

## **RULES AND REGULATIONS GOVERNING THE GENERAL ASSEMBLY OF SHAREHOLDERS**

### **Grupo de Inversiones Suramericana S.A.**

#### **—Grupo SURA—**

### **PREAMBLE**

Grupo de Inversiones Suramericana S.A., hereinafter "Grupo SURA", as part of its best corporate governance practices, hereby regulates the matters relating to its General Assembly of Shareholders, which, together with the relevant provisions of its Bylaws and its Code of Good Governance, constitute the Rules and Regulations governing the aforementioned governing body.

The purpose of these Rules and Regulations is to ensure that the Company's shareholders are informed of the framework governing their meetings, thereby encouraging healthy discussions and sound decision making.

### **CHAPTER I: GENERAL ASPECTS**

In addition to the provisions contained in Chapter V of the Company's [By-laws](#) and that stipulated in its [Code of Good Governance](#) the following provisions shall be taken into account with respect to the structuring of the General Assembly of Shareholders:

#### **1. Shareholder Attendance**

Shareholders may either personally attend a meeting of the General Assembly or may be represented therein for the purposes of discussing the matters brought forward and voting on such, the latter by means of a written power of attorney, in accordance with that provided by law and the terms and conditions set forth in the Company's By-laws and any other rules and regulations that may apply..

Prior to holding a meeting of the General Assembly, Grupo SURA shall make available on its [website](#), the format of a power of attorney that the shareholder may fill in, sign and send either physically or by e-mail to the Company Secretary's offices beforehand. In the event that the shareholder personally attends a meeting of the General Assembly any such power of attorney previously granted shall be understood as having been revoked

In order to ensure utmost transparency and objectivity in the decision-making process, the General Assembly of Shareholders, members of Senior Management and other Company employees must refrain from, either directly or through an intermediary, the following conduct:

- a. Encouraging, suggesting or providing incentives for shareholders to grant powers of attorney where the name of the representative appointed to attend the Shareholder's Meeting in question is not clearly stated.
- b. Receiving from the shareholders powers of attorney for the Shareholders' Meeting in question, in which the name of the respective representative is not clearly stated.
- c. Accepting as valid powers of attorney granted by shareholders which fail to comply with the requirements of Article 184 of the Colombian Code of Commerce, for these representatives to attend the Shareholders' Meeting in question.
- d. Suggesting or determining the names of those acting as representatives of shareholders at meetings of the General Assembly.
- e. Recommending that shareholders vote for a specific list
- f. Suggesting, coordinating, or agreeing with any shareholder or shareholder representative with regard to submitting certain proposals for the consideration of the General Assembly of Shareholders.
- g. Suggesting, liaising, or agreeing with any shareholder or shareholder representative with regard to voting for or against any proposal that is submitted at the upcoming Shareholder's Meeting

In any event, Company's Senior Management or other employees may exercise the ownership rights inherent to their own shares and those they represent when acting as legal representatives. . **In the event of a situation arising that involves a conflict of interest, the procedure set out in the Company's Code of Good Governance, By-laws and [Code of Conduct](#) shall be followed.**

## **2. Functions attributed to other governing bodies**

The General Assembly of Shareholders may not address issues whose function has been legally or statutorily attributed to any other of the Company's governing bodies.

## **3. Chairperson presiding over a meeting of the General Assembly of Shareholders**

In addition to the provisions of the Company's By-laws, the Chairperson shall be responsible for declaring the meeting open, ensuring that the agenda of the matters to be discussed is duly carried out, moderating interventions, complying with and enforcing these Rules and Regulations, terminating, suspending or resuming the meeting, and any other function as provided for by law, the Company's By-laws, its Code of Good Governance or these Rules and Regulations.

## **4. Secretary to meetings of the General Assembly of Shareholders**

The Company Secretary shall serve as Secretary to the meetings of the General Assembly of Shareholders, and shall be responsible for, among other functions, verifying the corresponding quorum, collecting shareholder proposals, reviewing the votes cast, reading out aloud all those reports that the Chairperson of the General Assembly of Shareholders should so indicate, drawing up the minutes to said meetings and generally speaking, providing support to the Chairperson in conducting the meeting in question

## 5. Dilution of Share Capital

In the case of transactions which could cause a dilution of the share capital pertaining to minority shareholders, the Company shall provide a detailed explanation by means of a report issued beforehand by the Board of Directors, which shall be made available to all shareholders within the term allowed for exercising their right of inspection

## 6. Shareholder intervention

Shareholders may participate at meetings of the General Assembly with regard to the matters discussed and in keeping with the guidelines given by the Chairperson of the meeting in question. Here the shareholders shall give their full names and ID numbers so that their contributions can be noted in the corresponding minutes. Should the shareholder decide to participate in writing, he or she shall deliver a physical document containing his or her message to the Secretary, who shall read this out loud.

In order to guarantee the participation of all Shareholders, each intervention shall have a maximum duration of ten (10) minutes.

## 7. Voting

The procedure established in the Company's By-laws shall be followed for making appointments and deciding on matters put before the Shareholders.

The votes cast by the shareholder or by the person who validly represents him or her, by means of a duly granted power of attorney, shall be considered valid. The Company does not have the authority to perform additional validations.

## 8. Temporary suspension

The Chairperson may propose the suspension of the Shareholders' Meeting as many times as he or she deems prudent, should any event occur that disturbs the normal course of the meeting, provided that he or she has the approval of the quorum required to make decisions, in accordance with that provided by current legislation.

## 9. Minutes

All that occurring at meetings of the General Assembly of Shareholders shall be recorded in a minutes book, within the terms provided for in the Company's By-laws. There shall also be a Commission appointed to approve these minutes, which, in addition to the provisions of the By-laws, shall be responsible for reviewing and approving the text prepared by the Company Secretary, and who shall sign the aforementioned document.

**These Rules and Regulations governing Grupo SURA's General Assembly of Shareholders were submitted to and discussed by the Sustainability and Corporate Governance Committee, which in turn recommended that the Board of Directors approve these. The Board of Directors reviewed this document and accepted the Committee's recommendation in providing their approval.**

**These Rules and Regulations shall enter into full force and effect as of the moment they are approved and may be amended at any time by the Board of Directors.**

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