

## **1. GENERAL ASPECTS**

The main function of the Audit Committee (the “Committee”) is to advise and support the Board of Directors in supervising the effectiveness of Promigas’ internal control system and its improvement, which shall take into account the business risks and comprehensively evaluate all areas of the Corporation; it shall also ensure that the preparation, submission, and disclosure of financial information complies with the provisions of legal regulations.

To ensure adequate support, the Committee shall oversee that internal control procedures are aligned with Promigas’ objectives, strategies, and risk profile, and are consistent with internal control objectives, including operational efficiency and effectiveness, as well as the adequacy, accuracy, and reliability of financial reporting.

The Committee does not replace the Board of Directors or Management in their responsibilities of supervision and implementation of Promigas' internal control system. Its specific objective is to monitor that the internal control system has policies and procedures that contribute to the achievement of Promigas' strategic objectives, in such a way that it has the appropriate administrative and operational structure for this purpose, as well as for compliance with the established internal control objectives.

It also aims to supervise the presentation of financial information, evaluate the processes of the Internal Audit Management and Statutory Auditors and provide a communication channel between the Statutory Auditors, the Internal Audit Management, the Management and the Board of Directors.

## **2. COMPOSITION OF THE COMMITTEE AND FREQUENCY OF MEETINGS**

### **2.1 Composition**

The Audit Committee shall be composed of at least three (3) members of the Board of Directors, including all independent directors. Decisions shall be adopted by simple majority. The Chair of the Committee shall be an independent director and may be re-elected. The Chair’s responsibilities shall include the following:

- Chairing and leading the ordinary and extraordinary meetings of the Committee.
- Signing the Committee’s minutes jointly with the appointed Secretary.
- Representing the Committee whenever required.

Collectively, the members of the Committee shall have experience and knowledge in the financial, risk, audit, internal control and legal areas.

The meetings of this Committee shall be attended by the Internal Audit Manager and the Statutory Auditor and, as guests, the President and the Financial and Administrative Vice President. The attendance of the Statutory Auditor shall be mandatory, with voice, but without the right to vote. In addition, Promigas employees or external collaborators to whom the Committee entrusts specific tasks, who have responsibilities in the topics to be discussed or have experience in them, and whose attendance is considered necessary and appropriate for the development of the meeting, may attend as guests.

The Secretary of the Committee shall be the Internal Audit Manager, who shall be responsible for preparing the minutes of the meetings, maintaining their custody, issuing meeting notices via email, and performing any other duties assigned by the Committee.

## **2.2 Meetings**

The Committee shall meet on an ordinary basis at least every three (3) months and on an exceptional basis when it is deemed that there are matters of interest that cannot wait for an ordinary meeting. The Committee may request members of management or others attend meetings to provide such information as may be necessary.

The Committee may meet separately with the Internal Audit Manager and the Statutory Auditor.

## **Committee Minutes**

The decisions and actions of the Audit Committee shall be recorded in minutes, which shall comply with the provisions set forth in Article 189 of the Colombia Commercial Code. The documents reviewed by the Committee that support its decisions will be an integral part of the minutes; therefore, if not transcribed therein, they will be attached as appendices.

## **3. DUTIES AND ROLES**

The scope of the Audit Committee's duties and roles involve the following:

1. Review, supervise and evaluate the efficiency of the structure of the internal control system, to establish whether the designed procedures reasonably protect the company's assets and interests, and if necessary, propose to the Board of Directors the structure, procedures and methodologies necessary for the operation of the internal control system.

2. Approve the selection, appointment, compensation and dismissal of the Internal Audit Manager; in case of removal or resignation, this situation shall be communicated to the market through the channels provided for such purposes. Annually evaluate the performance of the Internal Audit Manager.
3. Supervise the activities, the organizational structure and the qualification of the Corporate Control Management function, to determine their independence in relation to the activities they audit and verify that the scope of their work meets the company's control needs.
4. Identify any limitations that may prevent the Internal Audit Function from fulfilling its authority, role, and responsibilities.
5. Review, approve, and monitor Promigas' risk-based annual audit plan prepared by the Internal Audit Function, as well as key issues addressed in the Committees of Promigas' subsidiaries, providing observations when required. Ensure coordination between internal auditors and external auditors and ensure the Internal Audit Function has the necessary resources to achieve its objectives.
6. Approve the Internal Audit Charter, which incorporates the Audit Mandate: authority, role, responsibilities, scope, and types of audit services.
7. Evaluate internal control reports presented by the Internal Audit Function, Statutory Auditor, and other oversight institutions such as the Superintendency of Finance, Superintendency of Public Utilities, Energy and Gas Regulatory Commission (CREG), National Tax and Customs Directorate (DIAN), and follow up to ensure Management implements action plans for identified weaknesses.
8. To ensure the transparency, veracity and timeliness of the financial information prepared by the entity and its appropriate disclosure to shareholders and the market in general, ensuring that the necessary controls and adequate instruments are in place to verify that the financial statements reflect the financial position of the entity and the results of operations.
9. Analyze financial information with emphasis on changes in accounting policies and estimates, significant adjustments as a result of the audit process, assessment of business continuity and compliance with applicable laws and regulations affecting the company. Without prejudice to the functions attributed by the regulations to the Statutory Auditor and Senior Management, and in the event that the opinion of the Statutory Auditor contains qualifications or unfavorable opinions, it shall issue a

pronouncement on its content and scope, which shall be made known to the shareholders and the public securities market through the issuer's Web page in charge of the respective internal unit; as well as verifying that the Senior Management takes into account the recommendations of the Statutory Auditor and, if applicable, lead the process of replying to the observations included in its report.

10. Consult with external advisors on matters of interest in legal, corporate, administrative, etc., that may have an impact on the company's results.
11. Request any reports deemed necessary for the proper performance of its duties.
12. Propose to the Board of Directors, for submission to the General Shareholders' Meeting, the change of the Statutory Auditor of the Company.
13. Establish the policy for the rotation of individuals performing the role of statutory auditor, in accordance with best practices and the regulations governing audit firms.
14. Supervise the services of the Statutory Auditors, which includes evaluating their quality and effectiveness. Likewise, it is necessary to evaluate whether there have been situations that may limit access to information or threaten their independence and any other situations related to the audit plan and its development and report them to the Board of Directors.
15. Hire independent consultants, at the Company's expense, to receive advice on performing its duties.
16. Prepare, at the end of each fiscal year, a formal report to the Board of Directors summarizing its activities, conclusions, and recommendations, especially on the evaluation of the Internal Control System and other relevant activities.
17. Report to the Board of Directors and the General Shareholders' Meeting on findings and risk situations as appropriate.
18. Ensure accounting standards are properly applied in the preparation of financial statements presented to the Shareholders' Meeting, and that internal information is reliable for decision-making.
19. Understand and evaluate the process of preparation, presentation, and disclosure of financial information.

20. Periodically monitor compliance with the Code of Ethics and the effectiveness of the confidential reporting system, evaluating unethical conduct, complaints, and Management's corrective actions, making recommendations to the Board as needed.
21. Be represented by its Chair at the General Shareholders' Meeting to respond to shareholder inquiries regarding matters within the Committee's competence.
22. Verify that periodic information provided to the market is prepared in accordance with the same principles and professional practices as annual financial statements, reviewing such information before dissemination.

### **Ongoing Activities**

1. Provide an open communication channel between the Statutory Auditor, Internal Audit Manager, Legal and Sustainability Vice Presidency, President, and Board of Directors.
2. Consult with Management, the Statutory Auditor, and the Internal Audit Manager on significant risks and evaluate steps taken by Management to mitigate such risks.
3. Periodically report to the Board of Directors on significant outcomes of activities performed.
4. Consider and review in Committee meetings with Management, Statutory Auditor, Internal Audit Manager, and Legal and Sustainability Vice Presidency:
  - Significant findings during the year, including the status of action plans from prior audits.
  - Any difficulties encountered during audits, including scope limitations or restricted access to necessary information.
  - Any changes to the defined scope in the internal audit plan.

### **Scheduled Activities**

1. Follow up jointly with Management and the Statutory Auditor on audit results and their comments, including:
  - Audited financial statements with notes and auditor opinion.
  - Significant changes to the Statutory Auditor's audit plan.
  - Any difficulties or disputes with Management during the audit process.

2. Annually review and update, if necessary, the Audit Committee Regulations.

#### **Occasional Activities**

1. Review and approve any management consultancy requests to be performed by the firm providing Statutory Audit services and be informed of any other studies requested by Management outside the scope defined in the audit engagement letter.
2. Periodically review with legal advisors regulatory matters that may have a material effect on financial statements and compliance with policies and programs.
3. Authorize audits or investigations within the scope of the Committee's responsibilities.

#### **Evaluation of Committee Members**

Committee members shall be evaluated in accordance with Article Fourteen of the Internal Regulations of the Board of Directors.