

## **BANCO DE BOGOTÁ S.A AUDIT COMMITTEE RULES OF PROCEDURE**

The Board of Directors is the company's highest administrative body. Its primary function is to determine the company's management and development policies, and to ensure that the CEO and top executives comply with and abide by these policies. With the goal of assisting in the compliance of its functions, the Board of Directors shall have various committees that operate under its direction and are dependent on it, one of which is the Audit Committee.

**ARTICLE 1. PURPOSE OF THE AUDIT COMMITTEE:** The Audit Committee will be elected by the Board of Directors and shall be directly dependent on it. Its primary function shall be to support and advise the Board of Directors in the assessment of the internal control, as well as its continuous improvement.

**ARTICLE 2. COMMITTEE STRUCTURE:** The Committee shall be comprised of three members of 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 may designate alternate members, when considered necessary for the appropriate course of the Committee.

The Board of Directors shall appoint a Committee Chair for the respective period. Committee sessions shall be presided by its Chair, and in his/her absence, by the next member in alphabetical order according to his/her first surname. The Bank's Secretary General shall act as Committee Secretary, and in his/her absence, the individual appointed by the Committee.

The following members may be convened as frequently as necessary to provide pertinent explanations about matters of internal control: the Bank's CEO, CFO, Systems and Operations Vice-President, Credit Vice-President, Administrative Vice-President, Director of Compliance Unit, Director of Credit and Treasury Risk, Comptroller, Statutory Auditor, and any other employee the Committee deems appropriate to provide information deemed pertinent in regard to matters that fall within the Committee's competence.

**ARTICLE 3. ANNOUNCEMENT:** The Committee shall meet when convened by the Board of Directors or its Chair, or by the Chair of said Committee.

The Committee shall meet as many times as deemed necessary under circumstances such as disclosures of deficiencies in the internal control system that require an urgent assessment and corrective actions, significant changes in the organization's policies or in internal control regulations. In any case, the Committee shall meet at least every three months.

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 and reports produced therein shall be recorded in the minutes of the meetings, which will be kept and safeguarded by the Bank's Secretary General. When situations of significant importance are detected, a special report shall be submitted to the Board of Directors and CEO.

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

- Propose for the Board of Directors' approval, the structure, procedures and methodologies necessary for the functioning of the Internal Control System (SCI in its Spanish original).
- Present to the Board of Directors, proposals related with the responsibilities, powers and limits assigned to the different positions and areas related to the administration of the SCI, including risk management.
- Assess the entity's internal control structure in order to determine if the procedures in place, reasonably protect the entity'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 for the different risk systems, the Statutory Auditor and the Comptroller will present to the Committee the periodic reports already established, as well as any other requested by the Committee.
- Inform the Board of Directors about non-compliance with the obligation from management to provide the information required by control bodies in the performance of their functions.
- Ensure that the preparation, presentation and disclosure of financial information complies with the provisions of applicable regulations, verifying that necessary controls are in place. To this effect, the Committee may define policies, criteria and procedures to be used by the Bank, and it will make use of assessments on this subject performed by the Statutory Auditor and the Comptroller's Office.
- Analyze financial statements and prepare the corresponding report to be submitted to the consideration of the Board of Directors, based on the assessment of not only the corresponding projects and its notes, but also of the opinions and observations expressed by control entities, results of evaluations made by competent committees and other documents related thereto.
- Issue a semi-annual judgment in a written report with regard to the operations carried out with economic associates. For this purpose, the Committee shall verify that said operations are carried out based on market conditions and do not affect fair treatment among shareholders.

- Propose to the Board of Directors programs and controls to prevent, detect and properly respond to risks of fraud and misconduct. Fraud is understood as an intentional act committed to obtain illicit gain, and misconduct is the violation of laws, regulations or internal policies. Evaluate the effectiveness of such programs and controls.
- Supervise the functions and activities of the Comptroller's Office 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 entity'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.
- Monitor the levels of exposure to risk, their implications for the entity, and the measures adopted to control or mitigate them, at least every six months, or more frequently if required, and to submit a report to the Board of Directors about the most important aspects of the efforts undertaken. To this effect, all areas responsible for management of the different risk systems and the Comptroller's Office will present appropriate reports to the Committee, at least with the aforementioned periodicity.
- Evaluate the internal control reports prepared by the Comptroller's Office, verifying that 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 management.
- Monitor compliance of the instructions given by the Board of Directors with regard to the Internal Control System.
- Request any reports deemed necessary for the proper development of its functions.
- Analyze the operation of the information systems, 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 specific requirements from the Committee.
- Present to the General Shareholders Meeting, through the Board of Directors, the candidates to occupy the position of Statutory Auditor, without prejudice of the right of the shareholders to present other candidates at the respective meeting. To that regard, the Committee's function shall be to gather and analyze the information provided by each of the candidates and to submit to the consideration of the Shareholders Meeting the results of the study undertaken.
- Prepare the report that the Board of Directors must present to the General Shareholders Meeting with regard to the SCI's operation, which must include the following aspects:

- The general policies set for the implementation of the entity's SCI.
  - The process utilized to review the SCI's effectiveness, expressly mentioning the aspects related to risk management.
  - The most relevant activities undertaken by the Audit Committee.
  - The material deficiencies noted, recommendations made and measures adopted, including, among others, those topics that may affect the financial statements and the management report.
  - The observations formulated by the oversight bodies and the penalties imposed, where applicable.
  - Present the evaluation of the Comptroller's Office work related to its internal audit functions including, among others, the scope of the work undertaken, its independence and the resources allocated.
- Define procedures to consolidate all information from the control bodies, for its presentation to the Board of Directors.
  - Present to the Board of Directors for its consideration any modifications to these rules of procedure.
  - Any others set forth by the Board of Directors.

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

- The reports and letters of recommendation and observations issued by the Statutory Auditor, as well as the answers given by the corresponding areas, related to relevant and significantly material findings.
- The reports and letters of recommendation or observations issued by the Comptroller's Office, as well as the answers given by the corresponding areas, related to relevant and significantly material findings.
- The Comptroller's Office audit plan.
- The notices of observations submitted by the Financial Superintendency to the entity as a result of deficiencies detected in the internal control system.
- Findings by the Comptroller's Office that affect the risk profile of the Bank's processes.
- Documentation, such as the draft of the entity's financial statements, the opinion of the financial statements issued by the Statutory Auditor, the Comptroller's Office report about the results of its work and assessment of the Internal Control System, including any deficiencies detected, prior to its presentation to the Shareholders' Meeting.

Additionally, the Audit Committee may ask the Comptroller's Office, the Statutory Auditing Office, risk areas and other Bank departments and employees to submit check lists, indicator charts, self-control questionnaires and other documents and any reports deemed necessary for its assessments of the Internal Control System.

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.A.'s Board of Directors shall be exclusively responsible for the approval and amendment of 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 the regulations that govern the matter and to the rules of corporate governance applicable to the Bank.

It is the Banco de Bogotá's Board of Directors' responsibility to resolve any doubts or inconsistencies that may arise in the application and interpretation of these Rules of Procedure, in accordance with the principles and recommendations in matters of corporate governance adopted by the Entity.