



## **TITLE I FORMATION OF THE GENERAL MEETING OF SHAREHOLDERS**

### **ARTICLE 1 – FORMATION:**

This is the highest governing body of the Company, comprised of all shareholders registered in the share ledger or their representatives or proxies, meeting with the quorum required by the Bylaws and applicable law, under the conditions established therein.

## **TITLE II – MEETINGS, NOTICES, AND QUORUM**

### **CHAPTER I – MEETINGS**

#### **ARTICLE 2 – MEETINGS:**

The General Meeting of Shareholders may be held as ordinary or extraordinary meetings and is presided over by any attendee, as agreed by the majorities set out in the Bylaws.

**PARAGRAPH:** Members of the Board of Directors and the chairs of its committees shall be invited to attend the General Meeting of Shareholders.

#### **ARTICLE 3. - ORDINARY MEETINGS:**

These shall be held at the Company's registered office within the first three months of each year, at the place, date, and time determined by the General Manager or the Board of Directors in the meeting notice.

The Board of Directors, after review and analysis of the Financial Statements and pursuant to the Commercial Code, may, if deemed necessary, establish two additional interim closings besides the annual closing referred to in Article 73 of the Bylaws, which may be set on the last business day of June and October each year.

If approved, Management shall notify the Statutory Auditor to issue an opinion on the relevant financial statements, and the Board shall be authorized to adjust the Statutory Auditor's fees as required. Once the financial statements have been prepared in compliance with the law, an Ordinary General Meeting of Shareholders shall be convened within three months following the closing date. The notice must be issued at least fifteen (15) business days in advance, informing shareholders that during this period the Company's certified and audited financial statements, books, and supporting documents are available for inspection.

#### **ARTICLE 4. - EXTRAORDINARY MEETINGS:**

These are convened by the Board of Directors, the General Manager, or the Statutory Auditor.

Additionally, any of these parties must convene the General Meeting of Shareholders if requested by shareholders representing at least 15% of the subscribed capital.

Extraordinary meetings are held to address unforeseen or urgent Company needs, at the principal office, on the date and time indicated in the notice, which must be given at least five (5) calendar days in advance.

An extraordinary meeting may not decide on matters not included in the agenda, but by the majorities set out in the Bylaws, it may address additional matters once the agenda is exhausted. The General Meeting of Shareholders may meet without prior notice and at any

*Updated in September 2025.*



location where all subscribed shares are represented.

## **CHAPTER II: NOTICE**

### **ARTICLE 5. - NOTICE OF ORDINARY MEETINGS:**

Notice of ordinary meetings shall be given at least fifteen (15) business days prior to the meeting date, informing shareholders that during this period, the Company's certified and audited financial statements, books, supporting documentation, and any other documents required by law, the Bylaws, or these regulations will be available for inspection.

### **ARTICLE 6. - MEETINGS BY OWN RIGHT:**

The General Meeting of Shareholders shall meet by its own right on the first business day of April, at 10:00 a.m., at the principal office where the Company's administration operates, if not convened within the first three (3) months of the year.

### **ARTICLE 7. - NOTICE OF EXTRAORDINARY MEETINGS:**

Extraordinary meetings shall be called with at least five (5) calendar days' prior notice. Except for the notice period, all rules applicable to ordinary meetings shall apply to extraordinary meetings, particularly regarding shareholder rights to request information and clarifications on agenda items, as established in Article 22 of these regulations.

### **ARTICLE 8. - FORM OF NOTICE:**

For both ordinary and extraordinary meetings, the following rules apply:

- a) Shareholders shall be notified by written communication sent to the physical or electronic address registered with the Company's Legal Department, by publication on the Company's website ([www.tgi.com.co](http://www.tgi.com.co) or its successor), or by a notice published in a newspaper printed in the Company's principal domicile with nationwide circulation.
- b) The minutes shall expressly record the method used to verify the notice.
- c) The agenda shall clearly itemize all topics to be addressed, avoiding vague or overly broad terms such as "other matters" or "miscellaneous," and shall follow a logical sequence, except where matters are to be jointly discussed due to their interrelation, which must be noted. Only if expressly included in the notice may the following matters be analyzed and voted on:
  - Approval of interim and final financial statements.
  - Amendments to the Bylaws.
  - Waiver of preemptive rights in share subscriptions.
  - Early dissolution.
  - Segregation of assets or improper spin-offs.
- d) In the case of Bylaws amendments, each article or substantially independent group of articles shall be voted on separately. Any article shall also be voted on separately if requested by any shareholder or group holding at least five percent (5%) of the share capital; this right shall be communicated in advance to shareholders.



- e) The Superintendent of Public Utilities may also order the meeting to be convened as provided by law.

#### **ARTICLE 9. - MEETINGS WITHOUT PRIOR NOTICE:**

The General Meeting of Shareholders may meet without prior notice and at any location where all subscribed shares are represented.

#### **ARTICLE 10. - NON-PRESENTIAL MEETINGS:**

In the events provided for in Articles 19, 20, and 21 of Law 222 of 1995, or as amended, replaced, or supplemented, the General Meeting of Shareholders may deliberate and decide by holding non-presential meetings. At all times, compliance with the provisions of Decree 398 of 2020 and any regulations that amend, add to, or replace it shall be ensured.

### **CHAPTER III: QUORUM**

#### **ARTICLE 11. - DELIBERATIVE QUORUM:**

The General Meeting of Shareholders may deliberate with a plurality of people representing the majorities indicated in the Bylaws.

#### **ARTICLE 12. - DECISION-MAKING QUORUM:**

Decisions shall be adopted by a plurality of shareholders corresponding to the majorities indicated in the Bylaws. When approving financial statements, year-end accounts, and liquidation accounts, the votes of administrators or employees of the Company, who may not vote on these matters, shall be excluded from the majority calculation.

#### **ARTICLE 13. - SPECIAL QUORUM FOR SECOND CALL MEETINGS AND MEETINGS HELD BY OWN RIGHT:**

If the General Meeting of Shareholders is convened but does not take place due to lack of quorum, a new meeting shall be called, which will validly deliberate and decide with any plurality of shareholders, regardless of the number of shares represented.

The new meeting must be held no sooner than ten (10) business days and no later than thirty (30) business days from the date set for the first meeting.

If the meeting is held by own right on the first business day of April, the same rules apply; however, if the Company's shares are traded on a stock exchange, the meeting shall be valid with the presence of one or more shareholders, regardless of the number of shares represented.

#### **ARTICLE 14. - NON-APPLICABILITY OF VOTING RIGHT RESTRICTIONS:**

There shall be no voting right restrictions other than those stipulated for preferred dividend shares without voting rights.

#### **ARTICLE 15. - BINDING NATURE OF DECISIONS:**

Decisions made in accordance with legal and statutory requirements shall be binding on all

*Updated in September 2025.*

shareholders, including dissenting and absent ones, provided they are of a general nature.

#### **ARTICLE 16. - ELECTIONS AND ELECTORAL QUOTIENT SYSTEM:**

In elections of Board of Directors members by the General Meeting of Shareholders, the following rules apply:

- a) The Secretary shall verify and inform attendees, before voting begins, of the number of shares represented, and this shall be recorded in the minutes.
- b) The Secretary shall explain the implemented voting system, showing the number of shares represented by each shareholder or proxy, allowing them to cast votes on each proposal.
- c) The Secretary shall verify the total number of votes cast under the adopted voting system and announce the result.
- d) The electoral quotient system shall be applied when electing two (2) or more people to a board, special commission, or collegiate body. For this, the number of valid votes cast shall be divided by the number of positions to be filled.
- e) The vote count process shall start with the most-voted list and continue in descending order, declaring elected from each list the number of names corresponding to the number of times the quotient fits into the votes cast for that list.
- f) If any position remains to be filled, they shall be allocated to the highest remainders, in descending order.
- g) In case of a tie in remainders, it shall be decided by lot.
- h) Blank votes shall only be counted for determining the electoral quotient.
- i) A candidate's name may not appear more than once on the same list.

**PARAGRAPH:** This procedure applies when there is no unanimity in the election of Board members.

#### **ARTICLE 17. - VERIFICATION OF QUALIFICATIONS TO SERVE ON THE BOARD:**

Candidates for the Board of Directors must submit documents allowing the Board's Audit, Risk, Talent, and Corporate Governance Committee to verify the qualifications and requirements applicable to each member category. During the respective General Meeting, the Committee shall present a report informing shareholders of candidates' compliance.

**PARAGRAPH:** At TGI, an independent member is one who meets the following independence criteria:

1. Has not been an employee or officer of the Company, its parent, affiliates, or subsidiaries in the past three (3) years, except in cases of independent member

*Updated in September 2025.*

reelection.

2. Is not a shareholder who directly or by agreement directs, guides, or controls the majority of voting rights.
3. Is not a shareholder or founding member or director of a nonprofit entity acting as agent, contractor, or supplier to the Company or providing advisory or consulting services representing 20% or more of its operating income in a tax year.
4. Has no personal service contracts or consultancy roles with the Company, its parent, affiliates, or subsidiaries.
5. Is not a shareholder or founding member or director of a nonprofit entity receiving donations from the Company representing 20% or more of total donations in a tax year.
6. Is not an administrator of an entity whose board includes a Company legal representative.
7. Has not received remuneration or payments from the Company, its parent, or subsidiaries in the past three (3) years, other than Board fees.
8. Is not a shareholder or employee of the firm acting as statutory or external auditor, nor has been in the past three (3) years.
9. Has no permanent conflict of interest determined by the Board to preclude independent qualification.
10. Has not served on the Board for over ten (10) years.

These conditions apply also to related persons, defined as relatives up to the third degree of consanguinity, second degree of affinity, or first civil degree, and natural or legal persons where such individual, their spouse, or partner, or their second-degree relatives are or have been board members or employees in the past three (3) years.

#### **ARTICLE 18. - DIVERSITY CRITERIA IN BOARD ELECTIONS:**

The Board of Directors' composition shall consider gender, race, nationality, diversity, and inclusion criteria, seeking to make the Board increasingly diverse. A minimum of 40% women shall be ensured among the five (5) main Board members.

### **TITLE III SHAREHOLDER REPRESENTATION**

#### **ARTICLE 19. - GENERAL PROVISIONS:**

1. Except for legal restrictions, shareholders may be represented by a written proxy granted in proper legal form, indicating the proxy's name, substitute (if any), and the date or period for which it is granted.
2. The Company shall not endorse blank proxies without voting instructions and will promote the use of a standard proxy form, provided to shareholders with the meeting notice or published on the Company's website, including the agenda and Board-proposed resolutions, so shareholders can, if desired, indicate their voting intent.
3. Board members, especially the Chair of the Audit, Risk, Talent, and Corporate Governance Committee, as well as the General Manager, shall be invited to the Meeting to address shareholder concerns.

#### **ARTICLE 20. - PROHIBITED CONDUCT REGARDING PROXIES:**

Administrators must strictly adhere to the Corporate Governance Code regarding equal

*Updated in September 2025.*



treatment of shareholders. Regarding proxies, they must avoid conduct prohibited by the Commercial Code.

Without prejudice to Article 185 of the Commercial Code and related provisions, the Company shall not limit shareholders' right to be represented at the General Meeting, allowing delegation to any person, shareholder or not.

#### **TITLE IV INFORMATION TO BE PROVIDED TO THE MEETING**

##### **ARTICLE 21. - INFORMATION FOR THE ORDINARY MEETING:**

The Board and Legal Representative shall submit to the Ordinary General Meeting, for approval or rejection, the year-end balance sheet, accompanied by:

- a) Full profit and loss account or income statement, detailing fixed asset depreciation and intangible amortization.
- b) Draft distributable profit allocation, deducting income tax and related charges.
- c) Management report on the Company's economic and financial situation, including:
  - I. Detailed executive compensation (salaries, fees, per diems, representation expenses, bonuses, benefits in cash and kind, transport expenses, and other remuneration).
  - II. Similar expenses for advisors or agents, whether under employment contract or not, mainly handling external matters.
  - III. Donations or similar transfers to individuals or entities.
  - IV. Advertising and public relations expenses are detailed separately.
  - V. Funds or assets held abroad, foreign currency liabilities, and Company investments in other entities.
  - VI. Management report per Law 603 of 2000 or as amended, including the Company's risk rating.
- d) Statutory Auditor's written report.
- e) Related-party transactions report.
- f) Any other documents required by law, the Bylaws, or the Corporate Governance Code.

The Corporate Governance Report, Board Committee reports, and self-assessment conclusions shall be presented at the Ordinary Meeting for the year-end close of December 31.

##### **ARTICLE 22. – PUBLICATION OF INFORMATION:**

The Company shall make available to shareholders, during the notice period, the information related to the agenda, the meeting notice, and all documents shareholders must review prior to making decisions.

*Updated in September 2025.*



#### **ARTICLE 23. - PROCEDURE FOR EXERCISING SHAREHOLDER RIGHTS:**

- a) Shareholders may request additional information or clarifications on agenda items during the notice period. Requests shall be submitted via the shareholder web portal or directly to the Deputy Manager of Legal Affairs and Corporate Governance with justification.
- b) Duly supported requests will be reviewed within two (2) calendar days, and responses sent to the provided email address.
- c) Additional information or clarifications will be made available to all shareholders via the Company's website.
- d) The Company may refuse requests deemed (i) unreasonable, (ii) irrelevant, (iii) confidential, or (iv) harmful to competitiveness.
- e) Refusals must be duly justified.

#### **ARTICLE 24. - SPECIAL INFORMATION ON BOARD ELECTIONS:**

When Board elections are on the agenda, the Company shall provide shareholders with the candidate list and resumes verifying eligibility, at the principal office. Shareholders must submit proposals within the prescribed period.

#### **ARTICLE 25. - FINANCIAL INFORMATION ON SUBSIDIARIES:**

When applicable, the Company shall make available material financial and non-financial information for decisions regarding subsidiaries.

### **TITLE V FUNCTIONS OF THE MEETING**

#### **ARTICLE 26. - FUNCTIONS:**

The functions of the General Meeting of Shareholders are defined in the Company's Bylaws.

### **TITLE VI MINUTES OF THE MEETINGS**

#### **ARTICLE 27. - MINUTES:**

Deliberations and decisions shall be recorded in the General Meeting of Shareholders' minutes book, duly registered in the commercial registry, and signed by the designated president and secretary, after approval by a committee of two (2) attendees appointed by the Meeting. Minutes must meet the formal and substantive requirements of commercial law and be drafted and signed upon meeting conclusion. If any designated signatory refuses, the statutory auditor shall sign.

#### **ARTICLE 28. - COPIES OF MINUTES TO SUPERVISORY AUTHORITIES:**

Copies of the minutes, balance sheets, and income statements shall be sent to the Superintendence of Public Utilities and the Financial Superintendence, if the Company is registered with the National Registry of Securities and Issuers (RNVE).



**ARTICLE 29. - EFFECTIVENESS: TRANSITIONAL ARTICLE:**

These Regulations shall come into effect from the date of approval by the General Meeting of Shareholders of TGI.