

# **BANCO DE BOGOTÁ**

## **AUDIT COMMITTEE**

### **RULES OF PROCEDURE**

December 17 / 2019

## **BANCO DE BOGOTÁ AUDIT COMMITTEE RULES OF PROCEDURE**

In order to assist the Board of Directors in the compliance of its duties, it shall have the support of several committees that will operate under its direction and will be dependent on it; one of these committees is the Audit Committee.

**ARTICLE 1. PURPOSE OF THE AUDIT COMMITTEE.** The Audit Committee shall be elected by the Board of Directors and shall be directly dependent on it. Its primary function shall be to assist the Board of Directors in its supervisory duty through the assessment of accounting procedures, the relationship with the Statutory Auditor and, generally, the assessment of the Bank's Control Architecture, included the audit over the risk management system implemented by the Bank.

**ARTICLE 2. COMMITTEE STRUCTURE.** The Committee shall be comprised of three members from the Board of Directors, the majority of whom shall be independent and elected for a one-year term. They may be indefinitely re-elected.

The Board of Directors shall appoint a Chairman for the respective period. Committee sessions shall be presided by its Chairman, and in his/her absence, by the next member in alphabetical order according to his/her first surname, or by whomever is specifically designated by the Committee for each meeting. The Bank's Secretary General shall act as Committee Secretary and in his/her absence, the Bank's Legal Manager or the person appointed by the Committee shall replace him/her.

The Bank's staff responsible for accounting procedures, the Control Architecture and the risk management system, as well as any other employee the Committee deems appropriate in order to provide information considered relevant regarding matters that fall within the Committee's competence, may be convened to the Committee meetings as frequently as necessary, in order to provide appropriate explanations about matters of internal control.

In order to have an interaction and coordination mechanism between the Audit Committees of the Parent Company, the Bank and its subordinated companies, the Parent Company's Corporate Comptroller and the Bank's Comptroller shall attend the Bank's and the subsidiaries' Audit Committee meetings, whenever deemed appropriate.

**ARTICLE 3. ANNOUNCEMENT.** The Committee shall meet ordinarily every three (3) months, when convened by the Board of Directors or its Chair, or by the Chair of said Committee, via invitation sent by the Secretary General.

The Committee shall meet extraordinarily as many times as deemed necessary under circumstances considered as deficiencies in the internal control system that require an urgent assessment and corrective actions.

ARTICLE 4. QUORUM. The Committee shall deliberate and make valid decisions with the presence and votes of the majority of its members.

ARTICLE 5. MINUTES. Any observations presented by the Committee, as well as the reports and decisions produced therein, shall be recorded in the minutes of the meetings, which will be kept and safeguarded by the Bank's Secretary General in accordance with provisions of article 189 of the Code of Commerce. Minutes shall be distributed to all the members of the Committee. When situations of significant importance are detected, a special report shall be submitted to the Board of Directors.

ARTICLE 6. FUNCTIONS. The main functions of the Audit Committee shall be:

1. To propose for the Board of Directors' approval, the structure, procedures and methodologies necessary for the functioning of the Internal Control System (ICS).
2. To present to the Board of Directors, proposals related to the responsibilities, powers and limits assigned to the different positions and areas, related to administration of the ICS.
3. To assess the company's internal control structure in order to determine if the procedures in place, reasonably protect the company's assets, as well as those of third parties it manages or has custody of, and whether there are controls in place to ensure that transactions are being adequately authorized and recorded. To this effect, all areas responsible shall present to the Committee the established periodic reports, as well as any other requested by the Committee.
4. To inform the Board of Directors about non-compliance with the obligation from management to provide the information required by control bodies for the performance of their functions.
5. To ensure that applicable accounting policies are adequately implemented for the preparation of the financial statements that the Board of Directors shall present to the General Shareholders' Meeting, and for the preparation of reliable internal information used for decision making; and to verify that periodic information publicly provided is prepared following the same professional principles and practices as those used for annual statements, reviewing this information before its disclosure. To this effect, the Committee will make use of assessments on this subject performed by the Statutory Auditor and the Comptroller's Office.

6. To examine financial statements and prepare the respective report which will be submitted to the consideration of the Board of Directors, based on the assessment of not only the corresponding projects and notes, but also of the opinions and observations from supervisory and control entities, results of evaluations made by competent committees and other documents related thereto. In the event of any exceptions or unfavorable opinions, the Committee shall state its opinion, make a public statement and verify that management takes into account the recommendations from the Statutory Auditor.
7. To evaluate if material operations with economically related parties are carried out respecting market conditions and fair treatment among shareholders. Furthermore, the Audit Committee shall examine and inform to the Board of Directors such operations that require the Board's authorization due to their amount, nature or conditions, as prescribed by the policy established by the Bank.
8. To present to the Bank's Board of Directors those conflict of interest situations that it may be involved in, directly or indirectly or through a related party, a Significant Shareholder, members of the Board of Directors and Senior Management; and to the Parent Company's Board of Directors, when those situations involve the Bank and its subordinated companies or between the subordinated companies themselves, or their management and related parties, including proposals for the management of said situations.
9. To propose to the Board of Directors programs and controls to prevent, detect and properly respond to the risks of fraud and misconduct. Fraud is understood as an intentional act committed to obtain illicit gain, and misconduct is understood as the violation of laws, regulations or internal policies. To evaluate the effectiveness of such programs and controls.
10. To supervise the efficiency of the regulatory and AMLCTF compliance function.
11. To periodically supervise compliance with the Code of Ethics and effectiveness of the whistleblowing system, evaluating unethical situations and the content of complaints, making appropriate recommendations to the Board of Directors.
12. To propose to the Board of Directors the selection, appointment, compensation, re-election and termination of the Comptroller.
13. To analyze and approve the Comptroller's Office Annual work-plan and its annual activity report.

14. To supervise the functions and activities of the Comptroller's Office in order to determine its independence and objectivity in relation to the activities it audits, to determine the existence of limitations that may hinder its proper performance and to verify if the scope of its work satisfies the company's control requirements. To this effect, the Comptroller's Office shall inform the Committee its work-plans, the scope of its reviews and whether there have been issues regarding its independence or limitations to its work, from management.
15. To supervise services provided by the Statutory Auditor, evaluating their quality and effectiveness. To conduct the relationship with the Statutory Auditor, informing the Board of Directors those situations that prevent access to information or that put at risk his/her independence or that are deemed relevant.
16. To monitor the levels of risk exposure, their implications for the company, and the measures adopted to control or mitigate them.
17. To evaluate the internal control reports prepared by the Comptroller's Office, verifying that Senior Management has addressed its suggestions and recommendations. To this effect the Comptroller's Office shall provide the Committee with reports of its evaluations on aspects deemed relevant and material, including answers provided by Senior Management.
18. To monitor compliance with the instructions given by the Board of Directors regarding the Internal Control System.
19. To analyze the performance of the information and disclosure systems, evaluating their reliability and integrity for making decisions. To this effect, the Comptroller's Office shall include in its periodic evaluations and reports to the Committee, all relevant and material issues related to information systems, in addition to other specific requirements from the Committee.
20. To oversee the performance of the Bank's website and of other information disclosure mechanisms in matters related to Corporate Governance.
21. To propose to the Board of Directors, for presentation to the General Shareholders Meeting, the candidates for the designation of the Statutory Auditor and the terms of the appropriate contract and, when necessary, the cancellation or non-renewal of said contract, using the result of the evaluation referred to in function No. 15.
22. To prepare the report that the Board of Directors shall present to the General Shareholders Meeting with regards to the ICS' operation, which must include the following aspects, among others:

- i. General policies established for the implementation of the company's ICS.
  - ii. Process used to review ICS' effectiveness, expressly mentioning aspects related to risk management.
  - iii. The most relevant activities undertaken by the Audit Committee.
  - iv. Identified material deficiencies, recommendations made and measures adopted, including among others those topics that may affect financial statements and the Management Report.
  - v. Observations stated by oversight bodies and penalties imposed, when applicable.
  - vi. Presentation of the evaluation of the work undertaken by the Comptroller's Office in relation to its internal audit functions including, among others, its scope, its independence and the allocated resources.
23. To solve concerns from shareholders on matters under its responsibility, via the presence of the Committee's Chairman at the Shareholders Meeting, upon request from the Shareholders Meeting' Chairman. In the event that the Committee's Chairman cannot attend, other members of the Committee may address the queries submitted.
24. To supervise compliance of actions and measures arising from reports or examinations from supervisory and control authorities.
25. To present to the Board of Directors for its approval, the annual Corporate Governance report after having reviewed it and upon a favorable opinion from the Committee. This report shall be presented with other financial year-end documents.
26. To present to the Board of Directors, for its consideration, any modifications to these rules of procedure.
27. Any others set forth by the Board of Directors.

ARTICLE 7. INFORMATION AND DOCUMENTATION. For proper compliance of its functions, the Audit Committee must know and evaluate at least the following documentation:

1. The reports and letters of recommendation or observations issued by the Statutory Auditor, as well as the answers provided by the respective areas, related to relevant and significantly material findings.

2. The reports and letters of recommendation or observations issued by the Comptroller's Office, as well as the answers provided by the respective areas, related to relevant and significantly material findings.
3. The notices of observations submitted by the Financial Superintendence to the company, resulting from detection of deficiencies in the internal control system.
4. Findings from the Comptroller's Office that impact the risk profile of the Bank's processes.
5. Documentation to be presented in advance to the Board of Directors for its submission to the Shareholders' Meeting, such as the company's financial statements, the opinion on financial statements issued by the Statutory Auditor, the Comptroller's Office report about the results of its work and its assessment on the Internal Control System, including any deficiencies detected, among others.
6. Other reports that it deems suitable for the proper discharge of its functions.

ARTICLE 8. MINUTES. The Committee's decisions will be recorded in minutes, in accordance with article 189 of the Commerce Code.

ARTICLE 9. APPROVAL AND AMENDMENTS OF THE RULES OF PROCEDURE. Banco de Bogotá's Board of Directors shall have exclusive competence to approve and amend these Rules of Procedure.

ARTICLE 10. INTERPRETATION AND PRIORITY OF THE RULES OF PROCEDURE. These Rules of Procedure are complementary and supplementary to the provisions of the Bylaws, to regulation provided on this matter and to Corporate Governance rules applicable to the Bank.

It is Banco de Bogotá's Board of Directors' responsibility to solve any doubts or discrepancies that may arise in the application or interpretation of these Rules of Procedure, in accordance with the principles and recommendations in matters of Corporate Governance adopted by the Company