

PROMIGAS S.A. E.S.P.
COMPENSATION, DEVELOPMENT AND NOMINATING COMMITTEE REGULATIONS

Artículo 1. Objectives

- To ensure that human resources management at Promigas and related companies is framed within corporate guidelines and modern practices of integral human development.
- To maintain a fair and competitive compensation system that attracts and retains the people the organization needs to fulfill its mission and corporate strategic objectives.

Artículo 2. Composition of the Committee and Frequency of Meetings

2.1. Formation

The Committee shall be composed of three members of the Board of Directors, two of whom shall be independent

Promigas may be represented by the following individuals: the President, the Finance and Administrative Vice President and the Human Resources Manager.

The Committee may obtain support from time to time or on an ongoing basis from members of top management or other persons within the organization with experience in matters within its competence and/or from outside experts.

The Committee shall be chaired by one of the representatives of the Board of Directors, elected from among the three members of the Committee. The President of the Committee may, at the request of the President of the General Meeting of Shareholders, report to it on specific aspects of the Committee's work.

2.2. Frequency of Meetings

The Committee shall meet on an ordinary basis twice a year and on an extraordinary basis when there are issues of interest that cannot be postponed.

Artículo 3. Responsibilities and Duties

The following are the **principal** duties and responsibilities of the Compensation, Development and Nominating Committee:

- To periodically review the compensation policy for members of the Board of Directors and top management, make the pertinent recommendations and suggest updating thereof.
- To analyze the salary structure, propose the preparation of compensation studies and make decisions based on the results obtained
- To periodically review the organizational structure to ensure that it is in line with internal needs and environmental requirements and aligned with corporate strategy
- To periodically analyze the scope, the programs under development and the results achieved in the human management processes.
- To report, **at least once a year**, to the Board of Directors and the General Meeting of Shareholders on the significant results of the management performed by the Committee and to respond to the questions raised by the shareholders on matters within its competence.

- To identify the proposed composition of the most suitable functional and personal profiles for the Board of Directors, as well as the criteria for its composition.
- To evaluate the time and dedication necessary for the members of the Board of Directors to adequately perform their duties.
- To periodically evaluate the skills, knowledge and experience of the members of the Board of Directors.
- To support the Board of Directors in the exercise of its decision-making or advisory functions related to the appointment and compensation of the members of the Board of Directors and top management.
- To support the President of the Board of Directors in carrying out the evaluation of this body, reviewing the results and, if necessary, making suggestions.
- To propose to the Board of Directors the succession policy for its members, top management and key executives; also propose the compensation criteria for the latter.
- To centralize and coordinate, prior to the General Meeting of Shareholders, the recommendations for the process of forming the Board of Directors, so that they may be aware of the needs of the administrative body.
- To guarantee the coordination and permanent relationship with the Board of Directors, as well as with the committees of the subordinate companies.
- To supervise compliance with the compensation policies of the members of the Board of Directors and other managers and the transparency and disclosure of their compensation.
- In cases of election or ratification of the members of the Board of Directors, to formulate a proposal containing an evaluation of the work that the proposed member has been performing and the effective dedication to the position during the last period.
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- Inform the Board of Directors of those cases of members that may negatively affect its operation or the reputation of the company, especially when they are affected by incompatibilities, disqualifications or legal prohibitions.
- To prepare the annual report on the compensation policy for members of the Board of Directors and top management.
- Propose the company's human resources policy.

Artículo 4. Minutes

The Committee shall prepare minutes of the meeting, stating the progress of the meeting and the matters discussed, which shall be signed by the President of the Committee and the Secretary.

Artículo 5. Compensation

The members of the Committee shall be compensated in accordance with the fees set by the General Meeting of Shareholders of Promigas S.A. E.S.P. for such purpose. In any case, compensation shall be for attendance at meetings.

Artículo 6. Approval and Amendments

This regulation was approved by the Board of Directors at its meeting on October 27, 2005, and last amended on November 28, 2017.