

APPOINTMENT AND REMUNERATION OF BOARD OF DIRECTORS POLICY

1. OBJECTIVE

The purpose of this Policy is to establish some guidelines and procedures that must be met by the different governing bodies of Promigas S.A.

E.S.P. (hereinafter, "Promigas" or the "Company"), especially the Shareholders' Meeting, to ensure that the persons appointed to hold the position on the Board of Directors are the most suitable and adequately remunerated.

2. SCOPE

This policy is applicable to shareholders, directors and employees of the Company.

3. DEFINITIONS

Not applicable.

4. GENERAL CONDITIONS

Not applicable.

5. CONTENT

5.1. CRITERIA APPLICABLE TO THE COMPOSITION OF THE COMPANY'S BOARD OF DIRECTORS

The Board of Directors shall be composed of the number and number of Directors established in Article 28 of the Bylaws. The Directors shall be elected by the General Meeting of Shareholders. In addition to the requirements of law, the following criteria will be taken into consideration by the shareholders of the Company for the nomination, election, re-election or replacement of the Directors of the Company:

- a) Have professional training, skills, knowledge and trajectory related to the gas and energy sector and the activities and businesses developed by the Company and its subsidiaries or subordinate entities and / or auditing.
- b) Have a profile that complies with the individual conditions provided in the principles and / or international standards applicable to the Directors adopted by the Company, for these purposes.
- c) Enjoy recognition, reputation, leadership, prestige, managerial capacity and teamwork.

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- d) Have the availability of time and dedication necessary to fulfill the responsibilities required by their position and the strategic objectives of the Company.
- e) Not simultaneously belong to more than five (5) Boards of Directors.

First Paragraph: There may not be in the Board of Directors any majority, formed by persons linked to each other by marriage, kinship within the third degree of consanguinity or second of affinity or first civil. Decisions taken by a majority in contravention of this Article shall be ineffective.

Second Paragraph: The appointment as Director of the Board of Directors will be in a personal capacity.

Paragraph Three: At least twenty-five percent (25%) of the members of the Board of Directors must be independent under the terms defined in the Regulations of the Board of Directors of the company.

Paragraph Four: The Company recognizes the importance of diversity in the composition of the Board of Directors, therefore, under this understanding, shareholders will tend that, in the candidates for members of the Board of Directors to be proposed to the General Assembly of Shareholders, criteria of race, ethnicity, nationality and gender are taken into account. In this vein, the Board of Directors will seek a participation of women of at least 30% of the total number of members of the Board of Directors.

5.2 PROCEDURE FOR SUBMISSION AND EVALUATION OF PROPOSALS AND CANDIDATES

Shareholders who, based on their shareholding and in application of the electoral quotient system, aspire to be part of or propose lists for the election of the Board of Directors, may, in advance of the respective Assembly, nominate the name of one or more candidates by means of a written proposal that will be filed with the General Secretariat of the company together with the resume of the respective candidate(s) and the documentation additional necessary to support compliance with the criteria required for your application. The Chairman of the Board of Directors, with the assistance of the President of the company and the Secretary of the Board of Directors, will evaluate the proposals received within five (5) calendar days following the respective call to the Shareholders' Meeting. In this evaluation, they will verify the absence of incompatibilities and disqualifications of a legal nature and the adequacy of the candidates to the needs of the Board of Directors through the validation of the applicable professional and personal criteria. The resumes of the proposed candidates who meet the applicable election criteria will be put to consideration prior to the respective Assembly for the exercise of the right of inspection, provided that they have been

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received within the deadline for receipt of such proposals. In the event that any of the candidates proposed to form the Board of Directors does not comply with the requirements established in the law or in this policy, said situation will be brought to the attention of the respective shareholder.

The procedure for the presentation and evaluation of proposals and candidates aims to centralize and coordinate the process of forming the Board of Directors prior to the meetings of the General Assembly of Shareholders. Notwithstanding the foregoing, this procedure does not constitute an impediment to the nomination and election of the Directors of the Board of Directors at the respective meeting of the Shareholders' Meeting that deals with said election. In this case, the verification of the absence of incompatibilities and disqualifications of a legal nature and compliance with the other applicable election criteria, existing within the Company, will be carried out after the Shareholders' Meeting meeting. In the event that any of the chosen candidates does not meet the requirements established in the law or in this policy, this situation will be brought to the attention of all shareholders in order to make a decision on the matter.

5.3 PROCEDURE FOR THE ELECTION OF CANDIDATES

In any election in which two (2) or more persons are to be voted and for a period of two (2) years, once the procedure for the presentation and evaluation of proposals and election of candidates has been completed, the Directors will be elected by the General Assembly of Shareholders through the electoral quotient system. By virtue of which, the total number of votes is divided by that of the persons to be elected. Each list will be scrutinized according to the quotient in the number of votes cast by it and if there are places to be filled, these will correspond to the residues, in descending order; In case of a tie in the residues, the fate will decide.

The persons elected may be replaced in partial elections, in which case, their period will be the one that has been missing to complete the two (2) years of the previous member.

5.3.1 Appointment of the Chairman of the Board of Directors.

The Chairman of the Board of Directors shall be elected from among its members and removable at any time.

5.3.2 Appointment of the secretary of the board of directors.

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The Management Board shall appoint a Secretary and may, in special cases, appoint an ad hoc secretary for meetings. The rules for the appointment of the Secretary of the Board of Directors are:

- a) When he acts exclusively as Secretary of the Board of Directors, his appointment and removal corresponds to the Board of Directors, with prior report of the Nomination and Remuneration Committee, if any.
- b) When the position of Secretary of the Board of Directors coincides with other executive positions within the company, his independence from the President of the company is safeguarded, so that his appointment and removal corresponds to the Board of Directors at the proposal of the President of the Company, with prior report of the Appointments and Remuneration Committee, if it exists.
- c) Possibility or not of being a member of the Board of Directors.

5.4 REMUNERATION OF THE BOARD OF DIRECTORS

It will correspond to the General Assembly of Shareholders to indicate the amount of the fixed fees that will be recognized to the Directors as remuneration for their attendance at the meetings of the Board of Directors or those of its Support Committees, under the face-to-face or virtual modalities and others enshrined in the law, in accordance with business and market criteria. The value of the fixed fees approved by the Assembly, applied to the total number of meetings of the Board of Directors or Support Committees attended by each member, will constitute the maximum cost of remuneration of the Board of Directors and the only remuneration component approved for said body. Remuneration is transparent. **PARAGRAPH ONE.** The General Shareholders' Meeting may give a differentiated treatment to the Chairman of the Board of Directors with respect to his remuneration, as a result of the scope of his specific functions and his greater dedication of time in the management developed by the Board of Directors.

6. REFERENCE DOCUMENTS AND ANNEXES

Not applicable.

7. CHANGE CONTROL

Not applicable.