



# Rules for the Sustainability and Corporate Governance Committee

The Sustainability and Corporate Governance Committee, hereinafter the Committee is a body that supports the activities of the Board of Directors, which is responsible for adopting, following up, and improving practices, and managing the Company's sustainable government and Corporate Governance.

The purpose of the Committee is promoting the adoption of policies, procedures, and other rules for Good Governance and sustainable development, so the Company can properly pursue its Corporate objective and achieve its goals within the statutory and Legal framework that governs the Company's activities.

The Sustainability and Corporate Governance Committee does not substitute the Board of Directors' and management's responsibility for supervising and implementing good Corporate Governance and sustainable practices. In this respect this Committee's responsibility is only that of supporting the management body with its decisions.

## CHAPTER ONE

### PURPOSE, SCOPE OF APPLICATION, TYPES OF MEETINGS, TIMETABLES, CALLS FOR MEETINGS, AND QUORUM

#### *ARTICLE 1.- Objective:*

These rules are intended to determine the principles that guide the actions of the Sustainability and Corporate Governance Committee at Sura Asset Management, the basic rules for its organization and operation, and the members' rules of Conduct.

#### *ARTICLE 2.- Scope of application:*

These rules will be generally applicable to and mandatory for all members of the Sustainability and Sura Asset Management's Corporate Governance Committee, and for members of the Administration in their relations with the Committee.

#### *ARTICLE 3.- Types of meetings, location, and timetable:*

The Committee will meet at least three (3) times a year or more often if circumstances require it.

The Committee will hold valid meetings in the Corporate domicile or in any country where the Company's administration is carried out, where activities for achieving the Company's Corporate objective are carried out, or where there are affiliates or subsidiary companies, or wherever the Committee itself decides, and on the date, and time defined by the Committee.

In addition to in person meetings, the Committee may hold virtual meetings or make decisions using virtual media that allow the simultaneous or successive interaction of the members, according to current regulations.

The Committee will be called to meet by the Secretary of the Board of Directors when requested by two (2) members of the Company's administration, or members of the Board of Directors.

At the end of each year, the Board of Directors will determine the dates for the Committee's ordinary meetings to be held during the following year.

#### *ARTICLE 4.-Methods to convene the meetings:*

The invitation to convene ordinary or extraordinary meetings will be a communication sent by the Secretary of the Board of Directors to each member at least five (5) calendar days before the date of the meeting; the notice may be sent using any appropriate medium, such as fax, or email.

#### *ARTICLE 5.-Contents of the invitation:*

Invitations to the Committee meetings must include at least the general information about the place, date, and time, as well as the agenda to be discussed by the Committee.

*ARTICLE 6.-Quorum for discussions and decisions:*

For ordinary and extraordinary meetings there will be a quorum for discussion with the presence of the majority of its members. Decisions will be made by the simple majority of those present. In the event of a draw, the issue will be submitted to the Board of Directors for their consideration.

CHAPTER TWO

ABOUT THE RESPONSIBILITIES OF THE COMMITTEE

*ARTICLE 7. – Responsibilities of the Committee:*

The Committee's responsibilities are divided into three groups, to wit:

*a) responsibilities vis-à-vis the Board of Directors and its Committees:*

1. Supervise and evaluate the actions of the Board of Directors and its Committees.
2. Identify and deal with any conflicts of interest of the members of the Board of Directors, and prevent inappropriate use of privileged information by the members.
3. Monitor the director's attendance and participation in the meetings of the Board of Directors.
4. Review and manage the Board of Directors annual self-evaluation process, and the performance of their functions, ensuring that the improvements or recommendations arising from the evaluations of the Board of Directors or its individual members are implemented.
5. Deal with any actions by the members of the Company's Board of Directors that might violate the provisions of the bylaws, the rules of the Board of Directors, and other internal regulations. Those reports will be submitted to the Board of Directors, if necessary.
6. Perform regular follow-up of the transactions with the shares issued by the Company by the members of the Board of Directors.
7. Supervise Compliance with the requirements and procedures applicable to the nomination and election of members of the Company's Board of Directors.
8. Coordinate the Onboarding process for new members of the Board of Directors and promote training in updating them on topics for which the Board of Directors is responsible.
9. Evaluate the composition of the Board of Directors and their compensation, and make recommendations and proposals in that respect to be submitted by the Board of Directors to the company's Shareholders Assembly.

10. Evaluate the proposals submitted by shareholders about candidates to the Board of Directors to determine whether they fit the selection and independence criteria defined in the general Policy for Appointment, Compensation, and Succession of members of the Board of SURA Asset Management S.A. and in the Company's Code of Good Corporate Governance.
11. Perform the activities related to succession of members of the Board of Directors as established in the Policy for Nomination, Compensation and Succession of members of the Board of Directors of SURA Asset Management S.A.

*b) Responsibilities vis-a-vis the Administration:*

1. Become the ethics Committee when the act reported involves the Company's president, vice president, or auditor.

*c) responsibilities vis-à-vis good Corporate Governance:*

1. Monitor the Company's Corporate Governance performance using the following methodology:
  - a. Being informed about:
    - i. Relevant information events that have been disclosed to the market by the Company or its headquarters, involving topics related to the Company, its affiliates, and subsidiaries.
    - ii. any conflicts of interest situations that of might have arisen between the Directors and the Company.
    - iii. regulatory changes related to Corporate Governance issues.
  - b. The Committee must review and approve the annual Corporate Governance report presented to the General Shareholders Assembly after it is included in the Company's management report.
2. Identify and deal with conflicts of interest by the Company's shareholders and investors, and prevent them from making unauthorized use of privileged information.
3. Supervise the operation of the Company's webpage and other mechanisms to disseminate information.
4. Ensure that shareholders and the market in general have accurate, complete, and timely access to any Company information that needs to be disclosed.
5. Monitor Compliance with the Company's code of good Corporate Governance, and propose any amendments, adjustments, or modifications thereto.
6. Respond, within the ten (10) ordinary days after they are received, to any claims from the shareholders or investors who believe that the is not applying the Corporate Governance policies that have been adopted.

7. Study any proposed changes to the bylaws and the Code of Good Corporate Governance that involve the Company's Good Governance, and submit any proposed changes, updates, or deletions related to Corporate Governance to the consideration by the Board of Directors.
8. Ensure that the Company's Corporate Governance practices and the behavior and Conduct of the Company and its administration comply with any applicable internal and external regulations.

*d) Responsibilities vis-à-vis sustainability:*

1. Support the Board of Directors' actions and instruct the administration on topics related to the Company's sustainability.
2. Guide the administration when adopting, following, and improving environmental, economic, and social practices.
3. Ensure that the Company's social and Corporate responsibility and Sustainability are part of the Company's and the business group's long-term strategy.
4. Carry out regular reviews of the Company's social investment and Sustainability investments, considering the Committee's responsibilities vis-à-vis the stakeholders and the strategy to be followed, and observing trends in best practices.
5. Ensure Compliance with the Company's commitments, policies, and other internal rules defined by the Company on issues of Sustainability and responsible social investment.
6. Include a chapter on Sustainability in the annual Corporate Governance report to the Board of Directors.

## CHAPTER THREE

### ABOUT THE COMMITTEE'S COMPOSITION AND ITS MEETINGS

#### *ARTICLE 8.-About the composition:*

The Committee shall consist of at least three (3) independent or equity members from the Board of director, or their alternates. The president of the Company and the Legal and Compliance, and human talent vice presidents will attend as guests. The Company's Secretary-General will act as Secretary for the Committee. They will have a voice but no vote in the meetings of the Committee.

Members of the Committee will be appointed by the Board of Directors and will serve two-year terms, and their compensation will be based on the provisions of the general Policy for Nomination, Compensation, and Succession of the Company's members of the Board of Directors.

The Committee chairperson will be elected by the members of the Committee.

To elect the members of the Committee, the Board of Directors will consider the members' profiles, knowledge, and experience with the issues with the Committee must deal.

#### *ARTICLE 9.- Attendance:*

All the members, including the Company's chairperson and the Legal and Compliance, and human talent vice presidents will be invited to the meetings so they can maintain the level and continuity of the information and analysis of the issues on which the Committee has to decide. The chairperson and the Legal and Compliance, and Human talent vice presidents will have a voice but no vote.

In addition, any individual whose attendance is deemed necessary and appropriate for the meetings can attend as guests.

*ARTICLE 10.- Agenda for the meeting:*

The agenda for the meeting will be defined by the Secretary of the Committee following the instructions from the Committee members and the requests from the Company's administrators. In all cases, the information and support material available for each specific topic to be discussed during the meeting must be sent to the members of the Committee.

Committee members may request that other topics be included in the agenda for the next meeting or scheduled for a future meeting by submitting their petitions to the Secretary of the Committee, and the Secretary will keep the petitioner informed about their petition with the necessary level of details.

The agenda must always include an item for the topics of the President of Sura Asset Management, so that he or she, the vice president of Legal and Compliance or the vice president of human talent can present a report on the activities related to the Company's Corporate Governance, sustainable development, or to any other last minute issues that must be discussed within the framework of the Committee's responsibilities.

The agenda may be modified, even after the invitation has been sent to the Committee members if, in the chairperson's opinion, the importance of the issue justifies it.

In any event, and if agreed by the Committee itself, new topics may be included even during the meeting itself.

*ARTICLE 11.- Agenda for the meeting:*

The agenda for the meeting must include the following items:

1. Approval of the agenda
2. Approval of the minutes for the previous meeting
3. Topics from the Committee members
4. Topics from the Company's president
5. Topics to be approved by the Committee
6. Information topics

*ARTICLE 12.- Minutes:*

The Secretary will prepare the minutes for each minute indicating the Committee's decisions. The minutes will be identified using consecutive number and will be kept in the appropriate book or ledger. These documents will be preserved for the required purposes. The minutes will be signed by the attendees, by the Company president, and by the Secretary.

The minute will be made available to the members of the Board of Directors who can ask the Secretary of the Committed for copies thereof. The minutes for the Committees will be subject to the same requirements and the minutes of the Board of Directors.

All the documents seen by the Committee to support the Committee's decisions will be an integral part of the minutes and will be considered as attachments thereto.

## CHAPTER FOUR

### ABOUT THE CHAIRPERSON AND THE SECRETARY OF THE COMMITTEE

#### *ARTICLE 13.- Chairperson of the Committee:*

The Committee will choose a chairperson among its members, who will preside and direct the committee's ordinary and extraordinary meetings. The chairperson will be elected for two-year terms. It is the chairperson's job to manage the discussions.

#### *ARTICLE 14.- Secretary of the Committee:*

The Secretary of the Committee will be the Company's Secretary General, and will support the Committee chairperson and ensure the Committee's proper operation, especially by providing members with the assistance and the information needed, preserving the Committee's documents, and correctly showing in the minutes the proceedings of the meeting, and certify the decision of this support body.

## CHAPTER FIVE

### ABOUT THE QUALITY, RESPONSIBILITIES, INABILITIES, ACTION PRINCIPLES, AND SANCTIONS OF THE MEMBERS OF THE COMMITTEE

#### *ARTICLE 15.-Quality, responsibilities, inabilities, and incompatibilities:*

Committee members must not have any work relationship with the Company. Their responsibilities, inabilities and incompatibilities will be governed by the applicable regulations.

#### *ARTICLE 16.- Principles of action for Committee Members:*

To maintain the utmost objectivity, independence, and knowledge in decision-making, Committee members must abide, individually and as a collegiate body, by the following principles:

1. They may not act to benefit the interest of specific shareholders or groups of shareholders.



2. Perform their functions in good faith, independently, with due diligence and care, always striving for their decisions to be in the best interest of the Company and its shareholders.
3. They must deal fairly and justly with all shareholders in their decisions.
4. With respect to their functions, they will promote Compliance with the law, the Corporate bylaws, the code of Good Governance, the code of Conduct, and other Company rules.
5. They will performed her duties in objective, impartial, and autonomous manner, establishing general guidelines.
6. They must know the Company's financial and operating conditions in the most important segments of their business. Information about such issues will be received from and channeled through the Company's Secretary.
7. Members will attend and participate actively in the Committee meetings, reviewing in advance the study and analysis materials for the meetings. This material will be provided by the administration in an appropriate and timely manner.
8. They must avoid any actual or potential conflict of interest between their duties towards the Company and their personal interests, and will report to the Board of Directors, in advance, any situation that might represent a conflict of interest with the Company or its subordinates and, in general, will abstain from attending, intervening, or voting on any decisions that give rise to the conflict.
9. With respect to matters that are not public knowledge, they will maintain confidentiality of the Committee's discussions and, in general, they will abstain from disclosing any information to which they have had access to during the performance of their duties.
10. Their actions vis-à-vis the Company will further the Company's general interests and will not be subject to private interests.
11. As a collegiate body, they will only establish general guidelines, make proposals, or initiatives on administrative issues which behoove the Company's administration.

*ARTICLE 17.-Access to information:*

For the Committee to properly carry out their functions, the Company will guarantee, within the scope of the Committee's functions, access to any Company information required, unless it is reserved information according to the law or the Corporate bylaws.

*ARTICLE 18.-Loss of member status:*

The unjustified absence from three (3) Committee meetings in one year could lead to the loss of status as member of the Board and, therefore, as a member of the Committee, if proposed by the Chairperson of the Board.

In the event that the applicable regulations establish a more restrictive provision, such provision will apply.

## CHAPTER SIX

### OTHER PROVISIONS

#### *ARTICLE 19. – Support from Top Management:*

The Committee may request, at any time, the temporary or permanent support of members of the administration who have experience with the topics for which they are responsible.

In that case, the Company must provide the necessary technical and human resources to fulfill the Committee's request.

#### *ARTICLE 20.- Hiring outside consultants:*

The Committee may ask the Board of Directors to hire outside consultants when the Committee deems is necessary to carry out its duties.

The request to hire outside consultants must be made in writing and contain, at least, the following:

1. Reasons to justify hiring the consultant for the proper performance of the Committee's functions.
2. Propose several candidates and their economic offers. The candidates must be capable professionals, recognized as such according to the law, and meet the Company's hiring requirements.
3. Statement indicating that there are no conflicts of interest with the proposed candidates.

#### *ARTICLE 21.- Communication of the Committee's decisions:*

During the next meeting of the Board of Directors for their consideration and possible adoption, the chairperson of the Committee or, in their absence, one of the Committee members, will present the decisions of the Committee.

#### *ARTICLE 21.- Strategic decisions:*

The Committee may recommend that one of its decisions be considered 'strategic' by the Board of Directors and, depending on the instructions of the Board of Directors, will take the necessary steps for their dissemination. The classification of 'strategic' may be permanent or temporary.

#### *ARTICLE 22.- Interpretation and priority:*

The applicable legislation, the code of Good Governance, and the Corporate by-laws will have priority over these rules in the event of gaps, inconsistencies, or conflicts.