

**PROMIGAS S.A. E.S.P.  
ORDINARY GENERAL SHAREHOLDER'S  
MEETING**



**RELATED PARTIES  
PROPOSAL**

March 24, 2020

# 1. AGREEMENTS

The General Shareholders' Meeting of Promigas S.A. E.S.P. has authorized for the period March 2019 - March 2021 the execution, amendment or termination of agreements and/or service offers, consulting and/or investment banking services with related parties of their managers, under market conditions, so that the interests of the company are not harmed and taking into account the provisions of article 4 of CREG Resolution 080 of 2019.

The company's Board of Directors will be authorized to verify, prior to the execution of the respective agreement, compliance with the above, ensuring the selection of the best alternative, to certify to third parties the corresponding corporate authorizations, as required. It is understood that in the corresponding process, which must conclude with a recommendation of the Board of Directors, the Manager(s) involved in a conflict of interest may not participate. In addition, the company's management must submit the respective proposal in advance to the Board members not involved in the conflict of interest, including all the relevant information that is necessary or requested by them in order to complete their analysis and issue the recommendation that best meets the company's interests. Management may not carry out the corresponding operation without having previously exhausted the procedure and the Board of Directors having issued its recommendation.

# 1. AGREEMENTS

In addition, managers must observe their obligation to refrain from sharing their own or third party's privileged information that affects free market competition, in accordance with the provisions of article 11 of CREG Resolution 080 of 2019.

Agreements for the provision of goods and/or services whose provider is a public utility company or agreements with companies that have a parent-subsidary relationship with Promigas may be executed with related parties of managers, observing the conditions previously provided. Transactions with recognized educational institutions and professional associations to which the company belongs within the general authorization regime are also permitted. In the above cases, the instances provided for in the corporate bylaws shall be followed to formalize the operations.



## 2. LOANS AND TEMPORARY INVESTMENTS

The General Shareholders' Meeting of Promigas S.A. E.S.P. has authorized for the period March 2019 - March 2021 the execution, amendment or termination of agreements and/or offers of investment of surplus funds, loans and/or leases and hedging operations (including all expenses related with the previous operations) with related parties of their managers, under market conditions, so that the interests of the company are not harmed and taking into account the provisions of article 4 of CREG Resolution 080 of 2019.

The company's Board of Directors will be authorized to verify, prior to the execution of the respective operation, compliance with the above, ensuring the selection of the best alternative, to certify to credit institutions the corresponding corporate authorizations. It is understood that in the corresponding process, which must conclude with a recommendation of the Board of Directors, the Manager(s) involved in a conflict of interest may not participate. In addition, the company's management must submit the respective proposal in advance to the Board members not involved in the conflict of interest, including all the relevant information that is necessary or requested by them in order to complete their analysis and issue the recommendation that best meets the company's interests. Management may not carry out the corresponding operation without having previously exhausted the procedure and the Board of Directors having issued its recommendation.

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Investments in collective portfolios may be made with related parties provided that the respective entity ranks in the top three average returns of the last three months, according to information from the Financial Superintendence of Colombia, being the entity required to observe the Promigas Treasury Policy.

### 3. AUTHORIZATION OF TRANSACTIONS WITH RELATED PARTIES

Regarding investments in certificates of deposit, repos or funding of securities, these may be carried out with related parties provided that the respective entity offers the best profitability.

In addition, purchases of foreign currency in excess of US\$200 thousand shall require a prior quoting process with at least three entities in the sector, choosing the one that offers the best terms. Purchases below said amount can be executed with any entity in the sector.

In these cases, the instances provided for in the corporate bylaws shall be followed to formalize the operations.

Management shall submit to the Board members in each Board meeting a report on the transactions carried out by the company that comply with the guidelines established herein.