



**ANNUAL CORPORATE GOVERNANCE REPORT
TRANSPORTADORA DE GAS INTERNACIONAL S.A. ESP
YEAR 2021**

i. TGI Property Structure

TGI S.A. ESP is a public service company established as a joint stock company, in accordance with the provisions of Law 142 of 1994, with administrative, financial and budget autonomy, which carries out its activities within the scope of private law as a commercial entrepreneur.

The following is the shareholding composition of TGI S.A. ESP as of December 31, 2021:

Shareholding of TGI S.A. ESP

Shareholder	No. of shares	Shareholding Interest
Grupo Energía Bogotá S.A. ESP (formerly Empresa de Energía de Bogotá S.A. ESP)	145,396,370	99.9%
Other	6,444	0.004%

In the Bylaws (articles 5, 6 and 7) is the authorized, subscribed and paid capital:

Stock Capital

Capital	Value	No. of shares	Nominal value
Authorized capital	1,581,000,001,550.67	146,843,686.00	COP 10.766,5507766583
Subscribed capital	1,565,486,780,000.00	145,402,814.00	COP 10.766,5507766583
Paid-in capital	1,565,486,780,000.00	145,402,814.00	COP 10.766,5507766583

Being mainly institutional ownership structure, there are no family relationships between the holders of significant interests. It should be mentioned that the shareholder with the highest interest is Grupo Energía Bogotá S.A. ESP (hereinafter GEB S.A. ESP). As for the members of the Board of Directors, they do not own shares of TGI S.A. ESP. Likewise, it should be noted that none of the Senior Management executives has a shareholding in TGI S.A. ESP.

Likewise, TGI S.A. ESP has no shares reacquired, and all the subscribed shares of the company are registered and ordinary, and are owned by the shareholders, which is why all the shares have the same voting rights. It is important to mention that during 2021, TGI S.A. ESP was not notified of current shareholder agreements and that, according to the Colombian corporate regime, should such agreements exist, they would only be valid and enforceable if they were filed with the company, and if made available to the other shareholders.

ii. TGI Administration Structure

The call to corporate management bodies was made in a timely manner, providing support information for corporate decisions, complying with the provisions of the Regulations of the Board of Directors and its support Committees, their respective Annual Work Plans and session schedules. Similarly, in the course of the meetings, the quorum required to meet and decide validly with the majorities required by law and the Bylaws was established.

Compliance with the best corporate governance practices allowed an optimal exercise in the corporate decision-making process in the best interest of TGI and its different stakeholders.

a) Composition of the Board of Directors and identification of the origin of each one of the members, and of the Committees constituted therein. Date of first appointment and later

1. Board of Directors

The Board of Directors, by statutory provision, has sufficient powers to adopt the necessary determinations for the company to fulfill its purposes. Its main responsibility is to establish the guidelines and guide the Senior Management process on the strategy and operation of the business; appoint the president; supervise his performance and ensure the effective implementation of the governance, control and financial information systems, within the legal, statutory and Business Group provisions.

TGI S.A. ESP's Board of Directors has specific responsibilities and a framework for action, defined in the Bylaws and in the Board Regulations. Within the framework of the Business Group Agreement, the Board of Directors of TGI S.A. ESP is responsible for developing and delving into the guidelines established by the Board of Directors of GEB S.A. ESP on strategic and corporate governance matters, taking into account the sectoral and geographical realities in which it operates.

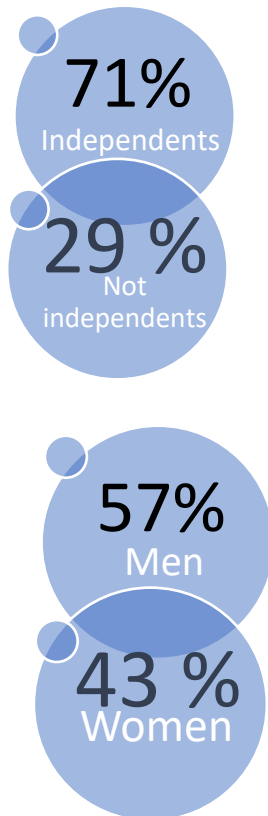
In the extraordinary Assembly of March 25, 2021, the bylaws were amended in the composition of the Board of Directors, passing to a scheme in which there are three deputies.

In the ordinary Assembly of March 26, 2021, the new structure of the Board of Directors was approved, being integrated as follows:

Principal Members	Quality	Numerical deputies
Álvaro Villasante Losada	Non-independent (Chairman of the Board of Directors)	1. Juan Ricardo Ortega Lopez
Héctor José Fajardo Olarte	Independent	2. Jaime Alfonso Orjuela Velez
Mario Martin Mejia del Carpio	Non-independent	3. Diana Marcela Orrego Vega
Jose Fernando Montoya	Independent	
Ana Fernanda Maiguashca	Independent	
Tatiana Orozco	Independent	
Monica Cheng	Independent	

Consequently, with the changes made in the General Shareholders' Assembly meetings throughout the year, 43% of the members of the Board of Directors were renewed during 2021. None of the Board members have employment ties with the company.

Important statistics:



2. Support Committees of the Board of Directors:

In 2021, TGI had until April, five committees that supported the fulfillment of the Board's functions in the following matters: audit and risks, operational and sustainability, financial and investment, corporate governance, and compensation.

Subsequently, in session 202 of April 28, 2021, the new structure of the Advisory Committees of the Board of Directors was approved, leaving the following four Committees of the Board of Directors: audit and risks, operational, financial and investment, Corporate Governance, Sustainability and Human Talent.

Audit and Risk Committee

The Audit and Risk Committee is made up of three members of the Board of Directors, as far as possible, all independent, and it is responsible for verifying with the control authorities and the fiscal auditor of the company, the management's compliance with the accounting procedures in accordance with the current regulatory framework, the analysis of the recommendations of the fiscal auditor in relation to the Financial Statements and the review of the Control Architecture of the company. Likewise, it supervises and evaluates the Internal Control System of the company, including risk analysis, to recommend and issue a concept to the Board of Directors and performs the other functions corresponding thereto according to the law, the By-laws, and its Regulation.



Composition of the Committee from January 1 to April 28, 2021: Composition as of April 28, 2021:

Jorge Enrique Cote Velosa
Daniel Rodríguez Ríos
Mario Martín Mejía Del Carpio

Mario Martin Mejía del Carpio
Tatiana M. Orozco de la Cruz *(**)
José Fernando Montoya *

* Independent member
(**) Committee Chair

Corporate Governance, Sustainability and Human Talent Committee.

The Corporate Governance, Sustainability and Human Talent Committee will be made up of at least three (3) members of the Board of Directors, one of whom must be independent, and is responsible for proposing and supervising compliance with the corporate governance measures and the sustainability approach adopted in the Company. Likewise, this Committee aims to ensure that TGI S.A. ESP's talent management is framed in corporate policies and that the compensation system allows the Company to have the people it requires to meet its strategic objectives, in order to implement the best organizational development practices and generate value for the company and its shareholders. This Committee was created in 2021 as a result of the union of the Committees previously known as the Corporate Governance Committee and the Compensation Committee, which assumed the sustainability functions of the Operating and Sustainability Committee.

Composition of the Corporate Governance Committee from January 1 to April 28, 2021: Composition as of April 28, 2021:

Álvaro Villasante Losada
Daniel Rodríguez Ríos
Mario Martín Mejía Del Carpio

Mario Martin Mejía del Carpio
Tatyana Orozco de la Cruz *(**)
Héctor José Fajardo *

* Independent member
(**) Committee Chair

Composition of the Compensation Committee
January 1 to April 28, 2021:

Juan Ricardo Ortega Lopez
Álvaro Villasante Losada
Daniel Rodríguez Ríos

Financial and Investments Committee

The Financial and Investment Committee is made up of at least three members of the Board of Directors, one of whom must be independent as long as there are members of this capacity in the composition of the Board, and is responsible for monitoring financial management of the Company, analyze new business opportunities, and perform the redefinition of existing investments to make specialized recommendations to the Board of Directors on said matters.



Composition of the Committee from January 1 to April 28, 2021: Composition as of April 28, 2021:

Jorge Enrique Cote Velosa
Héctor José Fajardo Olarte
José Fernando Montoya
Juan Ricardo Ortega López

Álvaro Villasante Losada
José Fernando Montoya ^{*(**)}
Mónica Cheng Arango*
Ana Fernanda Manguashca*

* Independent member
(**) Committee Chair

Operating Committee

The Operating Committee is made up of at least three members of the Board of Directors, at least one of whom must be independent as long as there are members of this capacity in the Board, and is responsible for planning, monitoring and analyzing all topics related to operational aspects of TGI. The topics included within TGI operation include: energy regulation and policy, commercial affairs, management of new infrastructure construction projects and the operation and maintenance activities of the existing infrastructure. Until April 28, 2021, it was called the Operating and Sustainability Committee, later the sustainability functions were assigned to the Corporate Governance, Sustainability and Human Talent Committee.

Composition of the Committee from January 1 to April 28, 2021: Composition as of April 28, 2021:

Jorge Enrique Cote Velosa
Héctor José Fajardo Olarte
Jose Fernando Montoya

Álvaro Villasante Losada
Héctor José Fajardo Olarte ^{*(**)}
Mónica Cheng Arango*
Ana Fernanda Manguashca*

* Independent member
(**) Committee Chair

a) Resumes of the current members of the Board of Directors

The Board of Directors of TGI is made up of people with the highest professional and personal qualities. For their election, the General Shareholders' Assembly takes into account criteria such as experience in finance, law or related sciences and / or in activities related to the public services and / or operations sectors carried out by the company. The documents of the members of the Board of Directors were sent to the General Shareholders' Assembly after verification of the qualities and compliance with the requirements, in accordance with article 17 of the Assembly Regulations and article 2 of the Board Regulations. Likewise, the members have a track record, recognition, prestige, availability, leadership and good name for their professional suitability and integrity. The resumes of the current members of the Board of Directors are published on the website [Transportadora de Gas Internacional \(tgi.com.co\)](http://Transportadora de Gas Internacional (tgi.com.co)), below is the summary of the profiles:

Álvaro Villasante

Bachelor in Business Administration and Management from the *Universidad de Salamanca*, with a Master's in Strategic Management of Human Resources and International Trade. More than 10 years of experience in development and investment in the renewable energy sector. He has served as director of business development in the companies: Acciona Energy in Mexico and Grupo ECOS in Panama.



He is currently linked to Grupo Energía Bogotá as Vice President of Business Management and Innovation.

Ana Fernanda Maiguashca

Economist from *Universidad de los Andes*, MBA in Finance from Columbia, Member of the Board of Directors of Banco de la República, Vice Minister of Finance, has served as Director of Financial Regulation of the Ministry of Finance, Deputy Superintendent for SFC Risk Supervision.



Independent member

Jose Fernando Montoya

Chemical Engineer from the *Universidad Nacional de Colombia*, with studies from international institutions in: Finance, Operations, Leadership, Strategic Planning, Marketing, Crisis Management, Corporate Restructuring, Corporate Governance, Corporate Social Responsibility. 33 years of experience in the hydrocarbons industry.



The first 19 years spent in Product Marketing with SHELL and the last 14 in the exploration and production of oil and gas with HOCOL. He currently works as a founding partner and external director of the Center for Leadership and Management, and is the legal representative and founding partner of the firms Doblefer S.A. and Serifer S.A., companies dedicated to real estate business in Colombia. He is also a member of the Board of Directors of the Corporación Escuela Galán para la Democracia; and member of the Board of Directors of Esenttia (formerly Propilco, of the Ecopetrol Group).

Independent member

Hector José Fajardo Olarte



Energetic and dynamic, results-oriented executive in the oil and gas value chain. A strong leader, with the ability to provide direction and be successful in complex situations across functional areas and in multicultural environments.



Solid track record of performance in the areas of marketing/downstream, midstream and upstream. His areas of expertise include Marketing, Commercial and Business Development, Operations and Pipeline and Gas Pipeline Management.

Independent member

Tatyana M. Orozco



MSc. Development Management (London School of Economics, London, England), Specialist in Marketing (Universidad del Norte), Economist (Universidad de los Andes). Bilingual with more than 17 years of experience working in multinational companies and government entities holding positions from: Executive Director, Vice Minister of Tourism, Director of the National Planning Department, Director for Social Prosperity, until becoming VP of Corporate Affairs. Extensive knowledge and experience directing and leading the development and implementation of strategies on issues of innovation, sustainability, corporate responsibility and risks.

Independent member

Mario Martin Mejia del Carpio



Business Administrator from the *Pontificia Universidad Católica del Perú*, with an MBA from the Senior Management program at the University of Piura.

15 years of experience in the industry. Manager of Internal Control (2016) and Head of Planning and Finance (2004-2010) at *Transportadora de Gas del Perú*, Manager of Administration and Finance at *Cía. Operadora de Gas del Amazonas* (2010-2015).

He currently works as Director of Finance and Supply of Calidda S.A.

Mónica Cheng



Economist from Universidad de los Andes, with a Master's Degree in Economy from the same University. Master's Degree in Regulation of Utilities from LSE. She has served as Associate at JPMorgan Chase, Advisor to the Vice Ministry of Foreign Trade, Vice President of Investment Banking at Inverlink, among others.

Independent member.

Juan Ricardo Ortega Lopez

Economist from the Universidad de los Andes with master's degrees in Economics, Finance and Mathematics from Yale University, in the United States, and a doctorate candidate in Economic Development from the same institution.



He worked with the Inter-Washington as general Prosperity of the Countries America.

American Development Bank (IDB) in coordinator of the Alliance for the of the Northern Triangle of Central

He served as director of the National Tax and Customs Directorate (DIAN), director of Economic Studies of the National Planning Department (DNP), economic adviser to the Presidency of the Republic, vice minister of Finance and Commerce, director of the *Fondo de Garantía de Instituciones Financieras* (Fogafín), Secretary of Finance of Bogotá, professor at *Universidad Nacional*, *Universidad Externado*, *Universidad del Rosario* and *Universidad de Los Andes*, and chief economist at BBVA de Colombia.

He currently serves as President of the GEB.

Jaime Alfonso Orjuela Vélez

Electrical Engineer from the *Universidad de la Salle*, Master of Science in Economics from the Federal University of Rio de Janeiro (IADB-Japan Scholarship Program) and Specialist in Public Opinion and Political Marketing from the *Pontificia Universidad Javeriana*.

In the energy sector in Colombia, he has served as coordinator of the planning group of the Energy Mining Planning Unit (UPME), and in planning and regulation areas in companies such as *Gas Natural Fenosa* and *Electrificadora del Meta*, among others. At GEB, he has been in charge of the Planning and New Business Management of the Transmission Vice Presidency. He has been a member of the board of directors in several of the GEB companies, such as *Empresa de Energía de Cundinamarca*, *CONTUGAS* (Peru) and *TRECSA* (Guatemala), and in

research and development centers of the energy sector such as the Center for Research and Development of the Electricity Sector ("CIDET"). Additionally, he held the position of President (Deputy) of TGI from July 2017 to April 2019.

He currently works as Regulation Manager of GEB.

Diana Marcela Orrego Vega

Business administrator with experience in finance and Colombian energy regulation in the electric power and natural gas sectors. She has experience in the construction of public policy and regulatory proposals related to the development of thermoelectric power generation projects and investment in non-conventional renewable energy projects, as well as in the financial evaluation of companies.

She currently works as advisor 2 of the Regulation Department at Grupo Energía Bogotá.

b) Nomination and selection of members

Regarding the nomination and selection of the representatives of the Corporate Governance, it is important to point out:

- The members of the Board of Directors: article 47 of the Bylaws states that the Board of Directors will be made up of seven (7) main members with three (3) numerical alternates; that the main and alternate members are freely elected and removed by the General Shareholders' Assembly and that at least three (3) women will be part of the Board of Directors. The Board of Directors, in accordance with article 19, numeral 16 of Law 142 of 1994, is made up in proportion to the shareholding ownership. The election in the General Shareholders' Assembly is carried out through the electoral quotient system (Articles 1 and 2 of the Regulations of the Board of Directors).



• In accordance with article Regulations, upon Meeting, the Corporate, Committee of the Board of Directors verifies the qualities and requirements applicable to each category of member.

17 of the TGI Shareholders' Assembly presentation of the candidates to this Sustainability and Human Talent

• Board of Director Committees: the committees are made up of the main and respective alternate members of the Board of Directors and their members are elected by it.

• Chairman: elected by the Board of Directors. According to the Bylaws, the term of the chairman is two (2) years from the election thereof, but can be re-elected indefinitely or freely removed from the position before the expiration of the term.

The Regulations of the Board of Directors, in article 2, establish the requirements and qualities that its members must meet, which are validated by the Corporate Governance, Sustainability and Human Talent Committee, prior submittal to the General Shareholders' Assembly.

In accordance with articles 379 numeral 1 of the Commercial Code and 17 of the Regulations of the Assembly, to facilitate their legal right to nominate, shareholders may submit the candidates to the Board of Directors to the Corporate Governance, Sustainability and Human Talent Committee for verification of the requirements, in which case a report will be presented to the Assembly on the compliance thereof, prior to the election.

In the event that the procedure is not carried out with the Corporate Governance, Sustainability and Human Talent Committee, it is the responsibility of the proposing shareholder to make the necessary analysis and submitting it at the Shareholders' Meeting prior to voting. The Regulations of the Board of Directors establish general criteria that must be met by its members - criteria that are objective and allow diversity in the composition of the Board.

TGI, while it is not registered with the National Securities and Issuers Registry, is not obliged, under the terms of article 44 of Law 964, to have independent members. Notwithstanding the foregoing, TGI, as a good corporate practice, seeks to have independent members, and indeed it does; for the definition of independence, the provisions of paragraph 2 of article 44 of the aforementioned Law 964 of 2005 are taken into account.

Regarding the qualities of the members that make up the Board, they are set out in article 2 of the Board Regulations. In accordance with the provisions of article 17 of the General Shareholders' Meeting Regulations, the report of the Corporate Governance, Sustainability and Human Talent Committee regarding the fulfillment of the conditions and requirements of the candidates to be members of the Board of Directors is presented to the Assembly.

c) Relevant data on the operation of the meetings of the Board of Directors in 2021:

- The Board of Directors of TGI S.A. ESP meets regularly once a month.
- The quorum is made up of the participation of at least four of its members and decides with the majority of the votes present. For decision-making purposes, each of the members of the Board of Directors has one vote.
- In 2021, the Board of Directors met 15 times, of which 12 were ordinary sessions and three extraordinary.
- In the 15 sessions, 29 decisions were made with a unanimous vote of all attendees.



- For all the Board of drafted and signed by the the company and the deliberations, discussions and

Directors' meetings, minutes were chairman or the legal representative of Secretary of the Board, which contain the sources of information that served as the basis for the decisions adopted.

d) Modifications of corporate documents during the reporting period

During 2021, the modifications to the following corporate documents were approved:

- The General Shareholders' Assembly in the extraordinary session No. 51 of March 25, 2021, approved to amend the Bylaws of the company in the composition of the Board of Directors, moving to a scheme in which there are three numeric deputies.
- The Board of Directors in session number 202 of April 28, 2021, approved the new structure and the composition of the Advisory Committees of the Board of Directors in the terms presented by the administration, leaving the following Committees of the Board of Directors: Audit and Risks Committee, Financial and Investments Committee, Operating Committee, Corporate Governance, Sustainability and Human Talent Committee.
- The Operating Committee in session 91 of May 19, 2021 approved modifying the Operating Committee Regulations on the occasion of the reconfiguration of the Committees of the Board of Directors.
- The Audit and Risk Committee in session 71 of May 19, 2021 approved modifying the Audit and Risk Committee Regulations to include the function of recommending and supervising the company's cybersecurity risk management and compliance with related policies, in order to mitigate their possible impacts on the company's operations.
- The Corporate Governance, Sustainability and Human Talent Committee in its session of June 18, 2021 approved modifying the committee regulations during the reconfiguration of the Committees of the Board of Directors.
- In session 208 of September 29, 2021, it approved the modification to the Corporate Governance Code to the Regulations of the Board of Directors.
- The General Shareholders' Assembly in the extraordinary session No. 53 of October 29, 2021, approved to amend the Shareholders' Assembly Regulation and the corporate By-laws to include at least 3 women in the Board of Directors.

Instrumento	Motivo de actualización	Instancias de Aprobación	Fecha de aprobación (2021)
Estatutos Sociales	Suplente numéricos	Asamblea de Accionistas	25 de marzo
Estatutos Sociales	Al menos 3 mujeres en la conformación de la JD Dow Jones	Asamblea de Accionistas	29 de octubre
Código de Gobierno Corporativo	Suplente numéricos y cambio Comités de JD	Junta Directiva	29 de septiembre
Reglamento de Asamblea de Accionistas	Suplente numéricos y cambio Comités de JD	Asamblea de Accionistas	29 de octubre
Reglamento de la Junta Directiva	Suplente numéricos, cambio Comités de JD y metodología de autoevaluación de la JD	Junta Directiva	29 de septiembre
Reglamento del Comité de Gobierno Corporativo, Sostenibilidad y Talento Humano	Cambio Comités de JD	Comité de Gobierno Corporativo, Sostenibilidad y Talento Humano	18 de junio
Reglamento del Comité de Auditoría y Riesgos	Función Ciberseguridad Dow Jones	Comité de Auditoría y Riesgos	19 de mayo
Reglamento del Comité Operativo	Cambio Comités de JD	Comité Operativo	19 de mayo

Instrument	Update Reason	Approval Instances	Approval Date (2021)
Corporate By-Laws	Numerical deputies	Shareholders' Assembly	March 25
Corporate By-Laws	At least 3 women in the makeup of the BoD Dow Jones	Shareholders' Assembly	October 29
Operational Governance Code	Numerical deputies and change -BoD Committees	Board of Directors	September 29
Shareholders Assembly Regulations	Numerical deputies and change -BoD Committees	Shareholders' Assembly	October 29
Regulations of the Board of Directors	Numeric deputies and change BoD Committees	Board of Directors	September 29

	and self-assessment methodology of the BoD		
Corporate Governance, Sustainability and Human Talent Regulation	Change in BoD Committee	Corporate Governance, Sustainability and Human Talent Committee	June 18
Audit and Risk Committee Regulation	Dow Jones Cyber Security Function	Audit and Risk Committee	May 19
Regulations of the Operating Committee	Change in BoD Committee	Operating Committee	May 19

e) Remuneration of the Board of Directors and the committees

In 2021, there was no increase in fees other than the increase in the legal monthly minimum wage in force for the aforementioned year. The fees of the Board of Directors were set by the General Shareholders' Assembly in session No. 34 of 29 March 2016, corresponding to four current legal monthly minimum wages (hereinafter "SMMLV"). In said session, it was also indicated that the fees for attending committees would be 3 minimum monthly legal salaries in force. TGI S.A. ESP does not have a variable remuneration model for the Board of Directors, as all values are associated with participation in meetings. The members of the Board of Directors are excluded from remuneration systems that incorporate stock options.

Remuneration and fees of the Board of Directors and the committees in 2021 (COP)

Board of Directors Session - 4 SMMLV	(COP) \$3,634,104
Board of Directors committee session - 3 SMMLV	(COP) \$2,725,578

Fees paid to the entire Board of Directors and committees in 2021

BOARD OF DIRECTORS	COMMITTEES	TOTAL
COP \$381,580,920	COP \$147,181,212	COP \$528,762,132

On the occasion of the new composition of the members of the TGI Board of Directors, the induction process was carried out, allowing to share the most relevant topics of the company with new members. In this sense, different presentations were made which addressed, among others, the following topics: where do we come from?, who are we?, where are we today?, sustainability agenda, TGI strategy 2020 by 2027, Corporate Governance, Natural Gas Market: a regulated sector.

Additionally, throughout 2021 strategic talks were held with CREE and McKinsey.

Attendance of the members of the Board of Directors.

f) Attendance data at meetings of the Board of Directors and Committees

1. Board of Directors

Carrera 9 # 73-44 In 2021, 15 sessions of the TGI Board of Directors were held:
(57) 3138400
tgi.com.co

Regular meetings	12
Special meetings	3

Composition of the Board of Directors from January 1, 2021 to March 25, 2021 (total sessions 3):

Members	Attendance	Attendance Percentage
Juan Ricardo Ortega Lopez	3	100%
Jorge Enrique Cote Velosa	3	100%
Álvaro Villasante Losada	3	100%
Héctor José Fajardo Olarte	3	100%
Mario Martín Mejía Del Carpio	3	100%
Daniel Rodríguez Ríos	3	100%
Jose Fernando Montoya	3	100%

Composition of the Board of Directors from March 26, 2021 to December 31, 2021 (total sessions 12):

Members	Attendance	Attendance Percentage
Álvaro Villasante Losada	12	100%
Ana Fernanda Maiguashca Olano	11*	91.6%
Tatiana María Orozco de la Cruz	12	100%
Héctor José Fajardo Olarte	12	100%
Mario Martín Mejía Del Carpio	12	100%
Mónica Cheng Arango	12	100%
Jose Fernando Montoya	12	100%

*Juan Ricardo Ortega attended session 207 as a deputy member in the absence of Ana Fernanda Maiguashca Olano.

- The average attendance at the sessions of the Board of Directors during the year 2021 was 99.5%.
- The average duration of the Board of Directors' sessions in 2021 was 3 hours and 40 minutes.

2. Committees

The Committees had two compositions throughout the year, in accordance with the modification to the composition of the Board of Directors and the reconfiguration of the Committees adopted by the Board of Directors in session No. 202 of April 26, 2021. Next, you will find the information related to the assistance of both compositions:

2.1. Compensation Committee:

In 2021, 2 sessions of the TGI



Compensations Committee were held:

Total sessions	2
Regular sessions	1
Extraordinary sessions	1

Composition of the Committee from January 1, 2021 to April 26, 2021 (total sessions, 2):

Members	Attendance	Attendance Percentage
Juan Ricardo Ortega López*	2	100%
Álvaro Villasante Losada	2	100%
Daniel Rodríguez Ríos	2	100%

(*) Committee Chair

The average attendance of the Compensation Committee during 2021 was 100%.

In session No. 202 of April 26, the union of this committee with the Corporate Governance Committee was approved for the creation of the Corporate Governance, Sustainability and Human Talent Committee.

2.2. Audit and Risk Committee:

In 2021, 6 sessions of the TGI Audit and Risks Committee were held:

Total sessions	6
Regular sessions	4
Extraordinary sessions	2

Composition of the Ad-Hoc Committee for session No. 68 of February 1, 2021 and for session No. 70 of March 4, 2021 (total sessions 2):

Members	Attendance	Attendance Percentage
Luis Martin Gutierrez Soenens	2	100%
Camila Merizalde Arico*	2	100%
Diana Marcela Orrego Vega*	2	100%

(*) Committee Chair

Composition of the Committee from April 26, 2021 to December 31, 2021 (total sessions, 3):

Members	Attendance	Attendance Percentage
Martín Mejía Del Carpio	3	100%
Tatiana M. Orozco de la Cruz*	3	100%
José Fernando Montoya	3	100%

(*) Committee Chair

Composition of the Committee from January 1, 2021 to April 26, 2021 (total sessions, 1):

Members	Attendance	Attendance Percentage
Jorge Enrique Cote	1	100%
Daniel Rodríguez Ríos*	1	100%
Mario Martín Mejía del Carpio	1	100%

(*) Committee Chair

The average attendance of the Audit and Risks Committee during 2021 was 100%.

2.3. Corporate Governance Committee:

During 2021, 1 session of the TGI Corporate Governance Committee was held:

Total sessions	1
Regular sessions	1
Extraordinary sessions	0

Composition of the Committee from January 1, 2021 to April 26, 2021 (total sessions, 1):

Members	Attendance	Attendance Percentage
Álvaro Villasante Losada	1	100%
Mario Martín Mejía del Carpio*	1	100%
Daniel Rodríguez Ríos	1	100%

(*) Committee Chair

The average attendance of the Compensation Committee during 2021 was 100%.

In session No. 202 of April 26, the union of this committee with the Compensations Committee was approved for the creation of the Corporate Governance, Sustainability and Human Talent Committee.

2.4. Financial and Investments Committee:

Carrera 9 # 73-44
(57) 3138400
tgi.com.co

In 2021, 7 sessions of the TGI Financial and Investments Committee were held:

Total sessions	7
Regular sessions	6
Extraordinary sessions	1

Composition of the Committee from January 1, 2021 to April 26, 2021 (total sessions, 2):

Members	Attendance	Attendance Percentage
Jorge Enrique Cote Velosa	2	100%
Héctor José Fajardo Olarte	2	100%
José Fernando Montoya*	2	100%
Juan Ricardo Ortega Lopez	2	100%

(*) Committee Chair

Composition of the Committee from April 26, 2021 to December 31, 2021 (total sessions, 5):

Members	Attendance	Attendance Percentage
Ana Fernanda Manguashca	5	100%
José Fernando Montoya*	5	100%
Mónica Cheng Arango	5	100%
Álvaro Villasante Losada	5	100%

(*) Committee Chair

The average attendance of the Financial and Risks Committee during 2021 was 100%.

2.1. Corporate Governance, Sustainability and Human Talent Committee:

During 2021, 3 sessions of the TGI Corporate Governance Committee, Sustainability and Human Talent were held:

Total sessions	3
Regular sessions	3
Extraordinary sessions	0

Composition of the Committee from April 26, 2021 to December 31, 2021 (total sessions, 3):

Members	Attendance	Attendance Percentage
Tatiana M. Orozco de la Cruz*	3	100%
Héctor José Fajardo	3	100%
Mario Martín Mejía del Carpio	1	33.3%

(*) Committee Chair

The average attendance of the Corporate Governance, Sustainability and Human Talent Committee in 2021 was **77.78%**.

This committee was established in session No. 202 of the Board of Directors of April 26, 2021, as a result of the union of the Compensations Committee and the Corporate Governance Committee.

2.1. Operating Committee:

In 2021, 6 sessions of the TGI Operating Committee were held:

Total sessions	6
Regular sessions	6
Extraordinary sessions	0

Composition of the Committee from January 1, 2021 to April 26, 2021 (total sessions, 2):

Members	Attendance	Attendance Percentage
Jorge Enrique Cote Velosa	2	100%
Héctor José Fajardo Olarte*	2	100%
Jose Fernando Montoya	2	100%

(*) Committee Chair

Composition of the Committee from April 26, 2021 to December 31, 2021 (total sessions, 4):

Members	Attendance	Attendance Percentage
Mónica Cheng Arango	4	100%
Héctor José Fajardo Olarte*	3	75%
Ana Fernanda Maiguashca	3	75%
Álvaro Villasante Losada	4	100%

(*) Committee Chair

The average attendance of the Financial and Risks Committee during 2021 was 90%.

a) Chairman of the Board of Directors (functions and key aspects)

In 2021, the Board of Directors was chaired by Juan Ricardo Ortega López until April and later, in session 202 of April 28, 2021, the Board of Directors appointed **Álvaro Villasante Losada** as its Chairman. In the same session, the Board of Directors appointed **Jose Fernando Montoya** as its Vice Chair.

The Chairman of the Board of Directors is responsible for directing the agenda of the collegiate body, so that it focuses on the strategic and key issues for the organization, he is responsible to ensure that the members of the board of directors actively participate in the conversations and decisions made, that the latter are collected appropriately in the minutes of the sessions and that there is fluid interaction with the senior management team. This makes it easier for the priorities of this body to be set objectively and to reflect the interests of all stakeholders.

b) Secretary of the Board of Directors

Pursuant to the provisions of Article 50 of the Corporate By-laws, and Article 7 of TGI's Board of Directors Regulations, the functions of Secretary of said body were assumed by Dalila Hernández Corzo, Legal and Supply Vice President of TGI. The Secretary of the Board of Directors is responsible for the protocol functions of the Company, keeping the books and records required by law and the bylaws, communicating the calls of the corporate bodies, exercising the attestation of internal acts and documenting and fulfilling the tasks entrusted by the Board of Directors and the Chairman. Furthermore, the secretary calls meetings, prepares the agenda that will be dealt with in each session, verifies the quorum of each session, draws up the minutes of the sessions of the Board of Directors, submits them for approval and records them in the respective book, follows up on the agreements and commitments made in the sessions of the Board of Directors, preserves the social documentation and ensures the formal legality of the actions of the Board of Directors.

g) Relations during the year of the Board of Directors with the Statutory Auditor and external advisors

In accordance with the provisions of the Regulations of the Audit and Risk Committee, the Statutory Auditor attends all the meetings of this committee as a permanent guest. In the validity of the year 2021, TGI S.A. ESP continues with the firm KPMG SAS, as statutory auditor of the Company.

TGI's Board of Directors relied on the advice of Governance Consultants S.A. in the process of evaluating the members of the Board of Directors.

Bellicorp S.A.S. is the firm hired by TGI to carry out the external management and results audit, which will present during the 2022 period to the Superintendency of Residential Public Services the report corresponding to the 2021 period.

Furthermore, the Board of Directors of TGI S.A. ESP has the support of experts when it deems it necessary; in these cases, you can request the opinions of suitable and independent experts. In furtherance of this right, the Board of Directors interacted with external experts in 2021 on the following topics: i. Review of the McKinsey strategy. ii. Strategic scenarios: Regional Center for Energy Studies - CREE. iii. Self-evaluation of the Board of Directors: Governance Consultants.

h) Comptroller's Office of Bogotá D.C.

During 2021, the Comptroller's Office of Bogotá D.C. carried out the regularity audit valid for 2020, in which 19 administrative findings were presented; of these, one has a tax impact. TGI defined the corresponding improvement plans, which are subsequently verified by the control entity.

i) Management of confidential and privileged information of the Board of Directors

The provisions on confidential and privileged information of TGI's Board of Directors are established in the Corporate Governance Code and in the Board Regulations.

The information accessed by the members of the Board of Directors is subject to the duty of confidentiality and the recognition that all their actions and decisions must be in the interest of the company and of all shareholders, in accordance with the Colombian legal regime. The provisions on confidential and privileged information of the Board of Directors are established in the Corporate Governance Code and in its Regulations. Throughout 2021, TGI S.A. E.S.P. used Board of Director's SharePoint as a technological tool



to provide the members of related to minutes,

the Board of Directors with information presentations and annexes of the topics

to be discussed in each session. Board members have permanent access to this tool from their computers or mobile devices, through a username and password assigned to each one. This tool has suitable security systems that allow reviewing the traceability of the information and preserving the confidentiality thereof.

j) Activities of the Committees of the Board of Directors:

• **Audit and Risk Committee**

Subjects	
Informative	44
Approving	12

- ✓ The Committee recommended to the Board of Directors to approve the modification of the company's risk matrix in the terms presented by the administration.
- ✓ The Committee recommended that the individual and consolidated financial statements as of December 31, 2020, the profit distribution project, the report on operations with related parties and the report of the statutory auditor, be presented to the Board of Directors, so that the latter, in turn, recommends its submittal to the General Shareholders' Assembly.
- ✓ It approved modifying the Audit and Risk Committee Regulations to include the function of recommending and supervising the company's cybersecurity risk management and compliance with related policies, in order to mitigate their possible impacts on the company's operations.

• **Compensation Committee**

Subjects	
Informative	5
Approving	2

- ✓ The Committee recommended to the Board of Directors to approve the variable compensation model for 2021 in the terms presented by the administration.
- ✓ The Committee recommended to the Board of Directors the approval of the salary increase for the non-unionized population.

• **Financial and Investments Committee**

Subjects	
Informative	40
Approving	7

- ✓ The Committee recommended to the Board of Directors to approve the 2021 strategic map in the terms presented by the administration.
- ✓ The Committee recommended the approval of the 2021 budget in the terms presented by the administration.
- ✓ The Committee recommended to the Board of Directors to present them to the Board of Directors, together with the statutory auditor report, so that the latter, in turn, recommends their submittal to the General Shareholders' Assembly.



- ✓ The Committee recommended the approval of the existing intercompany loan between GEB and TGI in the terms presented above. recommended to the Board of Directors decrease in the interest rate of the

- **Corporate Governance, Sustainability and Human Talent Committee**

Subjects	
Informative	34
Approving	12

- ✓ The Committee approved the Regulations for Corporate Governance, Sustainability and Human Talent in the terms presented by the administration with the inclusion of the functions requested by the Committee in terms of the succession plan for critical positions and human rights issues.
- ✓ The Committee recommended to the Board of Directors: i) Advance in the structuring of solar interactive classroom projects with the GEB to access the OXI 2021-2022 mechanism and ii) Approve Work Plan 2022 and definition of the structuring support team of OXI projects for the 2023 term.

- **Corporate Governance Committee.**

Subjects	
Informative	3
Approving	2

- ✓ The committee recommended to submit the Sustainable Management report for the year 2020 to the Board of Directors, so that said corporate body, in turn, recommends its approval to the General Shareholders' Assembly.
- ✓ The committee recommended to submit the Corporate Governance report for the year 2020 to the Board of Directors, so that said corporate body, in turn, recommends its submission for approval to the General Shareholders' Assembly.

- **Operating Committee.**

Subjects	
Informative	61
Approving	8

- ✓ The committee recommended to the Board of Directors the approval of the SST objectives and indicators for the year 2021.
- ✓ The committee recommended to the Board of Directors to authorize the President of the company to sign the acts, contracts and legal businesses needed to modify the Gas Transportation contracts indicated by the administration that exceed the amount of 70,000 SMLMV, as a consequence of CREG Resolution 185 of 2020.
- ✓ The committee recommended to the Board of Directors to approve the participation of TGI in the project of works for taxes, established in the Bank of Projects of the ART with code 20200214000028 and whose purpose provides: Provision of kitchenware for school restaurants of educational institutions and centers in the municipality of Rionegro, department of Santander.
- ✓ The committee recommended to the Board of Directors, in the framework of the process before the CREG of normative useful life, to approve the decision on the assets of the CREG file 024 of 2019 in the terms presented by the administration.

k) Information on the performance of the evaluation processes of the Board of Directors and Senior Management, as well as a summary of the results

Each year, the TGI Board of Directors carries out a self-assessment regarding its functions and work as a collegiate body, identifying the degree of compliance therewith. Additionally, the evaluation of its Committees and that of its members individually considered is carried out with the support of an external and independent advisor, so in 2021 it was carried out with Governance Consultants. Each year, the conclusions of the self-assessment of the Board of Directors must be presented to the General Shareholders' Assembly.

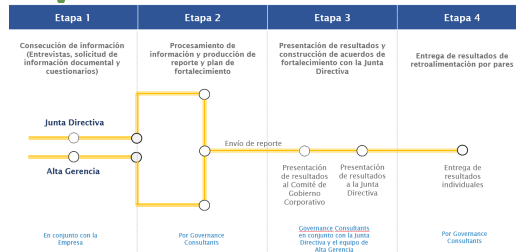
The evaluation processes of the Boards of Directors are an opportunity to encourage a culture of improvement and contribute to improving decision-making processes. This is only possible when starting from the base of common understandings and collective commitments, between the directors and with the senior management teams, to embark on a path based on concrete agreements that contribute to the effectiveness of the Boards of Directors.

Our evaluation process recognizes three dimensions: the collegiate view of the Board of Directors itself, the view of senior management, and individual feedback. The main dimensions analyzed in this process are presented below:

Evaluación de la efectividad del cuerpo colegiado	Insumos desde la perspectiva Alta Gerencia	Retroalimentación Individual a directores
<ul style="list-style-type: none"> • Aspectos fundamentales de contribución • Elementos de estructura • Capacidades colectivas del cuerpo colegiado • Confianza en diferentes dimensiones • Aporte de los comités • Manejo de incentivos del cuerpo colegiado • Acuerdos operativos internos • Administración de potenciales conflictos • Interacción del cuerpo colegiado con la alta gerencia • Agenda temática y enfoques 	<ul style="list-style-type: none"> • La alta gerencia retroalimenta a la Junta Directiva desde su perspectiva, con el propósito de identificar elementos que pueden requerir mayores niveles de sincronía entre el cuerpo colegiado, sus comités y la administración. • Las dimensiones evaluadas por la alta gerencia corresponden con las perspectivas analizadas desde la óptica colegiada. 	<ul style="list-style-type: none"> • Cada miembro de la Junta Directiva retroalimentará a sus compañeros, con el propósito de establecer procesos personales de mejoramiento. • Los resultados individuales son confidenciales para cada miembro del cuerpo colegiado.

Evaluation of the effectiveness of the collegiate body	Inputs from the Senior Management perspective	Individual feedback to Directors
<ul style="list-style-type: none"> • Fundamental aspects of contribution • Structure elements • Collective capacities of the collegiate body • Trust in different dimensions • Committee input • Management of incentives of the collegiate body • Internal operating agreements • Management of potential conflicts • Interaction of the collegiate body in senior management • Thematic agenda and approaches 	<ul style="list-style-type: none"> • Senior management provides feedback to the Board of Directors from their perspective, in order to identify elements that may require higher levels of synchrony between the collegiate body, its committees and the administration. • The dimensions evaluated by senior management correspond to the perspectives analyzed from the collegiate perspective. 	<ul style="list-style-type: none"> • Each member of the Board of Directors will give feedback to their colleagues, with the purpose of establishing personal improvement processes. • The individual results are confidential for each member of the collegiate body.

The evaluation process is made up of the following stages:



Stage 1	Stage 2	Stage 3	Stage 4
Obtaining information (Interviews, request for documentary information and questionnaire)	Information processing, report production and strengthening plan	Presentation of results and construction of strengthening agreements with the Board of Directors	Delivery of peer feedback results
Board of Directors Top Management	Report submission	Presentation of results to the Cooperative Governance Committee Presentation of results to the Board of Directors	Delivery of individual results
In conjunction with the company	By Governance Consultants.	Governance Consultants in conjunction with the Board of Directors and the Senior Management team	By Governance Consultants.

TGI's own audits (internal audit) and that of the statutory auditor are also carried out on this front. Furthermore, every six months, the evaluation of compliance with the respective standards of Corporate Governance by the Board of Directors and its committees is presented to the Corporate Governance Committee.

Each year, in compliance with the provisions of Law 142 of 1994, TGI has an external management and results auditor, who, in order to carry out his work, requests the details of the company's operating activities, as well as information related to the Corporate Governance, such as shareholding composition of the company, members of the Board of Directors, among others. The results of the audit, together with the conclusions and opinion of the auditor, are presented to the Superintendency of Residential Public Services on the dates defined for this purpose.

The main conclusions of said self-assessment were the following: TGI's Board of Directors had positive results in the different dimensions that are part of this exercise, with averages of 9.0/10.0 both from the Board and from Senior Management. There is an evolution of the results with respect to the previous year. (ii) Three main issues were identified that require a greater focus from the collegiate body: i. the

industry transformation the company; and iii. the its different dimensions



and diversity of strategic possibilities for strategic management of human talent, in (development, evaluation, succession).

iii. Transactions with Related Parties

a) Powers of the Board of Directors on this type of operations and situations of conflicts of interest

The rules for operations with related parties and the management of conflicts of interest are contained in the Code of Ethics, in the Bylaws, in the Policy for Operations with Related Parties and in the Policy for the Management of Conflicts of Interest, documents that are available on the TGI S.A. ESP website, at the link: <https://www.tgi.com.co/us/corporate-governance>

In operations with related parties, the regime of disqualifications, incompatibilities and conflicts of interest is complied with. Furthermore, these

operations must be carried out in accordance with the current regulatory framework, the Business Group Agreement, the Bylaws, the Corporate Governance Code, the provisions of the Contracting Manual, as well as the Corporate Governance commitments. TGI S.A. ESP ensures that related party transactions are agreed under market conditions and documented, with the supports for the transfer pricing methodology required by the authorities.

In 2021, operations were carried out with the following related parties:

- Vanti S.A ESP
- Grupo Energía Bogotá S.A. ESP.
- Codensa S.A. ESP.

The detail of the information on the operations with related parties of the companies carried out in 2021 is disclosed annually in the Notes to the Financial Statements of TGI S.A. ESP and in the Report of related parties submitted to the consideration of the Audit and Risks Committee of the Board of Directors of the company.

In the event of a conflict of interest, or when there is doubt about its existence, the person in whom the potential conflict falls must suspend any action or direct or indirect intervention in the activities and decisions related to the eventual conflict, and to report in detail and in writing to the hierarchical superior.

The administrators of TGI S.A. ESP must report any conflicts of interest to the Compliance Department through the Secretary of the Board of Directors. Subsequently, the Compliance Department will submit the situation to the Board of Directors' Audit and Risks Committee, which will evaluate the existence or not of the conflict and will recommend the Board of Directors the measures that should be taken for the administration and management thereof. In the event that the Audit and Risk Committee determines that there is a conflict of interest, the person involved shall refrain from participating in the deliberation or decision of the respective matter and must withdraw from the session.

The Compliance Director and the members of the TGI S.A. ESP Ethics Committee must report the situation of the eventual conflict of interests to the Audit and Risk Committee of the Board of Directors through the Compliance Department. The Audit and Risk Committee will take the necessary measures for its administration and management and will recommend to the administrative hierarchical superior the measures that must be taken for its administration and management.

The other employees of TGI S.A. ESP, who do not have the quality of administrators and are facing a possible conflict of interest, must follow the procedure established in the Code of Ethics.

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During 2021, no potential conflicts of interest of the members of the Board of Directors were declared. The administrators and collaborators of TGI S.A. ESP,



declared the situations that the framework of the Code of Ethics, which were and managed to avoid their materialization.

could lead to conflicts of interest, within Annual Declaration of Adherence to the reviewed by the competent Committee

iv. TGI’s Risk Management Systems

a) Explanation of the Internal Control System (SCI) of TGI

The Internal Control System applies to the entire company and to the functions of each position, always guided and advised by the direct report, in order to:

Comply with functional, administrative and operational obligations.

- Manage own risks and establish and update control procedures and techniques.
- Take immediate preventive and corrective actions.
- Mitigate the risk of fraud.
- Prepare and transmit reliable, adequate, timely and real information to the management and execution levels.
- Institutionalize self-control as a permanent process for verifying planning and its results.
- Pursue the fulfillment of the Methodological Frameworks.
- Cooperate with the Internal Audit Management of TGI S.A. ESP in its evaluation processes and the commitment to apply the agreed recommendations for the improvement of the Internal Control System.
- Adopt good practices related to the Internal Control System.

An adequate control environment is TGI's commitment to its stakeholders, for which it has the Three Lines of Defense Model, which provides a simple and effective way to improve communication in risk management and control, through the definition and description of the functions and duties.



Control Architecture -Lines of Defense -1-Self-control Line

We are all part of it and we are responsible for carrying out our activities with high ethical standards and complying with procedures.

Line of defense -Process owners>>Manage their own risks and controls >>Effective maintenance of controls

Line of Defense -2. Line Alignment, supervision and monitoring functions

In charge of defining the methodological frameworks and monitoring risks.- Led mainly by the Compliance, Planning and Performance areas.

Methodological frameworks>>Accompaniment to the first line of defense>>Risk monitoring

3 Line Independence and objectivity

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Exercised by the Internal Audit Management, which provides independent and objective assurance and advice on the execution of the company's processes.

Evaluation of the first lines of defense>>Reports to Senior Management and Management bodies>>Recommends improvements (Annual Audit Plan)

Furthermore, there are the following mechanisms that allow strengthening the Internal Control System:

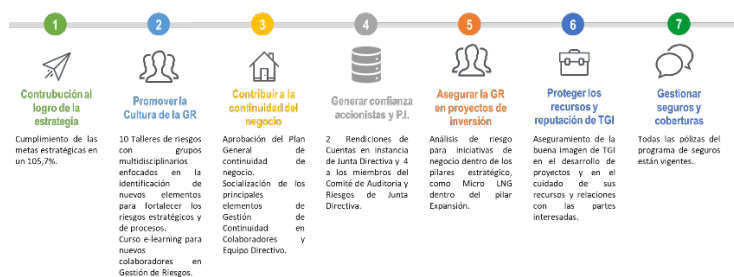
- Code of Ethics
- Corporate Governance Code.
- Risk Management Policy
- Policy for Internal Control and Prevention of Fraud and Corruption.
- Sustainability Policy.
- Internal Audit Statute
- Presidency Guidelines.
- Corporate Strategic Plan (PEC).
- Integral Management System (IMS)
- Risk Assessment and Management System.
- Information System SAP Hanna
- Committees of the Board of Directors, Advisory and Monitoring Committees, and Compliance Committees.
- Application of International Standards for the Professional Practice of Internal Auditing.
- Regular training on Control Architecture issues and the Ethics and Compliance Program.

All these tools constitute the support for the implementation, maintenance and improvement of control processes and activities, thus complying with numeral V "Control Architecture" of the Corporate Governance Code.

b) Description of the Risk Policy and its application throughout the year

TGI has a Risk Management Policy approved on December 27, 2017 by the GEB Presidency Committee. The policy was adopted and adapted on January 28, 2018 through the TGI Board of Directors.

Compliance with the 2021 Management Policy is described below:



1 Contribution to the achievement of the strategy	2. Promote the Culture of the GR	3. Contribute to business continuity	4. Build shareholder and IP trust	5. Ensure GR in investment projects	6. Protect TGI's resources and reputation	7. Manage insurance and coverage
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105.7% fulfillment of strategic goals	10 risk workshops with multidisciplinary groups focused on identifying new elements to strengthen strategic and process risks E-learning course for new employees in Risk Management	Approval of the General Business Continuity Plan. Socialization of the main elements of continuity management among Collaborators and Management Team	2 accountability sessions at the Board of Directors level, and 4 to the members of the Audit and Risk Committee of the Board of Directors.	Risk analysis for business initiatives within the strategic pillars, such as Micro LNG within the Expansion pillar	Ensuring the good image of TGI in the development of projects and in the care of its resources and relationships with stakeholders.	All insurance program policies are current.
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Response and supervision plans for the main risks

Out a total of 138 strategic risk controls defined for 2021, a satisfactory compliance level was achieved, thereby ensuring full implementation during said year's management.

c) Company risk management systems and their application during the year.

In 2021, the main aspects of risk management included:

- The Risk Management Index as of December 31 was 9088.694%. This indicator measures strategic risk management, weighting factors that relate the effectiveness of risk management, response planning, alignment with corporate strategy, the materialization of Extreme, High and Moderate risks and their monitoring and control thereof. It measures comprehensive risk management, weighing factors that will measure Planning, the effectiveness of risk management, risk response planning, monitoring and control of risk response plans and the impact on the materialization of strategic variables of the organization.
- Risk management planning: Corresponds to the factor that measures risk planning management and the respective development of risk workshops.
- Risks identification Corresponds to the factor that measures risk identification management from the planning phase.
- Execution of action plans/risk response: Corresponds to the factor that will measure the adequate implementation of the risk response or action plans, which objective is to ensure that the plans are executed on the defined dates and that they are followed up.
- Effectiveness of response plans: Corresponds to the factor that will measure the effectiveness of the response plans in relation to their materialization, with the aim of ensuring response or action plans that act against the strategy defined to address the risk. This weights the materialization of extreme risks at 50%, High 30%, Moderate 15% and Low 5%.
- Impact on strategic variables: Corresponds to the factor that measures the impact of the materialization of risks in the variables of time, cost, reputation and occupational health and safety, according to the assessment levels of these variables in the project risk matrix.

During the year, it was mainly at the “Controlled” level:

- Quarter 1: IGR = 89.56 “Stable” 1 Materialized Risk -> R5 Social incidents in TGI operations and projects
- Quarter 2: IGR = 93.89 “Controlled” 0 materialized risks
- Quarter 3: IGR = 91.45 “Controlled” 1 Materialized Risk -R4 Non-continuity of critical business functions.
- Quarter 4: IGR = 91.79% “Controlled” 1 Materialized Risk R1 Regulatory changes unfavorable to the interests of the company.

During the year, the following early warnings were reported, analyzed and presented in the governance instances for risk management:

- Early warning for R1 Regulatory changes unfavorable to the interests of the company due to the entry into force of CREG Resolution 160 in the fourth quarter of 2021.
- Early warning for R7 Failure to meet the financial goals of the company to ensure the analysis of the impacts of regulatory risk and other business risks on the variables of P&G, and
- early warning for **R10 Failure to incorporate businesses that generate value** with the probability of postponement in the development of new relevant businesses defined in the financial projections.

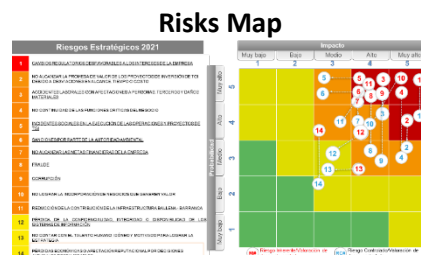
The above made it possible to proactively mitigate the exposed risks and through a more detailed analysis at the regulatory level; more robust actions were implemented to somehow contain the economic impact that regulation brings.

- Four accountability sessions were held at the Board of Directors’ Audit and Risks Committee , reporting that during 2021, 34 events of risk materialization took place, associated with the following:
 - Social incidents in the execution of TGI operations and projects.
 - Non-continuity of the critical functions of the business.
 - **Regulatory changes unfavorable to the interests of the company**

The challenges are:

- Ensure the alignment of strategic risks to the new risk appetite framework through an analysis of the economic impact by the economic variable, of those with a high and extreme risk profile.
- Support the risk analysis of the different initiatives of the Strategic Pillars that allow a correct decision making.
- Ensure the operability of the Business Continuity Plan for scenarios of disruptive events that affect the presentation of the service and the proper functioning of critical processes.
- Ensure the identification and incorporation of emerging risk events associated with the global trends and aligned to the strategic pillars that allow capturing operational, technological and transformational efficiencies.
- Availability of a mature Risk Management System and a methodology applicable to all processes and areas of the company that allows visualizing the behavior of risk controls in real time and diagnosing the status of alerts in a given period.

The following was the strategic risk matrix of TGI S.A. ESP for 2021:



	2021 Strategic Risks	Impact
1	<u>REGULATORY CHANGES UNFAVORABLE TO INTERESTS</u>	Very low-Low-Medium-High-Very high
2	<u>FAILURE TO ACHIEVE THE PROMISE OF VALUE OF THE INVESTMENT PROJECTS OF TGI DUE TO DEVIATIONS IN SCOPE, TIME OR COST.</u>	
3	<u>LABOR ACCIDENTS AFFECTING PEOPLE, THIRD PARTIES AND MATERIAL DAMAGE.</u>	
4	<u>NON-CONTINUITY OF THE CRITICAL FUNCTIONS OF THE BUSINESS</u>	
5	<u>SOCIAL INCIDENTS IN THE EXECUTION OF TGI OPERATIONS AND PROJECTS.</u>	
6	<u>SANCTIONS OF THE ENVIRONMENTAL AUTHORITY</u>	
7	<u>NOT REACHING THE FINANCIAL GOALS OF THE COMPANY</u>	
8	<u>FRAUD</u>	
9	<u>CORRUPTION</u>	
10	<u>NOT ACHIEVING THE INCORPORATION OF BUSINESSES THAT GENERATE VALUE.</u>	
11	<u>REDUCTION OF THE CONTRIBUTION OF THE BALLENA-BARRANCA INFRASTRUCTURE</u>	
12	<u>LOSS OF CONFIDENTIALITY, INTEGRITY OR AVAILABILITY OF INFORMATION SYSTEMS</u>	
13	<u>NOT HAVING THE RIGHT AND MOTIVATED HUMAN CAPITAL TO ACHIEVE THE STRATEGY</u>	R# Inherent risk / uncontrolled risk assessment
14	<u>ECONOMIC LOSSES OR REPUTATIONAL INVOLVEMENT DUE TO UNFAVORABLE JUDICIAL DECISIONS.</u>	RC# Controlled risk / controlled risk assessment

Prevention of money laundering and terrorist financing

In order to prevent money laundering and terrorist financing, in 2021 TGI S.A. ESP carried out, at the request of the different areas, checks on the control lists requested for the different stakeholders, such as collaborators, suppliers, clients, holders of real rights, among others, in the World Check One tool, which allows conducting individual inquiries of natural and legal persons in official

national and international lists, which was reported each quarter by the Compliance Officer to the Audit and Risk Committee.

In cases where there was a coincidence classified as type 2 or 3, that is, those related to the OFAC list, UN or crimes Source of Money Laundering and Financing of Terrorism, among others, the Compliance Directorate advanced a due diligence in order to carry out the analysis of reputational, compliance, legal and corporate risks, in accordance with Procedure P-GEG – 019 of verification in control lists, which was presented for consideration by the Ethics and Compliance Committee together with non-binding recommendations for each specific case.

The results of the carried out were presented and Risk Committee of the



verifications in lists and the due diligence by the Compliance Officer to the Audit Board of Directors on a quarterly basis.

v. General Shareholders' Assembly of TGI

The General Shareholders' Assembly is the highest corporate governing body of TGI S.A. ESP and represents the main mechanism for providing information to shareholders and for carrying out effective control regarding the Company's performance.

During 2021, three (3) shareholders' assemblies were held - one ordinary and two extraordinary - where some decisions were adopted in relation to the composition of the Board of Directors, the distribution of dividends and the modification of the by-laws. These meetings were attended by more than 99% of the shares, as follows:

No.	Assembly	Date	Call	Main decisions	% Interest
51	Extraordinary	March 25, 2021	March 19, 2021	<ul style="list-style-type: none"> • Assembly Chairman election • Election of the Committee for the Approval of the Minutes of the Assembly • Reform to the By-laws 	Total shares represented: 145,397,958 (99%).
52	Ordinary	26 March 2021	March 3, 2021	<ul style="list-style-type: none"> • Assembly Chairman election • Election of the Committee for the Approval of the Minutes of the Assembly • Consideration of the Financial Statements at December 31st, 2020 and its annexes: (i) 2020 Sustainable Report, (ii) 2020 Corporate Governance report, (iii) Report on operations with related parties and (iv) Individual and Consolidated Financial Statements for the period between January 1st and December 31, 2020, which were duly 	Total shares represented: 145,397,958 (99%).

				<p>analyzed by the fiscal auditor.</p> <ul style="list-style-type: none"> • Consideration of the Profit Distribution and Dividend Payment draft. • Decrease in the interest rate of the GEB-TGI intercompany loan. • Election of the Board of Directors' Members. 	
53	Extraordinary	October 29, 2021	October 22, 2021	<ul style="list-style-type: none"> • Assembly Chairman election • Election of the Committee for the Approval of the Minutes of the Assembly • Reform to the By-laws • Amendment to the Regulations of the General Shareholders' Assembly 	Total shares represented: 145,397,958 (99%)

Law 222 of 1995, whereby Book II of the Commercial Code was modified, determines that the Assembly will deliberate, with a plural number of partners representing at least half plus one of the subscribed shares, unless the Bylaws provides for a lower quorum. Following these guidelines, both the Bylaws and the corresponding Regulations of the General Shareholders' Assembly adhere to the provisions of the higher standard.

It was verified that the calls to the general shareholders' meetings were made by publication on the TGI S.A. ESP website, taking into account article 34 of the current Bylaws.

Regarding the term of the call for the ordinary session of the General Shareholders' Assembly, it is confirmed that it was held 15 business days in advance and the shareholders were told about the power to exercise their right of inspection; and in the case of extraordinary sessions, meetings were satisfactorily convened five calendar days in advance.

All of the above in compliance with article 34 of the company's current Bylaws.

It is important to point out that in the General Shareholders' Assemblies, both ordinary and extraordinary, the participation of the majority and minority shareholders is guaranteed, as evidenced in the respective minutes, thus complying with numeral 2 of the Corporate Governance Code and articles 36, 37 and 41 of the current Bylaws.



During the 2021 term, no any of the company's shares any request received

information was known about the sale of by any of the shareholders, nor was there therefrom.

vi. Senior Management of TGI

In accordance with the corporate strategy, TGI S.A. ESP's Senior Management performs its functions at the corporate level, in such a way that it defines guidelines and makes decisions for the execution of the business strategy.

The head of TGI S.A. ESP is the president, appointed by the Board of Directors, who appoints 8 vice presidents, who together constitute the Senior Management of TGI S.A. ESP.

Mónica Contreras Esper President

Economist from the Externado de Colombia University; she has an MBA from Universidad de los Andes and is a graduate of the Executive Program CEO Management, Kellogg School of Management at Northwestern University. She was general manager in the Andean Region for Pepsico, a company where she worked since 2000. Her participation in the definition and execution of the roadmap for the regional expansion of the business and her leadership in the business transformation agenda allowed the operation to double in size in 5 years.

She has received awards for her social commitment as one of the 25 most outstanding leaders in our country - recognition granted by Semana Magazine in 2019. She is also part of the top 10 leading women with the best business reputation in Colombia according to the Merco Ranking of recent years.

In addition to her academic training, she has extensive professional experience that allows her to contribute her valuable knowledge on the Colombian and Latin American markets.

Dalila Astrid Hernández Legal and Supply Vice President

Lawyer from the Universidad Externado of Colombia with specialization in Business Law and Master in Public Law from the same University.

Specialist in Public Management and Administrative Institutions from the Universidad de los Andes, with studies in Comparative Constitutional Law from the Universidad de Salamanca, Spain; Update program in Leadership and Innovation in Government, from Georgetown University, member of the ILG Network.

Juan Pablo Henao Botero Vice President, Commercial Development

Vice President of Commercial Development of Transportadora de Gas Internacional, TGI, with 15 years of experience in the commercialization of the midstream, exploration and production of gas and crude oil segments.

He served as Commercial and Investor Relations Manager of MANSAROVAR ENERGY and ACEROS H3, Transportation and Marketing coordinator of CEPESA COLOMBIA S.A.. and different positions at British Petroleum (BP), as a Business Leader and Supply Chain Specialist.

It is worth highlighting his experience in the design of marketing strategies with a focus on structuring new lines of business, strategies for revenue optimization, and negotiation and relationship with stakeholders, in addition to his experience in rating processes with a critical vision.

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Engineer Henao is a graduate of the *Universidad de los Andes*, the School of Industrial Engineering, has an MBA in Global Management from Thunderbird-School of Global

Management in Phoenix USA and with different updates in Corporate Governance from Northwestern University, Fundamentals of Petroleum Refining and Physical Oil Trading and Operations at The Oxford Princeton Program in Calgary, Canada.

Adriana Milena Munevar
Vice President, Finance

Professional in Finance and International Relations from the *Universidad Externado de Colombia*, Advanced Leadership Program-Thunderbird School of Global Management USA 2015, Leadership and Corporate Governance-Inalde Colombia-2015, International Accounting Standards. PWC-Colombia 2014. She was financial vice president of ExxonMobil de Colombia S.A. and manager of the Contraloría del Grupo Andino y Mexico, among others.

Juan Carlos Hurtado Parra
Vice President, Operations and Vice President of Construction (e).

Electrical Engineer, specialist in Project Evaluation and Development from the *Universidad del Rosario*; MBA International Oil & Gas Management, University of Dundee, Scotland.

He has 22 years of experience in the oil & gas sector; half of them dedicated to the planning, development, execution and closure of projects, and more than 11 years in the development and operation of hydrocarbon production fields linked to Ecopetrol.

Lynda Julie Murillo Gutierrez
Vice President, Human Talent and Administrative Management

Business Administrator from the Universidad Santo Tomás in Colombia, Master in Administration and Human Resources Management from the Universidad Camilo José Cela in Spain.

She has more than 20 years of experience leading areas of human talent and organizational culture in national, multi-Latin and multinational companies in the financial (Banco AV Villas), pharmaceutical (Fresenius Medical Care) and mining-energy (Terpel and Cerrejón) sectors.

Laura Victoria Villa Escobar
Vice President, Government Affairs and Sustainable Development

Economist from the Universidad de Los Andes with a specialization in Government, Management and Public Affairs at the Universidad Externado de Colombia and a

Masters Degree on Public Administration from the Harvard University School of Government.

She has a wide experience in the public sector, where, among others, she managed relations between the Ministry of Finance and the Congress of the Republic, and was chief of staff of the Ministries of the Interior and Mines. Her last position was at PepsiCo, a food and beverage multinational, where she served for almost 5 years as Senior Manager of Government Affairs for the Andean cluster.

Juan Ramon Camacho Iriarte
Vice President, Transformation

Business Administrator from the Universidad Santo Tomás de Colombia, Management Leadership Program from the Universidad de los Andes, 24 years of experience in International Mass Consumption Companies in their different segments, extensive experience in Transformation Projects, development and implementation of processes of Innovation and Productivity, redefinition of operating models, Cultural Transformation, development of service level agreements, improvement of processes and logistics. Experience in leadership in Latin American markets developing multicultural, inclusive and multifunctional teams that allow new realities for the deployment of the companies' vision. His last position was Director of Commercial Efficiency for Latin America at PepsiCo.

I. Management committees

In addition to the Board of Directors committees, TGI S.A. ESP has management committees and strategic forums whose purpose is to guide the management of TGI S.A. ESP. The management committees were regulated by Presidency Directive No. 007 of 2020 and Directive No. 009 of 2020, in which Senior Management decided to modify the management committees and approve the creation of the strategic forum. Thus, the management committees and the strategic forum of TGI S.A. ESP are:

Management committees and strategic forums in 2021

Executive Strategic Forum	Committees of advisors and follow-up
<p>It is the space for formal conversation that seeks to enrich and ensure the strategic management of the organization and its businesses.</p>	<p>They are responsible for advising Senior Management in making strategic decisions related to administrative, financial, investment, project and operational management of the company, as well as for monitoring the decisions adopted. These committees include the following:</p> <ol style="list-style-type: none"> 1. Presidency Committee 2. Commercial Committee 3. Financial and Investments Committee 4. Project Committee 5. Sustainable Development Committee

Compliance Committees
<p>They are those Committees that seek to comply with the internal and external regulations of the organization and ensure control of organizational processes, including:</p>

1. Ethics and Compliance Committee
2. Executive Contracting Committee
3. Executive Operations Committee
4. Standardization Committee
5. Joint Committee on Occupational Safety and Health (COPASST)
6. Coexistence Committee
7. Industrial Safety Committee
8. Archive Committee
9. Labor Committee
10. Housing Credit Committee
11. Equality Committee
12. Salary Administration Committee

II. Senior Management Remuneration

The remuneration has a fixed part assigned according to the nature of the function based on the complexity and responsibility of the position, within the framework of the principles of internal fairness and external competitiveness, and another variable part associated with the company's results, performance and skills, consisting of a bonus that does not constitute a salary factor. Additionally, there is a part of benefits aimed at satisfying complementary needs.

Conclusions

As a result of TGI S.A. ESP's Corporate Governance Report for 2021, it can be concluded that throughout this year, the process of strengthening the organizational culture in matters of Corporate Governance and the institutional framework continued. Likewise, the Corporate Governance Code and the regulations of the administration bodies were fully complied with.

Finally, we highlight: (i) a minimum quota of three women was established in the composition of the Board of Directors, (ii) Of the 7 members of the Board of Directors, 5 are independent members and made the declarations of independence, (iii) The Human Rights policy was approved, (iv) the Corporate Governance instruments were updated: Bylaws, Corporate Governance Code, Shareholders Assembly Regulations, Board of Directors Regulations, Corporate Governance, Sustainability and Human Talent Committee Regulations, Operating Committee Regulations, Audit and Risk Committee Regulations. Likewise, convincing measures were adopted to adopt best practices in Corporate Governance, which helped the company rise 10 points in this item in the Dow Jones.

Recommendations

It is recommended to continue with the process of strengthening the corporate governance organizational culture, now focusing on expanding the knowledge of employees and management committees.