

# **CODE OF GOOD GOVERNANCE**



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Grupo Argos S.A. (hereinafter "Grupo Argos" or the "Corporation ") is a public limited corporation established in accordance with Colombian laws. It was founded on February 27, 1934, and it is in the city of Medellin, Colombia. It is the parent corporation of the Grupo Empresarial Argos.

**The Grupo Empresarial Argos is a conglomerate of companies committed to creating sustainable value in the long term** by adopting and implementing high standards of corporate governance and a balanced vision of the sustainability of the business organization, the Grupo Argos business group develops its activities by always making integrity a general principle of action.

## CODE OF GOOD GOVERNANCE

This code is a letter of introduction to Shareholders, securities market, and society in general. The business parameters of Grupo Argos are enshrined in it, so that those who have an interest in investing in securities issued by the Corporation learn about the commitments acquired by Grupo Argos for the purpose of developing its management.

Consequently, the purpose of this Code of Good Governance is to adopt measures regarding the governance of the Corporation, the management practices and the behavior of its officers, the management of its information, and make it public how it is managed. This is done in such a way that it respectfully ensures the rights of those who invest in the shares of the Corporation or in any other value that it issues.

### CHAPTER I

#### RELATIONSHIP WITH SHAREHOLDERS AND INVESTORS

All shareholders and investors have, among others, the ability to exercise the rights granted to them by Law, the By-laws, or the corresponding offering memorandum, as well as to submit comments and make such proposals as are appropriate and lawful through the channels made available by the Corporation.

**Based on respect for its Shareholders and Investors, Grupo Argos is committed to:**

- a. Recognize and defend the rights of its Shareholders and Investors.
- b. Provide timely and comprehensively any information of public nature and the relevant information required to make its decisions.
- c. Plan and execute the Shareholders Meeting so that Shareholders and Investors may have access according to the rights conferred to them as holders.
- d. Grant fair treatment for Shareholders and Investors who are on equal terms.

#### 1. Specific rights of the Shareholders

In addition to the rights established in the laws and in the Bylaws, the Shareholders of Grupo Argos will have the following rights:

- a. Transfer their shares, as established in the law, the Bylaws, and the Shareholders' agreements, if any; know the methods of registering the shares and the identity of the main Shareholders of the Corporation, in accordance with the law.
- b. In the case of shareholders holding voting shares, to participate and vote at meetings of the Shareholders' Meeting on matters within its authority.
- c. Make recommendations to improve the corporate governance of the Corporation.

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- d. Participate in the benefits of the Corporation, in proportion to their participation and in the conditions established in the corresponding issuance and placement regulations, when applicable.
- e. To request the Board of Directors of the Corporation authorization to commission, at the shareholder's own expense and responsibility, of specialized audits on matters other than those audited by the Statutory Auditor of the Corporation. For purposes of conducting such audits, the following procedure shall apply:
  - i. The Shareholder or group of Shareholders representing at least 5% of the subscribed capital of the Corporation may request a Specialized Audit, by means of a letter addressed to the General Secretary of the Corporation.
  - ii. In the afore mentioned letter must include the following: (i) the firm designated to carry out the Audit work; (ii) the reasons and facts that determine having the audit (iii) the specific matters subject to Audit and the information to which they wish to have access to; (iv) the time set for the audit. In no case are audits of a general, undefined, or ambiguous nature admissible.
  - iii. The Grupo Argos Board of Directors may reject the audit firms that are designated by the Shareholder or group of Shareholders, as long as it discloses the reasons for which it proceeded with the aforementioned rejection. In the event of being rejected, the Shareholder or group of Shareholders may designate a new audit firm.
  - iv. The audits must be carried out during the period of the call and the business day prior to holding the Shareholders Meeting.
  - v. The firm designated to carry out the audit must comply with the same qualifications required to be a Statutory Auditor of the Corporation and must certify that it meets independence criteria regarding competitors and / or counterparties at Grupo Argos.
  - vi. When the percentage required to request the Specialized Audit, according to a plural number of Shareholders, a representative must be appointed with whom the entire procedure will be completed.
  - vii. Under no circumstances may they advance on industrial secrets, or on privileged information or protected by confidentiality agreements.
  - viii. Audits may not be requested by litigating counterparties.
  - ix. Specialized Audits may only cover the examination of information and documentation held by the Corporation that is no more than five years old.
  - x. Both the Shareholders who request the audit and the firm designated for its execution must sign a confidentiality agreement with the Corporation.
  - xi. The working papers provided to the firm conducting the audit, as well as the results thereof, shall be subject to confidentiality and shall remain in the possession of the Corporation. Grupo Argos reserves the right to take the necessary measures to ensure the confidentiality of the documents and to prevent the disclosure of any confidential information.
  - xii. The results of the Specialized Audit will be disclosed to the Board of Directors in the session following the date of receipt, so that it determines whether, in

- accordance with the provisions of this code, it must be delivered to the other Shareholders.
- xiii. Under no circumstances with the excuse of having Specialized Audits, will the Corporation allow its rights to be violated or its information and contracts. This information constitutes a competitive advantage and in general, all those documents that are considered privileged or reserved or owned by third parties.
  - xiv. In no case may they imply an impairment of the autonomy of the Administrators, according to the legal and statutory powers.
- f. In the event that a merger, spin-off, segregation or transformation operation is to take place and which may lead to the dilution of the capital of minority shareholders, within the term for exercising the right of inspection, they must receive a detailed explanation of such operation. This is to be done with a report presented by the Board of Directors, which must be accompanied by an opinion on the terms of the respective transaction, issued by an independent external adviser of fairness opinion. The advisor will be appointed by the Board of Directors.

## **2. Fair treatment for Shareholders and Investors**

In order to ensure equal treatment for all Shareholders and Investors, Grupo Argos will comply with the following rules:

**2.1** The Board of Directors shall ensure that all the Shareholders and Investors of the Corporation are treated fairly. This means Shareholders or Investors who are on equal terms and, consequently, the Board of Directors will be responsible for verifying that the following guidelines are met:

- a. The decisions that are adopted by Grupo Argos are aimed at respecting, protecting and promoting Shareholders or Investors.
- b. Ensuring all of its Shareholders or Investors have fair treatment and are under equal conditions.
- c. Shareholders and Investors always get a timely and complete answer to their concerns regarding matters whose disclosure is mandatory, or that is not prohibited by any restriction of legal or contractual confidentiality.
- d. To ensure the full and timely payment of dividends and returns of the Corporation, among others, in accordance with what has been agreed or ordered by the competent corporate body.

**2.2** It shall comply with the measures set forth in the Law, the By-laws, and the Basic Legal Circular of the Financial Superintendence of Colombia, or any regulation that replaces, amends, or supplements it, with respect to the representation of its shareholders at meetings of the Shareholders' Meeting.

**2.3** On Grupo Argos' website the financial and non-financial information including the rights and obligations inherent in the status of Shareholder or Investor will be published.

**2.4** On Grupo Argos' website, the kinds of shares and securities issued, the number of shares and securities issued and in reserve will be disclosed.

## **CHAPTER II**

### **SHAREHOLDERS MEETING**

#### **OPERATING REGULATIONS**

The Shareholders Meeting is the highest body corporate made up by the Shareholders of the Corporation. It must hold a regular meeting per year and as many extraordinary meetings as may be needed for the proper performance of the functions assigned to it in the Bylaws.

The development and calling of the Shareholder's Meeting is determined by the provisions of the law, the Bylaws and this Code.

#### **1. Information for the Shareholders Meeting**

Shareholders will have appropriate information to participate and make decisions at the Shareholders Meeting. This information will have, among others, the following characteristics:

- a. During the term established in the By-laws for the exercise of the inspection right, shareholders may review the documents related to the respective Shareholders' Meeting.
- b. In accordance with the provisions of the By-laws, shareholders may request such information and clarifications as they deem appropriate, ask the questions they consider necessary regarding the matters included in the agenda and the documentation made available to them, as well as request that new proposals or alternative proposals to those submitted by management be considered.
- c. During the term established in the By-laws for the exercise of the inspection right, upon the express written request of any shareholder, copies of the documents subject to the inspection right that are specifically requested may be reviewed at the registered office of the Corporation.
- d. When the election of members of the Board of Directors is anticipated at a meeting, the information made available to shareholders must include the proposed candidates for such board. For this purpose, shareholders shall submit their proposals for the election of Board members, together with the corresponding documents for each candidate, in accordance with the terms provided in the By-laws, that is, within ten (10) calendar days following the notice convening the Shareholders' Meeting at which the relevant election will take place.

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## 2. Callings

The notice shall be given within the timeframes and through the means established in the By-laws. Additionally, for purposes of the functioning of the Shareholders' Meeting, the following rules shall be observed:

- a. The notice, the proposals of management, as well as relevant information for decision-making that may be available to the general public, shall be disclosed on the Corporation's website.
- b. In the agenda of each meeting, the different topics to be dealt with will be disaggregated so that they are not confusing for others, thus giving the agenda a logical sequence of topics, except for those topics that should be discussed together because they are related to each other, a fact that will be notified.
- c. In no case will points such as "Miscellaneous" or "Other Matters" or similar be included. This will allow everyone to know exactly all the issues to be discussed in the meeting.
- d. In the events in which the Shareholders Meeting intends to deal with a substantial change of corporate purpose, waives the right of preference in the subscription of regular shares, change of corporate location, early dissolution or segregation<sup>1</sup> of the Corporation, such matters must be indicated expressly in the calling.

## 3. Voting

As a general rule, the decisions of the Shareholders Meeting will be adopted by a majority of votes corresponding to the shares represented at the meeting, taking into account that each share will grant one vote, including the exceptions determined by law and the Bylaws. If necessary, voting for Board Members or of commissions will be carried out in accordance with the law and the Bylaws, using the electoral quotient system.

## 4. Representation

The Shareholders may be represented before the Corporation to deliberate and vote at the Shareholders Meeting, for collecting dividends and for any other purpose, by means of a power of attorney granted in writing, in accordance with the law and within the terms and conditions set forth in the Corporation Bylaws.

During the notice period, the Corporation shall publish on its website the guidelines setting forth in detail the conditions and requirements that proxies must meet in order to be considered valid,

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<sup>1</sup> For the purposes of this Code, segregation means the operation by which a company, named "segregated", allocates one or several parts of its assets to the incorporation of one or several companies or to the capital increase of existing companies that are called "beneficiaries". As consideration, the segregating company receives shares, quotas or interest in the beneficiary company. It is only considered a contribution of segregation when as a result of a business line, one or several commercial establishments or due to a significant change in the development of the corporate purpose, it is decided to segregate a company. It is presumed that there has been a significant change in the development of the corporate purpose of the segregated when the net value of the goods equals or exceeds 25% of the total equity of the respective company or when the assets contributed generate 30% or more than the operating income of it, based on the financial statements corresponding to the previous year.

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as well as the suggested proxy forms, which shall include the proposed agenda for the meeting and an express indication that the Corporation shall in no event be responsible for verifying that the proxy complies with the voting instructions given by the shareholder.

## **5. Conduct of Shareholders' Meetings**

For purposes of the proper conduct of the meeting, the following rules shall be observed:

- a. The Shareholders' Meeting shall be chaired by the President of the Corporation, by any of its legal representatives, and, in their absence, by the shareholder or representative of shareholders designated by the Shareholders' Meeting. The board of the Shareholders' Meeting shall also be composed of the members of the Board of Directors and the Secretary General.
- b. The meeting will strictly be held in accordance with the agenda proposed in the calling. Once the agenda has ended, and as requested by any Shareholder, new topics may be proposed. These can only be dealt with if approved by a majority of the votes present at the meeting.
- c. Efforts shall be made to ensure that all members of the Board of Directors, particularly the chairs of the different Board committees, attend the Shareholders' Meeting in order to address shareholders' inquiries.
- d. When commissions must be set up for the approval of the minutes, the verification of votes or similar events, in the event that they are not elected unanimously, these will be done through the electoral quotient system.
- e. Once the presentation of each of the points on the agenda has been completed and before voting, the Corporation CEO will provide an opportunity for the Shareholders to ask their questions or make observations that they consider necessary.
- f. In order for all Shareholders to participate the interventions of each Shareholder may not be more than 10 minutes long.

## **CHAPTER III**

### **BOARD OF DIRECTORS**

#### **OPERATING REGULATIONS**

The Board of Directors of Grupo Argos is the highest strategic management body of Grupo Argos and, as a result, maintains a general and consolidated vision of all the Grupo Empresarial Argos businesses, providing at the same time for the identification of global trends. The activity of the Board of Directors of Grupo Argos is mainly aimed at making decisions regarding the corporate strategic goals, supervising the activities of Senior Management, and monitoring risks, thus always in the search of the best interest for the Corporation and its Shareholders.

It is the responsibility of the Board of Directors to direct and support Senior Management in the management of the businesses and the risks that the Corporation faces. Therefore, it may

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request information it deems necessary. The Board of Directors must ensure that Senior Management preventively identifies the main risks to which the Corporation is exposed to, indicating the probability of occurrence and the consolidated financial exposure, as well as the measures and procedures that must be implemented for preventing and mitigating these risks.

The organization, functions, periodicity of the meetings and calling of the Board of Directors are determined by the regulations established in the law, Bylaws and in this Code.

## **1. Principles of action of Board Members**

To exercise their functions, and to maintain the greatest objectivity, independence and knowledge in decision-making, Board Members, individually and as a collegial body, must consider the following principles:

- a. Act in good faith, with integrity, loyalty and with due diligence and care, always seeking that their decisions are in the best interest of the Corporation and its Shareholders.
- b. Treat the different groups of Shareholders and Investors in a fair manner in their decisions.
- c. Promote, as far as their functions are concerned, compliance with applicable laws, the Bylaws, the Code of Good Governance and other rules and regulations accepted by the Corporation.
- d. Keep strict confidentiality of the information and documentation to which they have access in the exercise of their role. They must refrain from using this information for their own benefit or that of a third party, especially those directly or indirectly related to the strategic plans of the Corporation, even after their functions have ceased as a Board Member.
- e. Refrain from misusing privileged information.
- f. Refrain from using the assets of the Corporation for personal use or using their position to obtain a financial advantage.
- g. Objectively exercise their own criteria independently.
- h. Know the plans, strategies and goals of the Corporation, its financial and operational condition, the important segments of the business and the risks associated with them.
- i. Actively participate in the meetings of the Board of Directors and the Committees to which they belong to and know and review in advance the study and analysis material for which the Administration will provide them with in an appropriate and timely manner.
- j. To comply with the applicable regulations on competition and conflicts of interest.

## **2. Rights of Board Members**

To exercise their functions, and to maintain the greatest objectivity, independence and knowledge in decision-making, the Board Members, individually and as a collegial body, must have the following rights:

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- a. Receive and request information they require for the proper performance of their duties, as well as, have in advance all the information related to the matters to be discussed in the meetings of the Board of Directors or the Committees.
- b. To hire, acting as a collegiate body, external advisors when they deem it necessary for the best performance of their functions.
- c. To receive compensation for their services, in accordance with the criteria established in the Board of Directors' Appointment, Compensation, and Succession Policy, and as approved by the Shareholders' Meeting.
- d. Receive induction about the Corporation and its subordinates.
- e. Receive ongoing training regarding the relevant economic sectors, global trends in business developments and other issues that may be relevant for the proper development of their functions.

### **3. Responsibilities of the Board of Directors**

The duties of the Board of Directors are those expressly described in the Bylaws and in any internal policy or document where additional functions are assigned.

### **4. Selection criteria for Board Members**

In accordance with the provisions set forth in the By-laws, the Board of Directors' Appointment, Compensation, and Succession Policy, and the personal and functional profiles defined by the Board of Directors, the Shareholders' Meeting shall take into account the following criteria in proceeding with the election of members of the Board of Directors:

- a. Members of the Board of Directors may not be older than seventy-two (72) years of age.
- b. All candidates must demonstrate experience in serving on boards of directors and in at least one professional specialty relevant to the activities carried out by the Corporation, as determined from time to time by the Board of Directors.
- c. When constituting the Board of Directors, efforts shall be made to ensure that it includes independent members with experience in corporate finance, accounting, and/or matters related to the design and implementation of internal control systems. At least one of them must be appointed to serve on the Audit, Finance, and Risk Committee.
- d. In addition to the basic competencies required to adequately perform their duties—such as analytical and managerial skills, a strategic vision of the business, a global perspective, objectivity, the ability to present their viewpoints, and the ability to assess senior management—each member of the Board of Directors shall have other specific competencies enabling them to contribute, based on their knowledge of the industry, financial and risk matters, legal matters, environmental, social, and corporate governance (ESG) matters, commercial issues, and crisis management.
- e. The slates submitted for the relevant election shall include a number of independent members representing at least the percentage established in Law 964 of 2005, or any law that replaces, amends, or supplements it, and such condition must be declared at

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the time the candidates accept their inclusion in a slate. A member shall be deemed independent when meeting the independence criteria set forth in Law 964 of 2005, or any law that replaces, amends, or supplements it, as well as those indicated below:

- i. Neither the individual nor their Related Persons<sup>2</sup> shall be employees or officers of the Corporation, its parent, or its subsidiaries, nor shall they have been so during the year immediately preceding their appointment, except in the case of the re-election of an independent member.
- ii. Neither he/she nor his/her Personal Links or the companies where he/she is considered as a majority shareholder, are holders of more than 10% of the shares in circulation or are shareholders that directly or by virtue of agreement direct, guide or control the majority of the voting rights of the Corporation, its parent company or subsidiaries or that determine the majority composition of the administrative, management or control bodies of the Corporation, its parent company or subsidiaries.
- iii. Neither he/she nor his/her Personal Links or the companies where he/she is considered as a majority shareholder are partners or employees of associations or companies that provide advisory or consulting services for the Corporation, its parent company or subsidiaries. When the income for that reason represents for them 20% or more of their operating income of last year.
- iv. Neither he/she nor his/her Personal Links are employees or directors of a foundation, association or society that receives important donations from the Corporation<sup>3</sup>.
- v. Neither he/she nor his/her Personal Links Members are administrators of a company whose Board of Directors includes a legal representative of the Corporation.
- vi. Neither he/she nor his/her Personal Links are persons who receive from the issuer any compensation other than the fees as a Board Member, the Audit Finance and Risk Committee or any other committee created by the Board of Directors.
- vii. Neither he/she nor his/her Personal Links or the companies where he/she is considered as a majority shareholder are partners or employees of the firm that acts as Statutory Auditor or as Internal Auditor of the Corporation, the parent company or the subordinates of this, or any of them, during the previous three years.

**Diversity policy.** Grupo Argos considers diversity in the composition of the Board of Directors to be important; therefore, it promotes that its members have different skills, professional and

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<sup>2</sup> For purposes of this document, "Related Persons" shall mean the spouse, relatives up to the third degree of consanguinity, second degree of affinity, and sole civil relationship.

<sup>3</sup> Important donations are those that represent 20% or more of the total donations received by the respective company in a given year.

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industry backgrounds, experience, cultural diversity, gender, age, race, nationality, tenure, and diversity of thought.

Accordingly, in addition to the general selection criteria set forth in the Board of Directors' Appointment, Compensation, and Succession Policy and in this Code, these diversity criteria shall be considered as attributes in defining the profiles of candidates in the process for selecting members of the Board of Directors.

## **5. Election and constitution of the Board of Directors**

The Board of Directors of Grupo Argos is elected by the Shareholders Meeting. It will be constituted by an odd number of members for the proper performance of its duties and will not have substitute members.

Members of the Board of Directors may be: (i) executive members, being individuals employed by the Corporation; (ii) independent members, being individuals who demonstrate compliance with the requirements set forth in subsection e of Section 4 of Chapter III of this Code and in Law 964 of 2005, or any regulation that amends, supplements, or replaces it; or (iii) patrimonial members, being individuals who do not meet the requirements set forth in subsection e of Section 4 of Chapter III of this Code or in Law 964 of 2005, or any regulation that amends, supplements, or replaces it.

On the same date on which the notice convening the Shareholders' Meeting at which the election of the Board of Directors is to be held is made public, the personal and functional profiles defined by the Board of Directors for candidates shall be disclosed to shareholders through the Corporation's website.

In order to determine whether the candidates proposed by shareholders comply with the profiles defined by the Board of Directors, meet the selection and independence criteria set forth in this Code, and are not subject to any of the grounds for ineligibility provided in the By-laws, the Sustainability and Corporate Governance Committee shall evaluate each of the proposals submitted and issue its opinion prior to the Shareholders' Meeting at which the relevant election is to take place, based on the information provided by each candidate. Such opinion shall be published on the Corporation's website.

The information of the members of the Board of Directors shall be published on the website, indicating whether they were elected as independent, patrimonial, or executive members, together with their résumés and declarations of independence, where applicable.

## **6. Ineligibility Criteria for Board Members**

Candidates who are in any of the circumstances indicated in the Bylaws shall not meet the conditions to be eligible for election as Board Member. In the Board of Directors there will be no decisional majorities constituted by Executive Members.

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## **7. Board Members' Term**

The elected Board Members will have two years term and may be re-appointed indefinitely. Board Members can be re-appointed and removed freely by the Shareholder Meeting even before the expiration of their term, in accordance with the provisions of the law and the Corporation's Bylaws.

## **8. Attendance of the Corporation's officials**

The CEO, the Vice President of Corporate Finance and the General Secretary of Grupo Argos will attend the Board of Directors meetings. In addition, other officials of the Corporation may attend if the Administration deems it pertinent or the Board of Directors itself so requires, but none of them will earn special compensation for their attendance.

## **9. Rules of operation of the Board of Directors**

### **9.1. Chairman of the Board of Directors**

The Board of Directors shall elect a Chair from among its members.

The Chairman of the Board of Directors will be in charge of the functions established in the Bylaws.

### **9.2. Corporation CEO**

The selection, compensation and evaluation criteria of both the Corporation CEO and the other members of Senior Management are defined in the Appointment, Compensation and Succession Policy of the Senior Management of Grupo Argos.

In addition to the functions established by law, the Articles of Association and other regulations or internal codes, The Corporation CEO's functions regarding the Board of Directors, which shall be exercised directly or through its delegates, are the following:

- a.** Execute the decisions of the Board of Directors.
- b.** Adopt the decisions related to the financial statements of the Corporation, in accordance with the laws, with the established accounting standards and the provisions of the Board of Directors.
- c.** Call the Board of Directors for extraordinary meetings.
- d.** Provide information to the Board of Directors in a clear, precise and timely manner.
- e.** Comply with the applicable regulations on conflicts of interest.
- f.** Present to the Board of Directors the information related to the performance of the Corporation, especially on corporate strategies, risks associated with the business and financial and management reports.
- g.** Fulfill the functions that are delegated by the Board of Directors.

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### **9.3. Secretary of the Board of Directors**

The Secretary of the Board of Directors will be in charge of the General Secretary of the Corporation, whose appointment and removal will be made in accordance with the provisions of the Bylaws.

In addition to the duties established by Law, the By-laws, and other internal regulations or codes, the following are the duties of the Secretary General, which shall be performed directly or through delegates:

- a.** Call the meetings, in accordance with the Action Plan approved by the Board of Directors.
- b.** Delivery information on time to the Board Members.
- c.** Keep the social documentation, duly reflect in the minutes books the development of the sessions and attest to the agreements of the corporation.
- d.** Ensure that the actions of the Board of Directors comply with applicable regulations and ensure that its governance procedures and rules are respected and regularly reviewed, in accordance with the provisions of the Bylaws and other internal regulations of the Corporation.
- e.** Comply with the applicable regulations on conflicts of interest.
- f.** Inform the Board of Directors about the system for registering shares and control situations in the Corporation.
- g.** Provide legal advice to the Board of Directors and render reports on legal matters of material importance for the Corporation's activity and the management of the Board Members.
- h.** Communicate the decisions of the Board of Directors to the different departments and Corporation officials.
- i.** Carry out such duties as may be assigned by the Board of Directors.

### **9.4. Meetings of the Board of Directors**

In accordance with the Corporate Bylaws, meetings of the Board of Directors will be held at least once a month. However, when special circumstances warrant it, extraordinary meetings may be held when they are called on in accordance with the Bylaws.

The Board of Directors will meet at least once a year, in a special and widely prepared session, to analyze, evaluate and decide on the planning and strategy of the Corporation.

In the last quarter of the year, the Board of Directors shall define the Action Plan for the following year, establishing dates of the meetings and topics to be dealt with in each of them. This Action Plan shall be previously prepared by the Chairman of the Board of Directors with the assistance of the Secretary and the Corporation's President.

Board Members may request the inclusion of additional topics on the agenda. However, they must notify the Chairman of the Board of Directors at least three working days before the scheduled date of the meeting.

#### **9.5. Referral and quality of information**

In order to achieve a better performance of the Board of Directors, it will be ensured that the information given to its members is relevant, concise and complete, well organized and should be designed in such a way that it is possible to inform the Board Members of the material aspects related to corporate matters.

The information required for decision-making in each of the meetings will be disclosed to the Board Members, by electronic means specially designed for that purpose, at least five calendar days in advance of the scheduled date of the meeting.

#### **9.6. Meetings without Senior Management attendance**

The Board of Directors, as a collegiate body, may hold meetings that are necessary without the attendance of officials belonging to the Senior Management. These meetings will be carried out when the Board of Directors determine so, and the decisions made there will be fully valid as long as they meet the requirements laid down in the law and in the Bylaws.

#### **9.7. Acts**

In the minutes of the meetings of the Board of Directors, the studies, grounds, and other sources of information shall be identified, as well as the reasons for and against that were taken into account in making the decisions.

#### **9.8. External communications**

The only person authorized to report through media the decisions of the Board of Directors or any other information that may be disclosed to the general public is the Corporation CEO or the person that he specifically designates.

Board Members shall refrain from giving information related to the Corporation to any means of communication, unless there is express authorization from the Board of Directors approved by majority.

### **10. Budget**

An annual budget shall be prepared for the expenses required by the Board of Directors to carry out its duties. This budget shall specifically take into account items such as the fees necessary to engage external advisors, other than those retained by the executive team, when required,

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domestic and international travel, representation expenses, attendance at seminars and events, and any other expenses necessary to ensure the proper performance of its duties.

#### **11. External advisors**

The Board of Directors, as a collegiate body, may hire external advisors, besides those hired by the Senior Management when it deems necessary for the best performance of its functions.

#### **12. Means of information and communication for analysis, discussions and documents**

The Corporation shall implement and maintain an electronic information and communication system enabling Board of Directors members to access information and to prepare discussions and analyses. The security, reliability, and confidentiality of the matters addressed therein shall be ensured.

#### **13. Provision of available positions**

When a position of Board Member is available, the provisions of the Corporation's Bylaws must be observed.

#### **14. Criteria to define the compensation of the Board of Directors**

The Shareholders Meeting must take into consideration the structure, obligations and responsibilities of the Board of Directors in order to determine the compensation of its members, as well as the personal and professional skills of its members. The time dedicated to this activity and their experience, and meet the provisions of the Appointment, Compensation, and Succession Policy of the Board of Directors.

The compensation of the Chairman of the Board of Directors may be higher, as a result of the scope of their specific functions and their greater dedication of time.

Independent Members and Patrimonial Members shall be entitled to receive additional compensation for their participation in the Board of Director's Committees. The compensation will be set by the Shareholders Meeting.

The Appointment, Compensation, and Succession Policy of the Board of Directors must identify all components of the compensation, including fixed, variable components and payments of all kinds.

In the event that an in-kind compensation scheme is adopted, the methodology applicable for its determination must be objectively measurable and therefore capable of being audited, and must be disclosed on the Corporation's website.

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## **15. Availability**

Each of the Board Members is expected to dedicate time and attention to their responsibilities, to attend, prepare and participate actively in the sessions of the Board of Directors and in the Committees for which it has been appointed.

The Annual Corporate Governance Report, which must be published on the Corporation's website, includes a report on the attendance of the Board Members to the Board of Directors and its Committees meetings. The Board Members must annually attend at least 80% of the meetings that they are summoned to.

## **16. Performance Appraisal of the Board of Directors and its members**

The Board of Directors and its Board Committees will be annually assessed, alternating with an external assessment and a self-evaluation. An independent firm will carry out the external evaluation and may include peer assessment.

A summary of the conclusions of the aforementioned assessments will be published on the Corporation's website.

The assessment scheme adopted will analyze the reasonableness of the internal rules, as well as the dedication and performance of the Board Members.

The Shareholders Meeting must be informed by the Administration about the operation and the main activities developed by the Board of Directors, the Board Committees and the Presidency of the Corporation in the previous term.

## **17. Training, education and induction of Board Members**

New Board Members must have an induction process where they are instructed, as a minimum, regarding the following aspects:

- a.** Organizational chart of the Corporation and functions of each department.
- b.** Bylaws.
- c.** Code of Good Governance, with special emphasis on their duties and obligations as Board Members.
- d.** Structure and operation of Board of Director's committees.
- e.** Action Plan of the Board of Directors.
- f.** Corporative strategy.
- g.** Specific characteristics of the sectors where the Corporation and its subsidiaries carry out their activities.
- h.** Risks associated to the activities carried out by the Corporation and its subsidiaries.

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The Administration will design and implement a Training Plan for Board Members where they are updated in regard to the Corporation and its subsidiaries, the businesses they have and the risks associated to those businesses.

### **18. Access to Corporation officials and facilities**

The Board of Directors and each of its members will have direct access to the main executives and other officials they deem necessary to carry out their tasks.

Likewise, the Board Members may access any of the Corporation's facilities, in order to know the activity of the Corporation, its operation, the personnel assigned to the different departments and, in general, to have a close and direct knowledge of its operation.

### **19. Committees to support the management of the Board of Directors**

The Board of Directors will have three Committees to support its work: the Audit, Finance and Risks Committee; the Talent and Compensation Committee; and the Sustainability and Corporate Governance Committee. These Committees will be made up of Members of the Board of Directors and will be chaired by an Independent Member. For the appointment of the members, the Board of Directors will take into account that the profiles, knowledge and professional experience of the Board Members are related to the purpose of each Committee.

The Committee meetings may be attended by any Corporation official or external advisor, in order to support the members in matters that fall within their competence.

The decisions, resolutions, and deliberations of the Committees shall be recorded in minutes. A report on the matters addressed at each Committee meeting shall be submitted to the Board of Directors.

In the event that during the course of the meeting, the President of the Shareholders Meeting so requires, the chairmen of the Committees will inform the Shareholders Meeting about specific aspects of the work carried out by those Committees.

#### **19.1. Audit, Finance and Risks Committee**

The main purpose of the Committee is to evaluate the accounting procedures, the management of the relationship with the Statutory Auditor and to supervise the effectiveness of the control architecture and the risk management system.

The Committee orders and monitors that internal control procedures are adjusted to the needs, objectives, goals and strategies determined by Grupo Argos, and that these procedures are framed within the objectives of internal control, such as efficiency and effectiveness in operations, sufficiency and reliability in financial information.

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The Committee does not substitute the functions of the Board of Directors or of the Administration on the supervising and executing the internal control system.

#### **19.1.1. Members**

This committee will be made up of three Board Members who are Independent Members. The members of the Committee must have at least one member that has experience on corporate finance matters, accounting and/or matters related to the design and implementation of internal control systems. The Chairman of this Committee may be any of its members according to the designation made by the Committee. The Secretary General of the Corporation or the person designated by the latter shall act as secretary of this Committee. Likewise, the Corporation CEO, the Strategy and Corporate Finance Vice President, the Internal Auditor and the Fiscal Auditor will attend the meetings, with voice but no voting rights.

#### **19.1.2. Duties**

The following are functions of the Committee:

- a.** Propose to the Board of Directors, for the consideration of the Shareholders Meeting, the candidates for the appointment of the Statutory Auditor and the conditions of their contracting and, if applicable, the annulment or non-renewal thereof, using among others, the assessment that refers to the following number.
- b.** Supervise the services of Statutory Auditor, which includes evaluating its quality.
- c.** Interact with the Statutory Auditor and, in particular, receive their reports, evaluate and inform the Board of Directors of situations that may limit their access to information or put their independence at risk, and ensure that the audit plan is in compliance.
- d.** Verify that Senior Management considers the recommendations of the Fiscal Auditor.
- e.** Know, prior to its presentation to the Board of Directors, the end of year financial statements approved by the Statutory Auditor. If the opinion of the Statutory Auditor contains unfavorable statements or opinions, issue a ruling on its content and scope, which will be disclosed to the Shareholders, and to the public securities market through the Corporation's webpage.
- f.** Know and evaluate the process of preparation, presentation and disclosure of financial information.
- g.** Review in advance and recommend to the Board of Directors the disclosure of financial statements, both for interim periods and at year-end.
- h.** Supervise the Internal Audit services and inform the Board of Directors of what is relevant.
- i.** Propose to the Board of Directors the appointment, re-election, and removal of the person responsible for the Internal Audit.
- j.** Analyze and approve the annual work plan of the Internal Audit and the annual activity report.

- k.** Ensure the independence of the Internal Audit function, receive periodic information on its activities and verify that Senior Management takes its recommendations into account.
- l.** Know and recommend the Board of Directors to approve the operations that the Corporation carries out with Related Parties<sup>4</sup>, Significant Shareholders or with Members of the Board of Directors, Board Members of the Corporation or with Related Parties of any of the above when they have Material Impact, are out of the ordinary course of business or are in conditions other than the usual market.
- m.** Propose to the Board of Directors the structure of the internal control system and monitor it.
- n.** Propose the risk policy to the Board of Directors and follow up on it.
- o.** Review and evaluate risk management and propose improvements it deems necessary, seeking to encourage it by establishing a risk profile in accordance with the Corporation's strategic goals.
- p.** Assess and inform the Board of Directors of any potential conflicts of interest arising between the Corporation and its Affiliates, in accordance with the Related Party Transactions Policy.
- r.** Supervise the effectiveness of different components of the Control Architecture applicable to the Grupo Empresarial Argos.
- s.** Define mechanisms to consolidate the Corporation's information on the control bodies to present this information to the Board of Directors.

## **19.2. Talent and Compensation Committee**

The main goal of this Committee is to support the Board of Directors in the exercise of its functions related to the strategy and integral management of the organization's talent, succession processes, and appointments, and in the exercise of the tasks associated with the compensation guidelines for Grupo Empresarial Argos employees, including the compensation of the Board of Directors and Senior Management.

### **19.2.1. Members**

The Talent and Compensation Committee will be composed of three members of the Board of Directors, of whom at least two must be independent. The Chair of this Committee shall be any of its independent members, as designated by the Committee itself. The members of this Committee will be knowledgeable in matters of strategy, best practices and trends in human resources, and related matters related to compensation policies. The Secretary of this Committee will be the Vice President in charge of the talent and administrative areas of the Corporation, or the person designated by him/her.

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<sup>4</sup> All companies that, in accordance with the registration recorded in the commercial registry, are part of the Argos Business Group, including the parent company

### **19.2.2. Duties**

The following are functions of the Committee:

- a.** Analyze, propose and ensure the implementation of best practices in the area of human talent in Grupo Empresarial Argos, including issues related to (i) the processes of selection, attraction and loyalty of human talent, (ii) promotion of diversity and inclusion, (iii) culture, (iv) development and monitoring of employee performance, (v) mobility and mentoring within the business group, and, in general, related matters and issues related to the organization's human talent.
- b.** Know and study the best practices in compensation of talent and recommend the guidelines that should be observed in this area in Grupo Empresarial Argos to be considered and decided by the competent governing bodies in each of the businesses, as the case may be.
- c.** Know and analyze the best practices in compensation of the Board of Directors and propose, when appropriate, to the Board of Directors changes to the Appointment, Compensation, and Succession Policy of the Board of Directors to be approved by the Shareholders Meeting in matters within its competence.
- d.** Review the salary competitiveness of the organization's employees, including senior management.
- e.** Propose to the Board of Directors the compensation of the Corporation's President and other Senior Management members.
- f.** Follow up on the policies and practices of senior management succession matrices.

### **19.3. Sustainability and Corporate Governance Committee**

The main goal of this Committee is to assist the Board of Directors in its role of proposing and supervising the measures of Sustainability and Corporate Governance of the Corporation.

#### **19.3.1. Members**

The Sustainability and Corporate Governance Committee will be made up of three members of the Board. At least one member must be an Independent Member. The Chair of this Committee shall be an independent member, as designated by the Committee itself. The Corporation's CEO will attend the meetings, with voice but no voting rights, and the Secretary General of the Corporation, or the person designated by him, will act as Secretary.

#### **19.3.2. Duties**

The following are functions of the Committee:

- a.** Providing the Shareholders and the market in general with complete, truthful and timely access to the information of the Corporation that is to be disclosed.

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- b.** Review and evaluate the way the Board of Directors complied with its duties during the term.
- c.** Coordinate the onboarding process for new members of the Board of Directors and promote their training and development in matters related to the competencies of the Board of Directors and the Corporation's business, including corporate sustainability matters.
- d.** Ensure that corporate governance practices comply with the provisions of the Code of Good Governance.
- e.** Study the proposed amendments to the Bylaws and the Code of Good Governance and present the amendments to the provisions related to Corporate Governance.
- f.** Address within 10 calendar days following the complaints from Shareholders and Investors regarding the non-application of adopted corporate governance policies and measures.
- g.** Receive information on transactions carried out, pursuant to the authorization granted by the Board of Directors, by those Officers who, in accordance with this Code, require such authorization.
- h.** Review actions related to the conduct of members of the Board of Directors that may be contrary to the provisions set forth in the By-laws and the Code of Good Governance, and to report such matters to the Board of Directors when deemed necessary by the Committee.
- i.** Propose and review the personal and functional profiles required of candidates for the composition of the Board of Directors and carry out the evaluation of candidates for membership on the Board of Directors.
- j.** Oversee compliance with the requirements and procedures for the election of members of the Board of Directors.
- k.** Inform, when applicable, of the independent status of candidates for membership on the Board of Directors for their submission to the Shareholders' Meeting.
- l.** Inform the Board of Directors of any cases involving members of the Board of Directors that may negatively affect the functioning of the Board or the reputation of the Corporation, particularly when they are subject to any grounds of ineligibility or legal prohibition.
- m.** Propose to the Board of Directors any amendments to the Board of Directors' Appointment, Compensation, and Succession Policy in matters within its competence, to be submitted for approval by the Shareholders' Meeting.
- n.** Conduct the selection process and evaluate candidates to be proposed to the Board of Directors for the appointment of the President of the Corporation, within the scope of the Board's authority. The Board of Directors may delegate to the Sustainability and Corporate Governance Committee the evaluation process of specialized search firms involved in the process, as well as the assessment of various potential candidates, so that the Board of Directors may make the relevant decisions.
- o.** Support the Chair of the Board of Directors in conducting the annual evaluations of the President of the Corporation and of the Board of Directors, review the results of such process, and make recommendations for the improved functioning of said body.

- p. Select the firm responsible for conducting the external evaluation of the Board of Directors and its members and to coordinate with such firm the preparation of the report to be made available to shareholders.
- q. Review and oversee the implementation of the Board of Directors' Action Plan for each calendar year.
- r. Oversee the processes of the Board of Directors, including the determination of the meeting schedule and agendas, and the flow of information to members of the Board of Directors.
- s. Review and oversee the implementation of the Corporation's Sustainability Policy<sup>5</sup>.
- t. Support the executive team in the external and independent measurement of the Corporation's sustainability performance.
- u. Analyze and monitor the corporate social responsibility program.
- v. Monitor the compliance system, which includes, among others, the Code of Business Conduct and its related policies, as well as to oversee the management of the whistleblowing system and activities related to the prevention of money laundering, terrorist financing, fraud, bribery, and corruption.
- w. Oversee the operation of the Corporation's website and other information disclosure mechanisms.
- x. Recommend the communications framework with shareholders, stakeholders, and the market in general.

## **CHAPTER IV**

### **INFORMATION MANAGEMENT**

The Code of Good Governance ensures that the information is presented, in a precise and regular manner, about all material issues relating to the Corporation, including results, financial situation, internal control, market share and corporate governance.

The Corporation will provide for the Shareholders, Investors and others interested in its activity, information disclosure channels in addition to legal channels.

The use and proper handling of information is regulated in a general policy. It guarantees the quality, confidentiality, integrity, and availability, mechanisms and channels for the degree of clearance that authorized officials require in the supply and knowledge of the information.

For the accounting record of the operations and the adequate consolidation of the Financial Statements, the Grupo Empresarial Argos is permanently coordinating advances between the

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<sup>5</sup> Grupo Argos has in place a Sustainability Policy that establishes its commitment to sustainability through conscious investment, leading practices, and the responsible operation of all its businesses, defining it as a sustainable infrastructure investment holding company

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relevant departments of Grupo Argos and its Related Parties. This allows for a timely and reliable disclosure of information with the results of the business organization.

## **1. Information on the performance of the Corporation**

Information on the performance of the Corporation is prepared and presented in accordance with the legal requirements and established accounting standards.

In accordance with the rules on Material Information and applicable Law, among other matters, Grupo Argos shall inform its shareholders and the market in general of the following:

- a. The long-term strategic goals that the Board of Directors and Senior Management have established.
- b. The existence of material risks that may affect the achievement of the goals and the continuity of the businesses and the measures taken to mitigate, compensate or transfer them.
- c. The financial statements along with the year-end reports will be audited by the Statutory Auditor, who must be an independent person of recognized prestige.
- d. The relevant Internal Audit reports and the findings of the Statutory Auditor.
- e. The evolution of the Corporation's business activity, including information related to its development, the competitive environment, business projects, or those inherent to its nature.
- f. The Appointment, Compensation and Succession Policies of the Board of Directors and the Appointment, Compensation and Succession Policies of the Management.
- g. The relevant contracts between the Corporation and its Board Members or Senior Management, including relatives, partners and other related parties.
- h. The mechanisms and procedures established internally for the purposes of conflict resolution.
- i. The criteria applicable to the negotiations that its Directors and Senior Management carry out with shares and other securities issued by the Corporation.
- j. The resumes of the members of the Board of Directors, Senior Management and internal control bodies.

## **2. Internal control structure of Grupo Argos**

Grupo Argos is committed to strengthening and constantly improving its internal control system. This allows it to have proactive risk management. Likewise, the Corporation encourages appropriate corporate behavior, transparent and efficient management, always in compliance of the laws.

For these purposes, the Board of Directors has a solid control environment within the Grupo Empresarial Argos, where it seeks to:

- a. Validate the bases of the internal control system, promoting a culture of risk prevention.

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- b. Define the roles and responsibilities of the internal control system with clearly established reporting lines.
- c. Implement in a coordinated manner the risk management schemes in the business administration.
- d. Monitor the operation of internal control systems and define the actions required for their improvement.
- e. Adopt actions and recommendations to manage risks and improve internal control systems.
- f. Consolidate and unify the accounting criteria, including the disclosure and presentation of financial information.

This coordination is carried out in Grupo Argos and Related Parties through a common and shared vision of the following bodies:

### **2.1 Audit, Finance and Risks Committee**

The Audit, Finance and Risk Committee support the Board of Directors in the supervising the effectiveness of the internal control system and the risk management system, the sufficiency and reliability of the financial information, for making decisions in regard to the control and improvement of the activity of the Corporation and its Management.

### **2.2 Department responsible for Internal Audit**

Grupo Argos has a department responsible for Internal Audit. It develops an independent activity that evaluates the quality and effectiveness of the control system in an objective manner and provides consulting and advice in order to add value in the execution of the Corporation 's operations. It also helps to meet its goals with a systematic and disciplined approach to evaluate and improve the efficiency of the risk management system, controls and governance process.

It also contributes to preventing risks and permanently identifies and communicates opportunities for improvement, using knowledge, information and technology.

The Internal Audit will evaluate compliance with the Code of Good Governance and report its results to the Audit, Finance and Risk Committee.

The Internal Audit function shall report directly to the Audit, Finance and Risk Committee and may rely on the support of a firm of recognized international standing, which shall be selected by the Audit, Finance and Risk Committee.

### **2.3 Compliance department**

Grupo Argos has a department in charge of promoting the design of procedures aimed at ensuring compliance with all the regulations applicable to the Corporation, proposing the policies

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that favor adequate compliance of business conduct and designing training in regard to relevant matters.

## **2.4 Risk Map**

Grupo Argos will have a risk map, based on the business cycle that consists of the vision of the different systems of its activity as a whole, formed by the interrelation of groups and processes of the different activities that it develops.

## **2.5 Statutory Auditor**

Grupo Argos has a Statutory Auditor, who fulfills the functions set forth in the Commercial Code and is subject to what is provided therein, with no disregard to the provisions of other regulations and by the Shareholders Meeting, as long as it is compatible with its legal obligations.

The Shareholders' Meeting, at the session in which it appoints the Statutory Auditor, shall approve the resources necessary for the Statutory Audit function to perform its duties.

The Statutory Auditor of the Corporation will be in charge of an independent international prestige firm, which will be designated by the Shareholders Meeting for a two-year term. It must previously know the recommendations that the Audit, Finance and Risks Committee must make on this matter.

Within the 10 common days following the call for the ordinary Shareholders Meeting, where the Statutory Auditor is to be elected, any Shareholder may request that the nomination proposal be considered to a certain firm of international prestige to be the Statutory Auditor of the Corporation. To do so you must attach the application, the presentation of the proposed firm for this position, indicating the experience, and attaching certifications. Likewise, the proposal must include the fees that would be paid to the Statutory Auditor whose appointment is proposed.

The Statutory Auditor's report to the Shareholders Meeting must include, in addition to the requirements inferred by law, the declaration of being an independent firm and the relevant findings made so that the Shareholders and other Investors have the necessary information to make decisions about the corresponding values.

In the event that before the exceptions and / or paragraphs of emphasis of the Statutory Auditor, the Board of Directors considers that it must maintain its criteria, this position must be adequately explained and justified by means of a written report to the Shareholder Meeting.

Neither the Statutory Auditor, nor the natural persons or companies related to this may perform or provide services different from those of their position neither for Grupo Argos nor for any of its subsidiaries.

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Within the contract established by the Corporation and the Statutory Auditor, it will be established that in the event of successive reelections, the maximum term of the total contractual relationship will be 10 years. And the natural persons appointed to exercise the position of principal and alternate must be changed at least every five years and these persons will only be able to return to work as Statutory auditors of Grupo Argos at least two years after their retirement from office.

### **3. Control Architecture of Grupo Empresarial Argos**

The Board of Directors of Grupo Argos will strive to have a Control Architecture with a consolidated, formal scope, and covering all the Related Parties, thus establishing responsibilities in regard to the policies and guidelines on this matter for the holding. It will have defined reporting lines that clearly allow for a consolidated vision of the risks to which the holding is exposed to and the implementation of the corresponding control measures.

The Corporate Audit of Grupo Argos will be responsible for the design and coordination with the Related Parties of the elements that make up the Control Architecture.

### **4. Information for Shareholders, Investors and the market in general**

Grupo Argos promotes the creation of different information channels and disclosure of its activity among its Shareholders, Investors and the market in general.

#### **4.1 Investor Relationship Office**

The main goal of the Investor Relationship Office is to help create a preference for investing in Grupo Argos by knowing the Corporation, the quality of its information, proper disclosure of its activities and permanent contact with the Shareholders, community, Investors and local and international analysts. In addition, the function and Investor service process will serve as a link between the Shareholders and Investors with the governing bodies of the Corporation. And in general, it will also take care of knowing their needs, requirements and suggestions.

The Shareholders and Investors may submit applications or complaints to the Corporation when they consider that there has been a breach of the provisions of this Code of Good Governance. In these cases, the Corporation's Investor Relationship Office will provide a clear answer to the applicant with the greatest diligence and timely manner.

#### **4.2 Relevant information. Disclosure procedure**

Relevant Information is information that is defined as such in Decree 2555 of 2010 or in the regulation that modifies or replaces it..

Grupo Argos will define the procedures, those responsible, the deadlines and in general the necessary structure to disclose any Relevant Information that may be of interest to the market.

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Grupo Argos will strictly comply with the regulations that regulate the Public Securities Market, sending to the market the information required by law.

#### **4.3 Identifying the main beneficial owners of the Corporation's shares**

The identification of the main beneficial owners of the shares of Grupo Argos will be done in accordance with the disclosure policies set out in the law and, specifically, in accordance with what the Colombian Financial Superintendence requires, taking into account the nature of the public limited corporation, and out of respect to guarantee the privacy of all Investors, whether they are majority or minority.

## **CHAPTER V**

### **GENERAL DISPOSITION**

#### **1. Code of Conduct**

The Corporation has a Code of Conduct approved by the Board of Directors, which will regulate the behavior expected by the Corporation in regard to its Managers and employees, both in relation to the Corporation and to the different stakeholders.

#### **2. Negotiation of Shares by Board Members**

According to the provisions of the Law, the Board of Directors must approve the operations carried out by the Administrators regarding to shares issued by the Corporation, provided that they are unrelated to speculation.

The applicant for the authorization will be responsible for verifying that he/she is not misusing privileged information.

The approval must be given prior to the completion of the operations and must be given with the favorable vote of two thirds of the members of the Board of Directors, excluding the vote of the applicant. Applications for authorization must be submitted through the General Secretary, where a record of the operations carried out will be kept and the Sustainability and Corporate Governance Committee of the Board of Directors will be informed.

Operations may not be held once Board Member are aware of the quarterly results, year-end results or the possible completion of projects of material relevance to the Corporation, until these results have been disclosed to the market.

#### **3. Retirement age for Board Member and the CEO of the Corporation**

*This document is an unofficial english translation provided for informational purposes only. In the event of any discrepancies or conflicts, the official spanish version shall prevail.*

The Board Members must leave their roles at the age of 72 and the Corporation CEO when they turn 65.

For this purpose, the Board Member shall present their resignation letter at the next Shareholders Meeting on the date which they turn 72 years old. The Corporation CEO will present his resignation letter at the next meeting of the Board of Directors on the date he turns 65 years old.

#### **4. Relationship with the Subsidiaries**

The Corporation has a Relationship Policy with its subsidiaries which establishes the rules and principles observed by the companies that are part of the Grupo Empresarial Argos. This includes its Managers and employees, in their economic, legal, administrative and operational, as it seeks to contribute to strengthening the value of business, the preservation of business reputation, the consolidation of organizational identity and the unification of criteria.

#### **5. Regulatory framework**

Grupo Argos, as an issuer, strictly complies with the obligation to report matters that it considers relevant or that, according to the regulations of the Colombian Financial Superintendence and the Colombian Stock Exchange, it is obliged to disclose. Likewise, the financial statements are disclosed periodically, in accordance with the instructions of the Colombian Financial Superintendence.