

PREAMBLE

This Committee, recognizing the role that Strategy, Corporate Governance and Risk Management play in the Company's strategic framework, is intended to assist the Board of Directors in its functions of proposing and supervising measures in these matters, in accordance with the functions established in the Bylaws, the Code of Good Governance and these regulations.

The Strategy, Governance and Risk Committee is a body that supports the management of the Board of Directors. In this sense, it does not replace the function of supervision and implementation of measures that corresponds to the Board of Directors and Senior Management on such matters.

CHAPTER I**About the Strategy, Governance and Risk Committee**

Article 1. Composition and Remuneration. The Strategy, Governance and Risk Committee shall be comprised of at least three (3) independent or equity members of the Board of Directors. The Committee shall elect its President. The President and Vice Presidents of the company will attend as permanent guests and, when appropriate, the Risk and Compliance Manager. The Secretary of the Board of Directors will act as Secretary of the Committee.

The members shall be elected by the Board of Directors for a two (2) years term, which may be extended and shall be remunerated for each meeting attended.

Members of the Committee shall have adequate experience and knowledge in the areas of good governance, financial, risk, and/or legal matters to perform their duties.

Article 2 Meetings. The Committee shall meet at least three (3) times a year or whenever circumstances so require, at the Company's domicile or at the place indicated in the notice of meeting. It may hold non-face-to-face meetings or make decisions through virtual means, in accordance with current regulations.

Two (2) of its members shall constitute a quorum for deliberations at Committee meetings. Decisions shall be made by simple majority. In the event of a tie, the matter shall be submitted to the Board of Directors for consideration.

Article 3 Minutes. The decisions of the Committee shall be recorded in minutes, which shall be signed by the President and the Secretary of the Committee, and shall comply with the provisions of Articles 189 and 431 of the Commercial Code.

The documents submitted to the Committee that are used as support for its decisions shall constitute annexes to the minutes and as such shall form an integral part thereof.

CHAPTER II

Functions of the Strategy, Governance and Risk Committee

Article 4°. The functions of the Strategy, Governance and Risk Committee are as follows:

a) In relation to the Strategy the Committee shall focus on Sustainability and Innovation:

In relation to Sustainability:

1. Support the Board of Directors' management regarding the Company's sustainability strategy.
2. Guide the Management for the adoption of goals and indicators of the strategic pillars of the sustainability model.
3. Periodically review the management's reports on progress in the sustainability plan and strategic social investment.
4. Review the company's decarbonization strategy and evaluate its implementation.
5. Reflect on and propose measures regarding best sustainability practices, which serve to strengthen the Company's commitment and alignment with the corporate strategy with a sustainable focus, as well as the relationship with all stakeholders.

In relation to Innovation:

1. Provide leadership, guidance and timely follow-up to the design and performance of the innovation system.
2. Prioritize and evaluate the emphasis of corporate innovation in the core axes of the business, the energy transition and digital innovation, among others.
3. Evaluate, especially, innovation topics that require board-level investments, high technological risk and very long-term returns.
4. Monitor compliance with the innovation strategy.

b) In relation to Corporate Governance:

1. Coordinate, with the support of the Legal and Sustainability Vice Presidency, the induction process for new Board members and promote their training and updating on topics related to the Board's competencies.
2. Review and assess how the Board of Directors fulfilled its duties during the period.

3. Study the proposed amendments to the Bylaws and the Code of Good Governance related to the good governance of the Company and submit the amendments, updates and repeals of the provisions concerning the Corporate Governance.
4. Attend to complaints from shareholders and Investors who consider that the Company does not apply the adopted Corporate Governance policies.
5. To ensure that shareholders, the market in general and other stakeholders of the Company have full, truthful and timely access to the information to be disclosed.
6. Report to the Board of Directors the matters discussed at its meetings and make recommendations as appropriate.
7. Supervise compliance with the requirements and procedures for the election of the members of the Board of Directors of the Company.
8. Review that the Company's Corporate Governance practices, business and administrative conduct and behavior comply with the provisions of the Code of Good Governance and other internal and regulatory standards. And in that sense, learn about:
 - i. Cases related to possible non-compliance with the Corporate Governance Policy.
 - ii. Conflict of interest situations involving Directors and Senior Management in relation to the Company.
 - iii. Relevant information events that have been disclosed to the market.
 - iv. Regulatory developments, measures, recommendations and best practices in Corporate Governance.
 - v. Actions related to the conduct of members of the Board of Directors that may be contrary to the provisions in the Bylaws, the Regulations of the Board of Directors, and other internal regulations, which will be reported to the Board when deemed necessary by the Committee.
 - vi. The Annual Corporate Governance Report for recommendation to the Board of Directors for the General Shareholders' Meeting.
9. Monitor the negotiations carried out by Board Members and Managers with shares issued by the Company or its subsidiaries.
10. Lead the evaluation process of Board members, as well as the evaluation of the time commitment required to be a Board member.
11. Assist in the evaluation of candidates proposed to be Board members.

c) In relation to Risks:

- a) Establish guidelines for risk management and compliance under best practices in Governance, Risk and Compliance (GRC) and the Company's objectives.
- b) Promote the integration of risk management into all organizational processes.
- c) Promote the adaptation of the Corporation's risk management to an advanced model that allows the configuration of a risk profile under the strategic objectives.
- d) Recommend for approval by the Board of Directors the Comprehensive Business Risk Management Policy, Risk Appetite, risk profile, Strategic Risks, among other high-level aspects related to the topic.
- e) Know the main risks of the Company and the results of the monitoring performed on them, and to follow up the action plans established by the Board of Directors of Promigas and related companies for risk management.
- f) Report to the General Shareholders' Meeting on the company's risk management, through a special section included in the Board of Directors' management report, including strategic risks, business risks, climate change risks, third parties, among others.
- g) Review and assess the integrity and adequacy of the company's risk management function, including the company's risk control systems and tools.
- h) Monitor the degree of adequacy of the risks assumed in accordance with the defined risk profile.
- i) Supervise the efficiency of the regulatory compliance function and anti-money laundering and terrorist financing.
- j) Carry out periodic monitoring of the degree of compliance with the Code of Conduct and the effectiveness of the confidential reporting system, evaluating unethical actions that arise, the content of the reports made, and the action plans taken by Management, making relevant recommendations to the Board of Directors when necessary regarding cases related to corruption.

Be informed of the measures taken in the event that the Management has confirmed any case of corruption.

- k) To be aware of actions related to the conduct of members of the Board of Directors of the Company that may be contrary to the provisions of the Bylaws, the Regulations of the Board of Directors and other internal regulations, of which the latter will be informed, when in the opinion of the Committee it is necessary.
- l) Give their opinion on the reports submitted to them on risk and compliance matters, such as:

- a. Status of the regulatory compliance program and improvement plans defined by the process owners in those situations in which there are significant risks of non-compliance with regulations, as well as the action plans that have not been resolved in accordance with the timeframes defined by the responsible areas.
 - b. Report from the Compliance Officer regarding the evaluation of the ABAC control attributes, assessing whether they operate consistently and systematically, or any failure that is communicated to them.
 - c. Results of periodic monitoring carried out on the different risks.
- m) Develop improvement initiatives deemed necessary for the infrastructure, systems, and risk management methodologies and tools, based on the results of risk management exercises and indicators from Promigas and its affiliated companies.

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