

Banco de Bogotá

Corporate Governance FAQs

- **Where can I find information on Banco de Bogotá's Board of Directors (BoD) such as composition, experience, other mandates, and date of appointment?**

Please refer to our Investor Relations website (Section: Corporate Governance / Board of Directors and Executive Officers), where you can find detailed information on our Directors' profiles:

<https://www.bancodebogota.com/wps/portal/banco-de-bogota/bogota/investor-relations/corporate-governance/board-directors>

Note: Regulation establishes a maximum of 5 board mandates for any individual. Currently, none of our independent Principal members occupy more than 3 board mandates.

- **Are the roles of CEO and Chairman of the Board split?**

The positions of CEO and Chairman of the Board of Directors are completely separate and independent in Banco de Bogotá. We consider it a sound corporate practice for the Bank's CEO and the Chairman of the Board to be different individuals. Additionally, Banco de Bogotá complies with Article 44 of Law 964 of 2005, which states that *"Whomever holds the legal representation of the company shall not be able to serve as chairman of the board of directors"*.

The Chairman of the Board does not occupy any administrative position and is not an executive at Banco de Bogotá. Our Board of Directors does not include any executive member, in order to ensure further independence.

Banco de Bogotá is part of Grupo AVAL, the largest financial group in Colombia, and we are the most significant asset within Grupo AVAL. The CEO of Grupo AVAL has been the Chairman of Banco de Bogotá's Board of Directors since 2004, after undergoing a nomination and selection process that evaluated his competence and ability to hold such a position. The Board's Chairman holds the same voting power as other Directors and may only receive differential treatment if approved by the General Shareholders' Meeting, given the scope of his/her specific functions and his/her extended dedication in time.

- **What is the process for the election of the Board of Directors?**

Please refer to our Investor Relations website (Section: Corporate Government Documents), where you will find the "Board of Directors' Appointment & Compensation Policy":

<https://www.bancodebogota.com/wps/themes/html/banco-de-bogota/pdf/investor-relation/corporate-governance/corporate-governance-practices/bod-appointm-comp-policy-bb-12052017.pdf>.

This Policy states that shareholders can nominate candidates to the Board of Directors prior to the General Shareholders' Meeting that will consider the Board's election. Shareholders can nominate any individual that complies with the criteria defined in terms of professional and personal competencies, as well as with applicable regulation. Candidates are then evaluated, including a verification of lack of legal incompatibilities and inabilities and of their adequacy in terms of professional and personal applicable requirements.

The "Board of Directors' Rules of Procedure" also establish the considerations that must

be complied by any nominee or elected Director: "*For purposes of electing members of the Board of Directors, the morals and professional experience of the candidates shall be taken into consideration; they shall be duly qualified, having experience, prestige, knowledge, competence and the availability necessary to comply with the corresponding responsibilities inherent to their positions as well as with the Bank's strategic objectives*".

- **Board industry experience**

All of Banco de Bogotá's Board members (dependent or independent) comply with the experience requisites stated in our internal policies ("Board of Directors' Appointment & Compensation Policy", "Board of Directors' Rules of Procedure").

Banco de Bogotá's Directors have held executive or government positions of renowned importance: former Ministers of State, CEOs of industrial and manufacturing companies, as well as relevant positions in financial institutions. This experience can be found on the Directors' profiles published at the Bank's website.

<https://www.bancodebogota.com/wps/portal/banco-de-bogota/bogota/investor-relations/corporate-governance/board-directors>

- **What determines that a board member is independent in Banco de Bogotá?**

The independence/dependence nature of our Directors is determined by regulation established in Law 964 / 2005, Article 44:

Please note that this is a free and non official translation provided for convenience purposes only. Solely the Spanish version of this document is decisive.

"Chapter II – DUTIES AND FUNCTIONALITY OF SECURITY ISSUERS

ARTICLE 44. BOARD OF DIRECTORS OF SECURITY ISSUERS. Boards of Directors of security issuers will be composed by minimum five (5) and maximum ten (10) principal members, of which at least twenty five percent (25%) shall be independent. Under no circumstances, security issuers shall have numeric alternates. Alternates to the independent principal members shall have the same attribute of independence.

Whomever holds the legal representation of the company shall not be able to serve as chairman of the board of directors.

PARAGRAPH 1. Security issuers will be able to establish in their bylaws that no substitutions will exist for boards of directors.

PARAGRAPH 2. For the purpose of this law, independent shall be understood as a person who in no case is:

An employee or executive of the issuer or of any of its affiliates, subsidiaries or controlling companies, including those that bore such attribute within the year immediately preceding the designation, unless it refers to the reelection of an independent person.

A shareholder who directly or through an agreement, directs, guides or controls the majority of the entity's voting rights or who defines the majority composition of its administrative, directive or control bodies.

A partner or employee of associations or entities that provide advisory or consulting services to the issuer or to the companies that belong to the same economic group to which the issuer belongs, when income from such services represents to them twenty percent (20%) or more of their operating income.

An employee or executive of a foundation, association or entity that receives important donations from the issuer. A donation is considered as important if it represents more than twenty percent (20%) of total donations received by said institution.

A manager of a company where a legal representative of the issuer is part of its board of directors.

A person who receives from the issuer any compensation different from fees as member of the board of directors, of the audit committee or of any other committee created by the board of directors.

PARAGRAPH 3. In any case the entire board of directors shall be elected by the shareholders meeting, following the electoral quotient system or through any mechanism defined by the National Government in exercise of the authority granted in item 3 of article 39 of this law."

The definitions of our Directors' independence statement were included in the "2022 Corporate Governance Report" (Annex 2 of the "2022 Management and Sustainability Report").

The law requires that a minimum 25% of the Board be independent; currently 40% of Banco de Bogotá's Board of Directors is independent, 15% above the regulatory requirement.

The Bank makes public the independent/dependent nature of its elected Board members through the Relevant Information published at the Colombian Financial Superintendence's website and at the Bank's website; this information is published every year after the election by the General Shareholders' Meeting.

- **Board Meeting Attendance**

The average Board meeting attendance in 2022 was 100%, as disclosed in the "2022 Corporate Governance Report" (Annex 2 of the "2022 Management and Sustainability Report"). Minimum of attendance: 95%.

- **How is the Board of Director's performance evaluated?**

In 2022, Banco de Bogotá evaluated the performance of its Board of Directors and the Board's committees through an external assessment performed by *Governance Consultants*, an independent consulting firm. Results were highly satisfactory, highlighting the Board's contribution in strategic matters.

Also, since 2018 Banco de Bogotá's BoD performs a self-assessment of its performance both on an individual and group basis, which will now be alternated with external evaluation.

- **What is the number of shares per voting category?**

Banco de Bogotá has not issued any preferential shares, nor any other kind different from ordinary shares, which grant 1 – to – 1 voting power.

Please refer to our Investor Relations website (Section: Ownership) where you can find public disclosure, as per current regulation, including total number of issued shares:

<https://www.bancodebogota.com/wps/portal/banco-de-bogota/bogota/investor-relations/shareholders/ownership>

- **Executive officers' ownership of company shares**

16,852 shares as of December 31 / 2022, which represent 0.0047% of total outstanding shares, and more than 10% of the executive's base monthly salary.

- **Does Banco de Bogotá make any contributions to political parties?**

No, Banco de Bogotá does not make contributions to political parties, as defined in the Code of Ethics Sections 5.7, 8.2 and 8.2.1. The Bank forbids all employees without exception from making contributions of this kind on behalf of the Bank.