



CORPORATE GOVERNANCE CODE

ARTICLE 9 – THE BOARD OF DIRECTORS

• Functioning

- The Board shall hold at least one meeting per month and every time it is summoned to extraordinary meetings by the Board itself or its Chairperson, by the Company Chief Executive Officer, by the Tax Auditor or by two (2) board members. The summons to extraordinary meetings shall be conducted via email and it shall include the corresponding agenda and, if possible, the relevant information regarding the matters that will be addressed in the meeting. This summons shall be conducted at least one day in advance but, once all members have gathered, they shall be able to validly deliberate at any place and make official decisions without the need for prior citation.

- The summons to ordinary meetings shall be deemed performed when the annual work plan has been approved by the Board of Directors. This plan shall include the strategic matters that will be addressed over the course of the year, the number of ordinary meetings that will be held and the corresponding dates. Said plan shall be submitted to the Chairperson of the Board by the Administration before the start of the year and it shall include a summary of the matters that will be addressed in each meeting. The Board members must attend at least to 75% of the meetings.

- The Board will have the power to deliberate when four (4) of its members are present. Decisions will be made with a favorable vote of the majority of those present, except when the Bylaws or legal rules and regulations demand a special majority.

- In the event of a tie when voting upon propositions or resolutions, such propositions or resolutions will be understood as rejected. If the tie should occur regarding an appointment, the applicants who have obtained the same number of votes will immediately be rejected and the Board will proceed to ask for the postulation of a new applicant.

- The Board of Directors will elect a Chairman from among its members, who must be an independent member. The Chairman of the Board will have the following functions:

- ✓ Ensure that the Board of Directors established and efficiently implements the strategic management of the Company.
- ✓ Encourage the governance action of the Company, acting as a liaison between the shareholders and the Board of Directors.
- ✓ Coordinate and plan the operation of the Board of Directors by defining an annual work plan (which should be submitted by the Administration and approved by the Board) that



shall allow to orderly establish the strategic matters that will be addressed throughout the year, and that shall facilitate the definition of a reasonably necessary number of ordinary meetings and their estimated duration. The plan shall include at least one (1) meeting in which a follow-up must be performed to the Company's strategic plan.

- ✓ Convene ordinary meetings directly or through the Secretary of the Board, and extraordinary meetings when deemed necessary.
- ✓ Prepare the Agenda of the meetings, in coordination with the Company's Chief Executive Officer, the Secretary of the Board and other members, using a structure to follow a logical order to present issues and debates.
- ✓ Ensure the timely delivery of information to members of the Board of Directors, directly or through the Secretary of the Board.
- ✓ Preside over the meetings and manage discussions.
- ✓ Ensure the implementation of the agreements of the Board of Directors and monitor their orders and decisions.
- ✓ Monitor the active participation of the members of the Board.
- ✓ Lead the annual evaluation process of the Board and its Committees, except its own evaluation.
- ✓ Attend the Boards' support committees when deemed appropriate.
- ✓ Advise the Company Chief Executive Officer when so requested.
- ✓ Serve as representative of the independent members of the Board of Directors.
- ✓ Convene independent members to meet at least twice (2) a year. The Company Chief Executive Officer will attend one (1) of these meetings, and the topics dealt with will be recorded in minutes.
- ✓ Prior to the meeting of the Shareholders' Assembly, and with the support of the Appointment and Remuneration Committee, coordinate the process to conform the Board of Directors, pursuant to the election procedures established in the Bylaws and the Corporate Governance Code.

- The Board of Directors will appoint the Secretary General of the Company, who shall bear the following responsibilities:

- ✓ Keep, in accordance with the law, the minute books for the meetings of both the Shareholders' Assembly and the Board of Directors, and authorize any issued copies of the minutes by signing them.
- ✓ Inform about the summons to the meetings of the Board of Directors.
- ✓ Keep the corporate documentation, duly record in the minute books the relevant aspects and decisions addressed in the sessions, and attest to the agreements of the corporate bodies. Deliver the necessary information to the Board of Directors in a timely and organized manner.
- ✓ Ensure the formal legality of the actions performed by the Board of Directors, and guarantee that its procedures and governance rules are complied with and regularly reviewed in accordance with the provisions of the Company's Bylaws and all other



internal regulations.

- ✓ All other special responsibilities assigned by the Shareholders' Assembly, the Board of Directors or the Chief Executive Officer.

- In the cases and pursuant to the requirements set forth by law, Board deliberations and decisions may be made through simultaneous or successive communication among its members, verbally by telephone or using any other form that is proper for transmitting and receiving audible messages or visual images, such as e-mail, provided that proof or certification of such communication is kept.

- Also, valid decisions may be made using written distance vote by all its current members, whether they be made in one document or in separate documents, clearly stating how each member has voted, providing that—under penalty of ineffective decisions—the document or documents are received by the Company's Legal Representative in a maximum term of one (1) month after the date of the first communication received.

- All meetings in which physical presence is required will be documented in minutes that will be kept in a Minutes Ledger registered at the Chamber of Commerce in the city where the company domicile is located, pursuant to law and to the Bylaws; said minutes will be signed by the Advisors who attended the meeting described in the minutes, as well as by the Legal Representative and the Company Secretary. Minutes of meetings in which physical presence is not required must be prepared and recorded in the corresponding Minutes Ledger within the thirty (30) days after the date on which an agreement is reached and will be signed by the Legal Representative and by the Company Secretary.

- For the proper performance of the duties of the Board of Director members, the Company Chief Executive Officer will make known, at least seven (7) days prior to the meeting, the information relevant to decision making, either physically or electronically, according to the Agenda contained in the summons. Such information shall rest in the offices of the Company Chief Executive Officer.

- Without prejudice to the provisions set forth in Article 2 herein, the Advisors must inform the Board of Directors of the direct or indirect relations that they have with one another or with the Company or with suppliers, clients or any other stakeholder, from which situations of conflict of interest may be derived or situations that may influence their opinion or vote.

- The management and performance of the Board of Directors and its Committees will be evaluated as follows:

- ✓ Annually, through a self-evaluation process, the results of which will be analyzed by the Corporate Governance and Board Issues Committee; and
- ✓ Through an external evaluation conducted by an independent firm, with the frequency



determined by the Board. A summary of the result of said evaluation will be published on the Company Webpage and will be taken into account by the Board of Directors to implement improvement plans.

- Upon request by any of its members, the Board of Directors may contract an external advisor to contribute elements of judgment needed to make certain decisions, under the following conditions:

- ✓ The topic for which the advisor is sought is unknown to all of the Board members and the Company does not have an officer or advisor who is versed in the matter.
- ✓ The external advisor has the professional background and experience needed to handle the matter.
- ✓ The advisor must commit to keeping the topics on which he/she/it was consulted confidential as well as the information that was delivered and the result of the assessment.

The remuneration of the external advisors contracted will be determined according to the market parameters and the responsibilities assumed, for which the Company will allocate an item in its annual budget for such type of contracting.

- The Board of Directors will have the following Support Committees, to assist it in its management. The functions of the different committees are indicated in Article 10 herein:

- ✓ Finance, Audit and Risk Committee
- ✓ Appointment and Retributions Committee
- ✓ Corporate Governance and Board Issues Committee
- ✓ Strategic Planning and Sustainability Committee