



Version No.08
Last update date: May 19, 2021

INTERNAL REGULATIONS OF THE AUDIT AND RISK COMMITTEE OF THE TGI S.A. BOARD OF DIRECTORS E.S.P.

Article 1. – Nature

The Transportadora de Gas Internacional S.A. ESP. (hereinafter the Entity or TGI) as a subsidiary of the Bogotá Energy Group has its own Audit and Risk Committee. The Audit and Risk Committee is a body established by the Statute of the Company and whose members are elected by the Board of Directors of TGI, to support its management in regard to the implementation, monitoring and evaluation of the internal control of the entity, as well as its continuous improvement.

Article 2.- Purpose of the Audit and Risk Committee

The Audit and Risk Committee of the Board of Directors (hereinafter the “Committee”) aims to verify with the supervisory authorities and the company’s fiscal auditor that the Administration complies with the accounting procedures in accordance with the current regulatory framework, the analysis of the Auditor’s recommendations in relation to the Financial Statements and the revision of the Company’s Control Architecture. It also oversees and evaluates the Internal Control System of the Company including risk analysis, to recommend and issue a concept to the Board of Directors and fulfill the other functions that correspond to it in accordance with the Act, the Statute and this regulation.

In addition, the Audit and Risk Committee will monitor compliance with the internal audit program, which must consider business risks and fully evaluate TGI areas. It will also ensure that the preparation, presentation, and disclosure of financial information is in accordance with the provisions of the law.

Article 3.- Scope

This Regulation is of general application and obligatory for the members of the Committee.

Article 4.- Composition of the Committee

The Committee shall be composed of at least three (3) members of the Board of Directors, including - as far as possible- all independent members. At least one of the members must be an expert in financial matters.

The President of the Society will be present with a voice but without a vote.

Article 5.- Appointment and term

The members of the Committee will be appointed by the Board of Directors to carry out their functions for the same period that corresponds to each one of them as a member of the Board of Directors of the Company and may be removed at any time.

Article 6.- Chairman

The Committee shall be presided by an independent member of the Board of Directors.

The members of the Committee shall elect from among them their Chairman, to be their representative before the Board of Directors and to conduct meetings, whether ordinary or extraordinary, for a period



Version No.08
Last update date: May 19, 2021

of one (1) year, which shall be deemed to be automatically extended until the Committee removes or elects a new President.

Article 7.- Functions of the President

The functions of the Chairman of the Committee are as follows:

- (i) To preside over the meeting and manage the discussions.
- (ii) To ensure the implementation of commitments made in the Committee.
- (iii) Compliance with and enforcement of this Regulation.
- (iv) Addressing questions and resolving doubts arising regarding the implementation of this Regulation.
- (v) To present and disseminate reports and recommendations made within the Committee to the Board.
- (vi) Other assignments by the Board of Directors.

Paragraph: The Chairman of the Board may hold private meetings with the internal auditor, the tax auditor and the company's risk area.

Article 8.- Secretary

The Audit and Risk Committee will also have a Secretary, who will be the Secretary of the Board of Directors.

The functions of the Secretary are as follows:

- (i) Convocation of meetings.
- (ii) Provide information in a proper manner, following the guidelines set out in the rules governing the convening of meetings of the Board of Directors. The information required to participate in the meetings will be forwarded to the alternate members when the principal member notifies them of the need for them to be summoned to fill their temporary or permanent absence.
- (iii) Maintain documentation and ensure that the progress of the sessions is properly reflected in the minutes.
- (iv) Ensure the formal and material legality of the activities of the Committee and ensure that its procedures and rules of governance are respected and regularly reviewed.
- (v) To record the minutes of the meetings of the Committee.
- (vi) Follow-up to commitments made at the meetings of the respective Committee.

Article 9.- Invitations to the Committee

The meetings of the Committee shall be attended by the Internal Audit Manager, the Director of Compliance and the Planning and Performance Manager who shall have a voice but not a vote and shall



Version No.08
Last update date: May 19, 2021

be responsible for organizing all the activities and tasks carried out by the Committee, in coordination with its Secretary.

The Auditor General and the Director of Compliance of the Grupo Energía Bogotá, and the Auditor Fiscal of the Company will attend the meetings with a voice and without a vote. The Director of Strategic Planning of the GEB may be invited where the Administration or the Committee so considers.

Likewise, other members of the Board of Directors, as well as those associates and independent advisers to whom the Committee has assigned specific activities or whenever the Committee follows up on the implementation of improvement plans, may be invited or participated, in order to report and provide the clarifications that the Committee deems necessary.

Article 10.- Functions of the Committee.

The Committee will have the following functions:

1. Give yourself your own rules of procedure.
2. Review and approve the Internal Audit Annual Work Plan and the annual activity report, which shall take into account the business risks and the comprehensive evaluation of the areas of the Company considering the priority-setting according to the significant risks.
3. Verify that the preparation, presentation, and disclosure of financial information is in accordance with the provisions of the Act.
4. Review the closing financial statements before submitting them for consideration by the Board of Directors and the General Meeting of Shareholders.
5. Know the procedures for monitoring and disclosure of financial information and ensure that it is presented in an appropriate form as submitted to you by the Administration or Internal Audit Manager.
6. Be aware of any significant deficiencies in the design and operation of internal controls that would have prevented the Company from properly recording, processing, summarizing and presenting financial information, as submitted to you by the Administration, the Internal Audit Manager or the tax audit.
7. Know the cases of fraud that may have affected the quality of financial information as submitted to you by the Administration, the Internal Audit Manager or third parties using the channels established for that purpose.
8. Be aware of changes in the methodology for evaluating financial information as submitted to you by the Administration.
9. Recommend internal audit and control policies and, if necessary, their modifications or substitutions.
10. Recommend policies relating to the prevention and control of money laundering and terrorist financing and get acquainted with the semi-annual report submitted by the Enforcement Officer on the subject.
11. Recommend the adoption or modification of the company's risk management policy.

12. Recommend and supervise the management of the enterprise's cyber security risk and compliance with related policies in order to mitigate its potential impact on the company's operations.
13. Evaluate, prior to submission to the Board, the proposals for the selection of the fiscal auditor submitted to you by the management, following submission for decision by the General Meeting of Shareholders.
14. Be the interlocutor of the Management Board to the Auditor and inform the Board of Auditors of situations that may restrict their access to information or jeopardize their independence in the conduct of financial audit, as well as to assess the quality and effectiveness of their services.
15. Monitor and evaluate that accounting and financial procedures are in line with the policies recommended by the Management and Board of Directors.
16. Recommend the risk matrix of society to the Board of Directors.
17. Monitor and report regularly to the Board of Directors on the effective implementation of the company's risk matrix, so that key financial and non-financial risks, in balance sheet and off-balance, are properly identified, managed and disclosed to the board.
18. Review the implementation of risk controls on a quarterly basis.
19. Review annually the evaluation of the effectiveness of the implementation of risk controls that mitigate their impact and probability of occurrence.
20. Review and make recommendations on proper insurance of risks through applicable policies in accordance with the company's insurance scheme.
21. Evaluate, classify and recommend to the Board of Directors of the Company or to the administrative top, the measures for the management and management of conflicts of interest that are submitted to it, in accordance with the terms of the Conflict of Interest Management Policy.
22. Propose to the Board of Directors the structure, procedures and methodologies necessary for the functioning of the Internal Control System of the Company, in accordance with the policies or guidelines of the Grupo Energía Bogotá, and follow up their implementation in order to establish whether the designed procedures reasonably protect the assets and interests of the Corporation.
23. Approval of the Internal Audit Statute.
24. Consider and review with the management, the Auditor and the Internal Audit Manager the following:
 - (a) Significant findings during the period, including the status of the recommendations of the previous audit.
 - (b) Any difficulties or restrictions presented in the course of the audit work, including restrictions on the scope of activities or access to necessary information.

25. Regularly monitor compliance with the Code of Ethics and the effectiveness of the system of anonymous complaints received through the Ethics Channel, as well as advance in matters of its competence, verification procedures of reports received by evaluating the unethical actions that are presented and the content of complaints and submit relevant recommendations to the Board of Directors.
26. Verify that the management has followed the suggestions and recommendations proposed by internal, external auditors, the Auditor and other internal and external supervisory bodies.
27. Propose to the Board of Directors the selection, appointment, and termination of the Internal Audit Manager or whoever performs his or her functions, as well as proposing to the Management Board the appointment of the Compliance Officer.
28. Verify the independence and effectiveness of the internal audit function, receive regular reporting on its activities, set performance targets for the Director of Compliance and the Manager of Internal Audit and evaluate its compliance, and verify that the senior management takes into account the findings and recommendations of its reports.
29. Recommend to the Board of Directors, the approval of transactions with linked parties, in the terms specified in the respective policy.
30. Review the Auditor's report, and if it contains reservations, negative opinions and/or emphasis paragraphs, issue a statement on its content and scope, in case of agreement with them, recommend actions to solve the situation or, if not, assess and justify the reasons for the discrepancy, which should be included in the Management Report for submission to the General Meeting of Shareholders and publication on the Company's website www.tgi.com.co
31. Adopt the Annual Plan of Work of the Committee on the basis of assigned functions and define the timetable of annual meetings.
32. The others assigned to it by the Law and the Board of Directors.

Paragraph: The foregoing, without prejudice to the fact that the Board of Directors may know and analyze the topics described in this article without prior review by the Committee.

Article 11.- Meetings of the Committee

The Committee shall meet regularly on a quarterly basis and extraordinarily as often as requested by the Administration, or by the members of the Committee, at the domicile of the Society.

Paragraph: The Audit and Risk Committee may hold non-presidential meetings on the same terms as those established for non-personal meetings of the Board of Directors.

Article 12.- Convocation of the Committee

The same rules shall apply to the convocation of meetings of the Board of Directors.



Version No.08
Last update date: May 19, 2021

The provisions of the preceding subparagraph shall not apply in the case of the convening of meetings of the Committee at the request of its Chairman, for the consideration of complaints from the Committee's Ethical Channel of Competence.

Article 13.- Quorum for deliberation and decision-making

The Committee shall deliberate and decide validly, in the presence of at least two (2) of its members. In cases where 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 that have been raised in the Committee on the matter.

Article 14.- Records

The Secretary of the Committee shall record the progress of the meeting and the decisions taken, which shall be made available to all members of the Board of Directors.

Paragraph one.- The minutes of the meetings of the Committee shall be drawn up in accordance with the Statute, the Rules of Procedure of the Board of Directors and other applicable regulations.

Paragraph two. The documents known to the Committee to support its decisions shall form an integral part of the Minutes and shall be attached to them.

Such annexes shall be properly identified and filed and numbered and will be kept under appropriate conservation and custody measures.

Article 15. Reports

The Committee shall submit the following reports to the Board of Directors:

- (a) The reports, decisions and observations of the Audit and Risk Committee shall be recorded and submitted to the Board of Directors at the request of the Board.
- (b) When situations of significant importance to the company occur, the Audit and Risk Committee shall submit a special report to the Board of Directors on such situations.

Article 16. Documents

In order to fulfil its functions and to its objectives, the Audit and Risk Committee shall be aware of at least the following information:

- (a) The financial statements of the entity.
- (b) The opinion of the financial statements issued by the Auditor's Office.
- (c) Internal control reports issued by the Office of Auditors and/or letters of recommendation or comments submitted by it.
- (d) Annual Plan of Internal Audit and Audit Office.
- (e) Observations submitted by the Public Service Superintendence or any other entity as a result of deficiencies detected in the internal control system.



Version No.08
Last update date: May 19, 2021

- (f) External Management and Results Audit Reports.
- (g) Confidential reports of complaints received through the Ethics Channel.
- (h) Reports on the outcome of audits carried out by the Bogotá Controller.

Article 17.- Remuneration of members of the Committee

The members of the Committee will receive as fees those indicated by the General Assembly of Shareholders in accordance with the provisions of the second paragraph of the Article 51 of the Company's Bylaws or the regulation that modifies, adds or

repeal **Article 18.- Recruitment of independent advisers**

For the performance of its functions, the Board may request the management to hire independent specialists in specific cases where it deems it appropriate, in accordance with the Company's Recruitment Manual.

Article 19. - Validity

This Regulation shall apply from the date of its adoption by the Audit and Risk Committee of the Board of Directors.