

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 Company of public utilities, incorporated as a stock Company, in accordance with the provisions of Law 142 of 1994.

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

Article 2: Address.

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 operating units anywhere in the Colombian territory or abroad to carry out the activities inherent to 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 Company's purpose is the planning, organization, design, construction, expansion, extension, maintenance, operation and commercial exploitation of transportation activities and other natural gas activities and, in general, of 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 the following activities in the Republic of Colombia and abroad:

- 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.

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- iii. Perform planning and coordination of gas transportation system resources.
- iv. To manage and transport fuel gas in the wholesale market.
- v. To carry out activities related to its object, including storage, liquefaction, regasification, dehydration, processing, use, transformation and other additional and complementary industrial processes.
- vi. Investing in shares or quotas of other companies.
- vii. Design, construct, directly or through third parties, acquire, operate, administer, maintain and manage gas pipelines, (a) receiving stations, (b) delivery stations, (c) compression, (d) treatment, (e) supply, terminals and, in general, all those movable and immovable assets that are required for the fulfillment of the corporate purpose and to dispose of them.
- viii. To design, build, expand, extend, maintain, operate and commercially exploit hydrocarbon transportation systems in all their forms.
- ix. Negotiate, enter into, grant, subscribe and/or execute, subject to the regulations in force, all legal acts and contracts required to fulfill the corporate purpose.

In addition, for the development of its object, the Company may carry out the following activities in particular, without prejudice to carrying out other additional activities related to such object:

- i. Acquire in any title and give or take in lease or in administration, all kinds of movable or immovable property, equipment and implements, to comply with its corporate purpose and constitute a pledge or mortgage on its assets, and alienate, limit or encumber them in any way.
- ii. To acquire or manage all kinds of real estate or facilities to efficiently develop its corporate purpose.
- iii. To enter into and execute loan agreements with or without interest and to constitute or accept real or personal sureties as security for the obligations it acquires.
- iv. Draw, have drawn, endorse, discount, protest and/or accept all kinds of securities, as well as negotiate other credit, civil or commercial documents, as required by the development of the corporate business.

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- v. To contract loans and insurance in accordance with the law and in the forms authorized by law, and to enter into all financial transactions that will enable it to acquire the funds or other assets necessary for the conduct 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. Constitute, under the legal form it deems appropriate, consortiums 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. Promote and participate as a partner in companies and contribute to them all kinds of goods.
- ix. To provide, at the international level, services related to its field of activity.
- x. Obtain and exploit the right of ownership of trademarks, designs, insignias, patents, internet domains and any other incorporeal property and obtain the respective registrations before the competent authority at national and international level.
- xi. Represent natural or juridical persons before public or private entities within the field contemplated in the object of the Company.
- xii. Incorporate subordinate companies, branches or representations for the exclusive purpose of developing its corporate purpose.
- xiii. To settle, withdraw and submit to arbitration decisions the matters in which it has an interest vis-à-vis third parties.
- xiv. To collect the taxes, fees and contributions that, according to the regulations in force, correspond to it.
- xv. To encumber, limit or dispose of the assets owned by the Company, in accordance with these Bylaws and the regulations in force.
- xvi. To promote scientific and technological activities related to its purpose, as well as to carry out their exploitation and technical and economic application.
- xvii. In general, to execute all acts and enter into all contracts, operations and industrial processes, including storage and processing of hydrocarbons, that are related from means to end with its corporate purpose and its development, or that may favor or develop its business and all others that are aimed at fulfilling the obligations or exercising the rights that legally or conventionally derive from the existence or the activities developed by the Company.

Paragraph 1: Each of the aforementioned activities shall be interpreted and understood as activities independent of 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 Meeting of Shareholders, provided 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 trillion five hundred eighty-one billion five hundred and eighty-one million one thousand five hundred and fifty pesos and sixty-seven cents (\$1,581,000,001,550.67), representing one hundred forty-six million eight hundred and forty-three thousand six hundred and eighty-six (146,843,686) nominative and ordinary shares, with a par value of ten thousand seven hundred and 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 amendment to the Bylaws, processed and approved by the General Meeting of Shareholders and duly solemnized in the manner provided by law and these Bylaws.

Article 6: Subscribed capital.

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

Article 7: Paid-in capital.

Of the authorized capital, 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) has been paid at the time of the execution of this deed.

CHAPTER III SHARES AND SHAREHOLDERS' RIGHTS

Article 8: Actions.

The Company's common stock is classified into the following four (4) classes:

- (i) Class A: Correspond to 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 the second 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 eligible operator, which shall be the one that meets the requirements set forth in Chapter 4 of the TGI S.A. ESP Share Subscription Regulations.
- (iv) Class D: These are shares subscribed by all other persons not included in any of the other three (3) classes.

Article 9: Shares in reserve.

The shares held in reserve by the Company shall be placed by the Board of Directors of the Company, which shall 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 shares, 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 these Bylaws.

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

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Article 11: Titles and content thereof.

The Company shall issue to each shareholder a certificate evidencing his status as such for the total number of shares of which he is the holder. The Company does not issue certificates for fractions of shares. The share certificates, whether provisional or definitive, shall be issued in continuous series with the signature of the President and the Legal Vice President of the Company. The certificates representing the shares shall have the contents prescribed by law and by these Bylaws.

Paragraph 1: As long as the value of the shares has not been paid in full, the Company shall issue provisional certificates to its subscribers.

Paragraph 2: In addition to the general requirements, the special rights conferred by the preferred and nonvoting shares must be stated on the certificates for the preferred and nonvoting shares.

Article 12: Right of first refusal.

Shareholders shall have the right to subscribe on a preferential basis to any new issue of shares, in proportion to the number of shares they hold on the date on which the competent corporate body approves the terms of subscription.

The notice of the offer of shares shall be made by the means of communication provided for in these Bylaws for the convocation of the General Meeting of Shareholders, and the period for acceptance of the offer of shares shall not be less than fifteen (15) business days. In the event that one of the shareholders decides not to exercise its pre-emptive right, the other shareholders shall have the right to be credited and thus to subscribe to such shares in proportion to the number of shares held on the date on which the competent corporate body approves the subscription terms for the shares in respect of which the pre-emptive right has not been exercised.

Notwithstanding the foregoing right of pre-emption, the Meeting of Shareholders may decide, with the affirmative vote of at least seventy percent (70%) of the shares present, to place the shares without being subject to the right of pre-emption and the residual right of pre-emption provided for in Article 13 of these Bylaws.

Article 13: Residual right of first refusal.

The regulations governing the issue and placement of shares shall provide for a residual preferential subscription right, subsequent and subordinate to that of the shareholders of the Company and their assignees, in the event that the shareholders have transferred their preferential subscription right in accordance with the legal provisions, in favor of the active employees of the Company, the employee funds and the employee cooperatives, in order to democratize the Company's share ownership, which must be exercised within

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thirty (30) business days after the end of the exercise of the preemptive rights of the shareholders and their assignees - in case the preemptive subscription rights have been assigned by the shareholders - and before offering the shares to the public.

Article 14: Negotiation of shares.

The shares shall be freely negotiable and the shareholders may dispose of them without being subject to preemptive rights, without prejudice to the restrictions and stipulations set forth in this article and the law.

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

In order for the transfer of shares to produce effects with respect to the Company and third parties, they must be recorded in the Shareholders' Registry Book by means of a written order from the transferor. This order may be given in the form of an endorsement made on the respective title or by means of a letter of transfer. In order to make the new registration and issue the title to the acquirer, it will be necessary to previously cancel the titles issued to the transferor.

Article 15: Registration.

The Legal Vice-Presidency of the Company shall keep a register of shareholders, duly registered at the Chamber of Commerce of the principal domicile, in which the shares shall be entered with the names of their respective owners and the amounts corresponding to each of them. Likewise, the titles issued, their number, the date of registration, transfers, alienations, attachments, judicial demands, pledges and other encumbrances, restrictions on the domain and other events of legal consequence to the shares shall be recorded in the said book.

The Company recognizes as a shareholder any person whose name appears in the register of shareholders with the number of shares registered and under the conditions stated.

The acts of sale or transfer, encumbrance or restriction, attachment or allotment of shares shall only produce effects vis-à-vis the Company and third parties by virtue of the entry in the Register of Shareholders, which the Company may not refuse, except by order of a competent authority, or in the case of shares for which certain conditions or formalities are required and which have not been complied with.

Article 16: Shareholders in default.

When a shareholder is in default of payment of the shares they has subscribed, they will not be able to exercise the rights inherent thereto. For this purpose, the Company shall record the payments made and the outstanding balances of each subscribed share.

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In the event of default by a shareholder in the payment of his overdue obligations in respect of the share quotas subscribed, the Company shall, at the discretion of the Board of Directors, proceed to the judicial collection or sale of the shares subscribed, at the risk and expense of the defaulting shareholder, through a commission agent, or shall apply the amounts received to the release of the number of shares corresponding to the quotas paid, less twenty percent (20%) by way of compensation for the damage deemed to have been caused.

Shares withdrawn by the Company from the defaulting shareholder shall be immediately placed without being subject to the pre-emptive rights provided for in Article 12 of these Bylaws.

Article 17: Theft, loss or deterioration of securities.

In the event of the loss or theft of a share certificate, the Company shall issue a duplicate to the holder registered in the share register, at the latter's expense and risk, after verification of the circumstances alleged, together with the corresponding copy of the criminal complaint and the provision of the guarantees established for this purpose by the Board of Directors. If the stolen or lost original reappears, the shareholder must return the duplicate to be canceled.

In the event of deterioration, for the duplicate to be issued, the original must be presented in the condition in which it is found in order to be destroyed. The Company shall not be liable to the shareholder or to third parties for the issue of duplicates, which shall be exclusively at the expense of the shareholder requesting them.

Article 18: Repurchase of shares.

The Company may repurchase its own shares under the following conditions: (1) it is approved by the General Meeting of Shareholders, with the affirmative vote of the shareholders present, in accordance with the quorum for deliberation and adoption of resolutions established in these Bylaws; (2) the funds are taken from liquid profits; and (3) the shares are fully paid up.

While such shares are owned by the Company, the rights attaching thereto shall be suspended. The same procedure shall be followed for the disposal of repurchased shares as for the placement of shares in the 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 to the pledgee the rights inherent to the quality of shareholder except by virtue of a stipulation or express agreement recorded in a written document, which shall be sufficient for the exercise before the Company of the rights conferred.

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In the absence of a special agreement, the Company shall recognize to the shareholder all the rights inherent to his capacity as a shareholder.

Article 20: Litigation or administrative actions on shares.

If the ownership of shares or dividends is the subject of litigation or administrative action involving the exercise of precautionary measures, the Company shall withhold the corresponding dividends from the date on which the competent authorities notify the Company of the respective measure ordering such withholding.

In order to dispose of shares whose ownership is in dispute, permission from the respective judicial authority is required.

Article 21: Usufruct of shares.

The usufruct of shares shall be perfected by registration in the share register. Unless expressly provided otherwise, the usufruct of shares confers on the usufructuary all the rights of a shareholder, with the exception of the right to dispose of the shares, to encumber them, to change their nature or class or to obtain reimbursement in the event 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 bare owner and the usufructuary, shall be sufficient.

Article 22: Taxes.

Shareholders are responsible for any taxes that are or may be levied on the share certificates or stock certificates.

Article 23: Transfer of shares.

The transfer of shares by way of inheritance or bequest shall be evidenced by the corresponding deed; changes resulting from a court judgment or administrative act shall be evidenced by the corresponding copy of the corresponding legal instrument with proof of execution.

For the purpose of the registration of the mutation, the previous annotation will be cancelled, the new owner will be registered and the corresponding titles will be issued to him.

Article 24: Absence of liability.

The Company assumes no responsibility for the validity of the contracts between traders and purchasers of its shares; in accepting or rejecting transfers, it shall only comply with the requirements of form, or those which, according to law, must be verified.

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Nor does it assume responsibility for the validity of transfers or mutations of the shares originating in court judgments or administrative acts, in which case it is limited to complying with the court order or administrative order.

Article 25: Outstanding dividends.

Outstanding dividends belong to the acquirer of the shares from the date of written communication of the transfer, unless otherwise agreed, which must be stated in the same communication.

Article 26: Equal treatment.

All shareholders shall be treated equally, regardless of the number of shares they hold in the Company or the value of their investment, and without this giving some shareholders access to privileged information in relation to others.

Such equal treatment shall be manifested in relation to the rights vested in the shareholders, such as: (i) the right to participate in the deliberations of the General Meeting of Shareholders and to vote there, (ii) the right to inspect the books and records of the Company at the times and in the manner provided by law and by these Bylaws, (iii) the right to trade freely in the Shares, without prejudice to the provisions of Articles 12 and 13 of these Bylaws, (iv) the right to receive a prompt and timely response to their concerns with respect to matters whose disclosure is mandatory, and (v) the other rights provided to them by law and by these Bylaws.

It is an express duty of all employees and officers of the Company, as well as a commitment and principle of the Company, to treat all shareholders equally. The Company shall be committed to this principle and shall provide the same treatment to requests and claims submitted by its shareholders, regardless of the number of shares or the investment they represent.

Article 27: Registration of the address of the shareholders.

Shareholders must register with the Company the physical or electronic address where communications, summons and information related to the corporate activity shall be sent.

The shareholder who does not register an address will have as presumed residence the headquarters where the Legal Vice-Presidency of the Company operates, where the notifications will be served.

Article 28: Indivisibility of shares.

The shares shall be indivisible and, consequently, when for any legal or conventional reason one or more shares are owned jointly and severally by several persons, these persons must appoint a common and sole representative corresponding to the quality of shareholder.

In the absence of agreement, the judge of the principal domicile will designate the representative of such shares, at the request of any interested party. In any case, all the co-owners shall be jointly and severally liable for the fulfillment of their obligations to the Company.

Article 29: Unity of representation and vote.

Except as otherwise provided by law, each shareholder, regardless of the number of shares held, may appoint only one proxy, whether a shareholder or not, to attend the General Meeting of Shareholders by means of a written proxy stating the name of the proxy, the person for whom the proxy may be substituted, if any, and the date or time of the meeting or meetings for which the proxy is granted.

Additionally, if the shareholder granting the power of attorney is a legal entity, the certificate of existence and legal representation must be provided.

The representative of a shareholder may not split the vote of his principal, i.e. he may not vote in one way with one or more shares of his principal and in another way with another or other shares of the same person. This indivisibility of the vote does not, however, prevent the representative of several persons from voting separately in accordance with the instructions of the person or group represented, without in any case splitting the vote corresponding to the shares of a single person.

Article 30: Shareholders' Rights.

The shareholders will have the rights recognized by Colombian law to the partners of Companies, especially those of deliberation, voting, election, obtaining dividends, inspection, reimbursement of the balance corresponding to their contribution in the event of 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 by the following principal bodies within their respective areas of competence: (i) the General Meeting of Shareholders, (ii) the Board of Directors, (iii) the Chairman and (iv) the Auditors of the Company. Each of the foregoing bodies shall have the powers and duties conferred upon it by these Bylaws, which shall be exercised in accordance with the special rules set forth herein and the applicable regulations.

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SECTION I GENERAL SHAREHOLDERS MEETING

Article 32: Conformation.

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

Article 33: Functions.

In addition to those expressly assigned in other articles of these Bylaws, the General Meeting of Shareholders 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 to decide on their resignations and leaves of absence, as well as to fix their remuneration and that corresponding to the members of the statutory committees or those created by the Board of Directors, upon the recommendation of the Board of Directors and the study of the respective committee.
2. To order the exercise of the corresponding actions against the administrators or the Statutory Auditor, including the social action of liability, which shall be exercised in accordance with the applicable legislation.
3. To consider and approve the management reports of the Board of Directors and the President on the economic and financial situation of the Company and on the state of corporate business.
4. Approve or disapprove the interim and year-end balance sheets and the accounts to be presented with them, as well as consider the statutory auditor's report.
5. Decree the cancellation of losses and provide for the reserves to be made, in addition to the legal reserve.
6. Dispose of 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 amendments to the Bylaws of the Company.
8. To issue, when deemed convenient, shares, bonds and fixed or variable income securities and to provide for exemptions to the right of preference in the placement of shares, subject to the law and these Bylaws. In the case of preferred shares and shares of profit or industry, the regulations for the issuance, subscription and placement of common shares shall be approved by the General Shareholders'

Meeting. The regulations for the issuance, subscription and placement of common shares shall be approved by the Board of Directors.

9. To revoke or modify any issue of shares before they are placed or subscribed and subject to the requirements prescribed by law or in the Bylaws for their issue.
10. To authorize the merger, transformation, spin-off and/or early dissolution of the Company or the disposal of a substantial part of the corporate enterprise, the latter being understood as that which comprises fifty percent (50%) or more of the value of the gross assets of the Company.
11. Authorize the repurchase of own shares, and their subsequent disposal subject to the requirements established by law.
12. To adopt all measures tending to ensure the fulfillment of the corporate purpose.
13. Approve the development of mechanisms that comply with corporate governance standards.
14. To delegate, in special specific cases, the exercise of some of its functions to the Board of Directors or the President.
15. Elect one of its shareholders to preside over the General Meeting of Shareholders.
16. Approve 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 rules and regulations.
19. Exercise all other functions that the Bylaws have not assigned to another corporate body, as well as any other functions assigned to it by the regulations in force.
20. To be aware of conflicts of interest in accordance with the provisions of the Conflict of Interest Management Policy.

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

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Article 34: Summons.

The call to the General Meeting of Shareholders shall be made by means of a communication addressed to the physical or electronic address registered by the shareholder with the Legal Vice-Presidency of the Company, or by means of 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 in the Company's main domicile and of wide national circulation.

All notices must be issued on a business day and must contain the day, time and place where the General Meeting of Shareholders is to be held, as well as the agenda of the meeting.

For meetings at which the interim or year-end balance sheets are to be approved, notice shall be given at least fifteen (15) business days in advance. In all other cases, five (5) calendar days' notice shall be sufficient.

Paragraph 1: In the event that two or more shareholders have authorized a third party to represent them at the General Meeting of Shareholders, and the relevant document has been delivered to the Chairman for deposit at the offices where the Company's administration is carried out in accordance with the provisions of Article 70 of Law 222 of 1995, the representative of such shareholders shall also be convened in accordance with the provisions of this Article.

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

Article 35: Meeting of the General Meeting of Shareholders.

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

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

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

Article 36: Regular Meetings.

Ordinary meetings of the General Meeting of Shareholders shall be held at the call of the President 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 administrators,

(iv) to determine the economic guidelines of the Company, (v) to consider the accounts and balance sheets of the fiscal years, and (vi) to decide on the distribution of profits.

Paragraph: If the General Meeting of Shareholders is not convened for an ordinary meeting within the first three (3) months of the year, it shall meet ex officio on the first working day of April at ten o'clock in the morning (10:00 a.m.) at the offices of the principal domicile where the administration of the Company is carried out. The administrators will allow the shareholders or their representatives to exercise their right of inspection during the fifteen (15) working days prior to the meeting.

Article 37: Special meetings.

Extraordinary Meeting of Shareholders 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 the Statutory Auditors, or at the request of any of them by a number of shareholders representing at least fifteen percent (15%) of the shares subscribed.

Notwithstanding the foregoing, the Board of Directors of the Company shall convene such Extraordinary Meeting of Shareholders upon the duly motivated request to the Legal Vice President 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 to conclude that the meeting of the Meeting of Shareholders is necessary to protect the rights of the shareholders.

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

In accordance with the provisions of the Law, a Meeting of Shareholders shall be deemed to have taken place when all the shareholders are able to deliberate and decide, by any means, through simultaneous or successive communication. Once the mechanism of non-physical meetings has been used, the adoption of the resolutions must be proven by means of a message sent by fax, Internet or any other valid electronic means, indicating the time, the text of the message, tape recordings or other similar mechanisms.

The resolutions of the Meeting of Shareholders are equally valid and binding if all shareholders express their votes in writing. In this case, the majority shall be calculated on the basis of the total number of outstanding ordinary shares. If the shareholders have expressed their vote in a separate document, it must be received within a maximum period of thirty (30) calendar days, counted from the date of receipt of the first communication. The legal representative of the Company will inform the shareholders of the sense of the decision within five (5) days after the receipt of the documents in which the vote has been expressed.

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Paragraph: Pursuant to the provisions of Article 21 of Law 222 of 1995 and Decree 398 of 2020, the resolutions adopted in meetings not held in person shall be null and void if any of the shareholders does not participate in the simultaneous or successive communication. The same sanction shall apply to decisions adopted through alternative decision-making mechanisms if any of the shareholders does not express the meaning of his vote or if the period of one (1) month is exceeded.

Article 39: Agenda of the General Meeting of Shareholders.

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

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

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

- i) Approval of interim and final financial statements.
- ii) Statutory reforms.
- iii) Waiver of preemptive rights in the subscription of shares.
- iv) Early dissolution.
- v) Segregation of assets or improper spin-off.

Paragraph 1: The spin-off, merger or transformation project shall be kept at the disposal of the shareholders at the offices where the administration of the Company operates at the main domicile, at least fifteen (15) business days prior to the meeting at which the respective proposal is to be considered.

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

Article 40: Chairmanship of the meetings of the General Meeting of Shareholders.

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

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Article 41: Deliberative and decision-making quorum.

The General Meeting of Shareholders may deliberate by a majority of the shareholders representing half plus one of the shares and take decisions by a majority of the 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 partners of the spun-off Company intend to have a different shareholding in the beneficiary companies than the one held in the spun-off Company.
2. 78% of the shares represented at the profit sharing meeting.
3. 70% of the shares represented at the meeting to decide that a certain issue of common shares be placed without preemptive rights.
4. 80% of the shares represented at the meeting for the payment of the dividend in the form of bonus shares of the Company.

Paragraph 1: If a duly convened General Meeting of Shareholders cannot meet for lack of the quorum provided for in this article, a new meeting shall be convened and shall validly meet and pass resolutions with a plurality of persons, regardless of the number of shares represented. The same rule shall apply to the meetings of the General Meeting of Shareholders. The foregoing is without prejudice to the special majorities established by the applicable laws.

The meeting that replaces the one that could not be held due to lack of quorum, may not be held before ten (10) working days, nor after thirty (30) working days, counted from the date indicated for the meeting that was not held.

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

Article 42: Voting.

In the decisions of the General Meeting of Shareholders, each share has one vote.

Paragraph: The decisions adopted with the requirements provided by law or the Bylaws have binding force for all shareholders, even those dissenting and absent, provided they are of a general nature.

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

Article 43: Elections and electoral quotient system.

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

1. The Vice-President for Legal Affairs, or the person acting in his stead, shall verify and inform the attendees, before voting begins, of the number of shares represented, which shall be recorded in the respective minutes.
2. The Company shall implement a voting system that accounts for the number of shares represented by each shareholder or proxy, and that allows them to cast their votes on each proposal.
3. The secretary shall verify the total number of votes cast in accordance with the voting system adopted and shall report the result of the vote.
4. The electoral quotient system shall be applied whenever two (2) or more persons are to be elected to the Board of Directors, 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 scrutiny shall begin with the most voted list and then in descending order, declaring elected from each list the number of names as many times the number of votes cast for the same.
6. If there are still positions to be filled, these will correspond to the highest residues, scrutinizing them in the same descending order.
7. In the event of a tie in the number of residues, it will be decided by lot.
8. Blank votes shall only be computed to determine the electoral quotient.
9. The name of a candidate may not be repeated on the same list.

Rule 44: Adjournment and suspension of deliberations.

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

Article 45: Minutes of the Assembly.

A record shall be made of the proceedings of the meetings in the book of minutes of the General Meeting of Shareholders, registered and paginated at the chamber of commerce of the Company's main domicile, which shall be headed with their number and shall state at least the following: place, date and time of the meeting; the number of shares subscribed; the form and notice of the meeting; the list of attendees with an indication of the number of shares owned or represented by them; the business transacted; the decisions adopted and the number of votes cast in favor, against or blank;

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the written records submitted by the attendees during the meeting; the designations made, and the date and time of its closing.

The minutes containing the decisions of the General Meeting of Shareholders shall be subscribed by the chairman of the Meeting and the appointed secretary, after approval by the committee of two (2) of the attendees, appointed by the Meeting at the respective meeting, if any, or by the Meeting itself.

Paragraph 1: In the event of reluctance of any of the parties called upon to sign the minutes, the statutory auditor shall replace them.

Paragraph 2: A copy of the minutes and the general purpose financial statements shall be sent to the Superintendence of Residential Public Utilities. It will also be necessary to send said documents to the public entity that has the competence for the rendering of the service or to the Regulatory Commission when any of them or a shareholder so requests, all of this under the terms of article 19.11 of Law 142 of 1994.

Paragraph 3: In the case of meetings not held in person or resolutions adopted by the Meeting of Shareholders, if all the shareholders express their votes in writing, the corresponding minutes must be drawn up and subsequently entered in the relevant book within thirty (30) calendar days of the date on which the resolution was adopted. The minutes shall be signed by the legal representative and the person acting as secretary.

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

There shall be no restrictions on voting rights in the Company other than those stipulated for preferred dividend shares and non-voting shares other than those stipulated by law.

**SECTION II
BOARD OF
DIRECTORS**

Article 47: Composition.

The Board of Directors shall be composed of five (5) members, at least (1) one of whom shall be independent according to the criteria defined in the Regulations of the Assembly. The members of the Board of Directors shall be freely elected and removed by the General Assembly of Shareholders. The Board of Directors, in accordance with article 19, numeral 16 of Law 142 of 1994, will be integrated expressing in a proportional manner the shareholding ownership.

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

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

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

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

Paragraph: In any case, the Company shall obtain, take out and pay for, at its own expense, insurance policies covering 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 to each other, to the President, to the Statutory Auditors or to any other employee of the Board of Directors who has managerial and trust functions, within the fourth degree of consanguinity or the second degree of affinity or the first degree of consanguinity. Nor may they be members of the Board of Directors or persons related to them by marriage or common-law marriage.

Paragraph: The appointment of any Board of Directors made in contravention of these provisions shall be ineffective, and the predecessor shall 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. Likewise, the Legal Vice-President of the Company or the person designated for such purpose by the President of the Company shall act as secretary of the Board of Directors.

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

- i. To ensure that the Board of Directors efficiently sets and implements the strategic direction of the Company, within the framework of the unity of purpose and direction of the Business Group to which it belongs.
- ii. To promote the governance of the Company, acting as a liaison between the shareholders and the Board of Directors.
- iii. Plan the operation of the Board of Directors by establishing an annual work plan.
- iv. Chairing the meetings, directing and moderating the debates, summarizing, when appropriate, the commitments and conclusions reached in each of the sessions.
- v. To ensure the execution of the resolutions of the Board of Directors and to follow up on its assignments and decisions.
- vi. Monitor the active participation of Board members.

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

Article 51: Period and fees.

The members of the Board of Directors shall be elected by the General Meeting of Shareholders for terms of two (2) years, counted from the date of their election, notwithstanding the fact that they may be freely removed at any time by the General Meeting of Shareholders or re-elected. If no new election of members of the Board of Directors is made, it shall be understood that their term of office has been extended until a new appointment is made.

The members of the Board of Directors shall also be entitled to remuneration for their attendance at the meetings of the Board of Directors, which shall be determined by the General Meeting. The Company shall reimburse to the members of the Board of Directors the reimbursable expenses incurred in the performance of their duties and actions in their capacity as members of the Board of Directors, in accordance with the policies established by the Company in this regard.

Article 52: Functions.

The Board of Directors has been vested with the broadest mandate for the management of the Company and, therefore, this body has sufficient authority to make the decisions necessary for the Company to fulfill its purposes. In addition to the duties assigned to it by law or by these Bylaws, the Board of Directors shall have the following duties:

1. To give itself its own rules and regulations.
2. Appoint, evaluate and remove at any time the President of the Company and decide on his excuses, vacations and leaves of absence, as well as fix his remuneration. For the election of the President, the Board shall observe the procedure set forth in paragraph 3 of Article 58 of these Bylaws.
3. Appoint and remove at any time the President's alternates.
4. Receive, evaluate, approve or disapprove the reports submitted by the President of the Company on the development of its management.
5. Authorize the President to delegate some of his functions in accordance with the Company's Bylaws, and the policies and guidelines of the General Meeting of Shareholders.
6. Appoint and remove the Internal Audit Manager, as well as appoint the Compliance Officer.

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7. To call a General Meeting of Shareholders when it deems it convenient or when requested by a number of shareholders representing one-fourth of the subscribed shares.
8. To adopt and comply with the policies and guidelines of Grupo Energía Bogotá in its capacity as parent Company within the framework of the Business Group Agreement, as well as to set the commercial and operational excellence policies required to develop the Company's corporate purpose.
9. Submit to the General Meeting of Shareholders, together with the balance sheet and accounts for each fiscal year, a reasoned report on the economic and financial situation of the Company and the proposed distribution of profits.
10. Approve the regulations for the issuance, subscription and placement of common shares and adopt them when so determined by the General Meeting of Shareholders or these Bylaws.
11. To oversee the correct rendering of the public service that constitutes the corporate purpose of the Company and to ensure compliance with the law, the Bylaws, the Corporate Governance Code, the orders of the General Meeting of Shareholders and the commitments acquired by the Company in the development of its corporate purpose.
12. To order increases in 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, the Company's development plans and the guidelines for their execution, in line with the strategic objectives of the business group defined by the parent Company.
14. Approve the annual budget of the Company for the following year, its investment, maintenance and expense programs, as well as the financial projections, under the terms of these Bylaws.
15. To order the corresponding actions against the administrators, executive officers and other personnel of the Company for omissions or acts detrimental to the Company.
16. Approve the appraisal of the contributions in kind received by the Company in accordance with Article 19.7 of Law 142 of 1994.
17. Approve personnel policies, remuneration parameters as proposed by the President and the annual budget for the staff, in accordance with the policies and guidelines of the parent Company.

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18. Exercise the functions delegated to it by the General Meeting of Shareholders.
19. Approve the sustainability strategy of the Company and the Business Group, and the policies and guidelines in accordance with best practices, international standards and requirements of stakeholders, and follow up on their implementation and compliance. Likewise, to define sustainability goals within the annual management objectives of Grupo Energía Bogotá.
20. Approve, modify and develop the Company's corporate governance structure, the Corporate Governance Code and other corporate governance policies, as well as monitor compliance with them and submit to the General Meeting of Shareholders, together with the Chairman, the Annual Corporate Governance Report.
21. Approve, modify and develop the accounting and financial reporting policies of the Company subject, in all cases, to GAAP and IFRS (if applicable).
22. To ensure effective compliance with the requirements established by the securities market regulatory agencies, provided that such requirements are applicable to the Company.
23. To ensure respect for the rights of all its shareholders, in accordance with the parameters established by law, the Bylaws, the Corporate Governance Code and other provisions of the General Meeting of Shareholders.
24. The knowledge and administration of: i) conflicts of interest between the Company and the shareholders, members of the Board of Directors and senior management and, ii) To hear claims made by shareholders related to the application of the Corporate Governance Code.
25. Approve investment and divestment decisions and/or projects in which the Company participates that exceed seventy thousand (70,000) SMMLV.
26. To authorize the President to enter into contracts, acts and legal business whose amount exceeds the equivalent in local currency of seventy thousand (70,000) legal monthly minimum wages in force.
27. Approve the Company's Contracting Manual.
28. To create such committees to support the Board of Directors as it deems necessary.
29. To inspect, jointly or individually, the books, papers, accounts, contracts and other supports and documents in general of all the actions and operations of the Company, provided that such inspections are announced within a reasonable period of time and are conducted in such a way as not to hinder the operation of the Company.

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30. Supervision: i) of the integrity and reliability of the accounting and internal information systems, based, among other things, on the reports of the internal audit and legal representatives; ii) of the financial and non-financial information; iii) of the independence and effectiveness of the internal audit function; and iv) of the effectiveness 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. Submit to the General Assembly, for its approval, the report explaining the terms under which transactions or operations that may result in the dilution of shareholders' equity will be carried out. This report must be prepared by a qualified external advisor.
33. The approval and follow-up 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 transactions.
34. Annually evaluate the effectiveness of its work as a collegiate body, that of its Committees and that of its individual members.
35. 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 amendment thereto.
36. Approve transactions 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: Notwithstanding the fact that it may rely on the work of the Committees for their compliance, the Board of Directors may not delegate to the administration the functions set forth in the following paragraphs of this article: 1, 2, 8, 10, 11, 12, 12, 13, 14, 20, 26, 27, 33, 34, 35 y 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 the notice of meeting.

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On the other hand, it shall meet extraordinarily when a special, unforeseen or urgent situation arises that is important for the Company.

Paragraph 1: Whenever it can be proved, there is a meeting of the Board of Directors when all the members can, by any means, deliberate and decide by simultaneous or successive communication. In the latter case, the succession of communications must be immediate, depending on the means used. When the mechanism of non-physical meetings is used, the adoption of the resolutions must be proven by means of messages sent by fax, Internet or any other valid electronic means, in which the time, the text of the message, tape recordings or other similar mechanisms must appear.

In the case of meetings not held in person, the resolutions of the Board of Directors shall be valid if all its members express their votes in writing. In this case, the majority shall be calculated on the basis of the total number 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 sense of the decision within five (5) days from the receipt of the documents in which the vote is expressed.

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 shall keep minutes of each of their meetings, recording everything discussed and decided.

Article 54: Summons.

The Board of Directors may be convened by the Chairman of the Board of Directors, the President of the Company, by the Statutory Auditor or by two (2) of its members with five (5) members with (5) calendar days in advance.

All notices shall be made for a business day, shall contain the day, time and place where the Board of Directors is to meet, as well as the agenda of the meeting.

The notice shall be accompanied by such information and documents as the management of the Company deems necessary to fully inform the members of the Board of the proposals to be brought before the meeting and the other matters to be discussed at the meeting.

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Paragraph 1: The Board of Directors may meet and hold a valid meeting without prior notice, when all the members of the Board of Directors are present.

Paragraph 2: Even if they have not been summoned to any meeting of the Board of Directors, it shall be understood that the members attending the corresponding meeting have waived the right to be summoned, unless they express their disagreement with the lack of summoning before the meeting is held.

Article 55: Deliberative and decision-making quorum.

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

Article 56: Minutes.

The deliberations and resolutions of the Board of Directors shall be recorded in minutes, which shall be kept in a book and, when approved, shall be signed by the chairman of the meeting and by the secretary.

The minutes shall be headed by their number and shall include at least the place, date and time of the meeting, the manner and time of calling the meeting, the number of members present, the matters discussed, the resolutions adopted and the number of votes cast for, against or abstaining, the written statements made by those present, the appointments made and the date and time of the closing of the meeting.

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

Article 57: Committees.

There shall be as many committees of the Company as the Board of Directors may determine and such other committees as may be established by these Bylaws. The committees shall report directly to the Board of Directors and shall perform such duties as may be assigned or delegated to them by the Board of Directors. The committees shall be composed of the principal members of the Board. Officers of the Company or third parties may be invited to serve on the committees as they deem appropriate. Committee members shall serve for a term of two (2) years.

Committees shall serve primarily as advisory and consultative bodies to the Board of Directors. Decisions in the committees shall be adopted by an absolute majority of their members and their meetings shall be held when the same number of members is present. The meetings of the committees, as well as other aspects related to their operation, shall be established in the respective rules of procedure to be adopted by each committee.

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The purpose of the Audit and Risk Committee is to assist the Board of Directors in its role of reviewing, with the control bodies and the Statutory Auditor, the management's compliance with the accounting procedures in accordance with the applicable legal framework, the analysis of the Statutory Auditor's recommendations on the financial statements and, in general, the review of the Company's control architecture, including the review of the risk management system implemented by the Company. This Committee is composed of three (3) members of the Board of Directors. The President, the Chief Financial Officer and the Chief Internal Auditor of the Company may attend its meetings with voice but without vote. The Company's auditor may attend meetings with voice but without vote, as appropriate.

SECTION III PRESIDENT

Article 58: Appointment.

The President shall be elected by the Board of Directors and may be removed from office by the Board of Directors at any time. The election of the President shall be based on the criteria of suitability, knowledge, experience and leadership in accordance with the procedure set forth in this article.

Paragraph 1: The President shall have two alternates (first and second alternates) who shall replace him/her in the order of designation in his/her temporary or absolute absence.

Paragraph 2: The designations of the President and his alternates must be registered in the commercial registry.

Paragraph 3: The President of the Company shall be elected through the following selection and appointment process:

1. In any case in which the position becomes vacant or the Board of Directors decides to replace the Chairman, an ad hoc committee of the Board of Directors, composed of three (3) of its members, shall be formed and shall engage an internationally recognized executive selection firm (headhunter) with experience in the selection of executives for listed companies, which shall submit to the ad hoc committee a list of at least seven (7) candidates who meet the requirements and conditions of experience in years, in the relevant sector, in similar positions and academic profile to be defined by the ad hoc committee;
2. The ad-hoc committee shall elect with the favorable vote of a simple majority of its members, from the candidates presented by the head hunter, at least three (3) candidates to be submitted to the consideration of the Board of Directors; and
3. From the candidates proposed by the ad-hoc committee, the President of the Society shall be elected by the Board of Directors.

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

Article 59: Functions.

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

1. Execute 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. Execute the instructions and resolutions issued by the General Assembly of Shareholders and the Board of Directors.
3. Manage and represent the Company judicially and extrajudicially before the shareholders, the authorities of any order or nature and before other natural or juridical persons, with the power to receive, novate, conciliate, settle, compromise, desist and appear in litigations in which the ownership of the assets or rights of the Company are in dispute.
4. Direct the business of the Company in accordance with the policies and guidelines of the Parent Company, oversee the Company's assets, its technical operations, accounting and correspondence.
5. Exercise the appointing authority within the Company, design and approve the personnel plant, propose the salary structure and manage the personnel, subject to the annualized budget limit approved by the Board of Directors.
6. Provide what is necessary for the collection of income, order expenses, ensure the correct application of the Company's funds and assets, as well as their correct maintenance, in accordance with the policies and guidelines of the Head Office.
7. Determine the investment of available funds that are not necessary for the Company's operations, in accordance with the directives of the General Meeting of Shareholders.
8. Comply with and enforce compliance with the Bylaws and regulations of the Society.
9. Ensure compliance with the Corporate Governance Code.
10. Appoint special and general attorneys-in-fact
11. Convene the General Assembly of Shareholders, the Board of Directors and the committees, in accordance with the provisions of these Bylaws.

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12. Submit to the General Meeting of Shareholders, at its ordinary meeting, a report on the manner in which it has carried out its management, as well as on the state of corporate business. Likewise, jointly with the Board of Directors, present an annual report to the General Assembly of Shareholders, as well as the balance sheets at the end of the fiscal year.
13. Prepare the Company's annual budget, including the annual action and investment plans, which shall be approved by the Board of Directors.
14. Appoint the Legal Vice-President of the Company.
15. Submit to the Board of Directors and ensure its permanent compliance, the specific measures regarding the governance of the Company, its conduct and information, in order to ensure respect for the rights of those who invest in its shares or any other securities it issues, and the proper administration of its affairs and public knowledge of its management.
16. Provide shareholders with timely, complete and truthful information on its financial statements and on its business and administrative behavior, without prejudice to the provisions of Articles 23 and 48 of Law 222 of 1995.
17. Ensure the respect of all its shareholders, in accordance with the parameters established by the stock market control bodies, whenever applicable, and to submit to the General Meeting of Shareholders, together with the Board of Directors, the report on the development of the Corporate Governance Code and other internal rules of governance of the Company.
18. Approve transactions with related parties in accordance with the provisions of the respective policy.
19. Ensure the execution and follow-up of the policies and guidelines issued by Grupo Energía Bogotá S.A. ESP in its capacity as parent Company of the Business Group.

Paragraph 1: In the exercise of his office, the President shall develop all kinds of legal business, acts and contracts that are understood to be included within the corporate purpose of the Company, being liable for actions and omissions under the terms of the law.

Paragraph 2: Amount for disposition: The President shall have the power to act and obligate the Company, without the express authorization of any other corporate body, up to an amount equal in local currency to seventy thousand (70,000) pesos minimum monthly wages, except for matters or activities which, although equal to or less than such amount, expressly require the authorization of another corporate body in accordance with these Bylaws.

SECTION IV VICE PRESIDENT - LEGAL

Article 60: Appointment.

The Company shall have a Legal Vice President appointed by the President, who shall act as secretary of the General Assembly of Shareholders, of the Board of Directors and of the committees of the Board of Directors.

Article 61: Functions.

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

1. To keep and preserve the corporate documentation (books of minutes of the General Meeting of Shareholders, the Board of Directors and the Board of Directors Committees and the Shareholders' Registry Book), and to attest before third parties what is contained therein. The Vice-President for Legal Affairs shall take special care to maintain the confidentiality of the books and documents of the Company in accordance with the law and commercial practices;
2. Communicate the summons to the General Assembly of Shareholders, to the Board of Directors or to the Board Committees for ordinary or extraordinary meetings in accordance with these Bylaws;
3. Submit reports when so requested by the General Assembly of Shareholders or the Board of Directors;
4. Delivering information in due time and form to the members of the General Meeting of Shareholders, the Board of Directors and the Board Committees.

SECTION V STATUTORY AUDITOR

Article 62: Statutory Auditor.

The Company shall have an Auditor and an Assistant Auditor appointed by the Meeting of Shareholders for a term of two (2) years, the same as that of the Board of Directors, but who may be removed at any time and re-elected as provided in these Bylaws. The alternate shall replace the principal in the event of his temporary or total absence.

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

Paragraph 1: The Statutory Auditor and his alternate may be natural or juridical persons, they shall be public accountants, subject to the incompatibilities, disqualifications, prohibitions and responsibilities determined by law.

Paragraph 2: If the Statutory Auditor is a natural person not associated with a firm, he/she may not hold the position for more than five (5) years. On the other hand, if the Statutory Auditor is a legal entity, the maximum term of employment shall be ten (10) consecutive years, at the end of which the rotation of the firm shall be mandatory; in any case, the rotation of the personnel assigned to the Company shall be carried out at least every five (5) years.

Article 63: Functions.

The functions of the Statutory Auditor are as follows

1. To ensure that corporate operations comply with the Law, the Bylaws, the decisions of the Meeting of Shareholders and those of the Board of Directors.
2. To present to the General Meeting of Shareholders the relevant findings made in the exercise of its functions with respect to the business, the management of the administration or the accounting of the Company.
3. Give timely written notice to the General Meeting of Shareholders or to the Board of Directors, or to the President, as the case may be, of any irregularities occurring in the operation of the Company and in the development of its business.
4. Collaborate with the governmental entities that exercise inspection, surveillance or control of the Company and provide them with the reports that may be required or requested.
5. To ensure that the Company's accounts and the minutes of the meetings of the General Assembly of Shareholders and of the Board of Directors are regularly kept, and that the Company's documentation and vouchers are duly preserved, giving the necessary instructions for such purposes.
6. Periodically inspect the Company's assets and ensure that the necessary measures are taken for the conservation or security of the same and of those held in custody by the Company in any other capacity.
7. To issue the instructions, carry out the inspections and request the necessary reports to establish a permanent control over the social values.
8. To authorize with his signature any balance sheet to be drawn up, with its corresponding opinion or report.

9. To summon the General Assembly of Shareholders and the Board of Directors to extraordinary meetings when deemed necessary.
10. To hear complaints filed for violation of shareholders' rights and the results of such investigations, which shall be forwarded to the Board of Directors and made known to the General Meeting of Shareholders.
11. Submit reports to the fiscal control bodies, in accordance with Law 142 of 1994, article 27 numeral 4 and Law 42 of 1993, article 24.
12. Ensure that management complies with the specific duties established by the supervisory bodies, especially those related to the duties of information and the Code of Corporate Governance.
13. To perform such other duties as may be prescribed by law or the Bylaws and those which, being compatible with the foregoing, may be entrusted to it by the General Meeting of Shareholders.

Article 64: Opinion.

The Statutory Auditor's opinion on the balance sheets shall state, at least:

1. Whether it has obtained the necessary information to fulfill its functions.
2. Whether the procedures recommended by the auditing technique have been followed in the course of the audit.
3. In its opinion, whether the accounting is kept in accordance with legal regulations and accounting techniques, and whether the transactions recorded are in accordance with the Bylaws and the decisions of the General Meeting of Shareholders or the Board of Directors, as the case may be.
4. Whether the balance sheet and statement of profit and loss have been fairly taken from the books and whether, in his opinion, the former fairly presents, in accordance with generally accepted accounting standards, the respective financial position as of the end of the period under review and the latter reflects the results of operations for that period; and
5. Any reservations or qualifications on the accuracy of the financial statements.

Article 65: Reports.

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

1. Whether the acts of the Company's administrators are in accordance with the Bylaws and the orders or instructions of the General Meeting of Shareholders or the Board of Directors;
2. Whether the documentation, account vouchers, minutes books and shareholders' registry books are properly kept and maintained; and
3. Whether there are adequate measures for internal control, conservation and custody of the Company's assets or those of third parties in the Company's possession.

Article 66: Rights.

The Statutory Auditor shall have the right to speak, but not to vote, at the meetings of the General Meeting of Shareholders and, when invited, at the meetings of the Board of Directors. He/she shall also have the right to inspect at any time the books of account, minutes, correspondence, vouchers and other documents of the Company.

CHAPTER V
BALANCE SHEETS AND PROFIT SHARING

Article 67: Financial Statements.

Each time the accounts are cut off, the balance sheet of the business for the corresponding fiscal year must be produced. The documents shall be prepared in accordance with the law, the accounting standards and the Bylaws, to be submitted to the General Meeting of Shareholders.

Paragraph: In the event that the Company elects to make more than one annual cut to the financial statements, it shall proceed in accordance with the provisions of paragraph of Article 73.

Article 68: Presentation of balance sheet and documents.

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

1. A project of distribution of distributable profits prepared by the Board of Directors, with deduction of the amount calculated for the payment of income tax and its 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.

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3. A written report from the President on the manner in which he/she has carried out his/her management and the measures whose adoption he/she recommends to the General Meeting of Shareholders.
4. The Statutory Auditor's written report.
5. Any 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 preceding the Meeting of Shareholders at which the interim or annual financial statements are to be considered, such financial statements, inventories, directors' report, reports, books and other documents required by law shall be made available to the shareholders at the offices of the Board of Directors. The shareholders shall be informed thereof in the notice of the meeting. During the aforementioned period, the shareholders may exercise the right of inspection and control established by law in their favor, under the conditions and with the limitations established by law.

Article 70: Specialized audits.

A number of shareholders representing at least five percent (5%) of the subscribed shares may request the President to conduct special audits on matters other than those audited by the Company's statutory auditor, the cost and responsibility of which shall be borne by the shareholders requesting the audit. The request for special audits shall be made in writing, stating the reasons for the audit, the facts and operations to be audited, the duration and the names of three (3) firms of recognized reputation and standing.

If the percentage required to request the specialized audit is made up of more than one shareholder, they must designate a representative in their request, with whom the entire process will be carried out.

Within ten (10) working days from the day following the receipt of the request, the President shall respond, indicating the firm selected to conduct the audit and the date of initiation of the audit. If the President refuses to carry out the specialized audit, he shall state the reasons for his decision. This decision may be submitted to the Board of Directors for review upon written request of the interested party.

In the event that a specialized audit is carried out, the results of the same shall be made known in the first instance to the President, who shall have ten (10) working days to make a pronouncement. These results and the President's pronouncement shall be made known to the Board of Directors and within the following fifteen (15) business days, to the group of

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shareholders who requested the special audit. In the event of possible violations of legal regulations, the Board of Directors and/or the President shall notify the corresponding control and surveillance, judicial and administrative entities.

Article 71: Statement of income.

At the end of each fiscal year, a statement of profit and loss will be prepared. In order to determine the final results of the operations carried out during the fiscal year, it will be necessary to have previously appropriated, in accordance with the laws and accounting standards, the necessary items to cover depreciation, devaluation and guarantee of the social patrimony, social benefits and taxes.

Article 72: Reservations.

Legal reserve: The Company shall establish a legal reserve of at least fifty percent (50%) of the subscribed capital, which shall be constituted with ten percent (10%) of the net profits of each fiscal year. If this reserve reaches the aforementioned fifty percent (50%), the Company shall not be obliged to continue to pay ten percent (10%) of the net profits to this account. However, if it decreases, the same ten percent (10%) of such profits shall be reappropriated until it reaches the limit again.

Occasional reserve: The General Meeting of Shareholders may decide on the creation of occasional or voluntary reserves, provided that they have a specific purpose and are approved in the manner provided for in these Bylaws and in the law. The occasional reserves established by the General Meeting of Shareholders shall be binding only for the fiscal year in which they are established, and the General Meeting of Shareholders may change their purpose if it deems it appropriate.

Article 73: Profit sharing.

Profits shall be distributed among the shareholders, subject to the prior approval of the General Meeting of Shareholders, in accordance with the provisions of the Commercial Code and the law, after the legal and incidental reserves and the provision for the payment of taxes have been made. Unless otherwise determined by a vote of seventy-eight percent (78%) of the shares represented at the Meeting of Shareholders, the Company shall distribute as dividends not less than fifty percent (50%) of the net income generated in each fiscal year, or the balance thereof if it is necessary to offset losses from previous fiscal years. If the sum of the legal, statutory and special reserves exceeds one hundred percent (100%) of the subscribed capital, the mandatory percentage of net profits to be distributed by the Company pursuant to this Article shall be increased to seventy percent (70%).

The Board of Directors, after studying and analyzing the Financial Statements and in accordance with the provisions of the Code of Commerce, may determine, when it deems necessary, two additional cut-offs of accounts in addition to the annual cutoff,

which may be carried out on the last working day of the months of June and October of each year.

Paragraph: For the distribution of profits in interim periods, the Board of Directors shall instruct the legal representative of the Company to notify the Statutory Auditors so that they can issue their opinion on the corresponding financial statements, and the Board of Directors shall be authorized to adjust the Statutory Auditors' fees for this work.

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 prescribed record date. The convocation must be issued at least fifteen (15) working days prior to the date of the meeting and the shareholders must be informed that, during the period of the convocation, the certified and audited financial statements of the Company, the books and their supporting documents will be available for them to exercise their right of inspection.

Article 74: Payment of dividends.

However, dividends may be paid in the form of bonus shares of the same Company if the Meeting of Shareholders so decides by a vote of eighty percent (80%) of the shares represented at the meeting. In the absence of such majority, such shares may be delivered as dividends only to those shareholders who so accept. Outstanding dividends belong to the acquirer of the shares from the date of the letter of transfer, unless otherwise expressly stipulated in the same document.

Article 75: Losses.

Losses shall be covered by the reserves that have been especially set aside for this purpose and, in the absence thereof, by the legal reserve. Reserves whose purpose is to absorb a specific loss may not be used to cover other losses, unless so decided by the General Meeting of Shareholders. If the legal reserve is insufficient to cover the capital deficit, the corporate profits of the following years shall be used for this purpose.

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CHAPTER VI CONTROL ARCHITECTURE

Article 76: Internal control.

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

Article 77: Purpose.

The purpose of the internal control system is to promote and guarantee, in a reasonable manner:

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

Article 78: Conflicts of interest.

The Corporate Governance Code and other internal rules of the Company shall regulate the principles, rules and procedures to be applied in situations of conflict of interest in accordance with the applicable law and the policy guidelines of Grupo Empresarial.

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

With respect to the foreseeable material risk factors that the Company may face and the measures taken to manage them, the Company declares that its management identifies the risks inherent in the activities related to its corporate purpose and discloses them to its shareholders as follows (i) through the report presented annually by the Statutory Auditors at the General Meeting of Shareholders; 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 from Colombian pesos to United States dollars or vice versa shall be made at the representative market rate certified by the Superintendency of Finance on the date ten (10) days prior to the date on which the corporate body is convened to consider any matter in which the conversion is required.

**CHAPTER VII
ALTERNATIVE DISPUTE RESOLUTION MECHANISMS**

Article 81: Alternative dispute resolution mechanisms

In the event that differences arise between the shareholders, or between the shareholders and the Company or the Board of Directors, by reason of or in connection with the partnership agreement, they shall seek solutions through:

1. Direct arrangement.
2. If no resolution is reached at the previous stage, conciliation will be used.
3. Finally, once conciliation has been exhausted without a solution, the differences will be submitted for settlement by arbitration to a tribunal made up of three arbitrators. (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 said Center, upon request of any of the parties, shall make the appointment if after fifteen (15) calendar days counted from the request made by any of the parties to the other for the appointment of arbitrators the parties have not reached an agreement. The Tribunal shall rule as a matter of law applying Colombian law.

The Tribunal shall be subject to the provisions governing the matter and shall have its seat at the headquarters of the said Arbitration Center. The decisions of the arbitrators shall be subject to the appeal for annulment of the award and/or the extraordinary appeal for review, in the cases and by the procedures provided by law.

**CHAPTER VIII
DISSOLUTION AND LIQUIDATION**

Article 82: Dissolution and liquidation.

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

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CHAPTER IX. FINAL PROVISIONS

Article 83: Prohibitions.

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

Article 84: Acts and contracts.

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

Article 85: Technical standards.

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

Article 86: Disabilities and incompatibilities.

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

Article 87. Corporate group.

The Company is controlled by Grupo Energía Bogotá S.A. ESP, according to its shareholding structure and in compliance with legal provisions. - GEB S.A. ESP, which has declared such situation of control in the gas transportation sector, thus formalizing its business group. In development of the above, 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 parent Company. To this end, and in compliance with the unity of purpose and direction implicit in the Business Group, it shall adopt the Group's policies and criteria in such a way as to ensure, among other things, the following (i) effective communication; (ii) the common assumption of economic, financial and administrative interests; (iii) compliance with policies and guidelines for the defense of the Company in claims and litigation to 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 directives in contractual processes.

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CHAPTER X.
(Transitory) Rotation of the Statutory Auditor

Article 88. Application of the obligation to rotate the Statutory Auditor.

The obligation to rotate the firm exercising the statutory audit at the expiration of the maximum term of employment, provided for in the second paragraph of Article 62, approved in the statutory reform of July 18, 2016, shall apply as of the expiration of the next statutory term of the statutory audit, at the latest.