



TGI
Grupo Energía Bogotá



20
24

ANNUAL CORPORATE GOVERNANCE REPORT

Transportadora de
Gas Internacional TGI S.A. E.S.P.

TGI – A Colombian Company Serving Progress and Sustainable Energy

En Grupo
es Mejor





OWNERSHIP STRUCTURE OF TGI



TGI S.A. E.S.P. is a public utilities company incorporated as a joint stock corporation pursuant to the provisions of Law 142 of 1994. It operates with administrative, financial, and budgetary autonomy and conducts its business as a private law commercial entity. Its majority shareholder is Grupo Energía Bogotá S.A. E.S.P.

As of December 31, 2024, the shareholding structure of TGI S.A. E.S.P. is as follows:

OWNERSHIP STRUCTURE OF TGI S.A. E.S.P.

Shareholder	Number of Shares	Ownership Percentage
Grupo Energía Bogotá S.A. E.S.P. (formerly Empresa de Energía de Bogotá S.A. E.S.P.)	145,396,370	99,996%



The company's Bylaws (Articles 5, 6, and 7) set forth the authorized, subscribed, and paid-in capital as follows:

Capital Structure

Capital Type	Value (COP)	Number of Shares	Nominal Value (COP)
Authorized Capital	1,581,000,001,550.67	146,843,686	10,766.5507766583
Subscribed Capital	1,565,486,780,000.00	145,402,814	10,766.5507766583
Paid-in Capital	1,565,486,780,000.00	145,402,814	10,766.5507766583

Given its predominantly institutional ownership structure, there are no family relationships among the holders of significant shareholdings. It is worth noting that the majority shareholder is Grupo Energía Bogotá S.A. E.S.P. (hereinafter, "GEB S.A. E.S.P."). As for the members of the Board of Directors, none of them hold shares in TGI S.A. E.S.P. Likewise, none of the company's senior executives have any ownership interest in TGI S.A. E.S.P.

Likewise, TGI S.A. E.S.P. does not hold any treasury shares, and all subscribed shares are nominative and ordinary, held by shareholders, each carrying equal voting rights.

It is also important to note that during 2024, TGI S.A. E.S.P. was not notified of any existing shareholder agreements. In accordance with Colombian corporate law, such agreements—if they exist—are only valid and enforceable if filed with the company and made available to all shareholders.



BOARD STRUCTURE OF TGI

In 2024, the convening of the administrative and corporate governance bodies was carried out in a timely and efficient manner. The necessary information was provided to support corporate decision-making, in compliance with the Rules of Procedure of the Board of Directors and its supporting Committees, as well as with their respective Annual Work Plans and meeting schedules. During the meetings, the required quorum was established to deliberate and make valid decisions, in accordance with the majorities established by law and by the company's Bylaws.

Adherence to corporate governance best practices enabled an optimal decision-making process, always seeking the best interests of TGI and its stakeholders.

a. **Composition of the Board of Directors** and identification of the origin or background of each member, as well as the Committees formed within it. Initial and subsequent appointment dates.

1. Board of Directors

By statutory provision, the Board of Directors is empowered to make the decisions necessary to fulfill the company's objectives. Its primary responsibilities are to:

- Define the strategic and operational guidelines of the company.
- Guide the management of Senior Executives.
- Appoint the General Manager and oversee their performance.
- Ensure the implementation of governance, control, and financial reporting systems, in compliance with legal, statutory, and Corporate Group requirements.

The Board of Directors of **TGI S.A. E.S.P.** operates in accordance with the responsibilities and framework set forth in the company's Bylaws and the Board's Rules of Procedure. Within the framework of the Corporate Group Agreement, the **Board of Directors of TGI S.A. E.S.P.** develops and expands upon the guidelines and directives established by the **Board of Directors of GEB S.A. E.S.P.** on strategic and corporate governance matters, taking into account the sectoral and geographic realities in which the company operates.

Evolution of the composition of the Board of Directors From September 2022 to March 2024:

The Board of Directors was composed of 7 principal members and 3 alternate members.

Principal Members	Status	Alternate Members
Juan Ricardo Ortega López	Non-independent	1. Álvaro Villasante Losada
Luisa Fernanda Lafaurie Rivera	Non-independent	2. Diana Marcela Orrego Vega
Jaime Alfonso Orjuela Vélez	Non-independent (Chair of the Board of Directors)	3. Paula Torres Holguín
Héctor José Fajardo Olarte	Non-independent	
Tatyana M. Orozco de la Cruz	Independent	
José Fernando Montoya Carrillo	Independent	
Angela María Orozco Gómez	Independent	

As of March 2024:

At Ordinary Shareholders’ Meeting No. 59 held on March 22, 2024, amendments were made to the company’s Bylaws regarding the composition of the Board of Directors, reducing its size to a total of five members, of whom at least one must qualify as independent, in accordance with the criteria defined in the Rules of Procedure of the General Shareholders’ Meeting. At least **40%** of the Board members must be women.

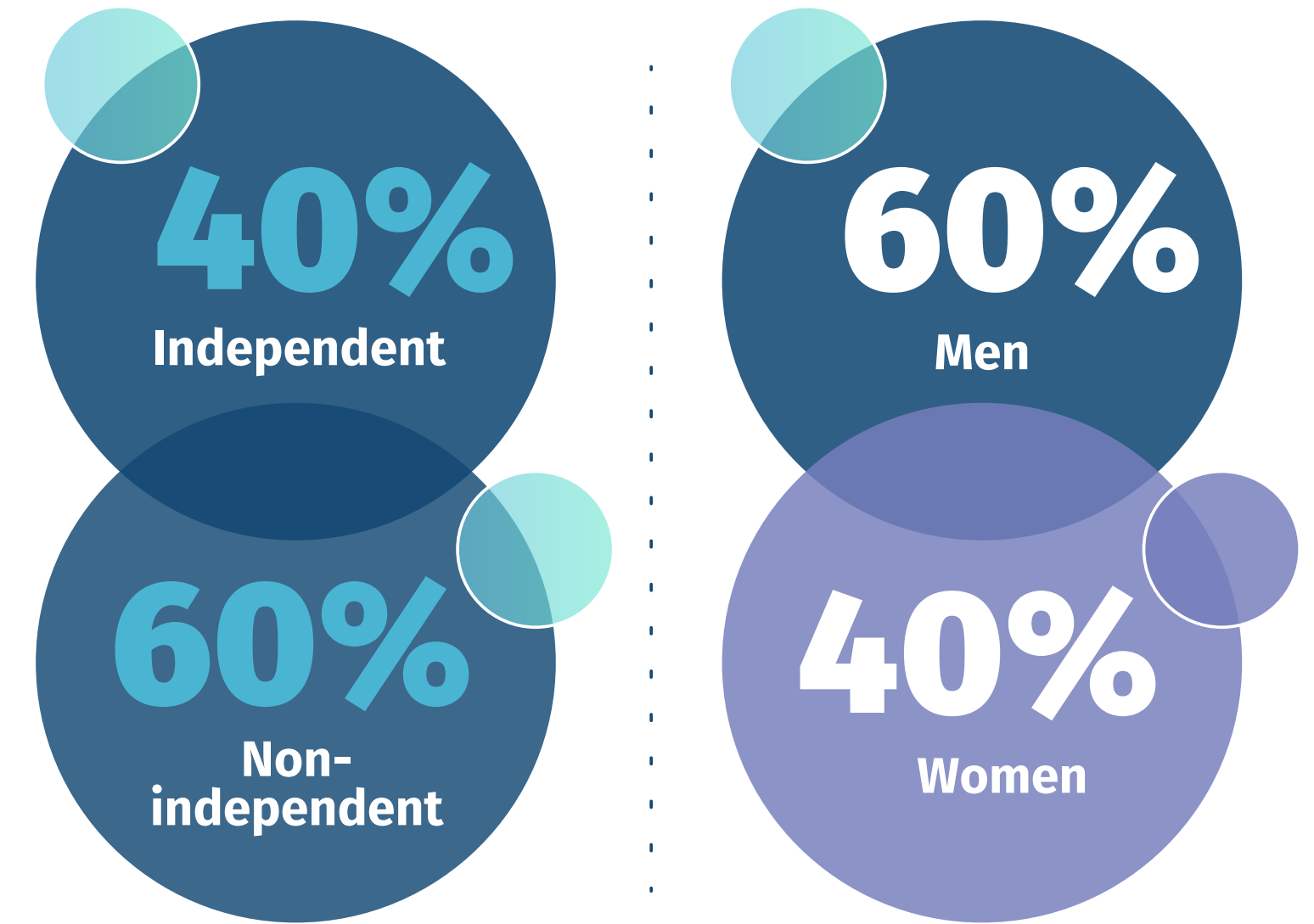
During the same session, the General Shareholders’ Meeting appointed the new Board members. To this end, a rigorous evaluation process was conducted, including a thorough review of the proposed candidates’ profiles and verification of the qualifications required for the position.

Prior to their appointment, candidate profiles, restricted lists, and potential conflicts of interest were carefully reviewed. It was concluded that there were no restrictions or impediments to their election, and that all candidates met the established requirements and qualifications. The new Board was constituted as follows:

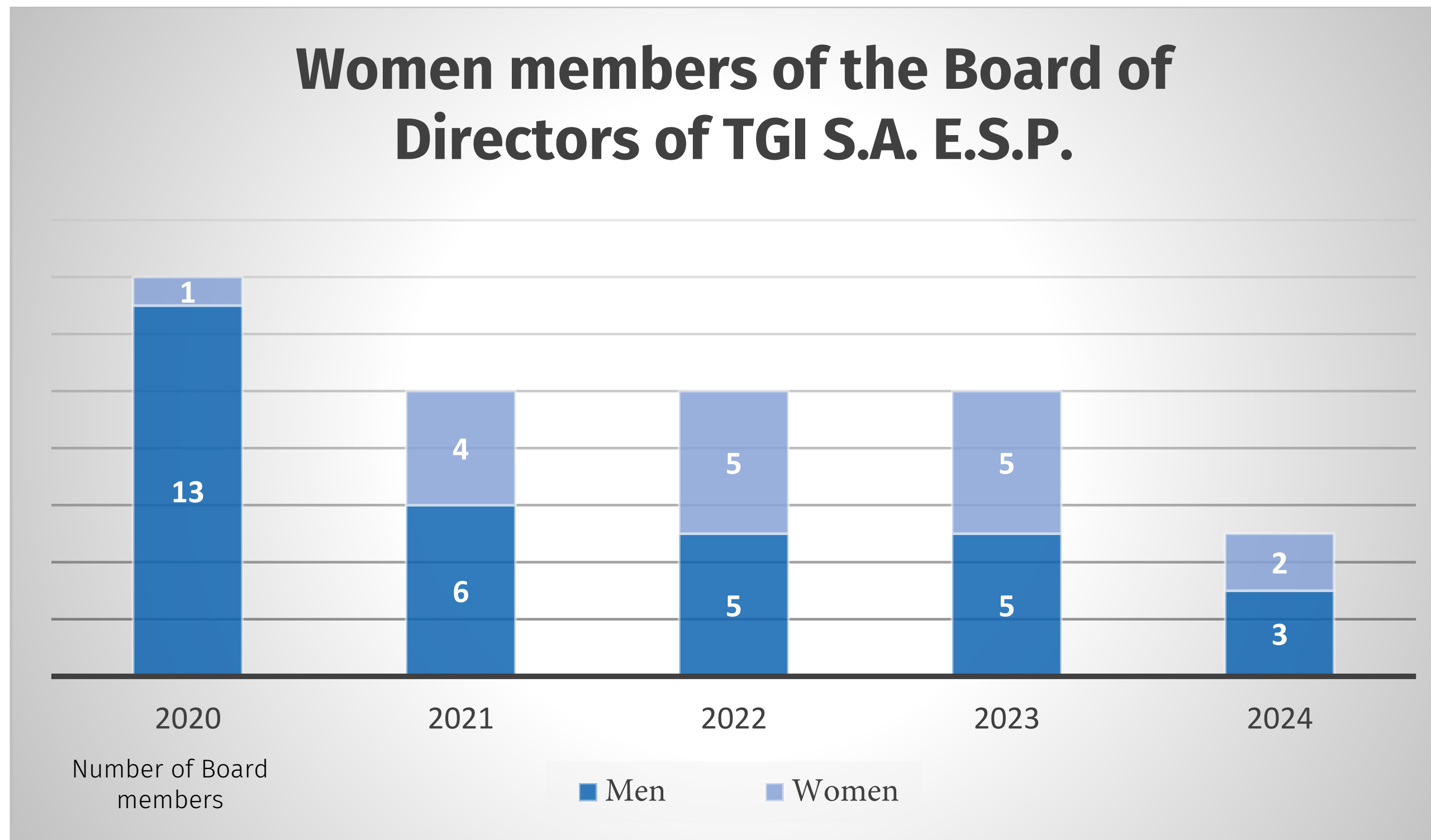
Members	Status
Juan Ricardo Ortega López	Non-independent (Chair of the Board of Directors)
Luisa Fernanda Lafaurie Rivera	Independent
Jaime Alfonso Orjuela Vélez	Non-independent
Ángela María Orozco Gómez	Independent
Néstor Raúl Fagua Guauque	Non-independent

As a result, changes were made in 2024 to the composition of the Board of Directors. None of its members have employment ties with the company.

Key statistics:



Women members of the Board of Directors of TGI S.A. E.S.P.



The reduction in the number of women on the Board of Directors in 2024 was the result of a strategic restructuring that reduced the total number of Board members from seven to five.

This decision was made to optimize decision-making and enhance the company’s responsiveness to market demands, aiming to improve management efficiency. It was also based on a comprehensive evaluation conducted by external advisors of the company’s corporate governance structure.

Additionally, considering that TGI is majority-owned by Grupo Energía Bogotá, and in line with corporate governance best practices, this reduction was deemed appropriate to further improve management efficiency.

Nevertheless, **TGI S.A. E.S.P.** remains firmly committed to gender diversity, as reflected in our guidelines and diversity policy contained in the Rules of Procedure of the General Shareholders’ Meeting and in our Bylaws, which establish that at least **40%** of Board members must be women.

TGI S.A. E.S.P. will continue to work toward ensuring equitable representation on the Board of Directors and across all levels of the organization.



TENURE OF THE MEMBERS OF THE BOARD OF DIRECTORS OF TGI S.A. E.S.P.

Member	Date of Appointment	Tenure
Juan Ricardo Ortega López	July 13, 2020	53 Months
Luisa Fernanda Lafaurie Rivera	September 16, 2022	27 Months
Jaime Alfonso Orjuela Vélez	Alternate member: March 26, 2021 Principal member: September 16, 2022	45 Months
Ángela María Orozco Gómez	September 16, 2022	27 Months
Néstor Raúl Fagua Guauque	March 22, 2024	9 Months
Total sum in months		161 Months
Average tenure of the members		2 years and 8 months(*)

(*) The average tenure of the members of the Board of Directors as of December 31, 2024, was calculated based on the information detailed in the table below:

Tenure of the members of the Board of Directors

To calculate this average, the following process was followed:

- 1. Calculation of individual tenure:** The tenure in months was determined for each member, based on their date of appointment and the report's cut-off date (**December 31, 2024**). The details of this calculation are shown in the third column of the table.
- 2. Sum of tenure periods:** The individual tenure periods of all members were added, resulting in a total of 161 months.
- 3. Calculation of the average:** The total sum (**161 months**) was divided by the total number of Board members (5), yielding an average of 32.2 months.
- 4. Conversion to years and months:** Finally, the average expressed in months was converted into a years-and-months format, resulting in an average tenure of 2 years and 8 months.





2. Support Committees of the Board of Directors

From April 2021 to April 2024:

From meeting No. 202, held on April 28, 2021, through meeting No. 248, held on April 25, 2024, the following advisory committees of the Board of Directors were in place:

(i) Audit and Risk Committee (ii) Corporate Governance, Sustainability, and Human Talent Committee (iii) Finance and Investment Committee (iv) Operations Committee

Audit and Risk Committee

The Audit and Risk Committee was composed of three (3) members of the Board of Directors, ideally including all independent members. It was responsible for coordinating with oversight bodies and the Statutory Auditor to ensure that Management complied with accounting procedures in accordance with the applicable regulatory framework. It also analyzed the Statutory Auditor's recommendations regarding the Financial Statements and reviewed the company's Control Architecture.

Additionally, the Committee supervised and evaluated the company's Internal Control System, including risk analysis, in order to provide recommendations and issue opinions to the Board of Directors, as well as to ensure compliance with all other functions assigned to it under the Law, the Bylaws, and its Rules of Procedure.

Composition of the Committee from September 28, 2022, to April 25, 2024

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

Independent member

(**) Chair of the Committee – independent member

Corporate Governance, Sustainability, and Human Talent Committee

The Corporate Governance, Sustainability, and Human Talent Committee was composed of three (3) members of the Board of Directors, one of whom was required to be independent. The Committee was responsible for proposing and overseeing compliance with the corporate governance measures and the sustainability approach adopted by the company.

It was also tasked with ensuring that the management of human talent at TGI S.A. E.S.P. was aligned with corporate policies, and that the compensation system enabled the company to attract and retain the personnel needed to achieve its strategic objectives. The Committee also sought to implement best practices in organizational development and generate value for the company and its shareholders.



Composition of the Committee from September 28, 2022, to April 25, 2024

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

(**) Chair of the Committee - Independent member*
Independent member

Finance and Investment Committee

The Finance and Investment Committee was composed of three (3) members of the Board of Directors, one of whom was required to be independent. The Committee was responsible for monitoring the company's financial management and analyzing opportunities for new business ventures, as well as investment or divestment decisions. It provided specialized recommendations to the Board of Directors on these matters and supported the Board in exercising its decision-making authority within the scope of the Committee's responsibilities.





Committee composition from September 28, 2022, to April 25, 2024:

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

(**) Chair of the Committee and independent member

Operations Committee

The Operations Committee was composed of three (3) members of the Board of Directors, at least one of whom was required to be an independent member. The Committee was responsible for the planning, monitoring, and analysis of all matters related to TGI’s operational activities. These matters included energy regulation and policy, commercial affairs, occupational health and safety, the management of new infrastructure construction projects, and the operation and maintenance of existing infrastructure. The Committee’s purpose was to provide specialized recommendations to the Board of Directors on these matters and to support the Board in exercising its decision-making responsibilities within the scope of the Committee’s mandate.

Updated composition of the Committee from September 28, 2022, to April 25, 2024:

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

Independent member

(**) Chair of the Committee

As of April 2024:

The committees were restructured into two: (i) Audit, Risk, Talent, and Corporate Governance Committee (ii) Finance, Business, Regulatory, and Sustainability Committee

Audit, Risk, Talent, and Corporate Governance Committee

The Audit, Risk, Talent, and Corporate Governance Committee is composed of at least three (3) members of the Board of Directors. At least one member must be independent, and at least one must be an expert in financial matters.

The Committee is responsible for coordinating with oversight bodies and the company’s Statutory Auditor to ensure that Management complies with accounting procedures in accordance with the applicable regulatory framework. It also reviews the Statutory Auditor’s recommendations regarding the Financial Statements and assesses the company’s Control Architecture.

In addition, the Committee supervises and evaluates the company’s Internal Control System, including risk analysis, in order to provide recommendations and issue opinions to the Board of Directors. It also oversees compliance with the internal audit program, which must consider business risks and provide a comprehensive evaluation of the areas of Transportadora de Gas Internacional S.A. E.S.P. Furthermore, the Committee ensures that the preparation, presentation, and disclosure of financial information complies with applicable law. The Committee is also responsible for proposing and monitoring compliance with the corporate governance measures adopted by the company.

Likewise, it ensures that TGI’s talent management practices are aligned with corporate policies and that the compensation

system enables the company to attract and retain the personnel necessary to achieve its strategic objectives—aiming to implement best practices in organizational development and to create value for the company and its shareholders.





Committee composition from April 25, 2024 to date:

- **Ángela María Orozco Gómez * (**)**
- **Néstor Fagua Guauque**
- **Jaime Alfonso Orjuela Vélez**

(*) Independent member

() Chair of the Audit, Risk, Talent, and Corporate Governance Committee**

Financial, Business, Regulatory, and Sustainability Committee

The Financial, Business, Regulatory, and Sustainability Committee shall be composed of at least three (3) members of the Board of Directors. It must also include at least one member who is an expert in financial matters.

The purpose of the Committee is to monitor the Company’s financial management and to analyze new business opportunities and investment or divestment decisions, in order to provide specialized recommendations to the Board of Directors on these matters. The Committee also supports the Board in the exercise of its decision-making functions related to its scope of responsibilities.

Additionally, the Committee is tasked with recommending and supporting the Board of Directors in the strategic management and direction of the Organization’s sustainability efforts, as well as in the planning, monitoring, and analysis of all matters related to TGI’s operational aspects. These include: energy regulation and policy, commercial affairs, management of new infrastructure construction projects, and the operation and maintenance activities of existing infrastructure.



All of the above is aimed at providing specialized recommendations to the Board of Directors and supporting it in the exercise of its decision-making functions within the Committee’s areas of responsibility. .



Committee composition from April 25, 2024, to date:

- Juan Ricardo Ortega López
- Luisa Fernanda Lafaurie Rivera * (**)
- Jaime Alfonso Orjuela Vélez

(+) Independent member

(**) Chair of the Financial, Business, Regulatory, and Sustainability Committee

a) Résumés of the current members of the Board of Directors

TGI's Board of Directors is composed of individuals who demonstrate the highest professional and personal standards. For their election, the General Shareholders' Meeting takes into account criteria such as experience in the fields of finance, law, or related disciplines, and/or in activities connected to the public utilities sector and/or the operations carried out by the company. The election process also considers criteria related to gender, race, nationality, diversity, and inclusion.

The documents of the members of the Board of Directors were submitted to the General Shareholders' Meeting after verification of qualifications and compliance with the requirements, in accordance with Article 17 of the Rules of the General Shareholders' Meeting and Article 2 of the Board of Directors' Rules of Procedure.

Additionally, the members are recognized for their experience, prestige, availability, leadership, and reputation, based on their professional competence and integrity. The résumés of the current members of the Board of Directors are available on the **Transportadora de Gas Internacional website (www.tgi.com.co)**. Below is a summary of their profiles:





Juan Ricardo Ortega López

A highly respected economist and leader with extensive experience in the energy sector, including oil and gas, Juan Ricardo Ortega López has served as a Non-Independent Member of the Board of Directors of TGI S.A. ESP since July 13, 2020. He currently serves as Chairman of the Board and is a member of the Financial, Business, Regulatory, and Sustainability Committee.

Mr. Ortega López brings extensive experience in the energy industry, particularly in the oil and gas sector, where he has played a key role in shaping the market landscape through his leadership. As President of Grupo Energía Bogotá, he leads a major player in the electricity and natural gas sectors in Colombia, Peru, Brazil, and Guatemala. This role has given him deep insight into the sector, particularly in energy generation, transmission and distribution, as well as in the transportation and distribution of natural gas.

In addition to his expertise in the energy sector, Mr. Ortega López has a distinguished background in economics and finance. He holds a degree in economics from Universidad de los Andes, and master's degrees in Economics, Finance, and Mathematics from Yale University in the United States. He is also a Ph.D. candidate in Economic Development at the same institution.

His impressive professional career includes positions at the Inter-American Development Bank (IDB), where he coordinated the Alliance for Prosperity of the Northern Triangle Countries of Central America. He has also held prominent roles in the Colombian government, including Director of DIAN (National Tax and Customs Directorate), Director of Economic Studies at the National Planning Department (DNP), Economic Advisor to the Presidency of the Republic, Deputy Minister of Finance and Deputy Minister of Trade, Director of the Financial Guarantees Fund (Fogafin), and Chief Economist at BBVA Colombia.

Mr. Ortega López has also taught at several prestigious Colombian universities, including the National University of Colombia, Universidad Externado de Colombia, Colegio Mayor de Nuestra Señora del Rosario, and Universidad de los Andes.



Luisa Fernanda Lafaurie Rivera

Independent Member of the Board of Directors of TGI S.A. ESP since September 16, 2022. She currently serves as a member of the Financial, Business, Regulatory, and Sustainability Committee.

She holds a degree in Economics from Pontificia Universidad Javeriana, a postgraduate degree in Finance from Universidad de los Andes, and completed the Senior Management Program at the same university.

She has broad experience in both the public and private sectors. She has served as President of Ocesa and Cenit, and as Colombia's Minister of Mines and Energy. In addition, she has worked as an independent consultant for various companies in Colombia and abroad, advising on energy matters and corporate governance.

Luisa Fernanda Lafaurie Rivera has extensive experience in the oil and gas industry, having held multiple leadership positions in major companies. She was CEO of Grupo HJDK, which includes businesses in the hotel and agribusiness sectors, and provided consulting services to companies within the Synergy Group in Colombia. As President of CENIT, a subsidiary of Ecopetrol, she managed the company's transportation assets and oversaw its operational and maintenance activities. She also served as President of OCENSA S.A., where she led the transformation of the company into a profit center.

She has served on the boards of several companies, including Ocesa, Ecopetrol, Carbocol, Minercol, Ecogás, Carulla S.A., Isagen, CTEEP in Brazil, Almacenes Éxito, CONCRETETO, and Avianca, among others. She currently serves as an independent member of the Board of Directors of Financiera de Desarrollo Nacional S.A. (FDN, where she is also Board Chair), Mercantil Colpatría S.A., and Massy Holdings Ltd. (Trinidad and Tobago), and is a member of the Board of Trustees of Universidad de los Andes.

She has extensive expertise in:

(i) the Energy and Oil & Gas sector; (ii) Corporate Governance; (iii) Public Policy and Management; (iv) Regulation; (v) Energy Infrastructure; (vi) Mining; (vii) Business Strategy and Project Management; and (viii) the Financial and Capital Markets sector. She is recognized for her leadership in: (i) Senior Executive Management; (ii) Corporate Leadership; and (iii) Public and Private Administration.



Jaime Alfonso Orjuela Vélez

Non-Independent Member of the Board of Directors of TGI S.A. ESP since March 26, 2021. He currently serves as a member of the Audit, Risk, Talent, and Corporate Governance Committee, as well as the Financial, Business, Regulatory, and Sustainability Committee.

Jaime Alfonso Orjuela Vélez is an expert in the energy sector with over 20 years of leadership experience in both public and private companies. He has in-depth knowledge of the natural gas industry in Colombia, along with a broad perspective on the energy sector as a whole. As the current Director of Regulation at Grupo Energía Bogotá (GEB), he leads the regulatory strategy of one of Colombia's most prominent energy companies. His career includes serving as President of TGI (2017–2019), a key player in natural gas transportation in Colombia, and working at Gas Natural Fenosa, where he acquired valuable experience in the natural gas value chain.

His participation on the boards of major companies in the sector—such as TGI, Empresa de Energía de Cundinamarca, CONTUGAS (Peru), and TRECSA (Guatemala)—demonstrates his capacity for strategic decision-making. Trained as an Electrical Engineer with a Master of Science in Economics and a specialization in Public Opinion and Political Marketing, Orjuela Vélez is known for his ability to identify new business opportunities, particularly in infrastructure, and for building constructive relationships with diverse stakeholders.

He holds a degree in Electrical Engineering from Universidad de La Salle in Bogotá, a Master of Science in Economics from the Federal University of Rio de Janeiro in Brazil, and a specialization in Public Opinion and Political Marketing from Pontificia Universidad Javeriana in Colombia. He has served as a professor at Universidad Externado de Colombia, Universidad Autónoma de Colombia, and Universidad de La Salle.

He has extensive experience in the energy sector, particularly in:

(i) planning; (ii) research; (iii) regulation; (iv) corporate strategy; (v) project planning; and (vi) oil and gas.



Ángela María Orozco

Independent Member of the Board of Directors of TGI S.A. ESP since September 16, 2022. She brings deep knowledge of the oil and gas sector, influencing strategic decisions and oversight as a member of the Audit, Risk, Talent, and Corporate Governance Committee.

She actively contributes to the strategic direction of TGI, a key company in Colombia's energy sector. She has experience in auditing, risk management, and corporate governance, ensuring best practices at TGI. Her specialization in Economic Law provides valuable insight into the legal and regulatory landscape that affects the industry. She has a solid leadership track record through executive roles and board memberships, including strategic planning experience. Her broad background in both the public and private sectors—particularly in foreign trade—complements her expertise in oil and gas.

She holds a law degree, a Master of Comparative Jurisprudence from the University of Texas, and a specialization in Economic Law. She is a Yale World Fellow and a graduate of leadership programs at Universidad de los Andes and Yale University.

She has served on several councils and boards, including: the External Advisory Council of Grupo Mercantil Colpatria, Celsia, Fundación Santafé de Bogotá, Fundación Tejido Humano, Fundación Mario Santo Domingo, Fundación Juan Felipe Gómez Escobar, and Invercolsa – Inversiones de Gases de Colombia S.A.

She has extensive experience in:

(i) the transportation, oil & gas, and industrial sectors; (ii) public administration; (iii) sustainability; (iv) infrastructure; (v) business strategy design and implementation; (vi) trade, customs, and foreign investment; (vii) negotiation; and (viii) public policy.

She has had a distinguished career in both the public and private sectors, with a focus on international trade, economic development, and organizational leadership. In the public sector, she stood out as Minister of Transportation and Minister of Foreign Trade. In the private sector, she led important associations such as Asocolflores and Asograsas. She has also advised national and international companies on foreign trade strategies and expansion through her consulting firm.

She has served as a professor at Pontificia Universidad Javeriana and Universidad del Rosario, as a lecturer in International Trade at Universidad de los Andes, and as a faculty member in the Executive Management Program at the same university.

She has received several honors, including: (i) the Order of San Carlos and the Order of Boyacá; (ii) recognition as one of the “100 Global Leaders of Tomorrow” by the World Economic Forum in Davos, Switzerland; and (iii) being named Foreign Trade Executive of the Year in 2001.



Néstor Fagua Guauque

Attorney from Universidad Externado de Colombia, with a specialization in Banking from Universidad de los Andes. He has extensive experience in the legal structuring of infrastructure project financing, privatizations, and the development of infrastructure projects involving private capital, as well as in corporate, financial, and public securities market law.

He has advised major companies in Colombia's oil & gas sector on a range of legal matters, including compliance, transaction structuring, and legal risk management, with clients such as Promigas S.A. and Organización Terpel. He has also participated in the structuring of financing for oil and gas projects, including the negotiation of credit agreements and bond issuances. In addition, he has advised companies during merger and acquisition processes, including legal due diligence and the negotiation of purchase agreements.

He served as Legal Vice President and General Secretary of the Financiera de Desarrollo Nacional and, for more than 15 years, worked as an independent legal advisor to various firms in both the public and private sectors. He has taught capital markets law at Universidad de los Andes and Pontificia Universidad Javeriana, and currently serves on List A of arbitrators at the Bogotá Chamber of Commerce.

Nomination and selection of members

The nomination and selection process for Corporate Governance representatives is based on the following guidelines:

Members of the Board of Directors:

- Members of the Board of Directors: Article 47 of the company's Bylaws states that the Board of Directors shall be composed of five (5) members, at least one (1) of whom must be an independent member. At least two (2) women must be part of the Board of Directors. The members are freely elected and removed by the General Shareholders' Meeting. In accordance with Article 19, paragraph 16 of Law 142 of 1994, the composition of the Board of Directors must proportionally reflect the company's shareholding structure.
- The election by the General Shareholders' Meeting is carried out using the electoral quotient system (Articles 1 and 2 of the Board of Directors' Rules of Procedure).
- In Shareholders' Meeting, prior to the presentation of candidates to the Assembly, the Audit, Risk, Talent, and Corporate Governance Committee of the Board of Directors verifies the qualifications and requirements applicable to each category of member.

- According to Article 18 of the Rules of Procedure of the TGI Shareholders' Meeting, the composition of the Board of Directors shall take into account criteria related to gender, race, nationality, diversity, and inclusion, with the aim of promoting an increasingly diverse Board.
- Board Committees: The Committees are composed of members of the Board of Directors, who are appointed by the Board itself.
- Chair and Vice Chair of the Board of Directors: These positions are elected by the Board of Directors, in accordance with its Rules of Procedure, for a term of two (2) years. The Chair is responsible for leading the Board, and the Vice Chair shall act in their absence.
- General Manager of the company: The General Manager is appointed by the Board of Directors in accordance with the Bylaws and may be removed by the Board at any time. The selection of the General Manager shall be based on criteria of suitability, knowledge, experience, and leadership, following the procedure established in Article 58 of the company's Bylaws.





Article 2 of the Rules of Procedure of the Board of Directors sets out the requirements and qualifications that its members must meet. These are validated by the Audit, Risk, Talent, and Corporate Governance Committee prior to their submission to the General Shareholders' Meeting.

In accordance with Article 379(1) of the Colombian Commercial Code and Article 17 of the Rules of Procedure of the **TGI** Shareholders' Meeting, and in order to facilitate the shareholders' legal right to nominate candidates, shareholders may submit proposed candidates for the Board of Directors to the Audit, Risk, Talent, and Corporate Governance Committee for verification of the applicable requirements. In such cases, a report must be submitted to the Shareholders' Meeting regarding compliance with these requirements prior to the vote.

If the verification process is not carried out by the Audit, Risk, Talent, and Corporate Governance Committee, the proposing shareholder shall be responsible for conducting the required analysis and presenting it to the Shareholders' Meeting before the vote.

The Rules of Procedure of the Board of Directors establish general criteria that its members must meet—criteria that are objective and promote diversity in the composition of the Board.

As TGI is not registered in the National Registry of Securities and Issuers (Registro Nacional de Valores y Emisores), it is not required, under the terms of Article 44 of Law 964 of 2005, to include independent members. Nevertheless, **TGI** has chosen to include them as a corporate best practice.

With respect to the qualifications required of Board members, these are set out in Article 2 of the Board's Rules of Procedure.

In accordance with Articles 17 and 18 of the Rules of Procedure of the General Shareholders' Meeting, the report issued by the Audit, Risk, Talent, and Corporate Governance Committee on compliance with the conditions and requirements applicable to candidates for the Board of Directors is presented to the Shareholders' Meeting.



b) Key data on the operation of Board meetings in 2024:



- The Board of Directors of TGI S.A. E.S.P. holds regular meetings once a month.
- A quorum is established with the participation of at least three members and decisions are made by a majority of the votes present. Each member of the Board of Directors has one vote for decision-making purposes.
- During 2024, the Board of Directors met on 19 occasions, of which 12 were regular meetings and 7 were special meetings.
- Across the 19 sessions, a total of 49 decisions were made, all with unanimous approval by those present.
- The average duration of Board meetings was 2 hours and 56 minutes. In this regard, the longest meetings lasted up to 4 hours and 20 minutes, while the shortest lasted 1 hour.
- Minutes were prepared for all Board meetings. In the case of virtual sessions, the minutes were signed by the General Manager or Legal Representative of the company and by the Secretary of the Board. In the case of in-person sessions, the minutes were signed by the Chair of the Board of Directors and the Secretary. These minutes documented the deliberations, discussions, and sources of information that served as the basis for the decisions adopted.



c) Amendments to corporate documents during the reporting period

During 2024, the following corporate documents were amended and/or adopted:



- **February:** The Mobility Manual of Grupo Energía Bogotá was adopted.
- **March:** The company's Bylaws and the Rules of Procedure of the General Shareholders' Meeting were amended.
- **May:** The Rules of Procedure of the Board Committees and TGI's new Integrated Sustainability Policy were approved.
- **June:** The Insurance Policy of Grupo Energía Bogotá was adopted.
- **August:** TGI's Diversity, Equity, and Inclusion Policy was updated.
- **September:** The company's Bylaws were amended to update the title "President" to "General Manager," and the Rules of Procedure of the Finance, Business, Regulatory, and Sustainability Committee were modified.
- **October:** The Contracting and Execution Control Manual was modified, and the GEB Gifts and Hospitality Policy was updated, along with the Code of Ethics and Conduct for Employees, the Code of Ethics and Conduct for Suppliers and Contractors, the Business Ethics, Anti-Corruption and Anti-Bribery Policy, and the Conflict of Interest Management Policy.
- **November:** The Rules of Procedure of the Audit, Risk, Talent, and Corporate Governance Committee were amended, as well as the Rules of Procedure of the Board of Directors and the Corporate Governance Code. A new chapter focused on Sustainability Governance was also incorporated.
- **December:** The company's Bylaws were amended to update the organizational structure and job titles, and the Rules of Procedure of the General Shareholders' Meeting were also modified.



d) Remuneration of the Board of Directors and Committees

In 2024, there was no increase in the fees paid to the Board of Directors, except for the annual adjustment corresponding to the increase in the legally mandated monthly minimum wage. The fees were set in 2016 and are equivalent to four legal monthly minimum wages (SMMLV) per Board meeting and three SMMLV per Committee meeting. TGI S.A. E.S.P. does not apply a variable remuneration model for the Board of Directors; all payments are tied to participation in meetings. Board members are not part of any compensation schemes that include stock options.

Remuneration – Board of Directors and Committees Fees 2024 (COP)

Board meeting – 4 legal monthly minimum wages (SMMLV)	(COP) \$5'200.000
Board committee meeting – 3 legal monthly minimum wages (SMMLV)	(COP) \$3.900.000

Fees paid to the entire Board of Directors and Committees – 2024

BOARD OF DIRECTORS	COMMITTEES	TOTAL
COP \$ 520'000.000	COP \$89'700.000	COP \$609'700.000

Board of Directors Development and Training

In 2024, the Board of Directors was provided with the necessary information to strengthen its understanding of the company, the sector, and its responsibilities. Training sessions were delivered in strategic areas such as:

- Economic, environmental, social, and sustainability topics
- Risk management
- Directors' responsibilities in the area of human rights
- Information security and cybersecurity
- ISO 37001 anti-bribery management standards

These training sessions were supported by external experts, including Carlos Bernal Pulido, Cynarios, Juan Pablo Rodríguez, and Ricardo Sala Consultores..

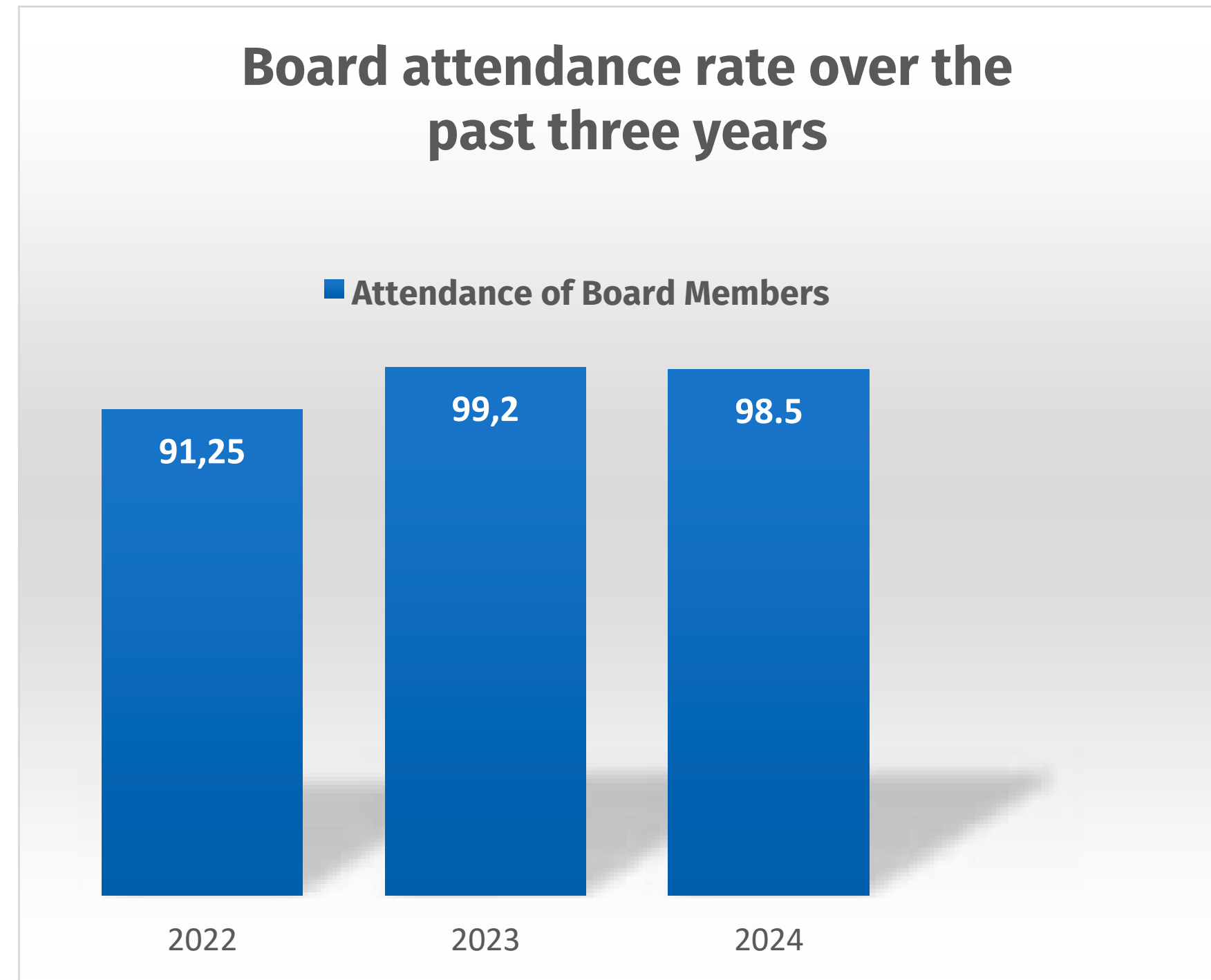


Attendance of Board Members

In line with corporate governance best practices, and recognizing the high level of commitment shown by the members of the Board of Directors of TGI S.A. E.S.P.—as evidenced by an attendance rate above 90% year after year—our corporate governance instruments do not establish a minimum attendance requirement for meetings. We trust that the dedication and responsibility demonstrated by each member ensures active participation and informed decision-making, both of which are essential to the company’s sound governance.



Board meeting attendance data over the past three years



● Attendance data for Board of Directors and Committee meetings – 2024



1. Board of Directors

During 2024, 19 meetings of the TGI Board of Directors were held:

Regular meetings	12
Extraordinary meetings	7



Board of Directors attendance from January 1 to December 31, 2024

Members	Attendances	Attendance rate
Juan Ricardo Ortega López	19/ 19	100%
Luisa Fernanda Lafaurie Rivera	19/ 19	100%
Néstor Raúl Fagua Guauque	14/ 15(*)	93%
Jaime Alfonso Orjuela Vélez	19/ 19	100%
Angela María Orozco Gómez	18/ 19	95%
Héctor José Fajardo Olarte	4/ 4 (**)	100%
Tatyana Orozco de la Cruz	4/ 4 (**)	100%
José Fernando Montoya Carillo	4/ 4 (**)	100%

- (*) The number of sessions attended by Néstor Fagua varies, as he was appointed as a member of the Board of Directors during Meeting No. 59 of the General Shareholders' Meeting held on March 22, 2024.
- (**) The number of sessions attended by Héctor José Fajardo Olarte, Tatyana Orozco de la Cruz, and José Fernando Montoya Carillo varies, as they served as Board members until March 22, 2024.
- The average attendance rate at Board meetings during 2024 was 98.5%.
- The average duration of Board meetings in 2024 was 2 hours and 56 minutes.

2. Committees

Board Committees from April 25, 2024, to date

2.1. Audit and Risk Committee:
During 2024, two meetings of TGI's Audit and Risk Committee were held

Total meetings	2
Regular meetings	2
Extraordinary meetings	0

Composition of the Audit and Risk Committee from January 1 to April 25, 2024:

Members	Attendances	Attendance rate
Jaime Alfonso Orjuela Vélez	2/ 2	100%
Tatyana M. Orozco de la Cruz (*)	2/ 2	100%
José Fernando Montoya	2/ 2	100%

(*) Chair of the Committee

- The average attendance rate of the Audit and Risk Committee in 2024 was 100%.

2.2. Operations Committee

During 2024, one meeting of TGI's Operations Committee was held:

Total meetings	1
Regular meetings	1
Extraordinary meetings	0

Composition of the Operations Committee from January 1 to April 25, 2024:

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

(*) Chair of the Committee

- The average attendance rate of the Operations Committee in 2024 was 100%.

2.3. Finance and Investment Committee:

During 2024, two meetings of TGI's Finance and Investment Committee were held:

Total meetings	2
Regular meetings	2
Extraordinary meetings	0

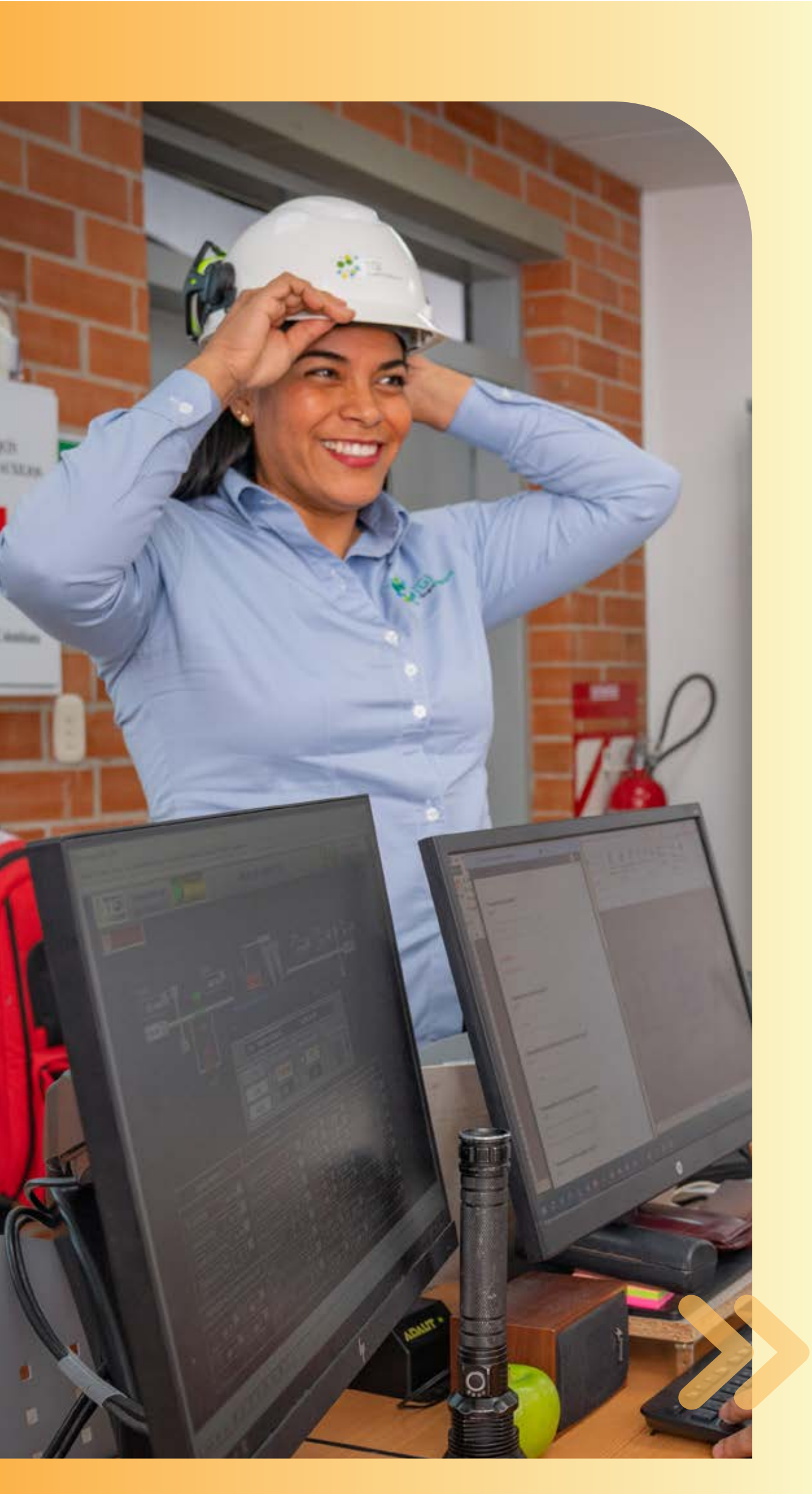
Composition of the Finance and Investment Committee from January 1 to April 25, 2024:

Members	Attendances	Attendances Rate
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%

(*) Chair of the Committee

- The average attendance rate of the Finance and Investment Committee in 2024 was 100%.





2.4. Corporate Governance, Sustainability, and Human Talent Committee:

During 2024, one meeting of TGI’s Corporate Governance, Sustainability, and Human Talent Committee was held:

Total meetings	1
Regular meetings	1
Extraordinary meetings	0

Composition of the Corporate Governance, Sustainability, and Human Talent Committee from January 1 to April 25, 2024:

Members	Attendances	Attendance Rate
Jaime Alfonso Orjuela Vélez	1/ 1	100%
Tatyana M. Orozco de la Cruz (*)	1/ 1	100%
Ángela María Orozco Gómez	1/ 1	100%

(*) Chair of the Committee

- The average attendance rate of the Corporate Governance, Sustainability, and Human Talent Committee in 2024 was 100%.

Board Committees from April 25, 2024, to date

2.5. Audit, Risk, Talent, and Corporate Governance Committee

During 2024, four meetings of TGI’s Audit, Risk, Talent, and Corporate Governance Committee were held:

Total meetings	4
Regular meetings	3
Extraordinary meetings	1

Composition of the Audit, Risk, Talent, and Corporate Governance Committee from April 25 to December 31, 2024:

Members	Attendances	Attendance Rate
Angela María Orozco Gómez (*)	4/ 4	100%
Néstor Raúl Fagua Guauque	3/ 4	75%
Jaime Alfonso Orjuela Vélez	4/ 4	100%

(*) Chair of the Committee

- The average attendance rate of the Audit, Risk, Talent, and Corporate Governance Committee in 2024 was 91.6%.

2.6. Finance, Business, Regulatory, and Sustainability Committee

During 2024, four meetings of TGI’s Finance, Business, Regulatory, and Sustainability Committee were held:

Total meetings	4
Regular meetings	3
Extraordinary meetings	1

Composition of the Finance, Business, Regulatory, and Sustainability Committee from April 25 to December 31, 2024:

Members	Attendances	Attendance Rate
Juan Ricardo Ortega López	4/ 4	100%
Luisa Fernanda Lafaurie (*)	4/ 4	100%
Jaime Alfonso Orjuela Vélez	3/ 4	75%

(*) Chair of the Committee

- The average attendance rate of the Finance, Business, Regulatory, and Sustainability Committee in 2024 was 91.6%.

e) Chair of the Board of Directors (roles and key topics)

In 2024, the chairmanship of the Board of Directors was held by:

- Jaime Alfonso Orjuela Vélez: From October 26, 2022, to April 25, 2024.
- Juan Ricardo Ortega López: As of April 25, 2024.
- The Chair of the Board of Directors has the following responsibilities
 - Guide the agenda: Defines the strategic issues to be addressed by the Board of Directors.
 - Encourage participation: Promotes the active involvement of all members in discussions and decision-making.
 - Ensure decisions are properly recorded: Oversees the preparation of meeting minutes, ensuring they accurately reflect the decisions made.
 - Promote interaction: Facilitates smooth communication between the Board of Directors and Senior Management.

These responsibilities help ensure that the Board of Directors’ priorities are established objectively and reflect the interests of all stakeholders.





f) Secretary of the Board of Directors

The duties of Secretary of the Board of Directors are performed by Dalila Hernández Corzo, Legal and Procurement Director at TGI.

Responsibilities of the Secretary:

- **Protocol functions:** Ensures compliance with the formalities and procedures established for meetings and Board documentation.
- **Document management:** Maintains the books and records required by law and the Bylaws, and safeguards corporate documentation.
- **Communications:** bodies.
- **Attestation:** Certifies the authenticity of internal acts and documents.
- **Support to the Board of Directors:** Carries out tasks assigned by the Board of Directors and the General Manager.

Additionally, the Secretary:

- Calls meetings and prepares the agenda.
- Verifies the quorum for each session.
- Drafts the minutes of the meetings, submits them for approval, and records them in the corresponding book.
- Monitors the follow-up of Board agreements and commitments.
- Ensures the formal legality of the Board of Directors' actions.
- Coordinates the Board's interactions during the year with the Statutory Auditor and external advisors.

In accordance with the Rules of Procedure of the Audit, Risk, Talent, and Corporate Governance Committee, the Statutory Auditor attends all meetings of this Committee as a permanent guest. During 2024, TGI S.A. E.S.P. continued with KPMG S.A.S. as the company's Statutory Auditor.

The Board of Directors of TGI received advisory support from RICARDO SALA CONSULTORES S.A.S. during the evaluation process of its members.

Deloitte Asesores y Consultores S.A.S. is the firm contracted by TGI to conduct the external management and performance audit. The corresponding 2024 report will be submitted to the Superintendence of Public Utilities during the 2025 fiscal year.

Additionally, the Board of Directors of TGI S.A. E.S.P. relies on expert support when deemed necessary. In such cases, it may request opinions from qualified and independent professionals. In exercising this right, the Board engaged with external experts in 2024 on the following topics:

- (i) Corporate matters, including Board self-assessment and directors' responsibilities in the area of human rights;
- (ii) Compliance matters, related to the ISO 37001 Anti-Bribery Management System; and
- (iii) Information security and cybersecurity, among others.

g) Comptroller’s Office of Bogotá D.C.

During 2024, the Comptroller’s Office of Bogotá D.C. conducted the 2023 Financial and Management Audit (Code 179). As part of this audit, TGI S.A. E.S.P. responded to 73 requests and received 9 administrative findings, one of which involved fiscal implications amounting to COP 5,987,489.92.

In addition, the oversight authority identified 2 findings categorized as preliminary inquiries, which will be subject to a follow-up audit.

In response, TGI developed and uploaded improvement plans for the 9 identified findings into the Fiscal Oversight and Control System (SIVICOF). These plans will later be reviewed and verified by the oversight authority.



h) Handling of Confidential and Privileged Information by the Board of Directors

The provisions regarding confidential and privileged information of TGI’s Board of Directors are established in the Corporate Governance Code and the Board’s Rules of Procedure.

The information accessed by members of the Board is subject to confidentiality obligations and to the principle that all actions and decisions must serve the best interests of the company and all shareholders, in accordance with Colombian law. These provisions are clearly defined in both the Corporate Governance Code and the Board’s Rules of Procedure.

Throughout 2024, TGI S.A. E.S.P. used the Board SharePoint platform as a technological tool to provide Board members with access to minutes, presentations, and supporting documents related to the matters to be discussed at each meeting.

Board members have continuous access to this platform via their computers or mobile devices, using individually assigned usernames and passwords. The platform includes robust security systems that ensure traceability and safeguard the confidentiality of the information.





i) Activities of the Board Committees

• Audit and Risk Committee

Topics	
Informative	14
Approving	7

- The Committee approved the report on the fulfillment of the objectives of the Internal Audit Manager.
- The Committee approved setting the 2024 performance objectives for the Internal Audit Manager.
- The Committee approved the report on the fulfillment of the 2023 objectives of the Compliance Director.
- The Committee approved the Compliance Program and the 2024 performance objectives for the Compliance Director.
- The Committee approved recommending to the Board of Directors the individual and consolidated financial statements as of December 31, 2023, the profit distribution proposal, the related-party transactions report, and the Statutory Auditor's report, so that the Board may in turn recommend their presentation to the General Shareholders' Meeting.

- The Committee approved recommending to the Board of Directors the approval of related-party transactions, in accordance with the requirements of the Related-Party Transactions Policy.
- The Committee approved the Annual Audit Plan for 2024.

• Finance and Investment Committee

Topics	
Informative	7
Approving	4

- The Committee approved recommending to the Board of Directors the individual and consolidated financial statements as of December 31, 2023, along with the Statutory Auditor's report, so that the Board may in turn recommend their presentation to the General Shareholders' Meeting.
- The Committee approved recommending to the Board of Directors the approval of the related-party transaction, in accordance with the requirements set forth in the Related-Party Transactions Policy.
- The Committee approved recommending to the Board of Directors the approval of the 2024 budget adjustment, in line with macroeconomic variables.
- The Committee approved recommending to the Board of Directors the approval of the 2024 Strategic Map.

• **Corporate Governance, Sustainability, and Human Talent Committee**

Topics	
Informative	8
Approving	6

- The Committee recommended the approval of the 2023 Corporate Governance Report to the Board of Directors, so that the Board could, in turn, submit it for approval to the General Shareholders' Meeting.
- The Committee recommended the approval of the 2023 Sustainability Report to the Board of Directors, so that the Board could, in turn, recommend its approval to the General Shareholders' Meeting.
- The Committee approved recommending to the Board of Directors the adoption of the Mobility Manual of Grupo Energía Bogotá, repealing any previous related guidelines or directives.
- The Committee approved recommending to the Board of Directors the approval of the 2024 Variable Compensation Model and its guidelines.
- The Committee approved recommending to the Board of Directors the 2024 salary increase for non-union employees.
- The Committee approved recommending that the Board of Directors delegate to the Corporate Governance, Sustainability, and Human Talent Committee the guidelines for collective bargaining negotiations, in accordance with the scenarios presented.

• **Operations Committee**

Topics	
Informative	6
Approving	0

• **Audit, Risk, Talent, and Corporate Governance Committee**

Topics	
Informative	52
Approving	12



Finance, Business, Regulatory, and Sustainability Committee

Topics	
Informative	38
Approving	12

- The Committee appointed Luisa Fernanda Lafaurie Rivera as its Chair.
- The Committee approved its Rules of Procedure.
- The Committee approved the Committee's 2024 Annual Work Plan and meeting schedule.
- The Committee approved recommending to the Board of Directors one or more foreign exchange hedging transactions through forwards on the 2024 OPEX cash flows, authorizing the incurrence of necessary execution costs and the provision of guarantees as applicable.
- The Committee approved recommending to the Board of Directors the approval of the new Decarbonization Pathway, which sets a 48% emissions reduction target by 2030.
- The Committee approved recommending to the Board of Directors the approval of TGI's Integrated Sustainability Policy.

- The Committee approved the amendment of its Rules of Procedure.
- The Committee approved recommending to the Board of Directors the modification of the terms of the Club Deal loan.
- The Committee approved recommending to the Board of Directors the approval of the 2025 budget.



- The Committee appointed Ángela María Orozco as Chair of the Audit, Risk, Talent, and Corporate Governance Committee.
- The Committee approved its Rules of Procedure.
- The Committee approved the Committee's 2024 Annual Work Plan and meeting schedule.
- The Committee approved recommending to the Board of Directors the modification of TGI's Risk Matrix.
- The Committee approved recommending to the Board of Directors the update of TGI's Diversity, Equity, and Inclusion Policy.
- The Committee approved recommending to the Board of Directors the adoption of GEB's Gifts and Hospitality Policy, as well as the amendment of the Code of Ethics and Conduct for Employees, the Code of Ethics and Conduct for Suppliers and Contractors, the Business Ethics, Anti-Corruption and Anti-Bribery Policy, and the Conflict of Interest Management Policy.
- The Committee approved recommending to the Board of Directors the approval of the modification of the housing loan conditions for non-union employees.
- The Committee approved the amendment of the Rules of Procedure of the Audit, Risk, Talent, and Corporate Governance Committee.
- The Committee approved recommending to the Board of Directors the amendment of TGI's Corporate Governance Code.
- The Committee approved recommending to the Board of Directors the amendment of TGI's Bylaws, so that the Board may in turn recommend their approval to the General Shareholders' Meeting.
- The Committee approved recommending to the Board of Directors the appointment of TGI S.A. E.S.P.'s Alternate Compliance Officer, and referendum of the Bylaws amendment.



j) Information on the implementation of the evaluation processes for the Board of Directors and Senior Management, as well as a summary of the results

Each year, TGI’s Board of Directors conducts a self-assessment of its duties and performance as a collegiate body, identifying the degree to which its responsibilities have been fulfilled. In addition, evaluations are carried out for its Committees and for each of its members individually, with the support of an external and independent advisor. In 2024, this process was conducted with Ricardo Sala Consultores S.A.S.

As required, the results of the Board of Directors’ self-assessment must be presented annually to the General Shareholders’ Meeting.

These evaluation processes represent an opportunity to foster a culture of continuous improvement and enhance decision-making processes. This is only possible when there is a foundation of shared understanding and collective commitment among directors and senior management teams to move forward based on

concrete agreements that strengthen the effectiveness of the Board.

Our evaluation process includes three dimensions: the Board’s collective perspective, senior management’s perspective, and individual feedback. TGI also conducts internal audits in this area (through its Internal Audit Office), as well as reviews by the Statutory Auditor.

In accordance with Law 142 of 1994, TGI is also subject to an annual external audit of management and performance. To carry out their work, external auditors request detailed information on the company’s operations, as well as corporate governance-related data such as shareholding structure, Board membership, and more.

The results of this audit, along with the conclusions and opinion of the external auditor,

are submitted to the Superintendence of Public Utilities within the established timeframe.

The 2024 Board of Directors’ self-assessment revealed significant progress in the following key areas:

(i) Strategic information:

The Board has improved its decision-making process by receiving more timely and relevant information. Directors are actively engaged in requesting and reviewing information, and committee reports add value by filtering and prioritizing key data.

(ii) Efficient communication:

Communication has been strengthened, fostering a more transparent flow of information that enhances interaction between Board members and the management team.

(iii) Effective oversight:

The Board has refined its approach to management oversight, enabling the administration to spend less time preparing documents and to reallocate resources to other critical tasks.

These advances reflect TGI’s ongoing commitment to strengthening its corporate governance practices.

Related-Party Transactions

a) Powers of the Board of Directors regarding this type of transactions and conflict-of-interest situations

The rules governing related-party transactions and the management of conflicts of interest are outlined in the Code of Ethics and Conduct, the Bylaws, the Related-Party Transactions Policy, and the Conflict of Interest Management Policy. These documents are available on TGI S.A. E.S.P.'s website at:

<https://www.tgi.com.co/nosotros/gobierno-corporativo>. All related-party transactions comply with the applicable legal framework governing disqualifications, incompatibilities, and conflicts of interest.

In addition, such transactions must be carried out in compliance with the current regulatory framework, the Business Group Agreement, the Bylaws, the Corporate Governance Code, the provisions of the Procurement Manual, and TGI's Corporate Governance commitments.

TGI S.A. E.S.P. ensures that all related-party transactions are conducted on an arm's length basis and duly documented, with supporting documentation in line with the transfer pricing methodology required by the authorities.

In 2024, related-party transactions were carried out with the following entities:

- Vanti S.A. E.S.P.
- Grupo Energía Bogotá S.A. E.S.P.
- Enel Colombia S.A. E.S.P. (formerly Codensa S.A. E.S.P.)



Detailed information on related-party transactions carried out by the companies during 2024 is disclosed annually in the Notes to the Financial Statements of **TGI S.A. E.S.P.** and in the related-party transactions report submitted to the Audit, Risk, Talent, and Corporate Governance Committee of the company's Board of Directors.

In the event of a conflict of interest—or in case of uncertainty regarding its existence—the individual potentially involved must suspend any direct or indirect action or participation in activities and decisions related to the potential conflict. They must also report the situation in detail and in writing to their immediate supervisor and to the Corporate Compliance Department through the Ethics Channel.



TGI S.A. E.S.P. administrators must report any potential conflicts of interest to the Corporate Compliance Department through the Board Secretary. The Corporate Compliance Department will then present the case to the Audit, Risk, Talent, and Corporate Governance Committee of the Board of Directors, which will assess whether a conflict exists and recommend the necessary measures to the Board for its management.

If the Audit, Risk, Talent, and Corporate Governance Committee determines that a conflict of interest exists, the individual involved must refrain from participating in the discussion or decision-making related to the matter and must leave the meeting.

The Compliance Officer and the members of the **TGI S.A. E.S.P.** Ethics Committee must also report any potential conflict of interest to the Audit, Risk, Talent, and Corporate Governance Committee through the Corporate Compliance Department. The Committee will take the necessary measures to manage the conflict and will recommend to the relevant administrative superior the steps to be taken for its resolution.

Other **TGI S.A. E.S.P.** employees who are not classified as administrators and who face a potential conflict of interest must follow the procedure set forth in the Code of Ethics and Conduct.

In 2024, no potential conflicts of interest were reported by members of the Board of Directors. **TGI S.A. E.S.P.'s** administrators and employees declared any situations that could give rise to a conflict of interest as part of the Annual Declaration of Adherence to the Code of Ethics and Conduct. These declarations were reviewed by the Corporate Compliance Department and managed to prevent their materialization.



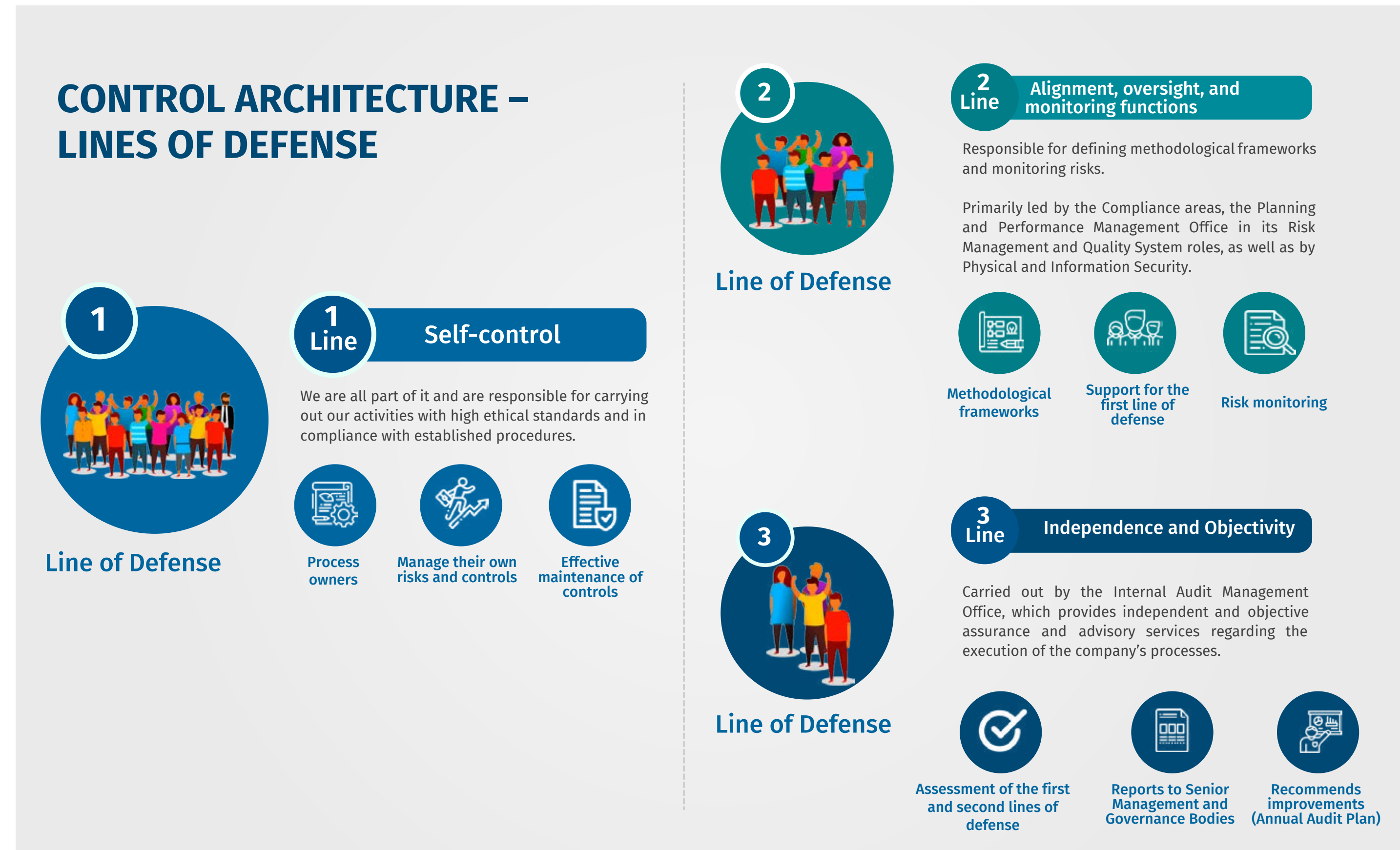
TGI's Risk Management Systems

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

TGI's Internal Control System (ICS) is the responsibility of all company employees and is designed to provide reasonable assurance regarding the achievement of the company's objectives in terms of operational effectiveness and efficiency.

To support this, TGI has implemented a Control Architecture Policy, whose primary objective is to establish the necessary control structure to maintain and strengthen the Internal Control System (ICS). This framework is based on the Three Lines Model of the European Confederation of Institutes of Internal Auditing (ECIIA), which defines the general guidelines, roles, and responsibilities required for the proper operation of the Internal Control System.

As illustrated in the following diagram:



In addition, the following mechanisms help strengthen the Internal Control System:

- Code of Ethics and Conduct
- Code of Ethics and Conduct for Suppliers and Contractors
- Corporate Governance Code
- Comprehensive Risk Management Policy
- Business Ethics, Anti-Corruption, and Anti-Bribery Policy
- Control Architecture Policy
- Sustainability Policy
- Internal Audit Charter
- General Management Guidelines
- Corporate Strategic Map
- Integrated Management System (IMS)
- Risk Management and Administration System
- SAP HANA Information System
- Board Committees, Advisory and Monitoring Committees, and Compliance Committees
- Application of the International Standards for the Professional Practice of Internal Auditing
- Ongoing training on Control Architecture and the Ethics and Compliance Program

All these tools serve as the foundation for the implementation, maintenance, and improvement of control processes and activities, in compliance with Section V, "Control Architecture," of the Corporate Governance Code.



The following describes how each aspect of the policy was implemented during 2024:

b) Description of the Comprehensive Risk Management Policy and its implementation during the year

TGI has a Risk Management Policy, which was approved by the GEB's Presidency Committee and adopted by decision of its Board of Directors.

The implementation of the Risk Policy in 2024 enabled TGI to remain alert and manage strategic business risks, emerging risks, process risks, and project risks at all levels. This contributed to the achievement of its objectives and the mitigation of impacts, enhancing the company's resilience in the face of potential risk materializations.





Contributing to the achievement of the strategy, the continuous operational improvement of the company, the protection of investments, and the company's reputation.

Risk management contributed to the achievement of the corporate strategy, to the ongoing operational improvement of the company, and to the protection of its investments and reputation. This commitment was fulfilled with a projected achievement level of **110.4%** for strategic goals, a figure audited by PwC. This result reflects TGI's continuous efforts to manage risks, protect investments, identify early warnings that allowed for preventive actions, and respond to risk materialization through effective mitigation plans.

Based on a comprehensive risk assessment, TGI adopted a management approach focused on prioritization, taking into account the company's current business conditions, regulatory and legal frameworks, micro- and macroeconomic trends, and socio-environmental and technological factors. This allowed the company to focus efforts on key risks such as:

- Regulatory and legal changes impacting the business
- Disruption to critical business functions
- Market behavior changes affecting short- and long-term gas consumption and demand
- Economic impacts caused by short- and long-term supply uncertainty
- Failure to meet the company's financial targets and required return on capital
- **Ensuring that risks remain within the levels accepted by the organization.** Ensure that risks remain within levels accepted by the organization. This commitment is fulfilled through the assessment of 13 strategic risks across the four impact levels defined by the organization.

As such, compared to the previous period, a new strategic risk was incorporated: "Lack of suitable and motivated human capital to support the execution of the strategy and the transformation process", as a result of the double materiality assessment exercise. In addition, a trend analysis and update of criticality scenarios was carried out, allowing TGI to reaffirm the evaluation of its strategic risks and define the appropriate residual risk levels. This enabled the Board of Directors to validate 13 strategic risks, with a focus on 5 due to their business impact under the current context and their classification as Very High risk level.

- Building trust through communication with all stakeholders on risk management This commitment was fulfilled through four accountability reports presented to the Audit and Risk Committee of the Board of Directors during 2024, as well as a strategic risk workshop that included a trend analysis, held with the Board of Directors in July 2024, with the support of an external consultant.



■ **Implement the controls and risk mitigation measures** This commitment was fulfilled through the identification of 156 controls aimed at risk management and mitigation. In 2024, a satisfactory level of performance was achieved, with various teams working on the effectiveness of controls and action plans. Noteworthy efforts, due to their timeliness in relation to prioritized risks, included:

- Timely and high-quality management of requested information, governance follow-up, and preparation of the Command Team to compile the tariff file.
- Requests, follow-up, and comments on regulations required to address a gas scarcity scenario.
- Project mapping and review with sector stakeholders, aimed at developing solutions to address supply and demand challenges.
- Effective commercial management for the renewal of natural gas transportation contracts in light of the market's new dynamics.
- Management of compressor fuel gas purchases and inventory replenishment gas, aiming for efficient pricing while ensuring service reliability

■ Assurance of ILI runs and compliance with inspection and maintenance plans for the gas transportation infrastructure.

Finally, throughout the year, an adequate level of implementation was maintained for the action plans defined for risk controls, with a particular emphasis on those with an implementation level **below 50% and associated with prioritized risks.**





■ **Design and implement communication, awareness, and training strategies to promote knowledge and a risk-based culture.** This commitment was fulfilled through the dissemination of established guidelines, updates, risk priorities, and management results to employees. In addition, training sessions were conducted for the 15 risk managers formally appointed by the General Management, who participated in the risk culture strengthening program led by GEB/TGI.

■ **Consider risk appetite as an input for strategic planning.** This commitment was fulfilled by validating the risk appetite based on the company's financial results for 2024 and projections through 2030. It was determined that the current risk appetite level would be maintained until the new tariffs issued by the regulatory authority are in force.

■ **Manage project risks across all phases, and strategic initiatives in line with the company's transformation process.** This commitment was continuously fulfilled through the risk management methodology embedded in the Maturity and Value Creation Model (MVCV).

• **Efficiently and systematically manage information security and cybersecurity risks.** This commitment was fulfilled by identifying threats and vulnerabilities, updating the criticality scenario, and assessing both inherent and residual risks.

• **Administer and mitigate compliance risks.** This commitment was fulfilled through the identification of 38 compliance risks (related to bribery, fraud, corruption, money laundering, terrorism financing, proliferation of weapons of mass destruction, improper handling of personal data, and mismanagement of conflicts of interest) across 16 organizational processes. These risks are actively managed to ensure the implementation and effectiveness of mitigating controls.

• **Timely reporting and management of contingencies.** This commitment was fulfilled through quarterly monitoring and reporting of financial and legal contingencies to GEB.

■ **Timely reporting to the relevant stakeholders of all risk materialization cases.** This commitment was fulfilled through the quarterly monitoring and reporting of the Risk Management Index and the materialized risk cases to GEB and the Audit and Risk Committee of the Board of Directors (A&R BOD). For the year 2024, three strategic risks materialized within the organization: R1. Regulatory and legal changes impacting the business R2. Disruption of critical business functions R5. Economic impacts caused by short- and long-term supply uncertainty



Response plans and oversight for key risks

Out of a total of 156 strategic risk controls defined and approved in August 2024 for the reporting period, a satisfactory level of compliance was achieved, ensuring full implementation of these controls by the end of the year.



c) The company's risk management systems and their implementation during the year

In 2024, the main aspects of risk management were:

- Risk Management Index as of December 31: The index reached 93%. This indicator measures the management of strategic risks by weighting several factors: effectiveness of risk management, risk response planning, alignment with corporate strategy, the materialization of Extreme, High, and Moderate risks, and the corresponding monitoring and control. It provides a comprehensive view of risk performance, evaluating planning, execution of response actions, oversight, and the impact of risk materialization on the organization's strategic variables.
- Risk management planning: This factor evaluates the extent to which risk management planning was carried out, including the facilitation of risk workshops.

- Risk identification: This factor measures the effectiveness of identifying risks, starting from the planning phase.
- Execution of risk response/action plans: This factor assesses the proper implementation of risk response or mitigation plans. It aims to ensure that actions are carried out according to the defined timelines and are actively monitored.
- Effectiveness of response plans: This factor evaluates how effectively the response plans reduce the impact of materialized risks. It ensures that response strategies are aligned with the organization's overall risk approach. The weighting is as follows: Extreme (50%), High (30%), Moderate (15%), and Low (5%).
- Impact on strategic variables: This factor measures the consequences of risk materialization on key variables such as time, cost, reputation, and occupational health and safety, according to the ratings defined in the organization's project risk matrix.



During the year, the following risks materialized:

Strategic Risk Materialized	Controlled Risk Level	Cause	Actions Taken
Regulatory and legal changes impacting the business	Extreme	Materialized in 2023 due to the implementation of Phase 1 of Resolution 175, which involved a shift from USD to COP and an adjustment of the WACC as of June 1, 2023.	<p>Prepayment of debt totaling COP 472 billion.</p> <p>- Reduction in Club Deal loan interest rates.</p>
Disruption of critical business functions	High	Materialized during the period due to the emergency affecting the Ballena-Barrancabermeja gas pipeline on July 4, 2024. This impacted contracts with 9 clients between July 6 and 9, 2024, with repair costs totaling COP 439 million.	<p>Declaration of emergency and activation of the Business Continuity Plan, Crisis Management Plan, and Risk and Disaster Management Plans.</p>
Economic impact due to short- and long-term supply uncertainty	Extreme	Procurement of 5.44 MBTU of compressor fuel gas starting December 1, 2024, projected a rise in operating costs—from an average of ~USD 8.40/MBTU to ~USD 13.26/MBTU for the Dec 2024–Nov 2025 period.	<ul style="list-style-type: none"> Regulatory assurance for compressor fuel gas as essential demand under Resolution 102 009. Definition of the Commercial Strategy. Participation in primary market commercialization processes under the new flexibility rules issued by CREG. Negotiation efforts for minor gas fields. Evaluation of alternative gas purchasing strategies. Definition of the 2025 procurement scheme. Secondary market assessments to identify the most efficient option.



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

Early Warning	Associated Strategic Risk	Action Plan Implemented
Issuance of Resolution No. 40745 of 2023 by the Ministry of Mines and Energy (MME) regarding multiphase pipelines.	R1: Regulatory and normative changes impacting the business	Meeting with the Hydrocarbons Directorate at the MME. TGI presented its concerns regarding the resolution and identified the feasibility of a modification to clarify key elements and eliminate the risk of bypass. TGI carried out regulatory engagement and sent formal communications to the Hydrocarbons Directorate, requesting the issuance of a technical opinion and an adjustment to the resolution, to avoid misinterpretations and ensure that the verification of the existence of oil pipeline infrastructure and separation and treatment facilities is based on the resolution's date of issuance. Work sessions were held with Cenit. Engagement was carried out with industry associations. Internal working sessions were conducted with the TGI-GEB Executive Committee. As a result, the resolution was amended, and the risk was mitigated.
Failure to amend Resolution 175 regarding the recognition of the Regulatory Useful Life of Assets (VUN) and hedging mechanisms. Failure to issue the new Tariff Dossier starting in the last two months of 2024.	R1: Regulatory and normative changes impacting the business R7: Failure to meet the company's financial targets or achieve the required return on capital	Ideation workshop held to evaluate legal, engagement, and governance strategies, among others, with the participation of external advisors, aimed at identifying new actions and improving the effectiveness of the impact mitigation plan for Resolution 175. Strategic Relationship Agenda developed: meetings held with the Presidency, the Ministry of Finance, the Ministry of Mines, Energy and Gas Regulatory Commission (CREG) CREG, National Planning Department (DNP), the Attorney General's Office, among others. Financial projections prepared to manage the impact. Weekly monitoring conducted by the Executive Committee. Ongoing engagement with CREG to support the implementation of new charges. Follow-up on the proposed timeline for the tariff dossier. Resolution 175 was amended through the issuance of Resolution 102 008, introducing changes related to VUN and hedging recognition. Follow-up remains in place for the issuance of the new tariffs..
Failure to allocate compressor gas volume for operation of the National Transmission System (SNT).	R2: Disruption of critical business functions	<ul style="list-style-type: none"> Regulatory assurance for compressor fuel gas as essential demand, in accordance with Resolution 102 009. Definition of the Commercial Strategy. Participation in primary market commercialization processes under the new flexibility rules issued by CREG. Negotiation efforts with minor gas fields. Evaluation of alternative commercial gas purchasing strategies. Definition of the procurement scheme for 2025. <p>Secondary market assessments to identify the most efficient option.</p>
Agent imbalances and low gas inventory in TGI's SNT threaten system stability and increase the need for replacement gas.	R2: Disruption of critical business functions	Engagement with CNO Gas (National Natural Gas Operations Council): coordination of actions, monitoring of variations in TGI's National Transmission System (SNT), and assurance that operational orders comply with CREG Resolution 163. Monitoring of agents' operational discipline. Follow-up on imbalances at custody transfer points within TGI's SNT or injection points at major and minor gas fields. Execution of imbalance delivery agreements (OBA). Planning for the execution of short-term gas supply contracts with efficient pricing. Ongoing requests for offers, considering operational criteria of the SNT. Engagement with CNO Gas, CACSSE, and the Ministry of Mines and Energy to promote the issuance of regulatory measures required to ensure the stability of the SNT. The risk was successfully mitigated.
Contracted gas transportation capacity – structural demand.	R5: Economic impacts due to short- and long-term supply uncertainty	Negotiation of Transportation Contracts
Loss of revenue due to WACC adjustment from 11.88% to 10.94% resulting from interpretation discrepancies.	R7: Failure to meet financial targets or achieve required return on capital	TGI issued a position paper maintaining its rationale regarding the application of the 11.88% WACC to shippers who challenged invoices, and submitted it to CREG and oversight authorities. Ongoing legal follow-up was conducted in coordination with GEB, Senior Management, and external counsel to identify measures to protect the company. Follow-up was also carried out on disputed invoice payments by shippers resulting from the tariff adjustment, as well as on related accounting provisions. A review was conducted of the financial impacts resulting from the non-application of the WACC



The above enabled the mitigation of the identified risks through the implementation of appropriate action plans aimed at containing the economic impacts associated with their materialization.

Nonetheless, TGI carried out assessments of its risk management performance to strengthen its strategic efforts, identifying the following opportunities:

Regarding regulatory risks, a consistent level of control implementation was observed; however, these controls have not been sufficient to overcome externalities. This is primarily due to highly sensitive variables tied to government policies and exogenous factors that fall outside TGI's control. The monitoring efforts are focused on promoting timely action by CREG on the Tariff Dossier by April 2025.

Concerning the risk of disruption of critical business functions, the company identified the urgent need to secure compressor fuel gas. TGI is actively following up on commercialization processes and new CREG regulations to explore improved procurement options. While these measures may prevent a fuel gas shortfall, they pose a risk to **TGI's** Profit and Loss statement due to prices exceeding those projected in the 2025 budget.

With respect to the supply risk, the focus has shifted toward addressing gas molecule scarcity and contract renewals. The company is facing a scenario in which this scarcity could jeopardize the achievement of its 2025 financial targets, creating the need for additional supply to preserve structural demand.



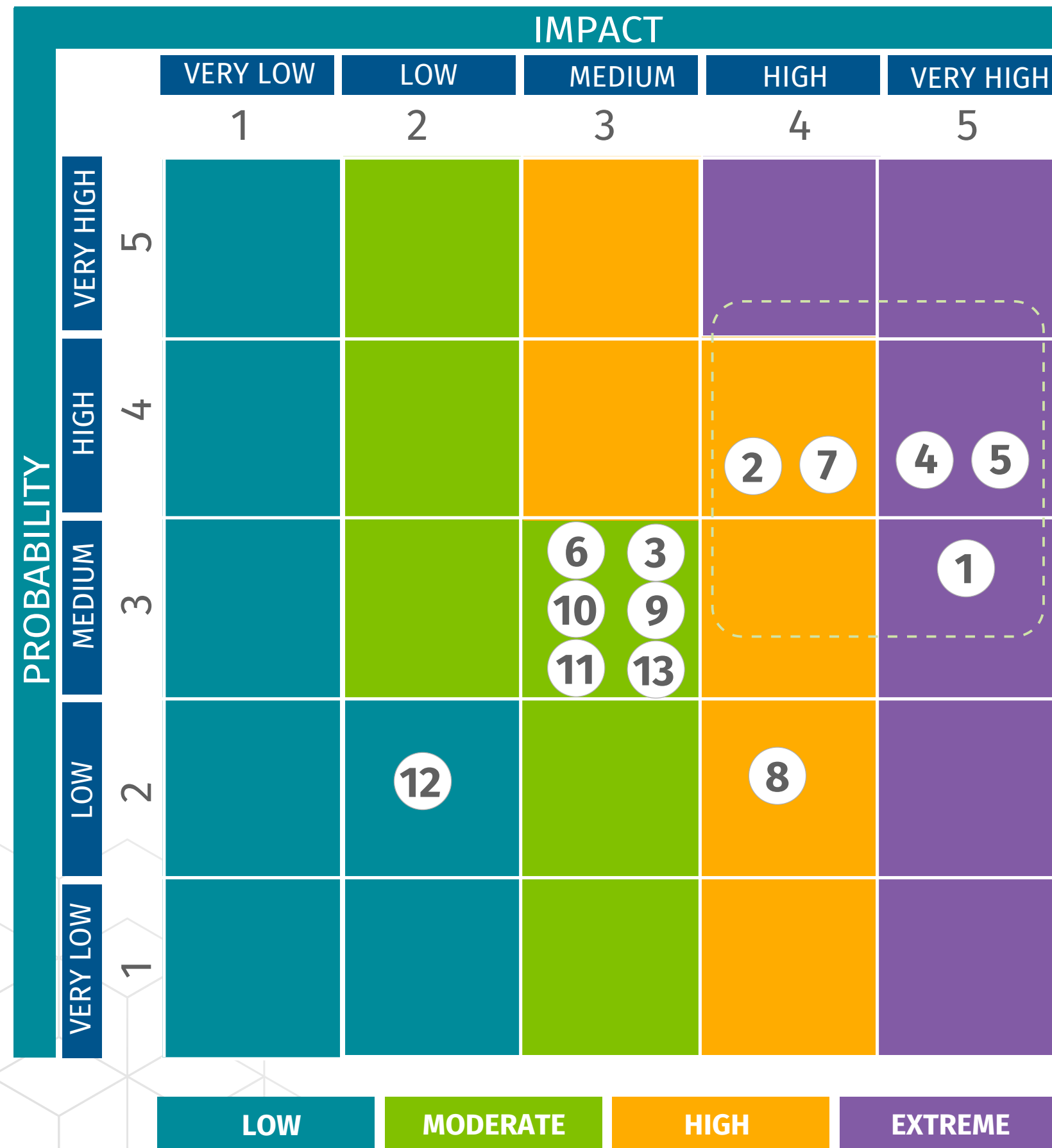
The challenges for future fiscal years in Risk Management are:

- Ensure the timely implementation of the Tariff Dossier.
- Develop planning strategies to secure a resilient business model in scenarios of gas scarcity.
- Address the dynamics of system expansion.
- Promote contractual flexibility to leverage current contracting trends.
- Optimize and maximize the use of existing infrastructure to ensure gas supply nationwide.
- Support risk assessments of the various initiatives within the Strategic Pillars to enable sound decision-making across the organization.



The following was TGI S.A. ESP's strategic risk matrix for 2024:

TGI manages its risks based on 13 strategic risks, with a focus on 5 key business risks.



STRATEGIC RISK	RESIDUAL EXPOSURE
1 Regulatory and normative changes impacting the business	EXTREME
2 Disruption of critical business functions	HIGH
3 Vulnerabilities to cyberattacks compromising information security and operational cybersecurity	MODERATE
4 Changes in market behavior regarding gas consumption and demand in the short and long term	EXTREME
5 Economic impact from uncertainty in short- and long-term supply	EXTREME
6 Economic impacts on the business due to internal conflicts in the country (social, armed, etc.)	MODERATE
7 Failure to meet the company's financial goals or the required return on capital	HIGH
8 Non-compliance with the ethical and regulatory compliance framework	HIGH
9 Difficulties adapting operational infrastructure to climate change	MODERATE
10 Technological obsolescence in operations and digital transformation	MODERATE
11 Impact on operations and project development due to environmental issues or non-compliance	MODERATE
12 Human rights violations by TGI, employees, or contractors	LOW
13 Lack of suitable and motivated human talent to support strategic development and transformation	MODERATE

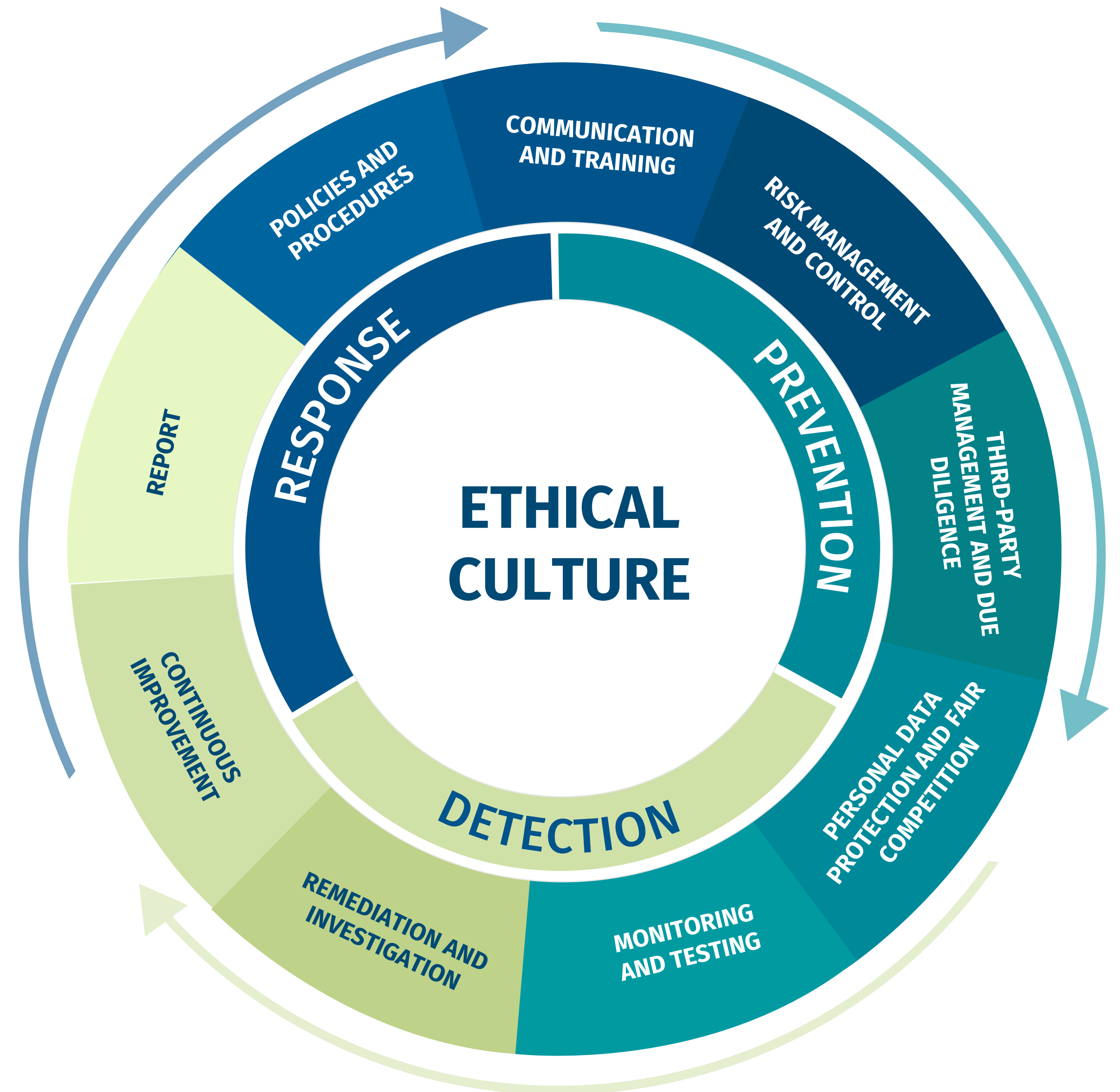
Ethics and Compliance Program

TGI S.A. ESP is committed to the highest standards of ethics, legality, transparency, and compliance. As such, it has established an Ethics and Compliance Program aimed at providing reasonable assurance for the achievement of the company's strategic objectives. This program is grounded in ethical conduct, anchored in the corporate value of Integrity, and aligned with the regulatory framework, ensuring that our higher purpose is fulfilled ethically and within a framework of trust-based and responsible relationships.

The implementation of the Ethics and Compliance Program raises awareness among all TGI stakeholders regarding their role and responsibilities in preventing wrongful acts or situations that may undermine or disregard transparency as the foundation of all interactions and operations.

In this way, we strive to become a benchmark in ethics and compliance, while building trust among markets and stakeholders and strengthening our ethical culture.

TGI's Ethics and Compliance Program is structured around three pillars: prevention, detection, and response, to manage risks related to fraud, corruption, bribery, money laundering, terrorist financing, financing of the proliferation of weapons of mass destruction, improper management of conflicts of interest, and the inadequate handling of personal data.



The program also includes six lines of action.

ETHICS AND COMPLIANCE

Prevention System for ML/TF/FPWMD

Corporate Ethics, Anti-Corruption and Anti-Bribery

Personal Data Protection and Fair Competition

Ethics Hotline Management

Risk Management

REGULATORY COMPLIANCE

Engagement with oversight bodies

Regulatory assurance

Accountability, improvement plans, and statutory auditor (PRF)

Transparency and access to public information



From this perspective, the components of the program are defined as follows: Activities aimed at prevention:

- **Policies and procedures:** These are aligned with the company's vision and corporate values to establish guidelines and define how they are to be implemented. The main guidelines are incorporated in TGI's Codes of Ethics and Conduct.
- **Communication and training:** Each year, a communication and training program is defined with relevant information targeted to different stakeholders, aiming to raise awareness of the tools available within the compliance program to manage compliance risks.
- **Clause and template subscription:** As part of the prevention efforts, the Corporate Compliance Office has established a set of formats and contractual clauses designed to ensure the implementation of control and mitigation measures for risks that may impact the company's operations and activities.



Activities aimed at detection:

- **Due diligence:** Aims to identify and analyze potential situations that may raise red flags regarding third parties with whom the company maintains any type of relationship.
- **Ethics hotline:** This is the tool through which employees, contractors, customers, and all stakeholders can report any potential behavior that goes against TGI's corporate values.
- **Monitoring and testing:** Involves identifying potential compliance risks as well as potential ineffectiveness of the established controls.

Activities aimed at response:

- **Investigations and remediation:** Establishes a methodology and procedures to effectively confirm or rule out potential misconduct.
- **Reporting:** This component enables the Compliance Office to report to the various external authorities and internal corporate bodies in accordance with applicable and current regulations.





Policies, procedures, guidelines, and manuals on ethics and compliance

The following are the main documents that outline the guidelines for all stakeholders regarding ethics and compliance:

- Internal Code of Ethics and Conduct
- Code of Ethics and Conduct for Suppliers and Contractors
- Corporate Ethics, Anti-Corruption, and Anti-Bribery Policy and Manual
- Manual for the Prevention and Control of Money Laundering, Terrorism Financing, and the Financing of the Proliferation of Weapons of Mass Destruction
- Gifts and Hospitality Policy
- Personal Data Protection Policy and Manual
- Control Architecture Policy
- Conflict of Interest Management Policy
- Whistleblower Protection Guide
- Ethics Hotline Methodological Program
- Compliance Program



Other elements of our compliance program

- TGI has a Principal Compliance Officer and an alternate, both responsible for ensuring the effective, efficient, and timely operation of the Program. The company also has a team within the Compliance Deputy Management Office, which is responsible for leading the implementation of the program.

The Compliance Officer: i) Is appointed by the Board of Directors; ii) Has decision-making authority; iii) Has the necessary time to carry out their duties; and iv) Is supported by a human and technical team that enables the proper performance of their responsibilities, among other aspects.

- Personal Data Protection Program: This program is based on the Personal Data Protection Policy and Manual, authorization forms, templates, and PDP procedures to ensure the appropriate handling of personal data belonging to the data subjects of Transportadora de Gas Internacional S.A. E.S.P. It guarantees the constitutional right of all individuals to access, update, and rectify the information collected about them, and thus ensures the proper treatment of their personal data.
- Integrated System for the Prevention of Money Laundering, Terrorist Financing, and the Financing of the Proliferation of Weapons of Mass Destruction: TGI S.A. E.S.P. is not legally required to implement the Risk Management and Administration System for Money Laundering, Terrorist Financing, and the Financing of the Proliferation of Weapons of Mass Destruction. However, recognizing the relevance of this matter under the comprehensive self-control risk regime for ML/TF/FPWMD, and in line with good corporate practices aimed at promoting an ethical culture, the company has voluntarily adopted this program in accordance with the guidelines of Grupo Energía Bogotá, the parent company of the business group.

- The Communications and Training Program, which forms an integral part of the Compliance Program, aims to define the frequency, content, format, and target audience of all communications and training activities conducted throughout the year, regardless of the type or channel of communication used.
- TGI has identified a strategic risk related to non-compliance with ethical or regulatory frameworks in compliance matters. This risk is monitored quarterly and evaluated periodically in order to identify events that, considering their impact and likelihood of occurrence, could affect the achievement of the company's objectives. The company also maintains a compliance risk matrix by process, with controls that are subject to quarterly monitoring.

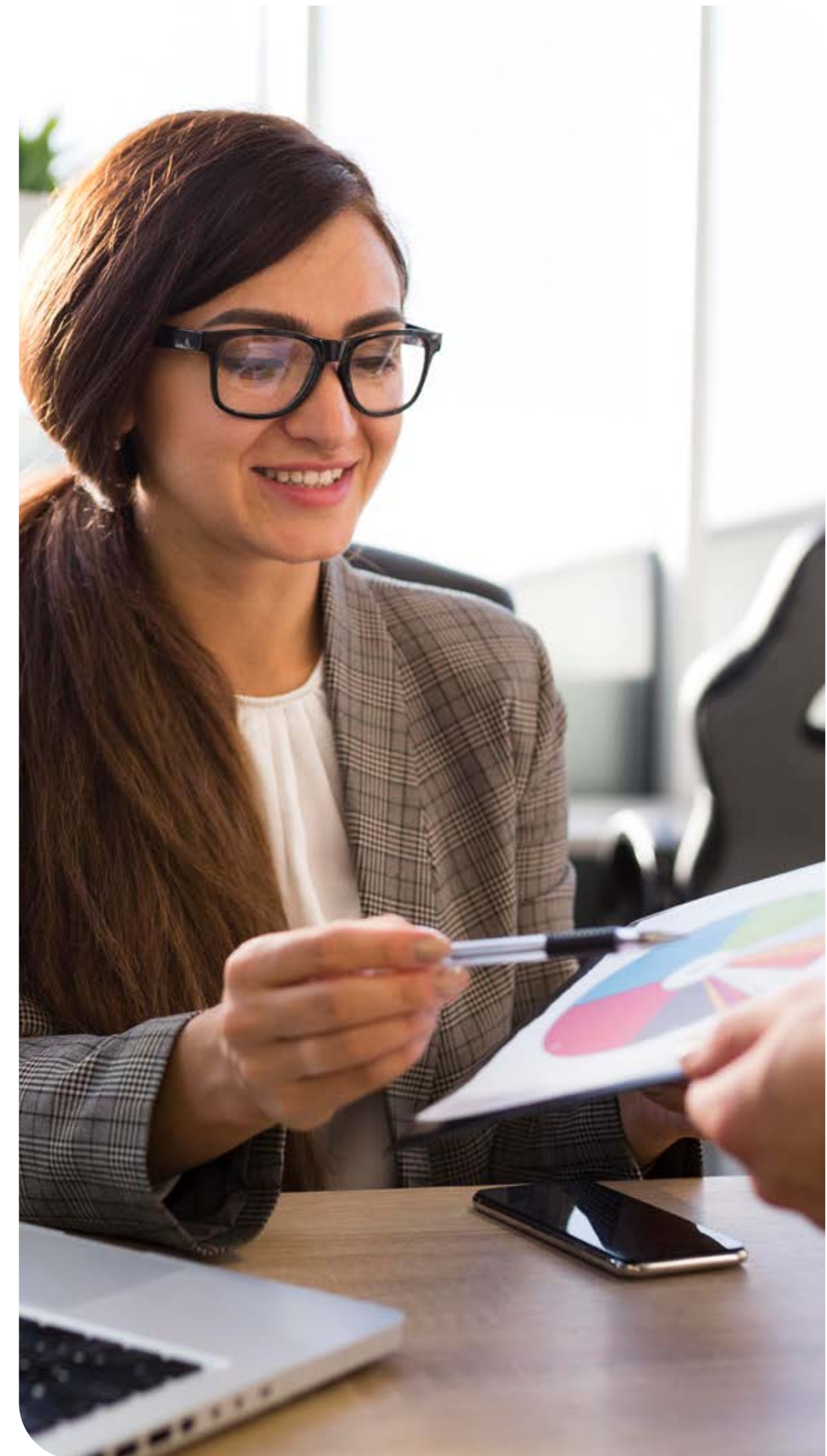




Additionally, in 2024, the management of the Ethics and Compliance Program achieved the following milestones:

- Obtained ISO 37001 certification for TGI under the Anti-Bribery Management System standard.
- Recognized for a good practice titled “Managing conflicts of interest as a driver of the Transparency and Integrity Culture at TGI S.A. E.S.P.”, included in the 3rd Edition of Good Practices in Anti-Corruption – Impact and Implementation of Strategies to Promote Transparency.
- Achieved an outstanding result in corruption risk management in the 2024 Corporate Transparency Measurement, a tool developed by Transparencia por Colombia to identify institutional design weaknesses and practices that may lead to the materialization of corruption risks in business management processes.

- Updated and aligned the Ethics and Compliance Program documents based on best practices and the requirements of international standards such as ISO 37001 – Anti-Bribery Management System. The updated documents include the Codes of Ethics and Conduct for Employees, and for Suppliers and Contractors; the Business Ethics, Anti-Corruption, and Anti-Bribery Policy and Manual; the Conflict of Interest Policy; and the Gifts and Hospitality Policy.
- Strengthened the management of compliance-related risks by updating the strategic risk matrix to reflect the risk of “non-compliance with the ethical and/or regulatory framework in compliance matters,” and by enhancing the identification of compliance risks (bribery, corruption, fraud, money laundering, terrorist financing, financing of the proliferation of weapons of mass destruction, improper handling of personal data, and inadequate management of conflicts of interest) in the risk matrices by process.



General Shareholders' Meeting of TGI

The General Shareholders' Meeting is the highest corporate governance body of TGI S.A. E.S.P. and represents the main mechanism for providing information to shareholders and enabling their effective oversight of the company's performance.

In 2024, three (3) sessions of the General Shareholders' Meeting were held: one ordinary meeting and two extraordinary meetings, during which certain decisions were made. These meetings recorded the participation of over 99% of the shares, as follows:



No.	Type of Meeting	Date Held	Date of Call	Key Decisions	% Participation
59	Ordinary	March 22, 2024	February 29, 2024	<ul style="list-style-type: none"> Election of the Chair of the Meeting. Appointment of the Minutes Approval Committee. Approval of the 2023 Sustainability Report, 2023 Corporate Governance Report, Report on Related-Party Transactions, and the Individual and Consolidated Financial Statements for the period from January 1 to December 31, 2023, along with their corresponding notes and annexes. Approval of profit distribution, based on the reviewed proposal and the corresponding payment deadlines. Authorization for the Legal Representative or their alternates to guarantee Contugas S.A.C.'s payment obligations, in proportion to TGI's shareholding in Contugas. Approval of amendments to the Bylaws. Approval of amendments to the Rules of Procedure of the General Shareholders' Meeting. Approval of the appointment and reappointment of the following members to the Board of Directors: Jaime Orjuela, Luisa Fernanda Lafaurie, Néstor Fagua Guaque, Ángela Orozco, and Juan Ricardo Ortega 	Total shares represented: 145,397,958 (99.99%)
60	Extraordinary	September 12, 2024	September 6, 2024	<ul style="list-style-type: none"> Election of the Chair of the Meeting. Appointment of the Minutes Approval Committee. Approval of amendments to the Bylaws regarding the change of the title "President" of TGI S.A. E.S.P. to "General Manager," and the modification of corporate governance instruments in accordance with this change. 	Total shares represented: 145,396,497 (99.99%)
61	Extraordinary	December 2, 2024	November 26, 2024	<ul style="list-style-type: none"> Election of the Chair of the Meeting. Appointment of the Minutes Approval Committee. Approval of amendments to the Rules of Procedure of the General Shareholders' Meeting. Approval of amendments to the Bylaws 	Total shares represented: 145,397,697 (99.99%)

Law 222 of 1995, which amended Book II of the Commercial Code, establishes that the General Shareholders' Meeting shall deliberate with a plurality of shareholders representing at least half plus one of the subscribed shares, unless a lower quorum is stipulated in the Bylaws. In accordance with these guidelines, both the Bylaws and the Rules of Procedure of the General Shareholders' Meeting comply with the provisions of the superior regulation.

It was verified that the calls to the General Shareholders' Meetings were issued through publication on the website of **TGI S.A. E.S.P.**, in accordance with Article 34 of the current Bylaws.

Regarding the notice period for the ordinary session of the General Shareholders' Meeting, it was confirmed that the call was made 15 business days in advance, and shareholders were informed of their right to exercise their inspection rights. In the case of the extraordinary sessions, notice was duly given five calendar days in advance, in compliance with the same Article 34 of the company's Bylaws.

It is important to note that, in both ordinary and extraordinary sessions of the General Shareholders' Meeting, the participation of both majority and minority shareholders was ensured, as reflected in the respective minutes, thus complying with Item 3 of the Corporate Governance Code and with Articles 36, 37, and 41 of the current Bylaws.

Throughout 2024, there were no reported transfers of shares by any shareholders, nor were any related requests received.



SENIOR MANAGEMENT OF TGI

The Senior Management of **TGI S.A. E.S.P.**, in alignment with the corporate strategy, performs its functions at the corporate level by defining guidelines and making decisions for the execution of the business strategy. The head of **TGI S.A. E.S.P.** is the General Manager, appointed by the Board of Directors. Alongside the General Manager, five (5) Directors make up the Senior Management team of **TGI S.A. E.S.P.**



Jorge Andrés Henao Zambrano
CEO

Petroleum engineer with specializations in Finance and Advanced Project Management. He has held multiple executive roles, consolidating a 28-year career in onshore and offshore operations, natural gas and oil project management, business development, and entrepreneurship in the energy sector.

Jorge has solid technical expertise in facilities design, exploration and production development, and the commissioning of infrastructure projects. He has led operations in Colombia and internationally, including as CEO of the Olympic Group in Peru, where he oversaw the production, exploration, and expansion of natural gas and oil.

Previously, he served as General Manager at Saint-Aubin International, Operations Director at Perenco, and has held key positions in Colombia, Peru, Venezuela, Guatemala, and Egypt.

His leadership approach has consistently maximized team productivity and profitability, while promoting sustainable business development grounded in long-term strategic planning.



Dalila Astrid Hernández
Legal and Procurement Director

Lawyer from Universidad Externado de Colombia, with a specialization in Business Law and a Master's degree in Public Law from the same university.

She also holds a specialization in Public Management and Administrative Institutions from Universidad de los Andes, and has completed studies in Comparative Constitutional Law at the University of Salamanca, Spain, as well as an executive program in Leadership and Innovation in Government at Georgetown University. She is a member of the ILG Network.

Wolfgang Levy Jimenez
Director of Commercial Development

Mechanical Engineer from Worcester Polytechnic Institute (Massachusetts), with a specialization in Aerospace Engineering.

He has international experience positioning global companies for long-term sustainability through the diversification and growth of their products, services, and processes across Latin America and North America. His expertise focuses on improvement projects, change and expansion strategies, and business diagnostics in the areas of Innovation and Learning, Business Development, Commercial Strategy, Operations, and Engineering.

He has held positions at companies such as Terpel, Samsung Engineering, Sarens NV, Schrader Camargo, and John Crane.



Beatriz Arbeláez
Financial Director

Economist from Universidad Externado de Colombia, with studies in Regional Development Administration and Planning at Universidad de los Andes; Management at **Columbia University – MIA Economic Policy; an MSc in Finance from Strathclyde University;** and the Senior Business Development Program (PADE) at INALDE, Universidad de La Sabana.

She has over 20 years of experience leading financial management, tax policy planning, process improvement, and the definition of risk frameworks for risk management in companies such as Bancóldex, Colpensiones, the Bogotá District Secretariat of Finance, Scotiabank, Bancafé, among others.

Alejandro Díaz Ochoa
Acting Technical Director

Mechanical Engineer from Universidad Industrial de Santander, with a specialization in Maintenance Management and a Master's degree in Business Administration. He has over 20 years of experience in operations and maintenance within the Oil & Gas sector, half of which has been dedicated to natural gas transportation using compression equipment in pipeline systems.

María del Pilar Bolívar García
Acting Deputy Manager of Human Talent and Administrative Management

Social Communicator from Pontificia Universidad Javeriana, with a focus on organizational communication, corporate strategy, and marketing.

She has experience in establishing communication, corporate strategy, and marketing departments; developing endomarketing strategies, brand positioning, and sales of products and services; as well as implementing internal communication processes to support organizational transformation. She has also contributed to the design and development of human talent processes as strategic enablers. Her experience includes wellness programs, training and development, collective bargaining, crisis management and timely communication, among others.

She joined TGI in June 2019 as Deputy Communications Director, during which time the company significantly enhanced its reputation and positioning, standing out in rankings such as Merco. She has actively participated in the organization's transformation process and is a member of TGI's Diversity Committee, established in May 2019.

María del Pilar has 25 years of experience across various sectors, including consumer goods, telecommunications, manufacturing, services, and energy.





a) Management Committees

In addition to the Board Committees, **TGI S.A. E.S.P.** has established Management Committees whose purpose is to guide the company’s management. Presidential Directive No. 19 of December 18, 2017—amended by Presidential Directive No. 16 of 2022—formalized the creation of the Management Committees and set forth the guidelines for regulating each of them. Accordingly, the Management Committees of TGI are as follows:

Management Committees – 2024

Advisory and Oversight Committees	Comités de Cumplimiento
<p>These committees are responsible for advising Senior Management on strategic decisions related to the company’s administrative, financial, investment, project, and operational management, as well as for monitoring the implementation of those decisions. The committees are:</p> <ol style="list-style-type: none"> 1. General Management Committee 2. Financial and Investment Committee 3. Projects Committee 4. Sustainability Committee 	<p>These committees are responsible for ensuring compliance with the organization’s internal and external regulations and for overseeing the control of organizational processes. They are:</p> <ol style="list-style-type: none"> 1 Ethics and Compliance Committee 2 Procurement Operations Committee 3 Technical Committee 4 Joint Committee on Occupational Safety and Health – COPASST 5 Workplace Coexistence Committee 6 Housing Loan Committee 7 Life First Committee 8 Diversity, Equity, and Inclusion Committee 9 Information Management Committee 10 Talent and Compensation Administration Committee

b) Senior Management Compensation

The total compensation of TGI’s Senior Management consists of a fixed component, determined according to the nature of the role and based on the complexity and level of responsibility of the position, in line with the principles of internal equity and external competitiveness.

In addition, there is a variable component linked to company performance, individual results, and competencies. This is reflected in an individual variable compensation, which is not considered part of the base salary, as it corresponds to contributions that go beyond the employee’s standard responsibilities. It rewards additional efforts in specific projects, process or procedure optimization, or initiatives that support the corporate strategy and are aligned with the organization’s strategic plans and personal development.

The compensation package also includes emotional benefits designed to meet complementary needs.

Conclusions

In 2024, **TGI S.A. E.S.P.** has demonstrated a strong commitment to corporate governance best practices. The company's ownership structure is transparent, with Grupo Energía Bogotá S.A. E.S.P. as the majority shareholder.

The Board of Directors, composed of highly experienced and professionally qualified members, has played a key role in the company's strategic direction. Internal control mechanisms, risk management, and the Ethics and Compliance Program have all contributed to the strength and transparency of TGI's corporate management. The active participation of shareholders in the General Shareholders' Meeting and the work of the Management Committees have further strengthened **TGI S.A. E.S.P.'s** corporate governance framework.

Notably, several corporate governance documents were updated and improved during 2024. These included amendments to the Bylaws, the Rules of Procedure of the General Shareholders' Meeting, the Rules of Procedure of the Board of Directors, the Corporate Governance Code, and the Rules of Procedure of the Board Committees.

In addition, TGI adopted the Grupo Energía Bogotá Mobility Manual, the new Integrated Sustainability Policy, and the GEB Insurance Policy, and updated its Diversity, Equity, and Inclusion Policy. It also amended the Procurement and Contract Execution Control Manual, the GEB Gifts and Hospitality Policy, the Code of Ethics and Conduct for Employees, the Code of Ethics and Conduct for Suppliers and Contractors, the Business Ethics, Anti-Corruption, and Anti-Bribery Policy, and the Conflict of Interest Management Policy.

Furthermore, with regard to the Management Committees, all Presidential Directives governing these committees were updated to reflect the company's revised job titles and current corporate strategy. These updates reaffirm **TGI S.A. E.S.P.'s** commitment to the continuous improvement of its corporate governance practices.

Recommendations

To further strengthen the corporate governance of TGI S.A. E.S.P., efforts will continue to promote diversity and inclusion across all areas of the company, as well as to encourage ongoing training for the Board of Directors and Senior Management. It is important to maintain transparency in the management of stakeholder relationships, including related-party transactions. The effectiveness of internal control mechanisms, risk management, and the Ethics and Compliance Program must be ensured. Finally, shareholder participation in the General Shareholders' Meeting will continue to be actively encouraged, along with strengthening the role of the Management Committees in the company's overall governance.

