

Republic of Colombia

SIXTY-SEVENTH (67) NOTARY PUBLIC OF THE CIRCLE OF BOGOTA D.C.

PUBLIC DEED NUMBER: EIGHT HUNDRED FORTY-SIX (846).

DATE: APRIL TWENTY-SECOND (22) TWO THOUSAND TWENTY-FOUR (2024).

TYPE OF ACT:	VALUE OF ACT
CAPITAL INCREASE	\$100,000,000,000
AMENDMENT TO THE BYLAWS	NO AMOUNT

PARTIES INVOLVED IN THE ACT:

COMPANY NAME:	ID
FINANCIERA DE DESARROLLO TERRITORIAL S.A. FINDETER.	

TAX ID: 800.096.329-1

In the city of Bogota, Capital District; Department of Cundinamarca, Republic of Colombia, on the April twenty-second (22) two thousand twenty-four (2024), before me, **VICTOR ALFONSO MUÑOZ MARTINEZ, SIXTY-SEVENTH (67) NOTARY PUBLIC OF THE CIRCLE OF BOGOTA D.C.**, the present public deed was executed in the following terms:

Appeared with a written draft: Mr. **JUAN CARLOS MUÑIZ PACHECO**, of legal age, residing in this city, identified with citizenship ID number **8.642.136** issued in Sabanalarga, acting herein as CEO and Legal Representative of **FINANCIERA DE DESARROLLO TERRITORIAL S.A. - FINDETER**, with **Tax ID: 800.096.329-1**, with registered address in Bogota, D.C., a national-level State financial institution, organized by Public Deed number 1570 dated May 14, 1990, of the 32nd Notary Public of the Circuit of Bogota, D.C., according to the authorization granted by Act 57 of 1989 and attached to the Ministry of Finance and Public Credit, transformed by Decree 4167 of 2011 and subject to the supervision of the Financial Superintendence of Colombia, as evidenced by the Certificate of Incorporation and Legal Representation issued by the Financial Superintendence of Colombia, which is hereby attached to this instrument:

FIRST: That in accordance with the law and acting in the aforementioned capacity, he proceeds to execute as public deed an amendment to the company's bylaws, in accordance with the decision adopted by the General Shareholders' Meeting of **FINANCIERA DE DESARROLLO TERRITORIAL S.A. - FINDETER**, at its ordinary session held on the nineteenth (19th) of March, two thousand twenty-four (2024), as recorded in Minutes Number 070 of the same date, which is attached in authentic copy and in full for its execution, and unanimously approved the amendment to the bylaws of **Financiera de Desarrollo Territorial S. A. - Findeter**, consolidated into a single public deed, which shall now read as follows:

“BYLAWS OF FINANCIERA DE DESARROLLO TERRITORIAL S.A. - FINDETER

CHAPTER I NATURE, SEAT, DURATION, PURPOSE, AND FUNCTIONS ARTICLE 1. LEGAL

NATURE. Financiera de Desarrollo Territorial S.A. - FINDETER, as defined in Act 57 of 1989, is a national-level mixed economy limited liability joint-stock company, organized as a credit institution, attached to the Ministry of Finance and Public Credit, and subject to the supervision of the Financial Superintendence of Colombia.

ARTICLE 2. NAME. The company is named Financiera de Desarrollo Territorial S.A. - FINDETER and may use the acronym FINDETER.

ARTICLE 3. SEAT. FINDETER has its principal place of business in the city of Bogota, D.C., and with the authorization of the Financial Superintendence of Colombia, it may establish branches or agencies as determined by the Board of Directors.

ARTICLE 4. DURATION. The Company shall have a duration of 100 years, counted from its date of incorporation. The foregoing notwithstanding that, in accordance with the law and the bylaws, the Company may be dissolved before the stipulated term or its duration may be extended.

ARTICLE 5. PURPOSE. The corporate purpose of FINDETER is the promotion of regional and urban development through financing and advisory services in relation to the design, execution, and administration of investment projects or programs, as well as the execution of those activities that are assigned to it by legal provision or that are attributed to it by the National Government, such as:

1. Construction, expansion, and replacement of infrastructure related to drinking water and basic sanitation.
2. Construction, paving, maintenance, and remodeling of urban and rural roads, traffic solutions, and traffic lights.
3. Construction, paving, and preservation of national, departmental, municipal, rural, neighborhood roads, bridges, maritime and river ports.
4. Construction, equipping, and maintenance of physical facilities of preschool, primary, secondary, and vocational education institutions.
5. Construction, equipping, and maintenance of physical facilities and sports installations of Higher Education Institutions.
6. Construction, equipping, and maintenance of cargo or passenger transportation hubs, terrestrial, aerial, fluvial, maritime, or rail transport terminals.
7. Construction, remodeling, equipping, and maintenance of physical facilities of the hospital network, health posts and centers, centers for care of minors and the elderly.

8. Construction, remodeling, and equipping of collection centers, marketplaces, fairgrounds, and commercial centers.
9. Collection, treatment, and final disposal of solid waste.
10. Construction and remodeling of sports fields, facilities, and parks.
11. Construction, remodeling, and equipping of regional slaughterhouses or refrigeration facilities.
12. Expansion of urban and rural telephone networks.
13. Acquisition or replacement of production, broadcasting, and transmission equipment required for the provision of public television services, as well as the necessary infrastructure and facilities for their operation.
14. Technical assistance to beneficiary entities requiring financing to carry out the aforementioned activities properly.
15. Financing of counterpart funds for programs and projects related to the activities mentioned in the preceding paragraphs, jointly funded by other public or private entities.
16. Acquisition of equipment and performance of maintenance operations related to the activities listed in this article.
17. Financing of the Sectorial Tourism Plan.
18. Acquisition and maintenance of machinery and equipment.
19. Design, construction, maintenance, and equipping of projects aimed at preventing, mitigating, or compensating for environmental impacts associated with all types of economic activities.
20. Support for the fiscal sustainability of national, territorial, and decentralized entities.
21. Financing of investments in productive chains related to the production of construction materials, industries associated with transportation, and the publishing industry.
22. Other items that are classified by the Board of Directors of FINDETER as part or complement of the activities indicated in this article.

In carrying out its corporate purpose, FINDETER may perform the following functions:

a) Rediscount loans to Territorial Entities, their decentralized entities, metropolitan areas, associations of municipalities, entities referred to in Article 375 of the Municipal Regime Code, regions and provinces provided for in articles 306 and 321 of the Political Constitution, for the implementation of programs or projects referred to in Article 5 of these bylaws; to Public or Official Higher Education Institutions of the National Order and those governed by private law, for the financing of activities provided for in item 3) of Article 5 of these bylaws, and to Regional Television Organizations for the financing of activities provided for in item 12) of Article 5 of these bylaws.

- b) Rediscount loans to national-level public entities, private entities, and trust trusts, provided that said resources are used in activities defined in item 2 of Article 268 of the Organic Statute of the Financial System and in projects related to the environment.
- c) Rediscount leases under the terms and conditions established by the National Government.
- d) Raise internal savings through the issuance of securities and the subscription of other documents, as well as enter into domestic loan agreements, which shall require the authorization of the FINDETER Board of Directors for their execution and validity, without prejudice to the provisions of subparagraph c) of Article 16 of Act 31 of 1992.
- e) Accept deposits from public entities, with fixed-term or immediate availability, and provide special returns or considerations for them.
- f) Enter into loan operations in compliance with the requirements and procedures established by current legislation for external borrowing by national-level decentralized entities.
- g) Directly manage securities issuances and enter into trust, guarantee, agency, or payment contracts, as appropriate.
- h) Enter into trust agreements to manage funds transferred by the Nation or other public entities to finance the execution of special programs related to the activities mentioned in this article.
- i) Provide technical assistance, project structuring, technical and financial consultancy services.
- j) Manage third-party securities.
- k) Issue guarantees and endorsements to entities supervised by the Financial Superintendence, as well as other entities designated by the National Government.
- l) Create credit lines with compensated rates, including lines aimed at promoting microcredits, provided that the resources equivalent to the amount of the subsidy come from the Nation, public entities, territorial entities, or private entities, subject to prior authorization from the National Government and approval and regulation by the Board of Directors.
- m) Acquire, negotiate, or sell movable or immovable property to ensure the execution of the purpose assigned to it by law and these bylaws.
- n) Issue, accept, endorse, or trade securities.
- o) Settle labor liabilities and costs related to retirement plans for employees when they are part of programs aimed at the restructuring or transformation of public service administration entities, leading to improvements in the efficiency of their provision.
- p) Provide financing to its officials and employees derived from the ordinary execution of their employment relationships and the social welfare policy, subject to the general rules established by the Board of Directors or as a result of collective or bargaining agreements.
- q) Enter into all kinds of contracts aimed at developing the corporate purpose.

r) In accordance with the Organic Statute of the Financial System, authorize decentralized entities of territorial bodies to intermediate rediscount operations.

s) Invest in Private Equity Funds whose investment policy is related to the corporate purpose developed by Findeter.

t) Exceptionally grant direct loans with subsidized interest rates and/or syndicated loans with entities of international public law aimed at financing investment projects in eligible sectors, which will be granted primarily to municipalities of categories 4, 5, and 6, and departments of categories 2, 3, and 4, and districts, as well as other direct loan operations authorized by current regulations.

ARTICLE 6. LOAN OPERATIONS. All loan operations of FINDETER shall be carried out through the rediscount system, intermediated by credit institutions or decentralized financial entities of the Territorial Entities - INFIS, whose purpose is to finance the activities related to the corporate purpose, specifically authorized by FINDETER.

FINDETER may rediscount individual credits and microcredits for affordable housing with credit institutions, Family Compensation Funds, Savings and Credit Cooperatives, Multi-activity Cooperatives with Savings and Credit sections, and Employee Funds under state supervision and control.

Paragraph. In no case shall the shareholders act as financial intermediaries in the loan operations carried out by Financiera de Desarrollo Territorial S.A. - FINDETER.

CHAPTER II

CAPITAL

ARTICLE 7. AUTHORIZED CAPITAL. The authorized capital of **FINDETER** is ONE TRILLION THREE HUNDRED SEVENTY-FIVE BILLION PESOS (\$1,375,000,000,000.00) legal tender, divided into thirteen million seven hundred fifty thousand shares (13,750,000) with a par value of ONE HUNDRED THOUSAND PESOS (\$100,000.00) each.

ARTICLE 8. MODIFICATIONS TO CAPITAL. The authorized capital of the company may be increased or decreased after fulfilling the legal formalities.

CHAPTER III

SHARES AND SHAREHOLDERS

ARTICLE 9. CHARACTERISTICS. The shares of FINDETER are registered, common, indivisible, and capital. Therefore, they confer upon their holder the rights established by law for this type of shares, with the exceptions provided for by law and these bylaws.

However, the General Shareholders' Meeting may at any time, subject to compliance with the requirements established by law, create preferred shares and establish special series for them.

ARTICLE 10. TYPES OF SHARES. The shares representing the capital of FINDETER are divided into four classes or series, as follows:

Series A: Representing the contributions made by the Nation;

Series B: Representing the contributions donated by the Nation to the Territorial Level Entities referred to in Article 8 of Act 57 of 1989;

Series C: Belonging to or becoming the property of individuals without privileges;

Series D: Belonging to or becoming the property of individuals with privileges.

ARTICLE 11. SHAREHOLDER AND INVESTOR RIGHTS. The shares confer upon their holders all the rights inherent to the status of shareholders in accordance with the law and these bylaws. The company will ensure that the shares and investors indicated in legal and regulatory provisions are treated equitably, according to their nature and in accordance with the law.

Paragraph. When a shareholder is in default of payment for the shares they have subscribed to, they will not be able to exercise the rights inherent to those shares. For this purpose, the Company will record the payments made and the outstanding balances. If the Company has overdue obligations owed by the shareholders in relation to the payment of subscribed shares, it may choose, at the discretion of the Board of Directors, to pursue judicial collection, sell the subscribed shares at the risk and on behalf of the defaulting shareholder through a broker, or apply the amounts received to release the number of shares corresponding to the amounts paid, after deducting twenty percent (20%) as compensation for presumed damages. The shares withdrawn from the defaulting shareholder will be immediately offered for sale by the Company.

ARTICLE 12. SHAREHOLDERS. Shareholders of FINDETER may be the Nation, Public Entities of the National, Departmental, District, or Municipal level, individuals or legal entities, national or foreign, International Organizations, and Legal Entities of International Public Law.

Paragraph: Shareholders other than the Nation may not hold a shareholding exceeding thirty percent (30%) of the share capital.

ARTICLE 13. INVESTORS. For the purposes of these Bylaws, investors are individuals or legal entities described in the previous article who acquire shares of Financiera de Desarrollo Territorial S.A. - FINDETER, from the issuance of Decree 4167 of November 3, 2011.

ARTICLE 14. REGISTRY. FINDETER shall keep a share registry book, in which each shareholder will be identified along with the number of shares they hold, and in which transfers, liens, and the establishment of real rights over these shares will be recorded. This book will be managed and administered by a central securities depository, which will make the entries for subscribers using the account entry system. Shareholders may request a certificate through their direct depositor, which will legitimize them for the exercise of the rights inherent to their status.

The certificates issued by the specialized entity or the central securities depository have evidentiary value and authenticity, and these certificates will reflect the rights represented by account entries and will constitute enforceable titles, but they cannot circulate or be used to transfer ownership of the shares.

Due to the registered nature of the shares, the company will recognize the status of shareholder or holder of real rights over shares only to individuals or legal entities registered in the share registry book.

Paragraph. In case of lawsuits or administrative proceedings concerning the ownership of the shares and orders of precautionary measures on them or their dividends, the Company shall withhold the corresponding dividends, and if the authority does not demand their delivery, upon the termination of the withholding, the Company shall recognize interest on those dividends, equal to the average financial returns obtained during the period from the beginning of the month in which the withholding began until the end of the month prior to its conclusion, weighted by the amount of the resources withheld. It will be understood that there is a lawsuit or administrative proceeding for the purposes of this article when the Company has received the corresponding notification or communication from a competent authority.

ARTICLE 15. SHARE CERTIFICATES. FINDETER shall issue to every share subscriber the certificate or certificates that validate their status as such. The shares shall be represented by definitive dematerialized certificates, which will be issued in numbered and continuous series, starting from one. The shares of the Company shall circulate in dematerialized form. The shares of the Company will be represented by a master certificate, which will be kept in custody and administered by the central securities depository. The content and characteristics of the certificates shall comply with the relevant legal requirements and the regulations of the central securities depository.

ARTICLE 16. NEGOTIABILITY. Shares that are not fully paid to the Company may be traded, but the initial subscriber and subsequent purchasers shall be jointly and severally liable for the unpaid amount of the shares to the Company. The circulation and other matters and operations related to dematerialized shares shall be governed by the applicable legal provisions concerning dematerialized securities and the regulations of the central securities depository.

Paragraph. The shares shall be transferable in accordance with the laws and these bylaws, and their transfer shall be subject to the right of first refusal in favor of the other shareholders of the Company, without prejudice to the procedure established in Act 226 of 1995 and other norms that modify or supplement it in the case of shares owned by the state. This right shall be exercised subject to the following special rules:

1. When a shareholder intends to dispose of their shares (the "Offering Shareholder"), they shall be offered to the other shareholders through the Company's General Secretary, in writing, indicating the sale price, form, and term of payment, and any other stipulations of the case.
2. Upon receipt of the offer, the General Secretary shall notify the other shareholders in writing within the next three (3) business days so that within the following fifteen (15) business days, they may express their interest in acquiring them. After this period, the shareholders who accept the offer in writing shall have the right to take a number of the offered shares in proportion to the shares they hold.
3. If the shareholders interested in acquiring the shares disagree on the price or the payment term, or if the transfer, such as a barter, does not allow for the substitution of the received item, the value of each share or the term shall be set by an expert jointly appointed by the parties, who shall have the express authority to reconcile the claims, setting the price and term. The cost of the expert shall be borne equally by the parties.
4. A shareholder intending to acquire the shares may only exercise this right over the total number of offered shares corresponding to them, unless the Offering Shareholder expressly accepts the partial acquisition of the offered shares.
5. If, after the initial period of the right of first refusal, there are shares not acquired, either because a shareholder decided not to acquire shares or because someone acquired only partially, the General Secretary must offer these remaining shares in writing to the shareholders who did accept the offer, no later than within five (5) business days following the expiration of the initial period of the right of first refusal. These shareholders shall have the right to acquire the remaining shares in proportion to the shares they hold at the time of the initial offer and under the same conditions as the initially established offer. Shareholders shall have fifteen (15) business days from the moment they receive the second offer to express in writing their interest in acquiring such shares.
6. After completing the previous procedure, if there are still offered shares that were not acquired by the shareholders and no shareholders are interested in them, the Offering Shareholder may offer them to third parties and transfer them, provided that such transfer occurs within the following three (3) months. If this period expires without the shares being transferred to a third party, the intended share transfer must undergo the process outlined in this article again. The offer to the third party may not be under terms and conditions more favorable than those established for the Shareholders.

ARTICLE 17. ENCUMBRANCES ON SHARES. The taxes and levies arising from the issuance, negotiation, and capitalization of shares shall be borne and paid by the respective shareholders. Liens or restrictions imposed on the shares shall have no effect on the Company until they are notified in writing to the Company, and the lien has been registered in the Share Register. In the case of shares given as collateral under a chattel mortgage, unless otherwise stipulated in writing by the parties, the Company shall recognize all the rights inherent to the shareholder's status. In any case, the lien and other restrictions imposed on dematerialized shares shall be governed by the applicable legal provisions concerning dematerialized securities and the regulations of the central securities depository.

ARTICLE 18. RULES REGARDING SHARES. Matters not regulated by these Bylaws regarding the issuance, subscription, payment, negotiation, right of first refusal of shareholders to acquire new shares in proportion to the number they hold at the time of the issuance or respective transfer, as well as other aspects inherent to FINDETER's shares, shall be regulated by the Board of Directors.

Paragraph: Shareholders shall have the right to subscribe preferentially to any new issuance of shares in proportion to the number of shares they hold on the date the competent corporate body approves the subscription regulation. Once the regulation is approved, the legal representative shall forward the offer of shares in writing to the shareholders within the next five (5) business days. Shareholders will have the right to subscribe to a number of the offered shares proportional to the number of shares they hold on the date of approval of the regulation. Any shares not subscribed by any shareholder will be offered in a second round to the other shareholders, who shall have the right to subscribe to a number of such shares proportional to the shares they hold on the date of approval of the regulation. After this process, any unsubscribed shares will return to the Company's reserve. The period for exercising this right shall not be less than fifteen (15) business days from the date the offer is transmitted to the shareholders in the manner provided in these bylaws for convening the General Shareholders' Meeting.

Notwithstanding the above, the General Shareholders' Meeting, with the favorable vote of no less than seventy percent (70%) of the shares represented, may decide that a specific issuance of shares be made without the right of first refusal in favor of the shareholders.

ARTICLE 19. INFORMATION FOR SHAREHOLDERS AND INVESTORS.

FINDETER will ensure that shareholders and investors in securities have access to information about the main risks inherent in their activities. To that end, it will include on its website, at least once a year, its Financial Statements published in accordance with the regulations of the Financial Superintendence, its solvency margin, the risk analyses required by the Financial

Superintendence, and the Risk Rating provided by a specialized firm, whenever it has securities in the market.

The same procedure will be followed for the publication of the annual report approved by the General Shareholders' Meeting, which will include, at least, the financial statements with their respective accounting notes, the opinion of the Independent Auditor, and an analysis of the Entity's evolution.

Shareholders or investors in securities may request copies of the annual report approved by the General Shareholders' Meeting from FINDETER at any time.

CHAPTER IV

MANAGEMENT AND ADMINISTRATION

ARTICLE 20. MANAGEMENT AND ADMINISTRATION BODIES. The management and administration of FINDETER will be carried out by the General Shareholders' Meeting, the Board of Directors, and the CEO or their alternate. Each of these bodies will perform their duties in accordance with the provisions of the Code of Commerce and the Organic Statute of the Financial System, these Bylaws, and other provisions issued by the Board of Directors within the scope of their competence.

Paragraph. In addition to the above, the Company shall have a General Secretary. The Secretary shall be responsible for, in addition to the duties assigned by these bylaws and the Company's regulations:

- a. Keeping the minutes books of the General Shareholders' Meeting and the Board of Directors;
- b. Convening and notifying the sessions of the General Shareholders' Meeting and the Board of Directors, as called by the competent bodies according to these bylaws;
- c. Timely and properly delivering information to the members of the Board of Directors;
- d. Addressing the requests of shareholders related to information or clarifications regarding matters discussed at the General Shareholders' Meetings and the exercise of the right of inspection;
- e. Preserving corporate documentation, duly recording the proceedings in the minutes books, and certifying the decisions of the corporate bodies to third parties;
- f. Ensuring the formal legality of the Board of Directors' actions and guaranteeing that its procedures and governance rules are respected and regularly reviewed, in accordance with the bylaws and other internal Company regulations; and,
- g. Fulfilling any other duties imposed by the General Shareholders' Meeting, the Board of Directors, the CEO, or the law.

The Secretary shall take special care to maintain the confidentiality that, according to the law and commercial practices, corresponds to the Company's books and documents.

FIRST SECTION

GENERAL SHAREHOLDERS' MEETING

ARTICLE 21. SHAREHOLDERS' MEETING. The Shareholders' Meeting, as the highest governing body, will exercise its duties in accordance with these Bylaws and in accordance with the regime established for Mixed Economy Limited Liability Joint-stock Companies, according to the provisions of the Code of Commerce.

ARTICLE 22. COMPOSITION. The General Shareholders' Meeting shall be composed of shareholders registered in the share registry book, or their representatives or proxies, assembled with the quorum and under the conditions set forth in these Bylaws.

ARTICLE 23. CHAIRMAN OF THE GENERAL SHAREHOLDERS' MEETING. The General Shareholders' Meeting shall be presided over by the person designated by a simple majority of the shares present at the meeting.

ARTICLE 24. SECRETARY OF THE GENERAL SHAREHOLDERS' MEETING. The Secretary General of FINDETER shall act as the Secretary of the General Shareholders' Meeting.

ARTICLE 25. MEETINGS. The General Shareholders' Meeting may be either ordinary or extraordinary. Ordinary meetings shall be held within the first three (3) months of each year at the principal place of business of the Company, on the day, time, and location specified in the notice of the meeting. Extraordinary meetings shall be convened by the Board of Directors, the Legal Representative of the Company, the General Secretary, or the Independent Auditor. Additionally, any of the aforementioned bodies must call an Extraordinary General Shareholders' Meeting upon the request of a group of shareholders representing at least one-fourth of the subscribed capital. However, the meeting may be held without prior notice and at any location when all subscribed and outstanding shares are represented.

The Financial Superintendence or its equivalent may also order the convening of the General Shareholders' Meeting in cases provided by law and when requested by a group of shareholders representing at least ten percent (10%) of the total subscribed shares. The Legal Representative of the Company may convene the General Shareholders' Meeting at their discretion or upon express prior request from minority shareholders, as provided in Article 182 of the Code of Commerce.

ARTICLE 26. NOTICE OF MEETINGS. The notice of meetings shall be made in writing addressed to each of the shareholders. For meetings in which the year-end financial statements are to be approved, the call shall be made with at least thirty (30) business days' notice. In other

cases, a notice of five (5) calendar days shall be sufficient. This is without prejudice to the legal deadlines established for corporate reorganizations. The notice shall be issued by the Legal Representative and/or the General Secretary. Ordinary sessions of the General Shareholders' Meeting shall take place within the first three months of each year. The notice, which is the responsibility of the CEO, General Secretary, the Board of Directors or the Independent Auditor of the company, shall indicate the day, time, and place of the meeting.

If not called, the Shareholders' Meeting shall meet on its own right on the first business day of April, at 10 a.m., at the company's headquarters.

ARTICLE 27. NON-IN-PERSON, HYBRID MEETINGS, AND DECISIONS BY WRITTEN VOTE.

A General Shareholders' Meeting shall be considered valid when all shareholders present at the meeting can deliberate and make decisions by any means.

ARTICLE 28. QUORUM AND MAJORITIES. The Shareholders' Meeting shall meet and deliberate with a plural number of shareholders representing at least half plus one of the subscribed and voting shares.

Decisions shall be made by a majority of the represented shares, with the exceptions provided in these Bylaws and the law.

ARTICLE 29. SPECIAL QUORUM. If the Shareholders' Meeting is called and cannot proceed due to a lack of quorum, a new meeting shall be called, which shall validly meet and decide with a plural number of shareholders, regardless of the number represented. The new meeting shall be held not earlier than ten (10) business days nor later than thirty (30) business days from the date set for the first meeting.

When the Shareholders' Meeting meets for an ordinary session on its own right on the first business day of April, it may also validly deliberate and decide in accordance with the preceding paragraph.

ARTICLE 30. VOTING. Each shareholder, whether an individual or a legal entity, may designate only one principal representative to the General Shareholders' Meeting, regardless of the number of shares they hold rights to. The representative or proxy of a shareholder cannot split the vote of their principal, meaning they are not permitted to vote with some of the represented shares in one way or for certain individuals, and with other shares in a different way or for other individuals. However, this indivisibility of the vote does not prevent the representative of several shareholders from voting separately in each case, following the instructions given by each person or group represented.

Paragraph: Any shareholder may be represented at the meetings of the General Shareholders' Meeting by a proxy granted in writing that meets the legal requirements.

ARTICLE 31. MINUTES. The decisions of the General Shareholders' Meeting shall be recorded in minutes, approved by the Shareholders' Meeting or by persons chosen by it for this purpose. The minutes, which shall be signed by the Chairman and the Secretary of the Shareholders' Meeting, except for those corresponding to non-face-to-face meetings, which shall be signed in accordance with the provisions of the law, shall state, at least, its number, the place, date, and time of the meeting; the form and notice of the notice; the list of attendees indicating the number of shares they represent; the issues discussed; the votes cast in favor, against, or blank; the written statements submitted by attendees during the meeting; the elections held, and the date and time of adjournment.

ARTICLE 32. DUTIES. The duties of the General Shareholders' Meeting are as follows:

- a) Freely elect and remove the members of the Board of Directors for two-year terms each and set their compensation in cases where this authority does not reside with the Ministry of Finance and Public Credit.
- b) Approve and amend the Bylaws of FINDETER.
- c) Review, approve, reject, modify, or finalize the financial statements for the fiscal year and the accounts that must be submitted by the administrators.
- d) Decree the formation of special, contingent, or occasional reserves, specifying their purpose and justification.
- e) Elect the Independent Auditor and their alternate, set their remuneration, or decide that, instead, the functions of the Independent Auditor be performed by an individual or legal entity specialized in the matter and determine their fees, in accordance with the provisions of Article 49 of these Bylaws.
- f) Consider the reports of the Board of Directors, the legal representative, and the Independent Auditor, as well as any other reports required by law or regulation to be considered by the Shareholders' Meeting.
- g) Order actions against the administrators, senior executives, or the Independent Auditor.
- h) Establish its own regulations.
- i) Declare the distribution of profits and the cancellation of losses.
- j) Adopt measures required for the benefit of the Company.
- k) Adopt measures necessary for compliance with the bylaws and the common interest of the shareholders.
- l) Perform any other duties assigned by law and these Bylaws.

Paragraph: The following functions are exclusive to the General Shareholders' Meeting and cannot be delegated:

1. Approve the general compensation policy for the Board of Directors when this function does not fall under the Ministry of Finance and Public Credit, in accordance with current laws.
2. Approve the conflict of interest management policy for administrators and employees, as presented by the Board of Directors.
3. Establish its own regulations.
4. Approve the succession and evaluation policy for the Board of Directors as presented by the Board of Directors.
5. Approve the split or spin-off of the Company.

SECOND SECTION.

BOARD OF DIRECTORS

ARTICLE 33. COMPOSITION. The Board of Directors of Financiera de Desarrollo Territorial S.A. - FINDETER, shall be composed of nine (9) principal members, all of whom shall be elected by the General Shareholders' Meeting for a term of two (2) years each. At least three (3) of its members must be independent, and at least three (3) of its members must be women. One (1) position will be allocated to an employee of the entity.

First Paragraph. The Board of Directors may have up to four (4) support committees, in accordance with the law or as defined by the Board itself, composed of members of the Board of Directors, appointed by the Board. For this purpose:

- a) At least one (1) member of each Committee must be independent; this is without prejudice to the minimum number of independent members required by law to form the Audit Committee; and
- b) To operate, in addition to the applicable legal provisions, the Committees will have an Internal Regulation that establishes their objectives, functions, and responsibilities.

The Board of Directors must have the following committees:

1. Audit Committee;
2. Corporate Governance Committee;
3. ALCO (Assets and Liabilities) Committee; and
4. Credit Committee to support the Board of Directors.

Second Paragraph. Independent Members. A member of the Board of Directors is considered independent when they meet the criteria established in the Second Paragraph of Article 44 of Act 964 of 2005, or any regulation that enacts, modifies, replaces, or adds to it. Additionally, a director is not independent if:

- (i) The Board Member is an employee or executive of the issuer or any of its subsidiaries (sector entities).

- (ii) The Board Member is a shareholder who directly or through an agreement controls the majority of the voting rights of the Company.
- (iii) The Board Member is a shareholder or employee of associations or companies that provide advisory or consulting services to the Company.
- (iv) The Board Member is an employee or executive of a foundation, association, or company that receives significant donations from the Company.
- (v) The Board Member is an administrator of an entity in whose board of directors a legal representative of the Company participates.
- (vi) The Board Member is a person who receives any remuneration from the Company other than fees as a member of the Board of Directors.
- (vii) The Board Member is a public official from the same sector (Finance and Public Credit) or is linked to any of the following sectors: Housing, City and Territory, National Education, Health and Social Protection, Interior and Justice, Information and Communication Technologies, Sports, and Transportation.

Board members elected as independents shall commit in writing, upon accepting the position, to maintain their independent status during their tenure. If such status is lost, they must notify the General Secretary in writing. Once notified, the Company's management will have a period of thirty (30) calendar days to convene the General Shareholders' Meeting to decide whether the Board Member should continue as an affiliated member or to appoint a new independent member.

Third Paragraph. Employees. One position on the Board of Directors must be occupied by an employee of the Company. The employee must be linked to the Company through any contractual, legal, or regulatory instrument and may include both private and public employees. The General Shareholders' Meeting is obligated to include a Company employee among the list of candidates, who will be selected in accordance with the selection mechanisms established in the Board of Directors' Regulations and the Policy issued for this purpose by the Ministry of Finance and Public Credit. It is understood that the inclusion of the candidate in the list submitted for voting by the General Shareholders' Meeting will be subject to the candidate meeting the profile defined in accordance with the Board of Directors' Regulations and the Policy issued by the Ministry of Finance and Public Credit. This member of the Board of Directors will be exempt from complying with the provision in the first paragraph of numeral 3 of Article 73 of Decree-Law 663 of 1993.

Fourth Paragraph. The fees for the members of the Board of Directors shall be set by the General Shareholders' Meeting when this function does not fall under the Ministry of Finance and Public Credit according to the applicable laws and shall be paid by the Company for attending Board of

Directors and Committee meetings. Compensation will be determined based on the nature of the Company, the responsibilities of the position, and market guidelines, and in any case, will be in accordance with the provisions of Article 6 of Decree 4712 of 2008 or the regulations that govern, modify, or replace it.

ARTICLE 34. QUALITIES OF THE BOARD OF DIRECTORS AS A COLLECTIVE BODY. The Board of Directors, as a collective body, must be committed to the strategic vision of the Company and should possess the following characteristics:

1) Collectively, the Board must include the following profiles in terms of knowledge and experience: a) Knowledge or experience in the activities related to the Company's corporate purpose, b) Knowledge and experience in the business sector, c) Knowledge and experience in finance, internal controls, and risk management, d) Knowledge and experience in the financial system, e) Knowledge and experience in new technologies, f) Knowledge and experience in sustainable development.

2) At least one (1) Board Member must be qualified as a financial expert. A financial expert is defined as a member of the Board who possesses economic, accounting, and financial knowledge, with at least three (3) years of experience as a member of financial, audit, investment, business, credit, or risk committees in financial institutions; or three (3) years of experience as a professor in economic or financial subjects; or who has three (3) years of experience in executive or managerial positions with responsibilities in economic and financial matters, either in the private or government sector.

3) Without prejudice to the provisions of these bylaws, the composition of the Board of Directors will consider criteria of gender, diversity, and inclusion. The criteria of gender, diversity, and inclusion will, in any case, be concurrent with the requirements outlined in this article regarding the profiles of the Board members.

The profiles of the Board members will be reviewed and updated by the Board of Directors or by the Corporate Governance Committee as defined by the Board through its regulations.

First Paragraph. For the purpose of certifying compliance with the general profile of all members and the independence requirements of independent members, all candidates must have been evaluated by the General Secretary.

ARTICLE 35. TERM AND SUCCESSION OF THE BOARD MEMBERS. The terms of the Board of Directors will prioritize a staggered approach to preserve the Company's knowledge and strategic continuity.

Board members will serve a term of two (2) years and may be re-elected for up to two (2) consecutive terms. An independent member will no longer be considered as such after serving two (2) consecutive terms on the Board of Directors.

In the event that a member must be replaced before the end of the term for which they were elected, their replacement will be elected for the remaining duration of the original term of the member being replaced.

ARTICLE 36. CHAIRMAN OF THE BOARD OF DIRECTORS. The Board of Directors will elect its Chairman from among its members, who will have the responsibility of presiding over and directing the ordinary and extraordinary meetings of the Board of Directors, for a term of one (1) year. The Chairman may be re-elected only after at least one (1) term has passed since they last served as Chairman of the Board. In sessions where the Chairman is absent, the attendees may appoint one of their members to preside over the respective meeting. In this case, for that single occasion, the Board member designated as interim chairman will be entitled to receive the remuneration of the Chairman of the Board of Directors.

The Chairman of the Board of Directors will perform the functions assigned to them in the Board of Directors' Regulations, and for these duties, they may receive an additional remuneration corresponding to twenty percent (20%) more than the fees of the other Board members, or the amount approved by the General Shareholders' Meeting or the Ministry of Finance and Public Credit, as applicable, in accordance with these Bylaws.

ARTICLE 37. SECRETARY OF THE BOARD OF DIRECTORS. The General Secretary of FINDETER shall serve as the Secretary of the Board of Directors.

ARTICLE 38. SPECIAL GUESTS. The Board of Directors may occasionally or permanently invite the Independent Auditor, any officer of the company, other authorities, and even individuals, when deemed necessary for the proper fulfillment of its duties, provided it is for specific matters. These guests shall have a voice in the deliberations of the Board but no voting rights.

ARTICLE 39. MEETINGS. The Board of Directors shall meet regularly upon call by the CEO or the Secretary General of the company, at least once a month, on the day and time determined by the Board, and may meet extraordinarily upon the request of one of its members, the CEO, the General Secretary of FINDETER, or the Independent Auditor.

The Board meetings, both ordinary and extraordinary, shall be called through written notice sent to each member at least five (5) calendar days in advance. This communication may be sent via any suitable means, physical or virtual, such as a physical letter or email.

The deliberations of the Board of Directors may be suspended and resumed as many times as decided by the majority of the members present at the meeting. The CEO of FINDETER will attend the meetings of the Board of Directors with the right to speak but without the right to vote.

Paragraph. Notwithstanding the above, the Board of Directors may also hold non-presential or hybrid meetings or make decisions through written voting, in accordance with the rules and mechanisms established in Act 222 of 1995 and other applicable laws that modify, supplement, or replace it. Additionally, the Board of Directors may hold general meetings when all members of the Board are present and voluntarily agree to declare the session open.

ARTICLE 40. QUORUM AND MAJORITIES. The Board of Directors shall deliberate and make valid decisions with the presence and votes of the majority of its members, with the exceptions provided by law.

ARTICLE 41. MINUTES. Minutes shall be taken of the meetings of the Board of Directors, which, once approved, shall be signed by the Chairman and the Secretary of the Board. The minutes shall record the place and date of the meeting, the names of attendees, the issues discussed, and the decisions adopted, denied, or deferred.

ARTICLE 42. DUTIES. The duties of the Board of Directors are as follows:

- a) Establish general policies for the management of FINDETER.
- b) Approve the annual budget of FINDETER.
- c) Appoint, remove, and evaluate the President of FINDETER. Set their compensation based on the responsibilities of their position.
- d) Appoint and remove the Compliance Officer of FINDETER.
- e) Grant legal representation in executive-level positions.
- f) Establish and modify the staffing, organizational structure, and salary scales for positions in different categories.
- g) Define and approve the compensation policy for Senior Management in cases where the applicable law has not designated another entity or authority to set such compensation, the organizational structure, the succession plan, and the performance evaluation mechanisms for Senior Management. For the purposes of these bylaws, Senior Management includes those individuals whose duties involve directly reporting to the President.
- h) Verify, prior to their appointment and through its Corporate Governance Committee, that candidates presented by the President to occupy Senior Management positions meet the established profile requirements and that the selection process has been properly followed. For this verification, the Corporate Governance Committee must adhere to the objective requirements

established in the job description. Therefore, an appointment may not be objected to for reasons other than the fulfillment of these objective requirements.

i) Approve and monitor FINDETER's strategic planning. As a strategic guide, the Board of Directors shall have the following duties:

i. Approve the Company's strategy and business plan, ensuring corporate responsibility, including environmental, social, governance, technology, and innovation criteria.

ii. Approve the Company's budget and investment plan and set the rules for their preparation and execution.

iii. Approve the Company's consolidated objectives and goals. iv. Issue compensation and cultural guidelines for the Company.

v. Approve guidelines for retention, transfer, and mitigation of financial risks, including insurance for the Company.

vi. Approve the Company's new business activities outside the approved business plan, in accordance with the guidelines set by the Board of Directors and internal regulations issued for this purpose.

j) Control and evaluate Management's performance.

k) Establish credit regulations.

l) Authorize the execution of contracts that are not related to FINDETER's ordinary course of business and that exceed three thousand eight hundred (3,800) times the current legal monthly minimum wage.

m) Authorize the granting of loans by FINDETER to the entities referred to in sections a), b), and c) of the duties contained in Article 5.

n) Ensure that interest rates reflect the cost of resources received from third parties, as well as the cost of equity within the rediscount policy.

o) Determine, in accordance with legal regulations, the terms, guarantees, interest rates, and other conditions of the services provided by FINDETER.

p) Authorize the issuance of securities for the purpose of raising funds.

q) Issue regulations for the issuance and placement of shares.

r) Authorize the opening and closing of FINDETER branches and agencies, subject to legal requirements.

s) Authorize the creation of subsidiaries and affiliates to carry out activities within the Company's corporate purpose, as well as the acquisition and disposal of shares or rights in such companies.

t) Review periodic or special reports submitted by the CEO and the Independent Auditor and take any measures deemed appropriate.

- u) Consider and analyze monthly financial and risk reports, and present a reasoned report on the Company's economic and financial situation to the General Shareholders' Meeting.
- v) Approve the contracting of domestic or foreign loans for the entity.
- w) Authorize foreign commissions for FINDETER's CEO.
- x) Control the general functioning and organization of the Company, and ensure compliance with the adopted policy.
- y) Establish temporary or permanent committees deemed necessary or required by law, including participation from its members and Company officials, and approve their internal regulations.
- z) Ensure the effective implementation of mechanisms that guarantee the rights of shareholders and other FINDETER investors as provided in the Corporate Governance Code.
- aa) Define policies for the design and implementation of the Company's risk management systems and take necessary measures to strengthen them where needed.
- bb) Establish and enforce Corporate Governance and Internal Control policies and ensure they are up to date.
- cc) In matters of internal control, the Board of Directors shall have the functions assigned to it under Circular 008 of May 2023 by the Financial Superintendence of Colombia and other regulations that supplement, regulate, modify, or replace it. The Board of Directors shall have duties regarding each component of the internal control system, namely, the control environment, risk management, control activities, information and communication, and monitoring and follow-up activities. These duties must be regulated in the Board of Directors Regulations.
- dd) Establish regulations for financing workers derived from the ordinary execution of their labor relations, agreements, or collective conventions, and from the social welfare policy.
- ee) Approve and regulate lines of credit with compensatory rates, including lines aimed at promoting microcredit in accordance with the paragraph of section 3 of Article 270 of the Organic Statute of the Financial System.
- ff) Approve policies related to whistleblowing systems.
- gg) Authorize capital investments in accordance with legal provisions.
- hh) Establish its own regulations and appropriate mechanisms for self-evaluation and organize the annual evaluation process of the Board of Directors, both as a collective administrative body and of its members individually considered.
- ii) Fulfill the activities established in the regulations related to the Internal Control System, particularly the functions established in the Basic Legal Circular of the Financial Superintendence of Colombia and other regulations that supplement, regulate, modify, or replace it. The Board of Directors shall have duties regarding each component of the internal control system, namely, the

control environment, risk management, control activities, information and communication, and monitoring and follow-up activities. These duties must be regulated in the Board of Directors Regulations.

jj) Any other duties assigned by law, these bylaws, regulations, and those not assigned to another body.

THIRD SECTION

CEO

ARTICLE 43. APPOINTMENT. The CEO of FINDETER shall be elected, evaluated and removed by the Board of Directors and shall be responsible for the entity's Legal Representation and Management.

The selection will be made through a selection process coordinated by the Corporate Governance Committee or the committee that fulfills its role, with the assistance of a firm or individual specialized in recruiting executive-level positions or evaluating résumés, in accordance with the succession policy or the equivalent document approved by the Board of Directors.

Paragraph: The CEO of the Company must meet the following qualifications:

- a. An executive with more than five (5) years of professional experience in public or private entities, meeting criteria of suitability, knowledge, and experience relevant to the Company's corporate purpose;
- b. Management skills that demonstrate leadership and teamwork, the ability to anticipate and appropriately respond to regulatory, financial, or economic risks, as well as negotiation, strategic planning, and relationship-building skills;
- c. Not be involved in any conflicts of interest, disqualifications, or incompatibilities.

ARTICLE 44. LEGAL REPRESENTATION. The Legal Representation of the Entity shall be exercised by the CEO, the General Secretary, and the Chief Officers, with the exception of the Chief Credit and Risks Officer when holding the position of Compliance Officer of the Entity. Under no circumstances can the Compliance Officer act as the legal representative of the Entity.

ARTICLE 45. ALTERNATE CEO. Until the Board of Directors makes a permanent appointment, the General Secretary will serve as the Alternate CEO of FINDETER, and in the absence of the General Secretary, this role shall be assumed by the Chief Financial Officer or the Chief Commercial Officer, in that order. If the absence of the CEO is permanent, the General Secretary shall assume the position until the Board of Directors appoints a permanent replacement. In any case, the timeline established by law for the appointment of CEOs of financial entities must be observed.

ARTICLE 46. DUTIES. The CEO of FINDETER shall perform all duties related to the entity's organization and operation that are not expressly assigned to another authority. In particular, the CEO shall:

- a) Present to the Board of Directors an annual report on Corporate Governance, the strategic planning of the company, and the plans and programs for its implementation, and monitor their execution.
- b) Implement the strategies and policies approved by the Board of Directors related to internal control, the business plan, corporate governance, and risk management, and ensure their compliance.
- c) Execute the decisions of the General Shareholders' Meeting and the Board of Directors.
- d) Appoint and remove employees of the company and, in general, manage and supervise the personnel of the entity in accordance with applicable regulations.
- e) Appoint and remove senior management officials, without prejudice to the fact that, in cases where these officials are required to hold legal representation functions, such representation must be granted by the Board of Directors.
- f) Direct and oversee the contracting activities of FINDETER and select and sign the contracts and acts necessary for the fulfillment of the company's purpose or related to its existence and operation.
- g) Submit to the Board of Directors the plans and programs that FINDETER should develop.
- h) Propose to the Board of Directors the plans and programs to be developed by the company, as well as the proposed annual budget of FINDETER, periodic budget execution analysis, and other information requested by the Board of Directors for the fulfillment of its functions.
- i) Call meetings of the Board of Directors and the General Shareholders' Meeting, whether ordinary or extraordinary, as provided in these bylaws.
- j) Present to the Board of Directors general and periodic reports, different from special reports, requested regarding the overall performance of the entity and the implementation of programs related to FINDETER.
- k) Present to the General Shareholders' Meeting in its ordinary sessions an end-of-year balance sheet, along with a detailed report on the company's situation, a complete breakdown of the profit and loss account, and other documents established in Article 446 of the Code of Commerce and Act 222 of 1995, or in the provisions that replace, regulate, modify, or complement them, in accordance with what is established therein.
- l) Authorize with their signature the public or private documents that must be executed in the course of the company's activities or in the company's interest.

- m) Represent the shares and investments owned by FINDETER in any company, association, or fund directly related to its corporate purpose.
- n) Appoint attorneys to represent FINDETER in judicial and extrajudicial matters.
- o) Promote revenue collection, authorize expenses, and in general, oversee the operations of FINDETER in accordance with legal provisions and those issued by the General Shareholders' Meeting and the Board of Directors within their respective competencies.
- p) Ensure the proper use of funds and the maintenance and utilization of FINDETER's assets.
- q) Authorize the disbursement of funds corresponding to loans granted by the Board of Directors or the Credit Committees created for that purpose.
- r) Comply with and ensure timely compliance with legal requirements related to the operation and activities of the company, as well as the bylaws and decisions of the General Shareholders' Meeting and the Board of Directors.
- s) Exercise the duties delegated by the Board of Directors.
- t) Delegate, in accordance with the law and these bylaws, the exercise of his/her duties.
- u) Authorize international trips for employees of FINDETER.
- v) And any other duties determined by the Law and these Bylaws or related to the organization and operation of FINDETER.

Paragraph: The CEO shall organize the governance of the company, and for this purpose, without the need for authorization from another body, may empower other employees or committees of the company to carry out some of their functions, except those that, by legal mandate, must be exercised directly by the CEO. When the employee requires legal capacity to enter into legal agreements that bind the company, the CEO's assignment must be accompanied by the respective power of attorney, which may be revoked at any time.

ARTICLE 47. HIERARCHY. All employees of FINDETER, with the exception of the Independent Auditor and Auditing officers, shall be subordinate to the CEO.

ARTICLE 48. DUTIES OF SENIOR MANAGEMENT REGARDING THE INTERNAL CONTROL SYSTEM. With respect to internal control, the Company's Senior Management shall have the functions assigned to this body under the Basic Legal Circular of the Financial Superintendence of Colombia and any other regulations that complement, regulate, modify, or replace it. Accordingly, Senior Management shall have responsibilities concerning each component of the internal control system, namely, the control environment, risk management, control activities, information and communication, and monitoring activities, as outlined in the Basic Legal Circular.

CHAPTER V

INSPECTION, SUPERVISION, AND CONTROL

ARTICLE 49. APPOINTMENT AND TERM OF THE INDEPENDENT AUDITOR. FINDETER shall have a Principal Independent Auditor and an Alternate Independent Auditor, both appointed by the General Shareholders' Meeting for a period of two (2) years. They may be reelected for one additional term or removed at any time. For the appointment of the independent auditor, the Company's management shall present to the General Shareholders' Meeting the proposals submitted by accounting firms or accountants specialized in independent auditing, with proven experience in other financial sector entities, who have not been subject to any sanctions by regulatory bodies or the Central Board of Accountants, and who do not have any conflict of interest in performing their duties. These proposals must include the scope of the audit work, its costs, and the methodology to be used.

ARTICLE 50. ALTERNATE. The Independent Auditor shall have an alternate who shall replace him/her in case of absolute, accidental, or temporary absence. The alternate shall be elected by the General Shareholders' Meeting for the same term as the principal and shall be subject to the qualities, disqualifications, incompatibilities, and responsibilities prescribed by law.

ARTICLE 51. DUTIES. The Independent Auditor shall perform the functions as determined by law.

First Paragraph. The Independent Auditor shall not have the authority to intervene in the administrative activities of the Company; they may only carry out administrative functions that are inherent to their role.

ARTICLE 52. REPORTING. The Independent Auditor's opinion on the financial statements and general balances must, at a minimum, express the aspects indicated by law.

The reports that the Independent Auditor must submit to the General Shareholders' Meeting shall be subject to the provisions of the law and these bylaws.

Paragraph. In order to communicate material findings, the Independent Auditor shall:

a) Promptly provide written notice to the Board of Directors, the General Shareholders' Meeting, the CEO, or the appropriate authority depending on the competence of the body and the significance of the finding, at their discretion, regarding any irregularities in the operation of the Company and the conduct of its business.

b) Call extraordinary sessions of the General Shareholders' Meeting or the Board of Directors when deemed necessary.

Second Paragraph. The Independent Auditor shall attend, without voting rights, the deliberations of the General Shareholders' Meeting where they must present their report, communicate findings, or when invited to the session. The Auditor may also attend, under the same conditions, meetings of the Board of Directors when summoned. The Independent Auditor must maintain

complete confidentiality regarding any acts or facts they become aware of in the course of their duties and may only disclose or report them in the manner and circumstances expressly provided for by law.

ARTICLE 53. DEPENDENCE AND COMPENSATION. The Independent Auditor shall be accountable only to the General Shareholders' Meeting and shall receive the compensation set by the General Shareholders' Meeting for their services. During the session in which the Independent Auditor is appointed, information regarding the appropriations allocated for human and technical resources needed to perform their duties must also be included.

ARTICLE 54. AUDITING PERSONNEL. The Independent Auditor shall make decisions aimed at the proper management and functioning of the personnel under their supervision. The Independent Auditor is responsible for ensuring that the personnel under their supervision comply with the company's regulations. Employees acting on behalf of the legal entity exercising the auditing function shall be subject to the disqualifications, incompatibilities, and responsibilities provided for the Independent Auditor, to the extent applicable.

ARTICLE 55. SPECIALIZED AUDITS. Specialized audits may be commissioned upon the request of a group of shareholders representing at least five percent (5%) of the subscribed shares of the entity, under their responsibility and at their expense, provided that such an audit does not disrupt the entity's day-to-day operations. The scope and terms under which these audits will be conducted, as well as the exercise of the right of inspection, will be defined in the regulations of the General Shareholders' Meeting.

ARTICLE 56. CORPORATE GOVERNANCE CODE. In accordance with the regulations governing the securities market, FINDETER shall implement mechanisms that guarantee the rights of its shareholders and other investors. To fulfill this, it shall adopt a Corporate Governance Code that includes, at a minimum, the rules governing the company's management and measures to ensure public knowledge of the results of its performance. Additionally, the company, its managers and employees are obligated to comply with the recommendations made to the company, especially those issued by the Financial Superintendence of Colombia, that have been voluntarily adopted by the company.

CHAPTER VI

PERSONNEL REGULATIONS

ARTICLE 57. PRIVATE EMPLOYEES. The provision of personal services under an employment contract shall be subject to the rules of private law governing relationships between individuals. The only exception is the Head of the Internal Control Office, who is appointed and removed at the discretion of the President of the Republic, in accordance with relevant special laws.

CHAPTER VII

CORPORATE GOVERNANCE

ARTICLE 58. CONFLICTS OF INTEREST. The Board of Directors must propose, for approval by the General Shareholders' Meeting, a protocol for managing conflicts of interest that may arise between the Company and its directors or employees, including the handling of business opportunities and the use of privileged information.

Paragraph. Definitions. The protocol for managing conflicts of interest approved by the General Shareholders' Meeting must include definitions for the following terms, in accordance with Article 23 of Act 222 of 1995:

- (i) Conflicts of interest;
- (ii) Business opportunities; and
- (iii) Privileged information.

ARTICLE 59. INTRA-GROUP TRANSACTIONS. The Audit Committee must carry out a reasonable review and supervision of potential intra-group transactions conducted annually by the Company. The Audit Committee may recommend that the General Shareholders' Meeting not authorize such transactions if it determines that they are incompatible with the interests of the Company and its shareholders.

Paragraph: For the purposes of this article, the following will be considered intra-group transactions:

1. Transactions conducted between the Company and other companies directly or indirectly controlled by it;
2. Transactions conducted between the Company and Grupo Bicentenario; and
3. Transactions conducted between the Company and other companies within Grupo Bicentenario.

CHAPTER VIII

REGIME OF ACTS AND CONTRACTS

ARTICLE 60. REGIME OF ACTS AND CONTRACTS. The regime of Financiera de Desarrollo Territorial S.A. — FINDETER, is that of private law. In any case, it shall be subject to the specific regime of mixed economy companies not assimilated to state industrial and commercial enterprises, regardless of the participation of public capital in its assets. The contractual activity of FINDETER is governed by the provisions of private law, without prejudice to compliance with the principles of Public Function and Fiscal Management stipulated in Articles 209 and 267 of the Political Constitution, and compliance with the Regime of Disqualifications and Incompatibilities.

CHAPTER IX

FINANCIAL STATEMENTS

ARTICLE 61. INTERIM PERIOD FINANCIAL STATEMENTS. On the last day of each month, the cutoff will be made for the preparation of the detailed income statement and balance sheet of FINDETER's accounts, which will be presented by the CEO to the Board of Directors.

ARTICLE 62. YEAR-END FINANCIAL STATEMENTS. At the end of each fiscal year, and at least once a year on December 31st, FINDETER must perform a cut-off of accounting information for the business in order to prepare the year-end financial statements.

The year-end financial statements applicable to FINDETER will be prepared in accordance with legal requirements and established accounting standards.

ARTICLE 63. PRESENTATION OF BASIC FINANCIAL STATEMENTS TO THE GENERAL SHAREHOLDERS' MEETING. The Board of Directors and the CEO will present the year-end financial statements to the General Shareholders' Meeting for approval or disapproval, accompanied by the documents required by current regulations.

ARTICLE 64. DOCUMENTS TO BE MADE AVAILABLE TO SHAREHOLDERS. The documents referred to in the previous article, along with the official books required by law, must be made available to shareholders at the main offices of FINDETER during the fifteen (15) business days preceding the Shareholders' Meeting. The Board of Directors will establish mechanisms to ensure that shareholders have access to the documents, as indicated by legal and regulatory standards, which report relevant findings, enable monitoring of the Company's internal control, and ensure the implementation of adequate internal control systems.

Paragraph. The Board of Directors must approve the procedure that defines the Company's practices for interacting with shareholders under various conditions, including, for example, access to information, handling information requests, communication channels, and methods of interaction between shareholders and their Board of Directors and other administrators. In any case, the Company will treat all shareholders and investors equally regarding requests, claims, and information, regardless of the value of their investment or the number of shares they represent. All Company shareholders will be treated equitably, considering that each shareholder has the same rights according to the number and class of shares they own.

ARTICLE 65. PROFITS AND RESERVES. FINDETER shall not distribute profits in cash among its shareholders.

The net profits obtained in each fiscal year shall have the following applications:

a) Legal Reserve: Ten percent (10%) for the Legal Reserve Fund until it reaches at least half of the subscribed capital. However, if at any time the Fund decreases below this proportion, ten percent (10%) of the profits shall be allocated again until the reserve reaches the established limit.

b) Creation of special reserves determined by the General Shareholders' Meeting upon the proposal of the Board of Directors.

c) Occasional Reserves: Creation of contingent or occasional reserves determined by the General Shareholders' Meeting upon the proposal of the Board of Directors.

The remaining net profits after the above allocations shall be used to increase the company's capital.

ARTICLE 66. INVESTMENT OF RESERVES. The General Shareholders' Meeting shall determine the destination of the reserves that it orders to be formed.

ARTICLE 67. TREATMENT OF LOSSES. Losses shall be offset by reserves specifically allocated for that purpose, and in their absence, by the legal reserve. Reserves intended to absorb certain losses cannot be used to cover other losses, unless decided by the General Shareholders' Meeting. If the legal reserve is insufficient to cover the capital deficit, the corporate profits of the following years shall be applied for this purpose.

CHAPTER X

DISSOLUTION AND LIQUIDATION

ARTICLE 68. DISSOLUTION. Financiera de Desarrollo Territorial S.A. - FINDETER shall be dissolved for the causes established by law, considering its nature as a company subject to the mixed economy regime.

ARTICLE 69. LIQUIDATION. Once FINDETER is dissolved, the liquidation shall be carried out by the person designated or elected by the General Shareholders' Meeting. In the absence of such appointment, the last CEO shall carry out the liquidation until a liquidator is elected by the General Shareholders' Meeting.

The liquidator's duties shall be determined by the law and those assigned by the General Shareholders' Meeting, in accordance with current legal provisions.

Paragraph. During the liquidation process, the company may not commence new operations related to its purpose and will retain its legal capacity only for acts necessary for immediate liquidation. The liquidation of the Company will be carried out in the manner prescribed by law for financial entities.

ARTICLE 70. POWERS OF THE GENERAL SHAREHOLDERS' MEETING. During the liquidation process, the powers of the Shareholders' Meeting continue to exist solely for the purpose of liquidation and as long as it lasts, without prejudice to the provisions established for the liquidation of financial entities as provided by law. The Board of Directors will continue to meet as a collaborative body

ARTICLE 71. APPROVAL OF LIQUIDATION. It is the responsibility of the General Shareholders' Meeting to approve or disapprove the final accounts and grant the appropriate discharge to the liquidator.

CHAPTER XI

MISCELLANEOUS

ARTICLE 72. DISQUALIFICATIONS AND INCOMPATIBILITIES: Members of the Board of Directors, the CEO, the Independent Auditor and other officials of FINDETER shall be subject to the regime of responsibilities, disqualifications, and incompatibilities established in the Political Constitution, specifically in articles 126 to 129, in the Law, in these Bylaws, and in the regulations issued by the competent authorities for their implementation.

ARTICLE 73. DIFFERENCES. Any dispute arising between the company and its shareholders or among the shareholders themselves, with regard to the Articles of Incorporation or during the dissolution or liquidation stage, shall be resolved directly between the parties. FINDETER shall allow shareholders to review the necessary information for this purpose, provided that it is not subject to confidentiality.

CHAPTER XII

TRANSITIONAL ARTICLES

TRANSITIONAL ARTICLE 1. Title of Shares and Share Register. Within one year from the approval of these bylaws, the Company must undertake the necessary procedures and internal adjustments for the issuance of dematerialized shares.

TRANSITIONAL ARTICLE 2. Transition Regime. The current Board of Directors and its committees will continue to perform their functions until a sufficient number of members has been appointed before the Financial Superintendence of Colombia to form a quorum in the new Board of Directors. The current CEO of the company will continue in their role, so the requirements established in these bylaws for the CEO will apply only from the appointment of a new CEO by the Board of Directors. In addition, any policies, manuals, procedures, and other management instruments of the Company that are incompatible with these bylaws will remain in effect until the necessary modifications are adopted within the timeframe established by Decree 1962 of 2023.

END OF THE CONTENT OF THE PREVIOUSLY PRESENTED DRAFT

PREPARED, REVIEWED, APPROVED, AND ACCEPTED

NOTE I: FORMALIZATION OF DISTRIBUTION SHEET. DISTRIBUTION NUMBER: 36477

DATE OF DISTRIBUTION: 2024-04-10, DISTRIBUTION CATEGORY: ORDINARY FIRST CATEGORY, OF THE SUPERINTENDENCE OF NOTARIES AND RECORDS.

NOTE II: STATEMENT OF THE INTERESTED PARTIES AND NOTARY'S WARNING.

THE APPEARING PARTY certifies that they have carefully verified their full names, identification numbers, and those of the company they represent, declares that all information provided in this deed is **correct**, and, consequently, assumes responsibility for any inaccuracies. Any clarification of this deed will involve the issuance of a new public deed of clarification, the costs of which will be borne solely and exclusively by the **APPEARING PARTY**.

AUTHORIZATION: In compliance with Act 1581 of 2012, regulated by Decree 1377 of 2013, “which establishes general provisions for the protection of personal data,” I/we authorize the Sixty-Seventh (67th) Notary Public of Bogota D.C. to process the personal data contained in its databases, to use, circulate, record, manage, process, confirm, and delete the personal information I/we have provided or that the Notary collects about me/us. I/we further attest that I/we have been informed of the rights granted by law as the holder(s) of personal data, and I/we declare that I/we understand and accept these rights. If signatures were obtained on later dates, they are valid in accordance with Article 2.2.6.1.2.1.2 of Decree 1069 of 2015.

EXECUTION AND AUTHORIZATION: After reading this public deed, the **APPEARING PARTY**, having been warned about the obligation to register it with the Chamber of Commerce of the registered address within the legal term, found it in accordance with their intentions, approved it in all its parts, and signed it together with the undersigned Notary, who certifies and authorizes it. It is recorded that Notaries are responsible for the formal regularity of the instruments they authorize, but not for the truthfulness of the statements made by the interested parties; nor are they responsible for the legal capacity or aptitude of these parties to enter into the respective act or contract (Decree 960 of 1970, Article 80).

Signatures were taken outside the office, in accordance with Article 2.2.6.1.2.1.5 of Decree 1069 of 2015.

Notarial Sheets Used:

Nos: Aa081278181, Aa081278131, Aa081278132, Aa081278133, Aa081278134, Aa081278135, Aa081278136, Aa081278137, Aa081278138, Aa081278139, Aa081278140, Aa081278141, Aa081278142, Aa081278143, Aa081278144, Aa081278145, Aa081278146, Aa081278147, Aa081278182, Aa081278149,

Amended: **“APRIL TWO THOUSAND TWENTY-FOUR (2024)” VALID**