



RULES AND REGULATIONS
OF THE CORPORATE GOVERNANCE COMMITTEE
Grupo de Inversiones Suramericana S.A.

PREAMBLE

The Corporate Governance Committee as a body providing management support to the Board of Directors, are responsible for handling the Company's corporate governance in the Company, with regard to the Board of Directors, Senior Management, and Good Governance.

This Committee shall provide support in making decisions in terms of drawing up strategies and monitoring good corporate governance practices that the Company must adopt, in accordance with its responsibilities stipulated in the Company's Code of Corporate Governance and these rules and regulations.

The Corporate Governance Committee shall not be responsible for supervising and deploying good corporate governance practices, since this corresponds to the Board of Directors and Senior Management. As such, its liability shall be limited to providing support to the governing body with regard to the decisions to be made.

These Rules and Regulations governing the Corporate Governance Committee are designed to ensure that good corporate governance policies and practices are duly adopted, so that the Company may continue to adequately carry out its business purpose and attain its objectives within the statutory and legal framework governing this matter.

CHAPTER I

Corporate Governance Committee

Article 1 Structuring and Remuneration. The Corporate Governance Committee consists of three (3) members of the Board. Its Chairman shall be appointed

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from amongst its members Its meetings shall be attended by the Company's Chief Executive Officer and the Company Secretary shall act as Secretary to such.

Its members shall be appointed by the Board for periods of two years, and their remuneration shall be the equivalent of the same fees paid to the Board of Directors for each meeting attended.

Article 2 Meetings. The Committee shall meet at least twice (2 times) a year or when circumstances so require, at the Company's registered place of business or at the place stated in the notice given for such meetings. Meetings may be held remotely or decisions made via on-line channels, in accordance with current legislation.

The quorum for deliberating and discussing matters put before the Committee shall be complied with by the presence of two of its members. Decisions may be taken by a simple majority vote. In the case of a tie, the matter shall be submitted for the consideration of the Board.

Article 3 Minutes of Committee Meetings. The Committee's Decisions shall be recorded in the form of minutes that shall be consecutively numbered, and signed by the members attending the meeting along with the Company's Chief Executive Officer and the Secretary to such meeting.

The documents provided to the Committee in support of the decisions made shall form an integral part of these minutes, and shall be considered as attachments to these same.

CHAPTER II

The Responsibilities of the Corporate Governance Committee

Article 4°. The responsibilities of the Corporate Governance Committee hinge on three main fronts, namely:

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a) Responsibilities with regard to the Board:

1. Monitoring and evaluating the processes carried out by the Board and its committees, as well as their overall performance.
2. Identifying any conflicts of interest that may exist at board member level and prevent the misuse of insider information by these same members.
3. Monitoring member attendance and participation at Board meetings.
4. Reviewing and evaluating how the Board performs its functions and ensure that any improvements or recommendations resulting from the evaluations of the Board itself as well as on an individual member basis are opportunely acted upon.
5. Ascertaining the conduct of members of the Company's Board of Directors and ensure that said conduct does not go against that stipulated in the Company's by-laws, the rules and regulations governing the Board of Directors and another other internal regulations, when informed of such or when the Committee should so decide,
6. Periodically monitoring trades on the part members of the Board of Directors with regard to shares issued by the Company or by other issuers belonging to the SURA Business Group and generally speaking, their stock market dealings.
7. Coordinating the induction of new Board members and encouraging additional skill-building and training on issues coming under the scope of the Board.

b) Responsibilities with regard to Senior Management:

1. Identifying the existence of any conflicts of interest on the part of the Company's Legal Representatives and Senior Management directors and prevent the misuse of insider information by these same officers.
2. Act as an Ethics Committee whenever an accusation has been filed against the Company's Chief Executive Officer, Senior Executive Officers or Chief Auditing Officer.

c) Responsibilities with regard to the Company's Corporate Governance:

1. Monitoring Company performance of the Company with regard to corporate governance, according to the following methodology:

Ascertaining:

- Events that have been reported to the market, in accordance with current reporting requirements.
- Conflicts of interest on the part of Company employees or members of the Board.
- Complaints reported by the Ethics Committee, as received prior to the Committee meeting as well as the solution that was provided to address such.
- External requirements on the part of government authorities.
- Any regulatory incidents in terms of corporate governance.

The Committee shall review and approve the Annual Corporate Governance Report submitted each year for the consideration of the General Assembly of Shareholders, prior to including this in the Company's Annual Management Report.

2. Identify the existence of any conflicts of interest amongst Company shareholders and investors, and prevent the misuse of insider information by these same.

3. Ensure that Company shareholders, the market in general and other stakeholders have access to complete, accurate and timely information that the Company is bound to disclose.

4. Monitor the negotiations by legal representatives, directors and other persons who, by law, require authorization to trade shares issued by other issuers belonging to the SURA Business Group.

5. Monitor compliance with the Code of Good Corporate Governance and propose reforms, adjustments and modifications to the text of such.



6. Meet within ten (10) calendar days following any complaints received from shareholders and investors with regard to any failure on the part of the Company to apply the adopted Corporate Governance policies.
7. Consider proposals to reform the Company's By-Laws and Code of Good Governance as relating to the Company's governance and submit for the consideration of the Board any changes, amendments, updates and amendments that should be approved by the Board of Directors.
8. Verify that the Company's corporate governance practices, its business and administrative and conduct comply with that stipulated in the Code of Good Corporate Governance Code as well as any other internal and regulatory provisions.
9. Monitor the Company's handling of its brand and corporate reputation..