

Bylaws

CHAPTER I

NAME, LEGAL NATURE, DOMICILE AND CORPORATE PURPOSE

Article 1: Name and legal nature.

The Company will operate under the corporate name of TRANSPORTADORA DE GAS INTERNACIONAL S.A. ESP and may be identified for all purposes with the acronym TGI S.A. ESP (hereinafter "the Company").

TRANSPORTADORA DE GAS INTERNACIONAL S.A. ESP, is a public service company, constituted as a corporation by shares, in accordance with the provisions of Law 142 of 1994.

The Company has administrative, patrimonial and budgetary autonomy, and exercises its activities within the scope of private law as a commercial entrepreneur.

Article 2: Domicile.

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

Article 3: Duration.

The term of duration of the company will be indefinite.

Article 4: Corporate purpose.

The purpose of the Company is to plan, organize, design, build, expand, expand, maintain, operate and commercially exploit transportation activities and other natural gas activities and, in general, hydrocarbons and associated gases in all their forms and origins. It may also commercially exploit the capacity of gas pipelines owned by third parties for which an availability fee is paid.

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

- i. Operate and maintain gas pipeline networks.
- ii. Commercially exploit the capacity of gas pipelines owned by third parties for which an availability fee is paid.
- iii. Carry out the planning and coordination of the resources of the transport system of gas.
- iv. Carry out the administration and transportation of fuel gas in the wholesale market.
- v. Carry out activities related to its purpose, including storage, liquefaction, regasification, dehydration, processing, use, transformation and other additional and complementary industrial processes.
- vi. Invest in shares or quotas of other companies.
- vii. Design, build, directly or through third parties, acquire, operate, manage, maintain and manage gas pipelines, (a) reception stations, (b) delivery, (c) compression, (d) treatment, (e) supply, terminals

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and, in general, all those movable and immovable assets that are required for the fulfillment of the corporate purpose and dispose of them.

viii. Design, build, carry out expansions, expansions, maintenance, operation and commercial exploitation of hydrocarbon transportation systems in all their forms.

ix. To negotiate, execute, grant, subscribe and/or execute, subject to current regulations, all legal acts and contracts that are required to fulfill the corporate purpose.

In addition, to carry out its purpose, the Company may carry out the following activities, without prejudice to carrying out additional activities, related to said object:

i. To acquire in any capacity and to give or take in lease or administration, all kinds of movable or immovable property, equipment and implements, to fulfill its corporate purpose and constitute a pledge or mortgage on its assets, and to alienate, limit or encumber them in any form.

ii. To acquire or manage all kinds of real estate or facilities to efficiently develop its corporate purpose.

iii. To enter and execute mutual contracts with or without interest and to constitute or accept real or personal guarantees as a guarantee of the obligations acquired.

To draw, endorse, discount, protest and/or accept all kinds of securities, as well as to negotiate other credit documents, civil or commercial, as required by the development of the company's business.

v. To contract loans and insurance in accordance with the law and in accordance with the forms authorized by the same, and to enter into all financial operations that allow it to acquire the funds or other assets necessary for the development of its business.

vi. To enter into contracts to execute, by itself or through contractors, consignees, delegates or representatives, the activities of its corporate purpose.

vii. To constitute, under the appropriate legal form, consortia or associations, temporary unions or other types of associations with national or foreign firms, for the development of projects related to its corporate purpose.

viii. To promote and participate as a partner in companies and to contribute to them all kinds of assets.

ix. To provide, at an international level, the services related to their field of activity.

x. Obtain and exploit the property right over trademarks, drawings, badges, patents, internet domains and any other intangible asset and obtain the respective registrations before the competent authority at national and international level.

xi. To represent natural or legal persons before public or private entities within the field provided for in the purpose of the Company.

xii. To constitute subordinate companies, branches or representations for the exclusive purpose of developing their corporate purpose.

xiii. To compromise, desist and submit to arbitration decisions the issues in which it has an interest vis-à-vis third parties.

xiv. To collect the taxes, fees, and contributions that correspond to it in accordance with the regulations in force.

xv. To tax, limit or dispose of the assets owned by the Company, in accordance with these bylaws and the regulations in force.

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xvi. To promote scientific and technological activities related to their purpose, as well as to make use of them and to apply them technically and economically.

xvii. In general, execute all acts and enter into all contracts, operations and industrial processes, including storage and processing of hydrocarbons, that are related to its corporate purpose and its development, or that may favor or develop its businesses and all others that are aimed at fulfilling the obligations or exercising the rights that legally or conventionally derive from the existence or activities carried out by the Society.

Paragraph 1: Each of the activities indicated above must be interpreted and understood as independent activities from each other. Consequently, such activities may not be restricted or limited by the application, interpretation or by reference to another activity or by the Company's corporate name.

Paragraph 2: The Company may not guarantee obligations of third parties, its shareholders or employees, unless expressly authorized by the General Shareholders' Meeting, as long as they are related to the fulfillment of the corporate purpose.

CHAPTER II CAPITAL

Article 5: Authorized capital.

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

The authorized capital indicated herein may be increased at any time by means of the corresponding statutory reform, processed and approved by the General Shareholders' Meeting and duly solemnized in the manner provided for by law and these bylaws.

Article 6: Subscribed capital.

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

Article 7: Paid-in capital.

Of the authorized capital, the sum of one billion five hundred sixty-five thousand four hundred eighty-six million seven hundred eighty thousand pesos (\$ 1,565,486,780,000) had been paid at the time of execution of this deed.

CHAPTER III

SHARES AND RIGHTS OF SHAREHOLDERS

Article 8: Actions.

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

(i) Class A: Correspond to the shares issued to those persons who, in accordance with the definition of Law 80 of 1993, are state entities.

(ii) Class B: Correspond to those shares subscribed by persons who, in accordance with the provisions of Article 60 of the Political Constitution, Article 3 of Law 226 of 1995 and in the second

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paragraph of numeral 3 of Article 16 of Law 789 of 2002, are considered members of the so-called solidarity sector.

(iii) Class C: These are the shares owned by the suitable operator, which will be the one that meets the requirements determined in chapter 4 of the Regulations for the Subscription of Shares of TGI S.A. ESP.

(iv) Class D: These are the shares subscribed to by all other persons who are not included in any of the other three (3) classes.

Article 9: Shares in reserve.

The shares that the Company has in reserve will be placed by the Board of Directors of the Company, which will be responsible for regulating the subscription, subject to the legal provisions and these bylaws.

Article 10: Characteristics of the shares.

The shares of the Company, regardless of the class to which they belong, shall be represented by registered securities, which shall bear the signatures of the President and the Legal Vice-President of the Company and shall comply with the other requirements established by law and in these bylaws.

Paragraph: The Company may create at any time, by order of the General Meeting of Shareholders subject to the provisions of these bylaws and the law, preferential, enjoyment or industrial shares, shares with preferential dividend and without voting rights, and establish different series and classes for one or the other.

Article 11: Titles and content thereof.

The Company shall issue to each shareholder the title accrediting his or her status as such, for the total number of shares held by him/her. The Company will not issue securities for fractions of shares. The shares of the shares, whether provisional or definitive, shall be issued in continuous series with the signature of the Chairman and the Legal Vice-President of the Company. The securities representing the shares shall have the content indicated by the legislation and these bylaws.

Paragraph 1: If the value of the shares has not been paid in full, the company will issue provisional certificates to its subscribers.

Paragraph 2: In addition to the general requirements, the securities with the shares with preferential dividend and without voting rights must indicate the special rights that they confer.

Article 12: Right of pre-emption.

Shareholders shall have the right to subscribe preferentially to any new issue of shares an amount proportional to those they hold on to the date on which the competent corporate body approves the subscription regulations.

The notice of the offer of the shares shall be made by the means of communication provided in these bylaws for the convocation of the General Shareholders' Meeting, and the term of acceptance of said notice of offer may not be less than fifteen (15) business days. If any of the shareholders decides not to exercise their right of preemption.

In the subscription, the other shareholders will have the right to increase and, therefore, to subscribe for said shares in an amount proportional to those they hold on the date on which the competent corporate body approves the subscription regulations in relation to the shares on which the pre-emptive right was not exercised. Notwithstanding the right of pre-emption, the General Shareholders' Meeting may decide, with the favorable vote of not less than seventy percent (70%) of the shares

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present, that the shares be placed without being subject to the right of pre-emption and the residual right of pre-emption established in Article 13 of these bylaws.

Article 13: Residual right of preference.

The regulations on the issuance and placement of shares shall establish a residual right of pre-emption, subsequent to and subordinate to that of the Company's shareholders and their assignees in the event that the shareholders have assigned their pre-emptive subscription right in accordance with the legal provisions - in favour of the Company's active employees, employee funds and employee cooperatives. in pursuit of the democratization of the Company's shareholding, which must be exercised within thirty (30) business days of the cessation of the exercise of the pre-emptive right of the shareholders and their assignees - in the event that the pre-emptive subscription right has been assigned by the shareholders - and before offering the shares to the public.

Article 14: Trading of shares.

The shares shall be freely negotiable, and the shareholders may dispose of them without being subject to the right of pre-emption, without prejudice to the restrictions and stipulations established in this article and the law.

Shares that have not been paid in full may also be traded but the subscriber and subsequent purchasers will be jointly and severally liable for the unpaid amount thereof.

For the sale of shares to have effects with respect to the Company and third parties, it is necessary to register them in the Shareholders' Registry Book, by written order from the transferor. This order may be given in the form of an endorsement made on the respective instrument or by means of a letter of transfer. To make the new registration and issue the title to the purchaser, it will be necessary to previously cancel the titles issued to the merchant.

Article 15: Registration.

The Legal Vice-Presidency of the Company shall keep a Shareholders' Register Book, duly registered in the chamber of commerce of the principal domicile, to register the shares with the names of their respective holders, indicating the amounts corresponding to each of them. Likewise, the titles issued, their number, date of registration, transfer, alienation, embargoes, lawsuits, pledges and other encumbrances, limitations on ownership and other events of legal connotation on the shares shall be noted in said Book.

The Company will recognize as a shareholder the person who is registered in the Shareholders' Register Book, with the number of registered shares and under the conditions noted. The acts of alienation or transfer of shares, encumbrance or limitation, seizure or adjudication, will only produce effects with respect to the Company and third parties, by virtue of the registration in the Shareholders' Registry Book, to which the Company may not refuse except by order of the competent authority, or in the case of shares for the negotiation of which certain requirements or formalities are necessary that have not been complied with.

Article 16: Shareholders in arrears.

When a shareholder is in default on paying the shares, he has subscribed, he may not exercise the rights inherent therein. For this purpose, the Company will record the payments made and the outstanding balances of each subscribed share.

In the event of default in the obligations due by the shareholders in respect of subscribed share quotas, the Company shall resort to the election of the Board of Directors to the judicial collection or sale on behalf of and at the risk of the defaulting shareholder and through a commission agent, of the shares subscribed or to allocate the sums received to the release of the number of shares that

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correspond to the fees paid after deduction of twenty percent (20%) as compensation for damages that will be presumed to have been caused. The shares withdrawn by the Company from the defaulting shareholder shall be placed immediately without being subject to the pre-emptive rights indicated in Article 12 of these Bylaws.

Article 17: Theft, loss or deterioration of titles.

In the event of loss or theft of the securities or certificates of the shares, the Company shall issue a duplicate to the holder registered in the Shareholders' Registry Book, at its own expense and risk, after verifying the alleged circumstance, with the corresponding copy of the criminal complaint and the granting of the guarantees that the Board of Directors establishes for that purpose. If the stolen or lost original reappears, the shareholder must return the duplicate to be cancelled. In the event of damage, the issuance of the duplicate shall require the delivery of the original, in the condition in which it is to be destroyed. The Company does not assume any liability to the shareholder or to third parties for the issuance of duplicates, which is exclusively the responsibility of the shareholder who requests them.

Article 18: Buyback of shares.

The Company may repurchase its own shares, provided that it meets the following requirements: (1) if so decided by the General Shareholders' Meeting, with a favorable vote in accordance with the deliberative and decision-making quorums indicated herein charter; (2) funds taken from liquid profits are used; and (3) the shares are fully paid-up.

If such shares belong to the Company, the rights inherent therein shall be suspended. The same procedure will be followed for the disposal of the repurchased shares as for the placement of shares in reserve.

Article 19: Pledge of shares.

The pledge of shares shall be perfected by its registration in the Shareholders' Registry Book and shall not confer on the pledgee the rights inherent to the status of shareholder except by virtue of an express stipulation or agreement contained in a written document, which shall be sufficient for the exercise of the rights conferred before the Company. In the absence of a special agreement, the Company will recognize all the rights inherent to the shareholder.

Article 20: Litigation or administrative actions on actions.

When the ownership of the shares or dividends is the subject of litigation or administrative action involving the practice of precautionary measures, the Company shall withhold the corresponding dividends as of the notification made by the competent authorities to the Company of the respective measure ordering the withholding.

To dispose of shares whose ownership is in dispute, permission from the respective judicial authority will be required.

Article 21: Usufruct of shares.

The usufruct of shares is perfected by registration in the Shareholders' Register Book. Unless expressly stipulated otherwise, the usufruct of the shares confers on the usufructuary all the rights inherent to the shareholder, except for the power to dispose of them, encumber them, modify their nature or class or obtain reimbursement at the time of liquidation. For the exercise of the rights reserved by the bare owner, the writing or document in which such reservations are made, duly signed by the owner and the usufructuary, will suffice.

Article 22: Taxes.

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Shareholders are responsible for the taxes levied or may be levied on the securities or certificates of shares.

Article 23: Transfer of shares.

The transfer of shares by way of inheritance or legacy shall be accredited with the corresponding title; the mutations generated by a judicial sentence or administrative act, with the corresponding copy of the appropriate legal instrument with proof of enforceability.

To register the mutation, the previous entry will be cancelled, the new owner will be registered, and the corresponding titles will be issued.

Article 24: Absence of liability.

The Company assumes no responsibility for the validity of contracts between traders and purchasers of its shares; To accept or reject transfers, it will only comply with the formal requirements, or those that, according to the law, must be verified. Nor does it assume responsibility for the validity of transfers or mutations of ownership originated in judicial judgments or administrative acts, in which case it is limited to complying with the judicial mandate or administrative order.

Article 25: Outstanding dividends.

The outstanding dividends belong to the purchaser of the shares from the date of written communication of the transfer, unless otherwise agreed and must be stated in the same communication.

Article 26: Equal treatment.

Equal treatment will be guaranteed to all shareholders without prejudice to the number of shares held in the Company or the value of their investment and without this enabling access to privileged information of some shareholders with respect to others.

This equal treatment must be manifested in relation to the rights that are inherent to shareholders, such as: (i) the right to participate in the deliberations of the General Shareholders' Meeting and to vote in them, (ii) the right to inspect the books and corporate papers on the occasions indicated in the law and these bylaws, (iii) to freely negotiate shares, without prejudice to the provisions of Articles 12 and 13 of the bylaws, (iv) to obtain a prompt and timely response to the concerns they present with respect to matters whose disclosure is mandatory and (v) the other rights provided for them in the law and in these bylaws.

It is an express duty of all employees and managers of the Company, as well as a commitment and principle of the Company, to give equitable treatment to all shareholders. The Company shall be committed to this principle and shall give the same treatment to the applications and claims submitted by its shareholders, regardless of the number of shares or the investment it represents.

Article 27: Registration of the shareholders' address.

Shareholders must register with the Company the physical or electronic address where communications, summonses and information related to the company's activity will be sent.

Shareholders who do not register an address will have the headquarters where the Company's Legal Vice Presidency operates, where the notifications will be issued.

Article 28: Indivisibility of shares.

The shares shall be indivisible and, consequently, when, for any legal or conventional reason, one or more shares belong jointly to several persons, they shall appoint a common and sole representative to exercise the rights corresponding to the status of shareholder. In the absence of an agreement,

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the judge of the principal domicile shall appoint the representative of such actions, at the request of any interested party. In any case, all the members of the community will be jointly and severally liable for the fulfilment of their obligations towards the Company.

Article 29: Unity of representation and vote.

Subject to legal restrictions, each shareholder may appoint only one representative, whether or not this shareholder, to the meetings of the General Shareholders' Meeting, regardless of the number of shares held, by means of a written power of attorney, indicating the name of the proxy, the person in whom he or she may replace him/her, if applicable, the date or time of the meeting or meetings for which it is conferred. Additionally, if the shareholder granting the power of attorney is a legal person, the certificate of existence and legal representation must be attached.

The representative of a shareholder may not split the vote of his proxy, which means that he is not allowed to vote with one or more shares of his represented in a certain direction and vote in a different direction with another or other shares of the same person. But this indivisibility of the vote does not preclude the representative of several people from voting in each case following separately the instructions of the person or group represented, but without in any case splitting the vote corresponding to the shares of a single person.

Article 30: Shareholders' rights.

Shareholders shall have the rights recognized by Colombian law to the shareholders of corporations, especially those of deliberation, voting, election, obtaining dividends, inspection, reimbursement of the balance corresponding to their contribution in the liquidation and representation before the Company.

CHAPTER IV

MANAGEMENT, CONTROL, ADMINISTRATION, REPRESENTATION AND SUPERVISION

Article 31: Organization of the Company.

The management, control, administration, representation and supervision of the Company shall be exercised within its own competence by the following main bodies: (i) the General Shareholders' Meeting, (ii) the Board of Directors, (iii) the Chairman, and (iv) the Company's Statutory Auditor. Each of the bodies has the powers and attributions conferred on it by these statutes, which will be exercised in accordance with the special rules expressed herein and the applicable regulations.

SECTION I

GENERAL SHAREHOLDERS' MEETING.

Article 32: Composition.

The General Shareholders' Meeting is the sovereign body of the company constituted by the shareholders registered in the Shareholders' Registry Book or their representatives or representatives, meeting subject to the provisions of the laws and these bylaws as regards to convocation and quorum.

Article 33: Functions.

In addition to those expressly assigned in other articles of these bylaws, the General Shareholders' Meeting shall exercise the following functions:

1. To freely elect and remove, at any time, the members of the Board of Directors and the Statutory Auditor and, in each case, the respective alternates, and to decide on their resignations and licenses,

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as well as to set their remuneration and that corresponding to the members of the statutory committees or those created by the Board of Directors, upon recommendation of the Board of Directors and the study of the respective committee.

2. To order that the corresponding actions be exercised against the administrators or the Tax Auditor, including the social liability action, which will be exercised in accordance with the applicable legislation.

3. To consider and approve the management reports of the Board of Directors and the Chairman on the economic and financial situation of the Company and on the state of the company's business.

4. To approve or disapprove the interim and year-end balance sheets and the accounts that must be presented with them; as well as to consider the report of the fiscal auditor.

5. To decree the cancellation of losses and to arrange for the reservations to be made, in addition to the legal one.

6. To dispose of the corporate profits, setting the amount of the dividend, the form and term of its payment in accordance with the law and these bylaws.

7. To study and approve the statutory reforms of the Society.

8. To issue, when deemed appropriate, shares, bonds and fixed or variable income securities and to provide for exemptions from the right of first refusal in the placement of shares, subject to the law and these bylaws. In the case of preferred shares and shares for enjoyment or industry, the regulations for the issuance, subscription and placement of shares shall be approved by the General Shareholders' Meeting. For its part, the regulations for the issuance, subscription and placement of ordinary shares will be approved by the Board of Directors.

9. To revoke or modify any issuance of shares before they are placed or subscribed and subject to the requirements prescribed by law or in the bylaws for their issuance.

10. To authorize the merger, transformation, spin-off and/or early dissolution of the Company or the disposal of a substantial part of the social enterprise, the latter being understood as comprising fifty percent (50%) or more of the value of the Company's gross assets.

11. To authorize the repurchase of treasury shares, and their subsequent disposal subject to the requirements established by law.

12. To adopt all measures aimed at ensuring compliance with the corporate purpose.

13. To approve the development of the mechanisms that comply with the rules of corporate governance.

14. To delegate in specific special cases, the exercise of any of its functions to the Board of Directors or the President.

15. To elect one of its shareholders to preside over the General Assembly of Shareholders.

16. To approve the execution of transactions with related parties in accordance with the provisions of the respective Policy.

17. To elect the liquidator of the company with his respective alternate.

18. To give itself its own regulations.

19. To exercise all other functions that the bylaws have not assigned to another corporate body, as well as any others indicated by the regulations in force.

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20 To know the conflicts of interest that correspond to them in accordance with the provisions of the Conflicts of Interest Management Policy.

Paragraph: The functions of the General Shareholders' Meeting may be fulfilled in both ordinary and extraordinary meetings, unless the law or these bylaws establish otherwise.

Article 34: Call.

The call to the General Shareholders' Meeting shall be made by means of a communication addressed to the physical or electronic address registered by the shareholder with the Company's Legal Vice-Presidency, or by publication on the company's website www.tgi.com.co or the one that takes its place, or by notice published in a newspaper published at the Company's principal place of business and of wide national circulation.

All calls must be made for one business day, must contain the day, time and place in which the General Shareholders' Meeting must meet, as well as the agenda of the meeting.

For meetings in which the interim or year-end balance sheets are to be approved, the call shall be made at least fifteen (15) business days in advance. In other cases, five (5) calendar days in advance will suffice.

Paragraph 1: In the event that two or more shareholders have authorized a third party to represent them at meetings of the General Shareholders' Meeting and the respective document has been delivered to the President for deposit in the offices where the Company's administration operates under the terms of Article 70 of Law 222 of 1995, The representative of such shareholders shall also be summoned under the terms and conditions indicated in this article.

Paragraph 2: Saturdays are not considered as working days for the calculation of terms in the call.

Article 35: Meeting of the General Shareholders' Meeting.

The General Shareholders' Meeting shall be held at the Company's principal place of business, on the day, at the time and at the place indicated in the notice.

The meetings of the General Shareholders' Meeting shall be ordinary or extraordinary.

The General Meeting of Shareholders may be held without prior notice and in any place where all the subscribed shares are represented.

Article 36: Ordinary meetings.

The ordinary meetings of the General Shareholders' Meeting shall be held, at the call of the Chairman at least once (1) a year, within three (3) months following the expiration of each calendar year, to: (i) examine the situation of the Company, (ii) evaluate and control the activities carried out by the Board of Directors and the management of the Company during each fiscal year, (iii) appoint its directors, (iv) determine the Company's economic guidelines, (v) consider the accounts and balance sheets of the corporate years, and (vi) decide on the distribution of profits.

Paragraph: If the General Shareholders' Meeting is not called for an ordinary meeting within the first three (3) months of the year, it will meet in its own right on the first business day of April, at ten o'clock in the morning (10:00 a.m.) at the offices of the main address where the Company's administration operates. The directors shall allow the exercise of the right of inspection to the shareholders or their representatives during the fifteen (15) business days prior to the meeting.

Article 37: Extraordinary meetings.

The extraordinary meetings of the General Shareholders' Meeting shall be held when required by the unforeseen or urgent needs of the Company, at the call of the Board of Directors, the President or

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the Statutory Auditor, or when requested to do so by a number of shareholders representing at least fifteen percent (15%) of the Company. the subscribed shares.

Notwithstanding the foregoing, the Board of Directors of the Company shall convene such extraordinary meetings, upon duly motivated request before the Legal Vice Presidency, of one or more shareholders whose shares represent at least ten percent (10%) of the outstanding shares of the Company, provided that, in the opinion of said body, there are elements that reasonably allow it to be inferred that the meeting of the General Shareholders' Meeting is necessary to protect the rights of the Company. of shareholders.

Article 38: Non-face-to-face meetings -other decision-making mechanisms-

In accordance with the provisions of the law, whenever this can be proven, there will be a meeting of the General Shareholders' Meeting when, by any means, all the shareholders can deliberate and decide by simultaneous or successive communication. Once the mechanism of non-face-to-face meetings has been used, there must be proof of the adoption of the decisions through a message via fax, the Internet or any other valid electronic means, where the time, the text of the message, the tape recordings or other similar mechanisms appear.

The decisions of the General Shareholders' Meeting shall also be valid and binding when all shareholders express their vote in writing. In this event, the majority will be computed on the total of the ordinary shares outstanding. If the shareholders have expressed their vote in a separate document, they must be received within a maximum term of thirty (30) calendar days, counted from the date of receipt of the first communication. The Company's legal representative shall inform the shareholders of the meaning of the decision within five (5) days following receipt of the documents in which the vote has been expressed.

Paragraph: Under the terms of the paragraph of Article 21 of Law 222 of 1995, decisions adopted in non-face-to-face meetings shall be ineffective when any of the shareholders does not participate in simultaneous or successive communication. The same sanction shall be applied to decisions adopted through alternative decision-making mechanisms, when any of the shareholders does not express the direction of their vote or exceeds the term of one (1) month.

Article 39: Agenda for the meetings of the General Shareholders' Meeting.

At ordinary meetings, the General Shareholders' Meeting may address issues other than those proposed on the agenda at the justified request of any shareholder, which may be accepted by the General Shareholders' Meeting by a vote of a simple majority of the shares present at the meeting.

In extraordinary meetings, decisions may not be taken on matters not included in the agenda of the call, but by decision of half plus one of the subscribed shares, other matters may be dealt with, once the agenda has been exhausted and, in any case, the administrators and other officials whose appointment corresponds to them may be removed.

However, the situations set out below may only be analyzed and approved by the General Shareholders' Meeting when they have been expressly included in the notice of the respective meeting:

- i. The approval of interim and final financial statements.
- ii. Statutory reforms.
- iii. Waiver of the right of first refusal in the subscription of shares.
- iv. Early dissolution.
- v. Segregation of assets or improper spin-off.

Paragraph 1: The project of spin-off, merger or the bases of the transformation will be maintained available to shareholders at the offices where the company's administration operates at the principal

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address, at least fifteen (15) business days in advance to the meeting in which the respective proposal is to be considered.

Paragraph 2: In the call made to deal with the matters contemplated in the previous paragraph, the possibility that the members must exercise the right of withdrawal must be expressly indicated.

Article 40: Chairing of the meetings of the General Shareholders' Meeting.

The meetings of the General Shareholders' Meeting shall be chaired by a member elected from among its members by the vote of most of the shares represented.

Article 41: Deliberative and decision-making quorum.

The General Shareholders' Meeting may deliberate with a plurality of shareholders representing half plus one of the shares and decide with a plurality of shareholders representing half plus one of the ordinary shares present at the meeting, except for the special majorities established by law, in particular the following:

1. Unanimity of the shares represented at the meeting when, in the event of a spin-off, the shareholders of the spun-off company intend to have a shareholding in the beneficiary companies that is different from that which they have in the spun-off company.
2. 78% of the shares represented at the meeting for the distribution of profits.
3. 70% of the shares represented at the meeting to provide that a certain issue of ordinary shares be placed without being subject to the right of preemption.
4. 80% of the shares represented at the meeting for the payment of the dividend in the form of paid-up shares of the company.

Paragraph 1: If a duly convened General Meeting of Shareholders cannot be held due to lack of quorum indicated in this article, a new meeting shall be convened and validly decided with a plurality of people, regardless of the number of shares represented. The same rule shall apply to meetings of the General Shareholders' Meeting held. The foregoing, without prejudice to the special majorities established in the applicable legislation. The meeting that replaces the one that could not be held due to lack of quorum, may not be held before ten (10) business days, nor later than thirty (30) business days, counted from the date indicated for the meeting not held.

Paragraph 2: When it comes to approving balance sheets, year-end accounts and liquidation accounts, the votes corresponding to the directors or employees of the Company must be deducted for the calculation of the required majorities, who may not vote these acts.

Article 42: Vote.

In the decisions of the General Shareholders' Meeting, each share is entitled to one vote.

Paragraph: Decisions adopted in accordance with the requirements set forth in the law or bylaws are binding on all shareholders, including dissidents and absentees, if they are of a general nature.

Article 43: Elections and the electoral quotient system.

In the elections and voting of the General Assembly, the following rules shall apply:

1. The Legal Vice-President shall verify and inform the attendees, before starting the voting, of the number of shares represented, of which he shall make a note in the respective minutes.

2. The Legal Vice-President shall give each of the voters a ballot, authorized with his signature, in which he determines the number of shares represented by the voter and the number of votes to be cast.
3. The tellers shall verify the total number of votes cast based on the ballots cast in the manner provided herein.
4. The electoral quotient system shall be applied, whenever it is a matter of electing two (2) or more persons to make up a board, special commission or collegiate body, for which purpose the number of valid votes cast shall be divided by the number of positions to be filled.
5. The count will begin with the list with the most votes and then in descending order, declaring elected from each list the number of names as many times as the quotient fits in the number of votes cast by it.
6. If there are stalls left to be filled, they will correspond to the highest residuals, scrutinizing them in the same descending order.
7. In the event of a tie in the number of residuals, it will be decided by lot.
8. Blank votes will only be counted to determine the electoral quotient.
9. The name of a candidate on the same list may not be repeated.

Article 44: Termination and suspension of deliberations.

The deliberations of the General Shareholders' Meeting may be suspended and resumed later, as many times as decided by any plural number of attendees representing at least fifty percent (50%) plus one (1) share of the shares represented at the respective meeting. But the deliberations may not be extended for more than three (3) days, if all the actions are not represented.

Article 45: Minutes of the meeting.

What happened at the meetings shall be recorded in the minutes book of the General Shareholders' Meeting, registered and foliated in the chamber of commerce of the Company's principal domicile, in which they shall be headed with their number and shall state at least: place, date and time of the meeting; the number of shares subscribed; the form and advance notice of the call; the list of attendees with an indication of the number of own or third-party shares they represent; the matters discussed; the decisions taken and the number of votes cast in favour, against, or blank; the written records presented by the attendees during the meeting; the designations made, and the date and time of its closure.

The minutes containing the decisions of the General Shareholders' Meeting shall be signed by the chairman of the Meeting and the designated secretary, with the prior approval of the committee of two (2) of the attendees, designated by the Meeting at the respective meeting, if any, or by the Assembly itself.

Paragraph 1: In case of reluctance of any of those called to sign the act, the fiscal auditor will do so in its place.

Paragraph 2: A copy of the minutes and the general-purpose financial statements shall be submitted to the Superintendence of Residential Public Services. It will also be necessary to send these documents to the public entity that has the competence for the provision of the service or to the Regulation Commission when any of them or a shareholder so requests, all under the terms of Article 19.11 of Law 142 of 1994.

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Paragraph 3: In the case of non-face-to-face meetings or decisions adopted by the General Shareholders' Meeting, when all shareholders express their vote in writing, the corresponding minutes must be prepared and subsequently recorded in the respective book within the following thirty (30) calendar days to the one in which the agreement is concluded. The minutes must be signed by the legal representative and the person acting as secretary.

Article 46: Inapplicability of restrictions on the right to vote.

In the Company there shall be no restrictions on voting rights other than those stipulated for shares with preferential dividend and without voting rights other than those stipulated by law.

Article 47: Composition.

The Board of Directors shall be composed of seven (7) principal members with three (3) numerical alternates, of which two (2) of its members shall be independent. Both the main members and the alternate members will be freely elected and removed by the General Shareholders' Meeting. The Board of Directors, in accordance with Article 19, paragraph 16 of Law 142 of 1994, shall be composed of proportional expression of the shareholding. At least three (3) women will be part of the Board of Directors.

Article 48: Responsibility of the members of the Board of Directors.

The members of the Board of Directors, by accepting the appointment, expressly express their expertise in the development of the business management entrusted to them, committing their joint and unlimited liability for actions and omissions that cause damage to the Company, shareholders and third parties even through slight fault.

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

Article 49: Incompatibilities.

The members of the Board of Directors may not be related by kinship to each other, nor to the President, nor to the Statutory Auditor, or to any other employee of the management who has management and is trustworthy, within the fourth degree of consanguinity or second degree of affinity or first civil degree. Nor may persons linked by marriage or by de facto marital union be members of the Board of Directors.

Paragraph: The appointment of any Board of Directors that is made in contravention of these provisions will be ineffective, and the predecessor must proceed to convene the General Meeting of Shareholders for a new election.

Article 50: Presidency, vice-presidency and secretary.

The Board of Directors shall appoint a president and a vice-president from among its members. Likewise, the Legal Vice-President of the Company or the person designated by the President of the Company for this purpose shall act as secretary of the Board of Directors.

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

- i. Ensure that the Board of Directors efficiently sets and implements the strategic direction of the Company.
- ii. To promote the Company's governance action, acting as a liaison between shareholders and the Board of Directors.
- iii. Plan the functioning of the Board of Directors by establishing an annual work plan.

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iv. Chair meetings and manage discussions.

v. To ensure the execution of the agreements of the Board of Directors and to carry out the follow-up of their commissions and decisions.

vi. Monitor the active participation of Board members.

Article 51: Period and fees.

The members of the Board of Directors shall be elected by the General Shareholders' Meeting for periods of two (2) years, counted from the date of their election, without prejudice to the fact that they may be freely removed at any time by the General Shareholders' Meeting or re-elected. If no new election of members of the Board of Directors is made, their term of office shall be deemed to have been extended until a new appointment is made. Likewise, the members of the Board of Directors shall be entitled to receive fees for their attendance at the meetings of the Board, which shall be set by the General Shareholders' Meeting. The Company shall pay to the principal members of the Board of Directors the reimbursable expenses incurred for the fulfillment of the duties and actions in their capacity as principal member of the Board of Directors, in accordance with the policies established in this regard by the Society.

Alternate members of the Board of Directors shall only be entitled to payment of fees or reimbursable expenses when they are replacing the principal members.

Article 52: Functions.

The Board of Directors has been delegated the broadest mandate to administer the Company and, therefore, that body has sufficient powers to adopt the necessary determinations, in order for the Company to fulfill its purposes. In addition to the functions attributed to it by law or these bylaws, the Board of Directors shall have the functions indicated below:

1. To give itself its own regulations.
2. To appoint, evaluate and remove the President of the Company at any time and to decide on his excuses, vacations and leave, as well as to set his remuneration.
3. To appoint and remove the President's alternates at any time.
4. To receive, evaluate, approve or disapprove the reports presented to it by the President of the Company on the development of its management.
5. To authorize the Chairman to delegate some of his functions in accordance with the Company's bylaws, and the policies and guidelines of the General Shareholders' Meeting.
6. To appoint and remove the Internal Audit Manager, as well as to appoint the Internal Audit Officer Compliance.
7. To convene the General Shareholders' Meeting when it deems appropriate or when requested by a number of shareholders representing a quarter of the shares.
8. Adopt the corporate policies of Grupo Energía Bogotá and establish the commercial and operational excellence policies required to develop the company's corporate purpose.
9. To present to the General Shareholders' Meeting, together with the balance sheet and accounts for each financial year, a reasoned report on the economic and financial situation of the Company and the profit distribution project.
10. To approve the regulations for the issuance, subscription and placement of ordinary shares and to adopt it when determined by the General Meeting of Shareholders or those present charter.
11. To monitor the correct provision of the public service that constitutes the corporate purpose of the Company and to ensure compliance with the law, the bylaws, the Corporate

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- Governance Code, the orders of the General Shareholders' Meeting and the commitments acquired by the Company in the development of its corporate purpose.
12. To order the increases in the capital stock, in the event provided for in numeral 19.4 of article 19 of Law 142 of 1994 subject to the law and these bylaws.
 13. Approve and follow up on the strategic plan, the business plan and, in general, to the Company's development plans and the guidelines for their execution.
 14. To approve the annual budget of the Company for the following year, its investment, maintenance and expenditure programs, as well as the financial projections, under the terms of these bylaws.
 15. To order the corresponding actions against the directors, executive officers and other personnel of the Company for omissions or acts detrimental to the Company.
 16. To approve the appraisal of the contributions in kind received by the Company in accordance with Article 19.7 of Law 142 of 1994.
 17. To approve personnel policies, remuneration parameters at the proposal of the President and the annual budget for the staff.
 18. To exercise the functions delegated to it by the General Shareholders' Meeting.
 19. Adopt specific measures regarding the governance of the company, its conduct and its information, in order to ensure respect for the rights of those who invest in its shares or in any other securities that it issues, and the proper administration of its affairs and public knowledge of its management and present to the General Shareholders' Meeting, with the President, a report, relating to the above matters.
 20. To approve, modify and develop the Corporate Governance Code presented by the Chairman, in which all the rules and systems required in current provisions are compiled and to ensure its effective compliance.
 21. To approve, modify and develop the Company's accounting and financial reporting policies subject, in any case, to GAAP and IFRS (if applicable).
 22. To ensure effective compliance with the requirements established by the securities market regulatory bodies, if they are applicable to the Company.
 23. Ensure respect for the rights of all its shareholders, in accordance with the parameters established in the law, the Bylaws, the Corporate Governance Code and other provisions of the General Shareholders' Meeting.
 24. Knowledge and administration of i) conflicts of interest between the Company and shareholders, members of the Board of Directors and senior management and, ii) Hearing complaints made by shareholders related to the application of the Corporate Governance Code.
 25. To approve the decisions of investment, divestment and/or projects in which the Company participates that exceed seventy thousand (70,000) SMMLV, as well as the decisions that, in accordance with the provisions of the Business Group Agreement and the Corporate Intervention Model, correspond to this instance.
 26. To authorize the President to enter contracts, acts, and legal transactions whose amount exceeds the amount equivalent in national currency to seventy thousand (70,000) legal monthly minimum wages in force.
 27. Approve the Company's Contracting Manual.
 28. To organize the Audit and Risk Committee, as well as to create the committees it deems necessary.
 29. To inspect, jointly or individually each member, the books, papers, accounts, contracts and other media and documents in general of all the actions and operations of the Company,

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- provided that such inspections are announced within a reasonable period of time and are conducted in such a way that they do not hinder the operation of the Company.
30. Supervision: i) on the integrity and reliability of the accounting and internal information systems based, inter alia, on the internal audit reports and those of the legal representatives; (ii) financial and non-financial information; iii) the independence and efficiency of the internal audit function and, iv) the efficiency of the corporate governance practices implemented, and the level of compliance with the ethical and conduct standards adopted by the company.
 31. The delegation to any person or body of any of the decisions previously indicated, except those indicated in paragraph 1 of this article.
 32. To submit to the General Assembly, for its approval, the report explaining the terms under which the transactions or operations that may result in dilution of the shareholding of the shareholders will be carried out. This report must be prepared by a suitable external advisor.
 33. The approval and monitoring of the appropriate internal control systems, the Risk Policy and the periodic monitoring of the company's main risks, including those assumed in off-balance sheet operations.
 34. To evaluate annually the effectiveness of its work as a collegiate body, that of its committees and that of the members considered individually.
 35. To approve the Business Group Agreement to be entered into between the company and Grupo Energía Bogotá S.A ESP., and its subordinate companies, as well as any modification thereof.
 36. To approve the execution of operations with related parties in accordance with the provisions of the respective policy.
 37. Any other function that is not attributed by the nature of the position to another director of the company.

Paragraph: Without prejudice to the fact that it may rely on the work of the Committees, the Board of Directors may not delegate to the administration the functions provided for in the following paragraphs of this article: 1, 2, 8, 10, 11, 12, 13, 14, 20, 26, 27, 33, 34, 35 and 36.

Article 53: Meetings of the Board of Directors

The Board of Directors shall ordinarily meet at least once a month in any part of the territory of the Republic of Colombia on the date, time and place determined in this regard in the call.

For its part, it will meet extraordinarily when a special, unforeseen or urgent situation arises that is important for the Company.

Paragraph 1: Whenever this can be proven, there will be a meeting of the Board of Directors when by any means all the members can deliberate and decide by simultaneous or successive communication. In the latter case, the succession of communications must occur immediately according to the means used. Once the mechanism of non-face-to-face meetings has been used, there must be proof of decision-making through messages via fax, Internet or any other valid electronic means, including the time, the text of the message, tape recordings or other similar mechanisms.

In non-face-to-face meetings, the decisions of the Board of Directors will be valid when all its members express their vote in writing. In this event, the respective majority will be computed from the total number of members of the Board of Directors. If the members of the Board of Directors have expressed their vote in separate documents, these must be received within a maximum period of one month, counted from the date of receipt of the first communication. The legal representative of the Company shall inform the members of the Board of Directors of the meaning of the decision, within five (5) days following receipt of the documents in which the vote is expressed.

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Paragraph 2: The Board of Directors shall meet at least once a year to discuss, among other matters, the definition or monitoring of the company's strategy.

Paragraph 3: The meeting mechanisms indicated in this article may be applied to the meetings of the different statutory committees and those created by the Board of Directors. Likewise, these committees must keep minutes of each of their meetings, where everything discussed and decided is recorded.

Article 54: Call.

The Board of Directors may be convened by the Board of Directors, by the President of the Company, by the Statutory Auditor or by two (2) of its members acting as principals, five (5) calendar days in advance. Additionally, if any principal member deems it necessary, he or she may convene the Board of Directors, if he or she does so through written communication at least five (5) calendar days in advance.

All calls must be made for one business day, must contain the day, time and place in which the Board of Directors must meet, as well as the agenda of the meeting.

The call shall be accompanied by all the information and documentation that the Company's management deems necessary to fully inform the members of the Board of Directors regarding the proposals that will be brought to the corresponding meeting and the other issues that will be discussed therein.

Paragraph 1: The Board of Directors may meet and meet validly without prior notice, when all the members of the Board of Directors are assembled.

Paragraph 2: Even if they have not been summoned to any meeting of the Board of Directors, it will be understood that the members who attend the corresponding meeting have waived the right to be summoned, unless they express their disagreement with the failure to convene before the meeting is held.

Article 55: Deliberative and decision-making quorum.

The Board of Directors shall validly deliberate with the participation of at least four (4) of its members and shall decide with a majority of the votes present.

Article 56: Minutes.

The deliberations and decisions of the Board of Directors shall be recorded in minutes that shall be recorded in a book, which shall be signed by the president of the meeting and by his secretary, once approved.

The minutes shall be headed with their number and shall state at least the place, date and time of the meeting, the manner and advance of the call; the number of members attending and their status as principals or alternates, the matters discussed, the decisions adopted and the number of votes cast in favour, against or blank, the written records presented by the attendees, the appointments made and the date and time of their closing.

Paragraph: Once the minutes have been approved and signed, they will be sent to all the members of the Board of Directors of the Company.

Article 57: Committees.

The Company shall have as many committees as the Board of Directors determines and those established in these bylaws. The Committees will report directly to the Board of Directors and will have the functions entrusted or delegated to them by the latter. The committees will be made up of

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the main members of the Board of Directors, who may be replaced in case of temporary or permanent absence by the corresponding numerical substitute. Officers of the Company or third parties may be invited to the committees. The President may be a member of any committee and, in any case, shall have the right to attend the meetings directly or through a delegate. The term of office for committee members shall be two (2) years.

The committees will primarily serve as advisory and advisory bodies to the Board. Decisions in committees shall be taken by an absolute majority of their members and their meetings shall take place when the same number of members are present. The meetings of the committees, as well as other aspects related to their functioning, will be set out in the respective regulations that will be adopted by each Committee.

The purpose of the Audit and Risk Committee shall be to assist the Board of Directors in its function of verifying with the control bodies and the statutory auditor that the Administration complies with the accounting procedures in accordance with the regulatory framework in force, the analysis of the recommendations of the statutory auditor in relation to the financial statements and, in general, the review of the Company's control architecture, including the audit of the risk management system implemented by the Company. This Committee shall consist of three (3) principal members of the Board of Directors. The Chairman, the Financial Vice-President and the Internal Audit Manager of the Company may attend its meetings, with voice but without vote. The Company's Statutory Auditor may attend the meetings with the right to speak and without vote, when applicable.

SECTION III

PRESIDENT

Article 58: Appointment and Term.

The term of office of the President shall be two (2) years from the date of his election, but he may be re-elected indefinitely or freely removed from office before the expiration of the term. When the Board does not elect the President on the appropriate occasions, the previous President shall continue to hold office until a new appointment is made. The election of the President will be made according to criteria of suitability, knowledge, experience and leadership.

Paragraph 1: The President shall have two alternates (first and second alternate) who shall replace him in the order of appointment in his temporary or absolute absences.

Paragraph 2: The appointments of the President and his alternates must be registered in the Commercial Registry.

Article 59: Functions.

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

1. To sign all acts and contracts included within the corporate purpose or that are directly related to the operation of the Company. The foregoing, without prejudice to those acts or contracts that require prior authorization from the Board of Directors.
2. To execute the instructions and resolutions given by the General Assembly of Shareholders and the Board of Directors.
3. To administer and represent the Company judicially and extrajudicially before the shareholders, the authorities of any order or nature and before other natural or legal persons, with powers to receive, novate, conciliate, compromise, desist and to appear in lawsuits in which the ownership of assets or corporate rights is disputed.

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4. To conduct the Company's business in accordance with the policies and guidelines of the Parent Company, to supervise the Company's assets, its technical operations, its accounting and correspondence.
5. To exercise the power of appointment within the company, to design and approve the staff, to propose the salary structure and to administer the personnel, subject to the annualized budget limit, approved by the Board of Directors.
6. To provide what is necessary for the collection of income, to order expenses, to ensure the correct application of the funds and assets of the Company as well as their correct maintenance, in accordance with the policies and guidelines of the Headquarters.
7. Determine the investment of available funds that are not necessary for the operations of the Company, in accordance with the guidelines of the General Assembly of the Shareholders.
8. To comply with and enforce the bylaws and regulations of the Society.
9. Ensure compliance with the Corporate Governance Code.
10. Appoint special and general proxies
11. To convene the General Shareholders' Meeting, the Board of Directors and the committees, in accordance with the provisions of these bylaws.
12. To present to the General Shareholders' Meeting, at its ordinary meeting, the report on the way in which it has carried out its management, as well as on the state of the company's business. Likewise, to present jointly with the Board of Directors an annual report to the General Shareholders' Meeting, as well as the year-end balance sheets.
13. To prepare the annual budget of the Company, including the annual action and investment plans, which shall be approved by the Board of Directors.
14. To appoint the Legal Vice-President of the Company.
15. To present to the Board of Directors and ensure their permanent compliance, the specific measures regarding the governance of the Company, its conduct and its information, in order to ensure respect for the rights of those who invest in its shares or in any other securities it issues, and the proper administration of its affairs and public knowledge of its management.
16. To provide shareholders with timely, complete and truthful information on their financial statements and on their business and administrative behavior, without prejudice to the provisions of Articles 23 and 48 of Law 222 of 1995.
17. To ensure the respect of all its shareholders, in accordance with the parameters set by the securities market control bodies, whenever applicable, and to submit to the General Shareholders' Meeting, with the Board of Directors, the report on the development of the Corporate Governance Code and the Company's other internal governance rules
18. To approve the execution of transactions with related parties in accordance with the provisions of the respective policy.

Paragraph 1: In the exercise of his office, the President shall carry out all kinds of legal transactions, acts and contracts that are understood to be included within the corporate purpose of the company, answering for actions and omissions in the terms of the law.

Paragraph 2: Amount for disposal: The Chairman has the authority to act and commit the Company, without the express authorization of any other corporate body, up to the amount equivalent in national currency to seventy thousand (70,000) legal minimum monthly wages, except for matters or activities

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that, despite being equal to or less than this amount, expressly require authorization from another administrative body in accordance with these bylaws.

SECTION IV

LEGAL VICE PRESIDENT

Article 60: Appointment.

The Company will have a Legal Vice-President appointed by the President, who will act as secretary of the General Shareholders' Meeting, the Board of Directors and the Board of Directors committees.

Article 61: Functions.

The Legal Vice-President shall be in charge, in addition to those indicated by the bylaws, the regulations of the Company and those assigned to him by the General Shareholders' Meeting, the Board of Directors and the Chairman, the following functions:

1. To keep and keep the corporate documentation (minutes books of the General Shareholders' Meeting, the Board of Directors and the Committees of the Board of Directors and the Shareholders' Register Book), and to attest to third parties what is contained therein. The Legal Vice-President will take special care in maintaining the confidentiality that, in accordance with the law and commercial practices, corresponds to the books and documents of the company.
2. To communicate the calls to the General Shareholders' Meeting, the Board of Directors or the Committees of the Board of Directors to ordinary or extraordinary meetings in accordance with these bylaws.
3. To submit reports when requested by the General Shareholders' Meeting or the Board of directors.
4. Deliver the information in a timely manner to the members of the General Shareholders' Meeting, the Board of Directors and the Committees of the Board of Directors.

Article 62: Tax Auditor.

The Company will have a Statutory Auditor, with his/her respective alternate, who will be appointed by the General Shareholders' Meeting, for a period of two (2) years, equal to that of the Board of Directors, but may be removed at any time, as well as be re-elected in the manner provided for in these Bylaws. The substitute replaces the principal in his temporary or absolute absences.

Paragraph 1: The Statutory Auditor and his/her alternate may be natural or legal persons, shall have the status of public accountants, subject to the incompatibilities, disqualifications, prohibitions and responsibilities determined by law.

Paragraph 2: If the Statutory Auditor is a natural person not related to a firm, he/she may not hold the position for a period exceeding five (5) years. On the other hand, if the Tax Audit is exercised by a Legal Entity, its maximum term of contract will be ten (10) continuous years, at the end of which the rotation of the firm must mandatorily occur, in any case the rotation of the personnel assigned to the Company must be carried out at least every five (5) years.

Article 63: Functions.

The functions of the Statutory Auditor are:

1. To ensure that the company's operations are in accordance with the Law, the Bylaws, the decisions of the Shareholders' Meeting and those of the Board of Directors.

2. To present to the General Shareholders' Meeting the relevant findings that it makes in the exercise of its functions with respect to the business, management of the administration or the accounting of the Company.
3. To give a timely written account to the General Meeting of Shareholders or the Board of Directors, or to the Chairman, as the case may be, of any irregularities that occur in the operation of the Company and in the development of its business.
4. To collaborate with the government entities that exercise the inspection, surveillance or control of the Company and to submit to them the reports that are necessary or requested.
5. To ensure that the Company's accounts and the minutes of the meetings of the General Shareholders' Meeting and the Board of Directors are regularly kept, and that the Company's documentation and the receipts of the accounts are duly preserved, giving the necessary instructions for such purposes.
6. To periodically inspect the Company's assets and ensure that the conservation or security measures are taken in a timely manner for them and those that it has in custody in any other capacity.
7. To give instructions, carry out inspections and request the reports that are necessary to establish permanent control over the company's values.
8. Authorize with his signature any balance sheet that is made, with his opinion or report corresponding.
9. To convene the General Shareholders' Meeting and the Board of Directors to extraordinary meetings when it deems it necessary.
10. To hear the complaints that are presented for violation of the rights of the shareholders and the results of such investigations, which will be transferred to the Board of Directors and will be made known to the General Shareholders' Meeting.
11. To submit reports to the fiscal control bodies, in accordance with Law 142 of 1994, Article 27, paragraph 4, and Law 42 of 1993, Article 24.
12. Ensure that the administration complies with the specific duties established by the supervisory bodies, especially those related to the duties of information and the Corporate Governance Code.
13. To carry out the other powers indicated by the laws or bylaws and those that, being compatible with the above, are entrusted to it by the General Shareholders' Meeting.

Article 64: Opinion.

The opinion of the Statutory Auditor on the balance sheets must express, at least:

1. If it has obtained the necessary information to fulfill its functions.
2. Whether during the review the procedures recommended by the audit technique have been followed.
3. Whether, in your opinion, the accounts are kept in accordance with the legal standards and accounting techniques, and whether the transactions recorded are in accordance with the bylaws and the decisions of the General Assembly of Shareholders or Board of Directors, if applicable.
4. Whether the balance sheet and the statement of profit and loss have been fairly taken from the books and whether, in your opinion, the former reliably presents, in accordance with generally accepted accounting standards, the respective financial position at the end of the period under review and the latter reflects the results of operations for that period, and

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5. Any reservations or reservations you have about the accuracy of the financial statements.

Article 65: Reports.

It must express:

1. If the acts of the Company's directors are in accordance with the bylaws and the orders or instructions of the General Shareholders' Meeting or the Board of Directors.
2. If documentation, account receipts, and minute and shareholder register books are properly kept and preserved; and
3. Whether there are and are adequate measures for internal control, conservation and custody of the assets of the Company or of third parties that are in the possession of the Company.

Article 66: Rights.

The Statutory Auditor shall have voice but not vote in the deliberations of the General Shareholders' Meeting; also, in those of the Board of Directors when invited to them. It shall also have the right to inspect at any time the accounting books, minute books, correspondence, account receipts and other papers of the Company.

CHAPTER V

BALANCE SHEETS AND PROFIT SHARING

Article 67: Financial statements.

Each time a cut in accounts is made, the general balance sheet of the business in the corresponding year must be produced. The documents shall be prepared in accordance with the law, accounting standards and bylaws, to be submitted to the General Shareholders' Meeting.

Paragraph: If the company chooses to make more than one annual cut to the financial statements, it will proceed in accordance with the provisions of paragraph 73.

Article 68: Presentation of balance sheet and documents.

The Board of Directors and the Chairman shall submit to the General Shareholders' Meeting, for approval or disapproval, the financial statements for each financial year accompanied by the following documents:

1. A project for the distribution of distributable profits prepared by the Board of Directors, with deduction of the amount calculated for the payment of income taxes and their complementary taxes, for the corresponding taxable year.
2. The report of the Board of Directors on the economic and financial situation of the Company, which shall contain the data required by law.
3. A written report from the Chairman on the manner in which he has carried out his management and the measures whose adoption he recommends to the General Shareholders' Meeting.
4. The written report of the Statutory Auditor.
5. The others provided for in these bylaws or in the Corporate Governance Code.

Article 69: Right of inspection and surveillance.

During the fifteen (15) business days immediately prior to the meeting of the General Shareholders' Meeting in which the interim or year-end financial statements are to be considered, such financial

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statements, inventories, directors' reports, reports, books and other receipts required by law, shall be made available to the shareholders in the offices of the Chairman. The shareholders will be informed of this fact in the notice of call. During the period indicated, the shareholders may exercise the right of inspection and supervision that the law enshrines in their favor, under the terms and with the limitations established by it.

Article 70: Specialized audits.

A number of shareholders representing at least five percent (5%) of the subscribed shares may request the Chairman to carry out specialized audits on matters other than those audited by the Company's Statutory Auditor, the cost and responsibility of which will be borne by the shareholders who requested the audit. The request to carry out specialized audits must be submitted in writing, indicating the reasons for carrying them out, the facts and operations to be audited, the duration of the audit, and indicating three (3) firms of recognized reputation and trajectory.

When the percentage required to request the specialized audit is made up of a plurality of shareholders, at their request, they must appoint a representative, with whom the entire procedure will be completed.

Within ten (10) business days from the day following receipt of the request, the President shall respond, indicating the signatures submitted, the one selected to carry out the audit and the date of initiation of the same. The refusal of the President to carry out the specialized audit must state the reasons for his decision. This decision may be submitted to the Board of Directors for consideration, at the written request of the interested party.

If the specialized audit is carried out, the results of the audit must be made known in the first instance to the President, who has ten (10) working days to make a decision. These results and the President's pronouncement will be made known to the Board of Directors and within the following fifteen (15) business days, to the group of shareholders who requested the special audit. In the event of the possibility of transgressions of the legal norms, the Board of Directors and/or the President shall transfer it to the corresponding control and surveillance, judicial and administrative entities.

Article 71: Income statement.

At the end of each financial year, the profit and loss statement will be produced. To determine the results of the operations carried out in the respective fiscal year, it will be necessary that the necessary items have been previously appropriated, in accordance with the laws and accounting standards, to meet depreciation, depreciation and guarantee of social assets, social benefits and taxes.

Article 72: Reservations.

Legal Reserve: The Company shall constitute a legal reserve amounting to at least fifty percent (50%) of the subscribed capital, formed with ten percent (10%) of the net profits of each fiscal year. When this reserve reaches the fifty percent (50%) mentioned, the Company will not have the obligation to continue to take ten percent (10%) of the net profits from this account. But if it decreases, the same ten percent (10%) of such profits will be reappropriated until the limit is reached again Set.

Occasional reserve: The General Meeting of Shareholders may decree the formation of occasional or voluntary reserves, if they have a special purpose and that they are approved in the manner provided for in these bylaws and in the law. The occasional reserves decreed by the General Meeting of Shareholders shall only be mandatory for the year in which they are made, and the Meeting may change their destination when so deemed appropriate.

Article 73: Profit sharing.

Bylaws updated in accordance with the amendment made on March 22, 2024.

The profits will be distributed among the shareholders, with the prior approval of the General Shareholders' Meeting, subject to the rules of the Commercial Code and the law, once the legal reserves, the occasional reserves and the provision for the payment of taxes are made. Unless otherwise determined by seventy-eight percent (78%) of the shares represented at the meeting, the Company shall distribute as a dividend not less than fifty percent (50%) of the net profits obtained in each fiscal year or of the balance thereof, if it has to cover losses from previous years. If the sum of the legal, statutory and occasional reserves exceeds one hundred percent (100%) of the subscribed capital, the mandatory percentage of net profits to be distributed by the Company in accordance with this article shall be raised to seventy percent (70%).

The Board of Directors, after studying and analyzing the Financial Statements and in accordance with the provisions of the Commercial Code, may determine, when it deems it necessary, two cuts of financial year accounts in addition to the annual cut-off, which may be carried out on the last business day of the months of June and October of each year.

Paragraph: For the distribution of profits in intermediate periods, the Board of Directors shall order the legal representative of the Company to notify the Statutory Auditor so that he may proceed to issue his opinion on the corresponding financial statements, and the Board of Directors shall be authorized to readjust the fees that this work implies for the Statutory Auditor.

Once the financial statements have been prepared in accordance with the law, a General Meeting of Shareholders shall be convened within the first three months following the ordered cut-off. The call must be made no less than fifteen (15) business days prior to the date of the Meeting, and they must be informed that during the term of the call the company's certified and audited financial statements, the books and their supporting supports are available so that they can exercise the right of inspection.

Article 74: Payment of dividends.

The payment of dividends will be made in cash, at the times agreed by the General Shareholders' Meeting when decreeing them and to whoever has the status of shareholder at the time each payment becomes due. However, the dividend may be paid in the form of paid-up shares of the same Company, if so, ordered by the Shareholders' Meeting with the vote of eighty percent (80%) of the shares represented at the meeting. In the absence of this majority, such shares may only be delivered as dividends to shareholders who accept them. The outstanding dividends belong to the purchaser of the shares from the date of the transfer letter, unless otherwise expressly stipulated in the same document.

Article 75: Losses.

Losses will be covered by the reserves that have been specially allocated for this purpose and, failing that, by the legal reserve. Reserves whose purpose is to absorb a certain loss may not be used to cover other losses, unless so decided by the General Shareholders' Meeting. If the legal reserve is insufficient to cover the capital deficit, the social benefits of the following years will be applied for this purpose.

CHAPTER VI CONTROL ARCHITECTURE

Article 76: Internal control.

The configuration of the TGI control system is based on the COSO model, is structured in harmony with the provisions of the GEB and considers an organization that responds to good control practices based on the three lines of defense: self-control, compliance and audits.

Article 77: Purpose.

Bylaws updated in accordance with the amendment made on March 22, 2024.

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

- (i) Effectiveness, efficiency and economy in operations.
- (ii) The protection and assurance of resources.
- (iii) The reliability and timeliness of the information.
- (iv) Permanent improvement of management, through evaluation mechanisms, such as measurement and monitoring, and
- (v) Compliance with laws, regulations and bylaws, as well as internal policies, rules and procedures

Article 78: Conflicts of interest.

The Corporate Governance Code and the other internal rules of the company must regulate the principles, rules and procedures that must be applied in situations of conflict of interest.

Article 79: Identification and disclosure of the company's risks.

In relation to the foreseeable material risk factors that the Company may present and the measures to address them, the Company states that its management will identify the risks inherent to the activities related to its corporate purpose and will make them known to its shareholders as follows:

- (i) Through the report presented annually by the Statutory Auditor at the ordinary meeting of the General Shareholders' Meeting; and (ii) Through the exercise of the right of inspection that the shareholders of the Company have in accordance with the law and these bylaws.

Article 80: Currency Conversion.

For the purposes of the monetary limits established in these bylaws, the conversion of Colombian pesos to United States dollars or vice versa, shall be made at the representative market rate certified by the Financial Superintendence on the date that is ten (10) days prior to the date for which the corporate body in which the conversion of the company has been convened. is necessary.

CHAPTER VII

ALTERNATIVE DISPUTE RESOLUTION MECHANISMS

Article 81: Alternative dispute resolution mechanisms

If differences arise between the shareholders, or between the shareholders and the Company or the Board of Directors, by reason of or on the partnership agreement, they shall seek solutions through:

1. Direct fix.
2. If it is not possible to resolve it in the previous stage, conciliation will be resorted to
3. Finally, once conciliation has been exhausted without obtaining a solution, the differences shall be submitted for settlement by arbitration procedure to a tribunal made up of three (3) arbitrators appointed by the parties by mutual agreement or, failing that, by the Arbitration and Conciliation Center of the Bogotá Chamber of Commerce. The Center, at the request of any of the parties, will make the appointment if, after fifteen (15) calendar days from the request that any of the parties has made to the other for the appointment of arbitrators by the parties and they have not reached an agreement. The Court must rule in law by applying Colombian regulations. The Tribunal shall be subject to the provisions governing the matter and shall have its seat at the headquarters of the Arbitration Centre. The decisions of the arbitrators shall be the subject of an appeal for annulment of

Bylaws updated in accordance with the amendment made on March 22, 2024.

the award and/or an extraordinary appeal for review, in the cases and by the procedures provided for by law.

CHAPTER VIII

DISSOLUTION AND LIQUIDATION

Article 82: Dissolution and liquidation.

The Company will be dissolved and liquidated for any of the reasons provided for in the applicable legislation.

CHAPTER IX.

FINAL PROVISIONS

Article 83: Prohibitions.

The Company may not guarantee or guarantee the obligations of third parties, its shareholders or employees, except as expressly provided by the General Shareholders' Meeting, as long as they are related to the fulfillment of the corporate purpose.

Article 84: Acts and contracts.

The legal regime of contracting of the Company is that of private law, in accordance with Law 142 of 1994. Likewise, the Company assumes for all purposes the prerogatives contained and enumerated in Article 33 of Law 142 of 1994.

Article 85: Technical standards.

The Company and its directors are subject to the technical standards governing the gas sector for the development of all their activities.

Article 86: Disqualifications and incompatibilities.

Employees will be subject to the legal regime of disqualifications and incompatibilities for contracting with the company expressly determined by law.

Article 87. Business group.

The Company, in view of its shareholder composition and in compliance with the legal provisions, is a company controlled by Grupo Energía Bogotá S.A. ESP. - GEB S.A. ESP, which has declared this situation of control, in the gas transportation sector, thereby formalizing its Business Group. In development of the foregoing, the Company will adopt specific measures regarding its governance, conduct and information, based on the guidelines and directives established by GEB S.A. ESP., as its parent company. For this purpose and in compliance with the unity of purpose and direction implied by the Business Group, it will accept the policies and criteria of the Group, in such a way as to guarantee, among other aspects, the following: (i) effective communication (ii) the common assumption of economic, financial and administrative interests (ii) compliance with policies and guidelines for the defense of the Company in claims and litigation in which it is a party, (iv) compliance with policies and guidelines in investment decisions and/or projects in which the Company participates and (v) compliance with policies, guidelines and guidelines in contractual processes.

CHAPTER X.

(Transitory) Rotation of the Statutory Auditor

Article 88. Application of the Statutory Auditor's rotation obligation

Bylaws updated in accordance with the amendment made on March 22, 2024.



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The obligation to rotate the firm exercised by the tax auditor at the expiration of the maximum term of contract, provided for in the second paragraph of article 62, approved in the statutory reform of July 18, 2016, will be applicable from the expiration of the next statutory period of the tax audit, at the latest.

Bylaws updated in accordance with the amendment made on March 22, 2024.

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