

	Code of Good Governance	
Version: 14	Code: GIA-193	Status: V
Prepared by: Natalia Arango Correa	Reviewed by: Maria Carolina Penso	Approved by: María Paula Camacho Rozo
Position: Professional	Position: Coordinator	Position: Secretary - Board of Directors

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INTRODUCTION

Promigas is a public utility corporation whose main purpose is the transportation and distribution of natural gas, with interests and significant investments in other businesses. established as a privately held corporation, with its principal office located in Barranquilla.

It is subject to the surveillance and control of the Superintendency of Residential Public Services (utilities) and, as a securities issuer, it is governed by the regulations issued by the Financial Superintendency.

Promigas complies with all applicable current regulations related to its activities and responsibly conducts its business in an honest and ethical manner, through the permanent management of a corporate culture based on values.

In compliance with the provisions of the Promigas Bylaws and the current regulations governing the securities market, the following Code of Good Governance has been adopted to ensure respect for the rights of all its shareholders and other investors regarding the securities issued by the corporation.

The provisions of this Code must be complied with by the General Shareholders' Assembly, members of the Board of Directors, legal representatives, statutory auditors including their assistants, auditors, employees regardless of their employment relationship, temporary or contracted employees, liquidators and, in general, any person who advises or provides services to the company.

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CHAPTER I

ADMINISTRATIVE ORGANIZATION

Article One.

Key aspects of the Board of Directors.

1.1 ELECTION

The Board of Directors of Promigas is elected by the General Shareholders' Assembly, in accordance with the election and appointment procedure established in the bylaws and in the Board of Directors' Appointment and Remuneration Policy.

1.2 COMPOSITION

The Board of Directors of Promigas is composed of the number of Directors established in Article 28 of the Corporate Bylaws elected by the General Shareholders' Assembly. The alternates shall replace the principal members in all their absences.

Matters related to the types of members of the Board of Directors of the Company are defined in the Board of Directors' Regulations.

1.3 PROFILE AND QUALIFICATIONS OF THE BOARD OF DIRECTORS

In addition to the legal requirements, among the applicable criteria for the composition of the Board of Directors, the shareholders of the Company shall take into consideration, for the nomination, election, re-election, or replacement of the Directors of the Company, the criteria established in Section 5.1 of the Appointment and Remuneration Policy.

Promigas has organized an induction program for new members of the Board of Directors, which allows them to access comprehensive information about the company so that before they begin to perform their functions, they have a better understanding of the company.

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1.4 FUNCTIONS OF THE BOARD OF DIRECTORS

The Board of Directors has the administrative capacity and powers necessary to carry out the object and purposes of the corporation. Anything not expressly attributed by law or by these Bylaws to the General Shareholders' Assembly or certain employees or officers of the corporation is the responsibility of the Board of Directors. This specifically includes the functions established in Article Thirty-First of the Corporate Bylaws, including those functions that may not be delegated to Top Management.

There is a Board of Directors' Regulation, which outlines the principles, rules, and procedures that govern the functioning of this body, whose purpose is to facilitate its management and provide greater transparency, effectiveness, and certainty to its actions. This regulation applies to the Board of Directors as a collegiate body and to its members, as well as to all employees of Promigas, insofar as they are related to the aforementioned governing body.

1.5 FUNCTIONS OF THE CHAIRMAN OF THE BOARD OF DIRECTORS:

The functions and responsibilities of the Chairman of the Board of Directors are set forth in the paragraph of Article Twenty-Eighth of the Corporate Bylaws

1.6 REMUNERATION OF THE BOARD OF DIRECTORS' MEMBERS

It shall be the responsibility of the General Shareholders' Assembly to determine the amount of the fixed fees to be granted to the Directors as compensation for their attendance at meetings of the Board of Directors or its Support Committees, as established in Section 5.4 of the Board of Directors' Appointment and Remuneration Policy.

1.7 SUPPORTING COMMITTEES

The Board of Directors shall establish special committees internally, composed of independent or equity members of the Board of Directors. Each of the Committees shall have an internal regulation that governs the details of its composition, the subjects and functions the committee must work on, and its operations. At a minimum, the Board of Directors shall have the following supporting committees:

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- Audit Committee
- Human Resources Committee
- Investment Committee
- Strategy, Governance and Risk Committee

1.8 EVALUATION OF THE BOARD OF DIRECTORS

In line with corporate governance best practices, an evaluation mechanism has been established to assess the Promigas Board's management, both at the collegiate body level and in the functions performed by its members in the different committees. This evaluation, which is subject to careful analysis, allows the identification of improvement opportunities and becomes a key tool for the Board's self-regulation, thereby strengthening its commitment to all shareholders.

Article Two.

Appointment and responsibilities of legal representatives and Top Management.

2.1 APPOINTMENT OF LEGAL REPRESENTATIVES

The President and his alternates shall be appointed by the Board of Directors of Promigas, which shall have the authority to freely remove them and determine their remuneration.

The administration of the company will be in charge of the President, who will be replaced in his absence by his substitutes, in order.

2.2 FUNCTIONS OF THE PRESIDENT

The President of Promigas has the functions established in Article 35 of the Corporate Bylaws.

2.3 FUNCTIONS OF THE TOP MANAGEMENT

The organization has job description manuals that outline the functions and responsibilities of the members of the Top Management, as well as the required profile for those who hold them.

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2.4 POLICIES ON SELECTION, INDUCTION, COMPENSATION, AND RESPONSIBILITY

2.4.1 Personnel selection and induction.

Promigas has established a personnel selection process that is administered in an objective and organized manner, aimed at attracting, evaluating, and selecting the best human talent available in the market, required by the organization to achieve its goals and planned projects.

Equal employment opportunities are offered to all duly qualified employees and applicants, taking into account factors such as cultural, ethnic, and gender diversity, among others.

Every employee who joins Promigas participates in an induction program that provides him/her with a global knowledge of the company and the position for which he/she was selected, and fosters his/her adaptation, integration and sense of belonging to the organization.

2.4.2 Compensation.

The company's policy is to maintain a work remuneration scheme that attracts, develops and retains the people required to fully achieve its strategic objectives.

Compensation for the different positions is determined based on technical studies conducted periodically, both internally and within the labor market, to ensure their equity and competitiveness.

2.4.3 Management by competencies.

Promigas has implemented a competency model framed within the best practices of knowledge assurance and comprehensive development of people, which covers the different levels of the organization and is aligned with the human management subprocesses. The organization's competency model includes corporate and positional competencies, the latter containing technical and leadership competencies.

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All managers at Promigas are responsible for the competency development of their team members, actively participating in needs assessment, the structuring and implementation of the Comprehensive Competency Development Plan, and the evaluation of the impact that training actions have on employees, the work unit, and the organization as a whole. The Human and Administrative Resources Management acts as advisor, supporter and facilitator of this process.

2.4.4 Responsibility of the administrators.

Administrators shall act in good faith, with loyalty and diligence, refraining from acts resulting in conflicts of interest in accordance with the regime provided for in Articles 24 and following ones of Law 222 of 1995. In addition to the parameters established by the Code of Commerce regarding the responsibility of administrators, they must align their conduct with the corporate values, namely:

- Integrity
- Excellence
- Solidarity



CHAPTER II

EVALUATION AND CONTROL MECHANISMS

Article Third.

Evaluation and control of the activity of the administrators, key executives of the Top Management, and directors.

Promigas uses the following mechanisms to monitor its key processes and those responsible for them, in order to ensure the achievement of corporate objectives, continuous improvement of the organization, and its long-term sustainability.

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3.1 GENERAL SHAREHOLDERS' ASSEMBLY

It is the highest corporate body of the corporation and as such is responsible for exercising control over all its activities and processes, requesting the reports it deems appropriate and adopting the necessary measures to ensure an effective and transparent management.

The General Shareholders' Assembly shall have the functions established in the first paragraph of Article Twenty-Sixth of the Corporate Bylaws

3.2 CORPORATE STRATEGIC PLAN

The organizational strategy management process aims to define the organization's strategy across its various business areas, enabling it to seize opportunities that contribute to maximizing value creation and adapt its comprehensive strategic system to changes in the environment.

This process, led by the Financial and Administrative Vice-Presidency and the Financial Planning and Strategy Management, is conducted at least every five years and is supported by the characterization of the strategy management subprocess. The result of this is the Corporate Strategic Plan, which serves as the reference framework for the strategic planning of Promigas and its related companies, as well as the main input for the operational planning process.

3.3 QUALITY MANAGEMENT

To ensure timely, reliable, and safe service for its customers and the execution of preventive, corrective, and continuous improvement actions to eliminate the causes of actual and potential problems, Promigas has implemented its Quality Management System (QMS) based on the ISO 9001 standard for the design, construction, operation, and maintenance of natural gas transportation and distribution systems.

Quality auditing is a systematic, independent, and documented evaluation process aimed at obtaining evidence and objectively assessing it to determine the organization's compliance with legal, contractual, regulatory requirements, and specifically those related to the ISO 9001 standard.

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To ensure the effectiveness of the QMS and its adaptation to potential changes, annual surveillance audits of the previously established processes are conducted through the competent entities such as the Instituto Colombiano de Normas Técnicas (Icontec) and The International Certification Network (IQNet). Additionally, internal audits are performed by a group of qualified auditors from various specialized external firms.

All manuals, policies, standards, procedures and other documents established by the organization are compiled in a software tool, which allows easy updating and dissemination and permanent access by employees.

3.4 INTERNAL COMMITTEES

Internal Committees are part of Promigas' internal organization and are responsible for evaluating and monitoring processes and activities so that they comply with national, international and internal regulations and standards. These shall be created by the Chairman.

- There shall also be corporate committees, which will be composed of the Top Management of Promigas and its Subsidiaries, in accordance with the provisions of the Framework Policy on Corporate Governance for Subsidiaries.

3.5 CUSTOMER SERVICE CULTURE

Promigas works through campaigns, training actions, measurements, and improvement plans to strengthen a customer service culture at all levels of the organization, with the goal of ensuring the satisfaction of the end customer, based on the internal customer service chain.

Periodically, feedback exercises are conducted between internal and external customers to ensure the services provided meet the established quality standards.

The internal measurement exercise is aimed at allowing client departments to express their perception of the services received from other departments, previously defined as their suppliers, evaluating the attributes in which the service is framed, such as the following: compliance, quality, communication and service attitude. The results of this evaluation allow the detection of aspects of improvement and establish service agreements between the parties.

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At external level, the moments that the customer experiences with Promigas in the provision of natural gas transportation services are evaluated. Additionally, we inquire about their service expectations and suggestions for improving the business relationship. Based on the results of this evaluation, actions to be implemented in the processes for the external customer are defined.

The results of this program, in addition to contributing to the continuous improvement of service delivery, help strengthen the service culture and evaluate the organization's performance.

3.6 ANTI-CORRUPTION POLICY – ABAC –

The Anti-Corruption Policy is intended to facilitate the control and management of corruption events and to support Promigas and its affiliated companies in achieving their operational, financial, and compliance objectives. Within this framework, the policy includes components such as control environment, risk assessment, control activities, information and communication, and monitoring activities.

Its main objective is to integrate the elements or components of the Internal Control System, the Anti-Bribery Management System, as well as the guidelines of the Board of Directors, through the Risk and Compliance Management, in order to identify, prevent, minimize the likelihood of occurrence, and manage corruption events within Promigas and its affiliated companies, while directing and promoting the principles and values established in relation to business ethics and corporate policies. The aspects considered by this policy are:

- Commitment from top management to zero tolerance towards corruption.
- Promote an ethical culture within Promigas and its affiliated companies, aimed at mitigating corruption risks and in their interactions with third-party intermediaries.
- Establish the guidelines for mechanisms to effectively and timely prevent, detect, investigate, and remedy corruption events in Promigas and its affiliated companies.
- Direct the framework for mitigating corruption risks through an effective and timely process of identification, assessment, and implementation of Anti-Corruption controls.
- Incorporate international best practices and the respective regulatory guidelines, applying the provisions of both local and international regulations applicable to anti-corruption matters.

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- Encourage Promigas' employees and those of its affiliated companies to understand and act consistently with civil and criminal liability, both in Colombia and abroad, that may arise from non-compliance with these regulations.

3.7 EVALUATION OF THE COMPANY BY CREDIT RATING AGENCIES

Promigas must hire a rating corporation to rate the credit risk of ordinary bond issues during their term. In accordance with the regulation, an annual review of the issue rating must be conducted, and, if applicable, quarterly reviews may also be carried out.

CHAPTER III

CONTROL SYSTEMS

Article Fourth.

Internal control bodies.

Promigas' internal control is exercised through the following bodies:

4.1 CORPORATE CONTROL MANAGEMENT

The Corporate Control Management carries out an independent and objective function guided by the philosophy of adding value and improving the company's operations. It provides a systematic and disciplined approach to evaluating the effectiveness of financial and operational internal controls, and the organization's ability to carry out its assigned responsibilities.

Promigas' audit management is based on a business risk management approach, which involves focusing on functions or areas of higher risk, identifying and evaluating them through critical processes. Annually, the Corporate Control Management prepares an audit work schedule, which is approved by the Audit Committee. This schedule is developed based on the prioritization of the audit universe using a risk-based methodology.

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The responsibilities of Corporate Control Management include, but are not limited to:

- Review the reliability and integrity of the financial information used to manage the business;
- Review systems in place aimed at ensuring compliance with policies, procedures and plans;
- Review compliance with laws and regulations that could have a significant impact on financial results;
- Review the safeguards for assets and verify, as appropriate, the existence of such assets;
- Review operations to ensure that accounting and financial resources are being used efficiently and economically;
- Review specific operations at the request of the Audit Committee or the Presidency;
- Evaluate risk management processes and procedures;
- Coordinate internal audit activities with the reviews conducted by external auditors (Statutory Auditor and External Auditors for Management and Results);
- Review Top Management's internal control statements;
- Comment, as appropriate, on the performance and quality of the external auditors;
- Ensure that internal audit resources are acquired at fair prices, used efficiently and adequately protected;
- Monitor the progress of corrective actions identified during audits and report significant shortcomings (including unacceptable residual risks) to the Presidency and the Audit Committee;

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- To keep the Audit Committee informed of new developments and new pronouncements in the field of internal auditing;
- Investigate suspected non-compliance or fraud issues;
- Coordinate, supervise, and monitor the implementation and execution of the general guidelines, as well as the scope of the internal audit work, in the related companies of Promigas.

4.2 RISK AND COMPLIANCE MANAGEMENT

Compliance Management's basic function is to plan, organize, coordinate, implement, and control the activities related to the process of managing the risks of anti-corruption, money laundering and terrorist financing, personal data protection, regulatory compliance, business risks, and information security, in accordance with the guidelines of the Board of Directors, Promigas Chairman, and corporate policies, in order to prevent inappropriate, unethical, or illegal behaviors and criminal activities that may be carried out by Promigas personnel and by the companies to which back-office services are provided.

Main functions and responsibilities:

- Manage and oversee the effectiveness of ABAC, LAFT, data protection, regulatory compliance, and risk management policies, proposing improvements and addressing staff reports.
- Monitor and coordinate the operation of the Anti-Money Laundering and Counter-Terrorism Financing Risk Management System (SIPLA) and cooperate with authorities on prevention and control matters.
- Keep the documents handled by Management up to date and oversee staff training on the aforementioned policies.

The role of **Compliance Officer** for the Anti-Money Laundering and Counter-Terrorism Financing System is performed by those individuals appointed for that purpose by the Board of Directors, who carry out the functions entrusted to them under the law applicable to such systems, as well as those set forth in the policies and procedures within

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the framework of the guidelines for security-issuing companies. Likewise, the role of Anti-Corruption Compliance Officer is included

Article Fifth.

External control bodies.

Promigas' external control is exercised through the following bodies:

5.1 STATUTORY AUDIT

The Statutory Auditor, in compliance with the provisions of the Code of Commerce, the Bylaws, and other regulations governing their duties, is obligated to verify that all activities carried out by the Company's administrators and officers are in accordance with the law, the bylaws, and the decisions of the General Assembly and the Board of Directors. Therefore, the Statutory Auditor shall promptly report in writing any irregularity.

Likewise, shareholders may request written explanations from the Statutory Auditor on matters within his/her jurisdiction, but he/she cannot provide them privately or individually to the shareholder, but must refer to them when drafting his/her report to the General Assembly. During the discussions at the General Assembly, any shareholder may request the Statutory Auditor for the necessary explanations regarding the economic results of the fiscal year and the progress of the social business, and the Statutory Auditor is obliged to respond to them.

At Board of Directors' meetings, any of its members may request the Statutory Auditor for explanations regarding the company's financial statements, which the Board is obligated to submit to the General Assembly and for which it is responsible before it. The Statutory Auditor is obligated to answer a written questionnaire, provided that it has been approved by the Board of Directors with the majority stipulated in the bylaws; otherwise, it would not be an act of the Board but rather a private or individual act of one or more of its members, which does not bind the Statutory Auditor.

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5.1.1 Functions.

In accordance with the law and the bylaws, the Statutory Auditor participates in the company's internal control process by evaluating, among others:

- Whether the acts of the corporation's administrators are in accordance with the bylaws and the orders or instructions of the Assembly or Board of Directors,
- Whether the correspondence, account vouchers, and the minutes and share register books are properly maintained and preserved, and
- Whether there are adequate measures for internal control, conservation and custody of the corporation's assets or those of third parties in the corporation's possession.

The report submitted by the Statutory Auditor to the Board of Directors and the General Assembly includes their opinion on the compliance with the aforementioned aspects, among others.

The Statutory Auditor also has the right to inspect at any time the accounting books, minutes books, correspondence, account vouchers, and other documents of the company.

5.1.2 Election.

The Statutory Audit shall be managed by a firm recognized for its integrity and experience, holding a prominent position among the most distinguished firms for its adherence to professional standards and quality control standards, demonstrating its commitment to providing services of the highest quality, so that it meets the requirements set by law and the company's bylaws. In this regard, the Board of Directors may not propose for appointment by the General Shareholders' Assembly firms that have been subject to disqualification, suspension, or any other type of final sanction related to the provision of financial audit services, imposed by a court or regulatory and/or supervisory authority in the countries where the company and its subsidiaries conduct business.

The election and allocation of the Statutory Auditor's remuneration is determined by the General Shareholders' Assembly.

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The Statutory Auditor will only be subject to the Assembly. When circumstances require it, at the discretion of the General Assembly, the Statutory Auditor may have assistants or other collaborators appointed and removed freely by him/her, who will act under his/her direction and responsibility, with compensation determined by the Assembly, without prejudice to the fact that auditors may have collaborators or assistants hired and appointed freely by them. The statutory audit team must comply with standards of suitability and good reputation.

Additionally, after a certain period, it is considered prudent to rotate statutory auditors so that other firms of recognized prestige can undertake this activity. This provides greater guarantees to shareholders and ensures total transparency in the management of the Statutory Audit. In any case, the maximum duration of the Statutory Auditor's contract and the applicability of extensions to it will be the responsibility of the General Shareholders' Assembly. The corporation promotes the rotation of the partner of the Statutory Auditing firm assigned to the corporation and its work teams.

5.1.3 Special prohibitions for being a Statutory Auditor.

The persons established in Article Forty-First of the Corporate Bylaws may not serve as Statutory Auditor.

The elected Statutory Auditor may not hold any position in the same corporation or in its subordinates during the respective period. Likewise, the Statutory Auditor may not be contracted for professional services other than those of the financial audit itself and other functions recognized in the regulations in force. This limitation extends to individuals or entities affiliated with the Statutory Auditing firm, including its related companies, as well as companies where there is a significant overlap of partners and/or administrators with those of the Statutory Audit firm.

5.1.4 Information from the Statutory Auditor to the shareholders about relevant findings.

The Statutory Auditor, in the report submitted to the General Shareholders' Assembly, must include relevant findings, with the purpose of ensuring that shareholders and other investors have the necessary information to make informed decisions.

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5.2 EXTERNAL AUDIT OF MANAGEMENT AND RESULTS

Regardless of the internal control, all public service companies, such as Promigas, are required to hire a permanent external audit of management and results with specialized private individuals, for minimum periods of one year. When a change of external auditors is desired, permission must be requested from the Superintendency of Residential Public Services, informing them of the reasons behind the decision.

The external audit shall serve the interests of both the organization and its shareholders, as well as the benefits that users actually receive. Consequently, it is required to inform the Superintendency of Residential Public Services of any situations that jeopardize the financial viability of the company, any deficiencies found in internal controls, and, in general, its evaluations of the company's management. In any case, they shall also prepare, at least once a year, an evaluation of the management of Promigas.

5.3 SUPERINTENDENCY OF RESIDENTIAL PUBLIC SERVICES

The Superintendency of Residential Public Services is the entity responsible for exercising control, oversight, and inspection of Promigas' activities.

The semi-annual reports sent to this entity allow it to monitor the goals set by Promigas in the Five-Year Management and Results Plan approved by the Mining and Energy Planning Unit (Unidad de Planeación Minero Energética -UPME) of the Energy and Gas Regulatory Commission (Comisión Reguladora de Energía y Gas -CREG).

The Superintendent of Residential Public Services may request, every quarter, reports from the residential public services company regarding the performance of the external auditor and, if it is found that the auditor is not fully performing their duties, may recommend the company remove them.

5.4 FINANCIAL SUPERINTENDENCE

Since Promigas has its securities registered with the National Registry of Securities and Intermediaries, it is obligated to keep the Financial Superintendency and the Stock

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Exchange permanently updated by submitting year-end information, periodic reports, and relevant information.

5.4.1 Relevant information.

Any situation related to Promigas, or arising from Promigas, that would have been taken into account by a prudent and diligent expert when buying, selling, or holding securities, or when exercising the political rights inherent to such securities, shall be disclosed to the Public Securities Market as material information, in a truthful, sufficient, and timely manner, in accordance with the rules of the securities market and the Company's Information Disclosure Policy to the Market.

5.4.2 Periodic reports to the Financial Superintendency.

It comprises the information that must periodically be disclosed to the market through the RNVE, such as year-end financial statements, interim financial statements, as well as any other information defined as such by the security market regulations.

CHAPTER IV

CONFLICTS OF INTEREST

Article Sixth.

Prevention, management, and disclosure of conflicts of interest between shareholders and directors, administrators, or top management members, and between controlling shareholders and minority shareholders.

Any person or entity subject to this Code must refrain from participating, either directly or indirectly, in activities that involve competition with the corporation or in acts where there is a conflict of interest, unless expressly authorized by the General Shareholders' Assembly.

To ensure transparent management and comply with the above statement, the company bases its activities and actions with its stakeholders on the Credo, its policies, and on current regulations.

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6.1 CREDO

In its Credo, Promigas refers to the values that must guide all aspects related to our business, and we expect our employees, contractors, and suppliers to properly comply, thus responding to the trust placed in them by the company.

6.2 PROCEDURE IN CASE OF CONFLICTS OF INTEREST WITH RELATED PARTIES

In the event of any actual or potential conflict of interest with related parties, the provisions of the Commercial Code, Law 222 of 1995, and any other regulation that may replace, supplement, or amend it, as well as those that regulate it, shall be observed.

When it comes to transactions with related parties involving the administrators, the General Shareholders' Assembly periodically reviews the parameters and conditions under which these transactions are possible, ensuring that they benefit the company and are conducted on market terms, in accordance with the Procedure for Transactions with Interested Parties to Administrators, PPA-802.

6.3 INTERNAL WORK REGULATIONS

This document outlines the duties and obligations of employees, the scale of infractions and disciplinary sanctions, the procedures for verifying infractions, and the methods of applying disciplinary sanctions.

In the event that an employee engages in conduct that implies a conflict of interest, the procedure established in the applicable conflict-of-interest regulation shall be applied.

6.4 ARBITRATION TRIBUNAL

The situation of conflict of interest of the administrators and any differences that occur between the partners or between them and the company, due to the social contract, during the existence of the company and at the time of its dissolution or in the settlement period, which cannot be settled directly within a term not exceeding fifteen (15) days from the notification made by one party to the other, shall be attempted to be resolved by an amicable conciliator, who shall be appointed by the parties by mutual agreement.

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If there is no agreement on its appointment, or if the appointed conciliator fails to reach an agreement between the parties within a term of thirty (30) days from their appointment, the parties will then resort to an arbitration tribunal, which will be composed of three (3) members designated by the Conciliation and Arbitration Center of the Chamber of Commerce of the city of Barranquilla, to whose regulations they will be bound. The court shall rule as a matter of law and notices shall be sent to the legal offices of the shareholders. In all cases where the value of the claims is less than five hundred thousand dollars, the same procedure as described above shall be followed, but the tribunal shall consist of only one arbitrator.

Article Seventh.

Economic relationships between Promigas and its shareholders, administrators and Top Management.

All transactions between the company and its shareholders, administrators and Top Management members are conducted under market conditions.

The credit operations entered into by Promigas with its shareholders, administrators and Top Management members are fully subject to the provisions established by law.

The Top Management, and in general all employees, can access special lines of credit through Promigas and/or the Employee Fund.

These operations are governed by the regulations in force and by the previously agreed provisions.

Article Eighth.

Negotiation of shares by the administrators of Promigas.

The trading of shares by administrators is governed by the provisions of Article Seven of the Corporate Bylaws and the Protocol for the Authorization of Transactions on Promigas Shares by Administrators, as well as by the provisions of Article 404 of the Commercial Code and any regulation that may replace, amend, or supplement it.

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CHAPTER V

RISK MANAGEMENT

Article Ninth.

Risk Management.

Promigas has a Risk Management process that aims to manage risks in order to minimize the probability of their occurrence and reduce the effects that may affect the interests of stakeholders and business continuity. To this end, we are committed to:

- Identify the risks to which we are exposed, evaluate them and implement the best options for their handling.
- Establish adequate controls and monitor their effectiveness and
- Consolidate a risk management culture in the organization.

CHAPTER

VI OUR SHAREHOLDERS

Article Tenth.

Equality of shareholders.

Promigas recognizes the importance of its shareholders and investors, and in this regard, with social responsibility, it not only seeks the profitability of their investment and the growth of the company's value but also aims to ensure the full exercise of their rights and the proper fulfillment of their obligations.

All natural and legal persons of any kind may be shareholders and investors of Promigas.

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Equitable treatment. The corporation shall treat its investors and shareholders equally in terms of requests, complaints and information, regardless of the value of their investment or the number of shares they represent.

All shareholders have the right to participate and vote in both ordinary and extraordinary shareholders' assemblies on all matters discussed, under the conditions set by the General Shareholders' Assembly.

Article Eleventh.

Specific mechanisms that allow shareholders and other investors or their representatives to commission, at their cost and under their responsibility, specialized audits of the issuer, using firms of recognized reputation and track record.

In accordance with the provisions of Article 447 of the Code of Commerce, during the fifteen business days preceding the meeting of the Assembly, the shareholders may exercise their right of inspection and hire specialized auditors to carry out their work within the aforementioned period, in accordance with the provisions set forth in the paragraph of Article Forty of the Corporate Bylaws.

If a shareholder considers it necessary to conduct such audit, he/she shall request it in writing to the General Secretariat - Investor Relations Office of Promigas, the department within the company responsible for addressing investor needs, at the shareholder's own expense and under his/her responsibility, no later than fifteen (15) business days before the General Assembly, indicating at least the following points:

- The name of the shareholder requesting the audit.
- The name of the firm that shall perform the audit, along with a detailed description demonstrating its recognized reputation and track record.
- Detailed justification of the reasons for which the audit is requested.

The audits shall focus on specific matters and they must not address industrial secrets or matters covered by intellectual property laws.

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The external auditor shall be appointed in accordance with procedures that ensure an objective and independent selection.

The Board of Directors must respond in writing to the shareholders' request as promptly as possible and, in any case, reserves the right to reject any request that does not comply with the requirements set forth in this article.

Article Twelfth.

General Shareholders' Assembly

12.1 MEETINGS

Articles twenty-second and twenty-third of the bylaws establish the manner in which the General Shareholders' Meeting may be convened and held.

Notwithstanding the provisions of Article 182 of the Code of Commerce, in order to strengthen and guarantee the right of inspection and information for shareholders prior to the ordinary General Shareholders' Assembly, shareholders, regardless of the size of their shareholding, have the right to propose the inclusion of one or more items to be discussed in the meeting's agenda, within five (5) calendar days following the publication of the notice, provided that the request for new items is accompanied by a justification for consideration by the Board of Directors.

Once the request has been received, the corporation's management shall decide whether the request is appropriate or whether it is necessary to inform the Board of Directors. Notwithstanding the above, in cases where the request is supported by shareholders representing five (5%) percent or more of the share capital, the Board of Directors shall review it and respond to the requestor in the event the request is denied, explaining the reasons for its decision and informing the shareholders of their right to raise proposals during the General Assembly. The response of the Board of Directors may be given in writing prior to the Assembly or during the course of the same, without altering the agenda.

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If the Board of Directors accepts the request, once the deadline for shareholders to propose topics, as established in the preceding paragraphs, has expired, a supplement to the notice of the General Shareholders' Assembly shall be published at least fifteen (15) calendar days prior to the meeting.

Within the same five (5) calendar days following the publication of the notice, shareholders may also submit well-founded new proposals for resolutions on matters already included in the agenda. For these requests, the procedure established in the preceding paragraphs shall be followed.

Among other rights, shareholders shall have the right to inspect the corporation's books and papers within fifteen (15) business days prior to the ordinary General Assembly and may request, sufficiently in advance, the information or clarifications they deem pertinent, through traditional channels and/or, when appropriate, new technologies, or to formulate in writing the questions they deem necessary in relation to the matters included in the Agenda, the documentation received or the public information provided by the corporation.

12.2 PROHIBITION OF CERTAIN CONDUCT TO ENSURE THE TRANSPARENCY OF ORDINARY AND EXTRAORDINARY ASSEMBLIES, AS WELL AS THE EXERCISE OF THE RIGHTS GRANTED BY SHARES TO THEIR HOLDER TO PARTICIPATE IN THEIR DECISIONS

The following conduct is expressly prohibited for those subject to the rules of this Code:

- Encouraging, promoting, or suggesting that shareholders grant proxies without clearly specifying the name of the representative for the assemblies.
- Receiving proxies from shareholders for assembly meetings without the name of the respective representative being clearly specified.
- Accepting as valid proxies granted by shareholders to participate in assemblies without meeting the requirements established in Article 184 of the Code of Commerce.

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- Suggesting or designating to shareholders the names of those who will act as proxies in the assemblies.
- Recommending to shareholders the list they should vote for in the assemblies.
- Suggesting, coordinating, or agreeing with any shareholder or their representatives on the presentation of proposals to be submitted for the assembly's consideration.
- Suggesting, coordinating, or agreeing with any shareholder or their representatives on voting for or against proposals presented in the assembly.
- The failure to comply with the above items by Promigas employees is considered a serious violation of the order provisions and the obligations established in the Internal Work Regulations.

12.2.1 Secretary of the corporation

The corporation shall have a secretary in accordance with Article Forty-Two of the Corporate Bylaws and Article Eleven of the Regulations of the General Shareholders' Assembly.

Obligations of the Secretary before the Assembly.

12.2.2 Publication of the Notice for the General Shareholders' Assembly.

The notice for the General Shareholders' Assembly must be published in a widely circulated national newspaper and on the Financial Superintendency's website as relevant information. Said notice shall motivate the attendance of the shareholders and inform them that only proxies that comply with the requirements established in Articles 184 and 185 of the Code of Commerce shall be admitted.

12.2.3 Special obligations of the Assembly Secretary.

The special obligations of the Assembly Secretary are as follows:

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- Reminding company employees of the obligation to maintain their neutrality before and during the assembly meetings.
- Receiving complaints from shareholders who believe their rights to participate in the assemblies have been violated and providing them with an effective solution to allow them to exercise the rights granted by the ownership of their shares.
- Ensuring that the procedure for verifying offenses and the methods of applying disciplinary sanctions, as established in Chapter XIX of the Internal Work Regulations, is followed when it is necessary to determine the responsibility of an employee accused by a shareholder of engaging in any of the prohibited conduct outlined in Article Twenty-First of this Code.
- Ensuring the logistics required for the smooth conduct of the assemblies.
- Reviewing that the candidates nominated for certain positions on the Promigas Board of Directors meet the legal requirements for independent members and have undergone the appropriate due diligence prior to their appointment.
- Reviewing compliance with the provisions set forth in the Appointment and Remuneration Policy for members of the Board of Directors.

12.2.4 Review of proxies.

The Assembly Secretary is responsible for verifying that the proxies submitted comply with the requirements established in the previous section, and for this reason, must:

- Reject the special powers submitted prior to the notice through which the matters to be addressed in the respective assembly are communicated.
- Reject the proxies sent by shareholders to participate in the assemblies that do not meet the requirements established by law and the Articles of Association of Promigas, particularly the following:

a) Proxies issued in favor of the stockbroker, in accordance with the provisions of Article 2.2.8.11 of Resolution 400 of 1995.

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b) Those issued in favor of employees and administrators of the corporation, in accordance with article 185 of the Code of Commerce. However, administrators and employees may represent their own shares.

c) Those that do not clearly contain the full names and surnames, the type and number of identification document of both the grantor and the proxy, as well as the name of the person to whom the proxy may be substituted.

d) Those that do not provide a copy of the document issued by the entity certifying legal representation, in the case where the grantor is a legal entity.

e) Those that do not comply with the representation rules established in Article 62 of the Civil Code, for those who, according to Article 1504 of said code, are considered incapable.

f) Those that have cross-outs, smudges, or corrections.

For the review of the proxies, the Assembly Secretary must rely on officials from the Vice Presidency of Corporate Affairs and Sustainability and the Corporate Control Management, who are responsible for carefully reviewing each proxy submitted and notifying any inconsistencies they find.

CHAPTER VII OUR SUPPLIERS

Article Thirteenth.

Supplier selection mechanisms.

The following mechanisms are used to select our goods and services suppliers in a transparent and objective manner:

13.1 MANUAL FOR CONTRACTING GOODS AND SERVICES

The purpose of this Manual is to establish the mandatory rules and procedures that must be observed by all officers, employees, suppliers, and contractors involved in the contracting processes for goods and services.

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The Manual outlines the guidelines to be followed for contracting with third parties and the levels of authorization required to request a purchase, select suppliers to invite for quotations, award the purchase, and legalize it through contracts and/or purchase orders.

The Goods and Services Procurement Committee is the body or agency responsible for overseeing, evaluating, recommending, or awarding the procurement of goods and services, as well as addressing any issues arising in Contracts, Purchase Orders, or Commercial Offers, in accordance with the amounts established in the Manual and its Annexes for each company, and for recommending approval of purchases to higher authorities (the Presidency or the Board of Directors, as applicable).

The Committee has its own regulations, which define its composition and set out its functions.

13.2 REGULATIONS OF THE SINGLE GOODS AND SERVICES SUPPLIERS REGISTRY

The purpose of these regulations is to describe and standardize the procedure for the registration and classification of goods and services suppliers by specialty, the management of deficient suppliers, and the registration, classification, and monitoring of suppliers.

13.3 ETHICAL BUSINESS PRINCIPLES AND CONFLICTS OF INTEREST

The contracting process for goods and services is guided by the principles of equal opportunity, impartiality, objectivity, transparency, efficiency, and sustainability, seeking broad supplier participation and the conclusion of agreements aimed at creating joint value.

All acts and contracts signed by Promigas and its affiliated companies contain a provision regarding this title, which aims, above all, to:

- a. Maintain adequate internal controls.
- b. Hold appropriate records and reports on all transactions.
- c. Comply with all relevant laws.

In no way are contractors authorized to carry out, on behalf of Promigas and its affiliates, any acts that could result in inaccurate or inappropriate records and information regarding assets, liabilities, or any other transaction, or that could violate the relevant law. Therefore,

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in the execution of any contract, contractors will notify Promigas as soon as possible of any information that may indicate a deviation from the course of conduct outlined by these ethical principles.

Similarly, regarding the issue of conflicts of interest, Promigas and its affiliates impose on its contractors the obligation to exercise the utmost care and take all reasonable steps to prevent any action that may result in a conflict with the company's interests.

This obligation will also apply to the activities of the contractor's employees and agents in their relationships with the employees of Promigas and its affiliates, vendors, subcontractors, and third parties, and in particular third-party intermediaries (TPIs), in relation to the contracted services. The contractor's efforts will also include, without these obligations being exhaustive, the establishment of precautions to prevent their agents or employees from making, receiving, providing, or offering gifts, courtesies, payments, loans, or other similar items, except for meals and/or occasional courtesies.

At the signing of the contract, or at any time during its execution, contractors shall be obligated to notify Promigas and its affiliates the identity of any of its representatives or employees, or their family members, regarding whom the contractor knows they have, in any form, a significant interest in their activities or finances.

PROMIGAS

CHAPTER VIII

TRANSPARENCY, FLUIDITY AND INTEGRITY OF INFORMATION

Promigas' Code of Good Corporate Governance aims to ensure that information is presented accurately and regularly on all material issues concerning the corporation, including results, financial situation, internal control, shareholder composition and corporate governance.

The company will make available to shareholders and other individuals interested in its activities, channels for disseminating information in addition to the legal ones.

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Article Fourteenth.

Criteria, policies, and procedures applicable to the transparency of the information that shall be provided to shareholders, other investors, the market, and the general public.

Promigas is committed to providing timely, complete, and accurate information about its financial statements and business and administrative performance. This includes financial and accounting statements, operations involving its own shares and other securities, opportunities and issues related to the evolution of its activities, organizational development, the competitive environment, and business projects.

It shall also present projected cash flows; guarantees provided to Promigas or third parties, their type, status, performance and market value; relevant information on risk management; management and investment policies; bank indebtedness and main creditors.

To provide this information, Promigas has the following means:

14.1 MANAGEMENT AND SUSTAINABILITY REPORT

In accordance with legal provisions and the bylaws, the Presidency and the Board of Directors of Promigas annually present a management report for the previous fiscal year to the General Shareholders' Assembly. This report includes financial information, key operational and administrative activities, the results of investments in other corporations, and the main projects to be developed in the current year, with a focus on sustainability.

14.2 PROSPECTUS FOR THE ISSUANCE AND PLACEMENT OF BONDS

It is the document that contains the characteristics of the bonds to be issued, the general conditions of the offer and placement, general and financial information about Promigas, as well as the situation of the natural gas market and our company's position in that market.

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14.3 INVESTOR RELATIONS DEPARTMENT

The Investor Relations Department (IR Department) is intended to maintain permanent contact with the community of shareholders, investors, and local and international analysts, with the aim of fostering a preference for investing in Promigas through knowledge of the company, the quality of its information, and the proper disclosure of activities by means of publishing relevant information on the Financial Superintendence's website, quarterly earnings presentations, *Investor Days*, *Roadshows*, among others. In general, it is responsible for understanding and responding to their various needs, requirements, and suggestions. In addition, it serves as a link between shareholders and investors, and the company's governing bodies.

If an investor believes there is any non-compliance with these rules, he/she must submit a written communication to the Investor Relations Department, located at Promigas' administrative headquarters, Calle 66 No. 67-123, in the city of Barranquilla, or to the following email address: inversionistas@promigas.com. The IR Department will send a response to the request and provide appropriate handling according to the type of requirement.

14.4 WEBSITE

Promigas has at the disposal of the different audiences its web page (www.promigas.com) where information of interest is presented, both for its shareholders and investors, as well as for other people interested in its activity (customers, analysts, community, journalists, suppliers, etc.).

This Code of Good Governance and Promigas' financial statements are published on the aforementioned website.

14.5 QUARTERLY REPORTS

Promigas sends shareholders and investors a quarterly report, in which it communicates relevant issues of interest to them, as well as information on the company's most important developments.

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CHAPTER IX

GROUPS OF INTEREST

Promigas acts responsibly in all the activities it undertakes. Therefore, year after year, it has been consolidating an external relationship that is consistent with the humanistic philosophy and ethical principles that characterize its corporate culture. In addition to setting and achieving annual goals and generating profits for shareholders, it seeks to promote and maintain long-term, mutually beneficial relationships with the groups that enable it to grow and develop. These are: community, clients, creditors, shareholders, trade unions, government, suppliers of goods and services, employees, and society in general.

In fulfillment of its corporate social responsibility, Promigas contributes to the social and economic development of the region and the country, especially the underserved communities located in the areas influenced by the natural gas transportation and distribution systems, by carrying out impactful and sustainable social programs through the Fundación Promigas.

TRACK CHANGES

Changes to Version 13 – November 2025

- Elimination of redundancies: Matters regulated in other corporate governance documents will only be referenced from the Code to avoid duplication.
- Update of positions and committees: Names and functions are adjusted to align with the current structure.
- Ethical principles: Replaced by corporate values defined in current policies.
- Update in accordance with current policies and procedures.
- Elimination of references to the Code of Conduct.
- Wording adjustments.
- Personnel selection and compensation: The internal procedure is eliminated, leaving only general concepts.
- Inclusion of the role of the Compliance Officer.

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- Statutory audit: Compliance with standards of suitability and good reputation is made explicit, and the process for appointment and determination of fees is adjusted in accordance with the bylaws.
- Reference to the Credo: An express reference to the “Credo” is included in the Code of Good Governance.
- Conflicts of interest: A reference is made to the Commercial Code, Law 222 of 1995, and any regulation that replaces, supplements, or amends it, avoiding redundancies.
- Share trading: A reference is made to the Protocol for the Authorization of Transactions on Promigas Shares by Administrators, approved in 2024.
- Specialized audits: A clarification is made that such audits will be at the cost and risk of the requesting shareholder, and the auditor will be selected based on criteria of objectivity and independence. The Board of Directors must respond to the request as promptly as possible.
- Limitation of members: A clarification is made that the limitation on participation in more than five boards of directors applies only to corporations (*sociedades anónimas*), in accordance with Article 202 of the Commercial Code and as an action plan in response to audit findings.

Changes to Version 12 - November 2024

- Article 1.2 was modified with respect to the composition of the Board of Directors, increasing the number of principal members from 5 to 7.
- Article 1.7 was limited to listing the minimum support committees that the Board of Directors shall have.
- Article 5.1.2 clarifies the conditions that the statutory auditing firm chosen by the General Shareholders' Assembly must meet.
- Article 12.1 changed the term for convening the Board of Directors for Ordinary Assembly meetings from 15 to 30 business days.

Changes to Version 11 - November 2023

- Article 12.1 included the process for convening an Assembly meeting and a procedure allowing shareholders, regardless of their shareholding, to introduce topics into the agenda of the Ordinary General Shareholders' Assembly.
- Modification of the editing team.

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Changes to Version 10 - February 2017

- In Articles 1.2, 1.7, 3.6, and 4.1, the name of the Audit and Good Corporate Governance Committee is changed to the Audit, Risk, and Good Corporate Governance Committee.
- In Article 1.7, the new functions of the Audit, Risk, and Good Corporate Governance Committee are included, in accordance with the new responsibilities assigned to the committee.

Request No.7002

Changes to Version 9 - December 2015

- The following modifications are made in Article One:
 - In item 1.4, the functions of the Board of Directors that cannot be delegated to Top Management are included.
 - Item 1.5 includes the duties of the president of the Board of Directors.
- The following modifications are made in Article Third:
 - In item 3.1, the new exclusive and non-delegable functions of the General Shareholders' Assembly are included.
 - In item 3.2, the name of the corporate strategy planning process is changed to the organizational strategy management process and the strategy management subprocess, as well as the vice presidencies that lead them.
 - In item 3.4, the names of the Organizational Development Committee and the Communications Committee for Crisis Management are changed to the Corporate Management Committee and the Crisis Management Committee, respectively.
- In item 5.1.2, the term for the duration of the position of Statutory Auditor and alternate is modified.
- Item 12.2.1 includes the position of the "Secretary of the corporation", the method of election and other related aspects.
- In item 14.3, the term in which the investor relations office will send a response to the topics presented for the consideration of the Board of Directors is included.

Request No.5035

Changes to Version 8 - December 2013

- Modifications were made to the text of items 2.4.1 Personnel Selection and Induction, 2.4.2 Compensation, 2.4.3 Competency Management, and 2.4.4 Responsibility of Administrators.

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- In Chapter II, Mechanisms of Evaluation and Control, the following adjustments were made:
 - In item 3.4 Internal Committees, modifications were made to the texts of the Executive, Organizational Development, and Engineering committees, and the addition of the Physical Security and Crisis Management Communications committees.
 - Items 3.6 Audit Management and 3.7 Fiscal Audit, including part of the content of the first in item 4.1. Corporate Control Management and all the contents of the second one as an introduction to item 5.1 Statutory Audit were deleted.
 - In item 3.6 (formerly 3.8) Anti-Fraud Policy, modification of almost all the aspects taken into account in this policy.
 - Partial change of the text in item 3.7 (formerly 3.10) Evaluation of the Company by Credit Rating Agencies.
- In Chapter III, Control Systems, almost the entire text of item 4.1 Corporate Control Management was modified, and the introduction of item 5.1 Statutory Auditor was added.
- The following adjustments were made in Chapter VII Our Suppliers:
 - In the title of item 13.1 Regulations for the Procurement of Goods and Services, “Regulations” was changed for “Manual” and minor modifications to the text of the same were made.
 - In item 13.2 the title “Registry of Suppliers of Goods and Services” was changed for “Regulations of the Registry of Suppliers of Goods and Services”.

Request No.1154