	6/6	100%
José Fernando Montoya Carrillo	7/8	87,5%
Miembros Suplentes	Attendance (*)	Attendance Percentage
Juan Ricardo Ortega López*	8/8	100%
Jaime Alfonso Orjuela Vélez*	3/8	100%
Diana Marcela Orrego Vega*	1/1	100%


(*) The number of sessions will vary for Ana Fernanda Maiguashca Olano and Mónica Cheng Arango, taking into account their resignations, effective February 25, 2022, and July 12, 2022, respectively.


(**) The number of sessions will vary for each alternate member, considering the sessions for which each of them was summoned.

Composition of the Board of Directors from September 28, 2022 to December 31, 2022:

Principal Members	Attendance	Attendance Percentage
Jaime Alfonso Orjuela Vélez	7/7	100%
Luisa Fernanda Lafaurie Rivera	7/7	100%
Juan Ricardo Ortega López	7/7	100%
Héctor José Fajardo Olarte	7/7	100%
Tatyana M. Orozco de la Cruz	7/7	100%
José Fernando Montoya Carrillo	7/7	100%
Angela María Orozco Gómez	7/7	100%

For this period no attendance of alternate members is reported since the main members attended all the sessions held during that period.

 The average attendance at Board meetings during 2022 was 91.25%.

 The average duration of Board meetings for the year 2022 was 4 hours and 2 minutes.

ATTENDANCE OF THE
MEMBERS OF THE BOARD OF
DIRECTORS

**f) Attendance data for Board
and Committee meetings**

2. Committees

The Committees had two compositions throughout the year, in accordance with the modification to the composition of the Board of Directors and the reconfiguration of the members of the Committees adopted by the Board in session No. 221 of September 28, 2022. The following is information related to the support of both compositions:

2.1. Audit and Risk Committee:

During 2022, 7 sessions of the TGI Audit and Risk Committee were held:

Total sessions	7
Ordinary sessions	6
Extraordinary Sessions	1

Composition of the Audit and Risk Committee from January 1 to September 27, 2022:

Members	Attendance	Attendance Percentage
Martín Mejía Del Carpio	4/4	100%
Tatiana M. Orozco de la Cruz (*)	4/4	100%
José Fernando Montoya	4/4	100%

(*) President of the committee

Composition of the Audit and Risk Committee as of September 28, 2022:

Members	Attendance	Attendance Percentage
Jaime Alfonso Orjuela Vélez	2*/3	66,66%
Tatiana M. Orozco de la Cruz (*)	2/3	100%
José Fernando Montoya	2/3	100%

(*) President of the committee

* Diana Marcela Orrego Vega attended as alternate member to session No. 78 in the absence of Jaime Alfonso Orjuela Vélez.

The average attendance of the Audit and Risk Committee during 2022 was 95.24%.

ATTENDANCE OF THE
MEMBERS OF THE BOARD OF
DIRECTORS

f) Attendance data for Board
and Committee meetings

2.2. Operating Committee

During the year 2022, 4 sessions of the TGI Operating Committee were held:

Total sessions	4
Ordinary sessions	4
Extraordinary Sessions	0

Composition of the Operating Committee from January 1, 2022 to September 27, 2022:

Members	Attendance	Attendance percentage
Mónica Cheng Arango	2*/3	66,66%
Héctor José Fajardo Olarte (*)	2/3	100%
Álvaro Villasante Losada	2*/3	66,66%
Ana Fernanda Maiguashca Olano (**)		

(*) President of the committee

(**) There is no attendance computation for Ana Fernanda Maiguashca Olano in this Committee considering that she resigned as a member of the Board of Directors on February 25, 2022, that is, before the first session of 2022.

Composition of the Operating Committee as of September 28, 2022:

Members	Attendance	Attendance percentage
Héctor José Fajardo Olarte (*)	1	100%
Angela María Orozco Gómez	1	100%
Jaime Alfonso Orjuela Vélez	1	100%
Luisa Fernanda Lafaurie	1	100%

(*) President of the committee

The average attendance of the Operating Governance Committee during 2022 was 93.75%.

ATTENDANCE OF THE MEMBERS OF THE BOARD OF DIRECTORS

f) Attendance data for Board and Committee meetings

2.3. Finance and Investment Committee:

During the year 2022, 6 sessions of TGI's Finance and Investment Committee were held.

Total sessions	6
Ordinary sessions	5
Extraordinary sessions	1

Composition of the Finance and Investment Committee from January 1, 2022 to September 27, 2022:

Members	Attendance	Attendance percentage
Ana Fernanda Maiguashca (**)	1/1	100%
José Fernando Montoya (*)	4/4	100%
Mónica Cheng Arango (**)	3/3	100%
Álvaro Villasante Losada	3*/4	75%

(*) President of the committee

(**) The number of sessions will vary for Ana Fernanda Maiguashca Olano and Mónica Cheng Arango, taking into account their resignations, effective February 25, 2022 and July 12, 2022, respectively.

Composition of the Finance and Investment Committee as of September 28, 2022:

Members	Attendance	Attendance percentage
Luisa Fernanda Lafaurie Rivera	2/2	100%
Juan Ricardo Ortega López	2/2	100%
José Fernando Montoya (*)	2/2	100%
Héctor José Fajardo	2/2	100%

(*) President of the committee.

The average attendance of the Finance and Investment Committee during 2022 was 93.75%.

ATTENDANCE OF THE
MEMBERS OF THE BOARD OF
DIRECTORSf) Attendance data for Board
and Committee meetings2.4. Corporate Governance, Sustainability and Human Talent
Committee:

During the year 2022, 4 sessions of TGI's Corporate Governance, Sustainability and Human Talent Committee were held:

Total sessions	4
Ordinary sessions	4
Extraordinary Sessions	0

Composition of the Corporate Governance, Sustainability and Human Talent Committee from January 1, 2022 to September 27, 2022:

Members	Attendance	Attendance percentage
Martín Mejía Del Carpio	3/3	100%
Tatiana M. Orozco de la Cruz (*)	3/3	100%
Héctor José Fajardo	3/3	100%

(*) President of the committee

Composition of the Corporate Governance, Sustainability and Human Talent Committee as of September 28, 2022:

Members	Attendance	Attendance percentage
Jaime Alfonso Orjuela Vélez	1/1	100%
Tatiana M. Orozco de la Cruz (*)	1/1	100%
Angela María Orozco Gómez	1/1	100%

(*) President of the committee

The average attendance of the Corporate Governance, Sustainability and Human Talent Committee during 2022 was 100%.

ATTENDANCE OF THE MEMBERS OF THE BOARD OF DIRECTORS

f) Attendance data for Board and Committee meetings

a) President of the Board of Directors (key functions and issues)

In 2022, the Board of Directors was chaired by Álvaro Villasante Losada until September 28, 2022 in session **No. 221**, in which the Board of Directors appointed Juan Ricardo Ortega as its President, and jointly appointed José Fernando Montoya as its Vice President. **The President is responsible for guiding the agenda of the collegiate body**, so that it focuses on strategic and key issues for the organization,

he is also responsible for ensuring that the members of the Board of Directors actively participate in the conversations and decisions made by this body, that these decisions are properly recorded in the minutes of the meetings, and that there is fluid interaction with the senior management team. This ensures that the priorities of this body are set objectively and reflect the interests of all stakeholders.

b) Secretary of the Board of Directors

Pursuant to **Article 50** of the Company's Bylaws and **Article 7** of TGI's Board of Directors Rules of procedure, the duties of Secretary of said body are assumed by Dalila Hernández Corzo, TGI's Legal and Procurement Vice-President. **The Secretary of the Board of Directors is in charge of the Company's protocol functions**, of keeping the books and records required by law and the corporate bylaws, of communicating the calls for the corporate bodies, of attesting the internal acts and documents and of complying

with the tasks entrusted to him/her by the Board of Directors and the President. Additionally, he/she calls the meetings, prepares the agenda to be discussed at each meeting, verifies the quorum of each session, prepares the Board of Directors' meeting minutes, submits them for approval and records them in the respective book, monitors the agreements and commitments made at these meetings, keeps the corporate documentation, and ensures the formal legality of the proceedings.

g) Relations during the fiscal year of the Board of Directors with the statutory auditor and the external advisor.

In accordance with the provisions of the **Audit and Risk Committee Rules of Procedure**, **the Statutory Auditor attends all meetings of this committee as a permanent guest**. In the year 2022 TGI S.A. ESP continues with **KPMG S.A.S. as statutory auditor of the Company**. The Board of Directors of TGI was supported by Governance Consultants S.A. in the evaluation process of its members. Bellicorp S.A.S. is the firm currently hired by TGI to perform the external audit of management and results. Additionally, the Board of Directors of TGI S.A. ESP has the support of experts when it considers it necessary; in these cases, it may request opinions of suitable and independent experts. In the exercise of this right, the Board of Directors interacted with external experts during 2022 in the following topics: **i. McKinsey strategy review; ii. Strategic scenarios: Regional Center for Energy Studies - CREE; iii. Self-evaluation of the Board of Directors: Governance Consultants**.



h) Comptroller's Office of Bogotá D.C.

During the year 2022, the **Comptroller's Office of Bogotá D.C. carried out the regularity audit of the 2021 fiscal year**, in which 17 administrative findings were presented, 3 of which have fiscal incidence. TGI defined the corresponding improvement plans that are subsequently verified by the control entity and which are followed up by the Internal Audit Management.

i) Handling of confidential and privileged information of the Board of Directors

The provisions on confidential and privileged information of TGI's Board of Directors are set in the Corporate Governance Code and in the Board Rules of Procedure.

The information to which the members of the Board of Directors have access is subject to the duty of confidentiality and the recognition that all their actions and decisions must be in the interest of the company and all shareholders, in accordance with the Colombian legal regime. The provisions on confidential and privileged information of TGI's Board of Directors are established in the Corporate Governance Code and in the Board of Directors Rules of Procedure.

To provide Board members the information related to minutes, presentations and annexes of the topics to be discussed at each session. Board members have permanent access to this tool from their computers or mobile devices, by means of a username and password assigned to each one. This tool is equipped with suitable security systems that make it possible to check the traceability of the information and preserve its confidentiality.

j) Activities of the Board Committees

AUDIT AND RISK COMMITTEE

Topics	
Informative	80
Approving	12

- ✓ The Committee approved to authorize the initiation of the re-election process of KPMG S.A.S. as Statutory Auditor of the Company for the period 2022 and 2023, which was submitted to the consideration of the General Shareholders' Meeting in the ordinary meeting of March 2022.
- ✓ The Committee recommended to the Board of Directors the modification of the Company's risk matrix in the terms presented by management.
- ✓ The Committee approved the adoption of the Corporate Internal Audit Statute in the terms presented, ad-referendum to the Approval of the Audit Statute by the Audit and Risk Committee of GEB.
- ✓ The Committee approved to recommend to the Board of Directors the approval of TGI's Code of Ethics and Conduct and the Code of Ethics and Conduct for Suppliers and Contractors.
- ✓ The Committee recommended to the Board of Directors the approval of the Business Ethics, Anti-Corruption and Anti-Bribery Policy ad referendum of the approval of the Policy by the GEB Board of Directors.

j) Activities of Board Committees

FINANCE AND INVESTMENT COMMITTEE

Topics	
Informative	29
Approving	4

- ✓ The Committee recommended to the Board of Directors the approval to: i) ratify the exchange risk mitigation strategy that involves debt hedging operations through a syndicate, ii) continue with the execution of the contracts, operations, acts or businesses required to mitigate the exchange risk through debt hedging and iii) carry out all the required procedures before the MHCP and other competent authorities.
- ✓ The Committee recommended to the Board of Directors the approval of the 2022 budget addition.
- ✓ The Committee recommended to the Board of Directors the approval of the related party transaction consisting of the amendment to the intercompany credit on the terms presented by management.

CORPORATE GOVERNANCE, SUSTAINABILITY AND HUMAN TALENT COMMITTEE

Topics	
Informative	34
Approving	20

- ✓ The Committee approved to present the Sustainability Report and the Corporate Governance Report for the year 2021 to the Board of Directors, for it to recommend that it be submitted to the General Shareholders' Meeting for approval.
- ✓ The Committee approved to recommend to the Board of Directors the endorsement of the 2022 variable compensation model under the terms presented by management.
- ✓ The Committee approved to recommend to the Board of Directors the endorsement of the Labor Disconnection Policy for TGI based on Law 2191 of 2022.
- ✓ The Committee approved to recommend to the Board of Directors, in order for said body to recommend to the General Shareholders' Meeting, in due time, the amendment of TGI's Bylaws and the amendment of the Rules of Procedure of the General Shareholders' Meeting, in the terms set forth by the management.
- ✓ The Committee approved to recommend to the Board of Directors the endorsement of the new Business Group Agreement.
- ✓ The Committee approved the amendment to the Corporate Governance, Sustainability and Human Talent Committee Rules of Procedure in the terms presented by management.

j) Activities of Board
Committees

- ✓ The Committee recommended to the Board of Directors the approval of the 2023 Performance Model in the terms presented by Management.
- ✓ The Committee recommended to the Board of Directors to adopt the GEB's Corporate Climate Change Policy.
- ✓ The Committee recommended to the Board of Directors the modification of the Contracting and Execution Control Manual under the terms presented by management.

OPERATING COMMITTEE.

Topics	
Informative	30
Approving	2

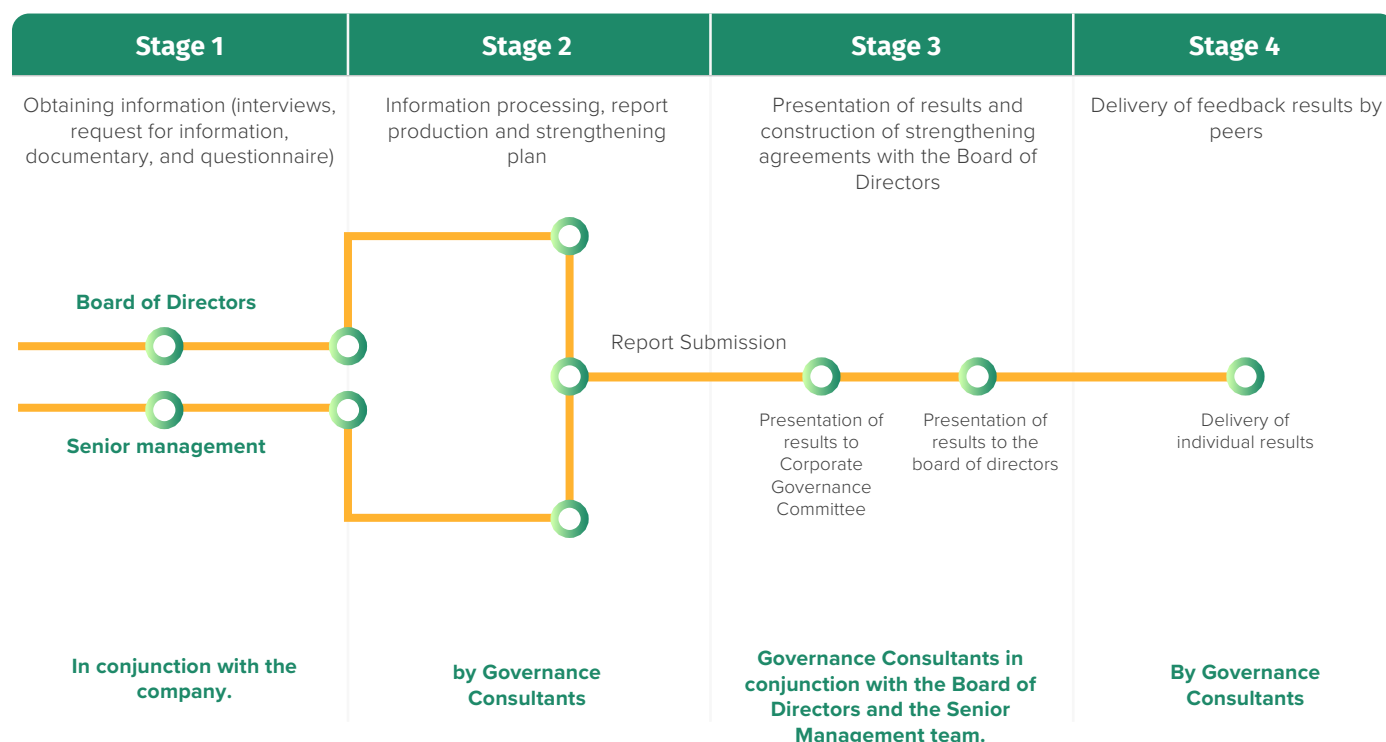
- ✓ The Committee approved the modification to its Rules of Procedure in the terms presented by management.



k) Information on the performance of the evaluation processes of the Board of Directors and Senior Management, as well as a summary of the results

Annually, TGI's Board of Directors carries out a self-assessment of its functions and work as a collegiate body, identifying the degree of compliance with these. Additionally, the evaluation of its Committees and its members is performed individually with the support of an external and independent advisor, thus in 2022 it was performed with Governance Consultants. The conclusions of the Board of Directors' self assessment must be presented annually to the General Shareholders' Meeting. The Board of Directors' assessment processes

are an opportunity to foster a culture of improvement and contribute to enhancing the decision-making processes. This is only possible when starting from common understandings and collective commitments between directors and senior management teams, to embark on a path based on concrete agreements that contribute to the effectiveness of Boards of Directors. Our evaluation process recognizes three dimensions: the collegiate dimension from the vision of the Board of Directors itself, the vision from senior management and individual feedback. The evaluation process consists of the following stages:



TGI's own audits (internal audit) and that of the statutory auditor are also carried out on this front. In addition, the evaluation of compliance with corporate governance standards by the Board of Directors and its Committees is presented to the Corporate Governance Committee on a semi-annual basis. In compliance with the provisions of Law 142 of 1994, TGI has an external management and results auditor, who, in order to carry out his work

requests details of the company's operating activities, as well as information related to Corporate Governance, such as shareholder composition of the company, members of the Board of Directors, among others. **The results of the audit, together with the auditor's conclusions and opinion are presented to the Public Utilities Superintendence on the dates defined for such purpose.**

**THE MAIN CONCLUSIONS OF
THE SEÑS-ASSESSMENT WERE
AS FOLLOWS:**

- **TGI's Board of Directors obtained positive results** in the different dimensions that are part of this exercise, with averages of **8.7/10.0 for the Board of Directors and 9.1/10.0 for Senior Management**. However, opportunities for improvement were identified in terms of the dynamics, operability and focus of the collegiate body's agenda.
- The participation of three women among the principal members and one among the alternate members is evidence of the efforts made to promote a **diverse and gender-balanced collegiate body**.
- The current composition of the Board **enriches the discussions through new perspectives** with a high profile team that is committed to the Company, business continuity and construction.
- One of the main contributions of the collegiate body was the **supervision of the financial results and the monitoring of the strategy**, highlighting the existence of a high level of trust among the members of the Board and the Board itself in the Senior Management team.

Three main aspects were identified that require a greater focus of the collegiate body: **i)** consolidate the position of the collegiate body regarding the energy transition and achieve an optimal balance between supervision of business results, strategic monitoring and risk management derived from potential regulatory changes in the country;

ii) implement a hybrid scheme that includes more face-to-face interactions to promote greater integration and collaboration between Board members and Management and **iii)** achieve greater efficiency in the sessions under coordinated planning with GEB.



III. TRANSACTIONS WITH RELATED PARTIES

a) Powers of the Board of Directors regarding this type of operations and conflicts of interest.

The rules for transactions with related parties and the administration of conflicts of interest are contained in the **Code of Ethics and Conduct**, in the corporate bylaws, in the Related Party Transactions Policy and in the Conflict of Interest Management Policy, documents that are available in the TGI S.A. ESP website, at the link: **(Fig. 1)**. In transactions with related parties, the Company complies with the regime of disqualifications, incompatibilities and conflicts. Additionally, such transactions must be carried out in compliance with the current regulatory framework,

the Business Group Agreement, the Company's Bylaws, the Corporate Governance Code, the provisions of the Contracting and Execution Control Manual, as well as the Corporate Governance commitments.

TGI S.A. ESP, ensures that transactions with related parties are agreed under market conditions and are documented, with the support for the transfer pricing methodology required by the authorities. **During the year 2022, operations were made with the following related parties:**

- Vanti S.A ESP
- Grupo Energía Bogotá S.A. ESP
- Trecca S.A.
- Enel Colombia S.A ESP

Details of information on related party transactions carried out by the company during the year 2022 are disclosed annually in the **Notes to the Financial Statements** of TGI S.A. ESP and in the related party report submitted for consideration by the Audit and Risk Committee of the Board of Directors of the company.

In the event of a conflict of interest, or when there are doubts about its existence, the person involved in the potential conflict must suspend any action or direct or indirect involvement in the activities and decisions related to the potential conflict, and inform the hierarchical superior and Compliance Directorate in detail. In case of doubt about the existence or not of a conflict of interest, a query must be submitted through the Ethics Channel for its analysis.

The administrators of TGI S.A. ESP shall report **any possible conflicts of interest to the Compliance Department through the Secretary of the Board of Directors**. Subsequently, the Compliance Department will present the situation to the Audit and Risk



Corporate
Governance

(Fig. 1)

Committee of the Board of Directors, which will evaluate the existence or not of the conflict and will recommend the measures to be taken for its administration and management. In the event that the Audit and Risk Committee determines the existence of a conflict of interest, the person involved shall abstain from participating in the deliberation or decision of the respective matter and shall withdraw from the session.

The members of the Ethics and Compliance Committee of TGI SA ESP must report the situation of possible conflict of interest to the Audit and Risk Committee of the Board of Directors through the Compliance Department; this committee

will take the necessary measures for its administration and management and will recommend to the administrative superior the measures to be taken for the same purpose. The other employees of TGI S.A. ESP, who do not have the quality of administrator and are facing a possible conflict of interest, must follow the procedure established in the Code of Ethics and Conduct.

During the year 2022, TGI S.A. ESP's administrators and collaborators declared the situations that could lead to conflicts of interest, within the framework of the Annual Declaration of Adherence to the Code of Ethics and Conduct, which were reviewed and managed to avoid their materialization.

I. TGI'S RISK MANAGEMENT SYSTEM

a) Explanation of TGI's Internal Control System (ICS)

The Internal Control System applies to the entire Company and to the functions of each position, always guided and advised by senior management, in order to:

- **Comply with functional, administrative and operational obligations.**
- **Manage its own risks, establish and update control procedures and techniques.**
- **Take immediate preventive and corrective actions.**
- **Mitigate the risk of fraud.**
- **Develop and transmit reliable, adequate, timely and real information to management and execution levels.**
- **Institutionalize self-control as a permanent process of verification of planning and its results.**
- **Tend to comply with the Methodological Frameworks.**

- **Cooperate with the Internal Audit Management of TGI S.A. ESP in its evaluation processes, and the commitment to apply the agreed recommendations for the improvement of the Internal Control System.**
- **Adopt good practices related to the internal control system.**

It is essential that each member knows their role in the company's control system, understanding that control models by themselves cannot work, so they must identify, evaluate, monitor and report risks that could impact the achievement of strategic objectives.



a) Explanation of TGI's Internal Control System (ICS)

In addition, the following mechanisms are in place to strengthen the internal control system:

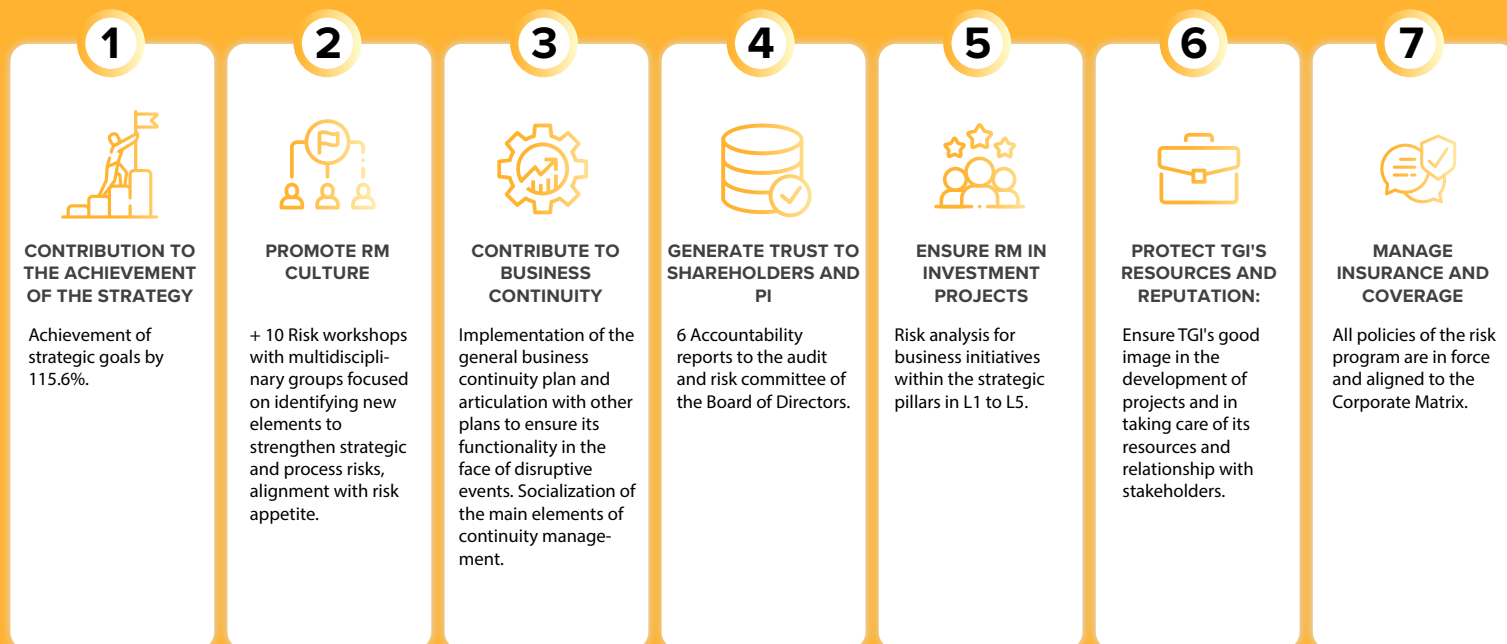
- **Code of Ethics and Conduct.**
- **Corporate Governance Code.**
- **Risk Management Policy.**
- **Internal Control and Prevention of Fraud and Corruption Policy.**
- **Sustainability Policy.**
- **Anti-corruption and Anti-bribery Business Ethics Policy.**
- **Internal Audit Statute.**
- **Presidency Guidelines.**
- **Corporate Strategic Plan (CSP).**
- **Integrated Management System (IMS).**
- **Risk Management and Administration System.**
- **SAP Hanna Information System.**
- **Board of Directors Committees, Advisory and Monitoring Committees, and Compliance Committees.**
- **Application of International Standards for the Professional Practice of Internal Auditing.**
- **Periodic training on Control Architecture and Ethics and Compliance Program.**

b) Description of the Risk Policy and its implementation during the period

TGI has a Risk Management policy, which was approved on December 27, 2017 in GEB's presidency committee and was adopted on January 28, 2018 through TGI's Board of Directors.

The commitments and their fulfillment within the 2022 management policy are described below:

- **Contribute to the achievement of the Company's strategy and continuous operational improvement.**
- **Promote and develop the risk management culture at all organizational levels.**
- **Contribute to the guarantee of business continuity through risk management.**
- **Generate trust among shareholders and stakeholders by transparently reporting the risks and the measures implemented to control them.**
- **Ensure that risks are identified and assessed when making decisions on investment projects, and that measures are taken to mitigate them.**
- **Protect the Company's resources and reputation.**
- **Manage the necessary insurance and coverage for insurable risks in order to mitigate the financial impact in case of losses, seeking the best technical and economic conditions.**



RESPONSE AND MONITORING PLANS FOR KEY RISKS

Out of a total of 155 strategic risk controls defined for 2022, the level of compliance is satisfactory, guaranteeing their full implementation during the year.

c) The company's risk management systems and their application during the period

During 2022 the main aspects of risk management were:

- The Risk Management index as of December 31 was 87%.** This indicator measures strategic risk management, by weighting factors that are related to the effectiveness of risk management, response planning, alignment with corporate strategy, materialization of extreme, high and moderate risks, and their follow-up and control.

It measures integral risk management, by weighing factors that will measure planning, risk management effectiveness, risk response planning, follow-up and control of risk response plans and the impact on the materialization of the organization's strategic variables.
- Execution of action/risk response plans:** Corresponds to the factor that will measure the adequate implementation of the risk response or action plans, the objective is to ensure that the plans are executed on the defined dates and that they are followed up.
- Effectiveness of response plans:** Corresponds to the factor that will measure the effectiveness of the response plans in relation to the materialization of these, with the objective of ensuring response or action plans that respond to the strategy defined to address the risk. It weights the materialization of extreme risks at 50%, High 30%, Moderate 15% and Low 5%.
- Risk management planning:** Corresponds to the factor that measures risk planning management and the respective development of risk workshops.
- Risk identification:** Corresponds to the factor that measures risk identification management from the planning phase.
- Impact on strategic variables:** Corresponds to the factor that measures the impact of risk materialization on the variables of time, cost, reputation and occupational health and safety, according to the valuation levels of these variables in the project risk matrix.

c) The company's risk management systems and their application during the period.

During the year, the following early warnings were presented, analyzed and submitted to the governance bodies for risk management:

- **Early alert for R1:**
Unfavorable regulatory changes to the company's interests due to the entry into force of Resolution CREG 175.
- **Early warning for R7:**
Failure to meet the company's financial goals to ensure analysis of the impacts of regulatory and other business risks on P&G variables.
- **Early warning for R2:**
Failure to achieve the promise of value of the investment projects due to deviations in scope, time or cost for accepting the execution of the IPAT project, taking into account that the efficient values recognized by the CREG are not competitive for the current market conditions.
- **Early alert for R5:**
Social incidents in the execution of TGI's operations and projects due to non-compliance with the commitments acquired for Social Investment with Communities by the contractor.

The foregoing made it possible to proactively mitigate the risks exposed and, through a more detailed analysis at the regulatory level, more robust actions were implemented to restrain and postpone the economic impact that regulation brings with it. Six reports were made to the Audit and Risk Committee of the Board of Directors, in which it was informed that during the year 2022 there were 4 risk materialization events associated with:

- Social incidents in the execution of TGI's operations and projects.
- Non-continuity of critical business functions.
- **Unfavorable regulatory changes to company's interests.**
- Failure to achieve the company's financial goals.

THE CHALLENGES ARE:

- Ensure the alignment of strategic risks to the new risk appetite framework through an economic impact analysis by economic variable, of those with high and extreme risk profile.
- Support the risk analysis of different initiatives of the Strategic Pillars and the Maturity model of projects and/or innovation that allows a correct decision making.
- Ensure the articulation of the Business Continuity Plan from the operational processes for disruptive event scenarios (Emergencies) that affect the provision of service and the proper functioning of critical processes.
- Ensure the identification and incorporation of emerging global trends that could generate risks and affect the continuity and sustainability of the business.

THE FOLLOWING WAS THE STRATEGIC RISK MATRIX OF TGI S.A. ESP FOR 2022:

Strategic Risks

1	Unfavorable regulatory changes to the company's interests.	10	Failure to incorporate value-generating businesses.
4	Non-continuity of critical business functions.	11	Reduction of the contribution of the Ballena-Barranca infrastructure.
3	Labor accidents affecting third parties and material damages.	14	Economic losses or reputational impact due to unfavorable court decisions.
5	Social incidents in the execution of TGI's operations and projects.	12	Loss of confidentiality, integrity or availability of information systems.
6	Sanctions by the environmental authority.	2	Failure to achieve the promise of value of TGI's investment projects due to deviations in scope, time or cost.
7	Failure to achieve company's financial goals.	13	Failure to have the appropriate and motivated human capital to leverage the development of the strategy and transformation.
8	Fraud.	15	Climate change.
9	Corruption.		

IMPACT



IR# Inherent risk/Uncontrolled risk assessment

IR# Controlled Risk/Controlled Risk Assessment

REVENTION OF MONEY LAUNDERING AND FINANCING OF TERRORISM

In order to prevent Money Laundering and Financing of Terrorism in TGI S.A. ESP, during the year 2022, at the request of the different areas, **checks were made in control lists of the different stakeholders, such as:** collaborators, suppliers, clients, holders of real rights, among others. This was done through the World-Check One tool, which allows individual consultations of natural and legal persons in official national and international restrictive lists, which was reported by the Compliance Officer to the Audit and Risk Committee on a bimonthly basis. In those cases where there was a match classified as type 2 or 3, that is, those related to OFAC list, UN or crimes related to Money Laundering, Terrorism Financing

corruption or bribery, among others, the Compliance Department conducted a due diligence in order to perform the reputational and compliance risk analysis, in accordance with Procedure P- GEG - 019 of verification in control lists. The results of the due diligence were presented for consideration by the Ethics and Compliance Committee together with non-binding recommendations for each specific case.

The results of the checklists and due diligence performed were reported by the Compliance Officer to the Audit and Risk Committee of the Board of Directors on a bimonthly basis.



TGI'S GENERAL SHAREHOLDERS' MEETING

The General Shareholders' Meeting is the highest corporate governing body of TGI S.A. ESP

and represents the main mechanism to provide information to shareholders and to advance their effective control over the Company's performance. During 2022, three (3) shareholders' meetings were held: one ordinary and two extraordinary meetings,

in which some decisions related to the conformation of the Board of Directors, the distribution of dividends and the modification of the Company's Bylaws were adopted. These meetings were attended by more than 99% of the shares, as detailed below:

No.	Assembly	Fecha	Convocatoria	Principales decisiones	% de participación
54	Ordinary	March 25, 2022	March 2, 2022	<ul style="list-style-type: none">Election of the President of the Assembly.Election of the Committee for the Approval of the Minutes of the Assembly.Consideration of the Financial Statements as of December 31, 2021 and its annexes: (i) sustainability report 2021; (ii) corporate governance report 2021; (iii) report of transactions with related parties; and (iv) individual and consolidated financial statements for the period from January 1 to December 31, 2021, which were duly audited by the Statutory Auditor.Consideration of the Profit Distribution and Dividend Payment Project.	Total shares represented: 145.397.958 (99%)
55	Extraordinary	June 17, 2022	June 10, 2022	<ul style="list-style-type: none">Election of the President of the Assembly.Election of the Committee for the Approval of the Minutes of the Assembly.Re-election of the Statutory Auditor..	Total shares represented: 145.396.758 (99%)
56	Extraordinary	September 16, 2022	September 9, 2022	<ul style="list-style-type: none">Election of the President of the Assembly.Election of the Committee for the Approval of the Minutes of the Assembly.Reform of the Corporate Bylaws.Election of members of the Board of Directors of TGI S.A. ESP.Amendment to the Rules of Procedure of the General Shareholders' Meeting.	Total shares represented: 145.397.697 (99%)

Law 222 of 1995, which amended Book II of the Code of Commerce, determines that the Meeting shall deliberate with a plural number of partners representing at least half plus one of the subscribed shares, unless the corporate bylaws stipulate a lower quorum. Following these guidelines, both the Company's Bylaws and the corresponding Regulations of the General Shareholders' Meeting comply with the provisions of the higher standard. It was verified that the calls to the General Shareholders' Meetings were published on TGI S.A. ESP's website, taking into account Article 34 of the current Bylaws.

Regarding the term of the call for the ordinary session of the General Shareholders' Meeting, it is ratified that it was carried out 15 business days in advance and the shareholders were informed

about the power to exercise their right of inspection; and in the case of extraordinary sessions, they were held satisfactorily five calendar days in advance. All of the above in compliance with article 34 of the company's current Bylaws.

It is important to point out that, in General Shareholders' Meetings, both ordinary and extraordinary, the participation of the majority and minority shareholders is guaranteed, as evidenced in the respective minutes, thus complying with numeral 2 of the Government Code. Corporate Law and articles 36, 37 and 41 of the current Bylaws. During the 2022 term, there was no knowledge of the disposal of any of the company's shares by any of the shareholders, nor was any request received from them.

TGI'S SENIOR MANAGEMENT

TGI S.A. ESP'S SENIOR MANAGEMENT, IN ACCORDANCE WITH THE CORPORATE STRATEGY, DEVELOPS ITS FUNCTIONS AT CORPORATE LEVEL

in such a way that it defines guidelines and makes decisions for the execution of the corporate strategy. The head of TGI S.A. ESP is the President, appointed by the Board of Directors, who appoints eight (8) Vice Presidents which together constitute the Senior Management of TGI S.A. ESP.

More information is available on the website: [\(Fig. 1\)](#).



Our
Team

(Fig. 1)

I. Management Committees

In addition to the Board of Directors Committees, TGI S.A. ESP has management committees, whose purpose is to guide the operation of TGI S.A. ESP through Presidential Guideline **No.19 of December 18, 2017**, modified by Presidential Guideline **No. 16 of 2022**, in which the management committees were established and the guidelines for the regulation of each one of them were set. Thus, the committees are as follows:

MANAGEMENT COMMITTEES 2022.

Advisory and Monitoring Committees

These committees are responsible for advising senior management on strategic decisions related to the administrative, financial, investment, project and operational management of the company, as well as for monitoring the decisions taken.

These committees are the following:

1. Presidency Committee.
2. Commercial and Regulatory Committee.
3. Financial and Investment Committee.
4. Projects Committee.
5. Sustainability Committee.

Compliance Committees

These are committees that seek to comply with the internal and external regulations of the organization and ensure the control of organizational processes.

These committees are the following:

1. Ethics and Compliance Committee.
2. Hiring Operating Committee.
3. Technical Standardization Committee.
4. Joint Committee on Safety and Health at Work - COPASST.
5. Labor Coexistence Committee.
6. Housing Loan Committee.
7. Occupational Health, Safety and Road Safety Committee.
8. Diversity, Equity and Inclusion Committee.
9. Information Management Committee.
10. Talent and Salary Administration Committee.

During 2022, the guidelines that regulate the Management Committees, both monitoring and compliance committees, were updated.

This update consisted of: reviewing the current structure of the committees, making the required adjustments to ensure their operation and creating new committees in accordance with the current corporate strategy, organizational structure, recommendations

of the Internal Audit Management, among others; in order to organize the instances of recommendation and approval of the different issues within the Company. Additionally, in each management committee, **training sessions were held to socialize the changes in the guidelines, strengthen the organizational culture in terms of corporate governance and its best practices.**

II. REMUNERATION OF SENIOR MANAGEMENT:

Remuneration has a fixed part assigned according to the nature of the function based on the complexity and responsibility of the position, within the framework of the principles of internal equity and external competitiveness, and another variable part associated with the results, performance and competencies of the company, consisting of a bonus that does not constitute a salary factor. Additionally, there is a part of benefits aimed at satisfying complementary needs.

CONCLUSIONS

As a result of this Corporate Governance Report for 2022 of TGI S.A. ESP, it can be concluded that throughout this year the process of strengthening the organizational culture in terms of Corporate Governance and the institutional framework continued. Likewise, the Corporate Governance Code and the regulations of the administrative bodies were fully complied with. Finally, it should be noted: **(i)** Of the 7 members of the Board of Directors, at least 2 of the members must be independent and make declarations of independence ; **(ii)** TGI's Code of Ethics and Conduct and the Code of Ethics and Conduct of Suppliers

and Contractors were approved; **(iii)** Corporate Governance instruments were updated: Bylaws, Regulations of the Shareholders' Meeting, Regulations of the Board of Directors, Regulations of the Corporate Governance, Sustainability and Human Talent Committee, Regulations of the Operating Committee and the Business Group Agreement; **(iv)** The Labor Disconnection Policy for TGI was approved based on Law 2191 of 2022; **(v)** and **(vi)** The Corporate Policy on Climate Change was approved in the terms presented by management. Likewise, convincing measures were adopted to implement best practices in Corporate Governance.

RECOMMENDATIONS

It is recommended to continue with the process of strengthening the organizational culture of corporate governance.



Energía para
prosperar

