

**CORPORATE BYLAWS OF MINEROS S. A.
(the "Corporation")**

CHAPTER I

NAME, ORGANIZATION TYPE, REGISTERED ADDRESS, DURATION, AND PURPOSE

ARTICLE 1. Name, Purpose, and Type. Mineros S.A. is a share capital corporation of commercial nature.

ARTICLE 2. Registered Headquarters - Branches and agencies. The Corporation's main office is in Medellín, Colombia. The Board of Directors may approve the establishment of branches, subsidiaries, agencies, exploration and exploitation centers, and other dependencies in any location in Colombia and abroad.

ARTICLE 3. Duration. The duration of the Corporation is ninety-nine (99) years from the date of its incorporation, subject to extension before expiration by decision of the General Shareholders Assembly and in accordance with these bylaws (the "Bylaws").

ARTICLE 4. Corporate Purpose. The Corporation will have as its corporate purpose the following activities or businesses:

- a) Exploration, exploitation, and commercialization of minerals in Colombia and abroad, directly or through agreements with third parties.
- b) Export and import of minerals mined, and of any concentrates or other materials, products, or by-products derived therefrom.
- c) Production, processing, treatment, refining, transportation, storage, distribution, and/or commercialization (purchase and sale), and industrialization of minerals mined, and of any concentrates or other materials, products, or by-products derived therefrom.
- d) Design, construction, operation, and maintenance of power generation facilities, in order to generate energy that satisfies the Corporation's needs in all its business areas, to sell any surplus, and to purchase energy when needed for its operations.
- e) Investing directly, or through contributions to corporations of any kind or type, in activities for the conservation, exploration, exploitation, industrialization, or use in any form of renewable or non-renewable resources, as well as the farming, breeding, production, industrialization, or commercialization of animal or vegetable species for nutritional, industrial, recreational, or decorative purposes.
- f) Acquiring, commercializing, or using patents, commercial names, trademarks, trade secrets, licenses, or other intellectual property rights and the granting of licenses to third parties, particularly in the areas described in paragraph a) above of this Article 4.
- g) Developing and carrying out social programs for the communities in the places in which the Corporation operates.
- h) The creation of foundations, corporations, or other not-for-profit entities authorized by law that are convenient or necessary to develop the corporate purpose of the Corporation.

In furtherance of its corporate purpose, the Corporation may, subject at all times to the relevant applicable laws in Colombia or abroad:

I, the undersigned, **JOHN ALEXÁNDER OYUELA VARGAS**, holder of Citizenship Card No. 80.052.095 and ATA member No. M-103080, sworn translator under **License No. 577 of 22 October 2021**, issued by the Universidad Nacional de Colombia, do hereby certify that this is a true and accurate official translation of the attached document. In witness whereof, I hereunto set my hand and official seal on **01 April 2026**. This certification acknowledges the accuracy of the translation but not the authenticity or contents of the source document.




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- 1) acquire, encumber, limit, give or receive under lease or in another capacity not transferring ownership, any tangible or intangible, movable or immovable assets;
- 2) encumber, or in any other manner guarantee the obligations of its subsidiaries or affiliates, of companies under its control, or of subsidiaries or affiliates thereof, and be jointly and severally liable with any of them;
- 3) issue bonds, shares, or any other investment or debt instruments in Colombia or abroad, provided that the price at which such instruments are offered is determined based on technically recognized procedures that conform to international standards;
- 4) enter into credit, financing, and any other type of transactions that may be required or desirable to fund the operations of the Corporation;
- 5) effect mergers or reorganizations of its affiliates, including making or receiving contributions in kind of all or part of their assets, or incorporate and establish new affiliates or subsidiaries as may be necessary to pursue any of the activities that form part of its corporate purpose efficiently;
- 6) join, merge with, or make contributions in cash or in kind to third parties in the mining business;
- 7) change the form or nature of its investments and realize or liquidate them when, in the opinion of the Board of Directors, it is necessary or convenient for security, profitability, or convenience reasons; and
- 8) in general, carry out any acts and enter into any agreements, whether civil or commercial, that may be required or convenient to carry out the Corporation's corporate purpose as herein provided as well as any other activity that may be required to perform any obligations and to exercise any rights of the Corporation under these Bylaws and applicable law generally, in Colombia or abroad.

CHAPTER II ISSUANCE OF SHARES ABROAD

ARTICLE 5. Issuance of shares abroad. Subject to the approval of the General Shareholders Assembly, the Corporation may issue shares and list them for trading on any stock exchange outside of Colombia that the Board of Directors deems appropriate.

ARTICLE 6. Applicable Law. In accordance with the provisions of the second paragraph of Article 20 of the Civil Code, the issuance and sale of shares of the Corporation abroad constitute operations carried out in a foreign country, to which Applicable Foreign Law will apply. For such purposes, the term "Applicable Foreign Law" as used in these Bylaws, refers to any law, rule, policy, regulation, decree, order, resolution, practice, standard or pronouncement issued or adopted by a governmental authority, regulatory authority, securities commission or stock exchange (and includes any rules or regulations required to be observed or followed by any transfer agent) that is applicable in any country in which shares are listed and posted for trading on a stock exchange, or which apply to the Corporation or to such shares as a result of such listing outside of Colombia. When the term "Applicable Law" or "Applicable Laws" is used, it will refer to both Colombian laws and Applicable Foreign Law, as applicable.

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ARTICLE 7. Transfer agent. If the Corporation issues shares outside Colombia, the Board of Directors may appoint one or more agents abroad to maintain the register of shareholders holding shares issued abroad and manage the issuance and transfer of such shares (including the issuance and cancellation of share certificates), as well as any other obligations and functions prescribed by the Board of Directors or as may be required under Applicable Foreign Law.

**CHAPTER III
CAPITAL AND ISSUANCE OF SHARES**

ARTICLE 8. Authorized Capital. The authorized capital of the Corporation is four hundred million Colombian pesos (\$400,000,000), divided into eight hundred million (800,000,000) common shares with a par value of fifty cents (\$0.50) each. The Corporation may issue shares both in Colombia and abroad up to the amount of its authorized capital, in accordance with the regulations for the issuance and placement of shares issued by the Board of Directors and with the provisions of Applicable Law and these Bylaws.

ARTICLE 9. Issuance of Shares. It is the responsibility of the Board of Directors to approve the issuance of any class of shares provided for in the Bylaws up to the authorized capital and determine the manner of their placement, in accordance with the following rules:

- a) Shares issued by the Corporation will not confer on the Corporation the right to request that the holders of such shares pay or contribute additional funds to the subscription price of the shares, and its holders will not be liable to the Corporation or to the creditors of the Corporation for any amount other than the subscription price of such shares.
- b) The price of shares must be paid in full at the time of subscription for the applicable shares in cash, or in goods or services rendered whose market value is not less than the fair equivalent of the monies that the Corporation would have received if the share had been issued for cash. No subscribed share may be paid for in installments by way of promissory notes, letters of credit, or other monetary instruments.
- c) The issue of shares of the Corporation shall not be subject to pre-emptive rights in favor of the shareholders.

**CHAPTER IV
SHARES AND SHAREHOLDERS**

ARTICLE 10. Share Attributes. The common shares of the Corporation confer on their holders the rights described in Article 16 of these Bylaws.

ARTICLE 11. Preferred shares. The Corporation may create preferred shares with a preferred dividend and without voting rights by decision of the General Shareholders Assembly adopted by fifty percent (50%) plus one of the shares represented at the applicable meeting. The General Shareholders' Assembly will determine the nature and extent of the corresponding rights subject to these Bylaws and Applicable Law. It will determine the placement method and any changes to the established rights.

ARTICLE 12. Shareholders Register. The Corporation will maintain a central register of shareholders (the "Share Registry Book"). In the case of issuance of shares abroad, the foreign component of the Share Registry Book will be maintained by the applicable foreign transfer agent in accordance with Applicable Foreign Law.

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ARTICLE 13. Share Certificates. The issuance of share certificates will be done in accordance with the following rules:

- a) The shares of the Corporation may be issued in physical or electronic/dematerialized form.
- b) Each shareholder is entitled to request a share certificate. The Corporation is not required to issue more than one share certificate for shares held jointly by several persons. In such cases, delivery of a certificate to one of several joint holders is sufficient proof of ownership to all.
- c) The issuance of share certificates in Colombia will be governed by Colombian law, and Applicable Foreign Law will govern issuance abroad.
- d) In the case of issuance of shares abroad, and where not otherwise prohibited by Colombian law, if a share certificate contains a printed or mechanically reproduced signature of a person, the Corporation may issue the share certificate, even when such person has ceased to be its legal representative. The share certificate will be as valid as if such person were its legal representative on the date of its issue.
- e) Unless the Board of Directors otherwise determines, certificates representing shares in respect of which a registrar or a transfer agent has been appointed abroad will not be valid unless countersigned by or on behalf of that registrar or transfer agent.

ARTICLE 14. Liens on Shares. The registration of pledges, usufructs, and other encumbrances on shares listed in Colombia will be governed by Colombian law. The constitution of encumbrances on shares listed abroad will be governed by the law of the jurisdiction in which the encumbrance is granted.

ARTICLE 15. Acquisition of Own Shares. The Corporation may not acquire its own shares unless the General Shareholders' Assembly approves such acquisition with the vote of fifty percent (50%) plus one of the shares present at the respective meeting. While the acquired shares belong to the Corporation, all of the inherent rights of such shares will be suspended. In relation to the shares so acquired at any time, the Corporation may keep those shares or take the following actions:

- a) Cancel them and proportionally increase the value of the shares posted for trading, by way of Bylaw amendment; or
- b) Cancel them and reduce the capital up to its par value.

Any shares reacquired by the Corporation will not be taken into account for purposes of calculating any percentages required to determine quorum or for voting purposes under these Bylaws.

CHAPTER V SHAREHOLDER RIGHTS.

ARTICLE 16. Rights of the Shareholders. The holders of common shares of the Corporation will have the following rights:

- a) Receive notice of and participate in the meetings of the General Shareholders Assembly and exercise voting rights to approve resolutions of the General Shareholders Assembly.
- b) Receive dividends declared by the Corporation, on the terms provided in these Bylaws.

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- c) Receive the remainder of the Corporation's assets at the time of its dissolution.
- d) Provide recommendations on corporate governance to the Corporation, through written requests presented to the Investor Relations Office or any other department exercising similar functions.
- e) Submit proposals to the Board of Directors, either alone or together with other shareholders, as long as they represent at least five percent (5%) of the subscribed shares. Proposals must be submitted to the Investor Relations Office or any other relevant department, which must submit them to the Board of Directors or to the relevant committee thereof for review and consideration.

ARTICLE 17. Equal Treatment. The Corporation will treat all shareholders equally with respect to requests, claims, and information, regardless of the value of their investment or the number of shares held. All shareholders of the Corporation will be treated fairly, taking into account that all shareholders have the same rights according to the number and class of shares held.

ARTICLE 18. Unity of Vote. The votes exercised at the General Shareholders Assembly must respect the principle of unity of vote, under which a shareholder is not allowed to vote with one or more of its shares in a certain manner, and with one or more of its other shares in a different manner. In any case, it is understood that the exercise of voting rights in the manner described below is consistent with the principle of unity of vote:

- a) When a person is the agent of several shareholders, that agent may vote the shares he or she represents in accordance with the voting instructions issued by each principal.
- b) When a registered owner of shares is a trust company, in its capacity as trustee of the trust assets, such trust company may vote the shares placed in trust in accordance with the voting instructions issued by each trustor or beneficiary of the trust assets.
- c) When a registered owner of shares is the operator of a securities settlement system or other securities depository or sub-depository located abroad, shares registered in its name may be voted in accordance with the voting instructions issued by each depositor or beneficial owner of such shares.
- d) When a registered owner of shares or its proxy is a securities intermediary, the shares registered in its name may be voted in accordance with the voting instructions issued by each beneficial holder of such shares.

CHAPTER VI REPRESENTATION OF THE SHARES

ARTICLE 19. Representation vis-à-vis the Corporation. Any shareholder may exercise its shareholders' rights in person or through proxyholders designated in accordance with the corresponding Applicable Law.

ARTICLE 20. Appointment of proxyholders to vote at meetings of the General Shareholders Assembly. Every shareholder entitled to vote at a meeting of the General Shareholders Assembly may, by means of a proxy issued in accordance with the corresponding Applicable Law, appoint a principal proxyholder and its alternates to attend, act and vote at the General Shareholders Assembly on behalf of such shareholder(s) in the manner, to the extent and with the authority conferred by the proxy in accordance with the corresponding Applicable Law. In this regard, the following rules will apply:

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- a) The substantial requirements for the effectiveness and validity of proxies issued in Colombia will be governed by Colombian law. The substantial requirements for the effectiveness and validity of proxies issued abroad will be governed by Applicable Foreign Law, in which case, the Corporation will accept proxies issued under Applicable Foreign Law, provided that as a minimum, they are granted in writing, the name of the proxyholder is provided and the meeting or meetings for which the proxy is granted are set out in the proxy.
- b) If a shareholder is a corporation, the legal representative, authorized officer, or attorney of the shareholder shall provide to the Corporation the documents required to evidence such capacity in accordance with the Applicable Law of the jurisdiction of incorporation of the relevant shareholder.
- c) Proxies may be revoked in accordance with the provisions of the Applicable Law.
- d) The Corporation will make a proxy form available to shareholders to facilitate their participation in the General Shareholders' Assembly meetings. For such purpose, at the time a notice of meeting is issued, the Corporation will publish in the Corporation's website the form of proxy, and if the shares of the Corporation are listed and posted for trading on a stock exchange abroad, such form of proxy together with a description of the service described in (e) below, will be made available to the respective shareholders in accordance with the provisions of Applicable Foreign Law.
- e) In order to facilitate the representation of shareholders during the meetings of the General Shareholders Assembly and on the terms allowed by Applicable Law, the Corporation will engage the services of a law firm to make available individuals who may act as proxies of those shareholders who want to make use of this service, at the cost of the Corporation. The proxies appointed under this mechanism will be required to participate in the applicable General Shareholders Assembly meetings and vote in accordance with the instructions received from the shareholders.

CHAPTER VII GENERAL BODIES

ARTICLE 21. Bodies of the Corporation. The management and direction of the Corporation will be the responsibility of the following general bodies:

- a) the General Shareholders Assembly;
- b) the Board of Directors; and
- c) The President of the Corporation (the "**President**"), who will also carry the title of Chief Executive Officer (CEO).

Each of these bodies shall perform its duties within the powers or mandates conferred by these Bylaws, the Corporation's Internal Regulation of the General Shareholders Assembly, the Corporation's Internal Regulation of the Board of Directors and its Committees, and Applicable Laws.

ARTICLE 22. External Auditor. The Corporation shall also have an external auditor or statutory auditor, which shall be an internationally recognized firm with knowledge and expertise in all jurisdictions in which the Corporation has operations, is listed, and offers its shares to the public.

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**CHAPTER VIII
GENERAL SHAREHOLDERS ASSEMBLY**

ARTICLE 23. Composition of the General Shareholders' Assembly. The General Shareholders Assembly will be formed by the shareholders of the Corporation who, in accordance with Applicable Law, can vote and are present or represented by proxy at the meeting, in accordance with the requirements established by these Bylaws for meetings of the General Shareholders Assembly. Shareholders or their proxyholders can participate and vote at the meetings of the General Shareholders Assembly by electronic, virtual, or Internet means or otherwise in accordance with the practices and rules of any country in which the shares of the Corporation are listed and posted for trading on a stock exchange.

ARTICLE 24. Regular Meetings. Regular meetings of the General Shareholders Assembly will be held at the head office of the Corporation annually within the timeframe established for such purpose by Applicable Law, on the date and at the time indicated in the notice of meeting. The notice of regular meetings will be issued by the Board of Directors or the President of the Corporation, no less than thirty (30) calendar days prior to the meeting, in accordance with the procedures established by Applicable Law.

ARTICLE 25. Extraordinary Meetings. Extraordinary meetings of the General Shareholders Assembly may be called at any time by the Board of Directors, the President of the Corporation, or the External Auditor.

Additionally, persons authorized to call extraordinary meetings of the General Shareholders' Assembly must call extraordinary meetings in the following cases:

- a) at the request of one or more shareholders who represent in their entirety no less than ten percent (10%) of the subscribed shares; or
- b) at the request of the Superintendence of Finance or of the Superintendence of Companies of Colombia, as applicable.

The extraordinary meetings will be held on the date and time indicated in the applicable notice. The notice for the extraordinary meeting will be sent no less than thirty (30) calendar days prior to the meeting, according to the procedures established by Applicable Law.

ARTICLE 26. Notices. The notices of regular and extraordinary meetings of the General Shareholders Assembly will be published in newspapers of wide circulation, concurrently in Medellín and Bogotá. In addition, notices must be published on the Corporation's website. Notices will be issued in accordance with the provisions of these Bylaws, the Corporation's Internal Regulation of the General Shareholders Assembly and Applicable Law. If the shares of the Corporation are listed and posted for trading on a stock exchange abroad, notices of meetings to be issued to shareholders holding such shares must also comply with Applicable Foreign Law.

ARTICLE 27. Powers of the General Shareholders' Assembly. The General Shareholders' Assembly will have the following powers:

- a) Approve or remove the members of the Board of Directors and establish their remuneration.
- b) Appoint or remove the External Auditor and establish their remuneration.
- c) Consider and approve the year-end audited financial statements of the previous fiscal year, with

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the prior approval of the Board of Directors.

- d) Approve the payment and method of payment of dividends to shareholders as applicable in accordance with law, or the reinvestment and/or capitalization of profits.
- e) Authorize the creation and issuance of one or more classes of preferred shares and determine the rights, privileges, restrictions, or conditions attached thereto, in accordance with these Bylaws and Applicable Laws.
- f) Approve the repurchase of any outstanding shares of the Corporation in accordance with these Bylaws, with the prior approval of the Board of Directors.
- g) Approve the adoption and amendment of these Bylaws.
- h) Approve the adoption and amendments to the Corporation's Internal Regulation of the General Shareholders Assembly.
- i) Approve the adoption of and amendments to the Board of Directors Remuneration Policy.
- j) Approve any mergers, spin-offs where the shareholders of the Corporation receive shares of the spun-out entity, or any fundamental changes of the Corporation in accordance with Applicable Law.
- k) Approve authorized capital increases as well as consolidations and subdivisions of shares.
- l) Approve the extension of the duration of the Corporation or its early dissolution, in accordance with these Bylaws.
- m) All other powers as set out in these Bylaws or in Applicable Law.

ARTICLE 28. Persons Entitled to Chair Meetings of the General Shareholders' Assembly. The General Shareholders Assembly shall be chaired, in order, by the chairman, vice-chairman, or the other members of the Board of Directors in alphabetical order determined by last name, or by the President(CEO) of the Corporation. If none of those persons is present within fifteen (15) minutes after the start of the meeting, the shareholders may elect another person to chair the meeting.

The Corporation's General Counsel (Chief Legal Officer/"Secretary General") ("Secretary General") will serve as the secretary of the meetings of the General Shareholders Assembly. If the CLO is not present or no General Counsel has been appointed, the chair will appoint the secretary.

ARTICLE 29. Quorum. There shall be a quorum to deliberate at the meetings of the General Shareholders Assembly when there is a plural number of shareholders or their proxy that represent, at least, forty per cent (40%) of the subscribed shares of the Corporation. If this quorum is not reached at the first meeting, a second meeting of the General Shareholders Assembly will be called, and a quorum will be reached for deliberation with any number of shareholders present in person or represented by proxy.

ARTICLE 30. Decision-Making Majorities. The decisions of the General Shareholder Assembly shall be made with the votes representing fifty per cent (50%) plus one of the shares represented in such meeting, except for matters that by law require a qualified majority.

ARTICLE 31. Amendments to the Bylaws. Changes to these Bylaws must be approved by the

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General Shareholders' Assembly. Upon approval by the General Shareholders Assembly, the amended Bylaws shall be formalized by way of public deed, and a copy of the relevant part of the minutes of the meeting of the General Shareholders Assembly shall be inserted in the relevant books.

ARTICLE 32. Election of the Board of Directors. The electoral quotient system shall be used to elect the Board of Directors. To that effect, firstly, the number of valid votes will be divided by the number of people to be elected. The scrutiny will begin with the list that received the most votes, continuing in descending order. From each list, as many candidates as the quotient allows will be declared elected, and if there are places to be filled, they will be allocated to the highest residuals, scrutinizing them in the same descending order. In the event of a residual tie, luck will decide. For such purposes, the meeting chair will determine the mechanism for resolving the tie. Blank votes will only be counted to determine the quotient. The elected persons may not be replaced in partial elections without proceeding to an election by the electoral quotient system, unless the General Shareholders' Assembly unanimously decides on the vacancies.

ARTICLE 33. Minutes. The business considered at all meetings of the General Shareholders Assembly shall be recorded in minutes and entered into the minute books of the Corporation. Such minutes shall be signed by the chair of the applicable meeting and by the secretary of the meeting, and in the absence of a secretary, by the External Auditor. The minutes shall contain the details required by Applicable Law and shall be approved by the delegates proposed by the Chairperson of the meeting, whose appointment will be approved by a simple majority within the same meeting. Three (3) persons shall be appointed as delegates for the approval of the respective minutes.

CHAPTER IX BOARD OF DIRECTORS

ARTICLE 34. Composition. The Board of Directors shall consist of five (5) members elected by the General Shareholders Assembly for periods of one (1) year from the date of their election. The members of the Board of Directors will remain in office until they are removed or replaced by the General Shareholders' Assembly. There is no limit to the number of terms a person can serve as a member of the Board of Directors of the Corporation.

ARTICLE 35. Independent Members. The majority of the Board of Directors must be independent members, in accordance with the Policy for the Election and Evaluation of the Board of Directors of the Corporation.

ARTICLE 36. Governance. The rules governing the appointment and functions of the chairman and vice-chairman of the Board of Directors and the Secretary General, as well as all matters related to the meetings of the Board of Directors and the functioning of the Board of Directors and its committees in general, will be regulated in the Corporation's Internal Regulation of the Board of Directors, which will be published on the Corporation's website.

ARTICLE 37. Quorum for Board Meetings. The Board of Directors may validly deliberate with the majority of its members. Decisions will be made by a majority of the Board of Directors members who attend the respective meeting. The agenda of each meeting shall detail the matters for consideration, and any additional matters may not be considered without the unanimous approval of the meeting's members.

ARTICLE 38. Minutes. The matters submitted for consideration at all meetings of the Board of Directors and any committee thereof, will be recorded in the minutes, entered into the minute books of the Corporation, and signed by the chair of the meeting and the secretary of the meeting. The minutes

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must contain the details required by law.

ARTICLE 39. Duties and Powers of the Board of Directors. The Board of Directors will have full authority to approve the entering into or execution of any act, agreement, or transaction within the corporate purpose of the Corporation with a business group focus, and to adopt all actions necessary to further the corporate purpose of the Corporation and permitted by law. Consequently, any power that is not expressly vested by law or the bylaws in another corporate body of the Company shall be vested in the Board of Directors. The Board of Directors will coordinate with Senior Management (which is comprised the President of the Corporation, the Chief Financial Officer, the Secretary General and the vice-presidents—C-Suite Officers—that hierarchically report directly to the President) the implementation of the necessary actions to foster compliance with the purpose of the Corporation. The powers of the Board of Directors also include the matters listed below:

- a) Elect the chairman and vice-chairman of the Board;
- b) Appoint, remove, and determine the functions of the President, the Chief Financial Officer, and the Secretary General;
- c) Authorize the creation of C-Suite positions and the establishment of the salary entitlements that correspond to such officers, their appointment, and termination;
- d) Approval of the audited year-end financial statements corresponding to the previous fiscal year;
- e) Approve the opening of branches, agencies, factories, exploitation centers, and other dependencies of the Corporation anywhere within Colombia or abroad;
- f) Approve strategic investments or transactions related to strategic assets or liabilities that may have an impact on the promotion or development of the corporate purpose of the Corporation as established in these Bylaws;
- g) Call regular and extraordinary meetings of the General Shareholders Assembly, when deemed appropriate or requested by the shareholders in accordance with the provisions of these Bylaws;
- h) Present in the regular meetings of the General Shareholders Assembly, the audited financial statements for the prior fiscal year, and the financial position of the Corporation, with an analysis and report from Senior Management of the Corporation when appropriate;
- i) Approve the issuance of shares up to the authorized capital of the Corporation;
- j) Develop regulations for the issuance and placement of preferred shares that the General Shareholders' Assembly will approve;
- k) To authorize and regulate the issuance and placement of shares, bonds, and securities;
- l) Authorize the granting of general powers of attorney and delegate such granting to authorized officers of the Corporation;
- m) Modify the Corporation's labor regulations and authorize the entering into of collective agreements prepared and negotiated by the Corporation;
- n) Approve the establishment or acquisition of new companies, and the acquisition or disposition of interests or shares of companies involved in activities that are consistent with the corporate purpose of the Corporation as established in these Bylaws;
- o) Establish and appoint the members of the Audit and Risk Committee, the Executive

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Compensation Committee, the Corporate Governance and Sustainability Committee, the Business Opportunities and Optimization Committee, and any other committee that the Board of Directors deems appropriate for the exercise of its functions, and determine the powers, responsibilities, and procedures of each of such committee, subject to applicable laws and policies;

- p) Authorize the CEO, the Chief Financial Officer, and other legal representatives to enter into any act or contract that has a value greater than TEN MILLION (10,000,000) American dollars or its equivalent in Colombian pesos or any other legal currency, except for those matters set out in numerals 2 and 3 of paragraph j) of Article 43 of these Bylaws;
- q) Approve the form or forms of share certificates evidencing the ownership of shares of the Corporation (including share certificates issued abroad that comply with Applicable Foreign Law) or authorize book entries to evidence the ownership of the shares of the Corporation;
- r) As long as the Corporation wants to be, or is, the recipient of investment of resources from pension funds, ensure adequate compliance with Applicable Law and, in particular, assume the following responsibilities:
 - 1) maintain specific mechanisms to evaluate and monitor the activities of the Board of Directors and Senior Management;
 - 2) establish specific mechanisms to guarantee that shareholders can file complaints with the applicable legal entity regarding compliance with the corporate governance documents of the Corporation;
- s) Authorize the creation of foundations, corporations, and other non-profit entities authorized by law and determine their contribution;
- t) To instruct the CEO, the Chief Financial Officer, and other legal representatives on how to vote when acting on behalf of the Corporation in the boards of directors or shareholders' assemblies of any subsidiary of the Corporation, in which it is intended to adopt any of the following decisions:
 - 1) the decisions contained in e), f), i), j), k), n), p), and s) of this Article,
 - 2) the decisions contained in e), j), and k) of Article 28 of these Bylaws;
- u) Approve in advance economic transactions between the Corporation and Senior Management when such transactions are carried out under conditions that are different than those applicable to the generality of the Corporation's employees;
- v) Approve and monitor the strategic plan, business plan, management objectives, and annual budgets of the Corporation;
- w) Define the governance structure of the Corporation's business group and approve the various documents that implement the Corporation's good governance practices, including:
 - 1) Corporate disclosure policy;
 - 2) General Risk Management Policy authorized by the Audit and Risk Committee of the Board of Directors;

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- 3) Succession Policy for Senior Management;
 - 4) Policies for the Anonymous Complaints System; and
 - 5) Annual corporate governance report prepared by the Corporate Governance and Sustainability Committee of the Board of Directors;
- x) Submit for approval to the General Shareholders Assembly the Policy for the Election, Evaluation, and Remuneration of the Board of Directors;
 - y) Submit for approval to the General Shareholders' Assembly any plan regarding the repurchase of its own shares;
 - z) Submit for approval to the General Shareholders' Assembly the proposal for the election of the External Auditor;
 - aa) Manage potential conflicts of interest between the Corporation and its shareholders, members of the Board of Directors, and Senior Management;
 - bb) Maintain knowledge and approval, in the event of a material impact, of the operations that the Corporation carries out with the controlling or significant shareholders, defined in accordance with the ownership structure of the Corporation, or represented on the Board of Directors; with the members of the Board of Directors or with persons related to them, as well as with the subsidiaries and affiliates of the Corporation;
 - cc) Act as a liaison between the Corporation and its shareholders, creating the appropriate mechanisms to provide accurate and timely information on the Corporation's operations;
 - dd) All other attributions described in these Bylaws, in Applicable Laws, or that at any time may be delegated by the General Shareholders Assembly, subject to legal and statutory regulations.

ARTICLE 40. Committees of the Board of Directors. The Board of Directors will have the following committees:

- a) Audit and Risk Committee,
- b) Executive Compensation Committee,
- c) Corporate Governance and Sustainability Committee,
- d) Business Opportunities and Optimization Committee,
- e) Any other committee established by approval of the Board of Directors from time to time.

The operation of these committees will be governed in accordance with the provisions of the Corporation's Internal Regulation of the Board of Directors and the respective charters of each committee, as well as the other documents indicated therein. In any event, the Board may modify the functions of its respective committees at any time. The Board of Directors may delegate to these committees any of the powers of the Board of Directors, except for those powers that cannot be delegated in accordance with Applicable Law.

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CHAPTER X
The CEO

ARTICLE 41. Appointment and Term. The management of the Corporation shall be the responsibility of the Corporation's CEO, whom the Board of Directors shall appoint. By decision of the Board of Directors, the CEO may be removed at any time.

ARTICLE 42. Role of the CEO. The CEO is the Corporation's highest executive. The CEO will continue to exercise his or her office until the cancellation of his or her appointment and the appointment of his/her successors have been registered in the Commercial Registry.

ARTICLE 43. Duties of the CEO. The CEO shall have the following powers and duties:

- a) Legally represent the Corporation judicially and extra-judicially;
- b) Create and provide the jobs necessary for the sound operation of the Corporation, and determine their functions, endowments, and assignments, and freely remove all employees, except those whose appointment, removal, or assignment fall within the authority of the General Shareholders Assembly or the Board of Directors; to delegate to them some temporary duties and renew such delegations;
- c) Present to the General Shareholders Assembly at its regular meetings, through the Board of Directors, the reports required by Applicable Laws;
- d) Present in a timely fashion to the Board of Directors the statements, inventories and balance sheet for each fiscal year, the breakdown of the profit and loss statement, a plan for the distribution of profits or write-off of net losses and the report mentioned in the previous paragraph so that, once examined, the Board bring such documents to the consideration and approval of the General Shareholders Assembly at its annual regular meeting;
- e) Present to the Board of Directors the trial balance to be produced each month;
- f) Keep the Board of Directors continuously and permanently informed of the progress of the corporate business and provide it with all data and reports it requests;
- g) Grant special powers of attorney and freely revoke any judicial or extrajudicial power or delegation.
- h) Urge the Corporation's employees and other workers to fulfill the duties of their positions on time and continuously monitor their progress;
- i) Comply with and enforce the decisions of the General Shareholders Assembly and of the Board of Directors;
- j) Enter into contracts to which the Corporation is a party, in accordance with the following rules:
 - 1) With the prior authorization of the Board of Directors and regardless of the amount: the granting of general powers of attorney, except in the case of any power to delegate legal representation for judicial matters, to any employee of the Corporation, enter into collective labor agreements and agreements for the acquisition or disposal of stock or shares of corporations that are engaged in activities equal or similar to those that comprise the corporate purpose of the Corporation.

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- 2) Without the prior authorization of the Board of Directors, regardless of the amount: (i) the purchase or leasing of machinery, equipment, raw materials, spare parts, and materials or the contracting of services regularly used by the Corporation, and (ii) the sale of products produced by the Corporation.
 - 3) Contracts other than those referred to above may be entered into without prior authorization from the Board of Directors provided the amount does not exceed ten million (10,000,000) American dollars or its equivalent in Colombian pesos or any other legal currency.; for these purposes, the entering into agreements with the same supplier in parts, within a year, will be considered one act.
- k) In accordance with Applicable Law, maintain mechanisms that ensure the implementation of adequate internal control systems;
 - l) Submit the Corporation's financial statements to the Audit and Risk Committee before presenting them to the Board of Directors and the General Shareholders Assembly for consideration;
 - m) Certify that the financial statements and other reports relevant to the public do not contain any defects, inaccuracies, or errors that would not present the true financial situation or operations of the Corporation;
 - n) Present to the Audit and Risk Committee, the Board of Directors and the External Auditor all significant deficiencies that have arisen in the design and operation of internal controls and that have prevented the Corporation from adequately registering, processing, summarizing and adequately presenting its financial information, and also report on any cases of fraud that may have affected the quality of the financial information, as well as changes in the methodology used for its evaluation;
 - o) To follow the instructions received from the Board of Directors when acting on behalf of the Company at meetings of the board of directors or shareholders of any subordinate company of the Company.
 - p) Pre-approve any economic transaction between the Corporation and Senior Management officers when they are carried out under conditions other than those applicable to all of the Corporation's employees;
 - q) Present to the Board of Directors: (i) the investment plan and budget of the Corporation, (ii) changes to the budget and investment plan, in accordance with the regulations for their preparation issued by the Board of Directors, and (iii) any other information requested by the Board of Directors to fulfill its assigned duties;
 - r) In general, exercise all the other functions conferred to the CEO by these Bylaws or the law, as well as those that correspond to the CEO due to the nature of its position, and those delegated by the Board of Directors.

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ARTICLE 44. Legal Representation. The CEO and the CFO will serve as the Corporation's primary legal representatives. The Board of Directors may appoint one or more alternate legal representatives. The CEO may delegate legal representation for judicial matters to another employee of the Corporation or a third party. Such delegation must be made through the grant of a general power of attorney that complies with the legal requirements and is subject to the limitations established in these Bylaws. Legal representatives other than the CEO must also obtain the authorizations referred to in paragraphs j) and o) of the above-mentioned article.

CHAPTER XI THE EXTERNAL AUDITOR

ARTICLE 45. Appointment and Term. The election of the external auditor or External Auditor will be made with the votes of fifty percent (50%) plus one of the shares represented in the General Shareholders Assembly every two (2) years. The External Auditor may be removed at any time with the vote of fifty percent (50%) plus one of the shares represented in the General Shareholders Assembly, and replaced for the rest of the term.

ARTICLE 46. Requirements and Qualifications. The External Auditor must have a valid license as a public accountant firm and be registered with the Superintendence or competent official agency in accordance with legal requirements. If the Corporation's shares are listed abroad, such External Auditor must comply with the requirements of Applicable Foreign Law.

ARTICLE 47. Duties of the External Auditor. In addition to the functions that correspond to the External Auditor in its capacity as external auditor in accordance with Applicable Laws, the External Auditor will have the following functions:

- a) Call extraordinary meetings of the General Shareholders Assembly when it deems necessary or when requested by a plurality of shareholders representing a minimum of five percent (5%) of the subscribed capital.
- b) Attend the Audit and Risk Committee meetings with the right to participate but not to vote.
- c) Comply with the other obligations set out by Applicable Laws or in these Bylaws and those that, being compatible with the foregoing, the General Shareholders Assembly entrusts to it.

ARTICLE 48. Opinion and Report of the External Auditor. The opinion or report of the External Auditor on the balance sheets shall contain at a minimum the provisions in Section 208 of the Commercial Code. The report that it must present to the General Shareholders Assembly shall comply with the provisions of Section 209 of the Commercial Code, as well as those that Applicable Foreign Law requires if the Corporation's shares are listed abroad.

CHAPTER XII SECRETARY GENERAL

ARTICLE 49. Appointment and Duties. The Corporation shall have a Secretary General who shall be appointed or removed by the Board of Directors, at its discretion, at the proposal of the CEO with the prior approval of the Corporate Governance and Sustainability Committee, and who will have the following functions:

- a) Prepare the minutes of the General Shareholders' Assembly and of the Board of Directors, and enter

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them in the applicable minute book, timely execute them, and notarize any copies made of such minutes.

- b) Communicate the notices of the Board of Directors' meetings and the General Shareholders' Assembly on time.
- c) Provide to the General Shareholders Assembly, to the Board of Directors, and to the CEO such reports as they may request.
- d) Manage the Corporation's books and other documents entrusted to it and supervise the management of such internal files.
- e) Develop the Corporation's Corporate Disclosure Policy and oversee its compliance.
- f) Act as secretary at the meetings of the Board of Directors and the General Shareholders' Assembly.

**CHAPTER XIII
BALANCE, DISTRIBUTION OF PROFITS AND RESERVES**

ARTICLE 50. Trial Balance. A trial balance of the Corporation's accounts shall be prepared monthly and presented to the Board of Directors by the CEO for consideration and approval.

ARTICLE 51. Balance Sheet and Inventory. On December 31 of each year, the Corporation shall perform year-end closing (tallying) of accounts, take an inventory of its corporate assets and liabilities, and prepare a balance sheet of its business activities during the year. The balance sheet shall be prepared in accordance with law and generally accepted accounting principles.

ARTICLE 52. Liquidation of Profits and Losses. To settle the profit and loss statement and establish the balance of one or the other, entries shall have been made in the books of any sums earmarked to cover the following provisions or funds:

- a) For the amortization or depreciation of assets subject to wear, decrease in value, or depletion, the quantities that the Board of Directors considers necessary and sufficient, given the nature, probable duration of each asset, and intended use;
- b) For the payment of severance pay and other social benefits payable by the Corporation to its workers and incurred during the period from the date of the previous balance sheet, the amounts that legally or contractually are required to cover its full value, and to fulfill the contingent payment of other benefits, and the sums considered necessary to prevent such risks;
- c) For income tax and related payments, the amounts on which the estimate of those liabilities is based, in accordance with current tax laws;
- d) To protect the portfolio and other assets on the balance sheet, the amounts deemed necessary are used to ensure the balance sheet is accurate and reflects the Corporation's true financial situation. Such appropriations shall be established by the Board of Directors together with the CEO.

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ARTICLE 53. Occasional Reserves. The Corporation will have a statutory reserve to fund any required working capital increases and, in general, to meet the financial, operational, or strategic needs of the Company, including, but not limited to, the direct or indirect acquisition of interests in other companies or businesses, the making of strategic investments, the expansion, reorganization, or restructuring of its operations, and the financing of organic or inorganic growth projects. This reserve will have no maximum limit and will be made of the portion of the profits of each fiscal year that the General Shareholders' Assembly provides, without prejudice to provisions of Article 55 of these Bylaws. Provided that the relevant formalities are completed, the General Shareholders Assembly may create or increase other special reserves when the needs or convenience of the Corporation so require. It may specify the use to which the appropriation is to be put. Such reserves, as well as any balance of profits freely distributable as a dividend, may be capitalized by decision to be adopted with the decision-making majorities required by Applicable Law.

Paragraph: The Corporation will not recognize interest on dividends that are not claimed on time. Such dividends will remain deposited in the social account, available on demand to their owners. Entitlements to dividends not claimed by shareholders will be extinguished as provided by law.

ARTICLE 54. Extraordinary Balance Sheets. The Board of Directors may at any time order that the accounts be cut off and that an extraordinary balance sheet be prepared. However, the profits appearing on such a document may not be distributed in any way, even if approved by the General Shareholders' Assembly.

ARTICLE 55. Effects of Balance Sheet Approval. The approval of the balance sheet involves the approval of the accounts of the respective year as at the end of each fiscal year.

CHAPTER XIV DISSOLUTION AND LIQUIDATION

ARTICLE 56. Grounds for Dissolution. The Corporation shall be dissolved prior to the expiry of the stipulated term only on the grounds established in Section 457 of the Commercial Code or the regulations that amend or replace it.

ARTICLE 57. Verification of Liquidation. Once the Corporation has been dissolved, it shall be liquidated in accordance with the current legislation. The General Shareholders Assembly may determine which assets will be distributed in kind, establish the value of such assets or the manner in which their value is to be determined, establish the manner of their adjudication, and authorize the liquidator to make the applicable distributions in accordance with the legal requirements.

ARTICLE 58. Appointment of the Liquidator. The liquidation will be carried out by one or more liquidators appointed by the General Shareholders' Assembly. Each liquidator will have an alternate, and each will perform the duties required under the applicable legal provisions. If there are several liquidators, they must act jointly.

Until the General Shareholders' Assembly appoints a liquidator, the person acting as CEO at that time will perform such functions.

ARTICLE 59. Duties of the General Shareholders' Assembly during Liquidation. During the liquidation period, the General Shareholders' Assembly shall meet on the dates indicated in these Bylaws for regular meetings. Likewise, when called by the liquidator(s), the External Auditor, or the relevant Superintendence. The General Shareholders Assembly shall perform all duties consistent with a liquidation, and in particular appoint and replace the liquidator or liquidators and their respective

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alternates, give them the powers considered necessary or appropriate, and indicate to them their assignments.

ARTICLE 60. Legal Status. Once dissolved, the Corporation shall keep its legal personhood, but such a personhood shall be limited to performing the acts or contracts that aim to carry out the liquidation.

**CHAPTER XV
MISCELLANEOUS PROVISIONS**

ARTICLE 61. Corporate Governance and Transparency. The Corporation, Senior Management and its employees are obligated to comply with the regulations on good governance, transparency, fraud prevention, and national and international anti-corruption set out in Applicable Law, in these Bylaws and in other policies that the General Shareholders Assembly or Board of Directors may adopt in the future, taking into account the recommendations in the Country Code enacted by the Superintendence of Finance and corresponding rules and regulations. All documents implementing good corporate governance practices shall be binding on the Corporation, its directors, employees, and officers.

ARTICLE 62. Conflict Resolution. The disputes that may involve the Corporation, its shareholders or Senior Management will be settled by an Arbitration Tribunal that will be located in the city of Bogotá, D.C., will make decisions at law, and will be comprised of three (3) arbitrators appointed mutually by the parties to the dispute within fifteen (15) business days following the date on which one of the parties communicated in writing to the other the issues that are the subject of the arbitration. Upon expiration of the fifteen (15) business day period without a total or partial agreement to that effect, the delegation of all of the arbitrators or missing arbitrators will be automatically deemed to have been made to the Center for Arbitration and Settlement of the Chamber of Commerce in Bogota. The tribunal will operate in the city of Bogotá, D.C., and it will be administered by the Arbitration and Commerce Center of the Chamber of Commerce in Bogotá.

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