

**REGULATIONS OF THE GENERAL MEETING OF SHAREHOLDERS OF BANCÓLDEX**

The General Meeting of Shareholders of Banco de Comercio Exterior de Colombia S.A. – Bancóldex, whose composition is determined by the provisions of numeral 3 of article 281 of Decree 663 of 1993 (Organic Statute of the Financial System), establishes the rules by which the meetings of the General Assembly of Shareholders will be governed and guarantees Bancóldex's commitment to the adoption of the best corporate governance practices that will facilitate the debate and decision-making within a framework of good treatment and participation of the shareholders of this company, which are mentioned below:

**CHAPTER ONE****Confirmation, types of meetings, calls, shareholder representation, and quorum.**

**Article One. Composition:** The General Meeting is constituted by the shareholders registered in the share registry book, or their representatives or representatives, meeting with the quorum and under the conditions established in these bylaws.

**Article Two. – Chairing of the General Shareholders' Meeting:** The General Shareholders' Meeting shall be chaired by the person designated by the General Shareholders with a simple majority of the shares present at the meeting.

**First paragraph:** The officials who may eventually exercise the Presidency of the General Shareholders' Meeting mentioned in this article, may be represented by proxy for the exercise of the position, having that, in the absence of another person authorized to exercise the Presidency, it would be said proxy who will preside over the meeting.

**Second Paragraph:** The functions of the President of the Assembly are as follows: (i) To preside over the meeting; (ii) Log off; (iii) To comply with and enforce the Regulations, maintain internal order and decide on any concerns or doubts that may arise regarding the application of the same.

**Article Three. Secretariat:** The secretariat of the General Assembly will be exercised by the Secretary General of the Bank or whoever takes his place.

**Article Four. Types of Meetings:** The meetings of the General Shareholders' Meeting may be ordinary or extraordinary. The ordinary meetings will be held within the three (3) first months of each year, at the principal place of business of the company, on the day, at the time, and at the

place indicated in the call. Extraordinary meetings will be held at the call of the Board of Directors, the Legal Representative of the company or the Statutory Auditor. In addition, any of the above bodies shall call the Shareholders' Meeting to extraordinary meetings when requested by a plurality of shareholders representing at least ten percent (10%) of the subscribed capital. However, it may meet without prior summons and in any place, when all the subscribed shares are represented.

**First paragraph.** If the Ordinary Meeting is not convened in a timely manner, it will meet in its own right on the first business day of April at 10:00 a.m., in the offices of the main domicile where the administration of the company operates.

**Second paragraph.** The Financial Superintendent may also order the convening of the Meeting, in the cases provided for by law and when requested by a plurality of shareholders representing at least ten percent (10%) of the total subscribed shares. The legal representative of the company may call the Meeting, at his discretion, upon express request of the minority shareholders, in the manner provided for in Article 182 of the Commercial Code.

**Third paragraph.** Non-face-to-face meetings, mixed meetings and decisions by written vote. There will be a General Shareholders' Meeting when by any means all shareholders can deliberate and decide by simultaneous or successive communication. In the latter case, the succession of communications must occur immediately according to the means used.

In addition, the decisions of the General Shareholders' Meeting shall be valid when all shareholders express their vote in writing. For all of the above, the rules of Articles 19 to 21 of Law 222 of 1995 and other regulations that complement, repeal or modify them must be followed.

**Article Five.<sup>a</sup> Call:** The call for meetings in which the year-end balance sheets are to be approved shall be made at least thirty (30) common days in advance. For other meetings, five (5) common days prior to the date of the meeting will suffice.

**First paragraph.** The notice of call shall be made by the Legal Representative, by means of a text that shall be published in a newspaper of wide national circulation, on the Company's website or by message sent to each shareholder at the address that he or she has registered with the Company. The notice of convocation for ordinary and extraordinary meetings shall specify the matters on which it will be deliberated and decided, without different topics being discussed, unless so ordered by the Assembly, with the majority provided for in these statutes, and once the agenda has been exhausted.

**Second paragraph.** Within five (5) calendar days following the publication of the ordinary meeting of the General Shareholders' Meeting, any shareholder may propose, with prior justification, the introduction of one or more items to be discussed in the Agenda of the Meeting. The Board of Directors shall decide on this request, without prejudice to the ability of shareholders to submit proposals for consideration by the General Meeting of Shareholders during the course of the meeting.

**Article Six. Agenda:** The agenda will be clear and disaggregated, so that it gives full knowledge of the matters to be discussed.

For extraordinary meetings, the matters on which they will deliberate and decide must always be specified. In any case, the Assembly retains the power to deal with additional matters by decision adopted by the majority of the shares represented, once the agenda has been exhausted, and in any case it may remove the administrators and other officials whose appointment corresponds to it. However, when the meeting is going to consider segregation operations, change of corporate purpose, waiver of the right of pre-emption, change of registered office, increase of the authorized capital or decrease of the subscribed capital and early dissolution, the agenda must expressly contain these situations.

**Paragraph:** Bancóldex has decided to implement the following recommendations:

1. The improper spin-off may only be analyzed and approved by the General Shareholders' Meeting when this point has been expressly included in the notice of the respective meeting.
2. The Agenda proposed by the Board of Directors contains precisely the content of the topics to be discussed.
3. In the case of amendments to the Statutes, each article or group of articles that are substantially independent will be voted on separately. In any case, an article will be voted on separately if any shareholder or group of shareholders, representing at least five percent (5%) of the share capital, if requested during the Meeting.

**Article Seven. Ability to introduce topics on the Agenda of the Ordinary General Shareholders' Meeting.** In accordance with the provisions of the Bylaws and these Regulations, shareholders may propose topics to be discussed at the General Shareholders' Meeting.

The Board of Directors shall evaluate the request made by the shareholder and may:

1. **Accept.** In the event that the Board of Directors accepts the request, once the time of the shareholders to propose topics in accordance with the provisions of the Bylaws and these Regulations has expired, a supplement to the Notice of the General Shareholders' Meeting will be published on the [www.bancoldex.com](http://www.bancoldex.com) website, at least fifteen (15) common days prior to the meeting.
2. **Dismiss it.** If the request is rejected by the Board of Directors, it will respond in writing through the Secretary, explaining the reasons for its decision and informing the shareholders of the right they have to put forward their proposals during the holding of the Meeting in accordance with the provisions of Article 182 of the Commercial Code.

**Article Eight. Right of Inspection:** For the development of the ordinary meetings of the Shareholders' Meeting, the Bank will facilitate decision-making for its shareholders, making available to them, within the term of the call and at the registered office, the information required by the legal regulations for the exercise of the right of inspection, and that which is considered relevant for due decision-making.

**Article Nine.ªDeliberative quorum:** The General Meeting may deliberate when there is a plurality of shareholders representing at least the absolute majority of the company's subscribed shares. If this quorum is not achieved, a new meeting shall be convened to meet and decide validly with a plurality of persons, regardless of the number of shares represented, without prejudice to the provisions of paragraph 1 of this article. The new meeting shall be held no earlier than ten (10) nor later than thirty (30) business days, counted from the date set for the first meeting.

**First paragraph.** While the company trades its shares on the Public Securities Market, at the meetings of second call, the Meeting will meet and decide validly with one or more partners, regardless of the number of shares represented.

**Article Ten.ªDecision-making quorum:** The decisions of the General Meeting shall be adopted by a plurality of shareholders corresponding to a simple majority of the shares represented, except in cases where the law or the bylaws provide for a qualified majority, as well as in the event of non-face-to-face meetings.

**Paragraph.** The decisions of the General Shareholders' Meeting in a non-face-to-face manner will be valid when, in writing, all the shareholders express their vote. If the partners or members have expressed their vote in separate documents, these must be received within a maximum period of one month, counted from the first communication received. In such event, the legal representative shall inform the shareholders of the meaning of the decision, within five (5) days following receipt of the documents in which the vote is expressed. When any of the partners does not express the meaning of their vote or if the communications expressed in separate documents are not received within the period indicated in this paragraph, the decisions adopted will be ineffective.

**Article Eleventh.ªRepresentation of shareholders at the Meeting:** Any member may be represented at the meetings of the General Shareholders' Meeting by means of a power of attorney granted in writing and meeting the legal requirements

**Paragraph.ªConsiderations to be taken into account for the General Shareholders' Meeting:** In accordance with Resolution 116 of 2002 of the Superintendence of Securities, now the Financial Superintendence of Colombia and in compliance with the Code of Good Governance, the meetings of the General Shareholders' Meeting must be held taking into account the following measures: in order to give equitable treatment and act with neutrality vis-à-vis all Bancóldex shareholders:

1. The only entity authorized to attend to everything related to the information and conduct of this Assembly is the General Secretary of the Bank.
2. No official, except the General Secretariat, may be given special powers to participate in this Assembly.
3. The General Secretary shall refrain from receiving from the shareholders powers conferred by the shareholders without the full requirements established in Article 184 of the Commercial Code, to participate in the shareholders' meetings. Bancóldex minimizes the use of blank delegations, without voting instructions, actively promoting the use of a standard model of representation letter that Bancóldex will publish on its [www.bancoldex.com](http://www.bancoldex.com) website.

4. No official shall suggest or determine the name of those who will act as proxies in the Assembly.
5. No officer shall suggest, coordinate or agree with any shareholder or with any representative of shareholders, to vote for or against any proposal presented at the Meeting.

**Article Twelve. Prohibition of Representation:** Except in cases of legal representation, the Bank's directors and employees may not represent at the meetings of the General Shareholders' Meeting, shares other than their own while they are in office, nor substitute the powers conferred on them. Nor will they be able to vote on the balance sheets and accounts at the end of the financial year or those of the liquidation. No officer of the Bank may, by himself or through an intermediary, request or collect powers of attorney for the ordinary or extraordinary meetings of the General Shareholders' Meeting, or recommend or induce through any procedure that they be granted in favor of certain candidates.

## **CHAPTER TWO**

### **Minutes, functions and development of the General Shareholders' Meeting.**

**Article Thirteen. Participation of the members in the Meeting:** The members may actively participate in the issues that are discussed in the development of the respective General Shareholders' Meeting.

After the interventions that may be established by the Chair of the Meeting, it will be time for the shareholders to pose questions, request information or clarifications in relation to the items on the agenda or formulate proposals. For this purpose, each member individually considered will have five (5) minutes in which to participate only once. Shareholders who wish to intervene shall identify themselves by indicating their name, surnames and number of shares they own or represent; and if it is his intention that the literal tenor of his speech be recorded in the minutes of the Assembly or annexed to it, he must deliver it to the Secretary of the Assembly prior to his intervention, in writing and signed. At the end of the speaking session, the shareholders will be answered.

The information or clarification requested shall be provided by the President or, where appropriate and at the latter's indication, by another administrator or, if he deems it appropriate, by any employee or third party expert in the field.

The President of the Meeting or the Secretary may, when they deem it appropriate, extend the time allotted for interventions, request the shareholders to clarify any point of their intervention and call to order the shareholders who intervene in the event that they do not limit their intervention to the items on the agenda or make improper use of their rights.

The presentation and support of the reports of the Administrators and the Statutory Auditor shall not be subject to the terms set forth above.

Once the shareholders have voted on an issue and begun the presentation of the next item on the agenda, the issue on which the collegiate body has already pronounced may not be submitted again for consideration by the Assembly.

**Article Fourteen.ª Sanctions for disrespect:** Any person attending the Assembly who disrespects another attendee, or verbally mistreats any of its members, shall be imposed by the President, depending on the seriousness of the offense, one of the following sanctions:

1. Call to order.
2. Public declaration of having lacked due order and respect.
3. Suspension in the exercise of the floor.
4. Suspension of the right to intervene in the rest of the debate or session, subject to a favourable opinion from the Presiding Officers.

**Article Fifteen.ª End of the Meeting:** Once the agenda has been exhausted, the President of the General Shareholders' Meeting will close the meeting, adjourning the session.

**Article.ª Sixteenth.ª Minutes of the General Shareholders' Meeting:** What happened at the meetings of the General Assembly will be recorded in a duly recorded minutes book.

The minutes shall be signed by the President of the Assembly and the Secretary, with the exception of the minutes corresponding to non-face-to-face meetings referred to in Article 32 of the Bank's bylaws, which shall be signed in accordance with the provisions of the law.

**First paragraph.ª** Shareholders absent from a meeting of the Shareholders' Meeting, or those who differ from a decision by the Meeting, have the right to challenge the minutes in which the decision is contained. Such right must be exercised within the terms established by law.

**Second paragraph.ª** The Statutory Auditor shall send to the Financial Superintendence of Colombia, within the term of the law, an authorized copy of the minutes of the respective Assembly.

**Article Seventeen: Functions of the Shareholders' Meeting:** The Functions of the General Shareholders' Meeting are:

1. To issue and amend the bylaws of the company;
2. To freely elect and remove the members of the Board of Directors, and to set their remuneration
3. To freely elect and remove the Statutory Auditor and his alternate, to set his remuneration;
4. To freely elect and remove the Financial Consumer Ombudsman, his alternate, and to set his remuneration;
5. To order the corresponding actions against the administrators, the executive officers or the Statutory Auditor;
6. Examine, approve, disapprove, modify or terminate the year-end balance sheets and the accounts to be rendered by the administrators;
7. To decree the distribution of profits, the cancellation of losses and the creation of reserves not provided for in the law or in these statutes;
8. To provide that a certain issue of ordinary shares be placed without being subject to the right of preemption;
9. To order the issuance of bonds, in accordance with the provisions of the law.
10. To consider the reports of the directors on the state of the corporate business, the report of the Statutory Auditor, the Financial Consumer Ombudsman and any other that by law or

regulation must be considered by the General Shareholders' Meeting;

11. To order the materialization and dematerialization of the company's shares;
12. To adopt the measures required by the interest of society;
13. To adopt the measures that demand compliance with the statutes and the common interest of the associates;
14. Any other duties that may be indicated by law and these bylaws in view of the legal nature of the company.

The following functions shall be exclusive to the General Shareholders' Meeting and may not be delegated:

1. To approve the general remuneration policy of the Board of Directors.
2. To approve the policy for the management of conflicts of interest of the directors presented to it by the Board of Directors;
3. Adopt its own regulations;
4. To approve the succession and evaluation policy of the Board of Directors presented to it by the Board of Directors; and
5. To approve the improper segregation or division of the company.

### **CHAPTER THREE**

#### **Rights and duties of shareholders**

**Article Eighteen. – Rights:** The shareholder may exercise political rights, which are those that in some way allow the shareholder to participate in the decisions taken regarding the management of the company and, on the other hand, the economic rights that allow the shareholders of the Bank to participate, in accordance with their percentage of shareholding, in the profits generated by the company within a given financial year.

The rights of the shareholders of Banco de Comercio Exterior de Colombia S.A. – Bancolombia are established in the regulations governing the matter, in the Bank's bylaws and in the Code of Good Governance.

The rights and prerogatives enjoyed by the shareholders of Banco de Comercio Exterior de Colombia S.A. – Bancolombia, among others, are those mentioned below:

- **Right to obtain equitable treatment from the company:** Article Ten of the Bank's Bylaws establishes that all shareholders shall be treated equitably according to their status, and under the terms established in the regulations in force. To this end, the Bank has established the necessary mechanisms that allow the knowledge and exercise of the rights that derive from the status of shareholders.
- **Right to participate in the General Shareholders' Meeting:** Article 36 of the Bylaws recognizes the right of all shareholders of the Bank to participate in the meetings of the General Shareholders' Meeting directly or through a proxy and to express their opinion on the different topics that are discussed during the meeting. For the proper exercise of this right, the shareholders of the Bank shall comply with the provisions contained in the operating regulations adopted by the General Shareholders' Meeting.



- **Right of Inspection:** for the proper exercise of the right of inspection, the Bank, within the term of the call for meetings and at the registered office, shall provide its shareholders and other investors with the information required by legal regulations, such as the financial statements and their annexes, books and other information that is considered relevant for due decision-making.
- Shareholders representing at least five percent (5%) of the subscribed shares of the company have the right to request the performance of specialized audits  
, whose request must be duly substantiated before the Bank's Board of Directors, which must evaluate and communicate in writing to the interested shareholders the result of its decision.

Such audits may deal with specific issues, and may not deal with matters subject to bank or commercial reserve.

- **Pre-emptive right in the subscription of shares:** as a general rule, the shareholders of Banco de Comercio Exterior de Colombia S.A. – Bancóldex, will have the right to subscribe preferentially in any new issue of shares an amount proportional to those they hold on the date on which the competent corporate body approves the subscription regulations.
- The right to transfer or dispose of its shares under the terms established in the bylaws and the law.
- The right to receive complete, truthful, timely and unreserved information regarding the Bank's financial and economic situation through the different channels implemented by the entity for its disclosure.
- The right to request sufficiently in advance the information or clarifications that he/she deems relevant, through traditional channels and/or, where appropriate, new technologies, or to ask in writing the questions he/she deems necessary in relation to the matters included in the Agenda, the documentation received or on the public information provided by Bancóldex. This right may be exercised within the time established by law for the right of inspection.

It is important to mention that the Bank may deny the request for information made by a shareholder if, in accordance with Bancóldex's internal procedures, it can be classified as: (i) unreasonable; (ii) irrelevant to know the progress or interests of the company; (iii) confidential, which will include privileged information in the field of the securities market, industrial secrets, ongoing operations whose successful completion for the company depends substantially on the secrecy of their trading; and (iv) others whose disclosure would imminently and seriously jeopardize the competitiveness of the same.

**Article Nineteen.+ Duties of shareholders:** The duties to which the Bank's shareholders are subject are, among others, those mentioned below:

- All shareholders of the Bank must inform the Bank's Administration of an updated address to which information and correspondence may be sent to the shareholders of the entity.



- Shareholders must abide by the decisions that have been adopted by the General Meeting of Shareholders in full compliance with the legal and statutory requirements.

#### **CHAPTER FOUR**

##### **Provisions on the composition of the Board of Directors**

**Article Twenty: Qualifications of the members of the Board of Directors.** Individually, except for the member of the Board who is an employee of the Bank, all members of the Board of Directors must meet the following qualifications:

1. Have a professional degree.
2. Have a postgraduate degree. If you do not have a postgraduate degree, you must prove at least 2 additional years of professional experience.
3. Minimum professional experience of 5 years that is relevant according to the following criteria: (a) Financial sector, or (b) Technical expertise in an area related to the company's processes, or (c) Management positions, or (d) participation as a member of Boards of Directors.
4. Not be subject to incapacity or incompatibility.
5. Other requirements established in the Bank's Bylaws.

**Article Twenty-One: Requirements of the member of the Board of Directors who has the status of employee of the Bank.** The requirements that must be met by the member of the Board who has the status of employee of the Bank are the following:

1. Minimum work experience of 5 years.
2. Be linked to Bancóldex through an employment contract.
3. The employment relationship with Bancóldex must have been with Bancóldex for at least 3 continuous years
4. Not be subject to incapacity or incompatibility.
5. Sign a confidentiality agreement and declare conflicts of interest for the exercise of the position.
6. If your employment contract is terminated or there is a final criminal, disciplinary or tax ruling against you, you must be removed from the board. In this case, he will be succeeded by the 2nd in order of election until the end of the initial period of the removal.
7. In accordance with Article 2 of Decree 1962 of 2023, it is exempt from advancing the possession process before the Financial Superintendence of Colombia. It will only be required to inform the Financial Superintendence of Colombia of his appointment

**Article Twenty-Two:** In accordance with paragraph e) of Article 42 of the Bylaws, the General Shareholders' Meeting shall include in the lists of candidates for members of the Board of Directors a representative of Bancóldex's employees who shall be elected in accordance with the selection mechanism established in the Regulations of the General Shareholders' Meeting.

**Article Twenty-Third: Mechanism for selecting the member of the Board of Directors who is a representative of the employees.** In order to elect the member of the Board of Directors who has the status of employee, the General Secretariat of the Bank shall coordinate the following process:

1. Inform all employees of the start of the call to present their application as members of the Board of Directors.
2. To receive the application of the employees and check that they meet the requirements indicated in Article Twenty-Two of these Regulations.
3. Submit to a secret vote of all employees the candidacy of the candidates. Two employees will be appointed, and the one who obtains the most votes will enter the position and in case of definitive absence due to the causes of withdrawal from the position of member of the Board of Directors, the one who has obtained the second highest vote from the employees will enter to exercise the role
4. The Bank's Corporate Governance Committee will subsequently validate the process and requirements of the elected employee, after which it will inform the Board of Directors of the name of the member of the Board of Directors who has the status of employee of the Bank.
5. Organize the induction and provide training on your performance and role as a member of the board of directors, duties and responsibilities as an administrator, conflicts of interest and commitment on the handling of confidential and privileged information.
6. Request the completion of forms on conflicts of interest and commitment on the handling of confidential and privileged information.
7. Keep documentation that supports the election process.
8. The Secretary is authorized by the General Shareholders' Meeting to structure and coordinate the operation of the selection process.

**First paragraph:** In the event that the election of the member who has the status of employee has not been carried out at the meeting of the General Shareholders' Meeting, this shall be recorded and that the General Shareholders' Meeting appoints the employee representative who is elected by the employees. in accordance with the procedure established in this article.

**Second paragraph:** In the event that there is no employee applied, the selection process will be repeated.

## **CHAPTER FOUR**

### **Final provisions**

**Article Twenty-Four: Attendance of persons other than shareholders.** Members of the Board of Directors, especially the Chairmen of the Committees of the Board of Directors and the President of the Bank, may attend the Meeting to respond to shareholder concerns.

**Article Twenty-Fifth. Scope and Validity:** The provisions contained in these Regulations apply to all Shareholders of the Bank, and shall be observed by its members.

**Article Twenty-Sixth.+ Interpretation:** It is the responsibility of the General Shareholders' Meeting to interpret and resolve any doubts raised by the application of these Regulations, in accordance with the general criteria for the interpretation of legal regulations.

**Article Twenty-Seven.+ Modification:** These Regulations may be modified by resolution of the General Shareholders' Meeting when circumstances arise that make it convenient or necessary for the corporate interest.

**Article Twenty-Eighth. – Validity:** These Regulations are in force and apply from the moment of their approval.

**Article Twenty-ninth. –Publicity:** The full text of these Regulations will be published on the website of the [www.bancoldex.com](http://www.bancoldex.com) or the one that takes its place.