



CHAPTER I

NAME, LEGAL NATURE, REGISTERED OFFICE, AND CORPORATE PURPOSE

Article 1: Name and Legal Nature.

The company shall operate under the corporate name TRANSPORTADORA DE GAS INTERNACIONAL S.A. ESP, which may be identified for all purposes using the abbreviation TGI S.A. ESP (hereinafter, “the Company”).

TRANSPORTADORA DE GAS INTERNACIONAL S.A. ESP is a public utilities company, incorporated as a joint-stock company pursuant to the provisions of Law 142 of 1994.

The Company has administrative, financial, and budgetary autonomy and conducts its activities within the scope of private law as a commercial enterprise.

Article 2: Registered Office.

The Company shall have its principal registered office in Bogotá D.C., Republic of Colombia, and may establish branches, agencies, offices, or sectional or operational units anywhere in Colombia or abroad to carry out the activities within its corporate purpose, in accordance with these bylaws.

Article 3: Duration.

The duration of the Company shall be indefinite.

Article 4: Corporate Purpose.

The Company’s corporate purpose is the planning, organization, design, construction, expansion, enlargement, maintenance, operation, and commercial exploitation of natural gas transportation activities and other activities related to hydrocarbons and associated gases in all their forms and origins. It may also commercially exploit the capacity of pipelines owned by third parties, for which a capacity availability fee is paid.

In pursuit of its corporate purpose, the Company may carry out the following activities in Colombia and abroad:

- i. Operate and maintain gas pipeline networks.
- ii. Commercially exploit the capacity of third-party pipelines under capacity availability agreements.
- iii. Plan and coordinate the resources of the gas transportation system.
- iv. Administer and transport combustible gas in the wholesale market.



- v. Carry out activities related to its purpose, including storage, liquefaction, regasification, dehydration, processing, use, transformation, and other additional or complementary industrial processes.
- vi. Invest in shares or equity interests in other companies.
- vii. Design, construct, directly or through third parties, acquire, operate, manage, maintain, and handle pipelines, as well as receipt, delivery, compression, treatment, and supply stations, terminals, and, in general, all movable and immovable property required for the fulfillment of its corporate purpose.
- viii. Design, construct, expand, enlarge, maintain, operate, and commercially exploit hydrocarbon transportation systems in all their forms.
- ix. Negotiate, enter into, grant, execute, and perform all legal acts and contracts necessary to fulfill the corporate purpose, subject to applicable laws.

Additionally, to fulfill its purpose, the Company may especially carry out the following activities (without prejudice to engaging in other activities related to said purpose):

- i. Acquire by any title and lease or manage all kinds of movable or immovable property, equipment, and implements; pledge or mortgage its assets; and sell, limit, or encumber them in any form.
- ii. Acquire or manage any real estate or facilities to efficiently develop its corporate purpose.
- iii. Enter into and execute loan agreements with or without interest and establish or accept real or personal guarantees to secure its obligations.
- iv. Issue, endorse, discount, protest, and/or accept all types of negotiable instruments and negotiate other credit, civil, or commercial documents as required by the development of its business.
- v. Contract loans and insurance in accordance with the law and carry out all financial operations necessary to obtain funds or other assets for its business.
- vi. Enter into contracts to execute its activities directly or through contractors, agents, delegates, or representatives.
- vii. Establish, under any legal form, consortia, joint ventures, temporary unions, or other types of associations with national or foreign firms to develop projects related to its purpose.
- viii. Promote and participate as a partner in companies and contribute all kinds of assets to



them.

- ix. Provide services internationally within its field of activity.
- x. Obtain and exploit intellectual property rights over trademarks, designs, insignias, patents, internet domains, and any other intangible assets, and obtain the respective registrations at the national and international levels.
- xi. Represent natural or legal persons before public or private entities within the scope of the Company's purpose.
- xii. Establish subsidiaries, branches, or representations exclusively to develop its corporate purpose.
- xiii. Settle, waive, and submit to arbitration any disputes in which it has an interest.
- xiv. Collect taxes, fees, and contributions that it is entitled to under current regulations.
- xv. Encumber, limit, or dispose of Company assets, in accordance with these bylaws and applicable regulations.
- xvi. Promote scientific and technological activities related to its purpose, as well as their technical and economic application.
- xvii. In general, perform all acts and enter into all contracts, operations, and industrial processes, including hydrocarbon storage and processing, that are related to or promote its corporate purpose, or that fulfill obligations or exercise rights arising from its existence or activities.

Paragraph 1: Each of the activities listed above shall be understood as independent from one another. Consequently, these activities cannot be restricted or limited by the application, interpretation, or reference to another activity or by the Company's corporate name.

Paragraph 2: The Company may not guarantee third-party obligations, nor those of its shareholders or employees, except with the express authorization of the General Meeting of Shareholders, and only if related to the fulfillment of the corporate purpose.



CHAPTER II CAPITAL

Article 5: Authorized Capital.

The authorized capital of the Company is one trillion five hundred eighty-one billion one thousand five hundred fifty pesos and sixty-seven cents (\$1,581,000,001,550.67), representing one hundred forty-six million eight hundred forty-three thousand six hundred eighty-six (146,843,686) registered ordinary shares, each with a nominal value of ten thousand seven hundred sixty-six pesos and approximately 55.07766583 cents (\$10,766.5507766583).

The authorized capital may be increased at any time through the corresponding amendment of the bylaws, approved by the General Meeting of Shareholders and duly formalized as provided by law and these bylaws.

Article 6: Subscribed Capital.

Of the authorized capital, the amount subscribed is one trillion five hundred sixty-five billion four hundred eighty-six million seven hundred eighty thousand pesos (\$1,565,486,780,000), corresponding to one hundred forty-five million four hundred two thousand eight hundred fourteen (145,402,814) shares.

Article 7: Paid-in Capital.

Of the authorized capital, as of the date of execution of this deed, the sum of one trillion five hundred sixty-five billion four hundred eighty-six million seven hundred eighty thousand pesos (COP 1,565,486,780,000) has been paid.

CHAPTER III SHARES AND SHAREHOLDER RIGHTS

Article 8: Shares.

The Company's ordinary shares are classified into the following four (4) classes:

- (i) Class A: Shares issued to entities defined as state entities under Law 80 of 1993.
- (ii) Class B: Shares subscribed by persons or entities considered part of the solidarity sector under Article 60 of the Colombian Constitution, Article 3 of Law 226 of 1995, and second paragraph of numeral 3, Article 16 of Law 789 of 2002.



- (iii) Class C: Shares owned by the qualified operator, who shall meet the requirements set forth in Chapter 4 of the TGI S.A. ESP Share Subscription Regulation.
- (iv) Class D: Shares subscribed by all other persons not included in the above three (3) classes.

Article 9: Reserved Shares.

Reserved shares shall be issued by the Company's Board of Directors, which shall regulate the subscription in accordance with the applicable legal provisions and these Bylaws.

Article 10: Characteristics of Shares.

The Company's shares, regardless of class, shall be represented by registered certificates signed by the General Manager and the Legal Director, and shall comply with the other requirements established by law and these Bylaws.

Paragraph: The Company may, at any time, by resolution of the General Meeting of Shareholders and in accordance with these Bylaws and the law, create preferred shares, enjoyment shares, labor shares, non-voting preferred dividend shares, and establish different series and classes for each.

Article 11: Share Certificates and Content.

The Company shall issue to each shareholder a certificate proving their ownership of the total number of shares they hold. The Company shall not issue certificates for fractional shares. Certificates, whether provisional or definitive, shall be issued in continuous series, signed by the General Manager and the Legal Director. The certificates shall contain the information required by law and these Bylaws.

Paragraph 1: Until the shares are fully paid, the Company shall issue provisional certificates to subscribers.

Paragraph 2: In addition to the general requirements, certificates for non-voting preferred dividend shares shall indicate the special rights they confer.

Article 12: Preemptive Rights.

Shareholders shall have the right to subscribe, in proportion to the shares they hold on the date the competent corporate body approves the subscription regulation, any new issuance of shares.

The offer notice shall be made through the communication channels provided for in these Bylaws for convening the General Meeting of Shareholders. The acceptance period shall be no less than fifteen (15) business days. If any shareholder decides not to exercise their preemptive right, the other shareholders shall have the right to increase their shareholding



proportionally regarding the shares for which the right was not exercised.

Notwithstanding the preemptive right established herein, the General Meeting of Shareholders may decide, with the favorable vote of no less than seventy percent (70%) of the shares present, that the shares be placed without being subject to the preemptive right or the residual preemptive right established in Article 13..

Article 13: Residual Preemptive Right.

The share issuance and placement regulation shall establish a residual preemptive right, subsequent and subordinate to that of the Company's shareholders and their assignees — if the shareholders have assigned their preemptive subscription rights as provided by law — in favor of active employees, employee funds, and employee cooperatives of the Company, seeking to democratize share ownership. This right shall be exercised within a term of thirty (30) business days following the end of the shareholders' preemptive right period and before offering the shares to the public.

Article 14: Share Transferability.

Shares shall be freely transferable, and shareholders may dispose of them without being subject to the preemptive right, without prejudice to the restrictions and provisions established in this Article and by law.

Unpaid shares may also be transferred, but the subscriber and subsequent acquirers shall be jointly liable for the unpaid amounts.

To have effect on the Company and third parties, the transfer shall be registered in the Shareholder Registry Book by written order of the transferor. This order may be given as an endorsement on the respective certificate or by transfer letter. For new registration and certificate issuance, prior cancellation of the transferor's certificates shall be necessary.

Article 15: Shareholder Registry.

The Legal Department shall maintain a Shareholder Registry Book, duly registered with the chamber of commerce of the principal domicile, to record the shares in the names of their respective holders, indicating the amounts corresponding to each. Likewise, the book shall record issued certificates, their number, registration date, transfers, encumbrances, judicial claims, pledges, limitations of ownership, and other events with legal significance over the shares.

The Company shall recognize as shareholder the person registered in the Shareholder Registry Book, under the registered number of shares and conditions.

Acts of transfer, encumbrance, limitation, attachment, or adjudication shall have effect on the Company and third parties only upon registration in the Shareholder Registry Book, which the Company may deny only by order of competent authority or when necessary



requirements or formalities have not been fulfilled.

Article 16: Shareholders in Default.

When a shareholder is in default on payment for subscribed shares, they may not exercise the rights inherent to those shares. For this purpose, the Company shall record the payments made and the outstanding balances for each subscribed share.

In case of default on overdue obligations for subscribed shares, the Company, at the discretion of the Board of Directors, may pursue judicial collection or sell the defaulting shareholder's shares through a broker, or allocate received sums to release the number of shares corresponding to the paid installments, deducting twenty percent (20%) as presumed damages.

Shares recovered from defaulting shareholders shall be immediately placed without being subject to the preemptive rights set forth in Article 12 of these Bylaws.

Article 17: Loss, Theft, or Damage of Certificates.

In the event of loss or theft of share certificates, the Company shall issue a duplicate to the registered shareholder, at their cost and risk, upon verifying the claim, with the corresponding police report and the guarantees established by the Board of Directors. If the original certificate reappears, the shareholder shall return the duplicate for cancellation.

In the case of damaged certificates, issuance of a duplicate shall require delivery of the original, in its current condition, for destruction. The Company assumes no liability toward the shareholder or third parties for issuing duplicates, as the responsibility lies solely with the requesting shareholder.

Article 18: Share Buyback.

The Company may buy back its own shares, provided that the following requirements are met:

- (1) it is approved by the General Meeting of Shareholders with the favorable vote in accordance with the quorums set forth in these Bylaws;
- (2) funds used come from liquid profits; and
- (3) the shares are fully paid.

While the shares are held by the Company, the rights attached to them shall be suspended. For the sale of reacquired shares, the same procedure as for placing reserved shares shall apply.



Article 19: Pledge of Shares.

The pledge of shares shall be perfected by registration in the Shareholder Registry Book and shall not grant the pledgee shareholder rights except by express written agreement, which shall suffice for exercising the rights before the Company. In the absence of a special agreement, the Company shall recognize the shareholder as holding all rights.

Article 20: Litigation or Administrative Actions on Shares.

When share ownership or dividends are subject to litigation or administrative actions involving precautionary measures, the Company shall withhold the corresponding dividends upon notification by the competent authorities.

Selling shares subject to litigation shall require judicial authorization.

Article 21: Usufruct of Shares.

Usufruct of shares shall be perfected by registration in the Shareholder Registry Book. Unless expressly agreed otherwise, usufruct grants the usufructuary all shareholder rights, except the right to transfer, encumber, change the nature or class of the shares, or claim reimbursement upon liquidation. To exercise the bare owner's reserved rights, a signed document by both the bare owner and the usufructuary shall suffice.

Article 22: Taxes.

The shareholders shall bear all taxes that levy or may levy on the share certificates.

Article 23: Transfer of Shares.

The transfer of shares by inheritance or legacy shall be evidenced by the corresponding title; changes arising from judicial rulings or administrative acts shall be evidenced by the respective legal instrument with a record of enforceability.

For the purpose of registering such transfers, the previous record shall be canceled, the new holder shall be registered, and the corresponding certificates shall be issued.



Article 24: Absence of Liability.

The Company assumes no liability for the validity of contracts between transferors and transferees of its shares; in admitting or rejecting transfers, it shall only verify compliance with formal requirements or those established by law. Neither shall it assume liability for the validity of ownership transfers arising from judicial rulings or administrative acts, in which case it shall solely comply with the judicial or administrative mandate.

Article 25: Pending Dividends.

Pending dividends belong to the acquiring shareholder as of the date of the transfer letter, unless otherwise agreed in the same document.

Article 26: Equal Treatment.

The Company shall guarantee equal treatment to all shareholders, regardless of the number of shares held or investment value, without this entitling access to privileged information for any shareholder over another.

This equal treatment shall apply regarding inherent shareholder rights, such as:

- (i) participating and voting in the General Meeting of Shareholders;
- (ii) inspecting corporate books and documents during the legally and statutorily determined periods;
- (iii) freely trading shares, subject to Articles 12 and 13;
- (iv) obtaining prompt and timely responses to inquiries on matters subject to mandatory disclosure; and
- (v) all other rights provided by law and these Bylaws.

All Company employees and officers, as an express duty and principle, shall provide equitable treatment to all shareholders. The Company shall be committed to this principle and shall apply the same treatment to requests and claims from shareholders, regardless of the number of shares or investment amount..

Article 27: Registration of Shareholder Address.

Shareholders shall register with the Company the physical or electronic address for all communications, notices, and information related to corporate matters.

If no address is registered, it shall be presumed to be the address of the Company's Legal Department, where notifications shall be served.

Article 28: Indivisibility of Shares



Shares are indivisible; therefore, when, for any legal or contractual reason, one or more shares belong jointly to several persons, they shall appoint a single common representative to exercise the shareholder rights. Failing agreement, the judge of the main domicile shall appoint the representative upon request by any interested party. All co-owners shall be jointly liable for fulfilling obligations to the Company.

Article 29: Unit of Representation and Vote.

Except as restricted by law, each shareholder may appoint a single representative, whether a shareholder or not, to attend the General Meeting of Shareholders, regardless of the number of shares held, by written proxy indicating the proxyholder's name, any substitute, and the date or period for which it is granted.

If the shareholder granting the proxy is a legal entity, the certificate of incorporation and legal representation shall be provided.

A shareholder's representative may not split their vote; they may not vote part of the shares one way and the remainder another. However, a representative of several shareholders may follow each principal's instructions, provided they do not split the vote corresponding to a single shareholder.

Article 30: Shareholder Rights.

Shareholders shall have the rights recognized by Colombian law for shareholders of joint-stock companies, particularly: deliberation, voting, election, receipt of dividends, inspection, recovery of the corresponding contribution balance upon liquidation, and representation before the Company.



CHAPTER IV GOVERNANCE, CONTROL, MANAGEMENT, REPRESENTATION, AND OVERSIGHT

Article 31: Organization of the Company.

The governance, control, management, representation, and oversight of the Company shall be exercised, within their respective competencies, by the following main bodies:

- (i) the General Meeting of Shareholders,
- (ii) the Board of Directors,
- (iii) the General Manager, and
- (iv) the Statutory Auditor.

Each of these bodies shall exercise the powers and duties conferred by these Bylaws, in accordance with the special provisions herein and applicable regulations.

SECTION I GENERAL MEETING OF SHAREHOLDERS

Article 32: Composition.

The General Meeting of Shareholders is the Company's sovereign body, comprised of shareholders registered in the Shareholder Registry Book or their representatives or proxies, meeting in accordance with the provisions of the law and these Bylaws regarding notice and quorum.

Article 33: Functions.

In addition to those expressly assigned in other articles, the General Meeting of Shareholders shall have the following functions:

1. Freely elect and remove, at any time, the members of the Board of Directors and the Statutory Auditor, decide on their resignations and leaves, and set their remuneration, as well as that of the Committees created by the Board, upon the Board's recommendation and the respective Committee's study.
2. Decide on legal actions against administrators or the Statutory Auditor, including the corporate liability action, in accordance with applicable law.
3. Consider and approve the management reports of the Board of Directors and the General Manager on the Company's economic and financial situation and business status.
4. Approve or reject interim and year-end financial statements and accompanying



accounts, and consider the Statutory Auditor's report.

5. Decide on loss write-offs and establish necessary reserves beyond the legal reserve.
6. Allocate Company profits, set the amount, form, and deadline for dividend payments, in accordance with the law and these Bylaws.
7. Study and approve amendments to the Bylaws.
8. Issue, when deemed convenient, shares, bonds, and fixed or variable income securities, and approve waivers of preemptive rights, in accordance with the law and these Bylaws.
9. Revoke or modify any share issuance before placement or subscription, in accordance with legal or statutory requirements.
10. Authorize mergers, transformations, spin-offs, early dissolution, or the disposal of a substantial part of the Company's assets, defined as fifty percent (50%) or more of the gross asset value.
11. Authorize the reacquisition of own shares and their subsequent disposal, subject to legal requirements.
12. Adopt measures to ensure fulfillment of the corporate purpose.
13. Approve the development of mechanisms to comply with corporate governance standards.
14. Delegate, in special cases, the exercise of certain functions to the Board of Directors or the General Manager.
15. Elect one of its shareholders to chair the General Meeting of Shareholders.
16. Approve related-party transactions in accordance with the relevant policy.
17. Elect the Company's Liquidator and alternate.
18. Adopt its own internal regulations.
19. Exercise all other functions not assigned to another corporate body by the Bylaws, as well as those established by applicable regulations.
20. Address conflicts of interest in accordance with the Conflict of Interest Management Policy.



Paragraph: The functions of the General Meeting of Shareholders may be exercised in both ordinary and extraordinary meetings, unless otherwise specified by law or these Bylaws.

Article 34: Notice.

Notice of the General Meeting of Shareholders shall be given through communication sent to the physical or electronic address registered by the shareholder with the Company's Legal Department, or via publication on the Company's website www.tgi.com.co (or its successor), or through a notice published in a widely circulated national newspaper printed in the Company's principal domicile.

All notices shall be for a business day and include the date, time, and place of the meeting, as well as the meeting agenda.

For meetings to approve interim or year-end financial statements, notice shall be given at least fifteen (15) business days in advance. In other cases, five (5) calendar days shall suffice.

Paragraph 1: If two or more shareholders have authorized a third party to represent them at the General Meeting and the respective document has been submitted to the General Manager's office under Article 70 of Law 222 of 1995, that representative must also be notified under the terms specified herein.

Paragraph 2: Saturdays shall not be considered business days when calculating notice periods.

Article 35: Meeting of the General Meeting of Shareholders.

The General Meeting shall meet at the Company's principal domicile, on the date, time, and place indicated in the notice.

Meetings may be ordinary or extraordinary.

The General Meeting may meet without prior notice and at any place when all subscribed shares are represented..

Article 36: Ordinary Meetings.

Ordinary meetings shall be held, upon call by the General Manager, at least once a year within the first three (3) months following the end of the calendar year, to:

- (i) examine the Company's situation,
- (ii) evaluate the Board's and management's activities during the period,
- (iii) appoint administrators,
- (iv) determine the Company's economic directives,



- (v) consider accounts and financial statements, and
- (vi) decide on profit distribution.

Paragraph: If the General Meeting is not convened for an ordinary meeting within the first three (3) months, it shall meet by its own right on the first business day of April, at 10:00 a.m., at the principal domicile where the administration operates. The administrators shall allow shareholders or their representatives to exercise their right of inspection during the fifteen (15) business days prior to the meeting.

Article 37: Extraordinary Meetings.

Extraordinary meetings shall be held when unforeseen or urgent needs arise, upon call by the Board of Directors, the General Manager, or the Statutory Auditor, or upon the request of shareholders representing at least fifteen percent (15%) of subscribed shares.

The Board shall also call extraordinary meetings, upon duly motivated request to the Legal Department, from one or more shareholders holding at least ten percent (10%) of the outstanding shares, when it reasonably deems that the meeting is necessary to protect shareholder rights.

Article 38: Remote Meetings and Other Decision-Making Mechanisms.

In accordance with the law, a General Meeting shall be deemed held when shareholders can deliberate and decide by any means of simultaneous or successive communication. Evidence of decisions made through such remote meetings shall be preserved, including fax, internet, or any valid electronic communication showing the time, message text, audio recordings, or similar.

Decisions shall also be valid and binding when all shareholders express their vote in writing. In this case, the majority shall be calculated over the total ordinary shares in circulation. If shareholders express their vote in separate documents, these must be received within thirty (30) calendar days from receipt of the first communication. The Legal Representative shall inform shareholders of the decision within five (5) days of receiving the votes.

Paragraph: Under Article 21, Paragraph, of Law 222 of 1995 and Decree 398 of 2020, decisions made at remote meetings shall be ineffective if any shareholder fails to participate in the communication. The same applies to decisions by alternative mechanisms if any shareholder does not express their vote or exceeds the one (1) month term.

Article 39: Agenda at General Meeting of Shareholders.

At ordinary meetings, the General Meeting of Shareholders may address topics other than those listed in the agenda, upon justified request by any shareholder, which may be accepted by a simple majority vote of the shares present.

At extraordinary meetings, no decisions may be made on topics not included in the meeting notice agenda; however, by decision of the majority of the subscribed shares, other topics may be addressed once the agenda is exhausted, and in any case, administrators and other officials



whose appointment falls under the General Meeting may be removed.

Nonetheless, the following matters may only be analyzed and approved by the General Meeting if they have been expressly included in the meeting notice:

- Approval of interim and year-end financial statements;
- Bylaw amendments;
- Waiver of preemptive rights in share subscription;
- Early dissolution;
- Asset segregation or improper spin-off.

Paragraph 1: The spin-off, merger project, or transformation bases shall be available to shareholders at the principal office at least fifteen (15) business days before the meeting at which the respective proposal will be considered.

Paragraph 2: The meeting notice for the above matters shall expressly indicate the shareholders' right to exercise withdrawal rights.

Article 40: Chairing the General Meeting of Shareholders.

The General Meeting shall be chaired by a member elected from among its attendees by the majority vote of the shares represented..

Article 41: Quorum for Deliberation and Decision-Making.

The General Meeting may deliberate with a plurality of shareholders representing one-half plus one of the shares and decide with a plurality of shareholders representing one-half plus one of the ordinary shares present, except for special majorities provided by law, particularly:

- Unanimity of shares represented when, in a spin-off, shareholders of the spun-off company seek a participation different from that held in the spun-off company;
- Seventy-eight percent (78%) of shares represented for profit distribution;
- Seventy percent (70%) of shares represented to place an issuance of ordinary shares without preemptive rights;
- Eighty percent (80%) of shares represented to pay dividends in the form of fully paid shares of the Company.

Paragraph 1: If a duly called General Meeting cannot be held due to lack of quorum, a new meeting shall be called, which shall validly deliberate and decide with any number of shareholders, regardless of the shares represented. This same rule applies to meetings held by own right. This is without prejudice to the special majorities established by applicable law.

The replacement meeting shall not be held before ten (10) business days nor after thirty (30) business days from the date of the meeting that was not held.

Paragraph 2: When approving financial statements, year-end accounts, and liquidation
Bylaws updated pursuant to the reform enacted on April 22, 2025



accounts, votes corresponding to administrators or employees shall be excluded from the majority calculation, as they may not vote on such matters.

Article 42: Voting.

Each share entitles its holder to one vote in the decisions of the General Meeting.

Paragraph: Decisions adopted in accordance with legal and statutory requirements are binding on all shareholders, including dissenting and absent ones, provided they are of a general nature..

Article 43: Elections and Electoral Quotient System.

In elections and votes at the General Meeting, the following rules shall apply:

1. The Legal Director, or their designee, shall verify and announce to attendees, before voting, the number of shares represented, which shall be recorded in the minutes.
2. The Company shall implement a voting system reflecting the number of shares represented by each shareholder or proxy, allowing them to vote on each proposal.
3. The secretary shall verify the total votes cast and announce the voting outcome.
4. The electoral quotient system shall apply when electing two (2) or more persons to the Board, special commissions, or collegiate bodies, dividing the number of valid votes cast by the number of positions to fill.
5. Vote counting shall begin with the most voted list, then in descending order, declaring elected from each list the number of names corresponding to the number of times the quotient fits into the votes cast for that list.
6. Remaining positions, if any, shall be allocated to the highest remainders, also in descending order.
7. In case of a tie, it shall be resolved by lot.
8. Blank votes shall count only toward determining the electoral quotient.
9. A candidate's name may not appear more than once on the same list.

Article 44: Duration and Suspension of Deliberations.

Deliberations of the General Meeting may be suspended and later resumed as many times as decided by a plurality of attendees representing at least fifty percent (50%) plus one of the shares represented. However, deliberations may not be extended for more than three (3) days unless all subscribed shares are represented.



Article 45: Meeting Minutes.

Minutes of the General Meeting shall be recorded in the General Meeting Minutes Book, registered and paginated with the chamber of commerce of the Company's principal domicile. The minutes shall be numbered and include at least: place, date, and time of the meeting; number of subscribed shares; form and advance notice of the meeting; list of attendees indicating the number of shares owned or represented; matters addressed; decisions made and number of votes for, against, or blank; written statements submitted by attendees; appointments made; and date and time of adjournment.

The minutes containing the decisions of the General Meeting shall be signed by the meeting's Chair and the designated secretary, upon approval by a commission of two (2) attendees appointed by the General Meeting, if applicable, or by the General Meeting itself.

Paragraph 1: If any of the designated signatories refuse to sign, the Statutory Auditor shall sign in their place.

Paragraph 2: Copies of the minutes and general-purpose financial statements shall be sent to the Superintendence of Public Utilities. These documents shall also be submitted to the competent public entity or the Regulatory Commission when requested, in accordance with Article 19.11 of Law 142 of 1994.

Paragraph 3: For remote meetings or decisions made by written vote of all shareholders, the minutes shall be prepared and recorded in the respective book within thirty (30) calendar days following the conclusion of the agreement. The minutes shall be signed by the Legal Representative and the secretary.

Article 46: Inapplicability of Voting Right Restrictions.

The Company shall have no voting restrictions except for those established by law and applicable to preferred dividend shares without voting rights.



SECTION II BOARD OF DIRECTORS

Article 47: Composition.

The Board of Directors shall be composed of five (5) members, of whom at least one (1) must qualify as independent, according to the criteria defined in the General Meeting Regulations. The members of the Board of Directors shall be freely elected and removed by the General Meeting of Shareholders.

The Board of Directors, in accordance with Article 19, numeral 16 of Law 142 of 1994, shall be constituted in a manner that proportionally reflects the shareholding.

At least forty percent (40%) of the Board of Directors shall be composed of women..

Article 48: Responsibility of Board Members.

By accepting their appointment, the members of the Board of Directors expressly declare their expertise in carrying out the business management entrusted to them, thereby committing to joint and unlimited liability for actions and omissions that cause harm to the Company, shareholders, and third parties, even in cases of slight negligence.

Paragraph: In any case, the Company shall obtain, arrange, and pay at its own cost, insurance policies that cover the civil liability of the members of the Board of Directors..

Artículo 49: Incompatibilities.

Los miembros de la Junta Directiva no podrán estar vinculados por parentesco entre sí, ni con el Gerente General, el Revisor Fiscal, o cualquier otro empleado directivo de confianza, dentro del cuarto grado de consanguinidad, segundo de afinidad o primero civil. Neither may individuals joined by marriage or de facto marital union serve concurrently on the Board.

Parágrafo: Any appointment of a Board of Directors made in contravention of these provisions shall be void, and the prior Board shall convene the General Meeting of Shareholders for a new election.



Article 50: Chair, Vice Chair, and Secretary.

The Board of Directors shall appoint a Chair and a Vice Chair. The Secretary of the Board of Directors shall be the Company's Legal Director or the person designated for this purpose by the General Manager.

Paragraph: The main functions and responsibilities of the Chair of the Board of Directors shall be the following:

- i. Ensure that the Board of Directors effectively defines and implements the strategic direction of the Company, within the framework of the unity of purpose and direction of the Business Group to which it belongs.
- ii. Promote the governance action of the Company, acting as a liaison between the shareholders and the Board of Directors.
- iii. Plan the functioning of the Board of Directors by establishing an annual work plan.
- iv. Chair meetings, direct and moderate debates, and, when appropriate, summarize the commitments and conclusions reached in each session.
- v. Ensure the execution of the Board of Directors' agreements and monitor the follow-up of its assignments and decisions.
- vi. Monitor the active participation of the members of the Board of Directors..

Article 51: Term and Fees.

Members of the Board of Directors shall be elected by the General Meeting of Shareholders for periods of two (2) years, counted from the date of election, without prejudice to their being freely removable at any time by the General Meeting of Shareholders or eligible for reelection. If no new election is held, the current Board's term shall be understood as extended until a new designation is made.

Likewise, Board members are entitled to receive fees for attending Board meetings, as set by the General Meeting of Shareholders. The Company shall reimburse the Board members for expenses incurred in the performance of their duties as Board members, in accordance with the policies established by the Company.

Article 52: Functions.

The Board of Directors has been delegated the broadest mandate to manage the Company and thus has sufficient authority to make the necessary decisions for the Company to fulfill its purposes. In addition to the functions assigned by law or these Bylaws, the Board shall have the following functions:

1. Adopt its own regulations.
2. Appoint, evaluate, and remove the General Manager at any time; decide on their excuses, vacations, and leaves; and set their compensation. For the General Manager's appointment, the procedure in Paragraph 3 of Article 58 of these Bylaws must be followed.
3. Appoint and remove the General Manager's alternates at any time.
4. Receive, evaluate, approve, or reject the reports submitted by the General Manager on the development of their management.
5. Authorize the General Manager to delegate some of their functions according to the Bylaws and the policies and guidelines of the General Meeting.
6. Appoint and remove the Internal Auditor, and appoint the Compliance Officer and their alternate.
7. Call the General Meeting when deemed convenient or upon the request of shareholders representing one-fourth of the subscribed shares.
8. Adopt and comply with the policies and guidelines of Grupo Energía Bogotá, as the parent company under the Business Group Agreement, and set the commercial and operational excellence policies required to develop the Company's corporate purpose.
9. Submit to the General Meeting, along with the financial statements, a reasoned report on the Company's economic and financial situation and a profit distribution proposal.
10. Approve and adopt the regulations for the issuance, subscription, and placement of ordinary shares, as determined by the General Meeting or these Bylaws.
11. Oversee the proper delivery of the public service that constitutes the Company's corporate purpose and ensure compliance with the law, Bylaws, Corporate Governance Code, decisions of the General Meeting, and commitments acquired by the Company.
12. Order capital increases in the event provided under numeral 19.4 of Article 19 of Law 142 of 1994, subject to the law and these Bylaws.
13. Approve and monitor the strategic plan, business plan, and general development plans, in line with the strategic objectives defined by the parent company.
14. Approve the Company's annual budget, investment programs, maintenance and expenses programs, and financial projections, as outlined in these Bylaws.



15. Order legal actions against administrators, officers, and other Company personnel for omissions or harmful acts.
16. Approve the valuation of in-kind contributions received by the Company under Article 19.7 of Law 142 of 1994.
17. Approve personnel policies, compensation parameters proposed by the General Manager, and the annual personnel budget, per the parent company's policies.
18. Exercise functions delegated by the General Meeting.
19. Approve and lead the Company's sustainability strategy, defining its vision and objectives, approving strategies, policies, guidelines, goals, action plans, and budgets per best practices and international standards; supervise impact assessments, risk and opportunity evaluations, and progress toward goals; integrate sustainability into the Company's overall strategy and set annual sustainability goals aligned with Grupo Energía Bogotá.
20. Approve, modify, and develop the Company's corporate governance structure, the Corporate Governance Code, and other governance policies; monitor compliance and, along with the General Manager, present the Annual Corporate Governance Report to the General Meeting.
21. Approve, modify, and develop the Company's accounting and financial reporting policies, always subject to GAAP and IFRS (if applicable).
22. Ensure effective compliance with securities market regulations whenever applicable.
23. Ensure respect for shareholders' rights, per the law, Bylaws, Corporate Governance Code, and General Meeting decisions.
24. Oversee and manage: (i) conflicts of interest between the Company and shareholders, Board members, or senior management, and (ii) handle shareholder claims regarding Corporate Governance Code application.
25. Approve investment, divestment, and/or project decisions exceeding seventy thousand (70,000) legal monthly minimum wages (SMMLV).
26. Authorize the General Manager to enter into contracts, acts, and legal transactions exceeding the amount equivalent to seventy thousand (70,000) SMMLV.
27. Approve the Company's Procurement Manual.
28. Create Board support committees as deemed necessary.

29. Inspect, jointly or individually, the books, records, accounts, contracts, and supporting documents of all Company activities and operations, provided such inspections are announced with reasonable notice and conducted in a way that does not hinder the Company's operations.
30. Supervise: (i) the integrity and reliability of accounting and internal information systems, based, among others, on internal audit and legal representative reports; (ii) financial and non-financial information; (iii) the independence and efficiency of the internal audit function; and (iv) the efficiency of corporate governance practices and the level of compliance with ethical and conduct standards adopted by the Company.
31. Delegate any of the above decisions to any person or body, except those specified in Paragraph 1 of this Article.
32. Submit to the General Meeting, for approval, a report explaining the terms under which transactions or operations that may result in shareholder dilution will be carried out; this report must be prepared by a qualified external advisor.
33. Approve and monitor adequate internal control systems, the Risk Policy, and periodic monitoring of the Company's main risks, including those assumed in off-balance sheet operations.
34. Annually evaluate its own effectiveness as a collegiate body, as well as that of its committees and individual members.
35. Approve the Business Group Agreement to be entered into between the Company and Grupo Energía Bogotá S.A. ESP and its subsidiaries, as well as any modifications thereto.
36. Approve related-party transactions in accordance with the respective policy.
37. Any other function not assigned by nature to another Company administrator.

Paragraph: Without prejudice to relying on the support of committees, the Board of Directors may not delegate to management the functions set forth in the following numerals of this Article: 1, 2, 8, 10, 11, 12, 13, 14, 19, 20, 26, 27, 33, 34, 35, and 36.

Article 53: Meetings of the Board of Directors.

The Board of Directors shall hold ordinary meetings at least eight (8) times a year, anywhere within the territory of the Republic of Colombia, on the date, time, and place specified in the call notice. These meetings shall be distributed throughout the year as determined by the Board of Directors or the Chairman of the Board of Directors.

It should hold extraordinary meetings when a special, unforeseen, or urgent situation arises



that is important for the Company.

Paragraph 1: Whenever it can be proven, a Board of Directors meeting shall be deemed to have taken place when, by any means, all members can deliberate and decide through simultaneous or successive communication. In the latter case, the sequence of communications must occur immediately, according to the medium used. Once the mechanism of non-presential meetings is used, evidence of the decisions made must be kept through telefax messages, internet communications, or any other valid electronic means showing the time, message text, audio recordings, or similar mechanisms.

In non-presential meetings, decisions of the Board shall be valid when all its members express their vote in writing. In this case, the respective majority shall be computed over the total number of Board members. If members have expressed their vote in separate documents, these must be received within a maximum of one month from the receipt of the first communication. The Company's Legal Representative shall inform Board members of the decision's outcome within five (5) days following receipt of the vote documents.

Paragraph 2: The Board of Directors must meet at least twice a year to address, among other matters, the definition or monitoring of the Company's strategy.

Paragraph 3: The meeting mechanisms indicated in this Article may also apply to meetings of the statutory committees and those created by the Board of Directors. Likewise, these committees must prepare minutes of each of their meetings, recording all matters discussed and decided.

Article 54: Call to Meeting.

The Board of Directors may be called to meeting by the Chair of the Board, the General Manager, the Statutory Auditor, or two (2) of its members, with at least five (5) calendar days' notice.

All calls must be for a business day and must specify the date, time, and place of the meeting, as well as the meeting agenda.

The call notice must be accompanied by all information and documentation the Company's management deems necessary to fully inform Board members about the proposals to be discussed and the other topics to be addressed at the meeting.

Paragraph 1: The Board of Directors may meet and validly deliberate without prior notice when all its members are present.

Paragraph 2: Even if they have not been called to any Board meeting, attending members shall be deemed to have waived the right to be called, unless they express their disagreement with the lack of notice before the meeting is held.



Article 55: Deliberative and Decision-Making Quorum.

The Board of Directors shall validly deliberate with the participation of at least three (3) of its members and shall decide by majority vote of those present..

Article 56: Minutes.

The deliberations and decisions of the Board of Directors shall be recorded in minutes entered into a book, signed by the meeting Chair and the Secretary, once approved.

The minutes shall be numbered and must state at least: the place, date, and time of the meeting; the form and advance notice of the call; the number of attending members; the matters addressed; the decisions adopted and the number of votes cast in favor, against, or abstained; written statements submitted by attendees; appointments made; and the closing date and time.

Paragraph: Once approved and signed, the minutes shall be sent to all members of the Company's Board of Directors.

Article 57: Committees.

The Company shall have as many committees as determined by the Board of Directors and those established in these Bylaws. The committees shall report directly to the Board and shall carry out the functions assigned or delegated to them. Committees shall be composed of principal Board members. Company officers or third parties may be invited to participate. Committee members shall serve a term of two (2) years.

Committees shall primarily serve as advisory and consultative bodies to the Board. Committee decisions shall be adopted by an absolute majority of their members, and meetings shall be held when the same number of members is present. Committee meetings and other operational aspects shall be governed by the regulations adopted by each committee.

SECTION III GENERAL MANAGER

Article 58: Appointment.

The General Manager shall be appointed by the Board of Directors and may be removed from office by the Board at any time. The appointment of the General Manager shall consider criteria of suitability, knowledge, experience, and leadership, in accordance with the procedure set forth in this article.

Paragraph 1: The General Manager shall have two (2) alternates (first and second



alternates), who shall replace them, in order of designation, in case of temporary or permanent absences.

Paragraph 2: The appointments of the General Manager and their alternates must be registered in the commercial registry.

Paragraph 3: The General Manager of the Company shall be appointed through the following selection and appointment process:

1. Whenever the position is vacant or the Board of Directors decides to replace the General Manager, an ad-hoc committee of the Board, composed of three (3) members, shall be formed. This committee shall engage an internationally recognized executive search firm (head hunter) with experience in selecting executives for publicly listed companies, which shall present to the ad-hoc committee a list of at least seven (7) candidates who meet the required qualifications, including years of experience, relevant sector background, similar positions, and academic profile, as defined by the ad-hoc committee.
2. The ad-hoc committee shall, by a simple majority vote, select at least three (3) candidates from those presented by the head hunter to submit to the Board of Directors for consideration.
3. From the candidates proposed by the ad-hoc committee, the Board of Directors shall elect the Company's General Manager

Article 59: Functions.

The General Manager shall have, in addition to the powers and duties temporarily delegated or assigned by the General Meeting of Shareholders or the Board of Directors, the following functions:

1. Sign all acts and contracts included within the corporate purpose or directly related to the Company's operation, without prejudice to acts or contracts requiring prior Board authorization.
2. Execute the instructions and resolutions issued by the General Meeting and the Board.
3. Administer and legally represent the Company, both judicially and extrajudicially, before shareholders, authorities of any level or nature, and third parties, with authority to receive, novate, reconcile, settle, compromise, withdraw, and appear in proceedings where Company assets or rights are in dispute.
4. Lead the organization's sustainability strategy, ensuring proper implementation, compliance with Board and key stakeholder requirements, integration into corporate strategy, and establishment as a core element of organizational culture.
5. Supervise business operations to ensure the achievement of sustainability objectives and goals, incorporating sustainability considerations in the analysis of new



investments and cost monitoring.

6. Manage the Company's business in accordance with the parent company's policies and directives, oversee its assets, technical operations, accounting, and correspondence.
7. Exercise the Company's nominating authority, design and approve the staff structure, propose the salary framework, and manage personnel, subject to the annual budget limit approved by the Board.
8. Ensure the collection of revenues, authorize expenditures, oversee the proper application and maintenance of the Company's funds and assets, in line with the parent company's policies and guidelines.
9. Determine the investment of available funds not required for operations, following the directives of the General Meeting.
10. Ensure compliance with the Company's Bylaws and regulations.
11. Ensure compliance with the Corporate Governance Code.
12. Appoint special and general attorneys-in-fact.
13. Call meetings of the General Meeting, the Board, and committees, as stipulated in these Bylaws.
14. Present to the General Meeting, at its ordinary session, a report on the execution of management and the status of corporate affairs, as well as, jointly with the Board, an annual report and year-end financial statements.
15. Present and communicate sustainability strategy implementation results to the Board and key stakeholders.
16. Prepare the Company's annual budget, including annual action and investment plans, for Board approval.
17. Appoint the Company's Legal Director.
18. Submit to the Board and ensure continuous compliance with specific measures regarding Company governance, conduct, and information, to safeguard the rights of those investing in the Company's shares or any securities it issues, ensure sound management, and promote public awareness of its operations.
19. Provide shareholders with timely, complete, and accurate information on financial statements and corporate and administrative performance, without prejudice to the provisions of Articles 23 and 48 of Law 222 of 1995.
20. Ensure respect for all shareholders, following the parameters set by securities market regulatory bodies, when applicable, and present to the General Meeting, jointly with the Board, the report on the development of the Corporate Governance Code and other internal governance rules.
21. Approve related-party transactions as established in the respective policy.



22. Ensure the execution and monitoring of the policies and guidelines issued by Grupo Energía Bogotá S.A. ESP as the parent company of the Business Group.
23. Define, implement, and supervise the organization's sustainability strategy, ensuring alignment with the corporate strategy and fulfillment of sustainability objectives, making strategic decisions within the sustainability framework, and integrating social responsibility, corporate citizenship, and financial and non-financial sustainability issues, including climate change and human rights, into long-term management.
24. Promote the integration of sustainability across all Company areas, including risk management, innovation, and new product and service development.
25. Provide the Board with periodic reports on organizational sustainability performance, including progress toward objectives, sustainability-related risks and opportunities, and measures taken to address them.

Paragraph 1: In exercising their duties, the General Manager shall carry out all legal acts and contracts within the corporate purpose, bearing responsibility for actions and omissions as established by law.

Paragraph 2: Disposition threshold: The General Manager is authorized to act and bind the Company, without express authorization from any other corporate body, up to the amount equivalent to seventy thousand (70,000) legal monthly minimum wages (SMMLV), unless the matter or activity, even if equal to or below this amount, expressly requires authorization from another governing body under these Bylaws.



SECTION IV LEGAL DIRECTOR

Article 60: Appointment.

The Company shall have a Legal Director appointed by the General Manager, who shall serve as Secretary of the General Meeting of Shareholders, the Board of Directors, and the Board Committees.

Article 61: Functions.

The Legal Director shall be responsible for, in addition to those assigned by the Bylaws, the Company's regulations, and those delegated by the General Meeting of Shareholders, the Board of Directors, or the General Manager, the following functions:

1. Maintain and safeguard corporate documentation (including the minutes books of the General Meeting, Board of Directors, and Board Committees, and the Shareholder Registry Book), and certify to third parties the contents thereof. The Legal Director shall take special care to maintain the confidentiality that, according to the law and commercial practices, applies to the Company's books and documents.
2. Communicate the calls to the General Meeting of Shareholders, the Board of Directors, or the Board Committees for ordinary or extraordinary meetings, in accordance with these Bylaws.
3. Present reports when requested by the General Meeting or the Board of Directors.
4. Ensure the timely and proper delivery of information to the members of the General Meeting, the Board of Directors, and the Board Committees.

SECTION V STATUTORY AUDITOR

Article 62: Statutory Auditor.

The Company shall have a Statutory Auditor, with a respective alternate, appointed by the General Meeting of Shareholders for a two (2)-year period, the same as the Board of Directors' term, but they may be removed at any time or reelected as provided in these Bylaws. The alternate shall replace the principal in cases of temporary or permanent absences.

Paragraph 1: The Statutory Auditor and the alternate may be natural or legal persons; they must be certified public accountants, subject to the disqualifications, incompatibilities, prohibitions, and responsibilities established by law.



Paragraph 2: If the Statutory Auditor is an unaffiliated natural person, they may not serve in the role for more than five (5) years. If the statutory auditing is carried out by a legal entity, the maximum contract term shall be ten (10) continuous years, after which the firm must rotate; in any case, the staff assigned to the Company must rotate at least every five (5) years.

Article 63: Functions.

The functions of the Statutory Auditor include:

1. Ensure that Company operations comply with the law, the Bylaws, the decisions of the General Meeting, and those of the Board of Directors.
2. Present to the General Meeting any relevant findings made in the exercise of their duties regarding the Company's business, management, or accounting.
3. Report in writing, in a timely manner, to the General Meeting, the Board of Directors, or the General Manager, as appropriate, about any irregularities occurring in the Company's operation or business.
4. Cooperate with government entities exercising inspection, surveillance, or control over the Company and submit any required reports.
5. Ensure the Company's accounting and minutes books are properly maintained and that the documentation and supporting evidence of accounts are duly preserved, issuing necessary instructions to that effect.
6. Periodically inspect the Company's assets and ensure timely measures are taken for their preservation or security, including those under custody on any other basis.
7. Provide instructions, conduct inspections, and request reports necessary to establish permanent control over corporate assets.
8. Authorize with their signature any balance sheet, along with the corresponding report or opinion.
9. Call the General Meeting and the Board of Directors to extraordinary meetings when deemed necessary.
10. Address complaints regarding violations of shareholder rights and report the findings to the Board of Directors and the General Meeting.
11. Submit reports to oversight bodies, as required under Article 27, numeral 4 of Law 142 of 1994, and Article 24 of Law 42 of 1993.

12. Ensure management complies with the specific duties established by supervisory authorities, especially those related to disclosure duties and the Corporate Governance Code.
13. Fulfill any other responsibilities assigned by law or the Bylaws and those compatible tasks entrusted by the General Meeting..

Article 64: Opinion.

The Statutory Auditor's opinion on the general balance sheet shall include at least:

1. Whether sufficient information was obtained to perform their duties.
2. Whether the audit followed procedures recommended by accounting oversight standards.
3. Whether the accounting is kept in accordance with legal norms and accounting techniques, and whether recorded operations comply with the Bylaws and the decisions of the General Meeting or Board of Directors, as applicable.
4. Whether the balance sheet and the profit and loss statement have been faithfully taken from the books and whether, in the auditor's opinion, the balance sheet fairly presents, in accordance with generally accepted accounting principles, the Company's financial situation at the close of the audited period and the profit and loss statement reflects the results of operations during that period.
5. Any reservations or exceptions concerning the reliability of the financial statements..

Article 65: Reports.

The Statutory Auditor's report to the General Meeting or the Board of Directors shall state:

1. Whether the administrators' actions comply with the Bylaws and the instructions or orders of the General Meeting or the Board.
2. Whether documentation, account vouchers, and the minutes and shareholder registry books are properly kept and maintained.
3. Whether adequate internal control, asset preservation, and custody measures exist for Company or third-party assets held by the Company.

Article 66: Rights.

The Statutory Auditor shall have voice but no vote in the deliberations of the General Meeting of Shareholders and also at Board of Directors' meetings when invited. They shall also have the right to inspect at any time the accounting books, minutes books, correspondence, account vouchers, and other Company documents.



CHAPTER V BALANCES AND PROFIT DISTRIBUTION

Article 67: Financial Statements.

Each time an accounting close is carried out, the general balance sheet of the corresponding fiscal year's business shall be produced. The documents shall be prepared in accordance with the law, accounting standards, and these Bylaws, to be presented to the General Meeting of Shareholders.

Paragraph: If the Company opts to carry out more than one annual financial close, this shall be done as provided in the paragraph of Article 73.

Article 68: Presentation of Balance Sheet and Documents.

The Board of Directors and the General Manager shall present to the General Meeting, for approval or rejection, the financial statements for each fiscal year, accompanied by the following documents:

1. A profit distribution proposal prepared by the Board, deducting the amount calculated for income taxes and related charges for the relevant tax year.
2. The Board's report on the Company's economic and financial situation, containing the data required by law.
3. A written report from the General Manager on how they carried out their management and the measures recommended to the General Meeting.
4. The Statutory Auditor's written report.
5. Any other documents required under these Bylaws or the Corporate Governance Code.

Article 69: Right of Inspection and Oversight.

During the fifteen (15) business days immediately prior to the General Meeting at which interim or year-end financial statements are to be considered, said financial statements, inventories, management reports, reports, books, and other legally required records shall be made available to shareholders at the General Manager's office. This shall be communicated in the meeting notice. During this period, shareholders may exercise their legal right of inspection and oversight under the terms and limitations established by law.

Article 70: Specialized Audits.

Shareholders representing at least five percent (5%) of the subscribed shares may request the General Manager to conduct specialized audits on matters other than those audited by *Bylaws updated pursuant to the reform enacted on April 22, 2025*



the Statutory Auditor. The cost and responsibility for such audits shall be borne by the requesting shareholders. The request must be submitted in writing, stating the reasons, facts, operations to be audited, duration, and three (3) proposed firms of recognized reputation.

If the required percentage is formed by several shareholders, they must designate a representative for all proceedings.

Within ten (10) business days from receipt of the request, the General Manager shall respond, indicating the selected firm and the audit start date. Any denial must explain the reasons, and the decision may be submitted to the Board upon written request.

If conducted, the audit results shall first be presented to the General Manager, who shall have ten (10) business days to comment. The results and the General Manager's statement shall be provided to the Board and, within fifteen (15) business days, to the requesting shareholders. If legal breaches are suspected, the Board and/or the General Manager shall refer the matter to the relevant oversight, judicial, or administrative authorities

Article 71: Income Statement.

At the end of each fiscal year, an income statement shall be produced. To determine final results, necessary provisions must first be made for depreciations, asset impairments, social benefits, and taxes, in accordance with legal and accounting standards.

Article 72: Reserves.

Legal reserve: The Company shall constitute a legal reserve amounting to at least fifty percent (50%) of subscribed capital, formed with ten percent (10%) of net profits from each fiscal year. Once this reserve reaches fifty percent (50%) of subscribed capital, the Company shall not be obliged to continue allocating ten percent (10%) of net profits unless the reserve decreases, in which case it shall be replenished.

Occasional reserves: The General Meeting may decree occasional or voluntary reserves with a specific purpose, subject to approval as provided in these Bylaws and the law. Such reserves shall only be mandatory for the fiscal year in which they are created, and the Meeting may change their purpose if deemed convenient.

Article 73: Profit Distribution.

Profits shall be distributed among shareholders, subject to General Meeting approval, in accordance with the Commercial Code and the law, once legal, occasional, and tax reserves are made. Unless otherwise determined with at least seventy-eight percent (78%) approval



of represented shares, the Company shall distribute as dividends no less than fifty percent (50%) of the net profits of each fiscal year or the balance thereof after covering previous losses. If the sum of legal, statutory, and occasional reserves exceeds one hundred percent (100%) of subscribed capital, the mandatory net profit distribution shall rise to seventy percent (70%).

The Board may, after reviewing the financial statements and in accordance with the Commercial Code, authorize two additional interim closes, which may be carried out on the last business day of June and October each year.

Paragraph: For interim profit distributions, the Board shall instruct the Legal Representative to inform the Statutory Auditor for the issuance of the relevant report, with Board authorization to adjust the Statutory Auditor's fees accordingly.

Once the financial statements are prepared, an Ordinary General Meeting shall be convened within the first three months following the closing. The notice must be issued at least fifteen (15) business days in advance, informing shareholders that during this period, certified and audited financial statements, books, and supporting documents shall be available for inspection.

Article 74: Dividend Payment.

Dividends shall be paid in cash at the times determined by the General Meeting, to those recognized as shareholders at the time each payment is due. However, dividends may be paid in fully paid shares if approved by the Meeting with an eighty percent (80%) majority of shares represented; absent such majority, shares may only be offered as dividends to shareholders who accept them.

Pending dividends belong to the acquirer from the date of the transfer letter, unless otherwise expressly agreed.

Article 75: Losses.

Losses shall be covered first with reserves designated for that purpose, or failing that, with the legal reserve. Reserves designated for specific losses may not be used for others unless so decided by the General Meeting. If the legal reserve is insufficient to cover capital deficits, future earnings shall be applied for this purpose.



CHAPTER VI CONTROL ARCHITECTURE

Article 76: Internal Control.

TGI's internal control system is based on the COSO model, structured harmoniously with the provisions of GEB and aligned with an organization that adheres to best control practices, applying the three lines of defense: self-control, compliance, and auditing.

Article 77: Purpose.

The purpose of the internal control system is to promote and reasonably ensure:

- i. Effectiveness, efficiency, and economy in operations;
- ii. Protection and safeguarding of resources;
- iii. Reliability and timeliness of information;
- iv. Continuous improvement of management through evaluation mechanisms such as measurement and monitoring; and
- v. Compliance with legal, regulatory, and statutory provisions, as well as internal policies, rules, and procedures

Article 78: Conflicts of Interest.

The Corporate Governance Code and the Company's internal regulations shall govern the principles, rules, and procedures to be applied in situations of conflict of interest, in accordance with applicable law and the Business Group's policy guidelines.

Article 79: Identification and Disclosure of Company Risks.

Regarding foreseeable material risk factors, the Company declares that its management shall identify risks inherent in activities related to its corporate purpose and disclose them to shareholders through: (i) The annual report presented by the Statutory Auditor at the General Meeting; and (ii) The shareholders' right of inspection, as established by law and these Bylaws.

Article 80: Currency Conversion.

For monetary limits established in these Bylaws, the conversion between Colombian pesos and U.S. dollars (or vice versa) shall use the market representative exchange rate certified by the Financial Superintendence, as applicable ten (10) days prior to the date of the corporate body meeting addressing any matter requiring conversion.



CHAPTER VII ALTERNATIVE DISPUTE RESOLUTION

Article 81: Alternative Dispute Resolution Mechanisms

If disputes arise between shareholders, or between shareholders and the Company or the Board of Directors, in connection with or arising from the corporate agreement, the parties shall seek resolution through:

1. Direct negotiation;
2. If unresolved, mediation;
3. If mediation fails, arbitration before a tribunal of three (3) arbitrators appointed by mutual agreement or, failing that, by the Arbitration and Conciliation Center of the Bogotá Chamber of Commerce. If the parties fail to agree within fifteen (15) calendar days following a formal request to appoint arbitrators, the Center shall make the appointments. The tribunal shall decide in law, applying Colombian legislation.

The tribunal shall adhere to applicable regulations and be seated at the aforementioned Center. The arbitrators' decisions shall be subject to annulment or extraordinary review, in the cases and under the procedures provided by law.

CHAPTER VIII DISSOLUTION AND LIQUIDATION

Article 82: Dissolution and Liquidation.

The Company shall dissolve and liquidate for any of the causes provided under applicable law.



CHAPTER IX FINAL PROVISIONS

Article 83: Prohibitions.

The Company may not guarantee or endorse third-party obligations, or those of its shareholders or employees, except by express authorization of the General Meeting of Shareholders and only when related to the fulfillment of its corporate purpose.

Article 84: Acts and Contracts.

The Company's legal contracting regime is governed by private law, in accordance with Law 142 of 1994. The Company also assumes the prerogatives contained and listed in Article 33 of Law 142 of 1994.

Article 85: Technical Standards.

The Company and its administrators are subject to the technical standards governing the gas sector for the execution of all activities.

Article 86: Disqualifications and Incompatibilities.

Employees shall be subject to the legal regime of disqualifications and incompatibilities for contracting with the Company as expressly determined by law.

Article 87: Business Group.

In accordance with its shareholding composition and legal obligations, the Company is controlled by Grupo Energía Bogotá S.A. ESP (GEB S.A. ESP), which has declared such control in the gas transportation sector, thereby formalizing the Business Group. Accordingly, the Company shall adopt specific measures regarding its governance, conduct, and information, based on the guidelines and directives established by GEB S.A. ESP as the parent company. To ensure unity of purpose and direction, the Company shall adopt the Group's policies and criteria to guarantee, among others: (i) effective communication; (ii) joint assumption of economic, financial, and administrative interests; (iii) compliance with policies and guidelines for the Company's defense in claims and litigation; (iv) compliance with investment and project decision-making policies; and (v) compliance with policies, directives, and guidelines in procurement processes.



CHAPTER X (Transitional) Statutory Auditor Rotation

Article 88: Application of the Statutory Auditor Rotation Obligation.

The obligation to rotate the firm acting as Statutory Auditor upon reaching the maximum contract term, as provided in Paragraph 2 of Article 62 (approved in the statutory reform of July 18, 2016), shall apply no later than upon expiration of the next statutory audit period.