

Shareholders' Meeting of March 26, 2026
Proposal on the Amendment of the Policy on Appointment, Compensation and Succession of the Board of Directors

In order to keep the Company's corporate governance practices up to date, in accordance with the adjustments recently made to its Good Governance Code, and taking into account current trends regarding the remuneration of members of the Board of Directors, as well as consistency with the practices of Grupo Argos S.A.'s subsidiaries, it is proposed to amend the Policy on Appointment, Compensation and Succession of the Board of Directors of Grupo Argos S.A., as set forth below:

Current Text	Proposed Text	Rationale
<p>(...)</p> <p>2. APPOINTMENT</p> <p>2.1. SELECTION CRITERIA</p> <p>In addition to the general criteria set out in the bylaws or the Good Governance Code, the Shareholders Meeting will consider the following aspects for the appointment of Board Members:</p> <ul style="list-style-type: none"> • Taking into account that Board Members must retire at the age of 72 and that the Board period is two years, the candidates on the respective lists may not be over 70 years old. • All candidates must demonstrate experience in participation in boards of directors and a professional specialty that is relevant to the activity of the Corporation, set periodically by the Sustainability and Corporate Governance Committee. • All candidates must demonstrate basic skills to adequately perform their functions, including analytical and managerial skills, strategic business vision, global perspective, objectivity and ability to present their point of view and ability to evaluate senior management charts. 	<p>(...)</p> <p>2. APPOINTMENT</p> <p>2.1. SELECTION CRITERIA</p> <p>In addition to the general criteria set out in According to the bylaws or the Good Governance Code and the personal and functional profiles defined by the Board of Directors, the Shareholders Meeting will consider the following aspects for the appointment of Board Members:</p> <ul style="list-style-type: none"> • Taking into account that Board Members must shall retire at the age of 72. Consequently, and taking into account that the Board period is two years, the candidates on the respective lists may not be over 70 years old. • All candidates must demonstrate experience in participation in boards of directors and a professional specialty that is relevant to the activity of the Corporation, set periodically by the Sustainability and Corporate Governance Committee the Board of Directors. • When appointing the Board of Directors, efforts shall be made to ensure that it includes independent directors with experience in corporate finance, accounting and/or matters related to the design and implementation of internal control systems. At least one of such 	<p>Adjustments are proposed to clarify the wording and align it with the Good Governance Code, avoiding conflicts of interpretation between these two corporate documents.</p> <p>The substance of the provision is maintained, in the sense that the Board of Directors is responsible for defining the personal and functional profiles required of candidates, consistent with current corporate documents and <i>Código País</i> measures.</p> <p>Additionally, the application of the independence criteria established in Law 964 of 2005 is expressly incorporated.</p>

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<ul style="list-style-type: none"> The lists should include candidates with experience in environmental, social and corporate governance matters. 	<p>independent directors shall be appointed to the Audit, Finance and Risk Committee.</p> <ul style="list-style-type: none"> All candidates must demonstrate In addition to the basic skills to adequately perform their functions, including analytical and managerial skills, strategic business vision, global perspective, objectivity and ability to present their point of view and ability to evaluate senior management charts., each member of the Board of Directors shall have specific competencies allowing them to contribute through their knowledge of the industry, financial and risk matters, legal, environmental, social and corporate governance matters, commercial issues and crisis management. The lists should include candidates with experience in environmental, social and corporate governance matters. Slates submitted for election purposes shall include a number of independent directors representing at least the minimum percentage established in Law 964 of 2005, or any law that amends, supplements or replaces it, as declared by the candidates upon accepting their inclusion in a slate. A member shall be deemed independent if they meet the independence criteria set forth in Law 964 of 2005, or any law that amends, supplements or replaces it, and in the Code of Good Governance. 	<p>This wording, which is included in the Bylaws and in Grupo Argos' Good Governance Code, is incorporated in order to ensure consistency among the different corporate documents.</p>
<p>2.2 DEFINITION AND DISCLOSURE OF PROFILES</p> <p>The Board of Directors, with the support of the Sustainability and Compensation Committee, will define in each election year:</p> <ul style="list-style-type: none"> The functional profiles associated with aspects such as knowledge and professional experience required for the respective period. Personal profiles linked to career, recognition, prestige, availability, leadership, group dynamics, etc. that are 	<p>2.2. DEFINITION AND DISCLOSURE OF PROFILES</p> <p>The Board of Directors, with the support of the Sustainability and Compensation Committee, will define in each election year:</p> <ul style="list-style-type: none"> The functional profiles associated with aspects such as knowledge and professional experience required for the respective period. Personal profiles linked to career, recognition, prestige, availability, leadership, group dynamics, etc. that are considered teamwork, among others, deemed most 	<p>Wording adjustments are proposed for more clarity of this provision and to align it with the corresponding provision of the Good Governance Code. The substance of the provision is preserved, in the sense that the Board of Directors is responsible for defining the personal and functional profiles required of the candidates, as currently set forth in the Company's corporate</p>

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<p>considered most suitable in accordance with the circumstances the Corporation expects to face.</p> <ul style="list-style-type: none"> The time and effort necessary so that they can properly perform their obligations. <p>For purposes of this definition, the Board may request the support of the Corporation's employees or hire external advisors, if appropriate.</p> <p>The profiles defined by the Board will be published on the Corporation's website on the same date that the Shareholders Meeting in which elections for the Board of Directors will take place is summoned.</p>	<p>suitable in accordance with the circumstances the Corporation expects to face.</p> <ul style="list-style-type: none"> Functional profiles associated with the knowledge and professional experience required by the Corporation. The time and effort necessary so that they can properly perform their obligations as directors. <p>For purposes of this definition, the Board may request the support of the Corporation's employees or hire external advisors, if appropriate.</p> <p>Considering that diversity in the composition of the Board of Directors is relevant for Grupo Argos, the Corporation promotes having Board members with different skills, professional and industry backgrounds, experience, cultural diversity, gender, age, race, nationality, tenure and diversity of thought. Accordingly, these diversity criteria shall be considered as attributes in defining the candidates' profiles.</p> <p>The profiles defined by the Board of Directors will be published on the Corporation's website on the same date that the Shareholders Meeting in which elections for the Board of Directors will take place is summoned.</p>	<p>documents, incorporating <i>Código País</i> measures.</p>
<p>2.3 SUBMISSION AND EVALUATION OF PROPOSALS FOR THE ELECTION OF THE BOARD OF DIRECTORS</p> <p>(...)</p> <p>Upon receipt of the proposals, the Sustainability and Corporate Governance Committee will proceed with the respective evaluation to determine if the candidates meet the profiles proposed by the Board of Directors, comply with selection and independence criteria set by the Good Governance Code and if they incur in any ineligibility cause stipulated in this Policy the Corporation's bylaws.</p>	<p>2.3. SUBMISSION AND EVALUATION OF PROPOSALS FOR THE ELECTION OF THE BOARD OF DIRECTORS</p> <p>(...)</p> <p>Upon receipt of the proposals, the Sustainability and Corporate Governance Committee will proceed with the respective evaluation to determine if the candidates meet the profiles proposed by the Board of Directors, comply with selection and independence criteria set by the applicable Law and the Good Governance Code and if they incur in any ineligibility cause stipulated in this Policy the Corporation's bylaws.</p>	<p>Adjustment proposed to clarify that applicable independence criteria are those established by Law 964 of 2005 and the Good Governance Code.</p>
<p>2.4 COMMUNICATION OF THE EVALUATION OF PROPOSALS</p>	<p>2.4. COMMUNICATION OF THE EVALUATION OF PROPOSALS</p>	<p>Minor wording adjustments for clarity.</p>

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<p>The results of the evaluation done by the Sustainability and Corporate Governance Committee shall be published on the Corporation's website not less than two calendar days before Shareholders Meeting in which the respective election will take place.</p> <p>In the event that any shareholder expressly requests, the conclusions of the mentioned evaluation may be presented during the Shareholders Meeting.</p>	<p>The results of the evaluation done by the Sustainability and Corporate Governance Committee shall be published on the Corporation's website not less than two calendar days before Shareholders Meeting in which the respective election will take place.</p> <p>In the event that any shareholder expressly requests, the conclusions of the mentioned evaluation may be presented as well during the Shareholders Meeting.</p>	
<p>3. SETTING OF COMPENSATION</p> <p>3.1 COMPONENTS</p> <p>Board Members shall receive compensation for their services consisting of the following items:</p> <ul style="list-style-type: none"> • A fixed fee for each attended meeting of the Board of Directors set every year by the Shareholders' Assembly. • A fixed fee for each attended meeting of the Board committees set every year by the Shareholders' Assembly. <p>Additionally, when it is considered relevant, the Talent and Compensation Committee shall submit to the Board of Directors who will in turn submit it to the Shareholders Meeting a compensation program through which the Board Members receive part of their compensation for services in shares of the Corporation or of its subordinated companies.</p> <p>In any case this compensation to Directors must be maintained for not less than three years.</p> <p>If this remuneration program is approved, the applicable methodology to determine the values must be objectively measurable, subject to audit and must be posted on the Company's web page.</p> <p>(...)</p>	<p>3. SETTING OF COMPENSATION</p> <p>3.1 COMPONENTS</p> <p>Board Members shall receive compensation for their services consisting of the following items:</p> <ul style="list-style-type: none"> • A fixed fee for each attended meeting of per month for their participation in the Board of Directors set every year by the Shareholders' Assembly; and • A fixed fee for each attended meeting of per month for their participation in the Board committees set every year by the Shareholders' Assembly. <p>Board members who are resident outside Colombia shall be entitled to receive a payment for each travel day required for their in-person attendance at meetings of the Board of Directors or its Committees, in the amount approved by the Shareholders' Meeting.</p> <p>Additionally, when it is considered relevant, the Talent and Compensation Committee shall submit to the Board of Directors who will in turn submit it to the Shareholders Meeting a compensation program through which the Board Members receive part of their compensation for services in shares of the Corporation or of its subordinated companies.</p> <p>In any case this compensation to Directors must be maintained the Directors shall maintain the shares received under such remuneration programs for not less than three years.</p>	<p>In line with the practices of Grupo Argos' listed subsidiaries, and adopting international best practices, it is proposed to change the accrual of the fees of the Board of Directors and its Committees, in order to move to a scheme of monthly fees for participation on the Board of Directors and its Committees; that is, to compensate members of the Board of Directors based on their membership in such corporate body. This remuneration scheme recognizes that the legal responsibilities, work and duties of a member of the Board of Directors are ongoing throughout the term of office, and not limited to a specific Board or Committee meeting.</p> <p>Additionally, it is proposed to recognize a payment for each travel day to members who are not resident in Colombia, for their in-person attendance at meetings of the Board of Directors or its Committees.</p> <p>While Grupo Argos has not adopted a share-based remuneration scheme or similar arrangements, a wording adjustment is proposed for clarity</p>

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	<p>If this remuneration in shares program is approved, the applicable methodology to determine the values must be objectively measurable, subject to audit and must be posted on the Company's web page.</p> <p>(...)</p>	<p>purposes, in the event that such schemes are adopted in the future.</p>
<p>4. SUCCESSION</p> <p>If a position of Board Member becomes vacant for any reason, the Board of Directors shall apply the provisions set forth in the Corporation's bylaws and the applicable law.</p>	<p>4. SUCCESSION</p> <p>If a position of Board Member becomes vacant for any reason, the Board of Directors shall apply the provisions set forth in the Corporation's bylaws and the applicable law Law.</p>	<p>Wording adjustment for clarity.</p>

- Inclusion
- Deletion