

20 The General Assembly of Shareholders

26 **Proposals**

## PROPOSALS

### Annual Ordinary Meeting of the General Assembly of Shareholders - 2026

The Board of Directors of Grupo de Inversiones Suramericana S.A. (hereinafter “Grupo SURA” or the “Company”), has made available to its shareholders the following Proposals, the purpose of which is to provide context and in some cases expand upon the information regarding the items included in the Agenda corresponding to the upcoming Annual Ordinary Meeting of the Company’s General Assembly of Shareholders to be held on March 27, 2026, this in order to provide Shareholders with greater clarity so that they may make informed decisions on the matters to be discussed at the aforementioned Meeting, this in accordance with the Call for such published on February 18, 2026.

#### AGENDA

1. Verifying the quorum.
2. Reading out the meeting’s agenda.
3. Appointing a commission in charge of approving and signing the minutes of this meeting.
4. Presenting the Management Report from the Board of Directors and the Chief Executive Officer
5. Presenting the Consolidated and Separate Financial Statements for the year 2025
6. Presenting the Statutory Auditor Reports.
7. Approving the Management Report from the Board of Directors and the Chief Executive Officer
8. Approving the Consolidated and Separate Financial Statements for the year 2024
9. Presenting and approving the proposed dividend distribution, the setting up of the Company’s reserves and the funds to be allocated for social outreach programs.
10. Approving amending the Company’s By-laws.
11. Approving amending the General Appointment, Remuneration and Succession Policy governing the Board of Directors.
12. Appointing the members of the Board of Directors
13. Appointing a Statutory Auditing Firm
14. Setting the fees for the Board of Directors
15. Setting the fees for the Statutory Auditing firm

## Sequence of proposed items

### **Item 3 Appointing a Commission in charge of approving and signing the minutes of this meeting.**

This proposal recommends appointing a Commission made up of shareholder representatives to review, approve and sign the contents of the Minutes of this Meeting so as to ensure that all that stated in said document corresponds to what was actually discussed and decided by the General Assembly of Shareholders

A proposal has been received from a shareholder nominating Ms. María Carolina Uribe and Ms. Carmela Rodríguez to serve on this Commission.

### **Item 7. Approving the Management Report from the Board of Directors and the Chief Executive Officer**

The [Management Report from the Board of Directors and the Chief Executive Officer](#), addressing the Company's results and the performance of its strategic investments in 2025, is duly submitted to the shareholders for their consideration.

### **Item 8 Approving the Consolidated and Separate Financial Statements**

The Company's audited, [Consolidated](#) and [Separate](#) Financial Statements at year-end 2025, as well as their corresponding notes, are duly submitted to the General Assembly of Shareholders for their consideration.

Prior to approving these Financial Statements, the Statutory Auditor's opinion on these same shall be read out, which includes, as established in Decrees 2170 of 2017 and 2270 of 2019, an explanation of the Key Audit Matters (KAM), these consisting of all those aspects that in the opinion of the Statutory Auditor were of greater importance in his audit of the financial statements.

### **Item 9. Presenting and approving the proposed distribution of dividends, the setting up of the Company's reserves and the funds to be allocated for social outreach programs.**

An ordinary dividend of **two thousand Colombian pesos (COP 2,000)** per share is proposed. This ordinary dividend shall be payable in **four (4) installments** in the months of April, July and October 2026, and January 2027.

This proposal represents an increase of **33%** compared to the ordinary dividend declared by the General Assembly of Shareholders for the previous year.

Likewise, the setting up of a reserve is proposed, this amounting to **eight billion thirty-two million eight hundred nineteen thousand one hundred seventy pesos (COP 8,032,819,170)** the purpose of which is to invest in social outreach projects, in areas such as education, culture and volunteer work.

**Item 10 Approval for amending the Company’s by-laws.**

In order to continue strengthening the Company’s corporate governance, in keeping with international shareholder protection standards and, in certain cases, complementing our current rules and regulations, it is hereby proposed that the General Assembly of Shareholders approve amending Articles **10, 13, 14, 20, 22 and 25** of Grupo SURA’s By-laws.

Further details of these amendments, along with their corresponding rationale, can be found [here](#).

Finally, we propose that the General Assembly of Shareholders authorize the Company’s Legal Representatives to update the numbering of the articles contained in the Company’s By-laws, compile the approved amendments to such, and proceed with their due notarization as amendments to these same.

**Item 11 Approval for amending the General Appointment, Remuneration and Succession Policy governing the Board of Directors.**

Authorization is requested from the General Assembly of Shareholders to amend the General Appointment, Remuneration and Succession Policy governing of the Board of Directors (the “Policy”); further details of these proposed amendments, along with their corresponding rationale, can be viewed [here](#).

**Item 12 Appointing the members of the Board of Directors**

The following proposal for appointing members to the Board of Directors for the 2026–2028 term shall be submitted for the consideration of the General Assembly of Shareholders This proposal was received from a shareholder within a period of five calendar days after the Notice for this Meeting was published, this in accordance with the deadline established for this purpose, which expired on February 23:

- |                                  |                                       |
|----------------------------------|---------------------------------------|
| • Bernardo Vargas Gibson V       | Independent                           |
| • Claudia Betancur Ázcarate      | Independent                           |
| • Guillermo Villegas Ortega      | Independent                           |
| • Pedro Mejía Villa              | Independent                           |
| • Raquel Bernal Salazar          | Independent                           |
| • Jaime Alberto Velásquez Botero | Non-Independent Shareholder Nominated |
| • Luis Javier Zuluaga Palacio    | Non-Independent Shareholder Nominated |

Information regarding these candidates, their profiles and the conclusions of their evaluations as to possible disqualifications and/or incompatibilities, as drawn up by the Sustainability and Corporate Governance Committee and approved by the Board of Directors, shall be published shortly on the Company’s website, according to the terms and deadlines indicated in the Board of Director’s Appointments, Remuneration and Succession Policy

**Item 13 Appointing a Statutory Auditing Firm**

In accordance with a favorable report submitted by the Company's Internal Auditing Department regarding an evaluation of the services provided by the Statutory Auditing firm over the past year, and upon the recommendation of the Audit and Finance Committee, the Board approved submitting for the consideration of the General Assembly of Shareholders a proposal for re-appointing PwC as Grupo SURA's Statutory Auditing Firm, to serve during the fiscal periods 2026 to 2028.

This is in accordance with the decision adopted by the General Assembly of Shareholders at its Annual Ordinary Meeting held in 2025, at which it was determined that PwC's services would be retained initially for one year and that in 2026 the appointment of a Statutory Auditing Firm would be carried out again for the statutory two-year term so as to align the appointment of the aforementioned Statutory Auditing Firm with the regular term of the Board of Directors, as stipulated in Article 206 of the Colombian Commercial Code.

**Item 14 Setting the fees for the Board of Directors**

The following is submitted for the consideration of the General Assembly of Shareholders, pursuant to a proposal submitted by a shareholder, the sum of **twelve million six hundred eighty-four thousand seven hundred pesos (COP 12,684,700)** as fees for the members of the Board of Directors, for the period April 2026 to March 2027, for each meeting of the Board of Directors and its Support Committees attended. This represents an increase of CPI+2 (7.1%) compared to the fees established for the previous period.

**Item 15 Setting the fees for the Statutory Auditing Firm**

It is proposed that fees for the Statutory Auditing Firm of Grupo de Inversiones Suramericana S.A. be set at the annual amount of **four hundred eighty-three million five hundred eighty-five thousand two hundred sixty-one pesos (COP 483,585,261)** plus VAT for the period April 2026 to March 2027.

The aforementioned fees were considered reasonable by the Company's Board of Directors, after due analysis on the part of the Audit and Finance Committee, taking into account market parameters, the size of the Company, the level of commitment as well as the obligations and responsibilities required from the Statutory Auditing Firm in carrying out its duties with respect to the Company.

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