



**RULES AND REGULATIONS GOVERNING THE SUSTAINABILITY AND  
CORPORATE GOVERNANCE COMMITTEE OF GRUPO DE INVERSIONES  
SURAMERICANA S.A.**

**PREAMBLE**

This Committee, in recognition of the role that sustainability and corporate governance plays in the Company's strategic framework, is in charge of recommending to the Board of Directors the best practices in terms of sustainability and corporate governance to be adopted by the Company, while monitoring these, in accordance with the responsibilities laid out in the Company's Code of Good Governance and in these Rules and Regulations. It is also responsible for providing its advice when appointing members of the Board of Directors and Senior Management, as well as the approach to be taken in terms of strategic Human Talent Management.

The purpose of this Committee is to promote the adoption of policies, procedures and other rules and regulations aimed at good governance and sustainable development, so that the Company may continue to adequately carry out its corporate purpose and fully achieve its strategic objectives, within the statutory and legal framework governing its activities.

The Committee's responsibility will be limited to providing support to the Board of Directors for their decision-making process. In this sense, it does not replace the responsibility for overseeing and implementing measures for said matters which corresponds to the superior governing body and Senior Management.

**CHAPTER I**

**About the Sustainability and Corporate Governance Committee**

**Article 1 Formation and Remuneration.** The Sustainability and Corporate Governance Committee is made up of three (3) members of the Board of Directors. They shall appoint a Chairman from among their members, who must enjoy an independent status. The Company's CEO as well as the Chief Corporate Legal Affairs and Chief Compliance Officers shall attend the meetings of this Committee in their capacity as permanent guests. The



Company Secretary shall act as Secretary to these meetings.

Members shall be appointed by the Board of Directors and shall serve for a period of two (2) years, and shall receive, in the form of a remuneration, the same fees they receive as members of 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 domicile or at the place indicated in the notice of the corresponding meeting. They may also be able to hold teleconference meetings or make decisions through virtual media, in accordance with current legislation.

The quorum for deliberating matters brought before the Committee at their corresponding meetings shall consist of two (2) of its members. Decisions will be made by simple majority. In the event of a tie, the matter shall be submitted to the Board of Directors for their consideration.

**Article 3° Minutes.** The decisions of the Committee shall be recorded in the form of minutes, these numbered consecutively, and shall be signed by the members in attendance, the Company's CEO and the Company Secretary.

The documents made known to the Committee in support of its decisions shall form an integral part of the minutes when so stated in said minutes; in which case these shall be attached to these same.

## CHAPTER II

### Responsibilities of the Sustainability and Corporate Governance Committee

**Article 4.** The responsibilities of the Sustainability and Corporate Governance Committee are embodied on four fronts, namely:

#### a) Responsibilities with regard to the Board of Directors:

1 To evaluate the performance of both the Board and its Committees. This may be carried out either through external evaluations or self-evaluations on the part of the Board of Directors. The Committee shall analyze the recommendations made as a result of these evaluations and, when deemed appropriate, shall recommend that they be adopted by the Board of Directors.



2. To periodically evaluate the competencies, knowledge and experience of the members of the Company's Board of Directors.
3. To submit to the Board of Directors the Sustainability and Corporate Governance Committee's Annual Report. This report may be presented as part of the Annual Corporate Governance Report presented by the Company to the General Assembly of Shareholders.
4. To propose and review the criteria that must be followed for setting up Grupo Sura's Board of Directors and to evaluate the suitability of the candidates for members of the Board, as proposed by the shareholders.
5. To inform, when appropriate, the independent status of the candidates for members of the Board of Directors, when these are proposed to the General Assembly of Shareholders by either the Board of Directors or the shareholders themselves.
6. To supervise compliance with the requirements and procedures for appointing members of the Company's Board of Directors.
7. To inform the Board of Directors of all those cases of members who may negatively affect the functioning of the Board of Directors or the Company's reputation, and, in particular, when they are involved in any alleged cases of incompatibility, ineligibility or legal prohibitions.
8. To become aware of any conflicts of interest that may exist on the part of the members of the Board of Directors. In the event that real or potential situations of conflicts of interest actually arise, these shall be reported to the Committee on an annual basis.
9. To propose to the Board of Directors, its succession policy.
10. To monitor director attendance and participation at Board meetings.
11. To ascertain the actions relating to the conduct of the members of the Company's Board of Directors that go against that stipulated in the Bylaws, the Rules and Regulations governing the Board of Directors and other internal regulations, which shall be reported to the Board, when the Committee deems necessary.
12. To coordinate, with the support of the Company Secretary, the induction process for new members of the Board of Directors and to promote their training and updating on issues relating to the powers of the Board of Directors.
13. To submit a preliminary report on appointing the Secretary to the Board of Directors.

**b) Responsibilities Regarding Senior Management:**

1. To become aware of any conflicts of interest on the part of the Company's Legal Representatives and Administrators.
2. To become organized as an Ethics Committee when the reported act involves the Company's Chief Executive Officer, other Senior Officers or Auditor as well as other key executives as defined by the Company.
3. To conduct a formal evaluation of the performance of Senior Management, including the Company's Chief Executive Officer, taking into account their integrity, vision, leadership, achievement of goals, succession plan, relationship with stakeholder groups and with their direct reports, through occasional interactions with these.

**c) Responsibilities regarding the Company's Good Governance:**

1. To monitor the Company's performance in matters of Corporate Governance, in accordance with the following methodology:
  - 1.1 To become informed regarding:
    - Events concerning relevant information that has been disclosed to the market.
    - Situations of conflict of interest that have arisen on the part of Board Members and Senior Management, with respect to the Company.
    - Handling cases reported during the period prior to when the Committee meets.
    - Regulatory developments in the area of Corporate Governance.
  - 1.2 The Committee shall review and recommend to the Board of Directors the Annual Corporate Governance Report to be submitted to the General Assembly of Shareholders, prior to it being included in the Company's Annual Report.
2. To ensure that the shareholders, the market in general and other of the Company's stakeholder groups are provided with full, truthful and timely access to the information to be disclosed.
3. To periodically monitor the trades carried out by the Administrators and by the other persons who, according to the Company's internal policies, require authorization to negotiate shares

issued by other companies belonging to the SURA Business Group. As far as members of the Board of Directors are concerned, the findings of such monitoring will be disclosed in the Annual Corporate Governance Report.

4. To study the proposed amendments to the Bylaws and Code of Good Governance with regard to the Company's Governance and to submit for the consideration of the Board of Directors any changes, updates and annulments to the corresponding provisions as considered necessary.

5. To ensure that the Company's corporate governance practices, as well as its business and administrative conduct and behavior comply with the provisions of the Code of Good Governance and other internal and regulatory rules. The foregoing shall be recorded in the Annual Corporate Governance Report.

6. To monitor the Company's reputation and brand management.

**d) Responsibilities with regard to Sustainability:**

1. To provide support to the Board of Directors and issue guidelines to Senior Management relating to the Company's sustainability.

2. To provide guidance to Senior Management when adopting, monitoring and improving the Company's environmental, economic and social practices.

3. To ensure that sustainability and corporate social responsibility form part of the long-term strategy of both the Company and the Business Group.

4. To periodically review the Company's social investment and sustainability commitments and policies taking into account the responsibilities assumed before its stakeholders and the strategy to be followed, while observing trends and best practices.

5. To ensure compliance with the commitments, policies and other internal regulations, as defined by the Company, in terms of sustainability and responsible social investment.

6. To recommend to the Board of Directors the adoption of measures that are in line with the Sustainable Development Goals (SDG).

**e) Responsibilities with regard to Human Talent.**

1. To propose to the Board of Directors, the succession policy for Senior Management and



other key executives.

2. To evaluate the candidates and propose the appointment of the Company's Chief Executive Officer and key executives.
3. To propose the objective criteria to be used by the Company to hire its key executives.
4. To propose measures aimed at guaranteeing the Company's ability to attract, retain and maintain a ready supply of critical Human Talent as well as the corresponding succession plan
5. To propose the Company's Human Talent Policy.