



INTERNAL REGULATIONS OF THE CORPORATE GOVERNANCE, SUSTAINABILITY AND HUMAN TALENT COMMITTEE OF THE BOARD OF DIRECTORS OF TGI S.A. ESP.

Article 1.- Purpose of the Corporate Governance, Sustainability and Human Resources Committee

The Corporate Governance, Sustainability and Human Talent Committee of the Board of Directors (hereinafter the "Committee"), has the purpose of proposing and supervising compliance with the corporate governance measures and the sustainability approach adopted in the Company. Likewise, this Committee aims to ensure that TGI S.A. ESP's talent management is framed within the corporate policies and that the compensation system allows the Company to have the people it requires to meet its strategic objectives, implement the best organizational development practices and generate value to the Company and its shareholders.

Article 2.- Scope

These Rules of Procedure are of general and mandatory application for the members of the Committee.

Article 3.- Composition of the Committee

The Committee shall be composed of at least three (3) members of the Board of Directors, one of whom must be independent, provided that there are members of this quality in the composition of the Board.

The President of the Company shall attend with voice but without vote.

Article 4.- Appointment and term

The members of the Committee shall be appointed by the Board of Directors to perform their functions for the same period that corresponds to each of them as a member of the Board of Directors of the Corporation and may be removed at any time.

Article 5.- Chairman

The members of the Committee shall elect among themselves their Chairman, in order to be their representative before the Board of Directors and to direct the meetings, whether ordinary or extraordinary, for a period of one (1) year, which shall be understood to be automatically extended until the Committee does not remove or elect a new Chairman.



Article 6.- Functions of the Chairman

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

- (i) Chair the meeting and manage the discussions.
- (ii) To oversee the execution of the commitments made in the Committee.
- (iii) Comply with and enforce these Rules of Procedure.
- (iv) Answer questions and resolve any doubts that may arise regarding the application of these Rules of Procedure.
- (v) Present and make known the reports and recommendations made by the Committee to the Board.
- (vi) Any other duties assigned by the Board of Directors.

Article 7.- Secretary

The Corporate Governance, Sustainability and Human Resources Committee shall also have a Secretary, who shall be the Secretary of the Board of Directors.

The duties of the Secretary shall be the following:

- (i) To call the meetings.
- (ii) Deliver the information to the principal members of the Committee in due form, following the guidelines set forth in the rules that regulate the notice of the meetings of the Board of Directors. The information necessary to participate in the meetings shall be sent to the alternate members when notified by the principal member of the need for them to be called to substitute for their temporary or permanent absence.
- (iii) Keep the documentation, duly reflect in the minutes the development of the sessions.
- (iv) To ensure the formal legality of the Committee's actions and guarantee that its procedures and rules of governance are respected and regularly reviewed. (v) To take the minutes of the Committee's meetings.
- (v) Follow up on the commitments made at the respective Committee meetings.

Article 8.- Guests invited to the Committee

The Director of Corporate Affairs, the Manager of Sustainable Development and the Manager of Talent Management shall attend the meetings of the Committee, who shall have voice but no vote and shall be in charge of organizing all the activities and tasks developed by the Committee, in coordination with the Secretary of the Committee.



Likewise, those employees of the Company and independent advisors to whom the Committee has assigned the performance of specific activities may attend as guests or participants, to render the respective report and provide the clarifications that the Committee deems necessary.

Likewise, the Director of Corporate Affairs and the Director of Human Resources of Grupo de Energía de Bogotá S.A. ESP may also attend.

Article 9.- Functions of the Committee

The Committee shall have the following functions:

1. To give itself its own rules of procedure.
2. To recommend to the Board of Directors modifications to the Company's Contracting Manual.
3. To ensure compliance with the Law, the Bylaws, the Corporate Governance Code, the decisions of the Shareholders' Meeting and the commitments acquired by the Company in the development of its corporate purpose, as well as to be informed and follow up on investigations associated with the conduct of the members of the Board of Directors that may be contrary to the above.
4. Review that the rights of all its shareholders and other investors in securities are respected in accordance with the parameters established by the applicable regulations.
5. Make recommendations on the corporate governance policy of the corporation and specific measures on the governance of the same and the proper administration of its affairs and public knowledge of its management and submit to the board of directors for subsequent presentation to the General Shareholders' Meeting, with the president, a report related to the above matters.
6. To study the proposals for the reform of the Corporate Bylaws and the Corporate Governance Code presented by the President, in which all the rules and regulations in force are compiled and to ensure their effective compliance.
7. To hear claims made by shareholders and investors related to the application of the Code of Corporate Governance.
8. To ensure that shareholders and the market in general have access in a complete, truthful and timely manner to the company's information that must be disclosed to shareholders and the market in general.



9. Periodically follow up the negotiations made by the members of TGI's Board of Directors and Administrators, if any, with shares issued by the Company or by the Companies of Grupo Energía de Bogotá, in accordance with the provisions of Article 404 C.Co.
10. Review and evaluate annually in the committee session prior to the ordinary session of the General Shareholders' Meeting, the way the Board of Directors and its Committees complied with their duties during the period.
11. Review the induction process of the new members of the Board of Directors, and promote the training and updating of the same in topics related to the competencies of the Board of Directors.
12. Recommend to the Board of Directors the approval of the Business Group Agreement to be entered into between GEB S.A. ESP and TGI S.A. ESP, as well as any modification thereto.
13. Submit at the end of the fiscal year, to the Board of Directors, so that the latter in turn submits it to the approval of the General Shareholders' Meeting, a report on the work carried out by the Corporate Governance Committee, which shall refer, at least, to the following matters:
 - a) TGI's ownership structure.
 - b) TGI's management structure.
 - c) Transactions with related parties.
 - d) General Shareholders' Meeting.
14. Coordinate the annual assessment and self-assessment of the Board of Directors and its Committees, review the results of the process, and make suggestions for its better operation.
15. Make recommendations to the Board of Directors, know and manage issues such as:
 - a. Environment
 - b. Social Management
16. Follow up on compliance with the corporate policies defined to ensure the sustainability approach that are planned for the generation of genuine and long-term relationships with stakeholders, as well as to generate value to the Company and stakeholders.



17. Follow up on the Company's reputational studies with respect to sustainability factors, the results of stakeholder dialogues and performance in the sustainability indexes in which the Company participates.
18. Review and make recommendations to incorporate suggestions related to sustainability issues derived from global trends, international standards, social and environmental risks and opportunities, and the requirements of investors and rating firms, to maintain and strengthen the value of the Company.
19. Recommend to the Board of Directors the Company's corporate guidelines on sustainability.
20. To review and make recommendations on human rights matters to promote respect for human rights in the development of the Company's activities, as well as to recommend policies to be adopted in this area.
21. Review and make recommendations on personnel policies and compensation parameters.
22. Periodically review the organizational structure, in order to ensure its concordance with internal needs and its alignment with the corporate strategy.
23. Periodically analyze the scope of the development programs and the results achieved in the talent management processes.
24. Review and make recommendations to the performance management process.
25. To periodically review the evolution of the personnel plant, as well as the succession plan for the Company's critical positions.
26. Review and make recommendations to the organizational climate management process, the wellness plan and the progress in terms of organizational culture.
27. Review the compensation and benefits structure of the Company. From this function derives:
 - a) Evaluate and recommend compensation policies, plans and programs, whether fixed, variable, incentives and benefits, including performance bonuses, submitted by Management for the consideration of the Board of Directors.
 - b) To permanently monitor the compensation policies, plans and programs, to determine their effectiveness.



- c) Recommend, when necessary, modifications or substitutions to the compensation policies, plans and programs.
 - a) Recommend the type, form, mechanism, amount and other terms and conditions of incentives according to the levels of the positions.
28. Verify and inform the General Shareholders' Meeting about the compliance of the conditions and requirements by the candidates to become members of the Board of Directors.
29. To recommend the remuneration policy for the members of the Board of Directors and its Committees.
30. To report to the General Shareholders' Meeting on its actions, and to attend to the questions raised by the shareholders on matters within its competence.
31. Approve the Committee's Annual Work Plan based on the functions assigned and define the schedule of annual meetings.
32. Any other duties assigned by the Law, TGI's Bylaws, the Corporate Governance Code and the Board of Directors.

Paragraph: The above, without prejudice that the Board of Directors may know and analyze the issues described in this article without having been previously reviewed by the Committee.

Article 10.- Meetings of the Committee

The Committee shall ordinarily meet quarterly and extraordinarily as often as required at the request of the Management, or at least two members of the Committee, at the domicile of the Company.

Paragraph. The Corporate Governance, Sustainability and Human Resources Committee may hold non-presential meetings under the same terms established for non-presential meetings of the Board of Directors.

Article 11.- Convening of the Committee

For the convening of the Committee meetings, the same rules that regulate the convening of the meetings of the Board of Directors shall apply.



Article 12.- Deliberative and decision-making quorum

The Committee shall validly deliberate and decide with the presence of the majority of its members.

In those cases, in which the decision to recommend to the Board of Directors by the Committee is not unanimous, the Chairman of the Committee shall present the different positions on the matter that were presented within the framework of the Committee.

Article 13.- Minutes

The Secretary of the Committee shall draw up the minutes of the meeting, which shall record the development of the same and the decisions adopted, which shall be made available to all the members of the Board of Directors.

Paragraph one: For the preparation of the minutes of the Committee's meetings, the provisions of the Bylaws, the Rules of Procedure of the Board of Directors and other applicable regulations shall be considered.

Paragraph two: The documents known by the Committee that support its decisions shall form an integral part of the minutes and shall be presented as an annex. The annexes shall be properly identified and numbered and shall be kept under adequate conservation and custody measures.

Article 14.- Remuneration of Committee Members

The members of the Committee shall receive the fees established by the General Shareholders' Meeting in accordance with the provisions of the second paragraph of Article 51 of the Company's Bylaws or the rule that modifies, adds or repeals it.

Article 15- Hiring of independent advisors

For the performance of its duties, the Committee may request the management to hire independent specialists in the specific cases in which it deems it convenient, in accordance with the Company's Hiring Manual.

Article 16.- Validity

These Regulations shall be effective as of the date of their approval by the Corporate Governance, Sustainability and Human Resources Committee of the Board of Directors.