



# MANAGEMENT AND SUSTAINABILITY REPORT 2024

REGULAR YEAR-END REPORT

ORGANIZACIÓN TERPEL S.A

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# About this report

Organización Terpel S.A. (hereinafter "Terpel") is committed to transparency with all stakeholders and accountability for the progress, challenges, and achievements of our organization. For more than 14 years, we have provided comprehensive reporting on the company's organizational results and efforts in the area of ESG (environmental, social and governance) over the short, medium, and long term, as well as the key milestones of our annual performance. This work is a reflection of our ongoing commitment to accountability and building trust with all those with whom we interact.

## 2-1.2-2▶

The information presented in this document refers to Terpel's results for operations in their entirety. Terpel is a publicly traded company with headquarters at Carrera 7 #75-51 in Bogotá, Colombia. It presents consolidated results in Colombia and key figures for our material issues in Ecuador, Panama, Peru, and the Dominican Republic, countries where Terpel controls its subsidiaries.

Throughout this document, we will report on progress on each of the issues that are doubly material to the company, as defined in the most recent 2023 materiality analysis in the framework of our sustainable management model. We also comply with the ESG disclosure requirements of the Financial Superintendence of Colombia (SFC).

## 2-3▶

Our report has been prepared in accordance with the reporting guidelines of the GRI Standards and covers the period from January 1 to December 31, 2024.

## 2-4▶

Prior to publication, the information is also validated internally and overseen by Terpel's management team. Through the Sustainability Committee, we share key observations and improvements that the company will implement to involve senior management and the highest governing body.

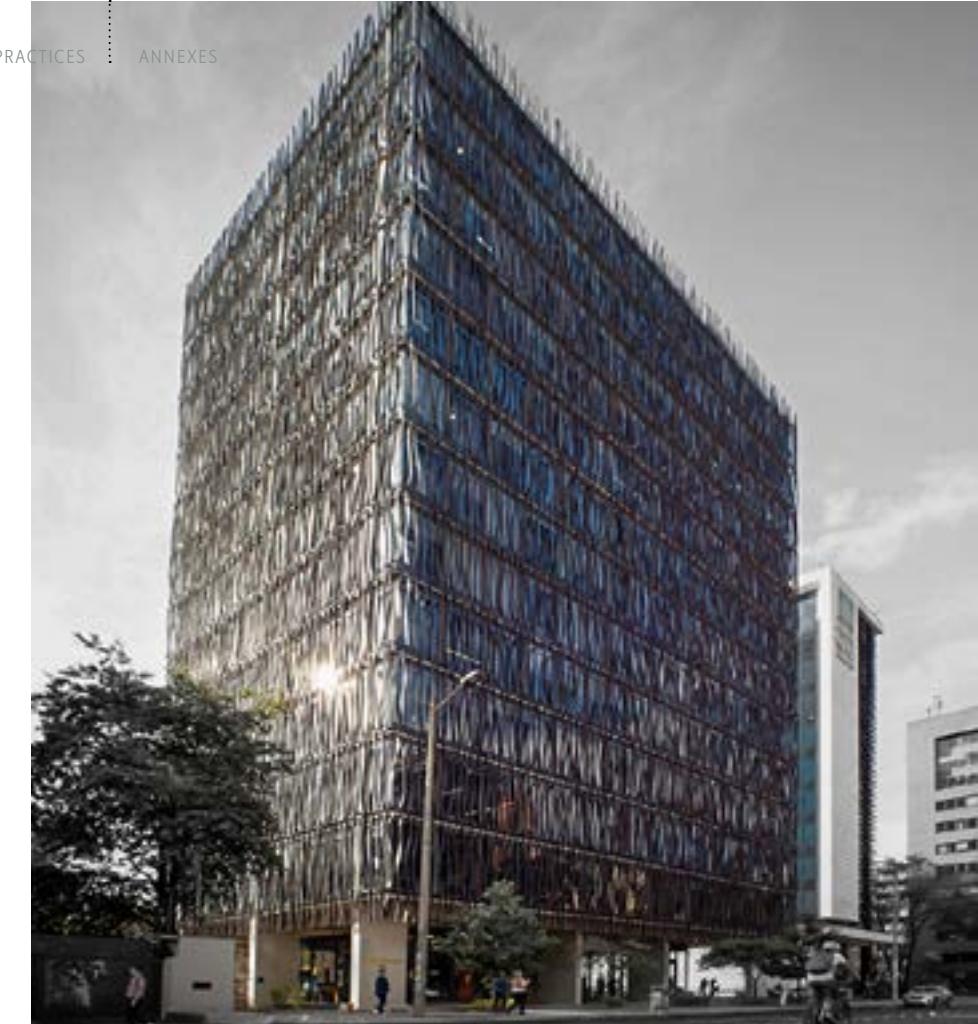
## 2-4▶

The annexes to this report include updates to figures and restatements of information reported in previous reports for the countries. These are described in the GRI table to ensure the integrity and accuracy of the reported data.

## 2-5▶

To give our stakeholders with greater confidence in the information presented, this report has been independently reviewed by KPMG Advisory, Tax & Legal, to ensure the integrity of our figures and ESG management. This has been done using the methodology described in the assurance letter in the annexes.

For further information on our sustainable management model or Sustainability Reports, go to: <https://www.terpel.com/en/who-we-are/sustainability>


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<sup>1</sup> The scope of the independent review is limited and follows the guidelines defined for this purpose, which can be reviewed in the aforementioned assurance letter.

# Glossary

**2DS:** two-degree scenario, in an orderly global transition that limits global temperature rise to well below 2°C by 2100.

**ABACO:** Asociación Bancos de Alimentos de Colombia (Food Bank Association of Colombia)

**ACP:** Colombian Petroleum and Gas Association

**ACRIP:** Colombian Federation of Human Resources

**AGA:** General Shareholders' Assembly

**AFE:** Association of Corporate Foundations

**AI:** artificial intelligence

**AL:** above the line

**ANAB:** ANSI National Accreditation Board

Andemos: National Association of Sustainable Mobility

**API:** American Petroleum Institute

**ARL:** Labor Risk Administrator

**ARN:** Agency for Reincorporation and Normalization

**ESG:** Environmental, Social, & Corporate Governance

**SWSA:** Safe Work Site Analysis

**B2B:** business to business

**B2C:** business to consumer

**BAU:** business as usual

**BEM:** BrandEquity Metrix

**Benchmarking:** analysis that compares a company's processes, products, services, and strategies with those of other organizations.

**BTU:** British Thermal Unit

**CAPEX:** Capital Expenditures

**CCS:** Colombian Safety Council

**CEO:** Chief executive officer

**CES:** Strategic Services Center

**CIO:** Chief information officer

**CISO:** Chief information security officer

**CIS:** Center for Internet Security

**CIT:** Innovation and Technology Center

**CMMC:** Corporación Mundial de la Mujer de Colombia

**CO<sub>2</sub>:** Carbon dioxide

**COP:** Colombian Pesos

**COPASST:** Joint Committee on Occupational Health and Safety

**COSAC:** High Capacity Segregated Corridor

**RCP:** Representative Concentration Pathway, a prediction of climate change

**CREG:** Energy and Gas Regulatory Commission

**CSA:** Corporate Sustainability Assessment

**CTVAr:** Climate Transition Value at risk

**DANE:** National Administrative Department of Statistics

**HR:** human rights

**DEI:** Diversity, equity, and inclusion

**DIAN:** National Taxes and Customs Department

**DJSI:** Dow Jones Sustainability Index

**DNP:** National Planning Department

**DRAaS:** Disaster Recovery as a Service

**EatCloud:** food management organization

**EBITDA:** earnings before interest, taxes, depreciation, and amortization.

**ECAT:** Terpel aviation school

**EDS:** service stations

**ETI:** Energy Transition Index

**EPS:** Colombian Health Plan Provider

**ESP:** public utility companies

**FAU:** Used Oil Fund

**FENALCO:** National Trade Federation

**FEPC:** Fuel Price Stabilization Fund

**AF:** Colombian Armed Forces

**IMF:** International Monetary Fund

**GBTU:** Giga BTU per day

**GHG:** greenhouse gases

**S:** Stakeholders:

**GAL:** gallons

**LPG:** liquid petroleum gas

**CNG:** compressed natural gas

**Greenwashing:** a marketing strategy that misleads the public about the sustainability of a company or its products.

**GTC:** Colombian Technical Standard

**GW:** gigawatts

**Ha:** hectares

**IATA:** International Air Transportation Association

**IBIA:** International Bunker Industry Association

**IBR:** Reference Banking Indicator

**ICGC:** Colombian Institute of Corporate Governance

**ICONTEC:** Colombian Institute of Technical Standards and Certification

**IEC:** International Electrotechnical Commission

**DFI:** direct foreign investment

**IGE:** School Management Index

**ILB:** In-Line Blending

**IFO:** Intermediate Fuel Oil

**IML:** In-Mold Labeling

**INEN:** Ecuadorian Institute of Standardization

**CPI:** Consumer Price Index

**ISA:** Interconexión Eléctrica S.A.

**ISO:** International Organization for Standardization

**IUCN:** International Union for Conservation of Nature

**KBPD:** thousands of barrels per day

**KBD:** thousands of barrels per day

**Kg:** kilogram

**kWh:** kilowatt hour

**KPI:** Key performance indicator

**LAP:** Lima Airport Partners

**MLFT:** money laundering and financing of terrorism

**LTIFR:** Lost Time Injury Frequency Rate

**RAF:** risk appetite framework

**MBTUD:** million BTUs per day

**MM:** million

**MMcf/d:** million cubic feet per day

**MW:** megawatts

**MWP:** megawatt peak

**Naturgas:** Colombian Association of Natural Gas

**IFRS:** International Financial Reporting Standards

**NIST:** National Institute of Standards and Technology

**NMF:** near miss frequency

**NORSO:** Norwegian Oil Industry Standards

**NTC:** Colombian Technical Standard

**OECD:** Organisation for Economic Co-operation and Development

**SDG:** Sustainable Development Goals

**AEO:** Authorized Economic Operator

**Offshore:** companies active in the exploration and production of oil and gas offshore

**ILO:** International Labour Organization

**NGO:** non-governmental organization

**Outsourcing:** the practice of subcontracting or moving tasks or areas of a business outside of the company

**OWASP:** Open Web Application Security Project

**PAC:** Colombian Civil Air Patrol

**ISP:** Improvement Support Plan

**PESV:** Strategic Highway Safety Plan

**P&L:** Profit and Loss Statement

**PILEO:** Institutional Plans for Reading, Writing, and Oral Skills

**MS:** Market Share

**PDCA:** plan-do-check-act

**Phygital:** physical and digital experience

**POS:** point of sale

**PQRS:** Petitions, complaints, claims, and suggestions

**MAPP:** Major Accident Prevention Policy

**PSE:** Safe Online Payments

**SMEs:** small and medium-sized enterprises

**RCP:** Representative Concentration Pathway, a prediction of climate change

**RCBE:** Zero and Low Emission Mobility Network

**RET:** Terpel Business Owner Network

**RETIE:** Technical Regulations for Electrical Installations

**ROE:** Return on equity

**RPA:** Robotics Process Automation

**CSR:** corporate social responsibility

**RESPEL:** hazardous waste

**RNVE:** National Registry of Securities and Issuers

**S&OE:** Sales & Operations Execution

**S&OP:** Sales & Operations Planning

**SAF:** Sustainable Aviation Fuel

**SAM:** Sustainability Assessment Management

**SAP:** business software

**SARLAFT:** System for the Administration of the Risk of Money Laundering and the Financing of Terrorism

**SASB:** Sustainability Accounting Standards Board

**SFC:** Financial Superintendence of Colombia

**SIE:** Sociedad de Inversiones en Energía S.A.

**SIC:** Superintendence of Industry and Commerce

**Skuba:** POS system for convenience stores

**SMLV:** Current legal minimum wage

**SOFR:** Secured Overnight Financing Rate

**OHS:** Occupational Health and Safety

**STEM:** science, technology, engineering and mathematics

**TCFD:** Task Force on Climate-Related Financial Disclosures

**TDC:** Convenience stores

**IT:** information technology

**ICT:** Information and Communications Technology

**TRIR:** Total Recordable Incident Rate

**TRM:** Representative Market Rate

**UARIV:** Unit for Comprehensive Care and Reparations for Victims

**USD:** American dollars

**EVG:** Economic value generated

**EVD:** Economic value distributed

**EVR:** Economic value retained

**VP:** Vice president

**WT:** Well-to-Tank

**WTW:** Willis Tower Watson

**ZNI:** Non-interconnected zones

## PART ONE

# GENERAL ASPECTS OF THE OPERATION



**terpel**

# Powering the nation, because we are the nation

## Letter from our president

The year 2024 was a year of great challenges, opportunities for improvement, and achievements. In Colombia, the political, economic, and social landscape was complex and characterized by volatility and uncertainty in a number of aspects. There were challenges in terms of fiscal stability and budget execution that affected sectors of the economy and the implementation of public policies. There was a slowdown in the business environment and deep-seated issues related to energy security in a context of transition.

Despite these adversities, hope and optimism were always the order of the day. Through a series of actions and activations, we positioned ourselves as Ambassadors of the Best Energy, our corporate campaign for the year that celebrated the joy, resilience, and enthusiasm that characterize Colombians. We focused on offering the best products and services to generate mobility, transformation, and progress in the regions.

Thanks to the work of each and every service station and store attendant, our plant and airport operators, our administrative team, and our employees in Colombia, Panama, Peru, and Ecuador, we are fulfilling our corporate purpose of providing the best energy to power and move people, businesses, and the countries in which we operate.

Every accomplishment is the sum of the passion and dedication of our team as we strive to be the safest investment for our shareholders, the best partner for our customers, the best place to work, and, above all, a benchmark for sustainability and commitment to the progress and well-being of the communities in which we operate. Every decision we make is driven by our desire to have a long-term positive impact on all of our stakeholders.

Today, I'm pleased to share our 2024 Management and Sustainability Report and our economic, social, and environmental achievements, among which I'd like to highlight the following:

- The region-wide consolidated EBITDA of our company amounted to COP 1.81 trillion. This result is evidence of our efforts on several fronts to find efficiencies in a variety of processes and to use the cash generated to reduce debt and also optimize financial costs.
- In the latest edition of the S&P Dow Jones Corporate Sustainability Assessment (CSA), we were recognized as one of the most sustainable companies in our sector, with a score of 69, the highest in our history. In 2024, we increased our score by 5 points over the previous year.
- We built 6 new LPG stations, bringing the total to 8 in the country and consolidating our leadership in this new energy source in Colombia. We closed the year with 25 points of sale in Peru and 3 in Ecuador.

- We consolidated the digital transformation in the service station network, implementing Terpel POS in 930 stations and GoPass in 296<sup>2</sup>.
- We renewed our ISO, Quality, Environmental, and Occupational Health & Safety certifications, and we achieved 100% NORSOK compliance for the second consecutive year.
- The Lubricants business grew significantly, with a historic consolidated EBITDA<sup>3</sup> of COP 508 billion, gaining more than two points of market share with the two lubricant brands in Colombia, and close to one point in both Ecuador and Peru.
- We continued to support the energy transition by offering innovative products and services. In partnership with Gogoro, we launched the Terpel Voltex business line for motorcycles, offering battery swapping services. With this support for the development of electromobility in two-wheeled vehicles, we are opening the door to a new kind of mobility.

<sup>2</sup> Terpel POS: a technological solution that transforms the customer experience at the point of sale through the integrated management of all on-site businesses, achieving efficiency for service station operators and the practical integration of new solutions. Go Pass: a contactless payment method for fuel using RFID technology that enables service stations to offer customers multiple payment options and improve service times.

<sup>3</sup> Direct EBITDA from the business.



- We reached 3.5 million members in the Vive Terpel program, positioning us as one of the leading loyalty programs in Colombia.
- Our AAA credit rating was renewed by Fitch Ratings and S&P Global.
- We achieved a historic score of 93.3% for the Issuers - IR Award from the Stock Exchange.
- Terpel Sunex launched its first large-scale project (2.0 MWp of captive power in Casanare). We installed more than 14,000 solar panels in four of Colombia's five regions, and tripled our income from COP 6.9 billion in 2023 to COP 26 billion in 2024.

- We celebrated the 20th anniversary of our Terpel Foundation, which educates to transform lives. We strengthened the basic and leadership skills of more than 2 million children and youth from vulnerable communities in 3,000 schools.
- We launched our new campaign "Terpel, Official Sponsor of the Best Energy."

Thank you, Terpel team, for your unwavering commitment and passion for your work. Our sincere thanks also go to our Board of Directors, our shareholders and investors for their confidence and continued support, our partners

for their hard work and commitment, and our suppliers for their excellent performance and strict compliance. And most of all, we thank our customers and consumers for choosing us as their travel companion on land, sea, and air.

I invite you to read our report for the details that will give you a complete picture of our work in 2024.

Thank you,

**Óscar Bravo Restrepo**  
Presidente Organización Terpel S.A

# Our history

**1968 → 1971-1988** Terpel is born in Bucaramanga, with 20 service stations, as a solution to the problem of fuel shortages in the Department of Santander.

Terpel expands to additional regions in the country; the lubricants and aviation businesses get started. Also created are the regional organizations: Terpel Antioquia, Terpel South, Terpel Center, Terpel West, Terpel North, and Terpel Savanna.

**1993-1997**

Terpel enters the marine fuels business. The company makes the first change to its image, establishing the sun as a symbol of energy and movement.

**2001**

Organización Terpel S.A is incorporated in order to standardize processes and policies under a single leadership body at the national level while maintaining a regional presence with the seven Terpels as shareholders.

**2004**

The Terpel Foundation is created to help Colombia address one of its most urgent challenges: education. The Foundation's work begins by strengthening citizenship skills in children and young people.

**2006**

Terpel is renovated and given a new image. The sun is modernized to reflect the brand's reliability, approachability, strength, and spontaneity.

With the purchase of 65 service stations in Ecuador, Terpel takes its first major step to expand its frontiers.

**2007**

With the acquisition of the Panamanian company Corporación Nacional de Energía S.A, Terpel enters Panama with a network of 53 owned and affiliated service stations.

**2008-2009**

Terpel acquires the company Gazel and expands its portfolio of services to offer its customers a sustainable option for mobility through natural gas for vehicles. In 2009, Terpel arrives in Peru with the Gazel brand. That same year the company

**2010**

Compañía de Petróleos de Chile S.A. COPEC becomes Terpel's majority shareholder.

**2011**

Terpel becomes a partner of the aviation industry in the Dominican Republic. Operations begin at the airports: Las Américas – JFPG International Airport (Santo Domingo) and Gregorio Luperón International Airport (Puerto Plata).

**2012**

Terpel redefines its strategy, making people its focus. It lays out a roadmap to be the best option for Colombians in terms of service, infrastructure, and price. The sustainability model is updated this same year in line with

**2013**

Based on the premise, "we serve people, not cars," Terpel begins offering convenience services, to give its consumers memorable experiences.

Terpel enters the public securities market with its first bond issue. The merger takes place of Terpel Centro, SIE, and Proenergía.

**2014**

Terpel lists its shares on the securities exchange, positioning it as one of Colombia's most important private companies.

**2015**

Terpel implements pump islands exclusively for motorcycles. The islands have a modern design, are equipped with the latest technology, and are staffed by personnel who are knowledgeable about motorcycle mechanics to provide the best service to this segment.

The first measurement is made using

**2016**

Terpel joins the list of companies with the best performance in sustainability in the world. Thanks to its advances and its development of best economic, social, and environmental practices, the company is included in the RobecoSAM Sustainability Yearbook, the most complete and best-recognized publication on corporate sustainability.

**2017**

Terpel is included, for the second consecutive year, in the RobecoSam

**2018**

Sustainability Yearbook. Terpel acquires the lubricant business from ExxonMobil in Colombia, in addition to that company's operations in Ecuador and Peru. It thus consolidates its leadership in the region through Mobil, the leading global brand in lubrication technologies.

**2019**

For the third time, Terpel is included in the SAM Sustainability Yearbook 2019 as one of the world's top 10 companies in sustainability in the retail sector.

This same year, Terpel launches its electric mobility strategy through its Terpel Voltex brand.

2020

Terpel is once again included in the SAM Sustainability Yearbook as one of the world's most outstanding companies in sustainability in the retail sector.

2021

Terpel launches its first differentiated fuel. It pioneers the development and market launch of the first Super Premium gasoline in Colombia (GT - Extra-98).

The image of the Altoque store is transformed and a new service model is implemented.

The company enters Colombia's LPG and energy storage markets through its affiliates Ampere and Stem.

It launches its own brand with a social purpose: Agua Madre Altoque.

Terpel marks a milestone for the country's fuel market with the construction and start up in Cartagena of the first service station offering liquefied petroleum gas (LPG) to the public, promoting widespread use of this fuel gas based on its environmental and economic benefits.

2022

Inauguration of the Innovation and Technology Center offering specialized services to the industry sector.

The Terpel Voltex App - a 100% digital, self-managed sales channel for users - is launched as a key part of the e-mobility strategy.

The ViveTerpel loyalty program and Terpel App are launched.

Terpel defines its environmental stance.

The number of Altoque stores in Colombia rises to 100.

2023

the first double materiality analysis is made to consider both socio-environmental impacts by the company on its environment and also financial risks and impacts that the external environment may have on the company.

The international Sbarro franchise is integrated into our Convenience Services business to bring new products and experiences to our consumers.

The Terpel Foundation opens in Panama.

A historic 6-point increase in the S&P CSA sustainability measurement, an assessment that highlights our ESG practices.

Sustainability metrics are incorporated into variable compensation for the Executive Committee.

Our alliance begins with the Fast Casual Home Burgers restaurant chain.

In partnership with Gogoro, Terpel Voltex is launched for scooters, offering battery swapping services.

Terpel is recognized as one of the world's most sustainable companies in the annual S&P Global Corporate Sustainability Assessment.

Divestment of Terpel Ecuador's fuel business and Terpel Peru's service station and convenience store businesses to focus on the lubricants industry in these countries.

Celebration of 20 years transforming lives through quality education by the Terpel Foundation.

2024





# Global and national context

Against a backdrop of geopolitical and geoeconomic tensions and the end of the post-pandemic economic cycle, the world economy grew by 3.2% in 2024. This growth was driven by the emerging economies of Asia (5.2%) and sub-Saharan Africa (3.8%), in contrast to the performance of the economies of the United States (2.8%), the euro area (0.8%), the Middle East and Central Asia (2.4%), and Latin America and the Caribbean (2.4%).<sup>4</sup>

The global economic environment was characterized by moderate inflation (3.5%)<sup>5</sup> and the consequent reduction of interest rates by central banks. The loosening of monetary policy, however, led to the emergence of risks related to fiscal sustainability and financial stability, which are on the rise in a context of local, regional, and international political conflicts.

For Latin American economies, the challenges are not insignificant, considering "the 1% average annual growth in the decade 2015-2024, implying a stagnation of per capita GDP during this period".<sup>6</sup> By 2024, this trend was seen in the persistence of challenges related to labor informality (46%),

inflation (3.4%), declining tax revenues, exchange rate fluctuations, and increasing debt service burdens, among others.

Colombia's economy has not escaped this global and regional context. The year 2024 was a year of economic contrasts. Reduced inflationary pressures resulted in an inflation rate of 5.2%, opening the door to expansionary monetary policy. This led to a reduction in the intervention rate from 12.75% to 9.5%.<sup>7</sup> One of the main concerns during 2024 was the growth of the fiscal deficit, which closed at 5.2%,<sup>8</sup> due to the 4.4% decline in tax revenues and the slow recovery of the economy.

<sup>4</sup> See <https://www.larepublica.co/globoeconomia/fondo-monetario-internacional-preve-que-la-economia-mundial-crezca-3-3-en-2025-4039087>

<sup>5</sup> Policy Pivot, Rising Threats, International Monetary Fund. October 2024, Available at: <https://www.imf.org/es/Publications/WEO/Issues/2024/10/22/world-economic-outlook-october-2024>

<sup>6</sup> See <https://www.cepal.org/es/comunicados/economias-america-latina-caribe-mantienen-un-crecimiento-se-expandiran-22-2024-24-2025#:~:text=Seg%C3%BAn%20el%20reporte%20de%20la,per%20c%C3%A1pita%20durante%20ese%20per%C3%ADodo>

<sup>7</sup> Minutes of the Bank of the Republic: The Board of Directors of the Bank of the Republic decided by majority vote to reduce the monetary policy rate by 25 basis points (bps) to 9.5%. December 2024, Available at: <https://www.banrep.gov.co/es/noticias/minutas-banrep-diciembre-2024>

<sup>8</sup> See <https://www.presidencia.gov.co/prensa/Paginas/Gobierno-confirmo-que-al-cierre-de-2024-se-cumplira-con-la-regla-fiscal-241210.aspx#:~:text=No%20obstante%2C%20insisti%C3%B3%20en%20que,de%20ellos%2077%20son%20deudas>

The unemployment rate in Colombia in 2024 was 10.2%,<sup>9</sup> similar to the level at the end of 2023. The strongest sectors in the labor market were public administration, defense, education and healthcare, and lodging and food services. However, the rate of informal employment was 55.9% at the end of 2024.

According to the Bank of the Republic, foreign direct investment (FDI) closed 2024 with a decrease of 17.6% from the cumulative total of 2023, for total investment of USD 10.8 billion, which was USD 2.3 billion less than the previous year.<sup>10</sup>

The national government concluded a complex year in which it failed to make significant progress in approving structural economic, political, and social reforms. Although Congress approved the reform of the pension system and the General Revenue Sharing System, it rejected reforms to the healthcare, education, tax, and political systems. Reforms of the labor, judicial, and healthcare systems remain in process, as does the Agrarian Jurisdiction Law.

To this must be added the failure to pass the 2025 budget bill, as well as the financing bill.

The approved reform of the General Revenue Sharing System implies an increase in the amount of funds transferred from the nation to the regions, from the current 24% to 39.5% over a period of 12 years. This reform intensifies the process of decentralization and regional autonomy, which will change the relationship between the central government and the regions.

In the area of public order, there was evidence of an escalation in violence and an increase in the capacity and influence of various illegal armed groups, as well as a process of consolidation of illicit revenues from drug trafficking, illegal mining, extortion, human trafficking, and other activities in departments such as Cauca, Norte de Santander, Arauca, Putumayo, Chocó, Nariño, Caquetá, Valle del Cauca, Guaviare, and Cesar.

## Sector context

For the oil and hydrocarbons sector, 2024 was marked by the national government's commitment to move forward with the Just Energy Transition and decisions that affected the use of fossil fuels and the exploration and production of oil and gas wells in Colombia. In this context, the challenge remains of defining the role of hydrocarbons in the energy transition.

At the global level, changes in crude oil prices were evident. The end-of-year Brent oil price was up, but the overall balance for 2024 was negative, as European crude fell 3.1% from its final closing price of USD77.04 in 2023. This was largely due to the election of Donald Trump as President of the United States, who has explicitly stated his support for the development of more wells, leading to price volatility and investor concerns about oversupply.

In Colombia, "the slowdown in exploration, investment, and production, regulatory uncertainty due to mixed signals about the future of new contracts, and lower foreign exchange generation and foreign direct investment in the sector (...) are dynamics that have significantly affected the country's fiscal balance, with a notable reduction in hydrocarbon revenues, without having developed robust alternatives to compensate for this decline."<sup>11</sup>

Oil exploration and production has slowed. According to the Campetrol report, between January and November 2024 the cumulative average for active drills was 107 units, a decrease of 15.9% (20 fewer drills) compared to the same period in 2023. Activity has fallen by 33% since 2022, leading to job losses and a significant decline in production in the sector, which has also been affected by the public order situation and the increase in the tax burden on operators.<sup>12</sup>

Meanwhile, gas production and sales averaged 968.5 million cubic feet per day (MMcf/d), down 9% from the same period in 2023. Gas exports amounted to USD12,689 million in the first 10 months, 3.6% lower than in 2023, due to lower production and lower international prices.

According to Naturgas,<sup>13</sup> more than 684,000 vehicles have been converted to CNG in Colombia since 2002. As of October 2024, 32% more vehicles had been converted compared to the same period the previous year, for a total of 23,747 vehicles.

Ecopetrol's announcement of a budget between COP 24 and COP 28 trillion for 2025 is encouraging, as about 70% of this amount will be allocated to the production of about 745,000 barrels per day.<sup>14</sup> This budget will also play an important role in issues related to power transmission to expand the ISA-led grid and promote the energy transition, investing in sustainability projects, renewable energy, energy efficiency, and biodiversity.

The energy sector also raised warnings about the situation of the sector and the millions of dollars owed by the government to public utilities, affecting their finances and jeopardizing the provision of services to millions of people and businesses.

This context reflects the fact that the sector also faces the challenge of defining a path in terms of new energies and a more precise roadmap for the transition, to ensure the country's energy security using current sources.

<sup>9</sup> See Labor Market Report, DANE, November 2024, available at: <https://www.valoraanalitik.com/desempleo-en-colombia-cerro-2024-en-102-la-misma-cifra-registrada-en-2023/>

<sup>10</sup> See <https://www.valoraanalitik.com/inversion-extranjera-en-colombia-tuvo-importante-caida-de-176-en-2024/>

<sup>11</sup> See Óptima consultores, 2025. Balance 2024 y expectativas 2025 del sector de hidrocarburos (Review of 2024 and expectations for 2025 in the hydrocarbons sector)

<sup>12</sup> Con resiliencia ante los desafíos de 2024, CAMPETROL vislumbra un 2025 lleno de oportunidades para la industria (Resilient in the face of the challenges of 2024, CAMPETROL envisages a 2025 full of opportunities for the industry), Campetrol. December 2024, Available at: <https://campetrol.org/2024/12/19/campetrol-vislumbra2025/>

<sup>13</sup> See Naturgas, 2025. El Gas Natural en cifras 2024 (Natural Gas in figures 2024).

<sup>14</sup> Ecopetrol anuncia inversiones de hasta 28 billones de pesos para 2025 y explica a cuáles proyectos irá su presupuesto (Ecopetrol announces investments of up to 28 trillion pesos for 2025 and explains which projects its budget will go to), El Tiempo. November 2024, available at: <https://www.eltiempo.com/economia/sectores/ecopetrol-anuncia-inversiones-de-hasta-28-billones-de-pesos-para-2025-y-explica-a-cuales-proyectos-ira-su-presupuesto-3404712>



An example of this is the ranking by the World Economic Forum's Energy Transition Index (ETI), which placed Colombia 35th out of 120 countries in terms of readiness for the transition to clean energy, up from 39th in 2023. This is also supported by the balance sheet of the Ministry of Mines and Energy, which states that 123 solar farms began operating in 2024, multiplying the generation of clean energy in the country tenfold since 2022 to two gigawatts (GW) of renewable solar generation.

The Ministry highlighted the implementation of 250 energy communities and announced the "Colombia Solar" project, which will bring clean energy to neighborhoods and rural communities. This project will receive an investment of COP 10 billion and its goal is to reduce electricity tariffs, democratize energy generation, decarbonize regions, and promote productive investments, mainly benefiting people in income groups 1 and 2.

The mobility sector has also contributed to this progress. The number of electric and hybrid vehicles sold in the country in 2024 almost doubled, reaching 44,000 units, representing a 25% increase in total<sup>15</sup> vehicle sales nationwide. Of these, 11,260 units were battery electric and plug-in hybrid vehicles. According to the DNP, the number of electric vehicles is expected to reach 600,000 in 2030.<sup>16</sup>

In summary, joint efforts are needed to ensure the progress of projects and initiatives and to guarantee a gradual and responsible transition in line with the country's needs. Investment and investor confidence, differentiated contracts, and policies that encourage acceptance and motivate people to adopt these alternatives are fundamental to this process.

## Liquid fuels

During 2024, agents in the liquid fuels chain reaffirmed their commitment to provide the public service of fuel supply, thus contributing to the country's energy security. In this regard, it should be noted that liquid fuels have supported Colombia's thermal power generation, avoiding the risk of energy rationing. In addition, the availability and versatility of liquid fuels "in terms of reaching remote areas, support the country's Non-Interconnected Zones (ZNI) in departments such as Antioquia, Valle del Cauca, Cauca, Chocó and Nariño, where residents depend on liquid fuels to provide a continuous supply of electricity for their daily activities and to safeguard their basic rights."<sup>17</sup>

<sup>15</sup> Listado de los carros híbridos y eléctricos más vendidos en Colombia en 2024 (List of the best-selling hybrid and electric cars in Colombia in 2024), Revista Motor. December 2024, available at: <https://www.motor.com.co/industria>Listado-de-los-carros-hibridos-y-electricos-mas-vendidos-en-Colombia-en-2024-20241217-0007.html>

<sup>16</sup> Esto es lo que se espera en el 2030 con los carros en Colombia, ¿saldrán de circulación los que usan gasolina y diésel? (What's expected for cars in Colombia by 2030: will gasoline and diesel vehicles be taken out of circulation?), La República. July 2024, available at: <https://www.semana.com/nacion/articulo/esto-es-lo-que-se-expresa-en-el-2030-con-los-carros-en-colombia-saldran-de-circulacion-los-que-usan-gasolina-y-diesel/202455/>

<sup>17</sup> See ACP, 2025. Informe económico: Presente y futuro de los combustibles líquidos. Contexto del sector 2024 y expectativas a 2030. (Economic Report: Present and Future of Liquid Fuels. Sector context 2024 and expectations 2030.)

In addition, during 2024, the fuel distribution sector made the following contributions to the country:<sup>18</sup>

- The activities of the distribution chain contributed 1.5% to the GDP.
- It generated 264,000 jobs.
- COP 2.9 trillion was invested in strengthening the fuel distribution infrastructure.
- Taxes on gasoline and diesel consumption generated tax revenues of COP 5.2 trillion for the central government and COP 3.9 trillion for local governments and contributed about COP 2 trillion in income taxes and other levies.

In this context, it is important to note the impact of social conflict on the continuity of the service of fuel supply to the public. There were 147 blockades in 2024, including the national transport strike in September, which disrupted the supply of approximately 17 million gallons of liquid fuels. Of the total number of blockades, 60 were carried out at wholesale facilities. The greatest impact by volume occurred in the departments of Meta, Huila, Bolívar, Cundinamarca, and Tolima.<sup>19</sup>

#### Demand for liquid fuels 2024

Fuel consumption showed a trend toward stabilization (347 KBD, with a variation of 0.6% compared to 2023). There were "increases of 7% and 13% in the price of regular gasoline and diesel, and a reduction of 62% in the fiscal cost of subsidies granted by the FEPC."<sup>20</sup>

More specifically, "the demand for regular oxygenated gasoline went down by 6.4%, the demand for premium gasoline went up by 22.1%, and the consumption of diesel and jet fuel went up by 5.2% and 9.5%, respectively.

#### Liquid fuel prices<sup>21,22</sup>

The reference price of gasoline at service stations increased by 7%, or COP 1,021 per gallon, a moderate variation compared to the 48% increase in 2023 and lower than the inflation rate for the year (9.2%). The increase was due to the 4.7% increase in the PPI, the variation in the international price and the TRM, and the 11.3% increase in the income of the ethanol producer.

The reference price of diesel increased by 13%, or COP 1,199 per gallon, due to the reduction in the subsidy and the increase in other tariff components established by the CREG.<sup>23</sup>

#### Fiscal cost of the FEPC

The fiscal cost of the Fuel Price Stabilization Fund (FEPC) fuel subsidy in 2024 was nearly COP 8 trillion, a 62% reduction compared to 2023, due to an average gasoline compensation of COP 1,140 per gallon and an average diesel subsidy of COP 4,720 per gallon.<sup>24</sup>

#### Energy transition and the role of hydrocarbons

The vast majority of the total vehicle fleet (96.5%), consisting of 7.3 million cars and trucks and 12.4 million motorcycles, uses oxygenated gasoline and diesel-biodiesel blends. Their annual growth continues to be driven primarily (99%) by liquid fuel technologies.<sup>25</sup> Currently, 3.3% of vehicles use natural gas and 0.2% of the total fleet are electric cars and motorcycles. In the case of maritime and air transportation, the limits to electrification are even greater.<sup>26</sup>

In this context, the following changes have occurred:

- Blends with 10% ethanol in gasoline nationwide, and pilot projects with voluntary blends with 20% biodiesel (1,200 cargo vehicles).
- Approximately 684,000 vehicles converted to CNG. In 2024, they held a 0.3% share of total vehicle sales (2.7% in the heavy cargo vehicle segment and 4% in buses).
- Around 50,000 hybrid vehicles (with more efficient consumption of premium gasoline) and 20,000 electric vehicles. The share of electric vehicles in total annual sales has doubled year on year, reaching 4% in 2024. The highest penetration has been in the light and light cargo vehicle segments.
- 15,000 electric motorbikes. The share of electric motorcycles in annual sales has remained low at around 0.3% since 2019.
- SAF, or sustainable aviation fuel, is a biofuel produced from renewable raw materials such as vegetable oils, agricultural and forestry residues, or animal fats. In 2024, Colombia transported around 56 million passengers on 130 international and 168 domestic routes. Ecopetrol began testing the production of the first 20,000 barrels of sustainable aviation fuel (SAF) at its Cartagena refinery, with up to 5% plant-based raw materials.

<sup>18</sup> Ibid.

<sup>19</sup> Ibid.

<sup>20</sup> Ibid.

<sup>21</sup> The other components of the price (transportation, wholesale and retail margins, national tax rates, carbon tax, and surtax) were increased based on the CPI variation in the 12 months before the calculation date, in accordance with current regulations.

<sup>22</sup> Ibid.

<sup>23</sup> This increase is explained, among other things, by a reduction in the subsidy (Fuel Price Stabilization Fund) of COP 400 per gallon in September and again in December, as well as increases and indexations of biodiesel producers' income and other tariff components made by the CREG throughout the year.

<sup>24</sup> Ibid.

<sup>25</sup> Of the approximately 192,000 new vehicles added to the national fleet in 2024, 95.6% (including hybrids) were liquid fuel vehicles. Of the 813,000 new motorcycles, 99.7% were gasoline-powered (Andemos interactive reports, Nov-2024, ACP calculations).

<sup>26</sup> Op. Cit. ACP, 2025.

# ABOUT TERPEL



terpel

# Organización Terpel S.A. and subsidiaries

## About Terpel

We are a Colombian company in our origins, traditions, and spirit, with more than 50 years of commitment to the country, promoting its development, growing together with our affiliates, and operating under strict standards for ethics and corporate governance. Our purpose is clear: to power people, businesses, and the country with the best energy to keep them on the move.

We are the leading distributor and retailer of liquid fuels, compressed natural gas (CNG), and lubricants in Colombia. As a contribution to the energy transition, in 2019 we launched our e-mobility strategy, offering our users a variety of alternatives for recharging and thereby facilitating the transition to electric vehicles.

In addition to our strong presence in Colombia, we also operate in Ecuador, Panama, the Dominican Republic and Peru. In Latin America, we have a network of 2,460<sup>27</sup> service stations and 606 points offering convenience services, including stores, refreshment kiosks, food trucks, and car washes. We also operate 31 supply plants in Colombia. In the Aviation sector, we lead the market with operations in 20 Colombian airports, and we are present in 5 airports in the Dominican Republic, 5 in Panama, and in the main airport in Peru. We are also the authorized distributor of Mobil brand lubricants in Colombia, Ecuador, and Peru.

As a strategic partner to the country, we promote the integral development of people, train our employees, and contribute to the well-being of neighboring communities. For 20 years we have supported the future of Colombia through the programs for educational quality led by our Foundation, which have benefited more than 2 million people.

With its modern infrastructure with a fresh look, competitive prices, and excellent, friendly service, we work hard to be the number 1 brand in the hearts of consumers. We power the nation, because we are the nation.

27 Includes dual-fuel service stations.

A Colombian company with an international presence



Service stations

Compressed natural gas

Convenience services

Electric Mobility

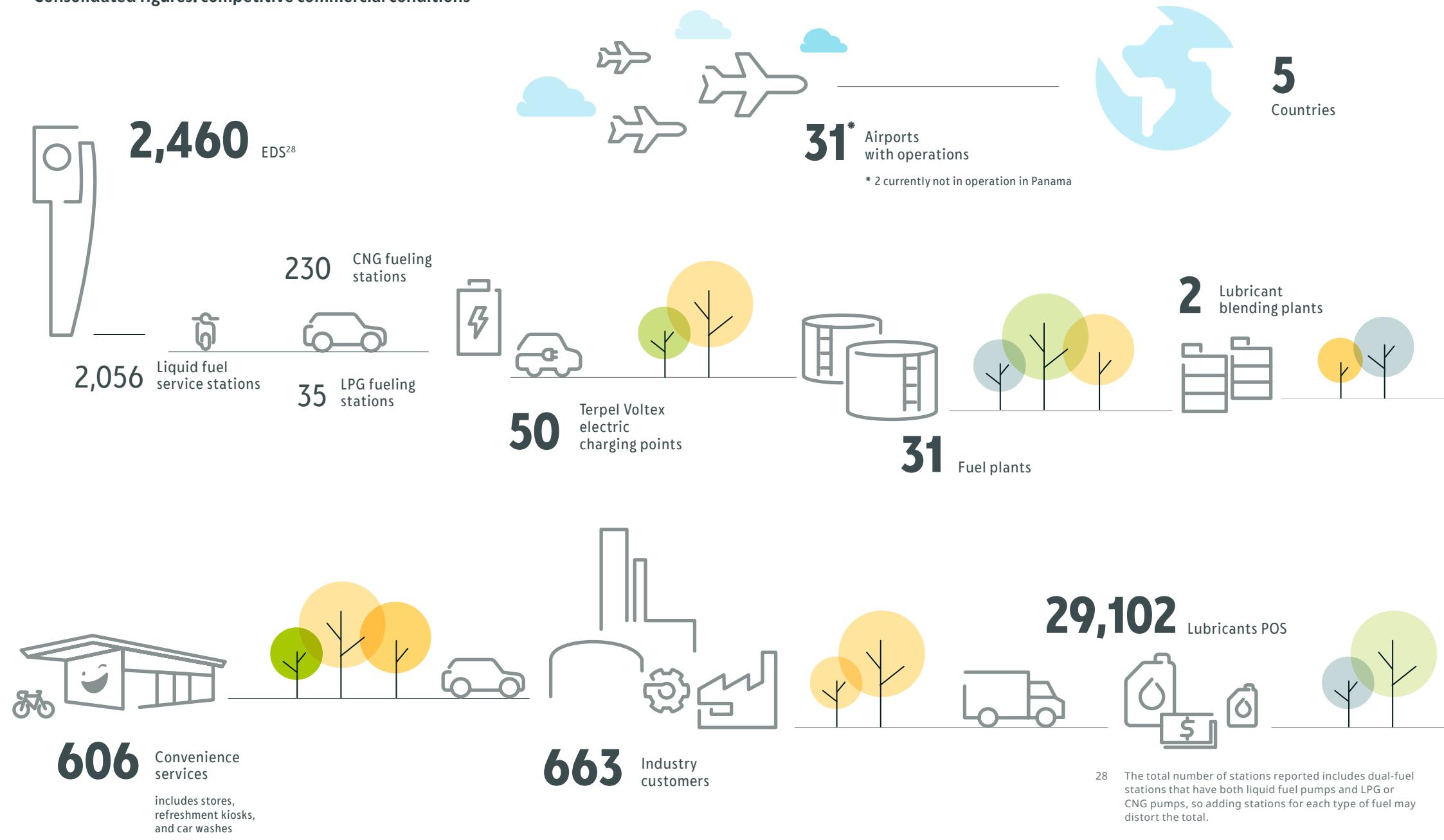
Lubricants

Aviation

Marine fuels

Industry

## Consolidated figures: competitive commercial conditions



## Consolidated figures: competitive commercial conditions

Total company income <sup>29</sup>	
<b>36,569,101</b>	0.9%
COP millions	Variation

2024 2023

Net earnings/ loss (KPI)	
<b>530,756</b>	86,1%
COP millions	Variation

2024 2023

Cash flow to sales (%)	
<b>3.3%</b>	0.6%
%	Variation

2024 2023

Sales Volume	
<b>3,116</b>	-2.6%
million gallons	Variation

2024 2023

CAPEX / EBITDA	
<b>27.4%</b>	-35,3%
%	Variation

2024 2023

Cash flow to sales (times)	
<b>2.3</b>	-0.9%
%	Variation

2024 2023

EBITDA (KPI) <sup>30</sup>	
<b>1.8</b>	21.9%
COP trillion	Variation

2024 2023

ROE	
<b>15.8%</b>	5.5%
%	Variation

2024 2023

29	The results include the operation of Terpel Comercial Ecuador
30	2023 figures include IFRS15 effect
31	Payments made to third parties for product components, facilities, and services acquired. Also included are property rentals, license fees, facilitation payments (as they have a clear commercial purpose), royalties, subcontracting of labor, employee training costs (when external trainers are used) and protective equipment for employees.
32	Dividends paid to shareholders. Interest payments to lenders. Includes all types of debt and loans (not only long-term), as well as overdue dividend payments to preferred shareholders. Corresponds to dividends paid to shareholders and financial expenses as defined by the GRI.

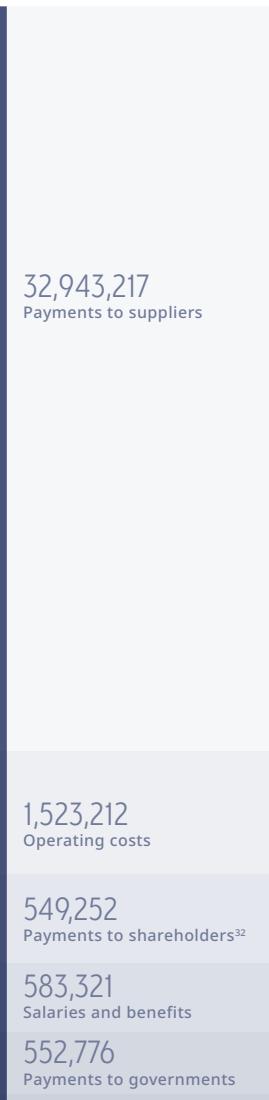
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## Economic value created, distributed, and retained

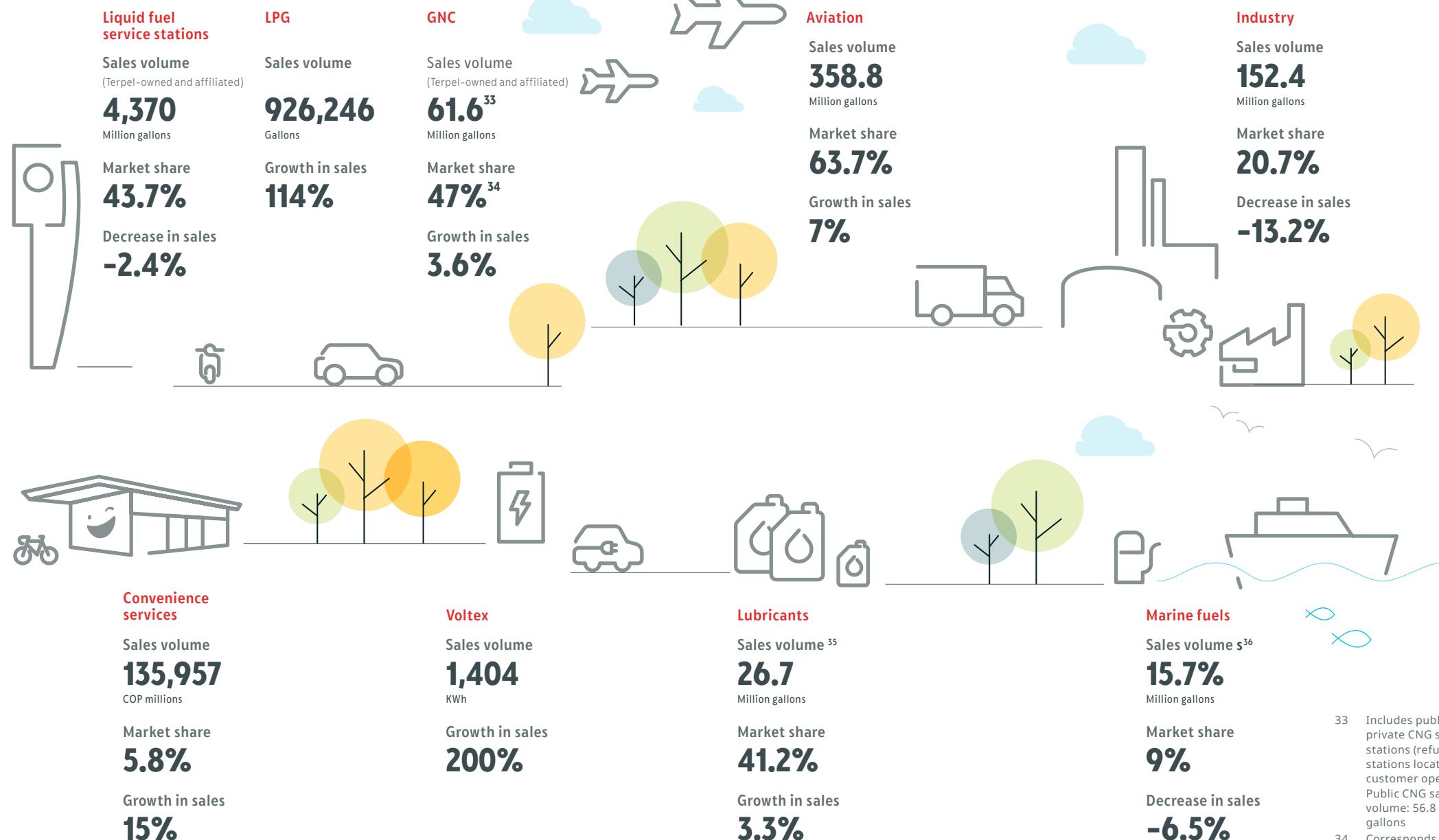
**36,569,101**  
Economic  
value created  
(EVC)

**36,163,105**  
Economic value  
distributed (EVD)<sup>31</sup>

**405,996**  
Economic  
value retained  
(EVR) (EVG-  
EVD=EVR)



## Organización Terpel Colombia in Numbers



<sup>33</sup> Includes public and private CNG service stations (refueling stations located inside customer operations). Public CNG sales volume: 56.8 million gallons

<sup>34</sup> Corresponds to public CNG service stations only.

<sup>35</sup> Includes coolants  
<sup>36</sup> Met 112%

## Organización Terpel Colombia in Numbers

 Liquid fuel service stations	 Convenience services <sup>37</sup>	 Employees of Terpel and affiliates
Total	Altoque stores	Organización Terpel <sup>38</sup>
<b>2,056</b>	<b>144</b>	<b>1,589</b>
Terpel-owned	Deuna kiosks	Terpel Exportación
<b>285</b>	<b>245</b>	<b>3</b>
Affiliates	Ziclos car washes	Terpel Energía
<b>1,771</b>	<b>15</b>	<b>8</b>
Franchises	Tire shops	Fundación Terpel
<b>125</b>	<b>1</b>	<b>6</b>
	Sbarro	Masser
	<b>37</b>	<b>2,768</b>
	Mimos	Indirect jobs <sup>39</sup>
	<b>9</b>	<b>18,000</b>
	Home Burgers	
	<b>2</b>	

## Organización Terpel Colombia - Financial figures

 Electric mobility charging point	<b>27,191,912</b> Economic value created (EVC)
Voltex	Airports served
<b>38</b>	<b>20</b>
Service stations	Ports served
<b>24</b>	<b>15</b>
Industry customers	Supply Plants
<b>10</b>	<b>31</b>
Outside of service stations	CNG fueling stations
<b>4</b>	<b>208</b>
Gogoro battery swapping	LPG fueling stations
<b>12</b>	<b>9</b>
	<b>347,566</b> Economic value retained (EVR) (EVG-EVD=EVR)
	<b>893,811</b> Operating costs
	<b>439,982</b> Payments to governments
	<b>346,520</b> Salaries and benefits
	<b>332,037</b> Payments to shareholders
	<b>9,104</b> Investment in the community
	24,822,892 Payments to suppliers

<sup>37</sup> Sbarro and Mimos outlets are located inside stores, so they should not be counted in the total for convenience services, with the exception of the 8 Sbarro pizzerias located outside service stations.

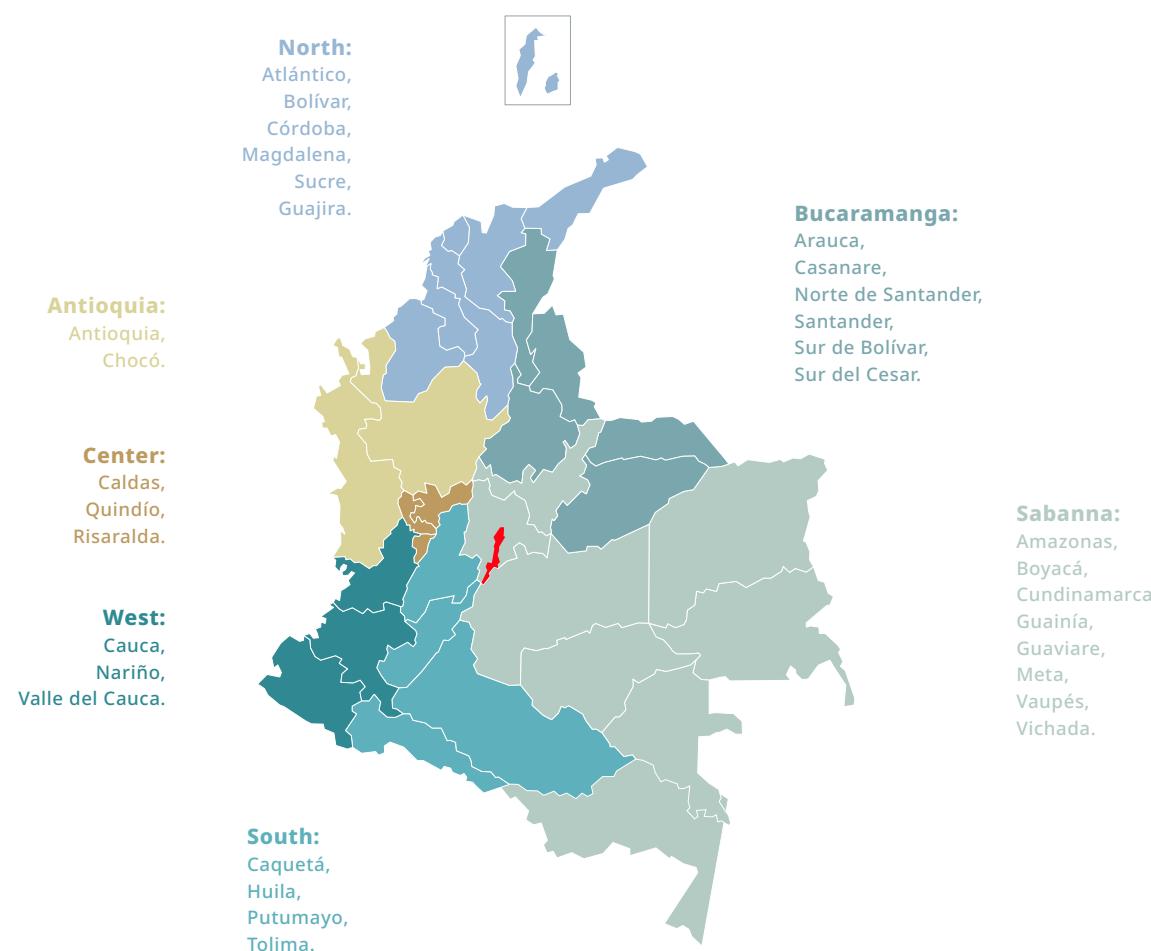
<sup>38</sup> Does not include temporary employees.

<sup>39</sup> Includes promoters, administrators and hosts. Number of people enrolled in PITs.

## Where we are located in Colombia

Our organization has a significant presence across the country, organized into seven main regions: North, South, West, Center, Savanna, Antioquia, Bucaramanga, and the Main Office. Each regional office covers different Departments, where we operate through service stations, plants, and work centers.

These regional offices allow us to serve the needs of our customers and ensure a robust operation throughout the country.



## Our strategy

Our corporate purpose is to power people, businesses, and the country with the best energy, keeping them on the move. By the year 2025, a highly inspirational team will make Terpel the #1 brand in service, recognized as a Country Partner and acting on the values of integrity, respect, and trust.

Our philosophy focuses on serving people, not cars, creating memorable experiences in all our lines of business based on three fundamental pillars:

### 1. The best Service:

We put people at the center of what we do, providing exceptional service that allows us to outperform as a company and hold a special place in the hearts of our customers.

### 2. The best Infrastructure:

We offer comprehensive services that go far beyond filling up your tank. Our modern stations have comfortable and safe spaces, including:

- Clean restrooms available 24/7 for the convenience of users.
- Convenience services with our Altoque stores that provide pleasant stops along the way, with special attention to the needs of transporters.
- Ziclos car washes designed for fast and efficient washing.
- Altoque stores and Deuna refreshment kiosks
- Exclusive pump islands for motorcyclists, with services specially designed for them.

### 3. Competitive prices:

We offer the most competitive prices in the arenas in which we operate.

This strategic framework is adapted to each of our businesses to ensure that they are managed in accordance with the organizational principles that define us as a company.

# QUALITY PORTFOLIO AND OPERATIONS



 terpel

# Terpel in Colombia

## Quality portfolio and operations

3-3 ▶

**What drives us every day as an organization is meeting consumers' needs for mobility with all the energy sources available in the market, while providing a memorable service experience.<sup>40</sup>**

Our high-quality portfolio positions us as a leading brand capable of winning customer preference, strengthening our reputation, and driving long-term business growth.

We are proud to be the only organization in the country that offers access to all the energy sources necessary for mobility: liquid fuels, compressed natural gas (CNG), electricity, and liquefied petroleum gas (LPG). We also offer a full range of convenience services, lubricants, and services for the industrial, aviation, and maritime sectors, demonstrating our diversification and broad distribution network. This versatility allows us to build strong relationships with our customers and consolidate their loyalty to our brand. The challenges facing the energy sector have led us to adopt a model of efficiency and environmental responsibility, ensuring that every product and service we offer contributes to a more sustainable future.

Technology and digital transformation are fundamental pillars of our customer and consumer experience. They differentiate us in the marketplace and allow us to adapt quickly to changes in the environment, with efficiency and reliability at all times.

Putting people at the center of our decisions guides our actions and initiatives in each business, ensuring that we offer innovative products and services that meet their expectations. In addition, we have loyalty programs and specialized resources that guarantee the fulfillment of our value proposition and strengthen our position in all the segments we serve.

<sup>40</sup> The income from Terpel's activities is not seasonal, cyclical, or occasional. The information contained in the financial statements in this report shows that the company's income is derived from ongoing operating activities that are part of the company's corporate purpose.



# Fuel operation

## Service Stations

Our service station network is distinguished by having the most extensive coverage in the entire country and is committed to providing memorable experiences for customers and consumers.

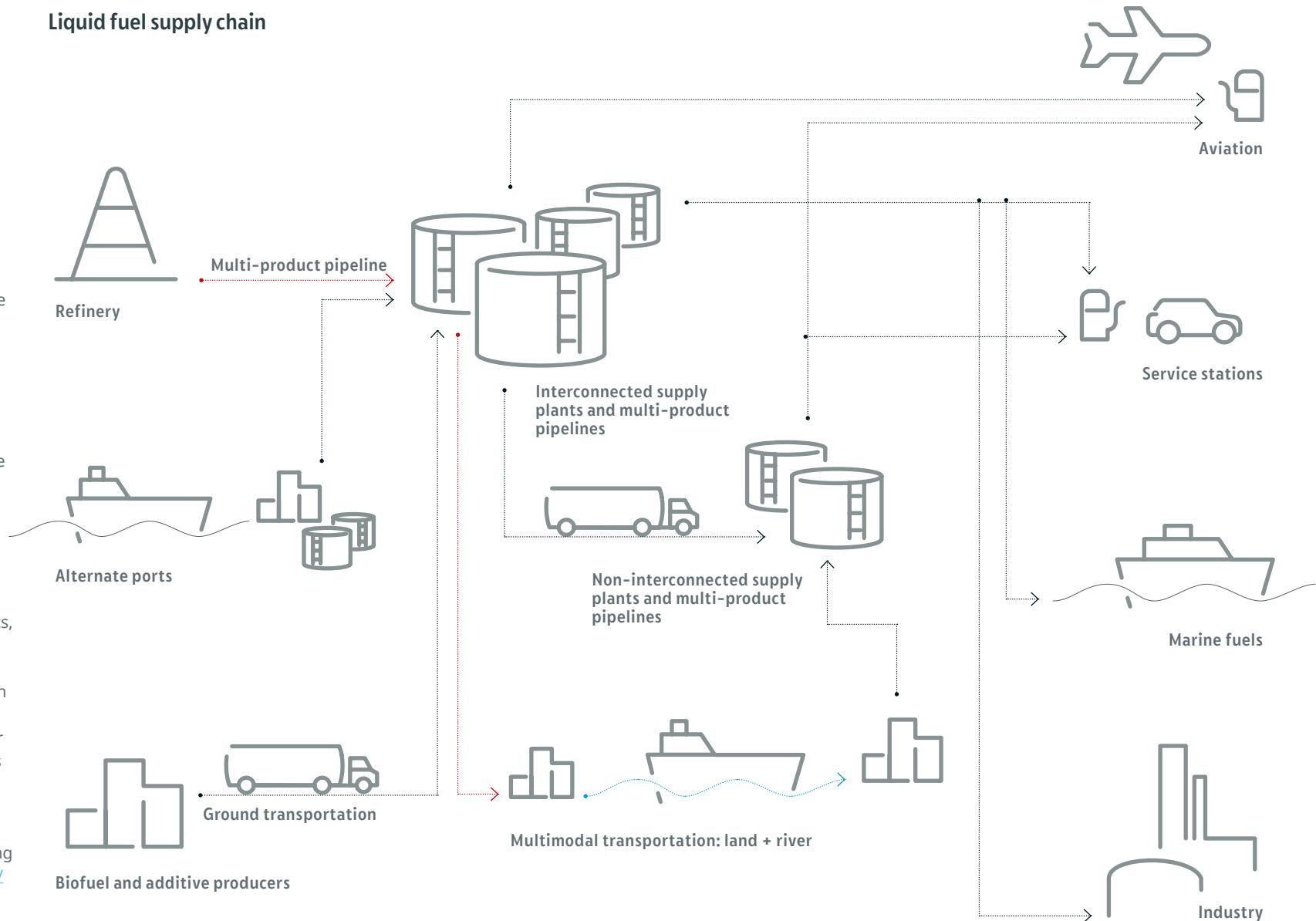
Our modern service stations combine quality infrastructure, competitive pricing, and a fast and friendly service that positions us as a benchmark in the market. This is complemented by a robust network of convenience services, designed to add value and make life easier for our users every time they visit.

We have developed an operating model that integrates our Terpel-owned stations, managed by third parties under franchise agreements, with affiliated stations, managed by independent business owners who share our principles of ethics, transparency, and professionalism.

This approach allows us to work hand in hand with 18,000 promoters throughout the country, who are the backbone of our service, consolidating our leadership and maintaining the highest standards of quality at every point of contact.

For more information about the communities where we have service stations, check the following link <https://www.terpel.com/en/service-stations/plan-your-stops>

## Liquid fuel supply chain



## We offer a competitive price

In Colombia, the price of fuel is regulated by the Ministry of Mines and Energy. We strive to set a competitive price in each micro market, one that covers the station's costs and expenses and generates a reasonable profit.

The wholesale and retail margin is regulated by the Energy and Gas Regulatory Commission (CREG) in the following resolutions:

- Wholesale Margin Resolution 41278 of 2016: Margin increases in June of each year in accordance with the CPI.
- Retail Margin Resolution 40191 of 2019: margin increases annually in February in accordance with the CPI.

We go places no one else goes, offering our customers and consumers the best possible service, the best quality products, and the best infrastructure. We did significant work in this regard in 2024, with the goal of providing the best experience for our customers across the country.

### Network of franchised service stations

The franchise program is the only program in Colombia for the operation of Terpel-owned gas stations. Its objective is to allow our partners to make the most of their skills by managing a Terpel-branded service station. They must:

- Be independent business owners
- Implement the competitive strategy
- Make the asset profitable
- Generate incremental earnings

### Our network of affiliated service stations

This network is made up of liquid fuel stations owned by third parties and operated under the Terpel brand through a concession and distribution contract. The network distributes fuel and other products supplied by Terpel under the purchase for resale system. The affiliate also has the advantage of benefiting from all the attributes of the Terpel value proposition that we offer our partners to help them run their stations properly.

As part of our value proposition, we have created an incentives portfolio with programs and services

that generate profitability, loyalty, and social transformation, creating a differentiated and competitive brand in the marketplace. We offer awards, as well as financial, loyalty, social, and well-being incentives.

### Business Owner Network

The Terpel Business Owner Network is Terpel's program to strengthen connections and trust between Terpel and its partners. The program strengthens relationships and communication with our business owners by providing arenas for training, integration, and innovation, aimed at giving them tools that create value for the consumer within the framework of our brand license.

In order to create opportunities to connect with our partners and promote our value proposition, we conducted the following activities in 2024:

- Commercial exhibitions:** We participated in two trade shows where 24 booths showed all the benefits of the value proposition that Terpel offers to the network of stations. They described

its programs and services that generate profitability, loyalty, and social transformation, creating a differentiated and competitive brand in the marketplace. More than 200 business owners participated in the fairs.

- Business Owner Network - Reliable Service Stations Road Trip:** We developed the Business Owner Network Road Trip, a forum for sharing and consolidating knowledge about safe operations and learning what a Reliable Service Station is. The goal is to provide partners and operators with the tools they need to run their station well. This year, there were 17 participants, including promoters, administrators, and owners.
- Skills Development Program:** This program was designed as a simulator for Terpel to refine and accelerate strategic thinking towards innovation. Using entrepreneurship techniques and creating situations typical for management, the program provided tools for our business owners to identify new opportunities and apply them to their businesses. This year, 37 partners participated.

## Numbers 2024



## Main initiatives:

- ▶ We opened 9 new Terpel-owned service stations and 33 affiliate stations, including the **inauguration of the iconic El Sol service station**. This project represents the most significant milestone in Terpel's history, consolidating its position as a symbol of innovation in our network. The El Sol service station has state-of-the-art infrastructure with 7 service islands, an Altoque store with a Sbarro pizza shop and Home Burgers, charging stations, and solar panels, as well as offering a comprehensive range of our products and services.
- ▶ We introduced the **cross-selling strategy in 130 of our service stations** (Stores, Loyalty, and Service Stations), combining the fuel and convenience store businesses.
- ▶ We inaugurated the **Ayacucho facility as an alternative fuel terminal**. This project

optimizes the use of previously inactive infrastructure and generates revenue for the service of commissioning and operating these facilities. It also includes the marking of the product for delivery to other wholesalers in accordance with Ecopetrol's instructions, thus strengthening the continuity and flexibility of the supply chain.

- ▶ In Nariño (Chachagüí), we gained access to **greater storage capacity** as part of a strategic fuel management project. We signed a storage capacity lease agreement with the company Petronar and agreed to make investments as an advance payment for the commissioning, certification, and start-up of the infrastructure of their facility.
- ▶ We made significant progress in the **digital transformation of the service station network** in 2024, with over 956 stations in

the Terpel POS system in our Virtual Network ecosystem; we enabled GoPass at 296 stations and made progress in the development of a number of service solutions and fintech capabilities that we will roll out in 2025.

- ▶ Furthermore, in the face of a complex scenario where the gasoline market contracted by 6.0% over the year, in order to counteract the impact on our business, we **promoted the sale of Extra GT98** through the "*Unleash the power of your service stations with Terpel Extra GT98!*" campaign. Through this campaign, we were able to gain 1.6 points of market share for this product by offering incentives worth COP 322 million to member service stations for good performance.

## Growing hand in hand with our network:

### Main figures

Business owners belonging to the network	2,056
Roundtables organized	2
Business owners attending Roundtables	250
Participants in workshops to reinforce knowledge of Terpel's programs: Business Owner Network - Reliable Service Station Road trips	17
Businesspeople attending National Network Leader Meetings	25
Participants in the Skills Development diploma course	37



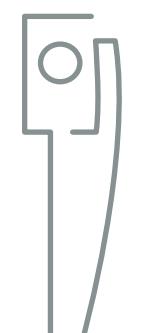
## Compressed Natural Gas - CNG for Vehicles

For almost 40 years, Terpel has been working to promote the use of compressed natural gas (CNG) as an option for both small and large transporters throughout the country. We promote the conversion of vehicles to CNG and position ourselves as a key ally for sustainable transportation systems and fleets.

Our network of Gazel Compressed Natural Gas (CNG) stations allows us to keep people and companies on the move while reducing CO<sub>2</sub> emissions by approximately 400,000 t. Currently, 1,400 heavy vehicles and 180,000 light vehicles in the country use this alternative.

We continue to be the preferred choice for CNG consumers.

### Business figures



Number of CNG service stations

**208**



Number of new service stations with CNG

**3**

Sales Volume

**61.6<sup>42</sup>**  
Million gallons



Market share

**47%<sup>43</sup>**



Growth in sales

**3.6%**

### Impact of external factors on the affordability of natural gas

IF-GU-240a.4 ▶

Despite the outstanding performance of the business, during 2024, we faced challenges from external variables, which affected the flow of our operation. We faced restrictions on the availability of natural gas due to drought, which caused interruptions in the supply of our contracts. We were forced to buy gas, in order to maintain the supply in our service stations to meet customer demand. Imported natural gas is four times more expensive than domestic gas, which significantly increased the price. However, we were able to maintain a stable supply to serve our customers.

These factors increased the price of the molecule, reducing the competitiveness of CNG compared to regular gasoline, which had peaked at the beginning of the year, and therefore reducing the savings perceived by customers and decreasing sales volumes. Despite these risks, we identified opportunities in the market, as the instability allowed for an accelerated growth of alternatives such as AutoLPG, where we also maintained our leadership.

### Integral Infrastructure and Security Management in our CNG Network - Gazel

IF-GU-540a.4 ▶

Organización Terpel guarantees the safety and integrity of our infrastructure in the Gazel network through a robust service station maintenance program. Preventive and corrective routines at all stations ensure the accurate and reliable supply of natural gas for vehicles. We apply good asset management practices to minimize the risk of accidents, extend the useful life of the infrastructure, and maintain efficient and safe operations at all times.

To mitigate risk and promote emergency preparedness, we perform maintenance routines in accordance with regulatory requirements at fueling stations, scheduled inspections to ensure equipment availability and optimal performance, and preventive maintenance based on CNG equipment operating hours to ensure its efficiency and safe operation. In addition, we have technical crews trained to respond to any emergency that may occur at our stations.

CNG:

50%



Less CO<sub>2</sub> emissions

99%



Reduction in particulate matter and sulfur oxides emissions

75%



Reduction in nitrogen oxide emissions



Less expensive option than gasoline

### Vehicle conversion

Total number of vehicles converted to CNG<sup>44</sup>

**26,413<sup>44</sup>**

Total number of loyalty program conversions

**6,430**



<sup>42</sup> Includes public and private CNG service stations (refueling stations located inside customer operations). Public CNG sales volume: 56.8 million gallons

<sup>43</sup> Corresponds to public CNG service stations only. Estimated cumulative figure.

The health and safety of people is a priority in our operations. For this reason, all contractors are required to follow the procedures set out in the Terpel Contractor Manual, a key document that ensures safe operating standards at our stations.

We also identify financial opportunities related to the management of our infrastructure, such as hiring specialized personnel through competitive processes, replacing assets that have reached the end of their useful life, and optimizing preventive maintenance routines. These measures allow us to reduce corrective failures, improve efficiency, and maintain competitive costs for the organization.

## Vehicle conversions

During 2024, we recorded a 13% increase in the number of conversions nationwide, driven by the cost advantage of CNG, which remained more than 40% cheaper than regular gasoline for much of the year. We served more than 163,000 vehicles at our CNG service stations, consolidating our position as the leading provider of natural gas for vehicles in Colombia with a market share of 47.3%.

## Main initiatives:

► **Sales at public CNG stations increased by 3.4% compared to 2023**, with more than 177 million cubic meters sold during the year, serving more than 175,000 customers daily.

► **Three new Green Corridor stations began operations:** The Melany station in the municipality of Puerto Salgar, the Palmas station in Aguachica, Cesar and the El Diamante station in Bosconia. These service stations strengthened our presence in the country's various freight corridors, allowing us to guarantee our customers in the CNG-dedicated heavy vehicle segment a supply of natural gas on their routes at service stations specialized in serving that segment.

► In 2024, we supported our customers with campaigns aimed at increasing the number of points they earn for refueling, making it possible to more quickly redeem prizes such as gas vouchers and Altoque products through the Vive Terpel program.

► For service stations and customers, we sent **Gazel Caravans** to cities such as Cali and Armenia, rewarding their loyalty at the pump with instant prizes such as appliances and technology products. Natural gas service stations and customers benefited from the **Tanqueada de tu vida** (The Best Fill-up of your Life) campaigns, which awarded more than COP 1 billion in fuel prizes.

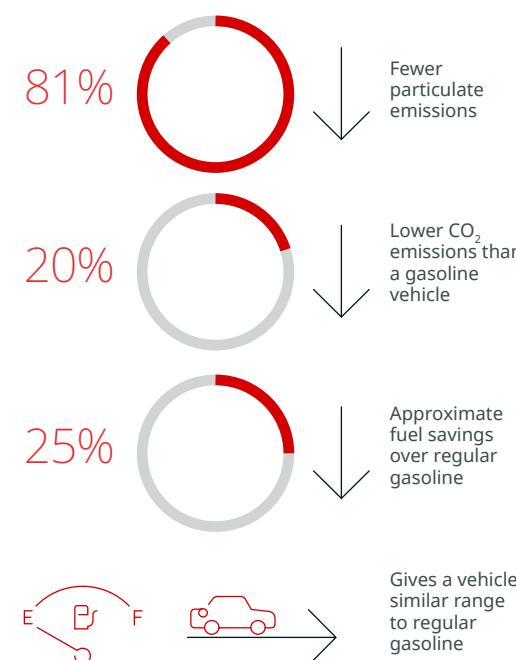


## Liquified Petroleum Gas - LPG

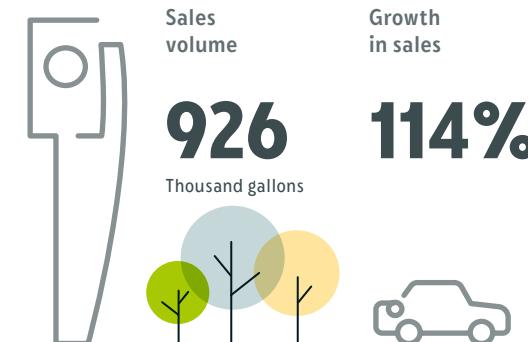
Terpel's offer of low-emission fuels is complemented by a firm commitment to open liquefied petroleum gas (LPG) filling stations for the public. LPG, a blend of propane, butane, and other gases in smaller proportions, is characterized by its excellent mileage, low cost, and reduced emissions of harmful particles. Classified as a transition fuel, it has become a widely-used energy source around the world. This is another way in which Terpel, as a Country Partner, continues to support Colombia's development and sustainable future through its comprehensive portfolio of products and services.

We currently sell more than 550,000 liters of this new fuel per month and have invested more than COP 3,000 million to strengthen the AutoGLP market in Colombia by opening nine service stations and financing around 70% of all vehicle conversions in the country.

LPG:



### Business figures



## Fuels for industry

Through our network of supply plants and strategic commercial partners (industrial distributors and Opein), we serve a variety of industries, including agroindustry, oil, mining, construction and transportation. As a Country Partner, we help generate electricity in areas not connected to the national grid. Using our knowledge of the energy mix and our customers' needs, we offer a comprehensive portfolio that includes fuel oil, natural gas, electricity and lubricants, as well as diesel. We have in-depth knowledge of the operations of each sector and provide personalized support with a team of energy efficiency experts that guarantees improvements in productivity, operational control and proper environmental management.

In addition, we offer an outsourcing service through which we manage and control fuel in internal operations, generating benefits for our customers in terms of increased productivity

(operational efficiency: inventory control, inventory cash flow and data analytics) and sustainability (to endure over time: knowledge of operations that are safe, environmentally responsible and compliant with applicable regulations).

### Rumbo Terpel

Rumbo is a smart mobility solution that optimizes the productivity of customers with vehicle fleets. It manages and controls the supply of liquid fuels, CNG, and urea.

Some of Rumbo's most important initiatives in 2024 include:

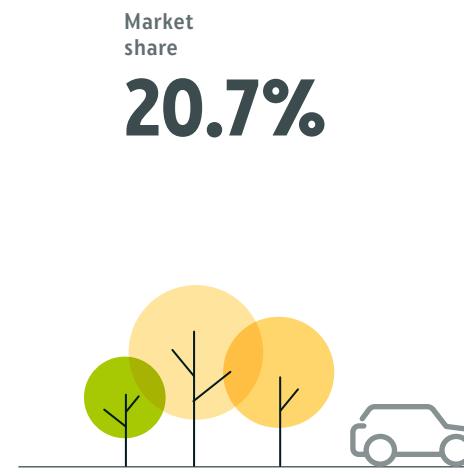
**Caravana Rumbo - Pits:** the caravan educates and raises awareness among our service providers at the points of sale on the importance of following the Rumbo customer service protocol. In 2024, we trained 3,900 people at 725 service stations.

## Business figures

Sales volume  
**152.4<sup>45</sup>**  
Million gallons



Market share  
**20.7%**



Decrease in sales  
**-13.2%**



- We included Urea in our product portfolio with the aim of servicing Euro V and Euro VI vehicles.

### Clean Industry<sup>46</sup>

Clean Industry allows us to transfer the knowledge we have acquired over more than 50 years of specializing in the handling, control, and administration of fuels. To do that, the Clean Industry program offers different certifiable modules that can be applied to any operation in order to promote productivity, operational control, and proper management of the environment.

#### The main results in 2024 were:

- We trained 395 people from 63 customers, certifying them in the four Clean Industry modules, impacting more than 40% of our customers.
- We proposed light infrastructure solutions for medium and small industries, facilitating the regulatory compliance of our customers' fuel storage.
- We continued to strengthen our presence across the nation thanks to our strategic partners, the industrial distribution channel, reaching 246 locations.
- With energy efficiency being one of the pillars of our customers' operations, we continued our outsourcing service for industrial operations.

<sup>45</sup> Does not include CNG

<sup>46</sup> Clean Industry figures reported in prior years are included in the program totals.



# Aviation and Marine fuel

## Aviation Fuels

The Aviation business is recognized for operating under the highest national and international standards, guaranteeing the highest quality in fuels, safety in each procedure, and an active commitment to caring for the environment surrounding our operations.

In this context, Terpel's Aviation operation adapts constantly to the technological and logistical needs of the industry, staying at the forefront of evolving industry requirements.

We supply fuel for aircraft in various segments, including passenger transport, cargo, marketers and traders, general aviation, and government. To this end, we have a strategic network that connects Latin America and the Caribbean with the rest of the world, with 31 airports in four countries in the region (Colombia, the Dominican Republic, Panama and Peru).

At Terpel we understand that air operations never stop, so we are committed to guaranteeing a continuous and synchronized supply of fuel to ensure that our customers' operations run smoothly. This approach, combined with comprehensive commercial solutions, makes us a strategic partner for all companies in the sector.

We put the customer at the heart of our decisions. This drives us to provide a service that goes beyond fueling to deliver a unique and memorable experience. Our team, with its experience, discipline, and in-depth knowledge, is always eager to gain a thorough understanding of our customers' operations and needs in order to support them in their growth.

### Main initiatives:

- ▶ 92 Aviation customers (50 in Colombia and 42 in the Dominican Republic) completed the ten modules of the Terpel Aviation Fuels School (ECAT), through which we share our knowledge and best practices.
- ▶ We concluded new negotiations with customers, increasing monthly volume by 5 million gallons.
- ▶ As part of our value proposition of integrated offerings, we expanded our product portfolio at the airports where we operate.
- ▶ We ensured compliance with the Comprehensive Business and Operations Management System and ratified ISO certifications for Quality, Environment, and Occupational Health and Safety in accordance with ISO 9001:2015, 14001:2015, and 45001:2018 standards, achieving zero nonconformities, along with a Norsok rating of 100% for the 2024-2025 period.
- ▶ Customers purchased more than 2,000 t of coal through Terpel, which made it possible to offset several thousand gallons during 2025. This represented a new line of business for our team and generated revenue in addition to aviation fuel sales.

## Business figures



## Marine Fuel

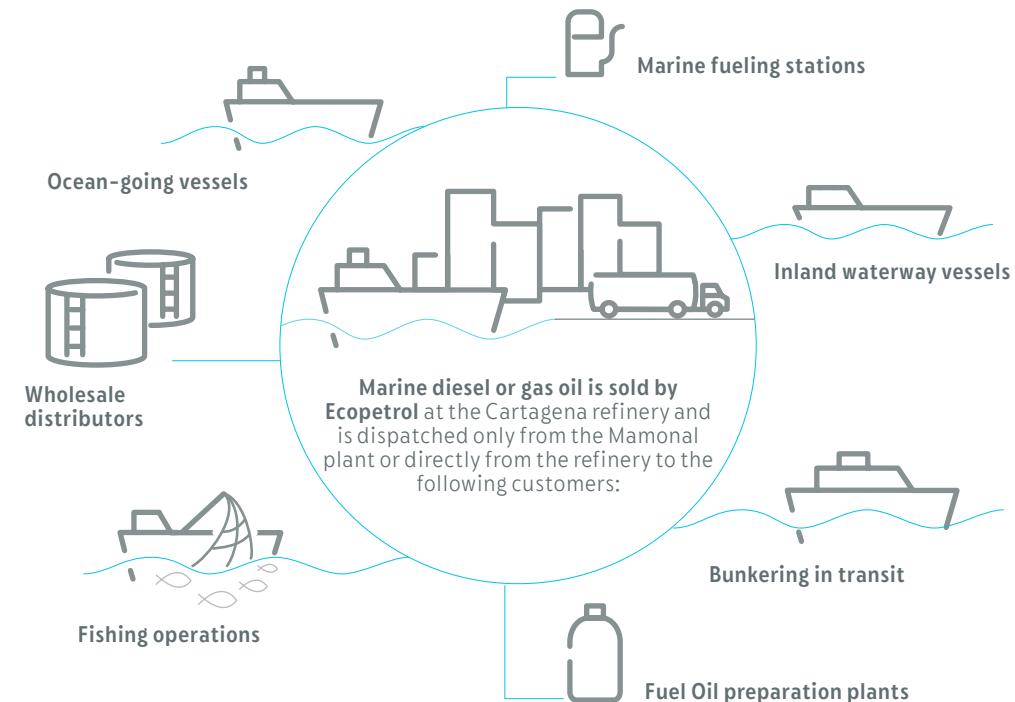
We specialize in supplying marine fuels to cargo ships, dredgers, tugs, and offshore vessels calling at Colombian ports.

We provide services to the country's main port operators and are a member of the International Bunker Industry Association (IBIA), an organization that represents the global bunker industry. We have the largest marine diesel storage capacity in Colombia and guarantee safe deliveries using specialized bunkering vessels or barges, always backed by quality certifications that guarantee the excellence of our processes.

The marine diesel or marine gas oil we distribute is produced by Ecopetrol at the Cartagena refinery and dispatched for distribution from the Mamonal plant or directly from the refinery.

### Main initiatives:

- ▶ We have integrated a pumping system into our transfer tank, allowing us to improve the efficiency of fuel delivery times to the vessels we serve.
- ▶ We expanded marine fuel deliveries to several additional ports in Bolívar.
- ▶ We offset the carbon footprint associated with more than 1.5 million gallons, to reduce our carbon tax in 2024.



## Business figures

Sales volume **15.7<sup>47</sup>** Million gallons  
Market share **9%**  
Decrease in sales **-6.5%**

International customers **5**

Sales to international customers  
Gallons **1,658.91**

Sales volume international customers  
Gallons **11%**

Customers served **29**  
Ports served **15**

**9**  
seaports delivering to 22 maritime terminals  
**6**  
river ports delivering to 11 river docks



47 Fulfilled 112%.

# Lubricants Operation

We provide lubricants and lubrication services nationwide in Colombia. Since 2018, we have offered our customers a wide and complete range of Mobil and Terpel brand products, designed for both the automotive and industrial sectors. We strive to constantly strengthen Terpel Lubricants in the market, in order to further consolidate our position as the best supplier of lubricants and coolants in Colombia. Our complete range of products is designed to satisfy all the needs of Colombians, guaranteeing excellence, quality, and service in every product.

## Commitment to quality, sustainability, and operational excellence

Our certifications reflect our commitment to continuous improvement, sustainability, and technical standards. In 2024, we achieved some very important accreditations. This included the **Zero Waste Management System, Gold category**, for both lubricant manufacturing and laboratory analysis services at our Center for Innovation and Technology, both awarded by ICONTEC.

We also obtained the **NORSOK S-WA 006:2018 certification** for laboratory testing and the **ISO/IEC 17025:2017 accreditation** for lubricant and fuel analysis, granted by ANAB.

In addition, in 2023 we renewed several key certifications that remained in force in 2024. These include the **ISO 9001, ISO 14001 and ISO 45001** management systems, which were renewed for the production and distribution of lubricants at the factory and for laboratory analysis at the Innovation and Technology Center. We also renewed the **NTC 1295** and **NTC 1399** quality seals and the **NTE INEN 2027, 2028, 2030 and RTE INEN 014** conformity certificates.

Finally, we maintained our **Authorized Economic Operator (AEO)** certification, obtained in 2022 for exporters and importers in the Security and Facilitation category, through a DIAN resolution with no expiration date. This group of certifications confirms our commitment to operational excellence and quality in all our activities.

Verify the validity of our certifications [here](#).

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### R. Information requirements for product labeling

**Labeling:** Lubricant and coolant label text is based on the product's Material Safety Data Sheet (MSDS), which complies with the requirements of the Globally Harmonized System (GHS). We prepare this document based on information about the product's components, their concentrations, the effects of these components and international regulations for the storage, handling, and transportation of the product, among other aspects.

The MSDS indicates the classification of the product according to the GHS, whether it is a hazardous substance or not, and details physical, chemical, health, or environmental hazards, if any.

## Business figures

Sales volume  
**26.7**<sup>48,49</sup>  
Million gallons



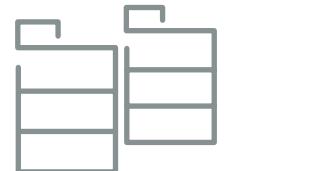
Market share  
**38%**



Growth in sales  
**3.3%**



Monthly production  
**2.12**  
Million gallons



Total customers  
**310**



Industry  
**256**  
Distributors  
**19**  
Lubricants  
**35**

Total points of sale  
**19,892**



Workshops  
**6,790**  
Stores  
**13,179**

B2B businesses handled by commercial agents  
**2,925**

Lubrication Centers  
**2,822**



Service stations  
**2,456**

Others  
**262**

Concession holders  
**128**  
Wholesalers  
**134**

48 Includes coolants  
49 Equivalent to 635,574.8 barrels

The safety data sheets for Mobil lubricants can be found at: <https://public.sphaeracloud.net/Search/AdvancedSearch.aspx>. And the safety data sheets for Terpel lubricants can be found at: <https://www.terpel.com/en/business/lubricants/terpel-lubricants>

For the lubricant labels, we incorporated information from the product's technical data sheet, material safety data sheet, and all applicable regulations. The labels went through approval processes involving marketing, the technical team, the legal team and, in the case of Mobil products, ExxonMobil approval. We used a checklist defined for this process to ensure compliance with regulatory requirements.

### Innovation and Technology Center

Colombia's Innovation and Technology Center offers advanced analysis of lubricants, fuels, greases, and coolants. The center provides highly specialized engineering services and closely monitors the operations of our industrial customers, providing them with accurate information. With that information, they can then optimize productivity, extend the life of their equipment, and realize significant economic benefits, such as energy efficiency savings. The information also allows them to promote sustainable practices to protect the environment.

Strategically located in the town of Funza, Cundinamarca, the 3,000-square-meter Center serves more than 212 customers in a variety of industrial sectors in the country, including oil, gas, power, fleet, hydroelectric, paper, transportation, mining, food, manufacturing, and agribusiness.

### Main initiatives:

- ▶ We continued to fulfill our 5-year supply contract with Drummond, including lubricants and coolants. Drummond is the largest mining customer in Colombia, consuming 3 million gallons annually, or about five percent of the market.
- ▶ We supplied Mobil lubricants to the largest Transmilenio operator, Consorcio Express, under a two-year contract.
- ▶ We achieved Zero Waste Management System certification with a score of 98.1, placing us in the Gold category of certification. At the Innovation and Technology Center, we process approximately 80 t of waste per year, of which 99.3% is recycled into reduction, reuse, and energy recovery programs. This strengthens our environmental stance, particularly the circular economy and waste management pillar, and establishes a new, additional edge for competing in the market for the provision of laboratory services with a focus on sustainability.

- ▶ We expanded our service offering by strengthening the coolant testing portfolio. This enabled us to create 2 levels of service to increase our offer connected with the early failure detection program, positioning us as a center specializing in fluid analysis.

#### Lubricants plant:

- ▶ We built a new coolant plant in Cartagena that began operations in January 2024, with the goal of increasing coolant sales by 89% in five years. This was supported by a reduction in the cost of the product due to a change in the supply model. Key achievements of this initiative include:
  - Inclusion of Mobil and Terpel brand coolants.
  - Migration from a maquiladora model to in-house manufacturing.
  - Bulk dispatch directly from the factory in Cartagena.

- ▶ As part of the environmental commitments in our Environmental Stance, we have for the first time used plastic bottles with 30% PCR resin as containers for lubricating oils. This initiative is part of our focus on integrating the circular economy into our processes and reducing the use of virgin raw materials in our products.

- ▶ We achieved Zero Waste Management System certification in the Gold category with a score of 97.8%.
- ▶ We increased our use of renewable energy, with a total of 702,270 kWh (as of October) and a projected growth of 28% for 2024.

- ▶ We built a packaging line to bottle synthetic lubricants. The construction increased the plant's capacity and flexibility to bottle flagship synthetic products such as Mobil 1 locally, allowing us to improve product availability to the market at more competitive costs. This strategic move strengthens our market position and ensures more efficient supply to our customers.

### Our Products

In 2024, we introduced 24 new products to the market, including seven lubricants and three coolants manufactured locally at our Cartagena plant, such as Mobil Delvac Modern 10W-40 Advanced Protection, Mobil Super 3000 X5 5W-40, and the new water-based coolant Mobil Coolant Corrosion Inhibitor, along with 14 imported products, including Mobil Delvac 1 Transmission Fluid 75W-80 and Mobil 1 ESP 0W-30.

We also introduced a new look for our coolant line, with changes to the name and design of some products.

- ▶ We achieved a historic consolidated region-wide EBITDA of COP 508 billion<sup>50</sup> as a result of the implementation of key strategies, ranging from rigorous margin control to the execution of a robust marketing plan. These initiatives were driven by a commercial ambition focused on offering the best value proposition in the market through the dual-brand model that combines the Mobil and Terpel brands.
- ▶ We achieved growth in market share of more than three points with the two lubricant brands.

50 COP 320 billion correspond to the EBITDA of Colombia.

We have 26 lubricating oils, of which 6 have been jointly certified by ICONTEC and API, 9 by ICONTEC only, and 8 by API only, highlighting products such as Mobil Delvac Modern 15W-40 Full Protection and Mobil Super 2000 10W-30.

None of our products have been recalled for sale to the public.

#### Products with environmental advantages

We developed 11 engine lubricants with environmental benefits that improve fuel economy and reduce emissions, including Mobil 1 5W-20 and Mobil Super 3000 5W-30, and 3 industrial lubricants that optimize the efficiency of heavy equipment, such as Mobil DTE 10 Excel 46. This work reflects our commitment to innovation, sustainability, and quality in all of our products.

Our Terpel Ultrek, Terpel Celerity, and Terpel Oiltec lubricant lines are designed to reduce oil consumption and minimize polluting gas emissions in heavy and light vehicles and motorcycles, in natural gas or gasoline engines, and in manual and automatic transmissions, favoring more responsible mobility that is more respectful of the planet.

#### Green Pass Program

As part of our commitment as a Country Partner and our dedication to operating in an environmentally responsible manner, we continue to strengthen Green Pass, our sustainable lubrication program.

Through the collection and recycling of lubricant containers, bulk sales, and the certification of lube

centers and workshops, this program protects the environment, promotes best practices, drives process innovation, and creates a sustainable model for the distribution and management of Mobil™ and Terpel lubricants.

In the area of container collection and recycling, we collected more than 41,000 kg of containers, representing 24.7% of the containers at the participating points of sale. This represents a recovery rate of 1.4% of the containers sold, a rate that we intend to gradually increase over the years in order to more proactively and effectively address issues connected with container sales throughout the country. We closed the year with 305 registered points of sale, of which 144 remain active, frequently returning containers on the collection routes.

Although the bulk program is in place at 9 points of sale (lube centers) in the cities of Bogotá and Medellín, we faced challenges to the success of this format in 2024, and the decision was made to remove one point of sale that did not follow established procedures. In addition, implementation of the program requires adequate facilities and infrastructure at the points of sale, a requirement that is difficult to meet in the current market.

The Green Pass POS certification program has been maintained and has grown steadily in recent years. In 2024, we certified 58 new POS, reaching a cumulative total of 296 certified POS. We achieved 116% compliance with the target for new certifications and recertified 224 points of sale.



## Main initiatives:

- ▶ We updated the ICONTEC evaluation framework for the Green Pass certification of POS to include new questions related to hazardous waste management at POS and to contingency and emergency plans, with the aim of strengthening industrial safety and occupational health issues.
- ▶ We have included a new, shorter reference guide for follow-up visits, in which a record can be kept of the volume of used oil and the number of containers the POS delivers to an authorized environmental manager.
- ▶ We invited 127 POS owners and administrators to visit the Cartagena Lubricants Factory to strengthen their ties to the program and increase their knowledge.
- ▶ We expanded recycling coverage to include a new route from Bogotá to Villeta, including the municipalities of Albán, La Vega, Sasaima, Villeta, Facatativá and Guaduas, in the Department of Cundinamarca.
- ▶ We held a competition among the POS, setting individual goals based on their sales and/or the number of containers previously delivered. This strategy allowed us to incentivize the collection of containers and increase the volume collected by more than 50%. The initiative was very well received by participants and reinforced our commitment to sustainability.

Read more about our environmental management commitments and progress in the Operational Eco-Efficiency section of this report by clicking [here](#).

### Tesos Program

This loyalty program is designed to build and maintain long-term relationships with our lubricators/recommenders. Through memorable experiences and exclusive benefits, we give them incentives to influence consumers' purchasing decisions for the Mobil™ and Terpel lubricant brands. The program covers 88% of the country's territory, in 28 Departments, providing financial and emotional benefits to members at 1,171 points in 260 municipalities.

### Main actions:

- ▶ We launched a contest for the most gallons recommended nationwide by our Terpel lubrication technicians. The top 5 winners and their guests enjoyed a trip to Punta Cana, Dominican Republic.
- ▶ Our Tesos savings campaign took the 5 affiliates with the highest increase in gallons over their historical figures on a trip to learn about our production processes at the lubricants plant in Cartagena.

- ▶ Affiliate satisfaction with the program was 81%, making us the best loyalty program for lubricants and mechanics in Colombia.

**Club for Lubrication Specialists:** this loyalty program is for lubrication technicians who recommend Mobil™ lubricants. Participants have access to prizes from a catalog of awards selected for their ability to improve the quality of life for club members and their families. They also have access to online training and exclusive events. The program covers 91% of the country, in 29 Departments, with the program active at 1,593 points in 302 municipalities.

### Main actions:

- ▶ We modified the incentives chart to give more points per gallon for all products in the program.
- ▶ For the first time, we took the lubrication technician / recommender with the most gallons sold nationwide to experience the 2024 Formula One Brazilian Grand Prix at Interlagos.

- ▶ We launched our Performance Specialists campaign to encourage our members to report higher gallons. More than 140 members were rewarded each month, with motorcycles awarded to the top 5 performers.
- ▶ Members rated their satisfaction with the program at 66%, a seven-point improvement from the previous year.

The exclusive event "*Tesos Family Afternoons*" was held again in 2024 for Tesos and the Specialists Club. Designed for our program members, the event provides a unique experience to spend time together and with their families.

Tesos active in the program	1,395	Specialist Club members active in the program	2,239
Points of sale where Tesos are located	1,171	Members and families participating in events	2,278
Tesos recognized on special dates	1,100	Points of sale where members are located	1,593
Events: -Birthday -Mother's Day -Father's Day -Halloween (for the children of our Tesos) -Christmas		Members remembered on special dates: We organize events on dates such as -Women's Day -Valentines Day -Father's Day -Halloween -Christmas	2,071
Tesos trained	151	Customer loyalty sales through members	17%
Customer loyalty sales through Tesos	38%		

- We spotlighted the achievements and contributions of our members, who received prizes and special benefits. This is one of the most anticipated events of the year, held in all seven regions of the country, with an event satisfaction rating of 4.9/5.

**Masterlub:** this is our network of lubrication centers at service stations. These lube centers understand the needs of motorcyclists and drivers and help them make changing oil a simple process with Mobil and Terpel lubricant brands.

#### Main initiatives:

- At Masterlub, an oil change is synonymous with trust. In 2024, we consolidated our national coverage with more than 30 lubrication centers, providing the peace of mind that comes from expert, easy service. From Bogotá to the other main cities of the country such as Medellín, Cali, Cartagena, and Neiva, we offer a unique experience where we give priority to the quality of our Mobil and Terpel lubricants and customer service.
- Our network of lube centers thinks about the needs of the customer, as proven by our 95/100 rating in post-service satisfaction surveys.
- We launched a promotion to award three customers with a brand-new Victory 125 motorcycle.



# Convenience services

Our goal is to give customers a memorable experience that will captivate them and delight them with our products. We aspire to be the ideal stop along the way, satisfying our customers' cravings and recharging their batteries, providing a fast, friendly, and delicious experience every time they visit.

Terpel serves people, not cars. That's why we've expanded our offering of fuels and lubricants to include a full range of convenient, fast, and modern services in response to market expectations. These include stores with a wide range of products and car washes and refreshment kiosks, which add dynamism to the service at our stations and enrich the experience of the millions of users who visit us every day.

It was based on this vision that we strengthened our proposal and leadership in service station convenience through alliances with restaurant chains and food establishments such as Home Burgers and Sbarro, and promoted the opening of new non-station points of sale.

## Social commitment

We are committed to having a positive social impact through our Terpel brands. As a result, we have strengthened our alliance with the Soy Oportunidad Foundation, which works to improve the quality of life of underprivileged women, and the Fundayama Foundation, which supports breast cancer patients.

In 2024, we allocated more than COP 96 million to these foundations, representing 4% of sales of Agua Madre, our own-brand water, in its sparkling and still versions, and 1% of the flavored version. Thanks to the joint work of the Soy Oportunidad Foundation and the Unidos para Sonreír Foundation, we were able to connect mothers caring for a person with cerebral palsy to Soy Oportunidad's income-generation programs.

Learn more about our work with these foundations in the Community relations and development chapter of this report.

## Main initiatives:

- ▶ With the opening of 42 new Altoque points and 37 new Sbarro points, both at and away from service stations in strategic locations such as airports and shopping centers, we significantly expanded our convenience services offering. In this way, we are delivering on our commitment to expand and modernize the Terpel network, bringing innovation and convenience with a social purpose to our consumers.
- ▶ We eliminated 95% of the plastic in our Altoque and Sbarro product packaging as part of the commitments made in our Environmental Stance. This initiative helps meet our corporate goals for reducing plastic in the packaging of own-brand products, with the goal of contributing to the sustainability of the country and the planet.
- ▶ We were recognized overall as **Sbarro's global franchisee of the year** and also for the best non-traditional store design. Our Sbarro brand received recognition at the Sbarro Franchisee Convention in Las Vegas for meeting all franchise requirements.

## Business figures<sup>51</sup>

Sales volume	Market share	Growth in sales	Total stores (Altoque)	Total Sbarro points of sale	Total Home Burgers points of sale	Total Ziclos car washes	Total Deuna refreshment kiosks
<b>135,957</b> COP millions	<b>5.7%</b>	<b>15%</b>	<b>144</b>	<b>37</b>	<b>2</b>	<b>15</b>	<b>245</b>
Sales volume Altoque		Growth in sales Altoque					
<b>124,600</b> COP millions		<b>16.4%</b>					











<sup>51</sup> The number of formats is counted by point of sale; if two or more formats coexist in the same physical space, they are not counted twice.

## Masser

Our subsidiary Masser is part of the Terpel Group and is responsible for managing the service stations and Altoque convenience stores in Colombia that operate under a franchise model. Masser has a significant presence throughout Colombia, helping meet needs for the growth and expansion of Terpel's service stations and stores.

### Main initiatives:

► Workplace environment: during 2024 we measured the workplace environment with the participation of 96.6% of the target population providing 1,941 responses. We achieved an overall score of 81% and received 600 more responses than in the previous measurement in 2022.

► *Happiness* received the highest score at 87/100. *Commitment* scored 77/100, 4.1 points higher than the previous measurement, and *Trust* scored 76/100. The main objective was to conduct a survey whose results would allow us to focus our efforts in order to enhance employee commitment and performance.

► We intensified accident prevention campaigns at our points of sale with the aim of reducing the accident rate. These campaigns focused on topics such as: concentration on the task, hand care, safe steps, mechanical and chemical risks, and risks to the public. The main results were zero serious accidents (sick leave > 30 days) and a 21.7% reduction in the accident rate from 4.6 to 3.6 in our operations.

Employees by type of contract	Men	Women	Total
Employees with open-ended contract	-	-	-
Permanent employees	2	3	5
Temporary employees	101	96	197
Non-guaranteed hours employees	212	519	731
Full-time employees	1,075	760	1,835
Part-time employees	-	-	-
<b>Total</b>	<b>1,390</b>	<b>1,378</b>	<b>2,768</b>

Seniority of our team			
Employees by age	Total	Seniority	Total
Younger than 30	1,154	Less than 3 years	1,998
From 31 to 40 years	1,047	From 3 to 6 years	300
From 41 to 50 years	451	From 6 to 9 years	393
From 51 to 60 years	108	From 9 to 12 years	25
Older than 60	8	More than 12 years	52
<b>Total</b>	<b>2,768</b>	<b>Total</b>	<b>2,768</b>

### Promotors and hosts

Service stations  
and Altoque stores



Men

**1,183**



Women

**1,161**



Total

**2,344**

### 404-1 ► Average training per employee

Average training by job category



Total people trained

**4,242**



Total training hours

**40,577**

Directors

**1.4**

Heads/ Executives

**2.9**

Analysts/ Supervisors

**10.3**

Technicians/ Assistants

**2.2**

Operations personnel

**9.6**

### 401-1 ► New hires and separations

New hires Separations

	New hires	Separations
Men	909	754
Women	957	838
<b>Total</b>	<b>1,866</b>	<b>1,592</b>
Senior Management	0	0
Managers	0	0
Directors	1	1
Heads/ Executives	0	1
Analysts/ Supervisors	99	89
Technicians/ Assistants	34	31
Operations personnel	1,732	1,470
<b>Total</b>	<b>1,866</b>	<b>1,592</b>
Younger than 30	1,081	845
From 30 to 40 years	658	601
From 41 to 50 years	126	140
From 51 to 60 years	1	4
Older than 61	0	2
<b>Total</b>	<b>1,866</b>	<b>1,592</b>

# New energy and new mobility operations

## Voltex

We partner with Colombians to help keep them on the move. In 2024, we launched an innovative system for electric motorcycles based on battery swapping, marking a milestone in the development of electric mobility in Colombia. This battery swapping model speeds up the recharging of electric motorcycles, enabling a zero- CO2 emission mobility system; it significantly reduces traffic noise and allows the user to always have charged batteries ready for use.

The system is supported by the organization's strategic alliance with Gogoro, a world leader in

the development of swappable battery electric motorcycles. This technology, in addition to promoting the country's energy transition, will provide a convenient, efficient, and streamlined charging ecosystem for users of Gogoro electric motorcycles, which will be marketed by Motored in Colombia. We ended the year with 12 stations in the capital, with plans to expand to other cities such as Medellín.

With our Terpel Voltex brand, we have been promoting the development of electric mobility in Colombia since 2019. In the automotive market, electric and plug-in hybrid vehicles experienced significant growth in 2024. They represented 6%

of all vehicle sales, or around 11,260 vehicles. Although sales were concentrated in Bogotá and Medellín, there was also significant growth in the number of vehicles sold in Cali, the coffee-growing region, and Bucaramanga.

Terpel Voltex also powers public transport in Bogotá, serving around 650 electric buses that are part of the city's mass transit system. Through exclusive charging points at El Dorado Airport, we also charge the fleet of electric vehicles that serve the ramp operations.

**We currently have 38 vehicle charging points distributed as follows:**

- ▶ 24 points located at Terpel service stations on highways, allowing Colombians to travel the country's roads in their electric cars between main cities.
- ▶ 4 charging points located in places other than Terpel service stations.
- ▶ 10 charging points for customers in the industrial sector, serving 2,000 vehicles.
- ▶ 4 points in Bogota, outside of service stations, for swapping Gogoro batteries.

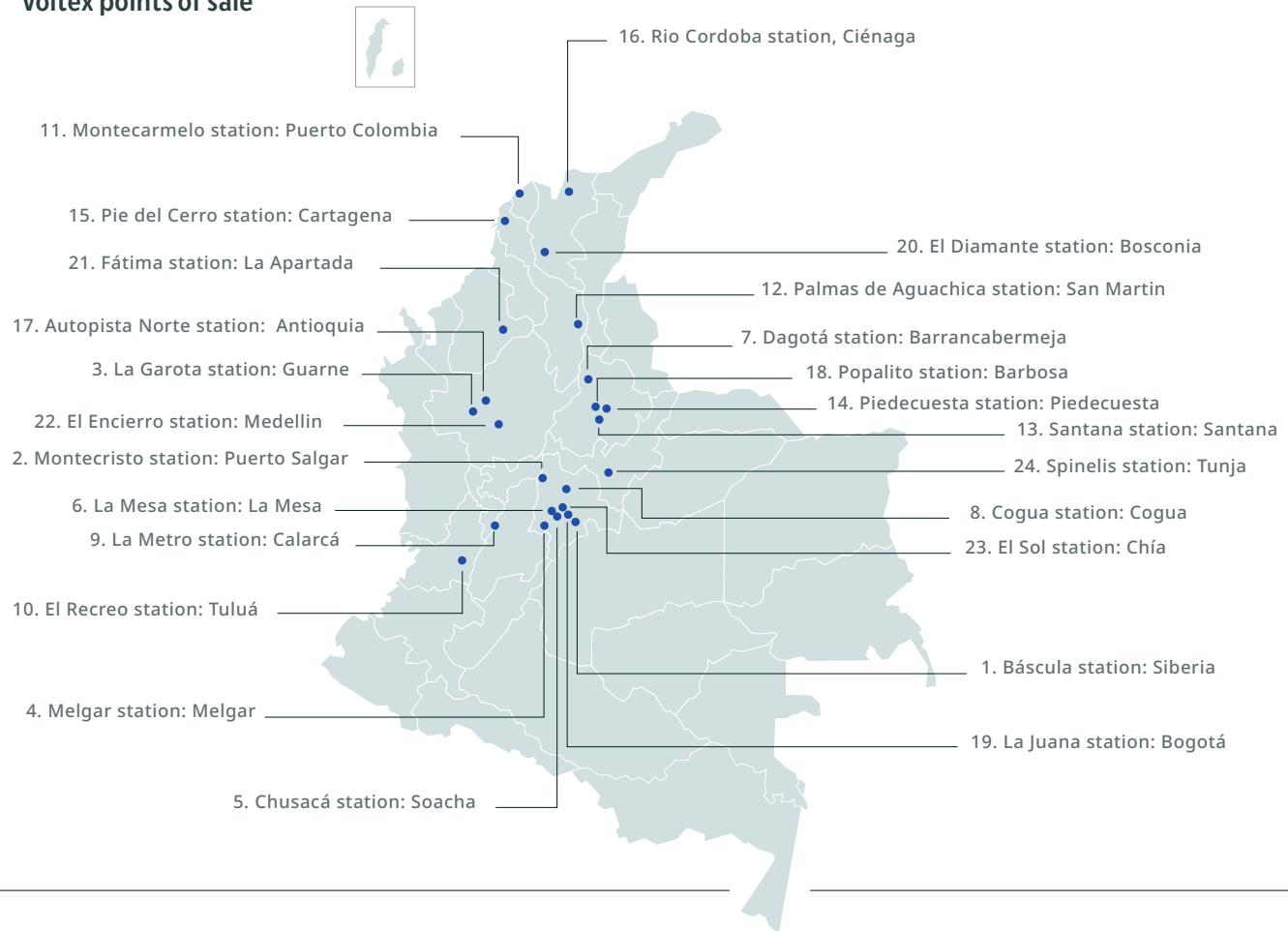
We also have 12 points for swapping batteries at service stations in Bogotá for Gogoro electric motorbikes.



In 2023 we introduced the Turntide product portfolio. Turntide electric motors are controlled by artificial intelligence and are used mainly in air conditioning systems to save energy and make our customers' operations more efficient.

- The B2B business grew from 9 to 40 customers in 2024, serving more than 400 battery electric trucks nationwide in Bogotá, Medellín, Barranquilla, Cali, Bucaramanga, and Barrancabermeja. Companies such as Bavaria, Green Nest, Mercado Libre, Quick, and Passar Express joined our customer portfolio.
- We inaugurated the public charging station at the Acqua Power Shopping Center in Ibagué.
- In 2024, the highway network continued to grow, opening up new corridors, and allowing Colombians to travel in EVs. All our roadside stations are integrated with the Terpel app, which allows users to check charging availability, plug types, power levels, and other key data for route planning.

## Voltex points of sale



## Business figures



Sales volume

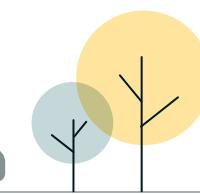
**1,404**

KWh



Growth in sales

**20%**



Gogoro points

**12**



## Terpel Energía

Terpel Energía is a subsidiary of Terpel S.A., incorporated as a public utility company (ESP) in Colombia, and operating in the country's energy market. We have three main lines of business: trading in natural gas supply and transportation capacity, trading in electricity, and self-generation with solar panels.

**1. Marketing natural gas supply and transportation capacity:** The goal of this line is to provide solutions and engage in business dealings that create efficiencies for customers in the natural gas markets by marketing gas supply and transportation capacity to meet the energy needs of a variety of our customers.

**2. Commercialization of electricity:** dedicated to selling electricity in the regulated, unregulated, and wholesale markets.

**Regulated market:** the regulated market is made up of users with a consumption of less than

55,000 kWh/month and an electricity demand of less than 0.1 MW. In 2024, Terpel Energía served 62 regulated energy boundaries with a total consumption of 9.09 GWh/year.

**Unregulated market:** the unregulated market refers to users with a consumption of more than 55,000 kWh/month or a maximum electricity demand of more than 0.1 MW. We served an average of 141 unregulated energy boundaries with a total consumption of 58.7 GWh/year.

In the area of electric mobility, we served five unregulated electric mobility boundaries<sup>52</sup> with a total consumption of 43.3 GWh/year.

**Wholesale market:** the regulatory term for the space where agents in the chain negotiate large blocks of electrical energy. Purchase transactions between traders/producers and other traders are usually called electricity sales on the wholesale market. In 2024, we sold 80 GWh/year, distributed among four wholesalers in the energy market in this segment.

### Main initiatives:

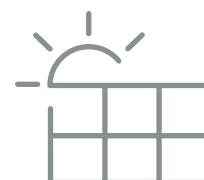
- ▶ We started construction of the solar plant for the El Sol service station. It will be operational in the first quarter of 2025 and will cover 100% of the station's energy needs.
- ▶ We built eight solar self-generation plants located in different areas of the country: Bosconia, Aguachica, Piedecuesta, Aguazul (2), Yopal and Funza, and we expanded the self-generation capacity of the Lubricants plant to 720 kWh. We now have 31 solar installations in the work centers of Organización Terpel.
- ▶ We increased our sales in the non-regulated energy market by 46% by supplying the Puropollo Group in three of its non-regulated markets (accounts). This customer's demand was 22 GWh/year, which corresponds to the average annual energy consumption of approximately 11,600 Colombian households<sup>53</sup>.
- ▶ We kept the gas supply surplus at 0 million cubic meters.

## Business figures

Sales volume

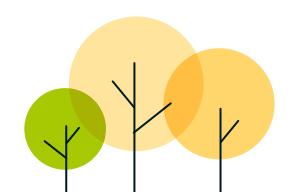
**193.5**

GWh/year



Growth in sales

**43.5%**



Self-generation facilities

**31**



Current power of self-generating units

**3**

MWp

Total self-generated energy in plants owned by Terpel Energía

**2.6**

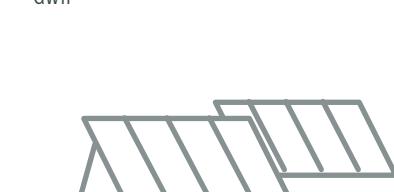
GWh



Total self-generated energy including Terpel Energía's solar plants and those of third parties in PPA contracts.

**3.2**

GWh



<sup>52</sup> Refers to accounts

<sup>53</sup> On the basis of an average Colombian household consumption of 157 kWh per month.



## Sunex

The energy transition is a commitment that can't be put off, and it requires clean and efficient solutions to mobilize companies' productivity towards a sustainable future. With Terpel Sunex, we design and build solar photovoltaic generation projects so that companies can integrate clean energy into their operations, reduce emissions, positively impact the environment, and optimize their operating costs.

With more than 90 solar projects built in Colombia for companies such as Hidrocasanare, Decathlon, Jerónimo Martins, Unicentro Neiva Shopping Center, and Parque Caracolí Shopping Center, Terpel Sunex continues to strengthen its market leadership with a presence in four of the five regions of the country. In addition, we installed 22 solar energy systems at Terpel service stations, reaffirming our commitment to sustainability and the energy transition.

Our goal for 2030 is to generate enough energy to power more than 400,000 Colombian homes.

### Main initiatives:

- ▶ We built and commissioned the first Terpel Sunex large-scale solar self-generation project with a capacity of 2.0 MW. This is the first in Casanare, corresponding to Phase I of Hidrocasanare, and is very important for the Department as it will generate the energy needed to operate the refinery. The second phase of the project, which will increase capacity to 4.9 MW, is expected to be operational by the end of 2025.

## Other subsidiaries

**Puertos del Caribe Sociedad Portuaria S.A:** a subsidiary dedicated to investing in the construction, expansion, improvement, preservation, maintenance, and modernization of a port in the Cartagena port area.

**Terpel Exportaciones CI. S.A.S:** dedicated to the marketing and sale of Colombian products abroad.

**Stem Terpel S.A.S:** subsidiary responsible for selling and managing energy storage systems on its own behalf or on behalf of third parties. Its focus is on the energy storage systems market

**Inversiones Organización Terpel Chile S.A:** The objective of this subsidiary is to make investments.

- ▶ We completed the installation of the 2.4 MWp large-scale solar generator at the Fanalca motorcycle assembly plant in Valle del Cauca, one of the largest rooftop projects in Colombia.

- ▶ We ended our third year of operation with a threefold year-on-year increase in revenue, from COP 6.9 billion in 2023 to COP 26 billion in 2024, marking our first year with positive EBITDA, and we grew with projects in four of Colombia's five regions for a record number of 14,518 installed panels.

# OUR REGIONAL OPERATIONS



A map of Peru with its regional boundaries outlined in white. The map is filled with a light red color, except for the coastal region which is white. The word 'PERÚ' is written in large, bold, white capital letters in the top right corner.

PERÚ



# Our regional operations

## Peru<sup>54</sup>

In Peru, we consolidated our presence through seven business lines strategically designed to meet the diverse needs of the market:

- Liquid Fuel service stations
- Fuel supply for industry
- Sale of compressed natural gas (CNG)
- Sale of liquified petroleum gas (LPG)
- Operation of convenience stores
- Supply of aviation fuels
- Sale of lubricants

This diversified portfolio allows us to offer integrated solutions and strengthen our contribution to numerous sectors in the country.

Our work is coordinated through six affiliates and subsidiaries that efficiently manage the various activities, products, and services in each of our business areas:

**Terpel Perú S.A.C.**: development and wholesale distribution of liquid fuels. Responsible for the installation and operation of service stations and the supply of LPG and CNG, as well as the management of convenience stores and related automotive services.

**Terpel Aviación del Perú S.R.L.**: responsible for the reception, storage, and dispatch of jet fuel at the Jorge Chávez International Airport in Lima.

**Terpel Comercial del Perú S.R.L.**: specialized in the purchase, import, export, blending, packaging, distribution, and marketing of lubricants, greases, and related petroleum products and additives, as well as the sale of aviation fuels.

**PGN Norte S.A.C.**: responsible for the CNG compression service for the passenger transportation units in the COSAC-North Zone system.

**PGN Sur S.A.C.**: responsible for the CNG compression service for the passenger transportation units in the COSAC-South Zone system.

**Organización Terpel Corporation S.A.C.**: financial services, excluding insurance and pensions.

In 2024, our total sales volume was 110 million gallons, with an EBITDA<sup>55</sup> of COP 201,898 million, and net earnings of COP 108,187 million.

During 2024, we made purchases from a total of 1,390 suppliers.

201-1 ▶

## We create and distribute value

(Figures in COP millions)<sup>56</sup>

**2,166,087.1**  
Economic  
value created  
(EVC)

**2,166,192**  
Economic value  
distributed (EVD)

1,783,506.3  
Payments to suppliers

238,611.05  
Operating costs

76,432.2  
Salaries and benefits

59,755.4  
Payments to governments

7,839.5  
Payments to shareholders<sup>57</sup>

**-105**  
Economic  
value retained  
(EVR) (EVG-  
EVD=EVR)

**473**  
Investment in the  
community

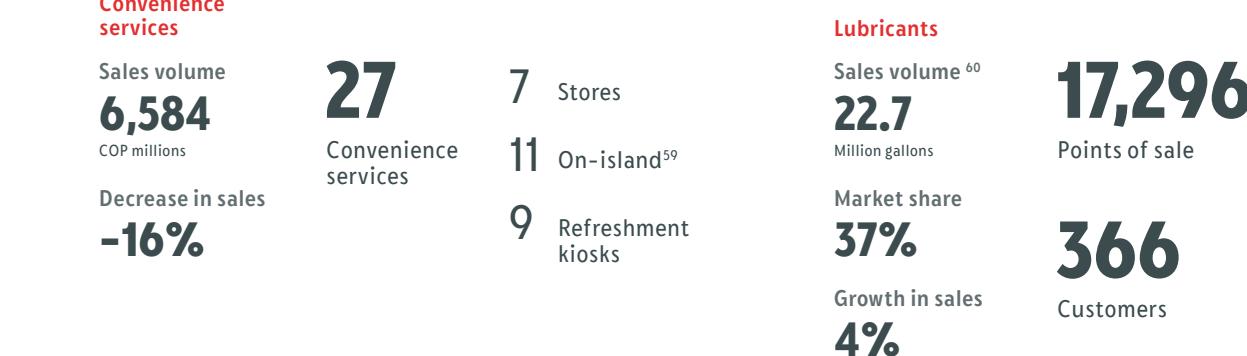
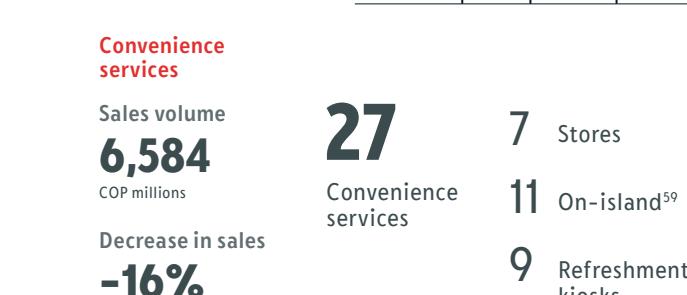
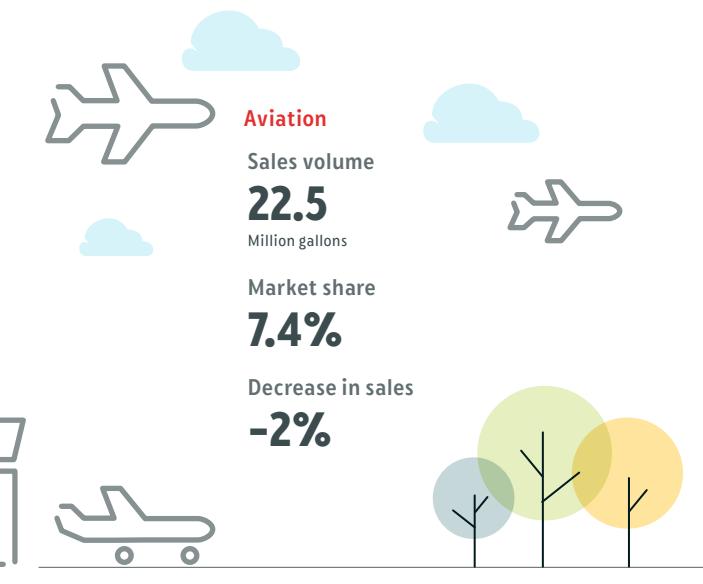
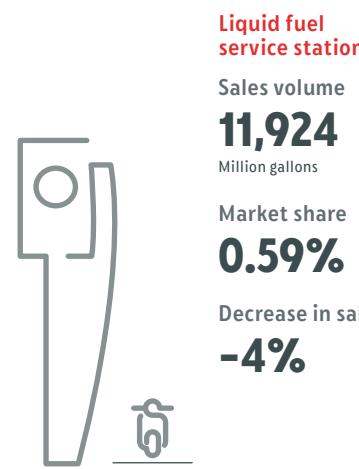
<sup>54</sup> The information reported for Peru is only for Terpel Comercial Perú, Terpel Aviación Perú, and Terpel Perú.

<sup>55</sup> 2023 figures include IFRS15 effect.

<sup>56</sup> Corresponds to the information reported in the financial statements (P&L).

<sup>57</sup> Corresponds to financial expenses.

## Our business lines



**50+**  
Customers

<sup>58</sup> Includes 2 service stations not in operation.

<sup>59</sup> Services on the pump islands of service stations.

<sup>60</sup> Includes exports to Ecuador.

## Main initiatives:

### Terpel Perú S.A.C.:

- We achieved sales at stations of 34<sup>61</sup> million gallons, maintaining the volume achieved the previous year.
- We expanded our portfolio of fuel suppliers to ensure product sustainability and broaden our coverage of new terminals in the country.
- We had 4% growth in liquid fuel sales, comparing the same set of stations year-over-year.
- In our PGN Norte and PGN Sur subsidiaries, we achieved zero accidents in 2024, highlighting the quality standards met throughout the year in servicing and refueling COSAC buses with natural gas.
- We redesigned and consolidated our network of lubricant distributors, resulting in a 10% increase in sales through this channel and a remarkable 28% increase in the Lima region.
- Sales of our motorcycle lubricants line increased by 21%, bringing our market share to 20%. This growth placed us firmly in second place (12%) in the sector and brought us closer to the market leader, which has a 30% share.
- We implemented an in-line blending (ILB) system at our lubricants plant, increasing our production capacity to 1 million barrels per month.

## Terpel Peru Team

### Employees by gender



Our employees are 51.3% male and 48.6% female, which is close to gender parity. In terms of age, 30.9% of our employees are under 30 years old, 36.8% are between 30 and 40 years old, 21.1% are between 41 and 50 years old, and the remaining 10% are between 50 and 70 years old.



Our employee turnover rate was

**71.3%<sup>62</sup>**

### The work environment:

- We updated key policies and guidelines to strengthen personnel administration and the framework for employee management:
  - Salary and Personnel Administration Policies
  - Guidelines for Vacations, Transfer of Employees outside of Lima, and Teleworking.
  - Internal Work Regulations
- We developed and implemented several initiatives focused on communication, recognition, and wellness and health, including the following highlights:
  - We launched the **Super T Awards** program in Peru, where we presented 60 everyday awards and 52 extraordinary awards.
- We ended the year with a Christmas breakfast with a taste of Colombia, led by the General Manager and the CFO, who shared their knowledge of typical Colombian gastronomy.
- In terms of training and development, our main objective was to develop the skills and competencies of our employees. An example of this was the improved Ubits platform with better access to more training content.
- Change Management: We continued to align our people with the strategic goals set by headquarters and the 2025 MEGA.
- We conducted the 2024 Work Climate Survey and achieved a score of 76.3, an improvement from 71.5 in 2022.

We provided 10,548 hours of education and training with an investment of COP 754 million.<sup>63</sup>

## Environmental management

- We kicked off our "Month of Movement" campaign, which issued a call to action focused on our commitment to a more sustainable future. On three key dates, we mobilized our people and our resources to make a significant impact on our communities and on the environment.

The phrase "Get Moving" was an expression of our belief that each of us can make a difference, in everything from our individual actions to our collective efforts as a company. Together, we worked with a clear purpose and made a positive impact in three key areas:

- **Movement + Green:** We donated more than 100 plants to the La Molina Ecological Park, promoting the reforestation and development of the natural environment.
- **Movement + Eco:** We recycled more than 200 pieces of sportswear, which were donated to the NGOs Caminando Juntos and Circulapp, promoting the circular economy and social responsibility.
- **Movement + Clean:** We removed more than 450 kg of garbage during the Morro Solar cleanup, contributing to the preservation of our public spaces.

<sup>61</sup> Does not include the volume of independent and industry service stations.

<sup>62</sup> Includes promoters at service station.

<sup>63</sup> Value in dollars: USD 172,042. Average exchange rate at the end of December 2024.

**Notable results:**

- More than 1,800 km walked by participants.
- Participation of more than 270 people.
- Total reach of 1,447,167 people, with 75,000 views on social media.
- Impact on 49,000 new digital users.



Total energy consumption:  
**50,324.2 GJ**



Waste generated:  
**691.5 (t)**  
Hazardous:  
**384.7**  
Non-hazardous:  
**306.7**



Water consumption:  
**35,231 m³**



Carbon footprint:  
**1,472 tCO₂e**

## Social Management

Over the course of the year, we developed three corporate volunteering opportunities focused on supporting education and improving the environment in the community of Callao.

- One of the most noteworthy initiatives was the volunteer program "Literacy and Reading Comprehension," developed in collaboration with the NGO Despega. This program addresses the challenge of the low reading comprehension rate among schoolchildren in Peru, which impacts students at the María Reiche primary school in the Callao district. The program focused on improving the reading and writing skills of students in grades 2 to 4 using educational workshops and innovative methodologies such as DIME and flipped classroom, facilitated by teachers and volunteers. This approach has strengthened the communication skills of the students.

- The goal of this first volunteer program in 2024 was to improve academic performance and reduce gaps in the area of language. The results were encouraging: 100% of participants were motivated by the sessions, and 98% said the classes helped them improve their reading and writing skills.
- A total of 15 volunteers, representing 6.5% of our workforce, participated in this initiative, which benefited 20 students from the María Reiche School. The volunteers dedicated an average of 15.1 hours to the program, which ran for eight weeks.

- The second volunteer initiative, "Future Leaders," targeting outstanding students from grades 1 to 6, had the goal of improving English language skills and developing basic soft skills such as effective communication, teamwork, and leadership through educational workshops. The results reflect the program's positive impact: 100% of the students said that the classes increased their interest in English, while 90% felt that the workshops helped improve their soft skills.

- A total of 32 beneficiaries participated, and 11 volunteers, representing 4.78% of the workforce, dedicated an average of 11.6 hours to the 8-week initiative.

- The third volunteer event was in response to the need for green spaces in the industrial zone of Callao. Terpel, in collaboration with the Municipality of Callao, organized a Volunteer Day on December 5, 2024. During this activity, a group of 26 volunteers from Terpel, together with two contractors, planted 20 Meijó trees, laid 165 m<sup>2</sup> of grass, and placed 17 Duranta plants and 26 Tecoma plants in cement planters. Each volunteer spent four hours on the project, making a significant contribution to improving the environment and quality of life in the community.

The total social investment in local currency was COP 59,675 million.<sup>64</sup>

# ECUADOR



## Ecuador

Terpel has four strategic business lines in Ecuador: Liquid fuel service stations, fuels for Industry, lubricant distribution, and convenience services. This diversification allows us to meet the diverse needs of our customers and contribute to the sustainable development of the country. Our constant commitment to quality, safety, and service positions us as a strategic ally in the Ecuadorian market.

In Ecuador, we operate through three subsidiaries that support our operations:

**Terpel Comercial Ecuador Cía. Ltda.:** sale and distribution of liquid fuels, including gasoline, diesel, fuel oil, residuals, and liquified petroleum gas.

**Adesgae Cía. Ltda. Ecuador:** purchase, sale, distribution, and marketing of fuels and lubricants, and management and operation of service stations and convenience stores.

**Terpel Lubricantes Ecuador S.A.S.:** sale and distribution of greases, lubricants, and oils.

We have a network of 110 service stations (liquid fuel and two EV charging points) that serve our customers across the country, of which 69 are affiliates and 41 are Terpel-owned. This infrastructure allows us to offer an efficient, high-quality service, consolidating our presence in the Ecuadorian market. In addition, we have 14 convenience stores that complement our offer and allow us to provide a differentiated service to our customers and consumers.

In 2024, our sales volume was 318.7 million gallons, with EBITDA<sup>65</sup> of COP 33,992 million and a net loss of COP 44,305 million.

During 2024, we made purchases from a total of 579 suppliers.

201-1 ▶

## We create and distribute value

(Figures in COP millions)<sup>66</sup>

**2,827,989.6**  
Economic value  
created (EVC)

**2,724,560**  
Economic value  
distributed (EVD)

2,588,112.7  
Payments to suppliers

77,872  
Operating costs

35,663.7  
Salaries and benefits

13,861  
Payments to shareholders<sup>67</sup>  
9,050.5  
Payments to governments

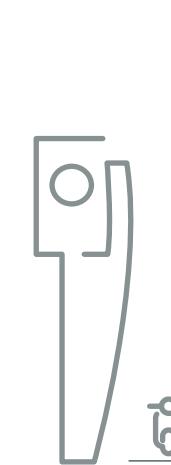
**103,429.5**  
Economic  
value retained  
(EVR) (EVG-  
EVD=EVR)

<sup>65</sup> 2023 figures include IFRS15 effect

<sup>66</sup> These figures include the results of Terpel Lubricantes Ecuador and Terpel Comercial Ecuador. They do not tally with the financial statements because Terpel Comercial Ecuador is presented in the financial statements as an asset held for sale.

<sup>67</sup> Corresponds to financial expenses.

## Our business lines



## Liquid fuel service stations

## Sales volume

**240,911**  
Million gallons

Market share  
**10.3%**

Growth in sales  
**3%**

**109** Stations

**68** Affiliates  
41 Terpel-owned



## LPG

## Sales volume

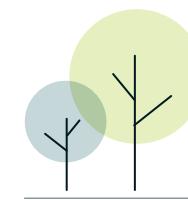
**5,920**  
Million gallons

Market share  
**24.8%**

Growth in sales  
**82%**

**3**

LPG fueling stations



**2** Charging points



## Industry

## Sales volume

**77.9**  
Million gallons

Market share  
**12.9%**

Decrease in sales  
**-24%**

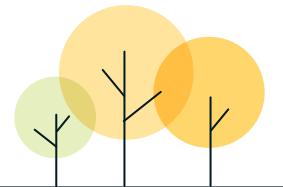
**120** Customers



## Convenience services

Sales volume  
**26.9**  
COP millions

**14** Stores



## Lubricants

Sales volume <sup>68</sup>  
**3.9**  
Million gallons

**5,780<sup>69</sup>**  
Points of sale

**167**

Customers



Market share  
**14%**

Decrease in sales  
**-4%**

10% growth in dollars

Market share  
**11.4%**

Growth in sales  
**22%**

<sup>68</sup> In barrels: 94,749 Bbl.

<sup>69</sup> Points of sale for Mobil brand lubricants only.

**Main initiatives:**

- ▶ We successfully introduced S&OP (Sales & Operations Planning) and S&OE (Sales & Operations Execution) methodologies through our Academy. This training program involved commercial, finance, supply, and distributor teams and fostered a culture of collaboration and efficiency.
- ▶ In 2024, we achieved annual lubricant sales of 94,000 barrels, surpassing our previous record of 81,000 barrels in 2022. This milestone was achieved in the context of seven years of operations with Terpel and more than 16 years of Mobil brand presence in Ecuador. We also maintained our leadership in the lubricants category for the third year in a row, with 12% for the Mobil brand and 2% for CAT, for a total of 14%.
- ▶ The market share of the automotive segment grew from 10.1% to 10.3%. Our convenience stores also saw an 11% increase in sales, thus consolidating our presence in the market.
- ▶ We implemented the "Pits" program, which recognizes the achievement of goals and trains our employees in customer service. We also launched the "Altoque Creators" brand ambassador program for our 12 Altoque convenience stores.
- ▶ Finally, we continued to implement policies and tools to comply with personal data privacy regulations. Our goal is to protect the information of our partners, allies, customers, and everyone who interacts with Terpel.

## Terpel Ecuador Team

**Employees by gender****209****359****568**

The majority of our team, 58.6%, is under the age of 30. The next largest age group is 30 to 40 years old, representing 29.2% of the total. The remaining 12% are between the ages of 41 and 70.



Our employee turnover rate was

**22.9%****The work environment:**

- We evaluated the working environment and obtained a score of 81%, which indicates a solid and committed environment. Although this result is slightly lower than the 84.5% achieved in 2022, any result above 75% is considered a good working environment. Participation in the survey increased, totaling 98% in 2024, and this demonstrates a high level of interest and commitment from our employees to the process.
- We focused our training programs on:
  - Leadership School
  - Fuel procedures for our service station employees
  - Change management workshop for administrative leaders
- We invested COP54.2 million<sup>70</sup> in 376 hours of training for our team.

## Environmental and social management

- This year, volunteers from Terpel Ecuador joined *The Social Project* for the first mangrove cleanup day in Punta de Piedra as part of the *Guardians of the Mangrove* initiative. Over the course of eight hours of work, we collected 374 kg of recyclable material, which was delivered to the residents of the community, giving them the opportunity to generate additional income through its sale. We also delivered school supplies, non-perishable food, and basic necessities, as well as five computers and one printer to set up the school's computer center.
- As part of our commitment to the environment, 40 Terpel employees participated in the Ballenita beach clean-up day. This *Guardians of the Sea* activity, part of our sustainability strategy, resulted in the collection of 138 kg of waste, mainly plastic, which is harmful to Ecuador's coastlines. This initiative had the goal of not only restoring the natural environment, but also raising awareness of the importance of preserving our resources.
- Through the *Aqua School Bus* project, Terpel Ecuador supported the transportation of 40 children to school in Punta de Piedra by donating 180 gallons of fuel every month. This reduced transportation costs for families from USD 2 to USD 0.50, facilitating access to education and contributing to the overall development of the community. As part of our mission and commitment as a Country Partner, we recognize that education is a fundamental pillar of social progress. For this reason, we are committed to supporting initiatives that improve the quality of life of Ecuadorians and to expanding the impact of our projects to benefit a greater number of people.

Our corporate volunteering activities have involved our employees in cleaning up mangroves and beaches and properly managing waste, reflecting our commitment to the environment and reinforcing the understanding and link between social and environmental actions as part of our commitment to sustainability.

- In other social actions, we supported the Youth Against Cancer Foundation race, which raises funds for young people with cancer. We were able to have a positive impact on 1,200 people.

The total social investment in 2024 in local currency was COP53 million<sup>71</sup>.

In the area of the environment



Total energy consumption:  
**970.5 GJ**



Waste generated:  
**4.3 (t)**

Hazardous:  
**3.3 t**  
Non-hazardous:  
**0.96 t**



Water consumption:  
**62,927m<sup>3</sup>**



Carbon footprint:  
**1,449.4 tCO<sub>2</sub>e**



# THE DOMINICAN REPUBLIC

The logo for Terpel, featuring a stylized 'O' shape followed by the word 'terpel' in a lowercase, sans-serif font.



## Dominican Republic

Our operation in the Dominican Republic concentrates on the storage, distribution, and sale of aviation fuels. We strive to provide high quality services in the aviation sector, ensuring the quality and availability of fuel and its efficient supply to meet the needs of our customers in the region.

We operate under the corporate name of Terpel República Dominicana S.A.S.: the subsidiary responsible for selling, supplying, and managing the aviation fuel operations.

In 2024, our total sales volume was 64.9 million gallons, with an EBITDA<sup>72</sup> of COP 25,088 million, and net earnings of COP 12,136 million.

During 2024 we made purchases from 170 suppliers.

201-1 ▶

### We create and distribute value

(Figures in COP millions)<sup>73</sup>

**901,321.4**

Economic value created (EVC)<sup>74</sup>

**883,448**

Economic value distributed (EVD)<sup>75</sup>

801,742.6

Payments to suppliers<sup>76</sup>

**17,873.8**

Economic value retained (EVR) (EVG-EVD=EVR)

67,300.9

Operating costs<sup>77</sup>

9,134.3

Salaries and benefits

5,252.1

Payments to governments<sup>78</sup>

17.5  
Payments to shareholders

72 2023 figures include IFRS15 effect

73 Corresponds to the information reported in the financial statements (P&L).

74 Corresponds to the organization's income.

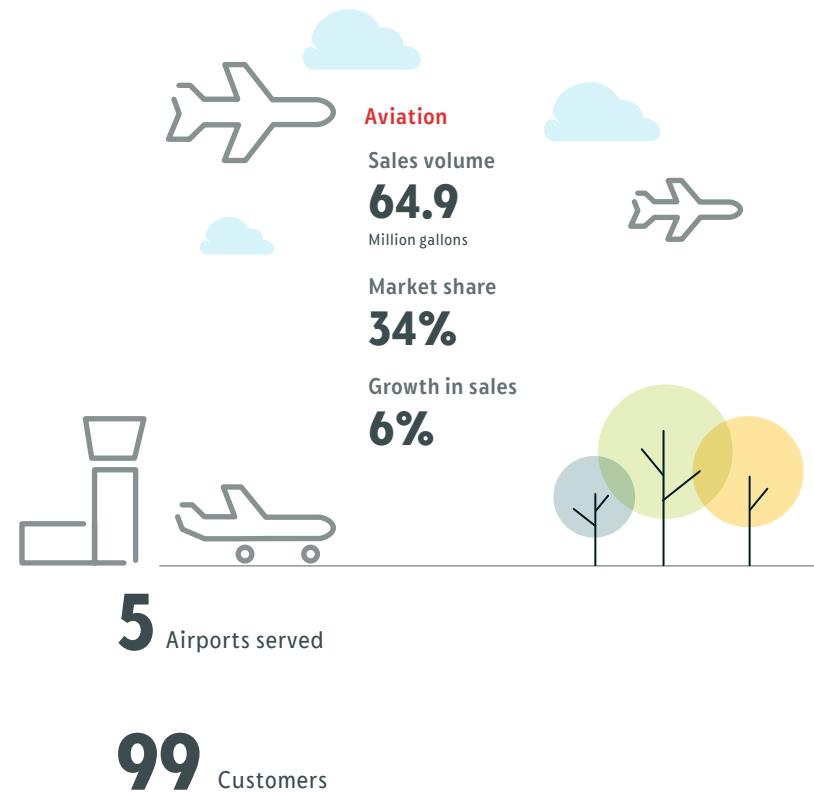
75 Includes payments to suppliers, employee salaries and benefits, payments to the government, and community benefits.

76 Corresponds to costs.

77 Includes fees, insurance, rent, services, marketing, maintenance, travel, depreciation, and amortization.

78 Corresponds to P&L tax expenses excluding deferred taxes.

## Our business lines



## Main initiatives:

- ▶ We held a graduation from the Terpel Aviation Fuel School (ECAT) for our customers. The program is designed to share best practices in the safe handling of aviation fuel with our customers and stakeholders, including key organizations such as IDAC and AERODOM. With 62 industry professionals participating, this initiative is an invaluable platform for sharing knowledge and promoting optimal industry standards.
- ▶ We introduced the use of electric carts for aircraft refueling, which included the purchase and commissioning of solar-powered carts. The goal of this initiative is to make it easier to refuel vehicles on the ramp, eliminating the need to drive to the facility. This will not only improve operational efficiency but also help reduce the carbon footprint of our operations.

## Terpel Team Dominican Republic

## Employees by gender



**The work environment:**

- Reflecting significant progress in our organizational culture, the percentage of employees participating in the organizational climate survey increased in 2024. Our goal for the survey was to maintain levels of employee satisfaction and engagement, and we were pleased to see that the results exceeded our expectations, revealing a collective commitment and a more positive work environment. A total of 67 employees from all areas of the company participated in the survey.
- We improved the efficiency of our operations and minimized the associated risks. We were able to reduce the number of adverse events by applying safety principles, including regular contact and informational meetings. We also conducted thorough investigations of accidents and near misses, which allowed us to learn from each situation and prevent their recurrence in the future. We actively involved all personnel in the organization and at our contractors, with a total of 85 participants.

## Environmental and social management

During 2024, we engaged in several reforestation and environmental education initiatives in partnership with AERODOM, with a focus on preserving local ecosystems and promoting community participation.

- We worked with volunteers to plant more than 900 trees in the Ozama wetlands. And we planted fruit trees, especially sea grapes, at the AILA plant, strengthening the region's biodiversity.
- We reforested a mangrove forest and raised awareness about the importance of marine ecosystems. We also organized an interactive lecture on the marine resources of Boca Chica, complemented by a clean-up of the mangrove forest on the island of La Matica.

These initiatives not only helped restore the natural environment but also promoted nature-based learning among participants. Volunteers made up 27% of the total workforce, with an average of six hours of work per volunteer.

We invested more than COP 128.1 million<sup>79</sup> in training and education programs in 2024, with 78 employees participating in 6,574 hours of training.



Total energy consumption:

**4,571 GJ**



Waste generated:

**432 (t)**



Hazardous:  
**412.8 t**  
Non-hazardous:  
**19.1 t**



Water consumption:  
**1,030 m<sup>3</sup>**<sup>80</sup>



Carbon footprint:  
**5,593.5 tCO<sub>2</sub>e**

<sup>79</sup> Amount in dollars: USD 29,000.

<sup>80</sup> Coming directly from the city water supply to the airport.

# PANAMÁ



## Panama

Our operation in Panama focuses on 6 lines of business: Service Stations, Convenience Services, Lubricants, Industry Fuels, Aviation Fuels, and Marine Fuels. Each of these segments is fundamental to our commitment to excellence and to meeting mobility, fuel supply, and energy needs in all the regions where we operate, from Darien to Chiriquí.

We have five affiliated companies and subsidiaries that support our mission:

**Petrolera Nacional S.A.:** wholesale purchase, sale, and distribution of petroleum products, including fuels, lubricants, and additives. It is also involved in the procurement and supply of fuels for the industrial, aviation, and marine sectors.

### Transmarine Transportation & Barging

**Corporation:** procurement and supply of fuels and derivatives for the marine sector. It is important to note that, following the sale of the barge in 2011, this subsidiary has not recorded any transactions since 2012.

**Vonport Corp (Panama):** currently inactive, this company owns 100% of the shares of Operaciones y Servicios de Combustible, S.A.S. Masser, S.A.S.

**Orlyn S.A. (Panama):** specialized in the purchase and retail sale of Terpel brand fuels and lubricants and complementary products, including dry goods and food.

### Energías Renovables S.A. (formerly Fuel

**Petroleum Service S.A. (Panama):** generation of electricity for own consumption and sale of excess production.

In 2024, our total sales volume was 259.4 million gallons, with an EBITDA<sup>81</sup> of COP 246,457 million, and net earnings of COP 47,885 million.

During 2024 we made purchases from 1,788 suppliers.

201-1 ▶

## We create and distribute value

(Figures in COP millions)

**3,481,790.7**

Economic value created (EVC)

**3,401,922**

Economic value distributed (EVD)

2,946,962.6  
Payments to suppliers

245,617  
Operating costs

115,571  
Salaries and benefits

52,860.6  
Payments to shareholders<sup>82</sup>

38,735  
Payments to governments

2.176  
Investment in the community

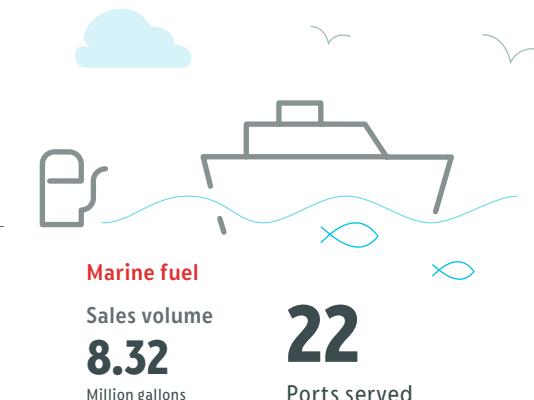
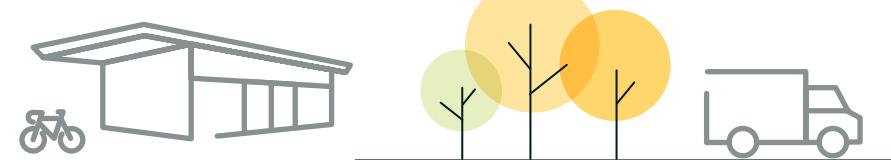
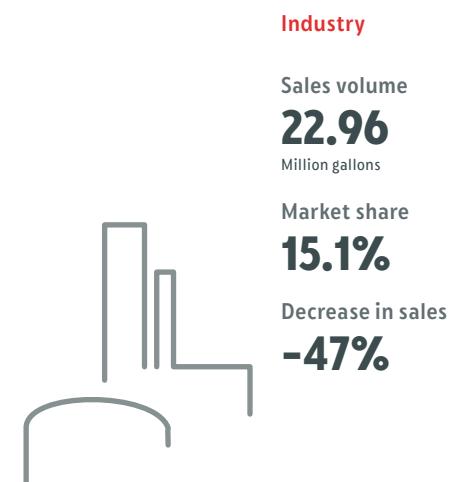
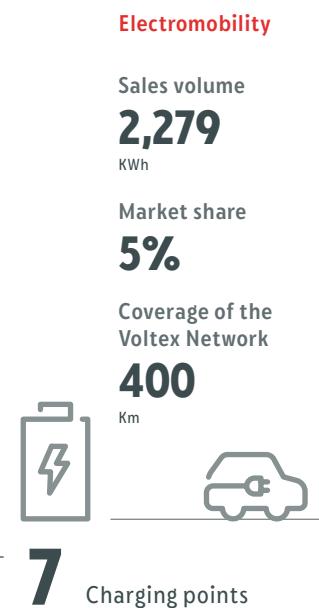
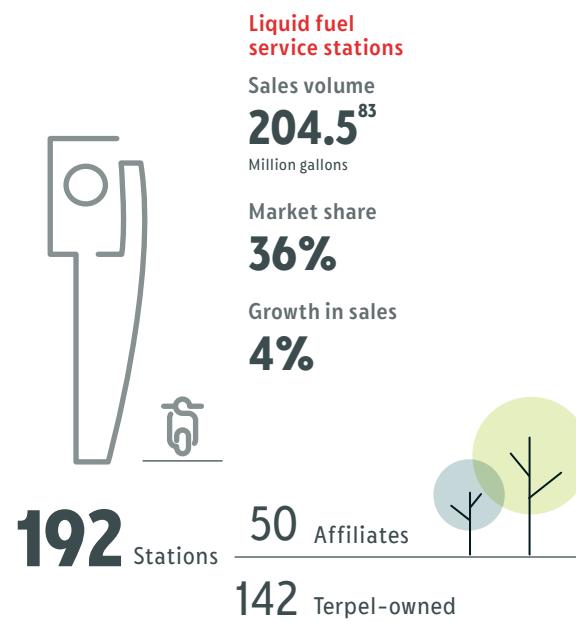
**79,868.2**

Economic value retained (EVR) (EVG-EVD=EVR)

81 2023 figures include IFRS15 effect

82 Corresponds to financial expenses.

## Our business lines



<sup>83</sup> Include volume of affiliated and independent stations.

## Main initiatives:

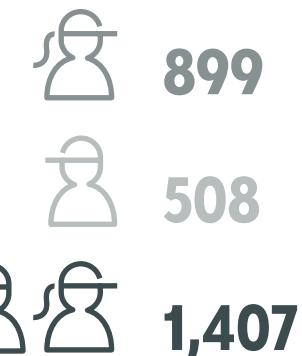
- ▶ We added seven service stations to the Nighttime Unloading program, which is designed to ensure that stations are operational during the busiest times of the day. We also added three stations to the Full Service program, bringing the total number of participating stations to 78.
- ▶ Expansion consisted of the opening of 17 new service stations and two convenience stores, bringing our total to 191 and 64, respectively.
- ▶ We implemented the Fleet Control chip service at 30 stations with full service islands, as part of the value added service offered to our corporate customers who require this type of solution. In addition, we enabled the Fleet-Control Chip service at 10 stations with high-flow islands, reinforcing our commitment to the specific needs of these customers.
- ▶ During 2024, we implemented a fleet and inventory control system for customers with on-site fueling stations to optimize dispatch management and provide real-time information. We installed 7 fleet and inventory control systems for fixed location industrial customers, making significant progress modernizing their operations. This led to remarkable results, including attracting new customers who value our technology and renewing supply contracts with existing customers.
- ▶ In 2024, the Merco Corporate Reputation Business Monitor ranked us among the top companies for reputation, ESG responsibility, and talent retention, with the following results:
  - We ranked 15th in the Merco Companies ranking of the top 100 most reputable companies in the country.
  - We were ranked 17th among the 100 companies with the best ESG (environmental, social, and governance) practices in the Merco ESG Responsibility ranking.
  - We were ranked 22nd among the 100 companies with the best talent retention and loyalty practices in the Merco Talent ranking.
- ▶ We were recognized by the Vida y Éxito magazine for our commitment to sustainability and the implementation of ESG (environmental, social and corporate governance) criteria in our operations. We were the only company in the fuel sector in Panama to receive this recognition.
- ▶ We formed a strategic alliance with TotalEnergies, an energy company well-known worldwide, which strengthens our portfolio of lubricant products and reflects our ongoing commitment to innovation and service excellence.
- ▶ We provided affiliates with access to a variety of technology platforms to help them optimize the efficiency of their operations. These platforms include Cotalker, a maintenance tool that allows affiliates to quickly submit their reports and receive timely attention. It also makes it possible to track each report, attach photographic evidence, and receive approval for work done at the station.

Affiliates also gained access to the supplier platform, which allows them to upload invoices for Terpel and monitor payment status. These initiatives strengthen communication and improve the management of operations at our service stations.

- ▶ We created the Ethics Committee, the highest body for managing ethical issues in the company, whose purpose is to ensure the application of policies and guidelines related to the Code of Conduct and respect for the company's principles and values.
- ▶ Reaffirming our commitment as a Country Partner, our volunteer work benefited 3,856 people in the country. The Terpel Panama Foundation's educational quality programs led initiatives in seven of the country's ten provinces, including two indigenous territories, reaching more than 7,000 students in 59 schools with our programs.
- ▶ In line with our commitment to the development and progress of the country, our Terpel Panama Foundation joined the Panamanian Chamber of Social Development (Capadeso), an association of the most important social development foundations in Panama.

## Terpel Panama Team

### Employees by gender



Our turnover rate was



### The work environment:

- Recognizing that leadership is a fundamental pillar of our strategy, we launched the first session of Terpel University for Leaders. Over a period of seven months, we trained more than 150 leaders from our operations across the country. We provided them with tools to strengthen the ten characteristics of the Terpel leader, to inspire with the best energy, to communicate our values, and to develop

high-performance teams, all focused on the successful implementation of our competitive strategy based on empathetic, inclusive, and people-centered leadership.

- With the goal of fostering more inclusive, caring, and empathetic leadership, more than 100 administrative employees participated in Transformation Tables. Using John C. Maxwell's methodology for teaching values and self-leadership, we organized weekly meetings for two and a half months in groups of three to four people from different levels of authority and management. Managers and directors acted as facilitators, promoting closer relationships and integration between areas, as well as strengthening our organizational culture based on corporate values.
- Three employees in senior management positions participated in Colombia's Terpel School of Leadership. For three months, we worked to reinforce the ten characteristics of the Terpel leader through weekly two-hour sessions, developing their leadership skills and ability to inspire their teams.
- We supported internal growth through the Leadership Program for New Leaders, designed for employees who have recently taken on leadership responsibilities. We provided tools for managing teams and promoting respect, trust, and honesty. Nine participants took part in this program, which included practical content such as the climate survey and the performance evaluation, developed using the Ubits platform and company materials.

We provided training for 98% of our employees with an investment of COP 1,551 million.<sup>85</sup>

## Environmental management

- We are proud to announce that we have exceeded our expectations, avoiding more than 13 t of CO2 emissions this year – a significant step in reducing our carbon footprint.
- As part of our sustainable management model, we implemented the ReciclaT environmental sustainability program to raise awareness and promote best practices in favor of the correct final destination of single-use products. Consumers and employees at our stations and convenience stores participated in the program.
- We quantify all recycled material to measure the amount of CO2 emissions avoided and the number of trees preserved. The material is then donated to the Remar Foundation to support drug rehabilitation programs, in line with the SDGs and in partnership with the Panamanian organization Bliss Panamá.
- In 2024, we installed eight ReciclaT plastic wood recycling containers at eight stations (seven Terpel-owned and one affiliate). This was in addition to the existing container at our head office in Panama City. Under a circular economy approach, the ReciclaT program in 2024 avoided 15 t of CO2 emissions, recycled 21 t of single-use materials, and preserved 170 trees.



Total energy consumption:  
**8,328.9 GJ**



Waste generated:  
**432 (t)**

Hazardous:  
**412.8 t**  
Non-hazardous:  
**19.1 t**



Water consumption:  
**330,227 m³**



Carbon footprint:  
**5,593.5 tCO₂e**

<sup>85</sup> Amount in USD 353,665

<sup>86</sup> Amount in USD 487,894.

## Social Management

In 2024, we made a total social investment of COP 2,143 million in social programs, which was allocated to various initiatives focused on education, community infrastructure, health, inclusion, community relations, and humanitarian assistance, as outlined below:

- Through the Terpel Panama Foundation, we achieved the following results in our educational programs:
  - Design for Change®: 248 students participated with 24 registered projects.
  - Adventure with Letters: As part of our commitment to promoting reading, we created three libraries in the provinces of Chiriquí and Colón and in the Ngäbe Bugle indigenous region.



- Interactive Classrooms: Reaffirming our commitment to closing the digital divide in vulnerable areas, three new interactive classrooms were opened in the provinces of Chiriquí, Colón, and the Ngäbe Buglé indigenous region.
- My Future Now!: We launched the pilot implementation of the program in Panama, in the province of West Panama, providing advanced technical education opportunities for our service station and convenience store team.

The sum of all the efforts of the Terpel Panama Foundation has allowed us to develop programs

in seven of the ten provinces of the country - including two indigenous territories -- with a positive impact on more than 7,000 students in 59 schools.

- In the area of Community Infrastructure, we made an impact by improving and redesigning green spaces and schools, and providing furniture for three schools in Chiriquí, Colón, and the Ngäbe Buglé region, benefiting more than 3,000 people.
- In the area of health, we promoted voluntary blood donation through our Dona x Dona Va&Ven volunteers, benefiting 48 patients from the Children's Hospital, Santo Tomás Hospital, and

the National Oncology Institute. Our ConectaT volunteers provided emotional support to 17 elderly people at the Red Cross Home for the Elderly in Panama City.

- In partnership with the Development Bank of Latin America and the Caribbean, CAF, we participated in two powerful inclusion initiatives in 2024. First, we participated in "Together We Go Further: Empowerment of Rural Women" as part of the Sustainable Darien project, supporting processes for women's leadership and empowerment in this area of the country. And in the province of Colón, we participated in the "A Backpack of Opportunities" campaign to provide backpacks and tablets to vulnerable children.

- Our belief that education is the key to a more just and inclusive society led our Va&Ven stores and volunteers to partner with the Museum of Contemporary Art of Panama in the Panama es Nuestra volunteer program. They helped 116 underprivileged children from Panama City learn about art history and enjoy delicious Va&Ven food.
- We also partnered with Sinaproc and the Office of the First Lady of the Nation to donate food and water to victims of heavy rains in the provinces of Panama and Chiriquí.

# Evolution in the business plan

## Terpel Investment Plan 2025

Terpel develops investment plans for the upcoming year and management builds business cases for the next 5 years.

We have developed a comprehensive investment plan for 2025 that focuses on expanding and modernizing our operations in several key areas: fuels, infrastructure, technology, and mobility.

Details of the consolidated investment plans by regional subsidiary are presented below.

### Colombia

For liquid fuel stations, we plan to renew affiliate contracts and open new stations. As for CNG stations, we are planning our green corridor program, strengthening the national energy network, as well as upgrading equipment and conversions. At the same time, we will be opening new LPG stations and, in the Industry business, we will allocate resources to infrastructure and regulatory projects for various customers, as well as to investments in the agro-industrial and construction sectors.

With regard to the Aviation business, we will continue with major and minor adjustments to infrastructure and tank maintenance, as well as airport upgrades and the purchase and maintenance of refuellers, in order to optimize efficiency and meet environmental requirements.

In Convenience Services, we will continue our strategy to build the largest convenience store network in the country, including new partners such as Home Burgers. We plan to open new convenience stores across the country.

In the Lubricants business, we will continue to develop and upgrade the factory, as well as new portable MasterLub modules. At fuel plants, we will continue to expand our storage capacity on the regional level to meet regulatory requirements.

With New Energies and Electromobility, we will continue to make the necessary investments to support the country's energy transition, such as investing in the installation of new charging points for electric vehicles, including strategic hubs on the highway network. We also have electric mobility projects, notably the new Gogoro fleet.

We will also continue to allocate resources across the board to improve technological infrastructure, with automation and cybersecurity projects, promoting the virtual network and data analytics. In terms of corporate Capex, we will allocate resources to automating internal processes and renovating infrastructure to strengthen resource management and improve operational efficiency.



## Panama

In 2025, our footprint will continue to grow in Panama with a strategic investment focused on expanding and modernizing our operations. We plan to open new points of sale, consolidating our commitment to customer service and accessibility, as well as strengthening relationships with affiliated customers. And we will allocate key resources to electric mobility, promoting the transition to cleaner energy.

We will also continue to develop strategic projects such as equipment with advanced technology and chip control systems for more efficient fleet management.

Convenience Services, with the opening of new points of sale and the nationwide expansion of the Sbarro network, will also be an important pillar of expansion. In addition, we will continue to remodel and rebrand Va&Ven projects, aligning innovation with the customer experience.

## Peru

In Peru, our investments will be strategically distributed in key areas to strengthen our infrastructure, improve our operations, and advance sustainability. At the lubricants plant, we will invest resources in significant improvements such as tank construction and plant remodels that will increase production capacity and operational efficiency.

At the same time, we will invest resources to strengthen relationships with key customers while implementing on-site laboratory equipment and automated systems to improve product quality and traceability. Finally, we will allocate Capex to other investments for technological development and transformation.

## Ecuador

Our investments will focus on the renovation of selected service stations to ensure the modernization of these facilities and improve customer experience. We will allocate resources to the maintenance of Terpel-owned service stations to ensure the excellent condition of the service station network and the continuity of services.

For convenience stores, we will invest in maintenance, which will allow us to uphold standards for operations and security in the system for managing payments and transactions.

In the Lubricants business, we will make significant investments to strengthen infrastructure and processes, optimizing product distribution and quality.

## Dominican Republic

Investments in the Aviation business will focus on improving and renovating facilities and equipment at the airports where we operate. Investments will also be made in physical security, IT, and cybersecurity.



## Litigation and judicial proceedings

As of the end of 2024, no legal or administrative proceedings had the potential to materially affect our operations and/or financial condition and/or cause changes in our financial condition. We consider as material to our operations, financial condition, and/or changes in our financial condition, litigation or judicial or administrative proceedings that exceed 5% of the liabilities account.

In order to avoid non-compliance in the provision of services and delivery of products to our customers, our commercial and operational areas develop a management approach aimed at ensuring compliance with signed contracts, with a focus on risk management, identifying and managing risks in advance of any event. In some cases, we also engage auditors who, through continuous and rigorous monitoring, guarantee the proper fulfillment of agreements signed with customers. During 2024 we did not receive or impose any significant fines or sanctions with respect to customers.

### Compliance with laws and regulations

Making sure we comply with applicable laws, regulations, and agreements, both locally and internationally, protects us from potential legal and financial contingencies and sanctions, and builds the confidence of our stakeholders. Meeting such requirements promotes Terpel's transparency, stability, and credibility in the marketplace and supports our integrity and ethics. Proper compliance can open up new business opportunities, strengthen business relationships, and cultivate an environment conducive to the sustainable growth of our organization.

#### 2.27 ▶

During the year 2024, we did not have any material noncompliance events, including environmental noncompliance events, nor did we receive any material or significant investigations from local or international authorities that resulted in fines or sanctions. We received notice, however, of the initiation of an environmental sanction proceeding, which was appealed and has not yet been resolved.

#### 4.16-2 ▶

During the year, we were not subject to any significant fines or sanctions related to the impact of our products and services on the health and safety of our customers.

#### 4.17-2 ▶

Nor were we subject to any significant fines or sanctions, citations, or violations of voluntary codes related to the labeling of our products and services in any of our businesses during 2024.

#### 4.17-3 ▶

Similarly, we were not subject to any significant fines, sanctions, warnings, or violations of voluntary codes related to marketing communications in 2024.

#### 206-1 ▶

With respect to free competition, we were not subject to any fines or sanctions for violations of regulations or voluntary codes. There is an ongoing proceeding, which began in November 2023 and is still in its early stages, that has not yet resulted in a decision or judgment in this regard.

#### 418-1 ▶

In addition, we were not involved in any breaches of our procedures or codes of conduct that resulted in loss of customer privacy, conflicts of interest, or cases of money laundering or terrorist financing.

The company monitors its regulatory strategy in accordance with the Policy on Regulations and Regulatory Changes published on the following link on the website: <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

## List of patents, trademarks, and others

During the year 2024, Organización Terpel S.A. strictly complied with the intellectual property and copyright provisions established in Colombian regulations. As a result, our trademarks are duly registered in accordance with the requirements of the law, and contracts meet the legal requirements for intellectual property.

Our risk prevention processes for this area include procedures that hold each business line responsible for identifying any need to register industrial property. Once a need is identified, the appropriate procedures are carried out with the Superintendence of Industry and Commerce (SIC). We also monitor the gazettes of the SIC's Industrial Property Office in order to file any necessary oppositions.

During the year, we also updated the registration of the Terpel Celery trademark.

In terms of industrial property, to date there are 18 industrial designs in force, and 286 registered trademarks, valid for ten years from the date of grant.

Lastly, in accordance with Law 1676 of 2013, we state for the record that at no time has company management impeded the free circulation of invoices issued by vendors or suppliers and, consequently, we have allowed their free negotiation and collection by their legitimate issuers.

# Risk Management

**Relevant or material risks to which the issuer and its subsidiaries are exposed and which may affect the development of its corporate purpose, strategy, financial position, and/or investment plan.**

Integrated risk management is a key aspect of ensuring operational continuity and sustainable value creation at Terpel. Proactively identifying, assessing, and mitigating risks allows us to operate with excellence and respond effectively to adverse scenarios that may affect our environmental, social and economic performance.

Every year, we update our corporate risk map, including a detailed analysis of the external and internal context in each country and subsidiary where we operate. This process allows us to anticipate regulatory changes, market trends, and external factors that may impact our operations.

To address these challenges, we integrate mitigation and control measures into our Risk Management System, ensuring that our strategy is aligned with international best practices and standards.

## Risk Management System

The Risk Management System encompasses all the policies, guidelines, procedures, frameworks, tools, and people that enable the organization to address risks that may affect its strategic objectives and stakeholders. Organización Terpel's Risk Management Policy, as a guiding framework, is approved by the Audit and Risk Committee and audited by an independent third-party expert. In December 2023, the most recent independent external review of the Corporate Risk Management process was conducted by Moore Assurance. It evaluated the design, implementation, and operational effectiveness of the process in the following areas: 1. Risk governance, 2. Risk ownership, and 3. Risk infrastructure and oversight.

The Risk Management System establishes a methodology with guidelines for activities to prevent threats from internal and external factors and to minimize any negative impact that could result from the materialization of the various types of risks to which the organization is exposed.

These guidelines are established by the Risk Management Department and provide the basis for the various businesses to identify, analyze, assess, and manage their risks. In addition, this methodology supports and promotes a risk management culture and is aligned with Terpel's business objectives and sustainability strategy,

all with the purpose of creating value. This approach ensures effective risk management in the organization by providing a solid structure for identifying, assessing, and mitigating potential threats.

## Risk management cycle

The Risk Management process includes the following phases:

- 1. Define the context:** analyze and understand the internal and external context of the organization that may originate threats, opportunities, weaknesses, and strengths.
- 2. Identify the risks:** work with the business units to identify risks and opportunities that could impact business objectives.
- 3. Analyze risks:** evaluate the causes and the impacts associated with the risks identified.
- 4. Evaluate risks:** classify risks based on pre-defined impact and probability criteria, and on the risk appetite established by the Board of Directors.
- 5. Risk treatment:** implement controls and mitigation strategies to address the risks identified.
- 6. Monitoring:** engage in continuous supervision through controls, action plans, and indicators to manage the evolution of risks, their treatment, and mitigation strategies.

Terpel manages strategic, operational, technological, financial, economic, political, environmental, climate (physical and transition), social, and human rights risks.

Our approach guarantees the identification, evaluation and mitigation of threats that may affect the continuity and sustainability of the business.

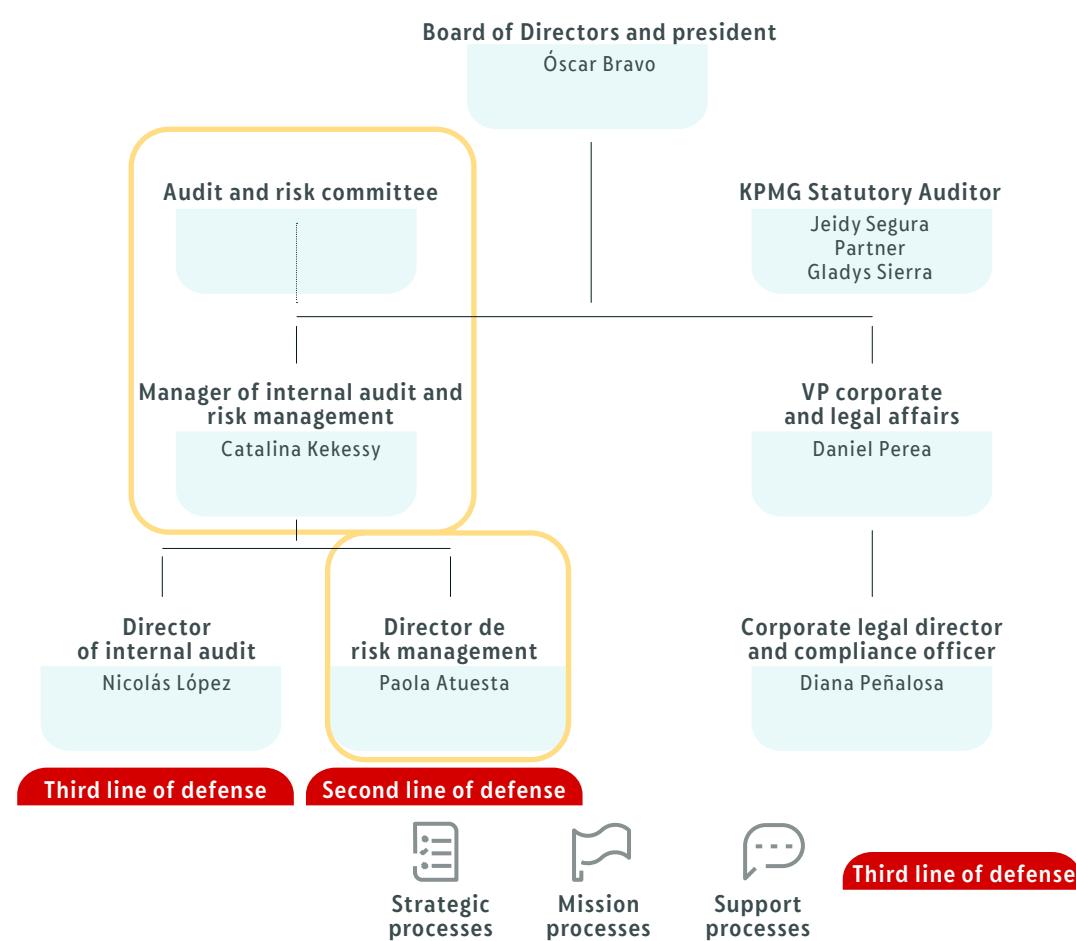
These risks are addressed under local and international regulations and frameworks such as:

- ISO 31000: 2018 – Risk management: principles and guidelines
- ISO 31010: 2009 – Risk Assessment Techniques
- ISO Guide 73 – Risk management - Vocabulary
- COSO ERM:2017 – Enterprise Risk Management
- ISO 9001:2015 – Quality Management
- Guideline for risk management and control design – public function, versions 3 and 4
- Guidelines for defining the Risk Appetite Framework (RAF) Financial Superintendence of Colombia
- TCFD - Task Force on Climate-Related Financial Disclosures.

## Risk Management Governance

At Terpel, guidelines for a proper risk prevention and management process are set forth in our Comprehensive Risk Management Policy. The guideline defines the organization's structure, roles, and responsibilities in this system, based on the three lines of defense model, as follows:

### Risk Management Organizational Chart



We have an Audit and Risk Committee as our highest governance body, whose role is to advise the Board in fulfilling its oversight responsibilities by evaluating accounting practices, liaising with the statutory auditor, and generally reviewing the company's control architecture, including review of the company's risk management system.

This committee is made up of three members of the Board of Directors, including all the independent members. The Committee is subdivided into the Audit Committee, which meets at least every three months, and the Risk Committee, which meets every six months and is chaired by an independent member of the Board.

The Audit and Risk Committee, at the highest governance level, advises the Board on the oversight and evaluation of accounting procedures, the relationship with the Statutory Auditor, and the overall review of the control architecture, including the review of the Risk Management System.

This committee is made up of three members of the Board of Directors, including all the independent members. Its structure is divided into:

- Audit Committee: Meets at least once every three months.
- Risk Committee: Meets every six months, chaired by an independent member, to analyze the management and mitigation of strategic risks.

The specific functions of this committee are documented in the organization's risk management policy and in the regulations of the Audit and Risk Committee.

We also have a Risk Department, supervised by the Board of Directors through the Audit and Risk Committee, which assists and advises the areas of the organization in identifying and managing current and future risks in all operations.

Finally, we have an Internal Audit Department, supervised by the Board of Directors through the Audit and Risk Committee, which assists and advises the areas of the organization in identifying and managing current and future risks in all operations

Risk governance	Name	Position	Reports to
The most senior person with dedicated responsibility for risk management at the operational level (non-CEO)	Paola Atuesta	Risk Director	Catalina Kekessy - Internal Audit & Risk Manager
The most senior person responsible for monitoring and reviewing risk management performance at the operational level (not the CEO)	Nicolás López	Director of Internal Audit	Catalina Kekessy - Internal Audit & Risk Manager
The most senior person responsible for monitoring and reviewing risk management performance at the operational level (not the CEO)	Catalina Kekessy	Internal Audit & Risk Manager	Óscar Bravo - President Terpel Board of Directors

## Strategic Risks

Efficient management of risks and opportunities at the strategic, tactical, and operational levels is key to the short, medium, and long-term sustainability of the business. Within this framework, when identifying strategic risks, we focus our analysis on

a detailed assessment of the critical factors that could materially affect the achievement of our business objectives. During 2024, we managed our strategic risks in line with our updated corporate map and risk appetite approved by the Audit and Risk Committee on behalf of the Board of Directors.

Risk	Description of the risk and possible impact	Risk mitigation plan	Risk	Description of the risk and possible impact	Risk mitigation plan
<b>A decrease in the income or contribution of the organization</b>	<p>Uncertainty in the global economy has been increasing due to a confluence of factors including structural changes in the wake of Covid-19, the US-China trade war, geopolitical tensions following Russia's invasion of Ukraine, the energy transition, and climate change.</p> <p>On the economic front, the IMF forecasts a decline in global economic growth from 3.0% in 2023 to 2.9% in 2024, lower than the average of 3.8% recorded between 2000 and 2019. The most pessimistic forecasts anticipate four Ds: deceleration, disinflation, debt, and deglobalization.</p> <p>Meanwhile, Colombia is facing the third year of a left-wing government, and the country's expectations are focused on whether or not progress will be made on public policy reforms in economic, social, and environmental issues, fiscal or tax reforms, as well as government actions regarding the price structure of regular and premium gasoline, which could lead to a decrease in our income. It is to be expected that these measures will impact the activities of the mining and energy sector, and it will have to adapt to regulatory changes that may run counter to its economic interests. Likewise, it is expected that the industry will have to reformulate the way it relates to outside stakeholders in order to make its operations viable.</p>	<ol style="list-style-type: none"> <li>1. Constant monitoring of market behavior and analysis of how macroeconomic changes and trends affect our customers and competitors.</li> <li>2. Continuous tracking and monitoring of regulatory compliance and new regulations that may emerge and have a relevant impact on our business units.</li> <li>3. Monthly monitoring of business unit results, and quantification of the impact on volume, P&amp;L, and cash flow.</li> <li>4. Analysis of prices in order to adjust them according to changes in costs and expenses. Analysis of changes in demand and monitoring of market prices, primarily in the Lubricants and CNG businesses.</li> <li>5. Emphasis on cost control and the pursuit of efficiencies in all core and support areas, with detailed monthly monitoring and control.</li> <li>6. Monitoring of investment projects and adjustment of plans according to cash flow analysis, prioritizing strategic projects and watching over leverage ratios monitored by risk rating agencies.</li> <li>7. Determination of portfolio recovery strategies for high-risk customers or those with older portfolios, in order to secure payment agreements and potential recoveries.</li> <li>8. Negotiation with various suppliers to provide greater flexibility in free cash flow.</li> <li>9. Strategies to improve debt profile and obtain resources at the best rates.</li> </ol>	<b>Cyber-attacks, failures in our technological infrastructure or loss of confidential information</b>	<p>Disruptions or breaches in our cybersecurity could affect or target the IT infrastructure that supports the business' core and support processes. Any cyber attack could have a material impact on our business, affecting the continuity of our operations, and our reputation and relationships with our business partners.</p> <p>Cyber risk has become a constantly evolving systemic risk for Organización Terpel. The drastic increase in remote work, greater reliance on the Internet, pressures related to the digital transformation, critical vulnerabilities in IT infrastructure, and increased state sponsorship of such attacks means our exposure to this risk is increasing.</p>	<ol style="list-style-type: none"> <li>1. A cybersecurity strategy that is aligned with changes in the organization and with its strategic objectives.</li> <li>2. Training and awareness across the organization through our Cybersecurity Culture Plan, which educates everyone from the Board and Executive Committees to the tactical and operational levels about cyber risks and our information security policy.</li> <li>3. A cybersecurity threat management strategy to monitor, identify, analyze, contain, and remediate threats.</li> <li>4. An enhanced cybersecurity risk management strategy that includes asset identification and protection, alignment with business risks, control compliance, and proactive risk treatment.</li> <li>5. Security testing to assess the responsiveness of the various areas involved in crisis management. In addition, testing of communication protocols and of the effectiveness of technical controls in the event of a potential cyber attack.</li> <li>6. A cyber insurance policy covers the costs/expenses of investigations, fines, and the general cost of recovering from an attack. Each year, we seek to improve the terms of this policy.</li> </ol>

Risk	Description of the risk and possible impact	Risk mitigation plan	Risk	Description of the risk and possible impact	Risk mitigation plan
<b>Social and political risk</b>	<p>The year 2025 is shaping up to be a complex and intense one for Latin America, in an international context characterized by great uncertainty and institutional, geopolitical, economic, and social volatility.</p> <p>The conflicts between Ukraine and Russia, Israel and Palestine, China and Taiwan, and North Korea and South Korea reflect a scenario of proxy wars that precede a reconfiguration of the world order. In this context, the interactions and strategic rivalry between the United States and China will determine the dynamics of the international system. Latin America and Colombia will be relegated to a passive role, their subordination and interdependence a result of their status as a global source of natural resources.</p>	<ol style="list-style-type: none"> <li>1. Review and update our Good Neighbor Policy, Stakeholder Engagement Protocol, and Self-Protection Policy.</li> <li>2. Documentation of these policies, and training for those positions with the greatest exposure to socio-political risk in all regional offices throughout the country.</li> <li>3. Discussions by the Public Affairs Committee with regional representatives on current issues, events that have occurred, lessons learned, and plans for improvement to strengthen the process.</li> <li>4. Continuous monitoring and analysis of the dynamics of the political-institutional, economic, social, environmental, and normative-regulatory environment.</li> <li>5. Definition and implementation of the engagement plan with priority local authorities.</li> <li>6. Creation and implementation of an awareness and communication campaign from a physical security perspective, including recommendations for self-care and reinforcement of the procedure for reporting to the competent authorities in the event of a risk materializing.</li> <li>7. Support for our employees from security specialists.</li> </ol>	<b>Interruption of the business</b>	<p>Business continuity may be affected by, among other things, political and social unrest, cyber-attacks and technological failures, pandemics and epidemics, and supply chain disruptions, including supplier bankruptcies, port closures, labor strikes, serious accidents, and explosions.</p> <p>In our case, one of the most important issues is that several of our business units may be significantly dependent on certain suppliers for raw materials and critical inputs. We could experience shortages if strategic suppliers are unable to supply fuel, biofuels, pipeline deliveries, base oils, additives, and other lubricant inputs in the quantities and with the frequency we require.</p> <p>We may also be indirectly affected by natural disasters, social factors, or other events in the supply chain.</p>	<ol style="list-style-type: none"> <li>1. Contingency and response plans in all business units for events that could affect delivery on our value promise.</li> <li>2. A manual and a senior management committee for crisis management.</li> <li>3. DRP and Emergency Response Plan.</li> <li>4. Drills and training for some of the potential disruptions.</li> <li>5. A diagnostic made to identify gaps in best practices for business continuity. And then a roadmap to work on integrating them in 2025 with the already existing plans for managing risks of business interruption, governance, BIA, DRP, emergency response plan, crisis management, contingency plans, and the plan for training/communication/testing.</li> </ol>
			<b>Supply chain dependencies and failures</b>	<p>In the framework of ESG, responsible supply chain management seeks to move beyond compliance with financial and regulatory standards to embrace sustainable and ethical business practices. By adopting these principles, companies can reduce the risks associated with social and environmental issues, improve brand reputation, strengthen supplier relationships, and contribute to long-term sustainable development.</p> <p>A responsible supply chain can thus be seen as activating a number of key company-wide sustainability goals and commitments.</p> <p>Supply chain sustainability considers not only how much products or services cost and whether third parties are reliable, but also the costs to workers, society, and the environment in terms of materials, energy, and natural resources. As the answers to these questions become clearer, the information helps supply chains become more sustainable, resilient, and reliable, protecting the company's growth, brand, and reputation in the community.</p>	<ol style="list-style-type: none"> <li>1. Plans, in those businesses where we are significantly dependent on certain suppliers, to diversify that dependence and develop other capabilities to ensure the supply of goods and services and the continuity of our operations.</li> <li>2. A review and update of sustainability recommendations that can be shared with contractors and suppliers.</li> <li>3. An analysis of critical suppliers using a risk matrix to determine their level of impact on ESG issues. The goal for 2025 is to be able to extend this risk analysis to additional suppliers.</li> <li>4. A training plan for suppliers, with the help of strategic allies, to provide them with corporate sustainability tools that will enable them to develop strategies and gain competitive advantage, while also making a contribution to society and the environment.</li> </ol>

Risk	Description of the risk and possible impact	Risk mitigation plan	Risk	Description of the risk and possible impact	Risk mitigation plan
<b>Climate change and energy transition</b>	<p>Climate change and the energy transition are on the global agenda. Continuous political and social attention on climate change has led to international agreements such as the Paris Agreement, as well as national, regional, and local regulations to limit and mitigate greenhouse gas (GHG) emissions and their impacts on the environment.</p> <p>These agreements and measures could result in future laws and regulations that increase our compliance costs and produce greater restrictions on operations. Currently, regulatory bodies such as the Financial Superintendence of Colombia and some customers already require compliance, reporting, and disclosure of information and evidence on our climate change management. Regulators could also seek to limit certain oil or gas projects or make it more difficult for us to obtain the permits required to operate.</p> <p>Climate and ESG regulation are expected to have a significant impact on the hydrocarbon industry, which would have a direct impact on our business model. Likewise, public policy decisions aimed at reducing the use of fossil fuels and promoting the energy transition may also have adverse effects on our sales volumes, revenues, and margins.</p>	<p>1. Incorporation of the climate change risk management model into our risk system, taking into account the recommendations of the TCFD framework in the areas of governance, strategy, risk management, and metrics and targets. Publication of our first report under the framework of the TCFD.</p> <p>For more details on how we manage this risk, please see the TCFD report.</p>	<b>Environmental damage / Loss of biodiversity / Inefficient use of resources</b>	<p>This is damage we could cause to the soil, air, ocean, or water sources in any region or town caused by spills, leaks, overfilling, or loss of containment of our products at any point in our value chain. These events could be caused by, among other things, poor practices by third parties at our facilities, failure by our workers to follow established procedures, lack of equipment maintenance, deficiencies in employee and third-party education and training, failures in the self-inspection culture in our operations, or infrastructure and/or fuel storage and transfer equipment failures.</p> <p>Loss of biodiversity could lead to resource scarcity and increased operating costs, as well as logistical challenges due to environmental restrictions. Similarly, impacts on areas inhabited by local communities could lead to social conflict and damage the company's reputation. We could also be exposed to regulatory changes and increased stakeholder pressure to strengthen our biodiversity risk management system, as regulatory and stakeholder expectations increase with the adoption of the TNFD framework.</p>	<p>1. An integrated management system based on the PDCA methodology to ensure the correct and timely identification and management of environmental, health, and safety risks.</p> <p>2. Continuous system monitoring and verification with an online indicator dashboard, and internal and external audits for each operation.</p> <p>3. In the event of a crisis situation, we have third-party experts at the national level to support us from a technical point of view. Development of our emergency response at a strategic level through our crisis management protocols.</p> <p>4. ISO 14000, 45000, and 9000 certifications for our environmental, OHS, and quality management systems, respectively, in Aviation, Industry, and in the factory.</p> <p>5. The study of documents and participation in events to gain a deeper understanding of the meaning of the TNFD standard.</p>

Risk	Description of the risk and possible impact	Risk mitigation plan	Risk	Description of the risk and possible impact	Risk mitigation plan
<b>Failures in the culture of ethics, transparency, and compliance</b>	<p>A culture of ethics, transparency, and compliance is extremely important, because it reflects the commitment of senior management to accept and assume it as a priority responsibility under which all employees agree to do what is right and to pursue the objectives, values, and guidelines of Organización Terpel. Our ethics culture is the first topic covered in our Code of Conduct, which must be communicated and practiced in our decisions and daily actions.</p> <p>We are also exposed to an environment of greater regulatory change due to the political and/or economic instability we are experiencing and the legislative work of the administration and other authorities. This could cause changes in laws, rules, and regulations in the areas of fuel distribution, public utilities, or financial, accounting, labor, tax, environmental, or licensing laws, among others. These changes could negatively affect the way Terpel operates if it is not able to anticipate the most relevant changes associated with key areas of its business and react in a timely manner.</p> <p>We could also be exposed to regulatory compliance risks if the areas responsible for such compliance are not quick to adapt processes and comply with the most relevant or important regulations in the areas of ML/FT, personal data protection, free competition, and others.</p> <p>If we fail to promote this culture of ethics and compliance throughout the organization, we may be exposed to fraud, corruption and bribery, non-compliance with regulations resulting in financial loss, fines, or financial and criminal penalties, and reputational damage.</p>	<ol style="list-style-type: none"> <li>1. An organization-wide training and culture plan that reaches 100% of employees, reinforcing not only our Code of Conduct, but also our values.</li> <li>2. A confidential reporting line provides channels for all employees, suppliers, contractors, shareholders, and other stakeholders to report any situation that runs counter to our values.</li> <li>3. The Ethics committee, led by the company's senior management, promotes the organization's culture of ethics.</li> <li>4. A Labor relations committee has the purpose of improving the working conditions of employees and protecting them from possible psychosocial risks that may affect their health in the course of their work.</li> <li>5. Our conflict of interest policy defines guidelines and procedures for preventing, managing, disclosing, and administering potential conflicts of interest.</li> <li>6. We have a system to prevent the risks of money laundering, terrorist financing, and corruption, based on our Know Your Customer policies.</li> <li>7. Design and implementation in 2024 of a system for the prevention and detection of corporate fraud, initially limited to the Vive Terpel loyalty program, but with a view to eventually covering the organization's key processes.</li> </ol>	<b>Inadequate anticipation of changes in market trends (customers, consumers, technology, etc.)</b>	<p>This is our ability to anticipate, understand, and adapt correctly and appropriately to changes in market and industry trends (of customers, partners, suppliers, competitors, etc.), in terms of products, technology, socio-cultural changes, the environment, and so on.</p> <p>It also refers to our ability to innovate and create value-added products and/or services in response to these new needs, allowing us to differentiate our brand and become increasingly relevant in the marketplace.</p> <p>Addressing these trends in a timely manner can even create new business opportunities in the short, medium, and long term (H1, H2 and H3).</p>	<ol style="list-style-type: none"> <li>1. The digital transformation strategy continues to generate initiatives as technologies and the businesses evolve.</li> <li>2. Definition and implementation of strategies to maximize the potential of our Loyalty Program and increase the number of loyal customers in liquid fuels, convenience stores, and CNG. This allows us to monitor information about consumer behavior to identify the life cycle they are in and develop campaigns and strategies based on that.</li> <li>3. Market research in developed countries to more concretely visualize the future and apply best practices to our operations.</li> </ol>
<b>Difficulties finding, developing, and retaining the best talent</b>				<p>Difficulties could be encountered finding specialized talent for strategic positions in the organization (for example, digital transformation processes, data analytics, robotics, and fuels and lubricants), or key people could be lost if we fail to implement a talent loyalty strategy that correctly interprets the current needs of our employees. Other difficulties could be encountered in deficiencies related to a work-life balance, flexible work schedules, equitable assignment of workloads and functions, or a companywide culture of empowerment, leadership, and innovation.</p> <p>Similarly, with generational changes, it is becoming increasingly important for people to feel that the corporate purpose is aligned with their personal purpose, strengthening their love for the brand and their sense of belonging to the organization.</p>	<ol style="list-style-type: none"> <li>1. Development of an outreach plan with the different schools in the country to create opportunities and increase our exposure, with the goal of being recognized as an employer brand in Colombia.</li> <li>2. Creation of programs to develop our talent internally through mentoring and training using the 70-20-10 methodology.</li> <li>3. A succession plan to fill critical positions in the organization that are difficult to replace.</li> <li>4. Definition of our cultural ecosystem in accordance with our goals and higher purpose, highlighting our innovation, flexibility, diversity and inclusion, and leadership programs (reinforcing the ten characteristics of a Terpel leader).</li> <li>5. Continued strengthening of our culture of feedback and recognition through training programs and performance reviews that provide formal and informal spaces to give and receive feedback and recognize employees when they excel and exemplify our values.</li> </ol>

## Emerging risks

These are external risks that may affect the organization in the medium and long term (3-5 years or more) and that may arise from new conditions or be derived from trends or changes in the environment. They are low probability, high impact risks that have the potential to significantly affect business and operations and may require the organization to adjust its strategy and/or business model.

Risk	Description of the risk and possible impact	Risk mitigation plan	Risk	Description of the risk and possible impact	Risk mitigation plan
<b>Misuse of information and disinformation</b>	<p>In an increasingly dynamic digital environment, we face the risk of misinformation and misuse of information that can impact our reputation and the trust we've built with our stakeholders. One of the most significant challenges in this regard is the impersonation of our identity by third parties seeking to deceive consumers through scams, false offers, or fraudulent communications. These types of practices affect people who fall for these deceptions, compromising both the credibility of our brand and the security and privacy of our customers' personal information.</p> <p>In addition, the dissemination of inaccurate or manipulated information about our performance, products, or operations can distort public perception and damage our reputation. In a digital environment where social media allows for the rapid dissemination of unverified information, a false or malicious message can create doubt among our partners and consumers, weakening the trust we have built over the years.</p>	<ol style="list-style-type: none"> <li>Dissemination to our stakeholders of the official channels for communication and preventive measures to avoid becoming a victim of fraud.</li> <li>The Stakeholder Engagement Protocol and Corporate Affairs Policy guide our engagement with stakeholders.</li> <li>A manual and senior management committee for crisis management.</li> <li>In the event of a crisis situation, we have third-party experts at the national level to support us from a technical point of view. At a strategic level, this support is provided through our crisis management protocols.</li> <li>Consumer protection measures through our online communication channels ensure timely response to inquiries and alerts about possible fraud. Promotion of the exclusive use of our official channels.</li> </ol>	<b>Negative outcomes from the use of AI</b>	<p>The use of AI by organizations to process large amounts of information, particularly over the past decade, has led to significant advances in operational efficiency, automation, product and service innovation, and decision making.</p>	<ol style="list-style-type: none"> <li>Progress in defining the governance model for the responsible use of AI, ensuring that it is aligned with the needs and requirements of the organization.</li> <li>Four functional and technical learning sessions, held in the Google and Microsoft Azure clouds, with both business and technical participants.</li> <li>Launch of the corporate event, IAThon, in which different areas were able to propose ideas for the use of AI to help transform the organization. Creation of an AI community to promote initiatives and generate knowledge about the technology.</li> <li>Definition of the AI tools to be used: Microsoft Copilot 365 and GitHub Copilot. Plans developed for a pilot project associated with the use of these tools from two points of view: business and technology.</li> <li>Organization of the Terpel Tech event with lectures on AI for the entire company, including everything from an explanation of the basics to practical experience with the technology.</li> <li>Publication of AI information capsules to inform and raise awareness among users about the proper use of this technology and its benefits.</li> </ol>

Risk	Description of the risk and possible impact	Risk mitigation plan
<b>Shortage of natural resources</b>	<p>A shortage of natural resources can occur in an absence or shortage of the raw materials essential for the organization's operations. In the case of Organización Terpel, shortages in resources, mainly oil, natural gas, and water used for power generation, can have a negative impact on the development and continuity of operations.</p> <p>Scarcity of natural resources can be caused by a variety of factors, including depletion of recoverable oil and gas reserves, geopolitical instability in key oil and gas producing regions, climate change, water scarcity, or local government regulations that encourage reduced dependence on fossil fuels. If such a shortage were to occur in a natural resource essential to the continuity of operations, the company could experience an increase in operating costs that would affect its expected profit margin. A shortage would also interrupt the continuity of operations, limit the organization's ability to offer products for sale, and affect its competitiveness and market share.</p> <p>The causes and effects of this potential risk are many and varied, and although the global agenda is now focused on the conservation of biodiversity and non-renewable resources, it is still very uncertain how other impacts, which affect not only the supply chain but also financial and commercial interests, can be managed through mitigation measures implemented by the organization.</p>	<ol style="list-style-type: none"> <li>1. Diversification of the portfolio of products and services: <ul style="list-style-type: none"> <li>• Development of the retail market at service stations.</li> <li>• Increased offer for the electric mobility industry.</li> <li>• Production and sale of energy from non-conventional renewable sources.</li> </ul> </li> <li>2. Development of import capacities and diversification of suppliers in the supply chain.</li> <li>3. Design and management of contingency and mitigation plans with the supply chain to respond in an orderly manner to an abnormal situation.</li> <li>4. Continuous monitoring of macroeconomic, geopolitical, and market trend variables to adjust strategies as required and meet demand.</li> <li>5. Diversification in the type and term of negotiations in order to ensure the supply of our products.</li> </ol>

## Methods for assessing and measuring exposure levels

The Strategic Risk Map, i.e. the key business risks and their classification or degree of exposure, is updated annually in cooperation with Terpel's Executive Committee (consisting of the president and vice presidents).

The update takes into account the risks that may affect the business objectives, identified in cooperation with the different departments of the organization after analyzing and understanding the internal and external environment, trends, threats, strengths and weaknesses of the organization, as well as the record of materialized events and other risk indicators.

The risk analysis includes an assessment of the principal causes and effects associated with the identified risks, and the risks are then evaluated and prioritized for management during the year using predefined impact and likelihood criteria, as well as the risk appetite established by the Board of Directors.

## Quantification of probable impact

The following are quantitative estimates of the likely impact of the prioritized strategic risks mentioned above. These estimates were made after analyzing the economic dimension of the organization's financial impact matrix, which determined the ranges of impact on EBITDA, equity, and net income, considering the following as having a high and critical impact:

- Impact on EBITDA from 5% to 10% or more.
- Equity impact of 2.3% to 5% or more.
- Revenue impact of 2.3% to 5% or more.

Risk	Likelihood	Impact	Quantitative estimate of likely impacts	Risk	Likelihood	Impact	Quantitative estimate of likely impacts
<b>Decrease in company revenue or contribution</b>	Frequent	Critical	<p>Fluctuations in the sales prices of fuels in the Colombian operations, in the case of gasoline, diesel, and jet fuel, could affect the organization's results.</p> <p>For lubricants, since base oils and additives are imported, fluctuate with international oil prices, and are negotiated in dollars, the company is exposed to fluctuations in the cost of production inputs. Due to the way the market behaves, these fluctuations are not immediately passed on in full through the price, so that the increase in the price of raw materials and the depreciation of the exchange rate can lead to a temporary reduction in the margin or vice versa, depending on the variables mentioned above.</p> <p>Finally, the Colombian operation may be exposed to scenarios of devaluation or scarcity that could affect the organization's results, because the supply and transportation costs in the CNG business are denominated in dollars.</p> <p>The organization currently has a risk review model, using the VaR methodology, to regularly monitor variations in fuel and lubricant costs and their impact on the organization's gross profit.</p> <p>According to the most recent exercise, the maximum value at risk due to variations in costs would not exceed 13% of the organization's EBITDA in any one year, with a 95% confidence level.</p>	<b>Widespread cybercrime and cyber insecurity</b>	Frequent	High	<p>Cyber-attacks such as phishing, ransomware, social engineering, global espionage of key systems, and data breaches by employees or others with authorized access can damage the integrity, availability, and confidentiality of information; damage critical production, distribution, and/or storage facilities; delay or prevent delivery of our products to markets; and make it difficult or impossible to accurately account for production and settle transactions in our operations. In addition, our processes may be disrupted, resulting in the loss of sensitive or proprietary information belonging to our customers, employees, or third parties.</p> <p>With the help of our insurance broker, we use statistical tools (CyberQ) to quantify the maximum probable loss of an event using frequency and severity models. The model determines the impact of the loss should an event occur, and each magnitude is associated with a probability.</p> <p>According to the most recent exercise regarding the maximum probable loss from privacy risks and network disruption, we can determine with 95% confidence that the impact would not exceed 5% of the organization's EBITDA in any one year. According to Cyber Q, the probability of this risk occurring in 50 years is 1%.</p>
<b>Interruption of the business</b>	Likely	Moderate	<p>El riesgo de interrupción de negocio se ve traducido en una eventual pérdida en ventas por desabastecimiento del mercado o impactar negativamente nuestro EBITDA, si el evento se da por un período de tiempo superior cuatro 4 días.</p> <p>En todos los casos, en donde hemos tenido este tipo de eventos hemos puesto en marcha nuestros planes de continuidad de negocio para redireccionar la demanda en la planta más cercana de la red o activar fuentes alternas de abastecimiento. Vale la pena mencionar que, la probabilidad e impacto de este riesgo es mínima dada la diversificación geográfica, de segmento y portafolio/líneas de negocio que tiene la Organización.</p> <p>Considerando una interrupción total de un día y sin tener en consideración los planes de contingencia, podríamos estimar una pérdida del 5% del EBITDA de un mes o inferior al 0.5% del EBITDA de un año.</p>				

Risk	Likelihood	Impact	Quantitative estimate of likely impacts
Supply chain dependencies and failures	Possible	High	<p>Finally, as mentioned, the Colombian operation could be exposed to scenarios of devaluation or scarcity that could affect the organization's results, because supply and transportation costs in the CNG business are denominated in dollars.</p> <p>This condition means that marketers have to contract for the supply of the product on the secondary market under different circumstances. The increase in the cost of natural gas affects the organization's financial results, but also its sales and therefore its income, since it has to pass on part of the increase to the end user of CNG.</p> <p>The price at which the organization is able to purchase natural gas on the market during a crisis depends on the availability of the product and the level of demand at the time of the crisis.</p> <p>In terms of income, for Organización Terpel, the volume with which the demand is covered, under the contracts affected by the declaration of probable shortage of the supplier, represents approximately 45% of the sales of CNG in the country. A possible contingency could affect revenues by more than 5%.</p>
Climate change and energy transition	Possible	Moderate	<p>We conducted a comprehensive analysis to quantify and measure physical and transition climate risks.</p> <p>WTW analyzed the value-at-risk of the climate transition using the CTVar methodology. Based on our historical income information, we projected cash flows over time horizons to 2050. We then discounted these cash flows to present value. These discounted cash flows are used to determine the change in income under different climate scenarios.</p> <p>BAU (Business as usual): Scenario in which Terpel does nothing, no strategic actions are taken, and the company remains exposed to whatever happens in Colombia.</p> <p>2DS: Scenario in which there is an orderly global transition that limits warming to below 2°C by 2100.</p> <p>The analysis showed that Terpel could experience an impact of more than 5% of its revenue by 2050 due to reductions in fossil fuel sales.</p>

## Risk events materialized

In 2024, these events occurred in connection with the following risks:

### Social and political risk:

1. In July and September 2024, we experienced blockades at the Mansilla plant, the Ayacucho plant, the Cartagena project, and the Neiva plant.
2. National truckers' strike due to an increase in the price of diesel in August 2024.

### Supply chain dependencies and failures

1. Aviation fuel shortages due to supply disruptions from our strategic supplier, Ecopetrol.
2. CNG shortage in Colombia.

The measures adopted to manage these events were:

### Social and political risk:

1. Implementation of the local government engagement plan, prioritizing national and local governments as appropriate.
2. Engagement and liaison with senior government officials, in particular representatives of the Ministry of Mines and Energy, Ministry of the Interior, Ministry of Transportation, Ministry of Labor and Ministry of Defense, as well as military and police authorities.
3. Industry coordination through the National Business Association of Colombia (ANDI) and the Colombian Petroleum Association (ACP).
4. Fulfillment of commitments made to our stakeholders.
5. Coordination with other relevant parties to avoid association of the conflict with the Terpel brand.
6. Request to the authorities to activate unified command posts where necessary.
7. Updated reading of the current environment and the new dynamics of the country, moving from transactional relationships to relationships of mutual understanding.

8. An update of the Good Neighbor Policy and the Stakeholder Relations Protocol based on a new social reading.

### Supply chain dependencies and failures

1. Contract assurance: Assurance of the validity of contracts for fuel supply and multi-product pipeline transportation, as well as biofuel transportation operations, airports, and transportation between plants and end users.
2. Identification of alternatives for supply of the core business abroad:
  - Development of import capacities.
  - External suppliers: opportunity for spot purchases 2024 (Jet A1, premium, AVGAS, Diesel)
3. Identification and integration of local and national transport suppliers so that we always have at least 2 offers available.
4. Development of a business model with jointly-owned tank trucks.

## Strengthening a risk management culture

In 2024, we promoted a transformation in risk management with the launch of the RiesGo (Risk) campaign - Acting today to create a future. Through communication, awareness-raising and training, it strengthens key competencies, promotes risk-management-aligned behaviors and engages employees in preventing and mitigating threats that could affect the sustainability of the business.

The campaign included:

**Virtual risk management training:** we implemented the "Challenging the Myth, Overcoming Risks with Knowledge" course, hosted on the Clase T platform and mandatory for all employees in our subsidiaries. We currently have a 90% adherence rate, and the course has been integrated into the company's induction program for new employees.

**Strategic communications:** we developed a plan to disseminate information via corporate email to reinforce risk management concepts, roles, and responsibilities to ensure that the organization has a clear and consistent understanding of the issue.

**Strategic information for senior management:** we regularly share specialized ESG newsletters with senior management and the Board of Directors that address trends, regulations, best practices, and advances in corporate governance to facilitate informed decision-making.

**Innovation and learning event:** in the second half of the year, we organized a three-day forum with the participation of experts from the most prestigious companies in Colombia and Latin America. The forum focused on trends and best practices in internal audit and risk management, with the participation of the Terpel team in Colombia, Panama, Peru, Ecuador, Masser, and our majority shareholder COPEC, as well as leaders from different business units.

These initiatives have strengthened our ability to anticipate and respond, consolidating a risk management culture that is aligned with the organization's strategic objectives.

## Sensitivity analysis

Sensitivity analysis allows us to identify possible scenarios, anticipate risks and opportunities, and make informed decisions, in order to ensure the resilience of our organization to the various challenges we face in our business.

With regard to financial risks, the organization conducts a quarterly and annual analysis of the risks associated with the use of financial instruments, such as market risk (foreign exchange and interest rate risk), credit risk, and liquidity risk. These analyses include stress testing to assess the organization's ability to withstand adverse situations and measure the overall exposure to these risks.

For non-financial risks, such as those related to cybersecurity, we use statistical tools provided by our insurance broker. These tools use frequency and severity models to quantify the maximum likely loss from an event. The model built evaluates the impact of the loss should an event occur, where each magnitude is associated with a probability.

In 2024, we conducted a comprehensive analysis to quantify and measure climate risks, both physical and transitional. We used the WTW Climate Diagnostic tool, which integrates various time horizons out to 2100 and temperature rise scenarios, as follows:

**RCP 2.6:** global temperature increase of less than 2°C [3.6°F] ~ SSP1-2.6.

**RCP 4.5:** increase in global temperature limited to 2-3°C [3.6°F-5.4°F] ~ SSP2-4.5.

**RCP 8.5:** represents a global temperature increase of +4°C [7.2°F] ~ SSP5-8.5.

The scenarios then allowed us to evaluate how Terpel's real estate portfolio could be affected by the physical risks associated with climate change.

This analysis yielded valuable information about the assets' exposure to various climate change risks, including drought, fire, thermal stress, precipitation, river flooding, sea level rise, and tropical cyclones.

To assess transition risks, WTW used the CTVar methodology, which represents the value-at-risk of climate transition. Using historical information on Terpel's revenues in the different business units, cash flows were projected to 2050 and discounted to present value. These discounted cash flows were used to determine changes to income under different climate scenarios.

The analysis was done for two climate scenarios:

**BAU (Business as usual):** scenario in which Terpel does nothing, no strategic actions are taken, and the company remains exposed to whatever happens in Colombia.

**2DS:** Scenario in which there is an orderly global transition that limits warming to below 2°C by 2100.

## PART TWO

# STOCK MARKET AND FINANCIAL PERFORMANCE

 terpel

# Behavior and performance of the securities in the trading systems in which they are listed

## Equity securities:

During 2024, Terpel's share price fluctuated between a high of COP 11,500 and a low of COP 7,610, a range of 51.1%. Between the end of 2023 (COP 7,750) and the end of 2024 (COP 11,500), the annual increase in the share price was 48.4%. This shows quite significant relative strength compared to the 15.4% increase in the MSCI Colcap over the same period, with 1,379.58 points at the end of 2024.

### General Information

Nemo	Status	Registration date	Shares outstanding	Market capitalization
Terpel	Active	15-08-2014	181,424,505	2,086,381.81

### Prices

#### Nemo Average daily price COP

Terpel	9,554.49
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#### Nemo Date Maximum price COP

Terpel	13-12-2024	11,500.00
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#### Nemo Date Minimum price COP

Terpel	03-01-2024	610.00
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#### Nemo Date Closing price COP

Terpel	30-12-2024	11,500.00
--------	------------	-----------

#### Nemo Annual price change

Terpel	48,39%
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### Trading volume

Nemo	Volume
Average daily trading volume	Terpel
Volume	Terpel

### Number of transactions

Nemo	Number of transactions
Number of transactions	Terpel
Average transactions per day	Terpel

### Securities outstanding:

Organización Terpel S.A. has outstanding equity securities, i.e., common stock and fixed income securities in the form of ordinary peso-denominated bonds. Of the 195,999,466 shares of common stock, 14,574,961 shares have been repurchased, leaving a total of 181,424,505 shares of common stock outstanding. Terpel has made a total of 5 bond issues, which took place in 2013, 2015, 2018, 2020, and 2023. The 2018, 2020 and 2023 issues were made under Terpel's Issuance and Placement Program (PEC), approved by the Colombian Superintendence of Finance (SFC), for COP 2.78 trillion, of which COP 1.98 trillion was placed. The shares of Organización Terpel S.A. are listed on the Colombian Stock Exchange (BVC) and are traded through the MECPLUS system by brokerage firms supervised by the SFC.

## Fixed-income securities

Secondary market statistics - Behavior of Fixed Income Operations by Rate and by Clean Trading Price during 2024

Nemo	Trading session	Number of transactions	Maximum rate	Minimum rate	Closing price	Previous closing price	Maximum price	Minimum price	Closing price	Volume COP MM	Market volume COP MM	Market volume excluding TES COP MM	% share
BTPL01139C18	TRD	6	14.19	14.15	14.15	19.28	97.38	97.01	97.38	33,982.78	595,985,633.05	203,069,559.65	0.017%
BTPL01159D15	TRD	3	11.78	11.51	11.51	17.34	96.44	93.47	93.47	3,895.61	595,985,633.05	203,069,559.65	0.002%
BTPL1189C010	TRD	40	13.33	11.41	11.52	17.11	100.71	94.83	96.18	132,434.00	595,985,633.05	203,069,559.65	0.065%
BTPL1189C015	TRD	9	11.88	11.71	11.73	16.25	91.90	91.71	91.85	22,035.64	595,985,633.05	203,069,559.65	0.011%
BTPL2209C015	TRD	2	14.75	14.30	14.30	15.92	93.33	91.20	93.33	184.53	595,985,633.05	203,069,559.65	0.000%
BTPL2209C025	TRD	4	13.54	13.49	13.49	16.34	87.41	87.13	87.41	19,201.17	595,985,633.05	203,069,559.65	0.009%
BTPL220SA005	CVDP	2	9.95	9.95	9.95		99.38	99.38	99.38	4,968.95	595,985,633.05	203,069,559.65	0.002%
BTPL220SA005	TRD	26	12.50	9.90	9.95		100.30	95.73	100.30	156,757.75	595,985,633.05	203,069,559.65	0.077%
BTPL3239C005	TRD	11	13.20	11.42	11.42	17.89	103.14	98.15	99.29	34,018.50	595,985,633.05	203,069,559.65	0.017%
BTPL3239C015	TRD	7	13.92	11.80	11.82	16.31	100.26	96.79	100.12	13,377.10	595,985,633.05	203,069,559.65	0.007%

## Information on the issuer's equity ownership and other material matters with respect to its ownership structure of capital and securities in issue

### Information on share capital as at December 31, 2024- Organización Terpel, S.A.

Issuer's outstanding share classes	Number of shareholders	Percentage of share capital by class of shares
Common	9,934	100%

### (ii) Information on effective beneficiary:

#### Information on the beneficial owners of Organización Terpel S.A. as at December 31, 2024

Name/ company name	Share class	% ownership	Company name/ first and last names of shareholder(s)
Organización Terpel S.A.	Common	56.18	Copec S.A.
Copec S.A.	Common	99.99	Empresas Copec
Empresas Copec S. A.	Common	60.82	Antar Chile S.A.
Antar Chile S.A.	Common	63.40	Inversiones Angelini y Compañía Limitada
Inversiones Angelini y Compañía Limitada	Common	19.43	Inversiones Golfo Blanco Limitada
Inversiones Angelini Y Compañía Limitada	Common	16.99	Inversiones Arianuova Limitada
Inversiones Angelini y Compañía Limitada	Common	15.60	Inversiones Senda Blanca Limitada
Inversiones Angelini y Compañía Limitada	Common	13.69	Inversiones Rondine Limitada
Inversiones Arianuova Limitada	Common	99	Roberto Angelini Rossi
Inversiones Rondine Limitada	Common	99	Patricia Angelini Rossi
Inversiones Golfo Blanco Limitada	Common	24.99	Maurizio Angelini Amadori
Inversiones Golfo Blanco Limitada	Common	24.99	Daniela Angelini Amadori
Inversiones Golfo Blanco Limitada	Common	24.99	Claudio Angelini Amadori
Inversiones Golfo Blanco Limitada	Common	24.99	Mario Angelini Amadori
Inversiones Senda Blanca Limitada	Common	33.33	Franco Melafe Angelini
Inversiones Senda Blanca Limitada	Common	33.33	Maximiliano Valdés Angelini
Inversiones Senda Blanca Limitada	Common	33.33	Josefina Valdés Angelini

### (iii) Dividend information: Dividends approved by the General Shareholder's Assembly

As recorded in the Minutes No. 49 of the General Shareholders' Meeting of Organización Terpel S.A. held on March 22, 2024, the shareholders approved a distribution of earnings in the form of a dividend payment in one installment on April 2, 2024:

#### Ordinary Shareholders Assembly

Organización Terpel S.A., March 22, 2024

#### Proposed distribution of profits for the year ending December 31, 2023

The Board of Directors of Organización Terpel, S.A. hereby submits the following proposal for the distribution of profits to be considered by the Ordinary Shareholders' Meeting of March 22, 2024:

Net income (loss) for the year, period: January to December 2023: COP 285,273,513,149

Non-taxable earnings as of December 2016: 0

Taxable earnings: COP 99,155,991,799

Non-taxable earnings as of December 2017 and thereafter COP 1,092,656,864,350

Reserve for tax provisions constitutes INCRNGO R.T.290 (a): COP 174,722,295

**Profit and reserve at the disposal of the Assembly:** COP 1,477,261,091,593

**Distribution is proposed of the accumulated non-taxable earnings:** COP 142,636,756,575

**Non-taxable earnings accumulated as of December 2016:** COP 174,722,295

**Accumulated non-taxable earnings generated since December 2017** COP 142,636,756,575

A NON TAXABLE Ordinary Dividend on 181,424,505 outstanding shares at the rate of COP 786,20446877 per share, to be declared in the month of March 2024 and paid in cash in one installment on April 2, 2024.

Accumulated taxable earnings: COP 99,155,991,799

Non-taxable earnings generated since 2017 for future Shareholder disposition: (\*\*\*): COP 1,235,468,343,220

**Equal totals:** COP 1,477,261,091,593

Notes on the distribution of earnings:

(\*) Application is proposed of the policy establishing dividends of 50% of earnings for the year 2023.

(\*\*) Non-taxable earnings accumulated after 2017 will be subject to withholding at source and industry and commerce withholding (unless the shareholder provides written authorization).

**Financial information for the reporting period in comparison with the immediately preceding period**

Terpel S.A. and Subsidiaries - Consolidated

Statements of Financial Position, as of December 31, 2023 and 2024. Figures in COP millions.

Assets	Notes	December 31		December 31	
		2024		2023	
		COP MM	COP MM	COP MM	COP MM
<b>Current assets:</b>					
Cash and cash equivalents	6 y 7	1,210,127,385	916,490,753		
Other non-financial assets	8	210,511,652	145,732,929		
Trade and other receivables, net	7 y 9	1,160,392,597	1,394,911,842		
Accounts receivable from related parties	7 y 10a	284,454	424,882		
Inventory	11	1,606,468,039	1,378,066,227		
Tax assets	12	125,849,826	132,512,387		
Assets held for sale	15	454,054,927	367,450		
Contract assets	16	56,724,899	67,277,342		
<b>Total current assets</b>		<b>4,824,413,779</b>	<b>4,035,783,812</b>		
<b>Non-current assets:</b>					
Fair value through profit or loss	7	2,156,367	2,042,363		
Other non-financial assets	8	1,868,358	3,156,137		
Trade and other receivables, net	7 y 9	13,556,070	15,018,742		
Investments accounted for using the equity method	13	17,138,402	16,958,730		
Intangible assets other than goodwill	17	646,450,168	642,896,484		
Goodwill	18	334,301,489	328,051,883		
Property, plant, and equipment	19	3,972,085,359	3,939,357,242		
Investment property	20	10,188,500	11,855,911		
Deferred tax assets	22	56,807,635	48,987,771		
Contract assets	16	296,418,310	293,607,333		
<b>Total non-current assets</b>		<b>5,350,970,658</b>	<b>5,301,932,596</b>		
<b>Total assets</b>		<b>10,175,384,437</b>	<b>9,337,716,408</b>		

The accompanying notes are an integral part of these consolidated financial statements

<b>Liabilities and Shareholders' Equity</b>	Notes	December 31	December 31
		2024	2023
		COP MM	COP MM
<b>Current liabilities:</b>			
Other financial liabilities	7 y 23	1,154,583,447	1,088,524,143
Trade accounts payable and other accounts payable	7 y 24	1,779,400,369	1,630,200,066
Accounts payable to related parties	7 y 10b	2,134,065	167,151
Income tax liabilities	12	406,494,022	272,580,462
Employee benefit provisions	25	25,830	20,262
Liabilities held for sale	15	296,832,139	-
<b>Total current liabilities</b>		<b>3,639,469,872</b>	<b>2,991,492,084</b>
<b>Non-current liabilities:</b>			
Other financial liabilities	7 y 23	2,776,075,825	3,171,446,289
Trade and other payables	7 y 24	1,514,310	5,117,356
Other long-term provisions	26	25,426,762	19,033,266
Deferred tax liability	22	372,118,316	387,225,917
Employee benefit provisions	25	11,020,584	12,031,292
<b>Total non-current liabilities</b>		<b>3,186,155,797</b>	<b>3,594,854,120</b>
<b>Total liabilities</b>		<b>6,825,625,669</b>	<b>6,586,346,204</b>
<b>Equity</b>			
Issued capital	27	195,999,466	195,999,466
Share premium		219,365,731	219,365,731
Other reserves		677,025,269	414,100,082
Legal and statutory reserves		125,052,709	125,227,431
Retained earnings		2,131,943,526	1,796,351,817
Equity attributable to the owners of the parent company		3,349,386,701	2,751,044,527
Non-controlling interests		372,067	325,677
<b>Total Equity</b>		<b>3,349,758,768</b>	<b>2,751,370,204</b>
<b>Total liabilities and equity</b>		<b>10,175,384,437</b>	<b>9,337,716,408</b>

The accompanying notes are an integral part of these consolidated financial statements

	Notas	Al 31 de diciembre de		Notas	At December 31		At December 31		
		2024			2024		2023		
		M\$	M\$		M\$	M\$	M\$	M\$	
Income from operating activities	29	33,935,705,380	33,415,590,173		Profit or loss for the year		530,785,143	285,285,541	
Cost of sales	30	(30,405,486,180)	(30,301,028,776)		Exchange differences on translation of foreign operations		210,240,178	(380,693,842)	
Gross profit		3,530,219,200	3,114,561,397		Gains on cash flow hedges, before tax	27(c)	-	17,485,211	
Distribution expenses	32 (b)	(1,637,037,879)	(1,558,145,033)		Other comprehensive income, before tax		210,240,178	(363,208,631)	
Administrative expenses	32 (a)	(481,505,497)	(453,212,907)		Income tax related to cash flow hedges included in other comprehensive income	22(b) y 27(c)	-	(12,473,386)	
Operating income before other income and expenses by function		1,411,675,824	1,103,203,457		Total other comprehensive income		210,240,178	(375,682,017)	
Other income, per function	33 (a)	80,739,581	26,597,856		Total comprehensive income		741,025,321	(90,396,476)	
Other expenses, per function	33 (b)	(140,500,693)	(134,443,994)		Total income attributable to:				
Operational result		1,351,914,712	995,357,319		Owners of the parent company		740,943,773	(90,316,022)	
Financial Income	34 (a)	35,456,009	24,750,700		Non-controlling interests		81,548	(80,454)	
Finance costs	34 (a)	(421,697,632)	(567,073,963)		Total comprehensive income		741,025,321	(90,396,476)	
Equity income from joint ventures	13	2,990,256	3,181,632						
Exchange difference	34 (b)	(13,397,662)	6,159,659						
Earnings before income tax		955,265,683	462,375,347						
Income tax	35	(339,577,836)	(179,827,931)						
Profit (or Loss) from continuing operations		615,687,847	282,547,416						
(Loss) Gain from discontinued operations	15	(84,902,704)	2,738,126						
Net income attributable to:									
Owners of the parent company		530,755,958	285,273,513						
Non-controlling interests	27 (f)	29,185	12,028						
Profit or loss for the year		530,785,143	285,285,541						
Earnings per share ( )	28	2,925,65	1,572,48						

The accompanying notes are an integral part of these consolidated financial statements.

\* Expressed in Colombian pesos

## Management's discussion and analysis of the issuer's results of operations and financial condition on an individual, separate, and/or consolidated basis

### (i) Material changes in results of operations

#### Accounts receivable from related parties

Se presenta una disminución 26% en Las cuentas Accounts receivable from related parties decreased by 26%, primarily as a result of the capitalization of the debt owed by the subsidiary Terpel Comercial Ecuador Cía. Ltda. to Organización Terpel S.A. See Notes 10 and 13 to the financial statements.

#### Current tax assets

Current tax assets decreased by 57%, reflecting a surplus resulting from the VAT self-assessment (the 2023 credit will be offset against liabilities in 2024). See Note 12 to the Separate Financial Statements.

#### Assets held for sale

Assets held for sale increased by 17,296%, driven by the reclassification of the investment in Terpel Ecuador Cía. Ltda., which is in the process of being sold. See Note 15 to the Separate Financial Statements

#### Investments accounted for using the equity method

Investments accounted for using the equity method increased by 17%, attributable to the subsidiaries' results and exchange rate fluctuations during 2024

#### Other financial liabilities

Loans with banking entities for the payment of financial obligations to Bancolombia S.A. and BBVA Colombia S.A. decreased 34%. See note 23 of the Separate Financial Statements.

The 311% increase in debt bonds was due to the maturity of the five-year series bonds (February 2025). See note 23 to the Separate Financial Statements.

#### Accounts payable to related parties

Receivables from related parties increased by 90%, mainly due to the assignment of a loan that the subsidiary Terpel Comercial Ecuador Cía. Ltda. had with Terpel Comercial del Perú S.R.L., which was transferred to Organización Terpel S.A. See note 10 to the Separate Financial Statements

#### Income from operating activities

The increase in this income is primarily as a result of the sustained increase in motor fuel prices.

The volume of fuels and lubricants sold decreased by 1.7% in the year to December 2024 compared to the same period in 2023.

This decrease is mainly due to the performance of the service station segment, which fell by 2.4%. The segment was affected by the contraction of the fuel market, influenced by the economic slowdown and the rise in fuel prices. These factors also impacted domestic consumption in border areas. In addition, the national strike over the increase in diesel prices at the end of August had a negative effect. However, gross profit increased due to operational efficiencies and a recovery in sales in the last quarter.

The industrial fuel channel (which includes sales to industrial, aviation and marine customers) declined 0.1% compared to the same period last year. This behavior is also due to the economic slowdown, with the mining and oil segments being the most affected.

However, the aviation segment stood out with a 7% growth, linked to market dynamics and new negotiations.

Sales of convenience services, which include Altoque stores and Sbarro outlets, grew 16.4% over the previous year, thanks to an increase in the number of transactions, new outlets, and the completion of new projects

#### Classification of expenses by nature

Administrative expenses and distribution costs in general increased as a result of the 9.54% salary increase in 2024, subscription services, support and cloud storage, technical consulting fees and advertising expenses for program launches and conferences. See note 30 to the Separate Financial Statements.

#### Other income, by function

Other income increased by 162%. This was due to income from the liquidation of the subsidiary Inversiones Organización Terpel Chile S.A. and the change in functional currency from CLP to USD. See notes 14 and 31(b) to the Separate Financial Statements.

#### Financial income and expenses

Financial income increased by 49%, influenced by higher interest rates, which benefited the placement of funds in collective investment funds.

Financial expenses decreased by 28%, due to the payment of financial obligations, a decrease in the CPI, and the renegotiation of loans at a better interest rate. See note 32(a) to the Separate Financial Statements.

Share of profit of associates and joint ventures accounted for using the equity method.

The increase of 53% was due to higher income from subsidiaries and foreign exchange movements. See note 13 to the Separate Financial Statements.

#### Income tax

Income taxes increased 123% mainly due to the increase in pre-tax income. See note 33 to the Separate Financial Statements.

### (ii) Material changes in liquidity and solvency position.

There were no material changes in the organization's liquidity and solvency situation.

### (iii) Trends, events, or uncertainties that could materially impact the company's operations, financial position or changes in its financial position.

Organización Terpel operates in a context of high uncertainty in a constantly changing environment. Global risks for 2025 focus on the misuse of information, the security of artificial intelligence (AI), geopolitical conflicts involving major world powers, and climate phenomena affecting the entire world. At the macroeconomic level, global price growth is expected to slow and interest rates are expected to decline in the world's largest economies, including the United States, China, Spain, Germany, and France.

In the Americas, changes in governments and political trends are creating uncertainty regarding public policy decisions on economic, social, and environmental issues affecting the energy and mining sector. In our country, our industry will need to adapt to regulatory changes and potential natural gas shortages that could affect our economic interests and business model.



Climate change and the energy transition are on the global agenda. Continued political and public attention to climate change issues has led to international agreements and growing regulatory requirements to limit and mitigate greenhouse gas (GHG) emissions and their impact on the environment.

**(iv) Off-balance sheet transactions that could materially affect the issuer's operations, financial position, or changes in financial position.**

There have been no significant subsequent events between December 31, 2024 and the issue date of these Consolidated and Separate Financial Statements that could have an impact on them.

## Quantitative and qualitative market risk analysis

### Market risk of the group

Risk Management analyzes each exposure identified on an individual basis. This analysis determines whether financial hedges are employed, whether natural hedging mechanisms exist, or whether the associated risk is simply assumed because it is not considered critical to the business or operations.

### a) Foreign exchange risk

As at December 31, 2024, the foreign currency transactions in trade payables and other payables in Colombia (USD 24,583,000), on average, exceeded the transactions in trade and other receivables (USD 6,786,000) by 72% i.e. 28% of these transactions were hedged against

each other. As a risk mitigation strategy, the Group monitors the market on a daily basis and purchases foreign currency at the best conditions in order to meet its commitments.

To mitigate foreign exchange risk, 100% of foreign currency collections are used to pay suppliers and/or third parties who invoice in dollars and require payment in that currency.

The need for foreign exchange in Colombia varies from month to month; when there are surpluses, reserves are set aside for future payments and/or foreign exchange is sold when the exchange rate is favorable; otherwise, the administration buys foreign exchange at the best market conditions to carry out foreign exchange transactions.

Financial debt is denominated in the local currency of each country to avoid exposure to foreign exchange risk. The company's finance departments in the various countries cover 100% of their activities locally.

The international and local economic and political environment for the currency market in 2024 was marked by significant changes. Inflation has stabilized in most economies. As of December 31, 2024, the exchange rate in the regions where the organization operates was affected, with a highly variable effect on currencies against the dollar. However, no new exchange rate risks have been identified that could have an impact on the results of the various businesses.

The following is the impact of the foreign exchange sensitivity analysis on the reported difference between accounts payable and accounts receivable (USD 17,796,000):

#### Impact on income before taxes - equity

	Exchange rate (closing TRM) Sep 2024	Exchange rate (closing TRM) Dec 2024
	COP millions	COP millions
31 de diciembre de 2024		
Acreedores comerciales	(74,108.04)	(78,467.10)
<b>Total</b>	<b>(74,108.04)</b>	<b>(78,467.10)</b>

#### b) Interest rate risk (nominal value)

As at December 31, 2024, the Organization's debt amounted to COP 3,098,001,220 million (including COP 88,183,000 million of Terpel Comercial Ecuador Cía. Ltda., classified as liabilities held for sale). Of this amount, 10% was fixed and 90% was variable, of which 63% was indexed to the CPI, 16% to the SOFR and 11% to the IBR. The main characteristics of the debt in terms of interest rate exposure are as follows

- Loans with financial institutions are negotiated with a penalty-free prepayment option that allows the debt to be restructured at any time if market conditions change.
- Cash surpluses are primarily invested in savings accounts and/or pooled demand portfolios; the interest earned is in line with market rates.

- Debt raised through the issuance of bonds represents 66% of the organization's total debt. Ninety-five percent of this debt bears interest at a rate indexed to the Consumer Price Index, which increases or decreases the cost of the debt.

The interest rate position of the organization's interest-bearing financial instruments at the end of the reporting period is as follows

	2024 COP millions
Fixed-income securities	
Financial liabilities	(310,956,385)
<b>Total</b>	<b>(310,956,385)</b>
Variable-rate instruments:	
Financial assets	317,428,962
Financial liabilities	(2,787,044,835)
<b>Total</b>	<b>(2,469,615,873)</b>

#### Sensitivity analysis for fixed-rate instruments

Fixed rate financial liabilities are not recorded at fair value with value changes recognized in profit or loss. Therefore, the organization is not exposed to any interest rate risk on these instruments at the end of the reporting period.

As of December 31, 10% of total debt was fixed rate debt, consisting of a COP 100,000,000 million bond issue and a COP 200,000,000 million restructured and fixed rate treasury loan. Both obligations were incurred in Colombia. It also included a loan of COP 10,956,385 million contracted in Panama.

#### Sensitivity analysis of cash flow for variable rate instruments

Variable rate debt in Colombia consists of bonds, which represent 66%, and treasury loans, which represent 17% of the organization's total variable rate debt. The debt related to the issuance of variable rate bonds in Colombia was indexed to the 12-month CPI and amounted to COP 1,952,926,000 million as of December 31, 2024. A variation of 50 basis points in this indicator at the end of the reporting period is considered reasonably possible based on the performance of the index during the year.

The following are the effects associated with the sensitivity analysis of the bonds:

	Impact on income before taxes - Equity	
	Increase 50 BP COP millions	Decrease 50 BP COP millions
December 31, 2024		
Variable-rate instruments:		
Financial liabilities		
	2,382,359	(2,362,773)
	<b>2,382,359</b>	<b>(2,362,773)</b>

In 2024, Colombia began to adjust inflation, reducing the interest calculated for bondholders. This was in line with market forecasts of the beginning of a period of decline in the CPI, given the market conditions and the measures taken by the Bank of the Republic to stabilize the indicator.

As of December 31, 2024, 14% of the variable-rate debt in Colombia consisted of treasury loans indexed to the IBR 3M, for a total of COP 329,277,000 million. A variation of five basis points in this indicator at the end of the reporting period is considered reasonably possible based on the performance of the index during the year.

The following are the effects associated with the sensitivity analysis of the treasury loans:

Impact on income before taxes - Equity	
Increase 5 BP COP millions	Decrease 5 BP COP millions

December 31, 2024

**Variable-rate instruments:**

Financial liabilities	41,498	(41,498)
	41,498	(41,498)

El 98% de la deuda contraída en Panamá y Ecuador está indexada a la tasa SOFR 3M, lo que equivale a COP 504.841.835 MM. Una variación de 5 puntos básicos en la tasa SOFR, considerando las fluctuaciones y el comportamiento que ha mostrado en el mercado, generaría la siguiente variación en los intereses:

Effect on income before taxes	
Increase 5 BP COP millions	Decrease 5 BP COP millions

December 31, 2024

**Variable-rate instruments:**

Financial liabilities	65,695	(65,695)
	65,695	(65,695)

The subsidiary Terpel Comercial Ecuador continues to hold loans in the amount of COP 88,183,000 million, which are classified as liabilities held for sale (see Note 15).

In August, the subsidiary Petrolera Nacional made a debt payment of COP 44,091,500 million and at the same time borrowed COP 10,956,385 million from Banco Unibank.

Terpel Lubricantes Ecuador has a debt of COP 25,808,314 million, corresponding to a loan in Colombian Pesos (COP) and a Cross Currency Swap (CCS) that involves both currency (COP-USD) and interest rate (fixed-variable) exchanges. The derivative does not expose the subsidiary to foreign exchange risk, as the principal and interest payments are fixed in COP, nor to interest rate risk, as the interest is paid at a fixed rate.

The amount and rate contracted and the valuation and effectiveness of the hedge as of December 31, 2024 are detailed below:

Amount COP	Amount USD	Fixed rate	Variable rate	Valuation	Eficacia Cobertura
September 30	Hedging Efficiency	12.51%	SOFR 3M + 1.65%	USD 2,262,229	120%

The adjustment in the valuation, and therefore in the effectiveness of the hedge, corresponds to the variation in the exchange rate and interest rates affecting the swap curve, which is the main source of the derivative's valuation.

However, it is important to note that the contracts established and fixed the exchange rate at which the obligations will be paid at maturity, meaning that exchange rate fluctuations do not increase debt payments

**c) Risk of variations in fuel costs**

Fluctuations in the cost of selling fuel at the Colombian operations, in the case of gasoline, diesel, and jet A1, have an impact on the organization's results.

This impact is due to the time lag between the purchase and sale of fuels and to cost fluctuations, as these costs are based on indicators linked to international oil prices, which are denominated in dollars.

Therefore, taking into account the risk associated with the timing of purchases and sales, inventories represent a risk when the reference price changes. However, this risk is managed through inventory management.

**(iii) Material transactions with issuer-related parties**

See note 10, Related party balances and transactions, in the Separate Financial Statements.

**(iv) Description and evaluation of the controls and procedures used by the issuer to record, process and analyze the information necessary to comply with the obligation to file the annual report referred to in this Annex with the National Registry of Securities and Issuers (RNVE) in a timely manner.**

See details in the signed consolidated and individual financial statements, which include the independent auditor's certification of the figures in the financial statements

## PART THREE

# SUSTAINABILITY AND RESPONSIBLE INVESTMENT PRACTICES



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# Strategies, policies, and practices

## Our ESG focus

Within our organization, we lead with a focus on excellence in the management of environmental, social, and corporate governance (ESG) issues, incorporating informed criteria into our decision-making. This framework reinforces our responsibility for non-financial risks and impacts. It also sends a clear message to the market, consumers, and all our stakeholders that we identify, assess, manage, mitigate, and communicate risks, impacts, and strategic actions in a transparent manner. By reporting on our progress, we build trust and strengthen relationships with our stakeholders, thus cementing an ethical business culture.

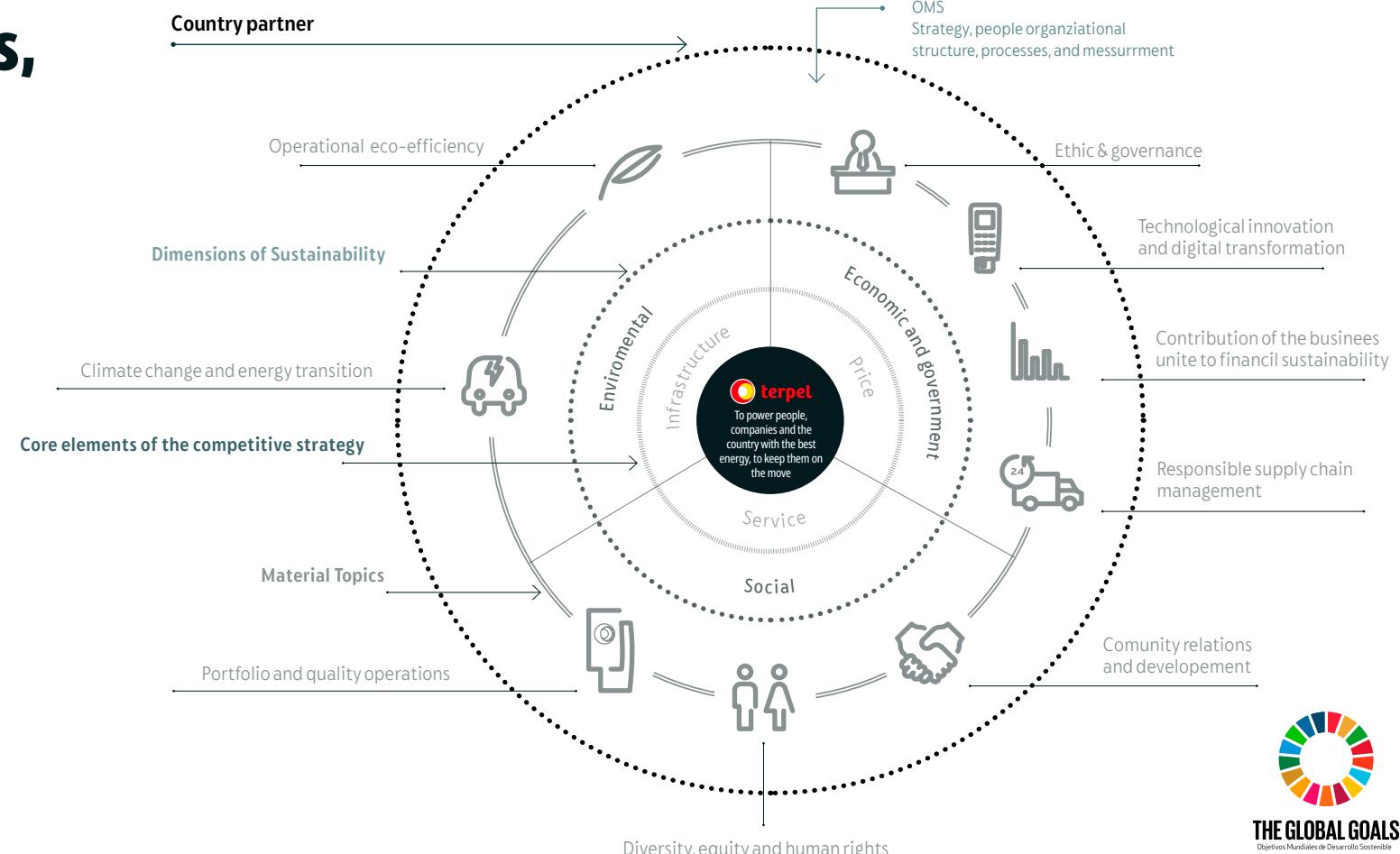
Our Sustainable Management Model places people at the center of our strategy and combines the company's competitive pillars (price, service, and infrastructure), the three ESG dimensions, and our nine material issues, reflecting our commitment to all stakeholders and the contexts in which we operate. It's a model that allows us to define the guidelines and "rules of the game" that govern our operations and ensure that we act ethically and responsibly by establishing policies based on all three dimensions - such as the MLFT Prevention and Control Policy, the Business Ethics and Anti-Corruption Manual, the Code of Conduct, the Human Rights Policy, the Good Neighbor Policy, the Corporate Affairs Policy and the Health, Safety, Environment and Quality (HSEQ) Policy.

Furthermore, these policies are framed within our material issues and have programs, initiatives, and indicators to ensure their effective implementation. They are also aligned with international standards and benchmarks such as those of the OECD, the ILO, the United Nations Guiding Principles on Business and Human Rights and the Sustainable Development Goals (SDGs). They also incorporate due diligence and apply the precautionary principle, with application being extended to our

stakeholders, subsidiaries, franchisees, strategic partners, and communities. By continuously monitoring the associated targets and indicators, we ensure that these policies are translated into concrete actions, address critical challenges, and contribute to the well-being of all stakeholders.

The integration of ESG management at all levels of the company, from the executive board to the operational level, has been made possible by our

organizational maturity, our alignment with key global trends, and our adoption of sustainability as a strategic component of the way we do business. This comprehensive approach reflects our commitment to doing business responsibly, putting people at the center of our decisions, and demonstrating our dedication to sustainability, transparency, and the creation of shared value.



3-1 ▶

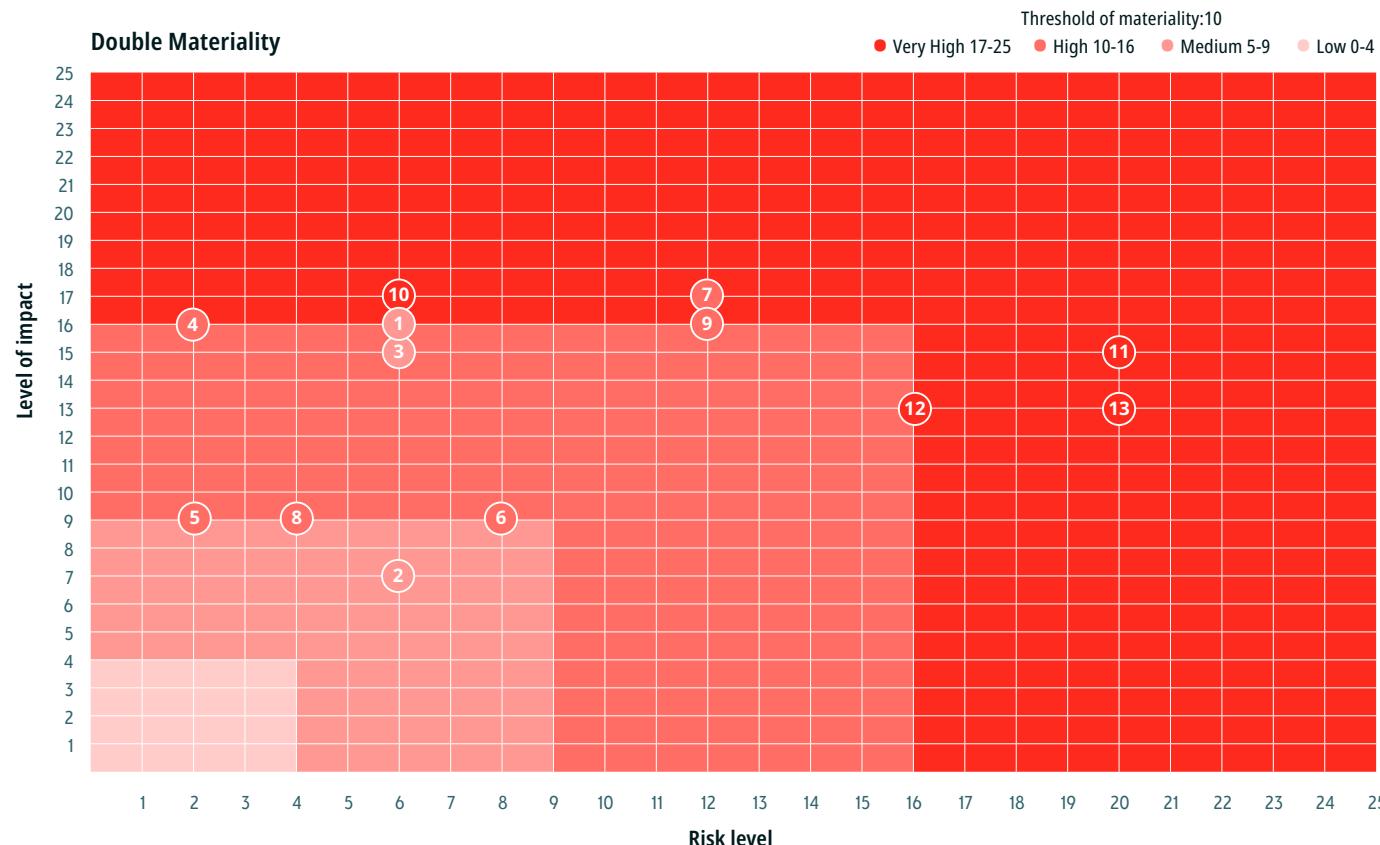
# Process to determine material topics

## Double materiality analysis

In 2023, we conducted an exhaustive double materiality exercise that allowed us to identify both the risks and the opportunities that ESG issues pose to the financial stability of our business. This analysis also highlighted the significant social and environmental impacts of our operations, strengthening our ability to comprehensively manage the challenges and opportunities associated with sustainability.

The double materiality analysis is the strategic basis for identifying issues that affect the creation of economic, social, and environmental value. The approach allows us to meet the expectations of our stakeholders while effectively managing the ESG risks and impacts that could threaten the financial continuity of our organization.

This exercise complies with the requirements established by the Financial Superintendence of Colombia in Circulars 031 of 2021 and 012 of 2022. It also complies with the most widely accepted international standards, such as the GRI (version 2021), the new IFRS S1 and S2, and the SASB and TCFD guidelines on materiality. It also complies with Circular 100-000010 of 2023 issued by the Superintendent of Corporations on sustainability reporting, ensuring that our reporting is rigorous, transparent, and in line with international best practices.



No.	Dimension	Issue	Category	Materiality of impact	Financial
1	Environmental	Climate change and energy transition	Highly material	15	9
2	Environmental	Water resource management	Monitor	7	6
3	Environmental	Operational eco-efficiency	Material impact	14	6
4	Social	Diversity, equity and talent	Material impact	15	2
5	Social	Education and training in skills for the future	Monitor	9	2
6	Social	Comprehensive protection of human rights	Monitor	9	8
7	Social	Community relations and development	Highly material	17	12
8	Social	Products with social impact	Monitor	9	4
9	Social	Quality portfolio and operations	Altamente material	16	12
10	Governance	Ethics & governance	Material impact	16	6
11	Governance	Contribution of the business unit to financial sustainability	Highly material	15	20
12	Governance	Responsible supply chain management	Highly material	13	16
13	Governance	Technological innovation	Highly material	13	20

In 2024, there were no material changes to the issues defined in our last double materiality analysis and therefore the issues remain the same for this reporting period. For future reporting periods, material changes or adjustments to material issues that have an internal or external impact on the current reporting period and the company's current ability to manage against ESG results will be treated as material change updates. These will include new regulations, businesses, markets, and external factors related to risks and opportunities relevant to Terpel.

Read more about the materiality process [here](#).

## Strategic alignment of materiality

In our Organization, we see materiality analysis as key to our sustainable management, designed to guarantee responsible administration of our operations. All our strategic pillars, objectives, key performance indicators (KPIs), projects, and actions are directly linked to material issues and are integrated into the Balanced Scorecard. This approach allows us to manage every aspect of our operations in a sustainable way, identifying and addressing business risks related to ESG criteria in advance.

We recognize and define ourselves as a Country Partner. This means that we frame our sustainability model within a purpose that goes beyond our day-to-day operations. Being a Country Partner is expressed in our commitment to people, consumers, the environment, and the communities in which we operate. Our initiatives create quality jobs, promote responsible operations, align us with the most pressing needs of countries, and contribute to the economic and social development of regions, fostering collective well-being and consolidating our role as an agent of positive and sustainable change.

## Strategic ESG Performance

Material issue	Strategic ambition	Key performance indicators
Climate change and energy transition	We want to be a major player in the energy transition, promoting alliances and innovation projects related to non-conventional energy production, clean technologies, and the circular economy.	Percentage reduction of net GHG emissions compared to base year 2019 Percentage of energy consumed from non-conventional renewable sources Amount of renewable energy produced for sale Amount of emissions offset through purchase of carbon credits
Operational eco-efficiency	We are committed to developing an innovative operational approach that minimizes the use of inputs and resources and promotes circular economy and reverse logistics processes in operations and business.	Reduction of plastic packaging in manufacturing Percentage of reconditioned drums and pallets used in the lubricants plant Percentage of waste generated at the lubricants plant that is recycled or reused Food loss and waste (shrinkage) in stores as a percentage of monthly net sales Percentage of shrinkage donated
Diversity, equity and human talent	We aspire to be recognized as a benchmark for creating an inclusive work environment that fosters the holistic well-being and talent of our employees.	Turnover rate Lost Time Injury Frequency Rate (LTIFR) Percentage of women in the workforce
Community relations and development	We want to continue to strengthen our relationship with communities through an approach based on active listening and collaboration, ensuring that our initiatives are in line with their needs and aspirations but also go further than just a transactional relationship.	Design for Change: Percentage of target met for number of projects implemented during the year Schools that Learn: Percentage of target met for number of participating schools Leader in Me: Percentage of target met for teachers trained Adventure with Letters: Percentage of target met for teachers involved Interactive Classrooms: Percentage of target met for students benefited My Future Now: Percentage of target met for students involved

**Strategic ESG Performance**

Material issue	Strategic ambition	Key performance indicators
Governance and ethics	We want to be recognized as a company with a strong culture of business ethics in our relationships with all our stakeholders.	Total number of confirmed incidents of corruption Percentage of employees trained annually on anti-corruption procedures and policies
Responsible supply chain management	We seek to develop a resilient and ethical supply chain that promotes sustainable practices at all levels, fostering collaboration with suppliers committed to the environment and human rights.	Number of suppliers participating in capacity building programs
Quality portfolio and operations	We work to develop innovative, high value-added products that prioritize operational excellence and minimize our impact on the environment, creating a sustainable competitive advantage.	Customer satisfaction score
Financial sustainability	We manage financial risks to protect cash flow and enhance stability in the face of market volatility and changing regulatory policies, thereby maintaining the company's competitiveness.	EBITDA
Technological innovation and digital transformation	We foster a culture of innovation that encourages interdisciplinary collaboration to drive the development of new products and services that meet the technological needs of the marketplace and consumers.	Number of cybersecurity incidents resulting in data loss

**ESG indicators linked to variable compensation**

Indicator	Met
Reduction of GHG emissions by 400 t through the operation of 33 photovoltaic self-generation plants	↓ 74%
Enrollment of at least 40 suppliers in new sustainability training programs	↑ 105%*
Definition of Dow Jones gap closure plan for 100% of the areas participating in the measurement	→ 100%
Implementation of 3 automations during the year associated with new mobility and energy	→ 100%
ISO certification in the 3 business standards (Aviation)	→ 100%
0% plastic single use products in administrative offices	→ 100%
Reduction in level 5 (critical) accidents Target <= 0.08	→ 100%
Elimination of plastic in mixers, lids, and cutlery in 100% of convenience stores	↓ 96%
Allocation of 15% of total corporate marketing budget to communicating sustainability issues	→ 100%
Addition of 53 new certified points to the Green Pass program	↑ 106%
Collection of 33.4 t of plastic containers at points of sale enrolled in the Green Pass collection program	↑ 111.3%

**Our Stakeholders**

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In order to achieve our purpose, we must understand and effectively respond to the expectations of our stakeholders. We have therefore adopted a structured approach based on the AA 1000 Stakeholder Engagement Standard (AA 1000 SES), which enables us to prioritize and manage our relationships in a transparent, inclusive, and strategic manner. The framework guides us in identifying, listening to, and addressing the concerns and needs of those who are affected by our activities or who can influence our performance.

We prioritize our stakeholders based on key criteria such as their influence, dependence, responsibility, and proximity. This process ensures a consistent and equitable approach, strengthens our ability to create shared value, and allows us to build relationships of trust. By integrating their perspectives into our decision-making, we reaffirm our commitment to move towards sustainable management that balances the interests of all parties involved and contributes to economic, social, and environmental development in the places where we operate.

Our stakeholders and their interests:

- 1. **Shareholders/ Investors:**
  - Transparency in the presentation of financial and operational information
  - Clear strategies for growth and return on investment
  - Ongoing communication about company performance and plans
- 2. **Customers and consumers:**
  - Continuous improvement in the quality and reliability of products and services
  - Efficient and personalized customer service
  - Loyalty initiatives and rewards programs
- 3. **Partners in the Operation**
  - Close collaboration and mutual support on projects and operations
  - Clear and mutually beneficial agreements
  - Development of joint solutions that drive operational efficiency
- 4. **Suppliers:**
  - Business relationships based on trust and transparency
  - Timely payments and fair terms
  - Collaboration to improve supply chain best practices and sustainability
- 5. **Employees:**
  - Wellness and professional development programs
  - Strong organizational culture and effective communication
  - Participation in decision-making and appreciation of work
  - Timely payments and fair terms
- 6. **Institutions:**
  - Regulatory compliance and participation in public policy
  - Ongoing dialogue and collaboration on regulatory issues
  - Support for initiatives that promote sustainable development
- 7. **Industry associations:**
  - Participation in industry associations
  - Collaboration on social and environmental responsibility projects
  - Open discussion to address shared challenges
- 8. **Communities:**
  - Social investment and community development projects
  - Active listening and participation in local issues
  - Programs for education and training
- 9. **Civil society:**
  - Social investment
  - Support for social and environmental initiatives
  - Participation in solving social problems

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### Membership in associations

We maximize our positive impact through relationships with other stakeholders in society who share our values and interests:

#### Partnerships:

- Agency for Reincorporation and Normalization (ARN)
- Victims Unit
- Casa Libertad
- Corporación Mundial de la Mujer - CMMC
- Corporación Matamoros
- Acción Interna Foundation
- Arcángel Foundation
- Office of the District Secretary of Women
- Soy Oportunidad Foundation
- Gender Parity Initiative at the Ministry of Labor

#### In addition, we are committed to the following initiatives:

- United Nations Global Compact
- Global Compact Network, Colombia
- LGBT Business Chamber
- UN Women
- Women's Empowerment Principles
- Colombian Institute of Corporate Governance, ICGC
- Office of the Secretary of Transparency
- Colombian Route to Integrity
- Responsible Business Conduct Community
- Bogotá Chamber of Commerce
- Drive at 50 live to 100
- "United for fresh air" compact, District Secretary of the Environment, Office of the Mayor of Bogotá
- IBIA
- IATA
- ALTA
- ICONTEC technical committee
- AFE: Association of Corporate Foundations

- RedAmérica: Association of Corporate Foundations of Latin America
- Business Owners for Education
- Red de Movilidad de Cero y Bajas Emisiones (RCBE)

And we work with other companies in the industry in favor of development of the industry through:

- Colombian Petroleum and Gas Association (ACP)
- National Business Association of Colombia (ANDI)
- Colombian Association of Natural Gas in Colombia (Naturgas)

### Industry association

Entity	Amount contributed *in COP millions	Purpose of involvement
ACP	583	To have an influence on public policies, regulatory issues, and the operating environment.
ANDI (includes Chamber of the Gastronomic Sector)	187	
Naturgas	108	
Hydrogen Chamber (ANDI - Naturgas)	10	

# We measure ourselves against the highest ESG standards in the world

## Terpel in the Dow Jones Sustainability Index (DJSI)

For the ninth consecutive year, we conducted the Corporate Sustainability Assessment (CSA), an exercise that challenges us to evaluate our ESG practices and continuously improve our performance. It also allows us to compare our environmental, social, and economic performance against the highest standards in the global retail industry, the sector in which we are measured.

In 2024 we achieved the highest score since we began participating: 69 points, an increase of 5 points over 2023 and 48 points higher than the industry average. This is the result of the coordination and commitment of the different areas of the company to sustainable development.

In the economic dimension, our best scores were for transparency and reporting, product quality and returns management, business ethics and materiality, all with scores above 80%. This is also the dimension that showed the most significant growth, with an 11-point increase over the previous year.

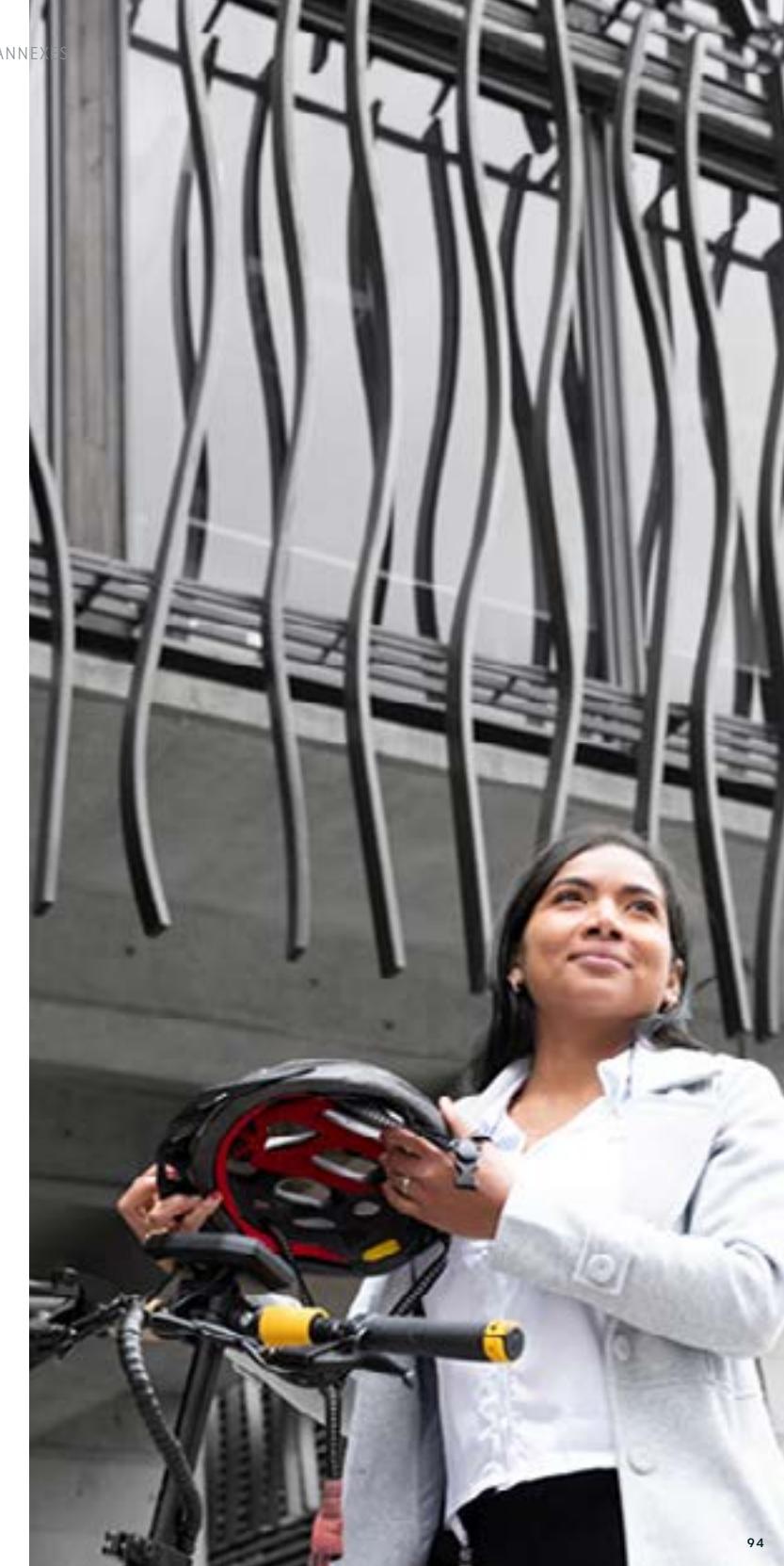
In the environmental dimension, the highest scores were for water, waste, and packaging management, all with scores above 70%. The score with the largest increase was for the work in climate strategy. Finally, in the social dimension, the highest scores were in human rights, human capital management, and privacy and data protection.

In addition to the pride we take in these results, participating in the assessment and learning about the best practices of our peers encourages us to continue improving our performance to increase our positive impact on society and our stakeholders.

## Our commitment to the 2030 Agenda

As a signatory of the United Nations Global Compact since 2011, we see sustainable development, socio-economic progress, and environmental balance as an invaluable opportunity to promote corporate responsibility and innovation.

In line with the 2030 Agenda and the Sustainable Development Goals (SDGs), our contribution is integrated into both our business activities and the voluntary initiatives we undertake in our role as a Country Partner. This approach reflects our commitment to fostering positive and sustainable change in our communities. Within this framework, we have prioritized specific areas of contribution that guide our actions toward making a transformative impact.



## Contribution to the SDG's from our business:



- **SDG 5 and 8.** Our "No Labels" campaign develops practices and activities that make Terpel more inclusive.



- **SDG 7.** We contribute to targets 7.2 and 7b, through products and services related to new mobility, such as CNG, LPG, and the implementation of electric charging stations (Voltex) along green corridors on strategic routes in Colombia.



- **SDG 8.** The entire company contributed to this goal through the creation of quality jobs. The Restoring Dreams program contributed in particular to goal 8.3 by supporting productive activities, entrepreneurialism, and job creation. And we contributed to goal 8.5 by promoting jobs for disabled people through the "No Labels" program, in partnership with the Best Buddies Foundation.



- **SDG 13,** with two targets: 13.1 through installation of solar panels at work centers, and 13.3 through the Reliable Service Station program that improves environmental education and raises awareness of environmental issues, including the impacts and effects of climate change.



- **SDG 17,** through partnerships with institutions such as the Agency for Reincorporation and Normalization and the World Corporation of Women Colombia, the Victims Unit, the Accion Interna Foundation, and Corporacion Matamoros, which also generated opportunities to make a contribution to SDG 10 in the areas of reconciliation and peace building. We also contribute to SDG 17 as part of G12, the group of companies that works in favor of sustainable development in Colombia.

## Contribution to the SDGs through voluntary actions in the framework of our commitment as a Country Partner:



### Donations of fuel:

- **SDG 2 - target 2.1:** donations to the Food Bank.



- **SDG 3 - targets 3.7 and 3.8:** donations to the Colombian Civil Air Patrol and the Colombian Red Cross to facilitate medical and surgical campaigns, deliver medicine, and care for patients.



### Monetary donations:

- **SDG 3 - target 3.8:** Funds donated to foundations that work to provide access to quality basic healthcare for vulnerable population groups, including surgery, medication, and general healthcare services.



- **SDG 10 -target 10.2:** Funds donated to support organizations that promote social inclusion.



## Improving education:

- **SDG 4: (4.1)** we contribute by promoting quality education through Terpel Foundation programs, namely, 4.a. through the new Interactive Classrooms and 4.c. through teacher training.

## Our commitment to the Paris Agreement and global climate action

As part of our commitment to sustainability, and in particular its environmental dimension, at Terpel we transparently share our goals and strategies for achieving carbon neutrality by 2050, in line with the climate goals of the Paris Agreement. We intend to achieve 50% of this goal by 2030 through concrete actions such as reducing greenhouse gas (GHG) emissions from our operations and transitioning to renewable energy sources such as solar PV.

The purpose of our stance and of our participation in the climate agenda at a national and global level is to contribute to the search for solutions that will mitigate risks and make our operations viable in a changing context. We participate in industry associations and academic events, and work with other companies to promote the development of products and services that are aligned with more sustainable practices. Our participation and decision-making in industry associations is based on consensus. If we find that the positions taken by the trade association are not in line with our values, we voice our disagreement.

In accordance with the regulations of the Financial Superintendence of Colombia and in line with international standards such as TCFD and SASB, at Terpel we are committed to transparency and responsible management of climate-related risks and opportunities. In 2023, we published our first TCFD report and this year we will publish the progress made, highlighting the financial impact of climate change on our operations and reaffirming our commitment to integrate sustainable practices into our business strategy. Full details of the report are available in the annexes to this document.

# GOVERNANCE AND ETHICS

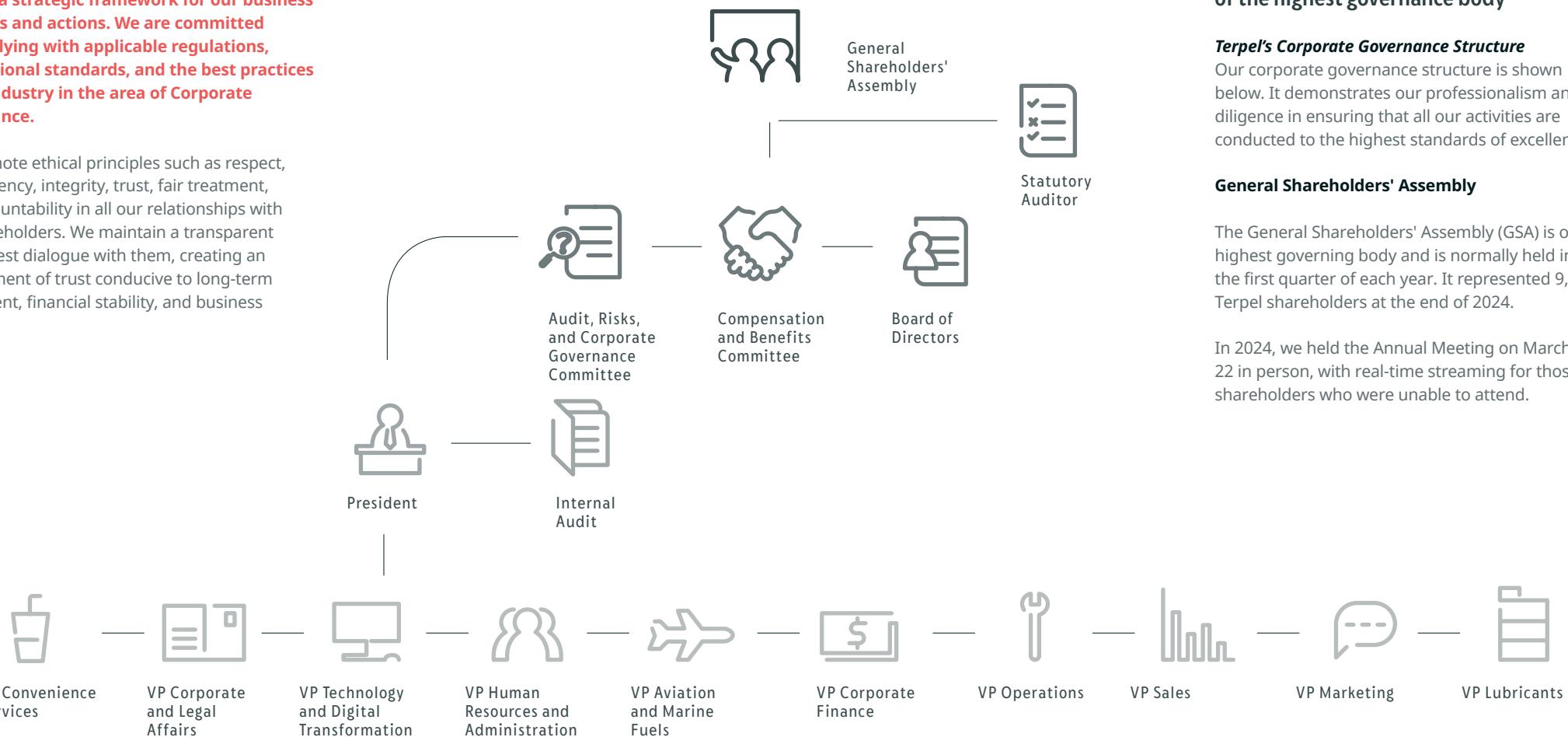


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# Corporate governance

Terpel is committed to high standards for governance, ethics, and transparency that provide a strategic framework for our business decisions and actions. We are committed to complying with applicable regulations, international standards, and the best practices of our industry in the area of Corporate Governance.

We promote ethical principles such as respect, transparency, integrity, trust, fair treatment, and accountability in all our relationships with our stakeholders. We maintain a transparent and honest dialogue with them, creating an environment of trust conducive to long-term investment, financial stability, and business integrity.



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## Structure and composition of the highest governance body

### **Terpel's Corporate Governance Structure**

Our corporate governance structure is shown below. It demonstrates our professionalism and diligence in ensuring that all our activities are conducted to the highest standards of excellence.

### **General Shareholders' Assembly**

The General Shareholders' Assembly (GSA) is our highest governing body and is normally held in the first quarter of each year. It represented 9,934 Terpel shareholders at the end of 2024.

In 2024, we held the Annual Meeting on March 22 in person, with real-time streaming for those shareholders who were unable to attend.

**Board of Directors**

The Board of Directors is the highest administrative body and is responsible for the sustainable management of the organization. In accordance with the company's bylaws and for the delegation of authority, the functions of the General Assembly include the election of the board.

Our Board of Directors was elected to serve for the period from April 2022 to April 2025 using the electoral quotient system and consists of seven directors (principals and alternates), none of whom is an executive officer of the company. In accordance with the legal requirements for issuers of securities, 25% of the members of the Board of Directors are independent.

**2-10>**

The Chairman of the Board of Directors is elected by a favorable vote from all members and exercises the functions and powers attributed by law, the bylaws, the board's regulations, and the Code of Good Corporate Governance. The Board of Directors is the company's decision-making body and exercises its duties independently of the company's other management bodies.

In 2024, we developed and published the Diversity Policy for the Board of Directors. The policy requires that gender, ethnicity, race, nationality, and cultural origin criteria be considered in the nomination of candidates and prohibits all forms of discrimination in our highest governing body.

At Organización Terpel S.A., our corporate philosophy and strategy is focused on serving people, not cars, and we strive to create memorable experiences in all of our business lines, offering the best service, the best infrastructure, and competitive prices. Accordingly, the members of the Board of Directors must have not only the necessary technical knowledge, but also sufficient experience and track record in the oil and gas sector to enable them to lead the company toward exceptional service, an integrated service offering, and competitive pricing in the markets in which it operates. The board additionally has more than 10 years of continued service on the Board of Directors, which has given it a strategic vision through the organization's progressive and sustainable growth. The composition of the Board of Directors and profiles of its members, in accordance with the Commercial Registry, can be consulted below:



## 2-11 ►

Item	Board member 1	Board member 2	Board member 3 President	Board member 4	Board member 5	Board member 6	Board member 7
<b>Name of the board member</b>	Lorenzo Gazmuri Schleyer	Jorge Andueza Fouque	Arturo Natho Gamboa	Sylvia Escobar Gómez	Jorge Alberto Bunster Betteley	José Óscar Jaramillo Botero	Bernardo Dyner Rezonzow
<b>Role</b>	Principal	Principal	Principal	Principal	Principal	Principal	Principal
<b>Independent or shareholder-appointed</b>	Non-executive - shareholder-appointed	Non-executive - shareholder-appointed	Non-executive - shareholder-appointed	Non-executive - shareholder-appointed	Non-executive - shareholder-appointed	independent	independent
<b>Years on the board</b>	15 years	15 years	9 years	3 years	10 years	More than 12 years	More than 12 years
<b>Date of last reappointment or appointment</b>	Shareholders' Assembly on March 18, 2022	Shareholders' Assembly on March 18, 2022	Shareholders' Assembly on March 18, 2022	Shareholders' Assembly on March 18, 2022	Shareholders' Assembly on March 18, 2022	Shareholders' Assembly on March 18, 2022	Shareholders' Assembly on March 18, 2022
<b>Professional profile: formal studies, current role and relevant industry experience</b>	A graduate in electrical engineering from the University of Chile, Mr. Gazmuri is currently executive vice president of Copec S.A. (a Chilean company in the retail oil & gas and energy sectors). He has also held the positions of assistant manager of sales planning and sales manager at the same company, in a career spanning more than 20 years. In addition, he has been and continues to be a member of the Board of Directors of companies in the fuel, shipping, transportation, and retail sectors, such as Abastible, Metrogas, Sonacol, Sonamar, Transcom, and ArcoPrime.	A civil engineer with a degree from Universidad de Chile, Mr. Andueza has been associated with the Angelini Group for 30 years. He is currently the general manager of Antar Chile S.A., vice president of Copec S.A., and vice president of Empresas Copec S.A. (companies in the oil & gas and energy sectors). He is also has been and continues to be a member of several companies in the energy, forestry, fishing, and financial sectors, including Empresas Copec S.A., Copec S.A., Arauco, Pesquera Orizon, Corpesca, and Cruz del Sur.	Mr. Natho earned a degree as a civil industrial engineer from Universidad Católica de Chile, and currently serves as general manager of Copec S.A. (a company in the retail oil & gas sector). He is also a director on the board of companies in the food, trading, metal mechanics, and architecture sectors, notably Selecta (Brazil), Kabsa, Astilleros Arica, and Elemental. He served on the Board of Directors of Terpel from May 2010 to March 2014.	Ms. Escobar graduated with a degree in Economics from Universidad de los Andes. After a distinguished career in both the public and private sectors, she served as the President of Organización Terpel S.A. for 8 years. Some of the highlights of her professional career have been her positions of leadership in Colombian and international government institutions such as the Colombian National Planning Department, the Colombian Bank of the Republic, the Secretaries of Education and Finance at the Office of the Mayor of Bogota, and the World Bank.	An economist with a degree from Universidad Católica de Chile and an MBA from IESE, Universidad de Navarra, Spain, Mr. Bunster is a former Minister of Energy and former Vice Minister of Foreign Trade of Chile. He was general manager of Copec for 19 years, deputy general manager of Compañía de Seguros Generales Cruz del Sur S.A., general manager of Bresler Alimentos S.A. and prior to that general manager of AFP Alameda S.A. He has been and continues to be a director of companies in the fuel, forestry, fishing, retail, insurance, and energy sectors, such as Abastible, Metrogas, Sonacol, Sonamar, Celulosa Arauco, Pesquera Orizon, Eperva, Empresa Eléctrica Guacolda S.A., Seguros Cruz del Sur, and Arco Prime.	Mr. Jaramillo is an agricultural technologist with a degree from the Politécnico Colombiano in Medellín, and a degree in food engineering from the University of California in the United States. Since 2006, he has worked as a managing partner of Gomar y Cia. He has had an impressive managerial career in Colombia working for Vehicaldas S.A., Industrias Normandy S.A., and Mercaldas S.A.	Mr. Dyner received a degree as a marketing technologist from Escuela Superior de Mercadotecnia ESUMER, San Jose, Costa Rica. He has held various administrative and managerial positions in companies in the retail sector such as Industrias Kent y Sorrento, Aguirre Pelaez Ltda., and has also been a promoter and sponsor of the Moises and Katie M. School of the Las Golondrinas Foundation in Medellin, Antioquia, and the Natasha and Michael School of the Granito de Arena Foundation in Bello Antioquia.
<b>Committees of the Board of Directors</b>	NA	NA	NA	NA	NA	Compensation and Benefits and Audit Committees	NA
<b>Other boards of directors (of listed companies) on which he/she serves<sup>87</sup></b>	Copec S.A.	Empresas Copec S.A. Antarchile S.A. Nutravvalor S.A. Inversiones Siemel S.A.		Empresa de Telecomunicaciones de Bogotá Geo Park	Copec S.A.		
<b>Percentage of Board meetings attended during the year</b>	83%	92%	100%	100%	92%	100%	100%
<b>Nationality</b>	Chilean	Chilean	Chilean	Colombian	Chilean	Colombian	Colombian
<b>Age</b>	71	76	62	63	71	75	70

87 Excluding positions in non-profit organizations, educational institutions, simplified joint stock companies or other types of organizations not listed on a stock exchange.

Item	Board member 8	Board member 9	Board member 10	Board member 11	Board member 12	Board member 13	Board member 14
<b>Name of the board member</b>	Juan Diuana Yunis	Vacant	Jorge Andres Garcés Jordán	Rodolfo Castillo Garcia	Leonardo Ljubetic Garib	Gabriel Jaramillo	Tulio Rabinovich Manevich
<b>Role</b>	Alternate	Alternate	Alternate	Alternate	Alternate	Alternate	Alternate
<b>Independent or shareholder-appointed</b>	Non-executive - shareholder-appointed		Non-executive - shareholder-appointed	Non-executive - shareholder-appointed	Non-executive - shareholder-appointed	independent	independent
<b>Years on the board</b>	6 years	NA	más de 12 years	10 years	11 years	9 years	más de 12 years
<b>Date of last reappointment or appointment</b>	Shareholders' Assembly on March 18, 2022	NA	Shareholders' Assembly on March 18, 2022	Shareholders' Assembly on March 18, 2022	Shareholders' Assembly on March 18, 2022	Shareholders' Assembly on March 18, 2022	Shareholders' Assembly on March 18, 2022
<b>Professional profile: formal studies, current role and relevant industry experience</b>	Mr. Diuana is a civil and industrial electrical engineer, graduate from Universidad Católica de Chile, who currently serves as administrative and financial director of Compañía de Petróleos de Chile Copec and is a member of the board of directors of Transcom, Sonam and Vía Limpia. With a career of more than 20 years in administration and finance positions before joining the Copec group, he was corporate finance manager of Ripley Corp. S.A., Corporate Manager of Finance at Masisa S.A., and a member of the board of directors at Banco Ripley, Mall Concepción, and Mall Marina Arauco.	NA	Mr. Garcés graduated with a degree in psychology from Universidad Católica de Chile, and has worked for the last 20 years as human resources manager for Compañía de Petróleos de Chile S.A.	Mr. Castillo has been associated with the company Icoharinas SAS, of which he is president and founding partner. He has been and is currently a member of the Board of Directors of several companies in the agribusiness, finance, health, communications and construction sectors, including Agrotropical, Nutra & Foods, Promisión, Promitec Sumas Construcciones and Vanguardia. In the area of business associations, he has served several times on the Board of Directors of ANDI and the Bucaramanga Chamber of Commerce.	Mr. Liuretic holds a degree in industrial civil engineering from Pontificia Universidad Católica de Valparaíso, an MBA from Universidad Adolfo Ibáñez, and has completed post-graduate studies in the United States. He has extensive experience in the retail, fuel, and food sectors. He currently holds the position of corporate manager of development and management at Copec S.A. He is and has been a member of the Board of Directors of several companies, including Abastible, Metrogás, ArcoPrime, and Arco Alimentos. He also participates and has participated in the past in a number of non-profit organizations such as the Copec-UC Foundation, the Council of the School of Industrial Engineering of the PUCV, the Retail Center at the University of Chile and the International Committee of NACS (The Association for Convenience & Fuel Retailing) in the United States.	With a degree in business administration and a Master's in multinational business, Mr. Jaramillo has more than 15 years of experience in commercial and strategic management in different sectors of the economy, both in Colombia and abroad. He has served on the Board of Directors of companies in the automotive, food, and hydrocarbon sectors - both gas and liquid fuel distribution - such as Organización Terpel S.A., Hidrocarburos de Casanare S.A., Transgas de Occidente S.A., Súper de Alimentos, S.A., Ayura Motor S.A., and others.	Holding a degree in electrical engineering from Universidad Pontificia Bolivariana de Medellín, Mr. Rabinovich is currently president and partner of Celsa SAS and manager and partner of Saturde SAS. He was previously a manager at Productora Electroindustrial. He is the founder of the Museo de Arte Moderno de Medellín and was its director for 10 years.
<b>Committees of the Board of Directors</b>	Audit and Risk Committee	NA	Compensation and Benefits Committee	NA	Audit and Risk Committee	Audit and Risk Committee	Audit and Risk Committee
<b>Other boards of directors (of listed companies) on which he/she serves)<sup>88</sup></b>							Indisa
<b>Percentage of Board meetings attended during the year</b>	100%	NA	100%	100%	92%	92%	100%
<b>Nationality</b>	Chilean	NA	Chilean	Colombian	Chilean	Colombian	United States
<b>Age</b>	51	NA	68	65	55	51	80

88 Excluding positions in non-profit organizations, educational institutions, simplified joint stock companies or other types of organizations not listed on a stock exchange.

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## Committees of the Board of Directors

Our Board of Directors has two formal committees: the Compensation and Benefits Committee and the Audit, Risk, and Good Governance Committee.

These committees performed their duties diligently and presented their reports to the Board of Directors during 2024, also following its recommendations.

**Compensation and Benefits Committee:** The main objective of this committee is to ensure that Terpel and its affiliated companies manage human resources in accordance with the company's policies and best practices in favor of the welfare and integral development of employees. The Committee is also charged with maintaining an equitable and competitive compensation system that facilitates attracting and retaining the talent necessary to fulfill the company's mission and strategic goals.

### Composition for the April 2022 - April 2025:<sup>89</sup>

- José Oscar Jaramillo (independent member of the Board of Directors)
- Jorge Andrés Garcés (shareholder-appointed member of the Board of Directors)
- Oscar Bravo Restrepo (president of Organización Terpel S.A.)
- María José García (vice president of human resources and administration)
- Manager of human resources and administration<sup>90</sup>

The Board of Directors may appoint other members in addition to those named. These may include persons who are not members of the Board of Directors, but they must have a broad knowledge of human and organizational management.

#### Work:

The first regular meeting of the Compensation and Benefits Committee in 2024 presented the organization's situation in relation to a collective dispute between the USO and Terpel, tracing its history from the beginning and its main milestones. The dispute began in December 2017 after the USO presented a list of demands to Terpel, but no agreement was reached between the parties due to the high economic cost of the union's demands. The conflict was resolved by an arbitration court through an award issued in October 2019, which was appealed by both parties. The dispute ended on April 5, 2024.

The main changes introduced by the arbitration award compared to the 2015-2017 collective bargaining agreement were also presented, along with an overview of the collective bargaining landscape in the country. The national government has been pushing for the non-existence of collective agreements through two means: labor reform and actions by the Ministry of Labor, that is, complaints against collective agreements. Terpel follows all current legal guidelines for collective agreements.

During the second regular meeting of the Compensation and Benefits Committee in 2024, the consolidated results of the Terpel organizational climate survey were presented. The survey was conducted by People First with the participation of 88.3% of all employees, a total of 1403 responses.

The survey measured: (i) indicators for happiness, commitment, and trust, (ii) employees' relationships with the organization, their direct boss, colleagues, and the Executive Committee, and (iii) pillars such as fair treatment, a human-centered approach, and recognition. Employees were also asked about the organization's strengths and opportunities for improvement. The results for Organización Terpel were:

### Overall score

85%



### Trust

89%



### Engagement

81%



### Happiness

88%



The results for strengths and opportunities for improvement were:

### Strengths

- Stability
- Working environment
- People

### Opportunities for improvement

- Career development
- Work/ life balance
- More efficient processes

89 The two board members on this committee attended 100% of its sessions.

90 In 2024, only the vice president of human resources and administration attended because the manager position was vacant.

Finally, it was announced that the results of the survey would be shared with employees before the end of 2024 and that action plans would be established in each department to build on strengths and work on opportunities for improvement.

**Evaluation of the board committees:** The Board of Directors evaluates its committees as part of its annual performance evaluation, assessing the performance of each committee based on the support it provides to the Board during the period.

**Quorum and attendance:** The Committee met every six months and had sufficient members present to conduct deliberations and make decisions.

**Audit, Risk, and Good Governance Committee:** The primary function of the Audit, Risk, and Good Governance Committee is to advise the company's Board of Directors in the discharge of its oversight responsibilities. It does this by evaluating accounting practices, managing the relationship with the statutory auditor, and comprehensively reviewing the company's control architecture. This includes auditing the risk management system and verifying compliance with the principles of good corporate governance established by law, the competent authorities, and the company.

**Composition for the April 2022 - April 2025:<sup>91</sup>**

#### Principal members

- Bernardo Dyner Rezonow (independent member of the Board of Directors)
- José Oscar Jaramillo (independent member of the Board of Directors)
- John Diuana Yunis (shareholder-appointed member of the Board of Directors)

#### Alternates

- Tulio Rabinovich Manevich (independent member of the Board of Directors)
- Gabriel Jaramillo (independent member of the Board of Directors)
- Leonardo Ljubetic (shareholder-appointed member of the Board of Directors)

This Committee is chaired by one of the independent members of the Board of Directors and the secretary is the internal audit manager or their designee, who may be an employee of the company.

In addition, the statutory auditor attends with the right to speak, but not vote, and the president, vice president of corporate finance, vice president of corporate and legal affairs, and/or any other member of management may attend as guests, as deemed convenient.

**Work of the committee:** The Audit, Risk, and Good Governance Committee, in the performance of its duties and in accordance with the provisions of its charter, carried out the following activities during the year 2024:

- i) It reviewed the organization's financial statements and monitored compliance with the generally accepted accounting practices. In that analysis, it reviewed the annual and regular financial information prior to its submission to the Board of Directors, focusing on changes in accounting methods, accounting estimates, significant adjustments resulting from audits, and evaluations of business continuity and of compliance with the current laws and regulations affecting the company; ii) acted as a channel for communication between the organization's Board of Directors and the external auditor, supervising the latter's services; (iii) confirmed the adequate performance of

the company's control, risk management, and disclosure systems; (iv) supervised compliance with the annual internal audit program and the monitoring of action plans evaluating the various processes of the company, as well as the risk management system, (v) verified that the Board of Directors fulfilled its duties and functions, and (vi) complied with the legal and statutory provisions applicable to it. It also verified that the transactions between Organización Terpel and its related parties took place under market conditions and did not violate the equal treatment of shareholders, and (vii) highlighted the importance of continuing to strengthen the internal control and risk management systems of Organización Terpel and of its related companies.

**Quorum and attendance:** During 2024, the Audit Committee met four times, as recorded in the minutes. All of the main committee members were in attendance, providing a sufficient quorum to deliberate and make decisions.

Given the importance of risk management to the organization, an additional meeting of the Audit, Risk, and Good Governance Committee was held in September 2024, focusing specifically on analyzing the company's risks.

**Evaluation of the board committees:** The Board of Directors evaluates the committees as part of its annual performance evaluation, assessing the performance of each committee based on the support it provides to the Board during the period.

#### Additional board committees:<sup>92</sup>

**Sustainability committee:** This is the highest governance body responsible for overseeing ESG management. Its responsibilities include the review and approval of all activities that are carried out within the framework of materiality. The committee meets 2-4 times a year to assess progress, challenges, and next steps on the most important issues related to the organization's sustainability model and the implementation of concrete initiatives.

This committee is chaired by the president and includes a member of the Board of Directors delegated to oversee ESG issues, the vice presidents of corporate and legal affairs, human resources and administration, operations and logistics, and convenience services, the director of corporate affairs, the director of the Terpel Foundation, and the head of corporate responsibility. Throughout the year, the Committee shares relevant information as needed for decision making.

The audit manager and risk manager attend the Committee meetings, as well as key guests depending on the issues to be discussed, such as the vice presidents of corporate finance, sales, lubricants, or marketing. The president of Terpel delegates the functions of planning, management, and communication of the organization's sustainability issues to the vice president of corporate and legal affairs and the director of corporate affairs. The director of corporate affairs presents the organization's sustainability performance to the Committee and makes the corresponding minutes available to the delegate of the Board of Directors and other members, so that they can keep abreast of the issues discussed.

91 The two board members on this committee attended 100% of its sessions.

92 The standing committees that support the Board of Directors are the Compensation and Benefits Committee and the Audit and Risks Committee.

**Communications Committee:** This committee is led by the president with the participation of one representative of the Board of Directors and the vice presidents of corporate and legal affairs, marketing, sales, and human resources and administration. It is the highest decision-making body responsible for defining, evaluating, and monitoring the reputation management strategy, with reputation seen as a critical intangible asset of the organization.

**Ethics committee:** the vice presidents of human resources and administration and of corporate and legal affairs and the audit manager lead the Ethics Committee. The compliance officer, the administrative manager, and the head of labor relations also sit on the committee. This committee is responsible for identifying, managing, and resolving potential conflicts of interest disclosed by employees or third parties, or otherwise brought to the company's attention. Such conflicts must not violate the guidelines set forth in the Code of Conduct and other company rules and policies.

The committees connected with the highest management body (the Board of Directors) that are responsible for making decisions and overseeing the management of the organization's economic, social, and environmental impacts are the Compensation and Benefits Committee, the Audit Committee, the Sustainability Committee, the Communications Committee, and the Compliance and Ethics Committee.

#### 2-16 ▶ Communicating Critical Concerns

The Shareholders' Assembly identifies critical issues that require review and approval as set forth in the bylaws. In addition to the above-mentioned decisions, the highest governance body addresses market-relevant shareholder concerns or questions raised through the right of inspection. Responses

to these inquiries will be provided in the same manner they are made and will be posted on the company's website.

All items subject to approval and consideration by the Annual Shareholders' Assembly are included in the notice published annually on the company's website. In 2024, four such items were presented, related to the approval of the 2023 Management Report, the Statutory Auditor's Report, the 2023 Consolidated and Separate Financial Statements, and the proposal for the distribution of profits.

2-10 ▶

#### Nomination and selection of the highest management body

The members of the Board of Directors are elected for a term of three years by means of the electoral quotient mechanism. Prior to their election, the candidates' experience and background are presented to the shareholders. Directors are required to be experienced both in the sector and in their respective roles. The Board of Directors currently consists of fourteen (14) members. The person holding the position of Second Alternate resigned for personal reasons, effective as of May 31, 2023, all duly recorded, and the position is currently vacant.

The members of the Audit, Risk, and Good Governance Committee and of the Compensation and Benefits Committee have the same term of office as the Board of Directors, are eligible for re-election for an indefinite term and are elected by the Board of Directors by a simple majority of the votes cast, in accordance with the composition outlined in the preceding paragraphs, until new members are appointed.

#### Independence criteria for the appointment of members of the Board of Directors and its committees:

In accordance with the legal requirements for securities issuers and as described in section 2.2.3 of the Code of Good Corporate Governance, 25% of the members of the Board of Directors (two sets of regular and their alternate members) must be independent. For more information, see our [Corporate Governance Code](#).

#### Compensation of the Board of Directors

##### Topic

Salaries of members of the Board of Directors

##### 2024

8 current legal minimum salaries for each session attended

The members of the Board of Directors meet monthly to analyze the organization's performance and, when appropriate, to discuss economic, social, and environmental impacts, risks, and opportunities. In 2024, a total of 12 meetings were held, including in-person and virtual meetings, with 100% attendance per board seat and an average attendance per member of 96%.

2-12 ▶

#### Functions of the Board of Directors

The Board of Directors is the body in charge of directing and supervising the company and making strategic decisions regarding its management. The Board's primary responsibilities include:

- Appointing the president of the company and the officers of any subsidiary, affiliate, or branch of the company.
- Carrying out the sale of shares owned by the company.
- Developing, approving, and updating the company's purpose, either directly or by delegation to its committees or senior management.

- Entering into partnerships or strategic agreements with third parties.
- Deciding on the alienation, in any form, of its assets and investments.
- Making investments in other companies.
- Issuing guarantees with respect to the obligations of the company, its affiliates, or subsidiaries.
- Establishing its own bylaws and the company's internal regulations.
- Electing each year the president of the company and his deputy, as well as the legal representative and his deputy.
- Authorizing the most significant transactions and investments of the company.
- Evaluating and managing the company's strategic, financial, and operational risks.
- Defining the values or mission of the organization, either directly or by delegation to its committees or senior management.
- Enforcing compliance with the laws, rules, and regulations applicable to the company.
- Auditing, directly or through a committee, the company's books, accounts, documents, and cash, at its discretion.
- Supervising the company's due diligence processes, either directly or by delegation to its committees or senior management.
- Overseeing, either directly or by delegation to its committees or senior management, the management of ESG, including, therefore, the discussion and approval of all activities developed to address the environmental, social, and economic impacts of the company.
- Appointing the members of the Audit and the Compensation and Benefits committees.
- With the president of the company, submitting to the General Shareholders' Meeting the balance sheet for each financial year and the other annexes and reports referred to in Article 446 of the Code of Commerce, after having been examined by the Audit Committee, and, if deemed appropriate, proposing to the General Shareholders' Assembly any amendments to the corporate bylaws that it deems appropriate.



- Ensuring strict compliance with all provisions set forth in these by-laws and such as may be adopted for the proper operation of the company, and making such decisions as may be necessary to enable the company to fulfill its purposes.

With respect to risk management, its responsibilities include addressing issues related to risk management at each of the monthly meetings of the Board of Directors, with the possibility of inviting internal audit as appropriate. In addition, the Audit, Risks, and Good Governance Committee, as a committee of the Board of Directors, meets on a quarterly basis, with the participation of the president, senior executives, and internal and external audit, to discuss issues related to risk appetite and the progress of audits, including environmental, social, and corporate governance aspects.

**2-12. 2-13 ▶**

#### **Role in overseeing the management of impacts and delegation of responsibility**

Juan Diuana Yunis, a member of the Board of Directors, has been appointed as the person responsible for overseeing ESG issues and impacts within the highest governance body. Senior management in turn delegates this responsibility to the vice president of corporate and legal affairs, who has a dedicated department to manage ESG risks and impacts. The management of the company's sustainability falls to the director of corporate responsibility, who is under the direct supervision of the department of corporate affairs.

This team reports to two additional instances:

1. The Sustainability Committee - the highest committee where decisions are discussed and made in this area.
2. The member of the Board of Directors designated for this purpose, through the vice president of corporate and legal affairs.

**2-15 ▶**

#### **Conflicts of interest**

Terpel has implemented various mechanisms for identifying and managing conflicts of interest in accordance with Colombian law, particularly Article 23 of Law 222 of 1995 and other applicable regulations that establish the obligation to report such conflicts. Members of the Board of Directors make a declaration of compliance at the beginning of each term of office, disclosing any financial, personal, professional, or other relationships in order to manage potential conflicts of interest.

In addition, all employees complete an annual conflict of interest form to identify situations of a financial, personal, professional, or other nature that could give rise to a conflict of interest. The company maintains the form continually active on an internal platform (GenTe) so that employees can report conflicts as they arise. The Compliance Committee evaluates this information and forwards it to direct supervisors, who manage conflicts in accordance with the committee's guidelines. And our suppliers and customers, by means of a declaration on the forms used to update their information, indicate any situation that they believe could affect their contractual relationship with the company.

A related parties report is submitted to the Board of Directors of the organization on a monthly basis. It reports on related party transactions and cross shareholdings with suppliers and other stakeholders.

## 2-17 Collective knowledge of the highest governance body

The corporate affairs team provided training and awareness-raising on ESG issues to the Board of Directors over the course of 2024, organizing regular training sessions on topics identified as relevant competencies, including ESG issues and risks. These initiatives are ongoing to ensure participation and informed decision-making in key processes in this area.

## 2-18 Evaluation of the performance of the highest governance body

Each year, the company evaluates the Board of Directors using a self-assessment tool that measures knowledge, skills, and experience, and identifies opportunities for improving the Board's work. The questionnaire addresses issues related to managing the organization's impact on the economy, the environment, and people. The results obtained are used to schedule specific training sessions in accordance with the stated needs. To date, the identified opportunities for improvement have not required changes in the composition of the governing bodies.

### Mechanisms in place for related party transactions

Notwithstanding the independence of each company in the conglomerate and the responsibilities of its governing bodies, the business group has a defined organizational structure for the three levels of governance: Shareholders' Assembly, Board of Directors, and senior management. The structure identifies the key bodies and positions and the relationships between them. This structure is transparent, clear, and public.

In the year 2024, we engaged in transactions with affiliates, subsidiaries, shareholders, and related parties in the framework of the laws currently in effect.

In development of these transactions and with a view to greater transparency, each month the vice president of corporate and legal affairs submitted a report to the Board of Directors on Related Party Transactions, in order to disclose all transactions between Terpel and/or its related parties with company administrators, and/or their related companies.

This was done in the understanding that, in accordance with current legislation, "The administrators include the legal representative, the liquidator, the factor, the members of boards or steering committees, and those who, in accordance with the bylaws, exercise or hold those functions." Likewise, two or more natural or juridical persons are considered to be related parties if one of them participates directly or indirectly in the management, control, or capital of the other. A related party may also be a natural person who exercises control or significant influence over the reporting entity by virtue of their position or who is a member of the reporting entity's key management personnel. As of December 31, 2024, none of Terpel's related parties had any legal

restrictions on the development of their corporate purpose, nor were there any legal convictions that could substantially affect their financial results at the close of 2024.

In addition, due to our strict compliance with the laws and regulations governing our activities, our adherence to free market principles and our continuous respect for consumer rights, there have been no judicial convictions imposing fines or significant sanctions against any of the group's companies.

Note 14 of the Financial Statements describes the accounting effect of the sale of 100% of the assets of the companies TERPEL PERÚ S.A.C. and TERPEL COMERCIAL PERÚ S.R.L., dedicated to the operation of service stations for liquid fuels and compressed natural gas (CNG), and the sale of 100% of the shares held directly or indirectly by Organización Terpel S.A. in the company TERPEL COMERCIAL ECUADOR CIA LTDA, a company dedicated to the service station and convenience store business, all of which were duly disclosed to the market. These transactions are in the process of being finalized as they are subject to the approval of the competent authorities in each country. Without prejudice to the foregoing, the controlling company and its subsidiaries have entered into transactions in the ordinary course of business, the most significant of which are described in Note 10 to the financial statements. Similarly, there were no significant transactions between the controlled companies and other entities under the influence or in the interest of the controlling company. Nor were there transactions between the controlling company and other entities in the interest of the controlled company, nor were relevant decisions made or not made by the controlled companies based on the influence or in the interest of the controlling company. Furthermore, there were no important decisions made or not made by the controlling company in the interest of the controlled companies.

### Fees paid to the statutory auditor or external auditor for the services of statutory audits, audits, and other services contracted for the corresponding period, and approved by the General Shareholders' Assembly

For the 2024 period, the Assembly approved the amount of COP 1,121 million (excluding VAT) for the services of the statutory auditors.

### Functioning of the internal control system, including a description of internal audit mechanisms and committees

The Internal Audit Department is responsible for safeguarding the internal control system of Terpel and its subsidiaries. It accomplishes this by reviewing internal processes and controls as part of the annual audit plan previously approved by the Audit Committee. The preparation of this plan is based on risk analysis and follows a clearly defined methodology.

Internal Audit also works closely with the various business units of the company to follow up on action plans derived from the audit work. These plans are defined by the process owners, who manage their risks and are therefore responsible for implementing the action plans. The internal audit team is taking a focused approach to continuous auditing and is implementing automated testing with ACL Robotics to process 100% of the data and monitor the company's key business processes more frequently.

### Governance structure to ensure equitable treatment of investors and encourage their participation.

Paragraph 1.3 of the Code of Good Governance establishes the "Shareholders' Right to Equality," which states that "The management and administration of the businesses of Organización Terpel S.A. by the Board of Directors and the

company's legal representative shall at all times guarantee the recognition and effective respect of the right to equality of all the company's shareholders. The members of the Board of Directors and the legal representative of the company must constantly strive to ensure that the equal rights of the shareholders are guaranteed in the decisions made by the company's various governing bodies."

Similarly, Article 47 (paragraph 23) of the company's bylaws states that it is the duty of the Board of Directors "to consider and respond in writing to any proposal submitted and duly substantiated by any shareholder or group of shareholders." The Board of Directors, through the legal representative, shall provide a response within sixty (60) calendar days from the date of the request."

In addition, there are a number of channels for communicating with shareholders, as described in the Code of Good Governance:

**Paragraph 3.4 - Means of Information:** The information to be provided by the company to its shareholders and investors will be available at the

main offices of Organización Terpel S.A. in the city of Bogotá.

**Paragraph 5.6 - Shareholder / Investor Relations Office:** The purpose of the Shareholder / Investor Relations Office is to create a preference for investing in Terpel, through knowledge of the company, the provision of quality information that is transparent and symmetric, proper disclosure of its activities, and regular contact with the community of shareholders, investors, and local and international analysts.

In addition, it serves as a liaison between shareholders and investors and the company's governing bodies and is generally concerned with learning about their needs, requirements, and suggestions. If an investor believes that there has been a violation of these rules, they should send a written communication to the vice president of corporate and legal affairs, Investor Services Office, located at Carrera 7 No. 75-51 Office 1301, in Bogotá D.C., or to the e-mail address: [accionistas@terpel.com](mailto:accionistas@terpel.com). This office will notify the Board of Directors at its next scheduled meeting, at which time the relevant decisions will be made and communicated to the petitioning shareholder.

**Paragraph 5.7 Website:** The website for Organización Terpel S.A. ([www.terpel.com](http://www.terpel.com)) is available for its different audiences, presenting information of interest to its shareholders and investors, as well as to other people interested in its operations (customers, analysts, the community, journalists, suppliers, etc.). The Code of Good Governance and the company's financial statements are published on the referenced website.

This procedure is also described in the "Investor Services Manual," published in both English and Spanish, in which the company explains to shareholders the channels they can use to submit their requests, claims, and proposals, further facilitating fluid communication, using the following link: <https://www.terpel.com/en/shareholders-investors/services/investor-services>

#### Executive Committee

Our Executive Committee is a group of senior executives who are committed to pursuing and achieving the company's goals and commitments:

Name	Position
Oscar Bravo Restrepo	President
Alejandro Barrera Castellani	Operations & logistics
Daniel Perea Villa	Corporate and legal affairs
Alonso Botero Pardo	Corporate finance
Johand Patiño Vega	Fuel sales
María José García	Human resources and administration
Liliana Tovar Silva	Aviation and marine fuels
Nelson Yobani Pabón Caviativa	Technology and digital transformation
Alejandra Londoño Carulla	Convenience services
Rodrigo Marcelo Ferreira Oyaneder	Lubricants
Kenneth Alexander Siefken Consuegra	Marketing



Structure effective as of December 31, 2024



**Oscar Bravo Restrepo,  
President**

A native of Medellín, Mr. Bravo graduated from the Pontificia Universidad Javeriana with a degree in industrial engineering, and went on to earn a master's degree in international management from the University of St. Thomas. He also holds degrees from Harvard University, the University of Pennsylvania, and Thunderbird University. For more than 15 years he served as the vice president of corporate finance at Terpel. Prior to that he held various management positions at Rohm and Haas, most recently as worldwide manager of financial planning and analysis.

**Main responsibilities:** To lead the organization's strategic processes and guide the business units toward the achievement of their objectives, in accordance with the policies established by the Board of Directors, in order to obtain the desired results and generate value for all stakeholders.



**Alejandro Barrera Castellani,  
Operations & Logistics**

Born in Bogotá, Mr. Barrera holds a degree in Mechanical Engineering from the Universidad de los Andes and an MBA from Tecnológico de Monterrey and Thunderbird University. He has more than 20 years of experience in multinational and local consumer goods companies, holding leadership positions in sales, logistics, distribution, and supply chain. During his career he has worked with companies such as Alquería, Cargill, Bavaria, and General Motors Colmotores.

**Main responsibilities:** to establish and regulate the fuel supply chain, construction projects for new service stations and convenience stores, new infrastructure for plants and for health, safety, environment, and quality, in accordance with corporate policies and current regulations, in order to ensure operational and logistical compliance with the value propositions, seeking the most cost-effective solution.



**Daniel Perea Villa,  
Corporate & legal affairs**

Born in Bogota, Mr. Perea earned a law degree from Pontificia Universidad Javeriana and has more than 25 years of experience managing legal and corporate affairs in national and multinational companies. He holds a master's degree in business administration and leadership from the EADA Business School in Barcelona, Spain. A specialist in commercial and administrative law, Perea has also served as legal affairs manager at GlaxoSmithKline and as legal compliance officer at Glass Technology Investments.

**Main responsibilities:** To define the reputation strategy and the direction of the company's ESG strategy and to integrate them into the business in accordance with regulatory requirements and environmental trends. To lead the Foundation's programs and the company's social impact initiatives, and to manage the organization's intangible assets, including, but not limited to, the strategy for communications, outreach, and interaction with groups outside the organization. To determine the company's legal strategy in accordance with the legal framework, the company's policies, and other applicable regulations or contracts, in order to ensure legal certainty.



**Alonso Botero Pardo,  
Corporate finances**

Mr. Botero holds a degree in economics from the Universidad de los Andes and an MBA from the MIT Sloan School of Management. He has more than 25 years of experience in finance, strategy, and new business development, pursuing his career in local companies and multinationals in the consumer and pharmaceutical sectors. He worked for Tecnoquímicas for 17 years, where he began as the financial planning manager, was promoted to vice president of corporate planning, and was later named vice president of finance and IT.

**Main responsibilities:** To establish and regulate the financial strategy and the organization's system for purchasing and contracting goods and services in accordance with the applicable legal and regulatory framework. To establish guidelines, directives, policies, and procedures to ensure the company's sustainability and operation in the short, medium, and long-term, in accordance with the requirements and needs of the business.



**Johand Patiño Vega,  
Fuel sales**

Born in Bucaramanga, Mr. Patiño holds a degree in marketing engineering from the Universidad Autónoma de Bucaramanga, and an MBA from the Inalde Business School. With more than 25 years of experience in business, strategy, and marketing, he has been working with Terpel for the last 20 years. His career with Terpel began in 2002 in Terpel Bucaramanga as a sales consultant, and he later joined the team responsible for the integration of the seven Terpels into Organización Terpel.

**Main responsibilities:** To manage sales at the national level (service stations and demand for natural gas, electricity, and industry fuels), within the framework of the corporate and competitive strategy, in order to meet targets for sales, coverage, service, and safety, as well as market share and expected profitability.

Structure effective as of December 31, 2024



**María José García,**  
*Human resources and administration*

Ms. García was born in Valledupar and holds a law degree from the Universidad del Rosario with a specialization in commercial law from Universidad de los Andes. She also has a specialization in mining and energy law from the Universidad Externado de Colombia, and a master's degree in executive human resources management from the EADA Business School in Barcelona. She has been with Terpel for more than 17 years and has achieved outstanding results in the projects she has led. Prior to her appointment as vice president, she served as manager of human resources and administration and manager of legal affairs.

**Main responsibilities:** To determine the strategy and provide guidance on human resources, administration, wellness, onboarding, training, performance evaluations, leadership, diversity, culture, internal communications, and innovation, ensuring that they are aligned with the company's strategic framework at the national level and that they are a benchmark for practices in other countries, creating value for employees and for Terpel.



**Liliana Tovar Silva,**  
*Aviation & marine fuels*

Born in California, in the United States, Ms. Tovar earned a degree in industrial engineering from the Universidad Javeriana and has an MBA and a master's degree in leadership from the EADA Business School. She has more than 25 years of experience with Terpel and has witnessed the changes in the company over time, starting when it was made up of regional companies, being a member of the team that designed the competitive strategy of the businesses.

**Main responsibilities:** To establish and direct the competitive strategy for the Aviation and Marine Fuel businesses, in accordance with the organization's strategic guidelines, ensuring results in terms of sales, profitability, market share, brand recognition, and service in the segments in which it operates, guaranteeing sustainability and growth for the business.



**Nelson Yobany Pabón Caviatava,**  
*Technology & digital transformation*

Mr. Pabon holds a degree in systems engineering from the Escuela Colombiana de Ingeniería and a specialization in project management from the Universidad Piloto de Colombia. He has more than 18 years of experience in technology in financial sector companies such as Grupo Aval, A Toda Hora, Banco AV Villas, Unisys, and Compañía Latinoamericana de Software. During his career he has served in positions such as technology services manager, digital services manager, and project director.

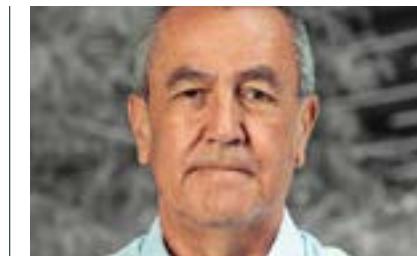
**Main responsibilities:** To lead, advise, regulate, and execute the technological and digital transformation strategy and ensure the standardization of the company's applications, communication systems, and technological infrastructure in accordance with the applicable legal and regulatory framework, establishing guidelines, directives, policies, and procedures for ensuring their proper functioning, proper use of the allocated budget, and the impact on the strategy and needs of Terpel.



**Alejandra Londoño Carulla,**  
*Convenience services*

Ms. Londoño holds a degree in industrial engineering from the Universidad Javeriana and a diploma in marketing from University of Chicago. She has more than 25 years of experience in companies such as Unilever in positions such as brand and innovation manager and trade marketing manager for the Colombian and North American markets. At Juan Valdez she served as vice president of marketing and vice president of international sales, developing the brand and operations in different countries.

**Main responsibilities:** To coordinate the sales and operations of convenience services with Terpel's value proposition in order to guarantee the expected market share and profitability by meeting the targets for sales, coverage, and service established in the organization's strategy.



**Rodrigo Marcelo Ferreira,**  
*Lubricants*

A native of the Valparaíso region in Chile, Mr. Ferreira holds a degree in business administration from the Instituto Profesional de Ciencias y Artes INCA CEA. He studied auditing at Universidad de Viña del Mar. He has worked in the financial sector, holding positions at the National Bank and in the Chilean Navy's finance department, Directemar. He served in the lubricants sales area for more than 20 years at Petróleos de Chile, Copec S.A., and joined the Terpel team in 2017.

**Main responsibilities:** To manage the process of manufacturing, marketing, and distributing lubricants at the national level in accordance with established standards, within the framework of the competitive strategy, in order to achieve the targets for sales, market share, expected profitability, and brand value.

**Structure effective as of December 31, 2024****Kenneth Alexander Siefken,  
*Marketing***

A native of Medellín, Mr. Siefken is an industrial engineer with a specialization in business administration from the Universidad del Norte, another in marketing from the Universidad Javeriana de Cali, and an MBA from the Universidad de los Andes. He is also a certified coach and has studied leadership extensively in recent years. During his 28-year career, he has worked in a variety of sectors, including the financial sector and public utilities, in companies such as Banco de Bogotá, Gases del Caribe S.A. E.S.P., and Triple A S.A. E.S.P.

**Main responsibilities:** To establish and oversee Terpel's brand strategy, leading its communications and 360 activities for all of the company's businesses. To lead the company's loyalty and data strategies.

**The Executive Committee is evaluated each year, at the same time as the rest of the company.** This information is presented in greater detail in the section "Our commitment to people" in this same report.

The compensation and incentive system for members of senior management is defined and approved by the president of the company and the chairman of the Board of Directors. Terpel commissions a salary study to be conducted by an expert compensation consulting firm.

**Our commitment to Corporate Governance****Listing on the Colombian Stock Exchange (BVC)**

We have been listed on the Colombian Stock Exchange (BVC) since 2014. For the eleventh year in a row, we received the IR (Investor Relations) Issuers Award, which highlights our performance and commitment to transparent and reliable disclosure of information, with a 9-point improvement over the previous year's rating to an all-time high of 91.9%. As part of our commitment to transparency and best practices in corporate governance, we are an active member of the Colombian Institute of Corporate Governance (ICGC). We participate in its Board of Directors and share our performance through the Corporate Best Practices Report "Country Code Survey," which is available to the public on our website and as an annex to this report.

**Good Governance Code**

The purpose of our Good Governance Code is to monitor the proper functioning of our governance and management bodies. It ensures optimal levels of trust and transparency, strengthens internal controls and corporate responsibility, and ensures that the rights of our shareholders are respected and protected. During 2024, we maintained a centralized approach from Colombia to monitor and manage high-impact processes such as the prevention of money laundering and the fight against corruption for subsidiaries in Peru, Ecuador, the Dominican Republic, and Panama.

In order to address all aspects of corporate governance in more detail, we have included the Integrated Legal and Financial Report in the last chapter of this document. The report clearly communicates the importance we place on maintaining high standards of corporate governance throughout the company.

Learn more about our [Corporate Governance Code, here](#).

# Our ethical and transparent business practices

3-3»

**At Terpel, ethical and transparent management characterizes all our operations and business relationships. We firmly believe in integrity and ethics as essential values and drivers of trust and long-term sustainability. In a complex and dynamic business environment, properly managing the risks associated with corruption, fraud, and unfair or monopolistic practices is critical to maintaining our reputation and the trust of our customers, employees, and strategic partners.**

Ethical and transparent management is consistent with our corporate culture, which promotes responsible behavior among our employees and in our relationships with our stakeholders. We are committed to implementing rigorous policies and procedures that ensure compliance with high ethical standards and transparency in all our interactions.

By acting with integrity and transparency, we help build a fairer and more sustainable economy, strengthen consumer confidence and foster a healthy competitive environment. We believe that our actions can inspire other organizations and be a catalyst for positive change in our industry and the market. That's why, with our work, we comply with legal obligations while fostering an environment of respect, fairness, and social responsibility.

## Ethics Management System

2-24»

Terpel has implemented an Ethics Management System to ensure transparency and integrity in our business conduct in all operations and processes. We have an Ethics Committee, made up of the vice president of human resources and administration, the vice president of corporate and legal affairs, the audit manager, the administrative manager, the corporate legal director, and the head of labor relations. This committee meets periodically at the request of its members or when a special case requires, to evaluate and ensure compliance with the ethical principles established in our organization. The main function of the committee is to promote an organizational culture based on values.

Our Compliance and Ethics Management System is regularly audited by Terpel's internal audit department. We also have various procedures, policies, and mechanisms to govern ethical and transparent behavior, such as:

## • Code of Conduct

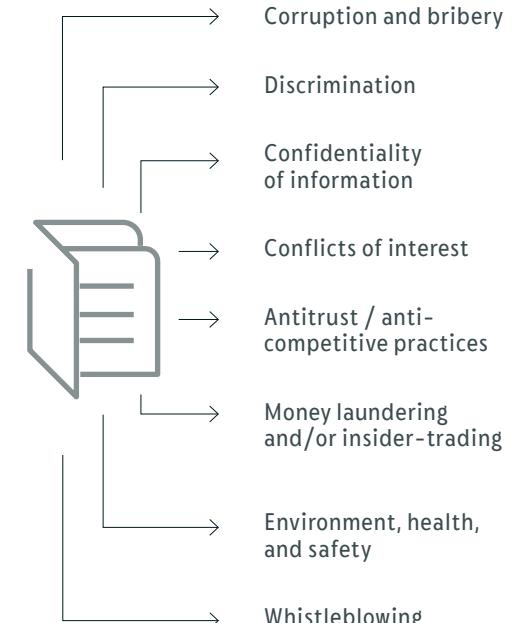
2-23»

Our Code of Conduct is the official statement of the principles, values, and ethical standards that guide the way the organization operates. It details the behavior expected of our employees in all relationships with various stakeholders, along with guidelines and possible consequences for violations. It applies to all employees in the countries where we operate, adapting it to local laws, while maintaining the corporate commitments defined in Colombia.

One hundred percent of our employees sign a written agreement to comply with the Code as part of their employment contract. In addition, we provide training and raise awareness of the content of the Code during annual induction and refresher courses. In this way, we ensure that its contents are common knowledge among our employees.

In 2024, we updated aspects of the Code of Conduct in accordance with the provisions of Decree 0046 of 2024, regarding potential conflicts of interest of Terpel administrators. Learn more about the Code of Conduct here: [Terpel Code of Conduct](#).

**Our Code of Conduct covers the following topics:**



Failure to comply with the Code of Conduct is a serious breach of an employee's contractual obligations and may result in disciplinary action, up to and including termination of employment for cause. Compliance with the Code is reviewed in annual performance evaluations and is closely linked to our corporate values.

2-25 ▶

When conduct that violates our Code of Conduct is identified, we conduct an internal investigation to determine the facts of the matter. If it is determined that a violation has occurred, a disciplinary process is initiated. In this process, we will notify the employee of the alleged facts and violations, and the employee will be invited to a hearing to present his or her side of the story. Appropriate actions or sanctions will then be taken based on the severity of the violation. These can range from feedback on the incident and guidance on appropriate behavior to termination of the contract.

The Code of Conduct covers 100% of our employees in Colombia, and each subsidiary develops its own Code of Conduct<sup>93</sup> based on Terpel's corporate principles, but applying the specific regulations of each country.

In 2024, there were 29 violations of the Code of Conduct. The Labor Relations committee also investigated 4 cases related to discrimination or harassment. Through the channel for reporting incidents, we received 33 ethics-related complaints about incidents that occurred at service stations and convenience stores. And there were 3 substantiated cases of bribery during the last fiscal year.

As we understand it, violations of the Code of Conduct include conduct related to workplace and sexual harassment that is in direct opposition to our commitment to take care of people along their way and to put people at the center of our decisions. At Terpel, we strive to provide our employees with a safe working environment that promotes their development as well as the achievement of our strategic goals. Therefore, we seek to prevent all types of unethical behavior that violate our Code of Conduct, including workplace and/or sexual harassment.

**Prevention of workplace and sexual harassment**  
Both the Internal Work Regulations and the Code of Conduct contain chapters that establish the framework of behavior expected of our employees in order to prevent harassment in the company. We also have a Policy on Preventing Sexual Harassment in the Workplace, which sets forth guidelines for investigating, correcting, and sanctioning alleged instances of sexual harassment, and establishes the process for addressing and resolving complaints in this area. Terpel rejects workplace harassment in all its forms and modes, regardless of who the victim or perpetrator is or their position in the organizational structure. We guarantee the confidentiality of processes and protect the identity and privacy of those involved.

Our gender approach establishes a treatment that is free of stereotypes regarding gender, sexual orientation, or gender identity, as well as guaranteeing comprehensive attention and protection of the rights of the parties involved. We strive to provide a work environment free of sexual harassment, promoting equality, non-discrimination and a life free of violence, through the implementation of measures of prevention, protection, and care for victims, in accordance with Law 2365 of 2024.

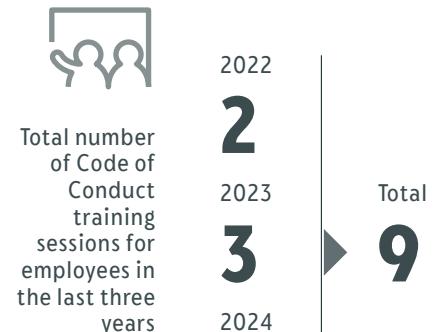
In 2024, the Labor Relations Committee dealt with four cases of alleged workplace or sexual harassment. Of the complaints investigated by the Labor Relations Committee, only one was found to be sexual harassment, and disciplinary proceedings were initiated, resulting in the termination of the employment contract for cause. The office of the vice president of human resources and administration received a separate complaint of sexual harassment, which, after investigation, also resulted in termination for cause. Throughout the processes, the rights of the victims were protected, and strict confidentiality was maintained.

- **The Labor Relations Committee** is a safe space where work can be done to prevent workplace harassment, maintain a positive environment between supervisors and subordinates, and protect our employees. To keep our employees informed, we periodically send out internal communications about the existence of this committee as a channel for reporting possible cases of workplace harassment and situations that may manifest themselves as:

- Mistreatment
- Workplace harassment
- Workplace discrimination
- Workplace obstruction
- Workplace inequality
- Workplace insecurity

**• Employee training on ethics and compliance**

In 2024 we offered three days of training related to the Code of Conduct for our employees.



<sup>93</sup> Does not include Masser, a subsidiary with its own code.

<sup>94</sup> Employees trained during annual corporate induction and re-induction.

## • Communication Channels

2-26 ▶

Our ethics management system includes whistleblower mechanisms and confidential communication channels that allow employees and other stakeholders to safely and anonymously report potential ethical violations. This mechanism is designed to foster an environment of trust and openness in which all members of the organization have a commitment to the highest ethical standards.

If an employee or other stakeholder becomes aware of a situation or behavior that violates our Code of Conduct and corporate policies, they have the following confidential means to inform, report, and denounce:



E-mail:  
[reporteconfidencial.terpel@resguarda.com](mailto:reporteconfidencial.terpel@resguarda.com)



The confidential reporting line <https://www.terpel.com/en/reportes-confidenciales/>



Toll-free line: 01-800-752-2222



For workplace harassment offenses or behavior, complaints can be sent to the following email address: [comite.convivencia@terpel.com](mailto:comite.convivencia@terpel.com)

For employees of the organization, the labor relations and legal departments are also available for advice on unethical behavior and the proper channels to address it. Likewise, all employees may report irregularities through their immediate supervisors, area managers, the administrative management, or the Labor Relations Committee.

2-25 ▶

Each complaint received is evaluated by the specialized bodies and, depending on the channel used, may be analyzed by external service providers, in order to ensure handling in accordance with international standards of quality and to protect the confidentiality of the complainant. The complaints are then forwarded to the vice presidents of human resources and administration, corporate and legal affairs, and the audit department, which then direct them to the appropriate department for a response. Reports of alleged violations of the Code of Conduct are referred to the Ethics Committee. Investigations are also initiated, including the gathering of evidence, and cases are treated confidentially. Finally, action plans and corrective or mitigating measures are established in accordance with the findings.

## Anti-corruption

2-24 ▶

At Terpel, we have a series of manuals that frame the behaviors, actions, and decisions allowed for all employees and third parties associated with the organization, such as the [Business Ethics Program](#) and the [MLFT Prevention and Control Policy Manual](#). These documents establish high standards for the prevention of money laundering and terrorist financing, guidelines on counterparty knowledge, ongoing training for our employees, and procedures for reporting to the authorities as required by law. They also include guidelines on preventing any form of bribery and references to the prohibition of direct or indirect political contributions.

## Our System for Managing the Risk of Money Laundering and Financing of Terrorism

Our System for Managing the Risk of Money Laundering and Financing of Terrorism implements rigorous due diligence across the company, including strict know-your-customer policies (beneficial owners, managers, shareholders, etc.) and the screening of sanctions lists.

Similarly, the business ethics and transparency program, implemented through our Anti-Corruption Manual, includes the assessment of practices such as bribery, facilitation payments, fraud, extortion, collusion, money laundering, and offering or receiving gifts, loans, fees, rewards or other advantages to induce someone to do something dishonest or illegal, or that constitute an abuse of trust.

The Compliance Officer, who is appointed by the organization's Board of Directors and reports to the vice president of corporate and legal affairs, is responsible for the prevention of crimes.

In 2024 we implemented the following measures to strengthen our anti-corruption management:

• 205-2 ▶

- We communicated our anti-corruption policies and procedures to 100% of our employees and suppliers. In addition, our anti-corruption procedures have been communicated to 100% of the Board of Directors, which approves the policies.
- We conducted extensive due diligence on all counterparties (on sanctions lists).
- We implemented data update programs.
- We implemented matrices to monitor risks and suspicious transactions, which are reported to the appropriate authorities.

- We established strict contractual clauses that define breaches of contract in the event of crimes related to money laundering.
- We communicated the anti-corruption policy guidelines and procedures to our stakeholders.

Terpel conducts annual training and evaluation of more than 90% of all employees on MLFT prevention and anti-corruption.

205-1 ▶

## Operations assessed for risks related to corruption

Our work to assess the risk of corruption covers 100% of the controlled operations and activities, including the 7 regional offices in Colombia, and the subsidiaries in 4 countries: Ecuador, Peru, the Dominican Republic, and Panama.

The procedures include an assessment of practices related to bribery, facilitation payments, fraud, extortion, collusion, money laundering, and offering or receiving gifts, loans, fees, compensation, or other advantages that could induce an action that is dishonest, illegal, or an abuse of trust.

## 205-3 ▶

Nine cases of corruption within the organization were identified, resulting in a total of twenty-one dismissals. These irregularities involved employees of the company and employees of one of its subsidiaries. However, none of these cases led to the initiation of legal proceedings with the competent authorities.

## 415-1 ▶

In accordance with our Code of Conduct, at Terpel we do not make political donations or contributions of any type (in cash or in kind) to political parties, their representatives, campaigns, or candidates. We also recognize the right of employees to participate in political activities and to express themselves freely within a framework of respect, as long as the activities in which they participate do not interfere with their sound judgment or professional performance, or cause conflicts of interest.

## Training in free competition



Employees participating in courses on free competition

**1,497**

**Human Rights**

Terpel is committed to respecting and promoting human rights in all our actions and decisions, in those of our subsidiaries in Colombia and abroad, and in our operations at all stages of our value chain. The scope of our commitments is outlined in the [Human Rights Policy](#), its purpose is to establish guidelines for respecting and promoting human rights and to encourage actions to promote their enjoyment inside the company and in relations with stakeholders.

To ensure that human rights are respected and promoted, we adhere to the following principles and standards:

- Universal Declaration of Human Rights
- Recommendations of the United Nations Guiding Principles on Business and Human Rights to "protect, respect, and remedy"
- Organization for Economic Cooperation and Development (OECD) Guidelines for Multinational Enterprises
- International Labour Organization (ILO) Declaration on Fundamental Principles and Rights at Work
- Principles of the United Nations Global Compact

**Acquired commitments to uphold human rights standards and principles:**

Through our policy we make a commitment to:

- Ensure that all stakeholders in the countries where we operate follow the guidelines described in this Human Rights Policy and incorporate them in their work.

- Respect, promote, and value diversity, inclusion, and equal opportunities. At Terpel, we recognize the competitive advantage and opportunities of learning from differences. That's why we promote the inclusion of people from diverse nationalities, ethnic groups, beliefs, gender identities and expressions, and sexual orientations in our team of employees and in the highest governing body.

- Evaluate the actual and potential human rights impacts of our operation and establish mechanisms for preventing, mitigating, and remediating any possible impacts.
- Respect freedom of association and recognize the right to collective bargaining.
- Prohibit and reject forced labor, child labor, and discrimination throughout our supply chain.
- Establish safe working environments for the well-being of our employees and contractors.
- Respect the culture and customs of communities near our operations.
- Develop plans that contribute to a safe and healthy environment for society.

**Human rights monitoring bodies**

In recognition of the importance of respecting and promoting human rights, we monitor, track, and control the organization's work in this area and potential risks throughout our value chain. We have established the following internal bodies and mechanisms for monitoring them:

**Bodies:**

- Ethics Committee
- The Confidential Whistleblowing Line
- Labor relations committee

**Mechanisms:**

- **Communication:** The company's human rights policy is shared with all stakeholders involved in the operation and is available on our website for consultation by any interested party. The relevant departments, such as corporate affairs, human resources, internal communications, suppliers, and internal control, are responsible for reporting on progress and on any changes or new commitments acquired in this area. This information is then disseminated through the website, quarterly reports to shareholders and/or the Board of Directors, regular meetings of the Sustainability Committee, and this report.
- **Evaluation** The results of human rights management are the subject of an annual evaluation by the Sustainability Committee.

This is complemented by our risk management system, which implements measures to prevent, identify, address, and manage compliance and integrity risks, including human rights risks, arising from the organization's direct activities and business relationships with suppliers, allies, and franchise owners.

- **Due diligence:** At press time, we were in the process of updating our human rights due diligence process to identify, prevent, and mitigate negative impacts in our operations and value chain. Our goal is to ensure that all business practices comply with the highest ethical standards and respect for human rights in 100% of the regions where we operate. We expect that this update will enable us to strengthen our policies and procedures, thereby creating a positive and sustainable impact on the communities and stakeholders with whom we interact.

**411-1**

In 2024, no cases of violations of indigenous peoples' rights were identified in the areas where we operate. Nor were there cases of violations of human rights.

### Human rights mitigation and remediation measures

Terpel manages human rights and socio-political risks to prevent their materialization in our areas of operation and value chain. We establish control plans to mitigate any impact on our business relationships and reputation.

We have taken the following steps to avoid any potential impact on the fundamental rights of our stakeholders:

- Adherence to the Good Neighbor Policy
- Compliance with the community relations protocol
- Development of Public Affairs committees
- Implementation of the strategy for engagement in complex operating environments

Internally, we have formal mechanisms in place to prevent violations of the basic rights of our direct employees and contractors, including the prohibition of child labor and forced labor, as well as the promotion of freedom of association and equal opportunities. We also reject all forms of workplace and sexual harassment and promote inclusive and diverse leadership that respects the individuality of each person.

To ensure compliance with these policies, we have various mechanisms and committees in place, including:

- Code of Conduct
- Internal Work Regulations
- Labor Relations Committee
- Ethics Committee
- Contractors' Manual

These mechanisms are designed to ensure the well-being and dignity of everyone involved in our operations.

### Tax management, and tax risk management and control

**207-1**

Our tax strategy is aligned with the tax management policies of each country in which we operate. These policies define our company's tax principles and framework, as well as our tax planning behavior, risk appetite, and relationship with tax authorities. Consult our Tax Management Policy [here](#).

Compliance with tax obligations is our primary objective, and we are committed to complying each year with national and local regulations in each of the countries in which we operate. We take a comprehensive approach to tax management at Terpel, ensuring that our projects, programs, and initiatives consider tax issues from the outset.

**207-2**

Our Board of Directors is the highest authority responsible for approving tax guidelines and for reviewing and approving the Tax Management Policy and any amendments to it on an annual basis. This body delegates responsibility for ensuring compliance with our tax strategies to the Finance, Accounting and Taxes, and Tax departments.

We have integrated tax risk control and management systems that include approval levels for penalties and interest that are authorized only by senior managers or higher. Each year, the tax management process is reviewed by the audit area and its team of tax professionals, in collaboration with independent third parties, to ensure compliance with the applicable regulatory framework. The results for the period are reported to the vice president of finance and the corresponding financial statements are prepared.

At Terpel, we have specific approval levels for managing tax risks. As part of this process, we analyze and coordinate tax actions and decisions with the leadership of each business unit and with the assistance of tax counsel. This approach allows us to manage tax risks efficiently and to respond appropriately to threats in this area.

**207-3**

We interact with our stakeholders on tax matters through our participation in associations such as the Colombian Petroleum and Gas Association (ACP) and ANDI. These organizations keep a close eye on current legislation, giving the company insight into possible future regulatory changes. This approach allows us to proactively manage the associated risks and impacts. Furthermore, Terpel responds to requests and actively cooperates with municipalities and organizations that issue requirements related to tax compliance issues.

The Tax Policy includes the following:

- A commitment to comply with both the spirit and the letter of tax laws and regulations in the countries in which Terpel operates.
- A commitment not to shift value created to low-tax jurisdictions.
- Guidelines for avoiding the use of tax structures that are designed to evade the payment of taxes.
- The company's approach to transfer pricing.
- Guidelines for avoiding the use of secrecy jurisdictions or so-called "tax havens."

# GESTIÓN SOSTENIBLE DE LA CADENA DE SUMINISTRO



terpel

# Responsible supply chain management

3-3 ▶

**Our approach to generating environmental, social, and economic value extends beyond our internal operations to include our suppliers as strategic allies.** Terpel ensures that each supplier complies with our framework for business ethics, our Code of Conduct, and the Health, Safety, Environment and Quality (HSEQ) standards set by the organization. We promote agile, efficient, and sustainable supply chains and we enhance positive impacts while mitigating risks throughout the chain.

## Actions to manage positive impacts

- ▶ Review supply chain trends and best practices
- ▶ Apply the internal purchasing policy in accordance with local regulations
- ▶ Implement technology tools to improve efficiency and sustainability

## Actions to prevent, mitigate, and address negative impacts

1. Evaluate supplier performance to identify risks and generate mitigation actions
2. Identify risks in the supply chain risk matrix and implement mitigation actions
3. Conduct external and internal audits to identify and remediate negative impacts
4. Use a confidential reporting line for stakeholders to report irregularities for investigation through internal audit



In 2024, we changed our technology solution for managing purchases to one that optimizes processes, reduces administrative burdens, and strengthens traceability with suppliers. This platform improves strategic decision-making in real time by integrating financial, technical, and sustainability criteria and accelerating bidding processes under the highest standards of transparency and corporate compliance.

2-6

## Our supply chain

Our supply chain ensures safe, efficient, and responsible supply in all of our lines of business. Through a network of strategic suppliers, optimized logistics and technology, we ensure continuity of operations and high-quality service for our customers throughout the country.

### Transportation providers

Transporting fuel by tanker is very important and has a high impact on our operations, as it ensures business continuity and the timeliness of service to our customers. We supply our service station, industrial, aviation, and marine customers entirely by tank truck. The same is true for our supply to

### Suppliers



our plants that are not interconnected. We also transport the products coming from our biodiesel and additive suppliers via tank truck.

FB-FR-110a.1 ▶

To guarantee these supply operations and customer service, in 2024 we worked with 42 transportation companies to move 1,470 million gallons of fuel across the country. Vehicles associated with our operations consumed more than 7.2 million gallons of fuel.

### Type of supplier

Our supplier network consists of 1,478 companies that provide goods and services, the supply and transportation of fuels, lubricants, inputs, base oils, additives, natural gas and energy, with payments managed directly by the organization. These commercial relationships are structured in short (less than one year), medium (1 to 3 years), and long (more than 3 years) terms to provide flexibility and stability in our supply chain. During the year, 94% of our suppliers were domestic and 6% international, reinforcing our commitment to local economic development and strategic supply diversification.

### Criticality analysis

At Terpel, we conduct a criticality analysis to identify our most important suppliers. It classifies products, goods, services, and suppliers into categories of high, medium, or low criticality, allowing us to understand the impact they have on the organization. This approach helps us allocate resources efficiently and prioritize the management and detailed follow-up of those suppliers that have the greatest impact on our operations.

To reinforce this strategy, in 2024 we began preparing a segmentation process that will not only take into account quality, price, and service, but will also include categories of suppliers according to their level of maturity and performance in environmental, social, and corporate governance (ESG) aspects. This segmentation will allow us to tailor development and support strategies to promote specific improvements according to each supplier's needs and capabilities.

In addition, we are making progress in updating supplier information, categorizing the goods or services they provide, and updating the ESG impact matrix of critical suppliers. We have also started to develop technology for supplier selection, management, and evaluation based on global best practices.

Suppliers to whom we pay more than COP 1,000 million and/or who have a high impact with the service or good they provide are classified as highly critical.

### Criticality of Suppliers

Amount paid in 2024 COP millions

#### Critical suppliers

**21,299.4**

#### Non-critical suppliers

**610.4**

#### Critical suppliers

 **172**

12%

 **1,306**

88%

#### Total

 **1,478**

100%



In 2024, total spend on highly critical suppliers accounted for 97% of the total spent that year. Of the critical suppliers, one accounted for 76% of total payments made during the year.

204-1

## Local suppliers

We promote economic and social growth in the communities where we operate by hiring local suppliers and talent when they meet our selection criteria. This strategy strengthens regional economies, promotes sustainable development, and expands business opportunities. We also encourage this practice among our contractors, which has a positive impact on the country's productive capacity and our operating environment.

94% of our purchases of goods and services were made from 1,384 domestic suppliers.

### 204-1 Proportion of spending on local suppliers

Type of supplier	Total suppliers	% of all suppliers	Value of purchases (millions of COP)	Percentage of total purchases
Domestic suppliers	1,384	94%	20,644.4	94%
International suppliers	94	6%	1,265.3	6%
<b>Total</b>	<b>1,478</b>	<b>100%</b>	<b>21,909.8</b>	<b>100%</b>

## Supplier selection

Terpel's supplier selection process is based on transparency, competitiveness, and a level playing field. Our procurement policy establishes strict criteria that guarantee each supplier's suitability and regulatory compliance.

When hiring contractors, we require them to comply with Colombian labor standards. This compliance is verified through performance evaluations and regular audits to ensure that our contractors operate according to the principles of ethics, sustainability, and social responsibility. We treat SME suppliers no differently than large companies, using the same evaluation criteria to ensure equitable management.

Our selection process includes a thorough review of sanctions lists to ensure compliance with anti-corruption and anti-money laundering regulations, as well as an evaluation of performance in terms of service or product quality, delivery times, after-sales service, and compliance with Health, Safety, Environment and Quality (HSEQ) standards. To validate these criteria, we require suppliers to provide formal certifications as part of the supplier onboarding process.

We make three types of assessments, depending on the purchase category:

- **Goods:** 60% of the assessment focuses on environmental, social, and corporate governance (ESG) factors.
- **Services:** 50% of the evaluation considers ESG criteria.
- **Transportation:** 31% of the evaluation is linked to ESG factors.

## Evaluating and contracting new suppliers

308-1 414-1

In 2024, we contracted 219 new suppliers (15% of the total). All were subjected to rigorous selection filters that included environmental and social requirements in line with our Procurement Manual and our corporate sustainability guidelines.

## Ethics management in the supply chain

To strengthen governance in our supply chain, we updated the Code of Conduct for Suppliers and Contractors to provide clear guidance on transparency, business ethics, and human rights. The update strengthens our risk management capabilities and consolidates business relationships based on trust and regulatory compliance.

The Code covers fundamental principles such as integrity, respect for human rights, anti-corruption practices, and prevention of conflicts of interest, as well as guidelines on discrimination, harassment, freedom of association, and the elimination of child labor. It also includes a specific chapter on ESG criteria (environmental, social, human rights, governance, ethics, and transparency).

Adherence to these principles is mandatory for contractors, subcontractors, suppliers of goods and services, and independent contractors, and is applied to 100% of our supply network.

## Risk assessment in the supply chain

As part of our supplier selection and update process, we conduct a comprehensive risk assessment with a particular focus on the prevention of money laundering and terrorist financing (ML/TF) and compliance with occupational health and safety (OHS) standards.

All critical suppliers in our supply chain for goods and services were assessed. To do this, we requested the necessary documentation for validation and ensured alignment with our policies for regulatory compliance.

If a supplier receives a low score in a performance evaluation, we work with the contract manager to implement improvement plans and define corrective actions to continuously improve service and meet standards.

In 2024, as part of our sustainability strategy, we also established a process to identify ESG risks in the supply chain. We used an ESG impact matrix to evaluate critical aspects in key suppliers, complemented by a survey of minimum sustainability requirements in which suppliers reported on their performance in environmental, social, and corporate governance issues.

## Risk assessment results

**308-2**

Environmental impacts: In 2024, we identified 9 suppliers with negative environmental impacts, mainly due to fuel spills affecting the soil and bodies of water. In response, investigations were conducted for each incident and improvement plans were developed to mitigate risks and strengthen controls. No contracts were terminated as a result of these incidents.

**414-2**

During 2024, there were 3 situations involving our suppliers. Actions were taken in response to these events to mitigate the impact through discussions with the stakeholders involved. In addition, corrective measures were taken in the operations to establish controls to reduce the likelihood of these risks materializing. In one case, the supplier's activities in the affected region were terminated.

## Supplier audits

Suppliers audited

**92**

Percentage of suppliers audited out of total suppliers

**6%**

Percentage of critical suppliers that represent a high risk to the company

**25% \***



\* % of audited suppliers that are critical

**407-1** **408-1** **409-1**

In 2024, there were no suppliers in our supply chain that were found to pose a risk to freedom of association and collective bargaining, or that had instances of child labor or forced labor. We did, however, identify a medium level risk of discrimination, and in order to address this, we included specific clauses in the Contractors' Manual with guidelines on the behavior expected by the organization.

### Supplier Payment Policy

Our payment policy does not differentiate between critical and non-critical suppliers, but rather between those that have a direct or indirect impact on the operation. The payment process is carried out in accordance with the established deadlines, as follows:

### Average payment terms to suppliers

- **Suppliers in general:** 30 days
- **Ecopetrol and the refinery:** 5 days
- **Wholesalers and gas companies:** 5 days
- **Transporters:** 1 or 2 weeks
- **Others:** as negotiated, with terms ranging between immediate payment and a maximum of 30 days.

This system guarantees operational efficiency, compliance with commercial agreements and fulfillment of financial obligations.

### Supplier development on ESG issues

In 2024, we strengthened supplier development through training programs designed to improve environmental, social, and corporate governance (ESG) capabilities. These initiatives aim to optimize performance, promote the adoption of best business practices, and ensure alignment with international sustainability standards.

Through these programs, we promote transparency, innovation, and compliance in the supply chain, fostering stronger and more sustainable relationships with our strategic partners.

Our work in 2024 focused on:

- 1) Raising supplier awareness of sustainability in favor of long-term relationships.
- 2) Creating incentives for collaborative learning spaces in the supply chain.
- 3) Disseminating the best practices of the organization and external companies in order to open channels of communication with suppliers for continuous improvement.

4) Gathering information to determine the level of maturity of our suppliers in terms of ESG.

Among the 2024 training initiatives, the following stand out:

- Companies in a Mega Trajectory: program undertaken in collaboration with the Bogota Chamber of Commerce. Eleven companies completed the program and 16 started a new cycle. This program strengthens the strategic planning and competitive capacity of our suppliers.
- First Steps in CSR Program: Developed in collaboration with Externado University, this program aims to integrate corporate social responsibility into supplier management. Four suppliers participated in this training cycle.
- Talks and events on corporate sustainability: This training reinforces the knowledge and application of sustainable practices in the supply chain. Twenty-four suppliers actively participated in these sessions.

Looking to the future, our goals include consolidating and categorizing top suppliers according to experience, incidents, coverage, and national and regional components; implementing an automated format for supplier creation; implementing the 2025 sustainability strategy timeline; continuing the ESG impact assessment of critical suppliers; and establishing sustainability minimums with a larger number of suppliers.

# OUR COMMITMENT TO THE ENVIRONMENT



 terpel



# Climate change and energy transition

3-3 ▶

**The energy transition and the fight against climate change represent the greatest of global challenges, but also great opportunities to lead the way to positive change in the industry. At Terpel, we have embraced the challenge of implementing innovative solutions to reduce our environmental impact while strengthening our resilience to the risks associated with climate change.**

We recognize that extreme weather events can cause damage to our facilities and equipment, affecting both our operations and product distribution. In addition, the transition to cleaner energy and increasing environmental regulations pose challenges that could increase operating costs, particularly in the hydrocarbon industry. Factors such as carbon taxes or increased requirements to reduce emissions are risks that we continually monitor.

## Our Scope 1 and 2 carbon neutrality goals

EM-RM-110a.2 ▶

In response to these challenges, we have set ambitious targets in our Environmental Stance, including a 50% reduction in Scopes 1 and 2 emissions by 2030 and achieving carbon neutrality for those same scopes by 2050, using 2021 as our baseline. To track our progress toward these goals, we regularly measure our Scope 1, 2, and 3 greenhouse gas (GHG) emissions. Building on this data, we are following a strategic roadmap that includes continuous monitoring of our carbon footprint and investments in initiatives such as solar energy, energy efficiency, and operational sustainability.

Through these actions, we aim to strengthen our commitment to the environment by promoting electromobility and offering solutions such as fast-charging points at service stations, while meeting the growing demand from our customers for sustainable alternatives and positioning ourselves as an ally in the transformation of the energy sector. We develop mitigation initiatives focused primarily on transforming our energy consumption matrix, through the following actions:

### Climate change strategy:

- Developing energy efficiency projects in our operations to rationalize and optimize energy consumption
- Migrating our energy consumption toward unconventional renewable energy sources through projects to install solar panels for self-consumption

### Energy transition strategies:

- Participating directly or indirectly in projects that generate carbon credits as a strategy for compensating our carbon footprint
- Supporting sustainable mobility projects, including the use of fuels such as CNG, LPG, and hydrogen

These goals and strategies are aligned with the National Program for Carbon Neutrality and Climate Resilience, led by the Ministry of Environment and Sustainable Development, which aims to achieve a 51% Nationally Determined Contribution by 2030 and carbon neutrality in Colombia by 2050.

## New mobility

At Terpel, we are committed to powering people, companies, and the country with the best energy, keeping them on the move by offering robust and reliable mobility solutions. That's why we launched Terpel Voltex in 2019 to support electromobility through the installation of fast charging points at our service stations.

Since then, we have been implementing a strategy to build electric charging stations for electric cars, buses, and trucks in the country's major cities and along its highways. In 2024, this highway network continued to expand, with the inauguration of new corridors that now allow Colombians to travel across the country in electric vehicles, totaling 24 charging stations by the end of 2024. All highway stations with charging points are integrated through the Terpel app.

We are also installing charging centers for heavy electric vehicles, accompanying industry in its transition toward new mobility schemes.

Learn more about Terpel Voltex [here](#).

## Our work in emissions

### 2-4

In 2024, we commissioned an expert consultant to calculate Terpel's carbon footprint. The objective was to identify opportunities for improvement in relation to the requirements of the NTC ISO 14064-1:2020 standard, with a view to obtaining certification in the medium term. The diagnosis led us to recalculate our footprint, making some of the following changes:

- We moved the fuel consumption of the fleet that transports products between plants and from plants to our customers from scope 3 to scope 1, along with the transportation under our operational control of lubricants to distributors. In scope 3 we also included emissions from the consumption of natural gas by convenience stores, fuel consumption by lawnmowers, and emissions generated by the use of septic tanks and by air-conditioning recharge.

- We updated the CO2 emission factors corresponding to energy consumption for the years 2021, 2022, and 2023 in scope 2.
- We identified opportunities for improvement in the consolidation of scope 3 emissions, including for 2024 the estimated emissions from transportation by affiliated service stations and the emissions generated by fuel transported by pipeline, which significantly increases emissions in this scope. Also included were the emissions from the energy consumption of the Voltex and Gogoro business lines and the emissions from the transportation and final disposal of waste.

### 305-1

### Direct (Scope 1) GHG emissions<sup>95</sup>

Scope 1 corresponds to emissions generated by the direct operations of the organization. It includes emissions from the use of fuel for Terpel's own vehicles, and the use of fuel to transport products from plant to plant and from plants to our customers. It also includes the transportation of lubricants to distributors under our operational control, and for the use of the fire-fighting system and electrical generators.

### 305-2

### Energy indirect (Scope 2) GHG emissions from power generation<sup>96</sup>

Scope 2 corresponds to emissions that are indirectly generated by the consumption of electricity for our own operations and over which we have control.

### Self-Generation of Energy

We ended the year with 31 solar installations for the self-generation of electricity for various work centers, with a total installed capacity of 3 MWp. This represents an additional installed capacity of 806 kWp, an increase of 46% over the previous year. These plants allowed us to generate 3,207,114<sup>97</sup> kWh.

### 305-3

### Other indirect (Scope 3) GHG emissions

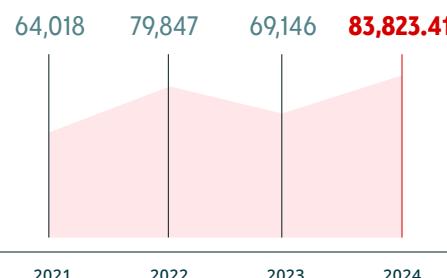
Scope 3 emissions correspond to those outside the direct operations of the organization and include estimates from several sources: transportation by affiliated service stations; fuel transported by pipeline to our plants; energy consumption by the affiliated network, as well as by the Voltex and Gogoro business lines; transportation and final disposal of waste; delivery of products to end customers; and business travel.

<sup>95</sup> The emissions reported are the result of a recalculation of fossil emissions for the years indicated and are therefore not comparable to the data reported in previous years.

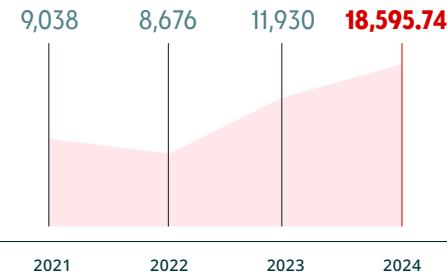
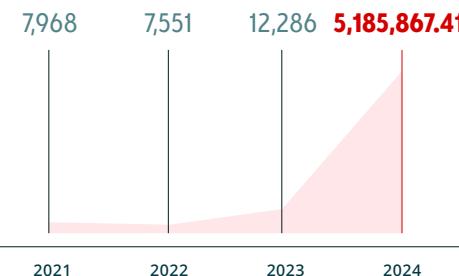
<sup>96</sup> There is an increase in the scope 2 data corresponding to the energy conversion factor for the year 2024 and not necessarily to an increase in energy consumption.

<sup>97</sup> 3,198,417 kWh total 2024 including Terpel Energía's solar plants and those of third parties in PPA contracts.

305-1

**Direct (scope 1) emissions**tCO<sub>2</sub>eq

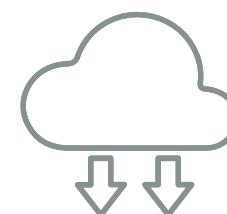
305-2

**Energy indirect (Scope 2) GHG emissions from power generation**tCO<sub>2</sub>eq**Other indirect (Scope 3) GHG emissions**CO<sub>2</sub>eq emissionsIn metric tons of CO<sub>2</sub> equivalent**Total carbon footprint:**tCO<sub>2</sub>eq**Emission factors:<sup>98</sup>**

**Scope 1 and Scope 3: Fuel**  
 Diesel: 10.18 Kg CO<sub>2</sub>/gal  
 Gasoline: 8.808 Kg CO<sub>2</sub>/gal  
 JET A1: 9.84 Kg CO<sub>2</sub>/gal  
 CNG: 1.9806 Kg CO<sub>2</sub>/gal  
 LPG: 3.051 kg CO<sub>2</sub>/kg

**Energy Scope 2 and 3**  
 0.126 kgCO<sub>2</sub>eq/kWh for 2021  
 0.112 kg CO<sub>2</sub>eq /kWh for 2022  
 0.173 kg CO<sub>2</sub>eq /kWh for 2023  
 0.21565 kg CO<sub>2</sub>/kWh for 2024

**Scope 1: Others**  
 Lubricants: 0.5896 kg CO<sub>2</sub>/kg  
 Natural gas: 1.9806 kg CO<sub>2</sub>/m<sup>3</sup>

**Emissions intensity 2024**Expressed as tCO<sub>2</sub>/million gallons sold

**2,246.2**

**The most significant sources of our emissions are:**

Scope	Source	Explanation of relevance	tCO <sub>2</sub> Eq
Scope 1	Direct transportation	Fuel used to transport products between plants and from plants to our customers, and to transport lubricants to distributors under our operational control, as well as fuel used by the organization's own vehicles, which together represent 97.62% of the total for this scope.	81,832.57
	Use of stationary equipment	Fuel consumption for the use of firefighting systems, power plants, and mowers, and consumption of CNG and LPG for convenience stores, corresponding to 2.22% of the total for this scope.	1,864.32
Scope 2	Self-generated energy	Power consumption from own operation corresponds to 100%.	18,595.74
Scope 3	"Well-to-Tank" (WTT)	<p>1) Fuel in the life cycle approach, considers all emissions generated in the stages prior to combustion (upstream). These stages include the exploration, production, transportation, refining, and distribution of the fuel. The distribution stage is the one directly related to the organization and represents 97.09% of the estimated total for Scope 3.</p> <p>2) Estimated fuel consumption for transporting products to affiliated service stations, representing 1.27% of the total estimated emissions for this scope.</p> <p>3) Emissions associated with transportation by the supplier from the delivery point at the work center to the final disposal point, representing 1.04% of the total estimated emissions for this scope.<sup>99</sup></p> <p>4) CO<sub>2</sub> emissions from the estimated energy consumption of the network of affiliated service stations.<sup>100</sup> The Voltex and Gogoro energy for sale to customers is also considered, representing 0.24% of the estimated emissions for this scope.</p> <p>5) Emissions generated by business trips of Terpel employees and complementary transportation (taxis) represent 0.011% of the total emissions in this scope.</p>	5,035,090.38
	Transportation and distribution downstream		66,111.60
	Diesel fuel consumed to transport waste to disposal site.		
	Use of energy		
	Business trips		

<sup>98</sup> The emission factor used for energy was calculated based on the monthly average reported by XM Administradores for the electricity market because the definitive emission factor had not been published at the time of calculation.

<sup>99</sup> Currently, fuel consumption and emissions data are only available for one of the hazardous waste contractors.

<sup>100</sup> The energy consumption of the network of affiliated service stations is estimated from the average energy consumption of Terpel-owned service stations and correlated with the average monthly sales.

# Our energy management

302-1 ▶

## Energy consumption outside of the organization

Internal energy consumption (GJ)	2021	2022	2023	2024
<b>Total consumption of renewable energy:</b>	2,135	3,826	8,436.3	11,545.6
Renewable energy generated	-	14.9	5	-
Total renewable energy purchased	2,135	3,810.6	8,431	11,545.6
<b>Consumption of energy purchased from the grid</b>	481,839	278,867	248,251	310,431.97
<b>Total consumption of fuels from nonrenewable sources</b>	33,789	44,974.7	804,849	1,320,480.9
Diesel	-	19,155.5	784,248	1,294,019
Gasoline	-	12,260.5	13,291	14,080.3
JetA1	-	9,067.5	3,184.2	2,131.6
CNG	-	4,491.3	4,126.3	6,069.5
LPG	-	-	-	4,180.4
<b>Total energy consumption</b>	517,763	327,667	1,653,686.7	1,642,458.47

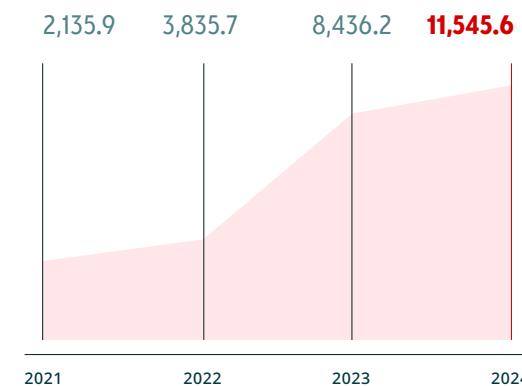
302-1 ▶

Our energy consumption for Scope 1 corresponds to the consumption of Terpel's own fleet of vehicles, which includes refuellers at aviation service stations, power generators, and firefighting systems. Since 2023 we have included the fuel consumption of the contracted fleet for plant-to-plant fuel transfers in the category of our own consumption. In previous years it was included in consumption by third parties.

In 2024, information was added on the fuel used to transport products from the plants to Terpel-owned service stations and to Industry customers, and the transportation of lubricants to distributors. We also included in scope 3 emissions from the consumption of natural gas by convenience stores, fuel consumption by lawnmowers, and emissions generated by the use of septic tanks and by air-conditioning recharge.

## In recent years we have increased our operation's consumption of renewable energy:

In GJ



302-2 ▶

## Energy consumption outside of the organization<sup>101</sup>



**257,477.72 GJ**

### Fuel consumed to transport fuel to affiliated service stations<sup>102</sup>



**1,055,997.01**

Source: Energy consumed by affiliated service stations.

The amount of electricity consumed is derived from the consumption records of the work centers and Masser's information recorded from the operation of convenience stores. In the specific case of photovoltaic energy, Terpel Energía is the entity that provides the data related to generation.

## Offsetting emissions through carbon credits

At Terpel, we are committed to offsetting our customers' emissions by purchasing carbon credits from projects that combat and reduce the impact of activities that lead to deforestation, such as logging, mining and related illegal practices.

- In 2024, we purchased a total of 5,605,029 tCO2eq of carbon credits, demonstrating our commitment to effectively reducing our customers' emissions and promoting sustainable practices in line with global climate goals.

- Our projects benefited indigenous reservation communities in areas of high biodiversity and endemism. Most of these projects focused on implementing comprehensive strategies aimed at improving the quality of life of the people living on the reservations, preserving their customs and traditions, and improving food security and quality of life in general. We also strengthened species monitoring and identification at the regional level.

<sup>101</sup> The energy consumption data for affiliated service stations is calculated by projecting the average consumption for four categories of service stations based on their sales volume. The average consumption is multiplied by the number of stations and by the 12 months of the year.

<sup>102</sup> Refers to electricity purchased from the grid, corresponding to the data recorded in GJ, based on estimated electricity consumption for the affiliated service stations and for VOLTEX and Gogoro. Fuel consumption should not be included in this section.

## 302-3 ▶

**Energy Intensity**

	2022	2023	2024
Expressed as GJ of energy consumed per million gallons sold:	179.9 GJ/ millions of gallons	595.9 GJ/ millions of gallons	701.7 GJ/ millions of gallons
Types of energy included in the intensity ratio: fuel, grid electricity, and renewable energy.			

## 302-4 ▶

**Reduction of energy consumption**

Reduction of energy consumption achieved as a direct result of conservation and efficiency initiatives	11,545.6 GJ
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**Cost of energy consumption<sup>103</sup>**

Total cost of energy consumption 2021	COP 74,435 million
Total cost of energy consumption 2022	COP 101,279 million
Total cost of energy consumption 2023	COP 55,312 million <sup>104</sup>
Total cost of energy consumption 2024	COP 78,823 million
Specific parameters (denominator) selected to calculate the ratio. Example: GJ / ton of product	The data is calculated by multiplying the energy consumption in kWh by the average kWh value.
Types of energy included in the intensity ratio (fuel, electricity, heat, cooling, steam, or all).	Electricity and fuel (energy purchased for consumption from the grid + solar panels + fuel)

In 2024, we replaced 11,545.6 GJ from conventional sources with energy from solar panels, leading to this reduction in energy consumption.

<sup>103</sup> The data on the cost of energy consumption reported for 2021 and 2022 represent the cost of energy for the company's own operations plus the estimated cost of operating affiliated service stations.

<sup>104</sup> The data included in energy consumption costs correspond to the company's own operations.



# OPERATIONAL ECO-EFFICIENCY



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# Operational eco-efficiency

3-3&gt;

**Operational eco-efficiency is part of our commitment to sustainability. We strive to minimize the use of resources and inputs and promote the adoption of circular economy and reverse logistics initiatives in our operations. This commitment allows us to optimize our efficiency and reduce our environmental impact on biodiversity, water, and ecosystems through the responsible management of waste and materials. In this way, we strengthen our environmental performance and create shared value for the benefit of our stakeholders.**

In a world that demands concrete action in response to environmental challenges, at Terpel we focus on operational transformations that promote environmental protection and sustainability throughout our value chain. These initiatives generate tangible benefits for our partners, communities, and customers, who find in us a partner committed to sustainable solutions to global problems.

306-2&gt;

Guided by this vision, in 2024 we developed the following initiatives as part of the commitment of our business units to circular economy and responsible waste management:

- We established a packaging strategy for our Lubricants business.
- We made progress in diagnosing our waste management with an external expert, applicable to convenience stores and lubrication centers. We formulated a reverse logistics plan for waste collection that will allow us to increase the collection and use of 100% of the waste generated by these businesses.
- We included biodiversity issues in the corporate reinduction program.
- We trained employees on regulatory updates and guidelines for implementing the comprehensive waste management plan, accompanied by regular inspections to ensure compliance.
- We implemented the responsible hazardous waste management program with the affiliate network to promote the proper disposal of hazardous waste generated during operations. Training by experts in the handling of waste and used oil, as well as the implementation of best operating practices for proper final disposal will help prevent environmental impacts.
- We implemented the Zero Waste Program for the Lubricants Factory and the Center for Innovation and Technology.

**The total environmental investment in 2024 was COP 13.4 billion\***

\*Includes expenses and investments

## Circular economy

At Terpel, we are committed to the principles of the circular economy, recognizing that properly managing waste and maximizing the life cycle of materials are essential to achieving our environmental goals. Our initiatives are designed to reduce our environmental impact by reusing, recycling, and recovering materials in all our operations. From optimizing resources in manufacturing processes to implementing container recovery and reuse programs, we work to promote a more sustainable and efficient lifecycle for our products, helping to conserve natural resources and reduce waste.

## Our work in the Lubricants business

### We launched our lubricant packaging and containers strategy

As part of our commitment to sustainability and waste management, we have developed a comprehensive strategy for lubricant containers and packaging based on the 9R<sup>105</sup> principles to maximize efficiency in the use of resources and reduce environmental impact throughout the lifecycle of our products. The strategy is based on three pillars:

**1. Responsible redesign, sustainable materials, and the promotion of ecodesign:** We integrate recycled materials into our containers and packaging, optimizing the use of plastics, metals, and cardboard to reduce the use of virgin resources. We incorporate post-consumer recycled (PCR) plastic into plastic containers, recovered material into metal containers, and recycled fiber into cardboard packaging. We also use in-mold labeling (IML) to improve the recyclability of plastic packaging.

**2. Reuse toward a circular economy:** We promote initiatives such as the use of reusable containers in programs such as the Green Pass bulk program that minimize the use of single-use plastics, and encourage reverse logistics to extend the useful life of materials such as wooden pallets.

**3. Recycling and education for a sustainable future:** We encourage the collection of post-consumer packaging through the Green Pass program and its reintroduction into the production chain to reduce environmental impact. In addition, we promote education with POS Sustainable Lubrication certifications and apply the Zero Waste standard in our operations to ensure more sustainable manufacturing.

### Green Pass, our sustainable lube program:

In line with our extended responsibility as a producer, we have implemented the Green Pass program. By focusing on the collection of containers and packaging in the lubricants business, we can maximize the recovery of materials, allowing them to be introduced into new production cycles.

Three Green Pass initiatives promote circularity in an efficient and sustainable way:

**1. Collection, recycling, and transformation of containers:** We collect post-consumer lubricant containers at POS participating in the program. These collected containers are washed and then transformed, enabling reuse of recovered materials, such as polyethylene, in a variety of applications. By the end of the year, we had collected 41.2 t of containers.

**2. POS Certification:** This program, run in alliance with a verification body, recognizes points of sale demonstrating excellence in implementing best practices in lubricant management, providing exceptional customer service, and properly managing recyclable and hazardous waste. We currently have 305 certified and 144 active points of sale.

**3. Bulk sales:** We implemented an innovative strategy to sell lubricant in a 150-gallon tank at the point of sale. This ensures product integrity and excellent service, while reducing environmental impact by eliminating the use of plastic containers.

Learn more about Greenpass [here](#).

### Container and packaging management:

During the reporting year, we made significant progress in optimizing lubricant containers and packaging. We redesigned our plastic containers to incorporate post-consumer recycled (PCR) materials, reducing the use of virgin raw materials and lowering our environmental footprint. We also conducted pilot tests with reconditioned drums on the filling lines to ensure their quality, cleanliness, and safety. The positive results of these tests have prepared us to implement regular use of these drums in 2025, consolidating a sustainable model based on the efficient reuse of resources and the minimization of industrial waste.

### Used Oil Recovery:

As a member of the Used Oil Fund (FAU) of the Colombian Petroleum Association (ACP), we are committed to the responsible management of used oil in Colombia. We work with other companies and environmental authorities to promote good practices for its handling, collection, and use. In 2024, we recovered 15,362 gallons of used oil through FAU-approved operators.

### Reconditioning of metal drums:

Recognizing the importance of minimizing hazardous waste and contributing to responsible materials management, we have implemented a metal drum return program at our lubricants plant. These drums are recycled, which significantly reduces the amount of hazardous waste generated, helps conserve resources, and reduces the environmental footprint associated with manufacturing new drums.

### Repair and reuse of pallets:

We implemented a reverse logistics program at the Lubricants plant that focuses on the repair and reuse of pallets. This initiative not only reduces waste but also helps prevent deforestation by extending the useful life of these items and reducing the demand for virgin wood.

### Segregation at the source:

We encourage source segregation at work areas by providing collection points and complying with the current regulations in this area.

<sup>105</sup> Rethink, Reuse, Repair, Restore, Remanufacture, Reduce, Repurpose, Recycle, Recover.

It is thanks to the commitment and cultural development of our employees in terms of waste and materials management that we are able to implement these initiatives. To promote this change, we develop training programs in waste management that focus on the most sustainable practices under the Zero Net Waste approach. These programs combine basic concepts, such as waste classification and the waste management hierarchy, with practical activities such as segregation at source and safe handling of hazardous waste to ensure their correct application. We have also provided training on current legislation and regulations to promote compliance in all the work.

To reinforce this knowledge, we use tools such as guidelines, videos, and practical games to ensure full understanding and application to daily activities, and we also use them with our contractors to align their practices with our organizational standards. In this way, we foster a culture of sustainability aimed at minimizing the waste sent to landfills, moving toward the appropriation of this knowledge.

## Our work in convenience stores

### Ambitious reduction of plastic use in Altoque stores:

Reduction in the use of plastic in food packaging materials: we set a goal of reducing the plastic used in food packaging in our Altoque stores by 95% by 2025. Further out, our goal by 2030 is to completely eliminate the use of plastic in these packages, using innovative and environmentally friendly solutions that will set the standard for the convenience store industry.

**Altoque Agua Madre** bottles with recycled raw materials: we set specific goals for the production of the bottles for Altoque Agua Madre, our own line of bottled water, using recycled raw materials. This initiative reduces the demand for virgin resources and the amount of plastic waste, contributing to the development of a more sustainable and responsible business model.

#### 301-2

Our goal was to reach 50% recycled content in these bottles by 2025, a goal we were able to meet in 2024. We have therefore set a new interim target of reaching 60% recycled content in 2025. Looking ahead, we have set an even more ambitious goal: to achieve 90% recycled content in these bottles by 2030, demonstrating our ongoing commitment to innovation and sustainable practices.

### Commitment to reducing food loss and waste in Altoque stores:

At Terpel, we recognize the negative impact that food loss and waste can have on the fight against hunger, food security, land use, and waste management. As a result, we have made a commitment to minimize food loss, particularly in our Altoque convenience stores, with the goal of keeping it below 1.5% of total net sales. The idea is to reduce the environmental impact and increase the efficiency of spending on producing food that is not sold.

We have internal procedures in place to reduce the total amount of waste through strict control of inventories, orders, and production. And in 2024, we continued our alliance with EatCloud and ABACO, reinforcing our commitment to reducing the amount of food waste previously disposed of in landfills. By monitoring inventory loss in our Altoque stores, we are able to accurately

identify and quantify waste. Using the technology developed by EatCloud, we can make direct connections with local foundations and social organizations that can use this food.

Our results in 2024 in the area of preventing food loss and waste:

- We reached a total of 52 active participating stores, representing 100% of the stores located in urban areas.
- We reached 45 beneficiary foundations, delivering the equivalent of 6,176 meals and serving 176,701 people.
- We rescued 2,594 kg through EatCloud and an additional 533 kg managed by the consultant WERO, for a total of 3,127 kg delivered, valued at more than COP 37 million.
- We achieved a 250% increase in food donations compared to 2023.

This work has made it possible to channel our food surpluses to these organizations quickly, while the food is still in good condition and safe for human consumption. In this way, we not only reduce food loss and waste, but also help combat food insecurity and have a positive social impact on our communities. Our challenge for 2025 will be to manage food waste in our highway service stations.

## Main results:

### Performance indicator 2023-2024

Total weight of food loss and waste (t)

**10,557 9,360**  
2023 2024

Total weight of food loss and waste used for alternative purposes

**1,252 3,127**  
2023 2024

Total weight thrown out

**9,305 6,233**  
2023 2024

Program coverage

**31% 34%**  
2023 2024

## Key figures for our work

306-1 ▶

Potential environmental impacts associated with waste, if not properly managed, include soil and water contamination and landscape disturbance. We implemented a waste management program at all of our work centers that details the actions necessary to properly manage waste, prevent environmental impacts, and ensure proper disposal. We provide regular training to our employees on current regulations and guidelines for the implementation of the integrated waste management plan. We also conduct regular

inspections at the work centers to ensure compliance with the defined activities.

306-1 ▶

We generate waste as a by-product of both our operations and our daily activities. Since our main input is hydrocarbons, we generate hazardous waste during maintenance of wastewater treatment systems, valves, pumps, buffer tanks, and filter changes and tank washing. In addition, everyday activities such as cleaning floors, gardening, and eating food generate non-hazardous waste, which we manage from its segregation at source to appropriate final disposal.

To control and mitigate the environmental impacts associated with the generation of these wastes, we have a management program that outlines the activities necessary for their proper management. We regularly train our employees on regulatory updates and the guidelines of the Comprehensive Waste Management Plan, and we have experts conduct inspections to ensure compliance with the established activities. In this way, we ensure the sustainability of our operations and compliance with applicable environmental regulations at all of our sites.

301-1 ▶  
Materials used

		Tons
Renewable materials	Wood (pallets)	1,064
	Stretch plastic	49.9
Non-renewable materials	Plastics for packaging	2,972
	Metal for packaging	1,876
	Cardboard for packaging	974
	Base oils	74.1
	Additives	9.5

306-3 ▶

Total weight of waste generated

Tons

Total weight of hazardous waste

**10,476.5**

Total waste generated

**11,044.7**

Total weight of non-hazardous waste

**568.2**306-5 ▶  
Waste directed to disposal (t)

Destination	Hazardous Waste	Non-hazardous Waste
Incineration (without energy recovery)	15.1	0
Transportation to a landfill	104.7	560.9
Other disposal options	9,701.5 <sup>106</sup>	0
Storage by third parties for disposal	508.57	0
<b>Total waste directed to disposal</b>	<b>10,330</b>	<b>560.9</b>

306-4 ▶

Waste not for disposal (t)

SASB EM-RM-150a.1 ▶

Quantity of hazardous waste generated, percentage recycled

Recovery operations	Hazardous Waste	Non-hazardous Waste
Reuse	8,857.1 <sup>107</sup>	0
Recycling	35.8 <sup>108</sup>	4.2
Other recovery operations	146.5	3.1
<b>Total waste not for disposal</b>	<b>146.5</b>	<b>7.36</b>
<b>Total waste generated</b>	<b>10,476.5</b>	<b>568.2</b>

Total weight (tons) of all plastic containers

**2,972****N/A**

2024

Goal

Percentage of plastic packaging that can be recycled (as % of total weight of all plastic packaging)

**100%****100%**

2024

Goal

Percentage of plastic packaging compostable (as % of total weight of all plastic packaging)

**0****0**

2024

Goal

Percentage of recycled content in plastic packaging (as a % of the total weight of all plastic packaging)

**30%****30%**

2024

Goal

The plastic used corresponds to liter, pint, gallon, and bucket size containers.

106 Bioremediation, post-consumption, biological treatment, physicochemical treatment

107 Reuse of drums and pallets in the lubricants plant and of containers in the Center for Innovation and Technology. Data not included in the total hazardous waste generated, as they were reused.

108 Data on quantities collected through the Green Pass program, which is not included in the total hazardous waste generated directly by Terpel, because the program collects waste not only from Terpel's direct operations, but also from customers.

The activities that generate the greatest amount of these wastes are:

1. Lubricant production, sales, and distribution.
2. Maintenance activities such as washing tanks, grease traps, and API/ CPI oil-water separators, and equipment maintenance at plants, service stations, the factory, and in aviation.
3. Operation of convenience stores and Ziclos (car wash).
4. Fuel handling.

#### RT-CH-410a.1 ▶

Our commitment to eco-efficiency extends beyond our operations and is reflected in our products. In our lubricants business, we offer 41 product references designed to improve vehicle and engine efficiency during operation. These products generated sales of COP 94,688.9 million.

## Water resource management

At Terpel, we implement comprehensive measures to ensure the efficient use and conservation of water resources at all of our operations. Our commitment is reflected in the establishment of water conservation goals for each work center, the collection and use of rainwater, and the reuse of treated wastewater to water our green areas.

To optimize the use of this natural resource, we have developed a program that covers everything from the identification of consumption points to the implementation of practices for the efficient use of water. The program includes monthly inspections to detect and correct leaks or losses, ensuring efficient management of water in every phase of our operations.

#### 303-1 ▶

The water we use in our operations comes from a variety of sources, including groundwater, surface water, water mains, purchases from third parties, and the collection of rainwater. These sources are used for domestic consumption in restrooms and for washing and cleaning. The resulting discharges are directed to municipal sewers, the soil, and/or surface water bodies, depending on the specific case. Water-related impacts are associated with the direct use of water in operations and administrative centers for activities such as food preparation, use of toilets and sinks, cleaning of common areas, and maintenance of gardens.

**Total water consumption: 449.2 ML**

#### 303-2 ▶

We ensure that each discharge meets the standards set by the appropriate environmental agency prior to the discharge. We abide by the applicable environmental regulations governing the quality of water that must be discharged into bodies of water, the ground, and the sewage system. We ensure that our facilities have the necessary permits for such discharges, and we strictly comply with environmental regulations by including specific procedures in our Environmental Management Manual.

These policies provide clear guidance on the control and treatment of discharges, ensuring transparency and sustainability in all our practices related to water resources. All our sites are thus covered by the national environmental regulations for discharges.

#### 303-3 ▶

## Water withdrawal by source

ML

■ 2021  
■ 2022  
■ 2023  
■ 2024



# Biodiversity and ecosystem protection

**At Terpel, we recognize the importance of managing the impacts on biodiversity that may result from our activities. For this reason, we analyze the risks and implement preventive measures, safety protocols, and specific mitigation strategies to minimize the impact of our operations - especially those caused by spills that may affect soil and water - and the impact of operational activities that may alter natural habitats. Such events have the potential to affect the integrity of local ecosystems and also carry the risk of fines, economic damages, and damage to our reputation and the trust of our stakeholders.**

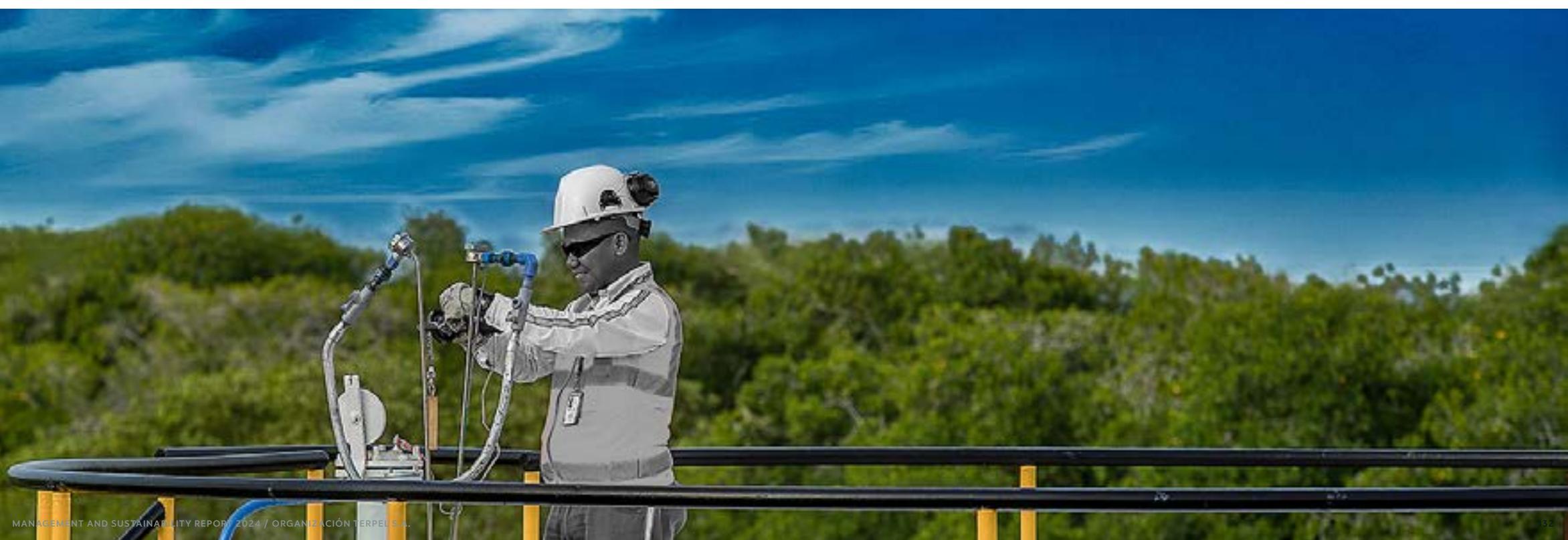
Our commitment to protect biodiversity extends to all of our lines of business. The practices we have adopted prevent negative impacts and help

preserve and restore biodiversity in the areas where we operate.

## Commitment to Biodiversity and No Deforestation

Terpel always strives to protect the biodiversity around each of its operating centers, and our entire supply chain is committed to carefully identifying areas of high biodiversity value. Our HSEQ policy guides all of our actions and ensures that our operations and those of our value chain are aligned with national and international

standards for the conservation of ecosystems. We apply the mitigation hierarchy of avoidance, reduction and, where necessary, compensation for environmental impacts in areas of high biodiversity value. This commitment extends to our direct and indirect employees, processes, products, services and all business units, and also includes contractors, subcontractors, customers, and visitors.



Through this policy, we have pledged not to deforest, to conserve existing vegetation in operating centers, and, where intervention is necessary, to compensate for the use of forest products in accordance with the requirements of the environmental authorities.

We recognize the importance of maintaining an ongoing dialogue with our stakeholders and incorporating their perspectives into our biodiversity actions. Our policy, approved by the Board of Directors, requires all stakeholders in our value chain to avoid activities near sensitive areas and to work together to protect the natural environment. This approach reflects our vision of operating in a sustainable and ethical manner and actively contributing to the well-being of the planet and communities.

#### 304.1 ▶

To date, none of our work centers are located within or adjacent to protected areas or areas of high biodiversity value.

## Alignment with the TNFD principles

In line with our commitment to the responsible management of our impacts on biodiversity, we continue to move toward more rigorous standards that will enable us to strengthen our contribution to the conservation of the natural environment. To this end, we are evaluating and adopting new methodologies, frameworks, and emerging standards, such as the principles of the Task Force on Nature-related Financial Disclosures (TNFD).

The TNFD, similar to the Task Force on Climate-related Financial Disclosures (TCFD), provides a global framework for identifying, assessing, and disclosing nature-related risks and opportunities. This structured approach helps us manage the risks associated with biodiversity loss more effectively and align our practices with expectations for sustainability and transparency.

We engage in a detailed analysis of the impact of our operations and of our value chain on biodiversity. This work allows us to better understand the risks associated with our activities, define metrics and goals for the risks and impacts identified, and develop mitigation strategies to promote the conservation and regeneration of ecosystems in the regions where we operate.



## Classification of the species identified



LC (Least Concern)

**5,117** 97%

NT (Near Threatened)

**66** 1%

VU (Vulnerable)

**77** 1%

EN (Endangered)

**22** 0.4%

CR (Critically Endangered)

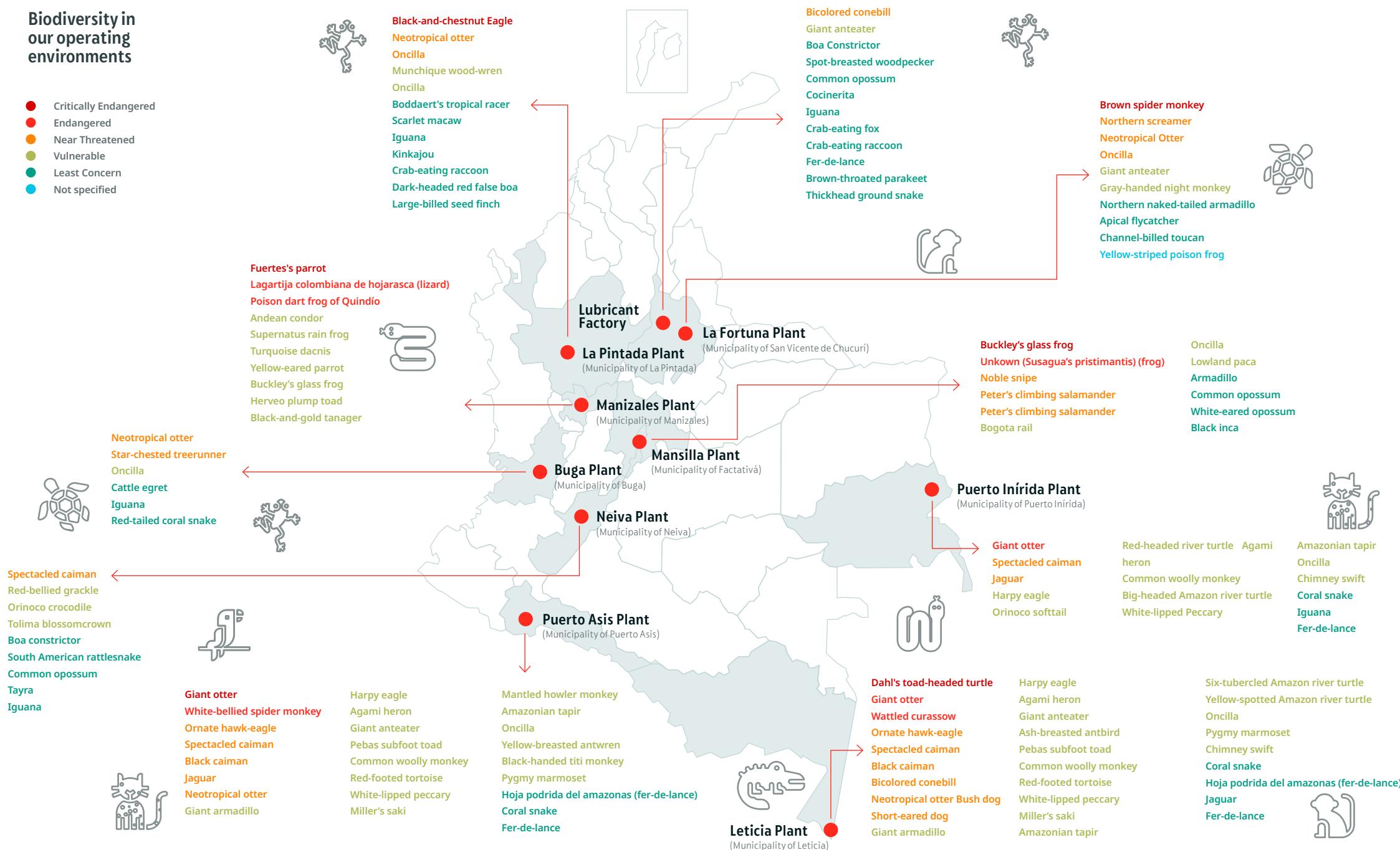
**5** 0.1%

Overall total

**5,287**

## Biodiversity in our operating environments

- Critically Endangered
- Endangered
- Near Threatened
- Vulnerable
- Least Concern
- Not specified



## Risk Management for biodiversity

Biodiversity risk is one of the risks included in our process of identifying environmental aspects and impacts. The approach allows us to formulate specific guidelines for biodiversity management in 10 of our main operating centers, particularly in special or emergency situations. These guidelines ensure a structured response that prioritizes the protection of the species present in our operating areas and strengthens our ability to prevent and mitigate negative impacts.

To ensure the effectiveness of this process, we share the results and guidelines with our employees through our document management system on the Terpel intranet, promoting transparency and access to useful information. In addition, we conduct specific risk assessments in 100% of our work centers, and those that require more in-depth analysis are reviewed by biodiversity experts.

### 304-3 ▶

Based on these analyses, we have identified direct and indirect impacts on biodiversity associated with our operations, with two aspects standing out: the first is the possible alteration or displacement of species due to the construction of new infrastructure, which highlights the importance of planning and executing our activities with a focus on protecting the natural environment. The second is the alteration of ecosystems in emergency situations, such as possible spills that can affect natural resources such as soil or water.

### 304-2 ▶

We are still working to classify protected areas with the aid of experts, but so far we have managed to conserve 208.2 hectares of forest in various

strategic locations. These include areas at plants such as Fortuna (7 ha), Baranoa (85 ha), Pintada (1.2 ha), Inírida (1.5 ha), Carreño (1.8 ha), Apiay (1.7 ha), and San José (2 ha), and service stations such as Dagota (100 ha) and Dagota II (8 ha), where the plants and wildlife have not been disturbed and are unaffected by human activity.

### 304-4 ▶

Moreover, according to information from a specialist supplier, we have also identified up to 12 classes and 5,287 different species of animals, classified according to the IUCN Red List, in the immediate vicinity of our 10 main work centers.

During our study, we identified a wide variety of wildlife in these work centers. Insects were the most abundant class, followed by birds and mammals. We also identified a significant number of amphibian and reptile species, although to a lesser extent, and arthropods such as spiders and crustaceans such as crabs.

With this identification, in 2024 we defined steps to be taken in case of contact with these species in our operations centers, humane removal measures, and the protocol for notification and handling for their rescue, where necessary. In 2025, we will disseminate this information to each work center and begin to define the conservation measures that will allow us to continue to proactively protect valuable ecosystems and ensure that our presence does not affect their existence and well-being.

### Spill prevention

We have a strong commitment to the prevention of spills. Four complementary strategies underpin our integrated approach:

- **Training:** we implement targeted training programs for our employees to increase their awareness and prepare them to prevent spills. These sessions cover topics such as safe substance handling, identifying potential hazards in a variety of operations, and best practices for preventing spills.

- **Updating operating procedures:** we keep our operating procedures for handling hazardous substances and preventing spills up to date and review them regularly. This constant updating ensures that our teams are up to date on protocols and best practices in all critical areas.

- **Simulations and response capabilities:** we conduct regular simulations of a variety of spill scenarios to evaluate and improve our ability to respond to emergency situations. Our teams practice operational procedures to improve their coordination in real time. In addition, we have specially trained brigades that receive in-depth training in spill control techniques, coordination with other emergency services, and the use of containment equipment.

- **Continuous risk assessment and preventive measures:** continuous risk assessment is an integral part of our approach. We conduct regular assessments to identify potential critical points and implement preventive measures based on the results of those assessments. We use level sensors to monitor and detect potential overfill or leaks, and we place containment dikes and spill kits at critical points to ensure immediate containment and cleanup of any spill.

In doing so, we ensure that our operations are safe for both people and the environment. Our ongoing commitment to continuous improvement in incident preparedness and response is a reflection of our proactive approach to minimizing the impact and risk of incidents and maintaining the safety of our operations.

## Spill events

During 2024, there were eight reported spill events of more than one barrel involving regular gasoline, diesel, or Jet A1. The volume spilled was 489.3 barrels, or 20,550.2 gallons.

Four of the events occurred during the transportation of fuel, 3 at service stations, and 1 at an Industry customer, resulting in contamination of soil and surface and groundwater.

The following are the main measures taken:

- Immediate response to the event with activation of contingency plans
- Immediate repair of the elements and/or equipment involved in the event
- Development of groundwater and soil remediation procedures
- Reinforcement of and improvements in controls and procedures
- Dissemination of lessons learned

# DIVERSITY, EQUITY, AND HUMAN TALENT



¡Yo soy  
el que  
reconoce!

terpel

# Diversity, equity, and human talent

**At Terpel, people are the cornerstone of our strategy and decisions. We are strongly focused on creating working conditions that promote the well-being and holistic development of our teams. And we foster an engaged and inclusive environment where each individual can develop their potential and contribute to collective success.**

## Human Talent

In our organization, we actively promote a culture based on respect for diversity, inclusion, and the development of talent, and we put our people first in every decision we make. This commitment is embodied in a comprehensive approach to the well-being and development of our more than 5,500 employees at Terpel and its subsidiaries and affiliates. We strive to create a work environment that is safe, healthy, equitable, diverse, and productive.

At Terpel, we continue to promote key projects that strengthen our organization and prepare us for the challenges of the future. From technological modernization to the consolidation of strategic programs and the creation of new internal communication channels, each initiative reflects our commitment to connect, develop, and protect our people, while building a stronger, more efficient, and more attractive organization for our current and future employees.

<sup>109</sup> Does not include countries, subsidiaries, Masser, or the Terpel Foundation Nor does it include temporary employees.

<sup>110</sup> Employee data is collected from the resumes in each employee's folder in the SuccessFactors - People tool. The data is used with informed consent in accordance with the law protecting the rights of data subjects.

<sup>111</sup> These are "temporary" employees as defined by GRI in indicator 2-7.

## Our work in 2024

### Organización Terpel Colombia

2-7

### Terpel Talent<sup>109,110</sup>

#### Total employees

	2023	2024	Variación
 <b>1,026</b>	<b>1,044</b>	<b>2%</b>	
 <b>529</b>	<b>545</b>	<b>3%</b>	

2-7

#### Employees by type of contract

	Gender	Total	
Open-ended contract	Men	962	<b>1,486</b>
	Women	524	
Fixed-term contract <sup>111</sup>	Men	81	<b>102</b>
	Women	21	
Contract for job or work	Men	1	<b>1</b>
	Women	-	
<b>Total</b>	<b>Men</b>	<b>1,044</b>	<b>1,589</b>
	<b>Women</b>	<b>545</b>	

#### Temporary employees

Gender	Total
Men	22
Women	12
<b>Total</b>	<b>34</b>

405-1

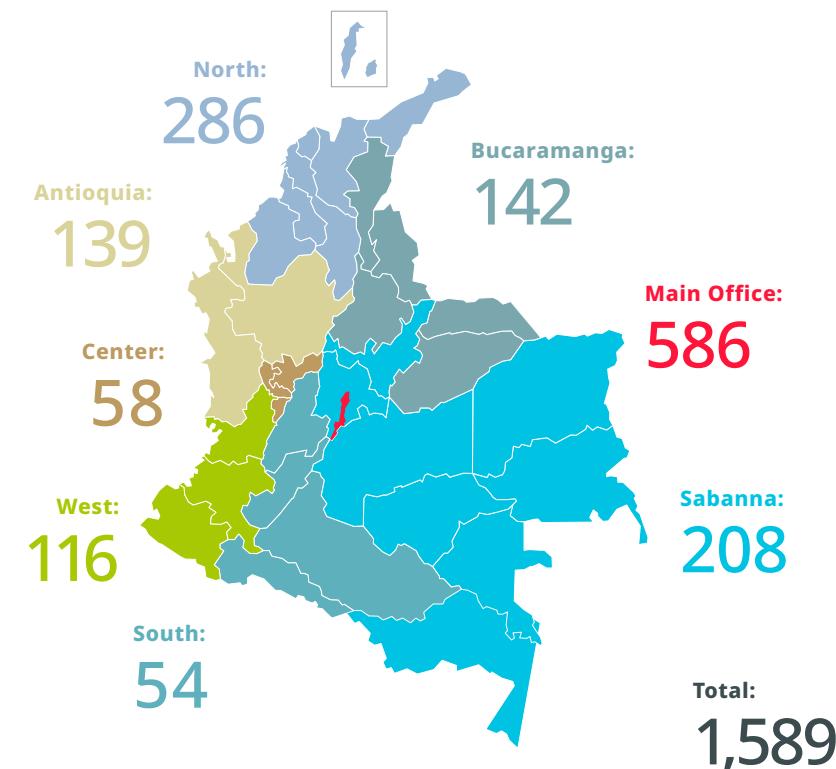
## Diversity by age and gender

	Younger than 30	From 30 to 40 years	From 41 to 50 years	From 51 to 60 years	From 61 to 70 years	Older than 70	Total
	124	416	323	162	19	-	1,044
	90	218	175	60	2	-	545
	214	634	498	222	21	-	1,589

99% of our direct employees are Colombian.

Employees by job category	Total
Senior Management	11
Managers	32
Directors	81
Heads/ Executives	287
Analysts/ Supervisors	428
Technicians/ Assistants	284
Operations personnel	466
<b>Total</b>	<b>1,589</b>

## Employees by region



Employees of affiliates and subsidiaries controlled by Organización Terpel S.A. and non-profit entities.

2-8  
Workers who are not direct employees

Subsidiaries	Total
Terpel Foundation	6
Terpel Energía	8
Terpel Exports	3
Masser	2,768
<b>Total</b>	<b>2,785</b>

Click [here](#) to learn more about our subsidiaries.

**CP 3.1.4 ▶**  
**Tenure in the organization**



Less than 3 years

**298**    **159**    **457**

3-6 years

**221**    **112**    **333**

6-9 years

**96**    **37**    **133**

9-12 years

**112**    **66**    **178**

More than 12 years

**317**    **171**    **488**

Total

**1,044**    **545**    **1,589**

### Tenure, Retention, Recruitment, and Onboarding: Keys to Organizational Stability

Having a stable workforce with a good number of employees who stay long term is a key indicator of a healthy and sustainable organization. High retention reflects employee engagement and satisfaction, ensures continuity in processes, and leverages accumulated knowledge.

At the same time, an effective onboarding strategy ensures that new talent is integrated smoothly and learns from more experienced employees, while retention policies strengthen motivation and a sense of belonging. Employees who have been with the company for a long time act as cultural references, promote the transfer of knowledge, and strengthen team cohesion, making it easier for new members to adapt.

This comprehensive approach improves productivity, innovation, and professional growth, positioning the organization as an attractive place in order to attract, develop, and retain talent.

At Terpel, about 30% of our team have been with us for less than three years, while just over 30% have been with us for more than twelve years. We value having a stable team where many people continue to see Terpel as a great place to work after more than a decade. This then inspires those who are new to the organization, helping them to adopt our organizational culture, our commitment to the development and growth of the country, and the constant quest to be great among the great.

When it comes to recruiting, we focus on making our processes fair, effective, and aligned with our strategic goals.

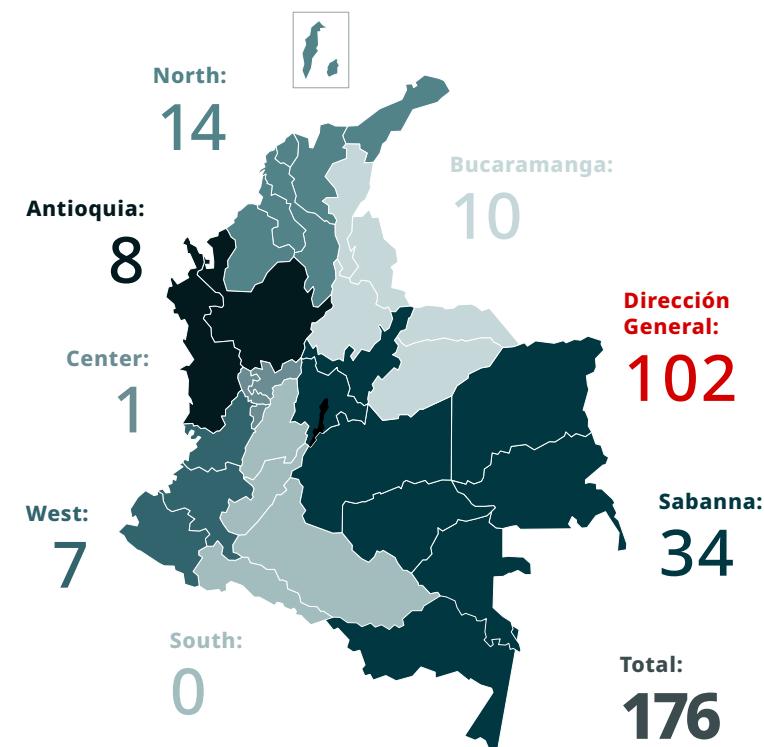
We are committed to ensuring fairness and equality for all candidates by fostering an inclusive and transparent selection process. Our recruitment efforts are designed to attract and hire the ideal talent to meet the specific needs of each area, enabling every new team member to contribute meaningfully to the organization's success. At the same time, we aim to position ourselves as an appealing choice for young professionals across the country, strengthening our capacity for innovation and growth. As part of our commitment to transparency, we also advertise job openings internally, supporting professional development and mobility within our organization.

**401-1 ▶**  
**Total new hires**

New hires by gender	Rate	2024
Men	12.3%	109
Women	10.4%	67
<b>Total</b>	<b>11.1%</b>	<b>176</b>

Age range	Tasa	Total
Younger than 30	38.3%	82
From 30 to 50 years	8%	91
Older than 51	1.2%	3
<b>Total</b>	<b>11.1%</b>	<b>176</b>

### New hires by region<sup>112</sup>



<sup>112</sup> New hire rate by region: Antioquia 5.8%, Bucaramanga 7%, Center 1.7%, Main office 17.4%, North 4.9%, West 6%, Savanna 16.3%.

**Annual new hire rate: 11%**

We count on our highly professional and friendly team to drive our organization forward with the best energy and to position Terpel as a great place to work. That is why we prioritize filling vacancies for positions in the organization with Terpel talent. In 2024, 44% of our vacancies were filled internally.

The total amount allocated to recruitment using headhunters and job boards was COP 512 million.

**Separations from employment**

Separation by type <sup>113</sup>	Total
Dismissal	54
Mutual agreement	11
Resignation	53
Retirement	6
Death	0
Other reasons	20
<b>Total</b>	<b>144</b>

Separations by job category	Total
Senior Management	2
Managers	1
Directors	7
Heads/ Executives	19
Analysts/ Supervisors	55
Technicians/ Assistants	29
Operations personnel	31
<b>Total</b>	<b>144</b>

**401-1 ► Separations by age and gender**

Age range	Total separations	Turnover rate
Younger than 30	28	13.1%
Between 31 and 50	102	9%
Older than 51	12	5.8%
<b>Total</b>	<b>144</b>	<b>9.1%</b>

Separations by region <sup>114</sup>	Women	Men	Total
North	4	11	15
Antioquia	3	4	7
Center	3	2	5
West	2	15	17
Savanna	5	15	20
South	0	0	0
Bucaramanga	3	8	11
Main Office	31	38	69
<b>Total</b>	<b>51</b>	<b>93</b>	<b>144</b>

Turnover rate	2024
Total annual voluntary turnover rate	3.3%
Total turnover rate	9%

While we do not have an expected attrition rate, our focus is to ensure that it is lower than the prior year.

Understanding and analyzing our team's attrition behavior firsthand allows us to identify trends and root causes of turnover, and to develop strategies to build even greater loyalty among our talent and foster their professional and personal growth and development.

**401-1 ► Separations by gender<sup>115</sup>**

2023	2024	Variation
	<b>105</b>	<b>93</b>  <b>-11.4%</b>
	<b>55</b>	<b>51</b>  <b>-7.3%</b>
	<b>160</b>	<b>144</b>  <b>-10.0%</b>

**Being great among the great: shaping future professionals**

At Terpel, we are strengthening our Young Talent Program, an initiative that supports the professional growth and development of students. By giving them roles and projects with responsibility and impact, we offer an enriching experience and real career opportunities within our organization.

The program positions us as an attractive company for young people who are currently looking for job opportunities and a place where they can grow professionally.

Launched in 2022, it has been fine-tuned over time and is currently being piloted in General Management, allowing us to fully monitor the process and maximize its impact.

To date, we have hired 15 Young Talents who are now members of our teams. This has been made possible by the joint work of the recruitment/onboarding team and the schools that have placed their trust in us as strategic allies.

We are confident that this program will continue to foster the growth of future professionals while enriching the talent and culture of our organization.

Turnover for apprentices	2024
Number of apprentices newly hired as a percentage of total apprentices	7
<b>Total number of apprentices</b>	<b>29</b>

We are committed to being an employer brand that sparks the interest of young people and that is perceived as an attractive company to work for and grow with.

We encourage high school and college students to consider Terpel for their future careers through initiatives such as "Verano Terpel" (Terpel Summer), where we invite them to experience first-hand what it's like to be part of an organization like ours.

<sup>113</sup> "Dismissals" include people who did not successfully complete the company's defined probationary period, and "others" includes contracts that were terminated due to expiration.

<sup>114</sup> Turnover rate by region: Antioquia 5%, Bucaramanga 7.7%, Center 8.6%, Main office 11.8%, North 5.2%, West 14.7%, Savanna 9.6%.

<sup>115</sup> Turnover rate women: 9.4%. Turnover rate men: 8.9%.

- In the 3 rounds of the initiative, we had 15 students from different schools share their ideas, questions, and suggestions about the processes and initiatives they were involved in during their time with us.
- We registered 1,130 university students in our database and organized 30 brand-related activities with universities and colleges.
- We participated in university fairs, lectures, and other events where we invited company spokespeople to talk about our businesses, the company's ESG approach, and the company's goals in order to generate interest in the organization and build connections with the younger generation.

## Decent Salary

At Terpel, we are committed to providing a decent salary that is fair and competitive, recognizes the value of our employees, and contributes to their well-being. To achieve this, we have designed a logical and objective compensation system that classifies jobs and positions through internal comparisons and pre-established scales.

Our goal is to remain at the market median, ensuring compensation in line with best labor practices. This approach ensures fair compensation and strengthens our ability to attract and retain the key talent we need to fulfill our mission and achieve our strategic goals. The system reaffirms our commitment to pay equity and to developing a culture that values and supports the people who make the organization's success possible.

## Labor Relations: We promote an ethical and fair environment

Having clear and effective policies and procedures in place to protect employees and ensure a safe workplace is essential to creating a healthy and productive work environment. Preventing harassment and discrimination in the workplace is a priority for our company because these behaviors affect the mental and emotional health of our team and undermine trust, teamwork, and performance.

Implementing proactive measures protects our employees and reinforces an organizational culture based on inclusion, respect, and human dignity, which strengthens our reputation and long-term sustainability.

Recognizing the importance of timely and comprehensive action to provide our employees with safe spaces and channels that protect their integrity, we updated the Sexual Harassment Prevention Policy in 2024 to strengthen its objective, scope, and procedures in accordance with Law 2365 of 2024. The policy gives scope to the guidelines for labor relations, such as the Code of Conduct, the Diversity, Equity and Inclusion Policy, the Internal Regulations, and the Anti-Corruption and Business Ethics manuals.

Our organization is firmly committed to providing a safe, respectful, and inclusive work environment for all. To that end, we have established the following standards in our policies:

- **Prohibition of sexual harassment:** we expressly state that any form of sexual harassment is strictly prohibited in our organization. This includes inappropriate remarks, unwelcome conduct, innuendo, or any other action that undermines the dignity of our employees.
- **Prohibition of workplace harassment:** we categorically reject all forms of workplace harassment, including intimidation, abuse, bullying, or any conduct that creates a hostile or degrading work environment.
- **Zero tolerance for discrimination:** we do not tolerate discrimination, whether based on gender, sexual orientation, race, religion, disability, age, national origin, political opinion, or any other characteristic protected by law.
- **Mandatory training:** all employees receive regular training on workplace discrimination and harassment in a program designed to educate, raise awareness, and prevent situations that threaten integrity and mutual respect.
- **Defined escalation process:** we have established a clear and accessible process for the confidential reporting of incidents of discrimination or harassment so that employees can report situations without fear of retaliation.
- **Corrective or disciplinary action:** if discrimination or harassment is confirmed, corrective or disciplinary action will be taken depending on the severity of the case, ranging from formal warnings to termination of employment.

These actions reaffirm our commitment to a work environment where everyone feels valued, safe, and respected.

406-1

## Discrimination cases

In accordance with Law 1010 of 2006, no confirmed cases of discrimination occurred within the organization in 2024. However, five reports were received that aligned with the GRI typologies for discrimination and were subsequently reviewed. Following investigation and due process, two of these cases were confirmed as instances of discrimination or harassment. In both cases, corrective action was taken, and the employees responsible had their contracts terminated for cause. You can learn more about our channels for reporting and addressing violations of our Code of Conduct [here](#).

In addition to ensuring safe spaces for our employees, we believe that freedom of association promotes open dialogue and transparent and equitable conditions for employees, ensuring that their rights, interests, and needs are heard and effectively addressed.

2-30

In 2024, 3.9% of Terpel's employees, equivalent to 63 people, were represented by a trade union, 57 men and 6 women. Also, 1,481 workers were covered by collective bargaining agreements, either through a collective agreement or a collective award (*laudo*).

With regard to freedom of association, negotiations led to the signing of a collective agreement in 2023. In 2024, however, a dispute with the USO union arose following the presentation of a list of demands, and formal negotiations to resolve this dispute are scheduled to begin in 2025. These dynamics reflect Terpel's focus on collective bargaining processes and managing labor relations through dialogue.

# Connecting our team and strengthening our culture

## Connection and active listening

As part of our annual initiatives, the Human Resources and Administration Department, under the direction of María José García, carried out the now traditional "Tours of Colombia." The purpose of these visits is to spend a day with the teams from the different regions and work centers, listening to them and sharing experiences. Activities were organized during these visits to strengthen a sense of belonging and promote teamwork within our organization.

We will continue to visit our team throughout 2025 to build closer relationships and strengthen ties, addressing interests, expectations, and concerns.

**"Time with Oscar":** in terms of communication with our leaders, President Oscar Bravo met in person with the General Management team twice a month, while the other regional, country, and subsidiary teams joined via streaming.

These meetings covered highly relevant topics such as gratitude, personal branding, company goals, and accountability. Most of these sessions featured special guests who shared their knowledge on timely topics. Seven sessions were scheduled throughout 2024, with more than 800 in-person participants and 1,000 virtual participants in each session.

We launched Terpel Station: this is a new internal communication channel inspired by digital radio, specifically designed to connect and inform our operational and commercial teams in the field, reaching the entire Terpel team in a dynamic and entertaining way.

The project will:

- Keep the operations and sales teams up to date on events and the Terpel business and culture, and prevent misinformation and rumors.
- Strengthen a sense of belonging and highlight the individual contributions of each employee.
- Provide a platform that reinforces the behaviors and values that define us as an organization.

Reaching all of Terpel Colombia, Terpel Station captured the attention of more than 1,700 listeners during 2024. We believe that Terpel Station will be a transformative tool that will allow us to be more connected and strengthen our identity as a team and as an organization.

We also incorporated the **WhatsApp Business API** into our internal communication channels, keeping in mind the need for immediate information that is clear, reliable, timely, and concise.



Finally, we launched a nationwide call for applications to select a group of people called **"Ambassadors of the Best Energy"** to share relevant information about the organization with their co-workers, because our employees are the best example and spokespersons of Terpel's culture.

## Organizational culture: inspiring the way we live and work

In our organization, culture is the pillar that supports our growth and brings the team together. Through culture, we foster innovation as an engine of transformation, recognition as essential to strengthening engagement, and agility as key in responding to a changing environment.

Our culture is anchored in the principles of diversity, equity and inclusion (DEI) and inspiring leadership, creating an environment where every employee can reach his or her full potential. We also prioritize well-being and job satisfaction, ensuring that everyone feels valued and motivated to contribute to our collective success. This evolving culture is at the heart of our organization and guides us toward a more sustainable and collaborative future.

### Terpel cultural attributes

- Innovation
- Recognition
- Agility
- Inclusion

### Competencies of the Terpel team:

- Attitude of service
- Leadership
- Teamwork
- Strategic discipline
- Orientation toward results

This year, we intensified our efforts to cultivate the ten essential leadership<sup>116</sup> traits in our employees and promote a more human-centered approach to leadership. Working with our leaders, we implemented several initiatives to positively impact our culture. Some of the most notable actions are detailed below:

### Organizational leadership: building the future together

**Getting to know our Terpel leaders:** we continued to organize informal sessions where leaders meet with junior employees over a cup of coffee. These interactions have proven to be highly valued, with more than 20 meetings planned for 2024 and an average rating of 9/10 from participants.

**Leadership School:** we created a Leadership School that brought together 46 leaders from different levels of the organization. For 4 months, the participants worked on the ten characteristics of the Terpel Leader and received practical tools for their effective implementation. we included 4 operators in this experience to facilitate an exchange of best practices through discussions and practical exercises. In addition, we held a face-to-face session with our executive committee, encouraging an open conversation about leadership styles.

**Leadership Mentoring - "We're All a 10" Program:** participants in this program reinforced the ten characteristics of the Terpel leader, culminating in a personalized action plan for their development.

**Reverse Mentoring:** we implemented an innovative reverse mentoring program in which junior employees advised members of the executive committee and a board member on topics such as social media, artificial intelligence, and Power BI. The initiative promotes assertive communication skills, inclusion, and responsibility.

**Leading effectively:** we held around ten workshops for leaders in new roles, focusing on the ten characteristics of the Terpel leader and identifying the most relevant areas for development for their teams.

**Development workshops with external consultants:** with the support of specialized consultants, we organized workshops that addressed key issues such as communication, trust, responsibility, teamwork, empathy and inclusion to strengthen these skills in our teams.

These initiatives reflect our ongoing commitment to developing leadership and creating a positive and collaborative work environment at Terpel. As we move forward, we will continue to foster leadership that inspires and empowers the talent in our team.

### Innovation in Motion: turning ideas into reality

In 2024, innovation initiatives focused on 3 strategic pillars that reflect our organizational priorities:

1. **Digital transformation:** we optimized internal processes, reduced costs, and maximized productivity by implementing advanced technology solutions.
2. **Day-to-day innovation:** we promoted service improvements, time savings, operational efficiency, and personalized customer service, strengthening customer loyalty with agile solutions tailored to their needs.
3. **Product innovation:** we promoted the efficient use of resources, diversifying the business and venturing into emerging markets to boost our sustainable growth.

We see innovation as a key driver for creating sustainable value, strengthening meaningful connections, and winning our customers' preference.

We transformed our internal open innovation program, Únicos, into Únicos Lab, a continuous, itinerant, and hybrid (face-to-face and virtual) space that fosters a culture of innovation among our employees and invites them to apply this mentality to their daily activities.

<sup>116</sup> Set boundaries, act with integrity, communicate assertively, be inclusive, foster innovation, be results-oriented, be committed and accountable, lead by example, develop people, be empathetic.

In 2024, ninety-four employees participated in Únicos Lab, an increase of 34% compared to the previous year. An inclusive approach allowed us to consider a greater variety of proposals and challenges related to our strategic pillars.

Our commitment to innovation was also reflected in activities such as Innovation Week, which included talks by experts, the identification of innovative profiles and practical workshops; CampusLab, which included four sessions focused on challenges, ideation, prototyping, and presentations (pitches); and the program's outreach activities aimed at different teams.

Since its creation in 2013 and the formalization of the model in 2018, Únicos has continuously evolved, becoming a fundamental program for promoting creativity, collaboration, and innovation at all levels, regions, and work centers. In 2024, we reaffirmed our commitment to keeping innovation at the heart of our operations, generating economic, social, and environmental impact.

### Fostering a culture of recognition and gratitude at Terpel

Súper-T is our awards program implemented in all countries where we operate. Through this initiative, we promote a culture of public recognition and gratitude for actions in line with the attributes of the Terpel culture, organizational competencies, and corporate values.

At Terpel, we value and celebrate the commitment and dedication of our team, which strengthens a collaborative spirit and drives our achievements. In 2024, we exceeded the target set in Colombia by 142% and were able to award each and every criterion during the year.

This success meant that all regional offices and departments participated, creating a greater sense of ownership of the program and helping to position a culture of recognition in our organization.

### Súper T - Number of 'Extraordinary' awards

	Total
Leadership	41
Results-orientation	177
Inclusion	0
Teamwork	156
Innovation	72
Trust	6
Respect	0
Attitude of service	127
Integrity	4
Strategic discipline	74

### Súper T - Number of 'Everyday' awards

	Total
Leadership	108
Results-orientation	397
Inclusion	26
Teamwork	812
Innovation	155
Trust	78
Respect	21
Attitude of service	1,287
Integrity	35
Strategic discipline	285

## Well-being: programs that promote quality of life and work-life balance

401-2 ▶

### Benefits for our team

In Colombia, our team enjoys a broad portfolio of benefits designed to promote their well-being and quality of life. Each country defines the applicable benefits according to local characteristics and legislation.

Recognizing the changing dynamics of our business environment and the need to offer our employees effective policies that ensure work-life balance, in 2024 we introduced 3 new benefits for our administrative team:

**Flexible week:** once a year, employees are able to work for a week from any city, anywhere, while fully respecting the working hours set by the company.

**Personal Affairs Day:** employees are able to take a day off, without using vacation days, to attend to personal matters.

**Graduation day:** those who during the year obtain an academic degree (technical, technological, professional, specialization, master's, or doctorate) can have a day off to attend the graduation ceremony.

Existing work-life balance benefits will also be maintained, recognizing their positive impact on our team and valuing them as a contributing factor to well-being and retention. These include:

- **Teleworking:** applies to employees who can perform their work remotely, mainly administrative and sales personnel. We have a teleworking policy that regulates access to this benefit and describes the rights, guarantees, and obligations of teleworkers, the correct use of information and communication technologies (ICT) and the existing modes within the company.
- **Flexible working hours:** in order to facilitate flexible working hours for its employees, the company allows administrative staff to choose between 3 time schedules for the days they work on site.
- **Compressed work days:** in order to promote a good work-life balance, we offer employees who work in the administrative offices the possibility of a compressed work day on the first 3 Fridays of each month, working from 7:00 a.m. to 2:00 p.m. Those who cannot do this due to the nature of their work are granted 1 day off per year.
- **Extra vacation days:** we want our employees to be able to enjoy days such as their birthdays with their families and to do the activities they enjoy. For this reason, we give them an extra day on top of the days required by law. We also offer 3 additional days so they can make the most of their time off and vacations

There are other benefits and well-being initiatives we offer that promote access to housing, education, and healthcare, parental leave for both men and women, and financial assistance to help meet basic needs:

- Sports tournaments
- Recreational vacations
- Year-end parties for employees and their children
- Celebrations of five-year service anniversaries
- VIP Telesupport - virtual support for legal, financial, and tax matters and personal coaching

Learn more about our benefits, [here](#).

In the area of wellness and recreation, we promote opportunities for entertainment, self-care, and learning through programs and initiatives for our employees and their families:

**Bienser Program:** we continue to promote our program for improving the mental health, well-being, and quality of life of our employees and their families. It includes initiatives and activities that promote a healthy work-life balance, such as

- Sports tournaments
- Recreational vacations
- Year-end parties for employees and their children
- Celebrations of five-year service anniversaries
- VIP Telesupport - virtual support for legal, financial, and tax matters and personal coaching

*Wednesday with the best energy: we organized simultaneous get-togethers in our regional offices and in the countries where we operate. The aim was to encourage interaction between employees from different areas in a relaxed environment.*

Finally, out of concern for the well-being of our team and to ensure a pleasant and safe experience in our offices and work centers, we began renovating our physical facilities throughout the country. We want to provide our employees with a comfortable workplace that meets all the standards and is a pleasant space in which to do their daily work.

These benefits and actions reflect our commitment to the integral development of our employees, fostering a work environment that prioritizes their personal and professional well-being.

## Diversity, equity and inclusion (DEI): progress toward an inclusive and equitable environment

At Terpel, we promote and value diversity, inclusion, and equal opportunities as strategic pillars of our organizational culture. Our policies and business practices enable us to create a non-discriminatory work environment. We have seen that this approach increases the company's productivity, fosters innovation, instills a sense of pride in our team, and strengthens their commitment to the organization.

We have updated our [Diversity, Equity, and Inclusion \(DEI\) policy](#) from a corporate perspective focused on gender diversity. These new adjustments emphasize the importance of ensuring that our internal processes are equitable and free from discrimination, while reflecting the commitment of each area to establishing clear guidelines to ensure compliance.

In addition, we continuously monitor gender indicators that evaluate the representation of women at different levels of the organization. These efforts include setting annual targets to reduce gender gaps in all positions, reaffirming our commitment to more equitable talent recruitment and retention.

We have detailed gender-based demographic data on the movements, hires, and promotions of all our employees. We invite our team to voluntarily report their socio-demographic information through the diversity section of the People platform. This allows us to identify issues such as race, gender identity, ethnicity, nationality, disability, and religion, thus strengthening understanding and inclusion within the organization. That way, we can view and analyze the information from a diversity perspective, facilitating the formulation of specific action plans in each area and the monitoring of the results obtained in the indicators. By doing so, we are moving toward becoming a more inclusive and equitable organization, in line with our values and strategic objectives.

Benefits of the Terpel characterization:

- Knowledge of the team's needs: identification of gaps and areas for improvement.
- Regulatory compliance and risk reduction: alignment with local and international regulations on gender equality.
- Design and development of personalized and relevant data-driven programs: development of policies and programs that address the needs and challenges of each population group.

## Main actions in 2024

Each year, we set priorities for each period based on the Diversity, Equity, and Inclusion (DEI) strategy. This year, from September 2 to 10, we held No Labels Week, during which we organized discussions, lectures, and a variety of activities to strengthen the commitment to DEI within our organization.

One of these was the "Hilando Sin Etiquetas" (Weaving together with no labels) initiative, which encouraged our employees to play an active role in creating an inclusive work environment, with the total participation of 424 people from the different countries where Terpel operates:

- Colombia: 264
- Ecuador: 86
- Peru: 36
- Panama: 24
- Dominican Republic: 15

The activities included two conferences. One was held in Panama on "New Masculinities from the Perspective of Leadership," with 212 participants, and the other was in Ecuador on "Women Who Inspire: Leadership Without Barriers," with 85 participants.

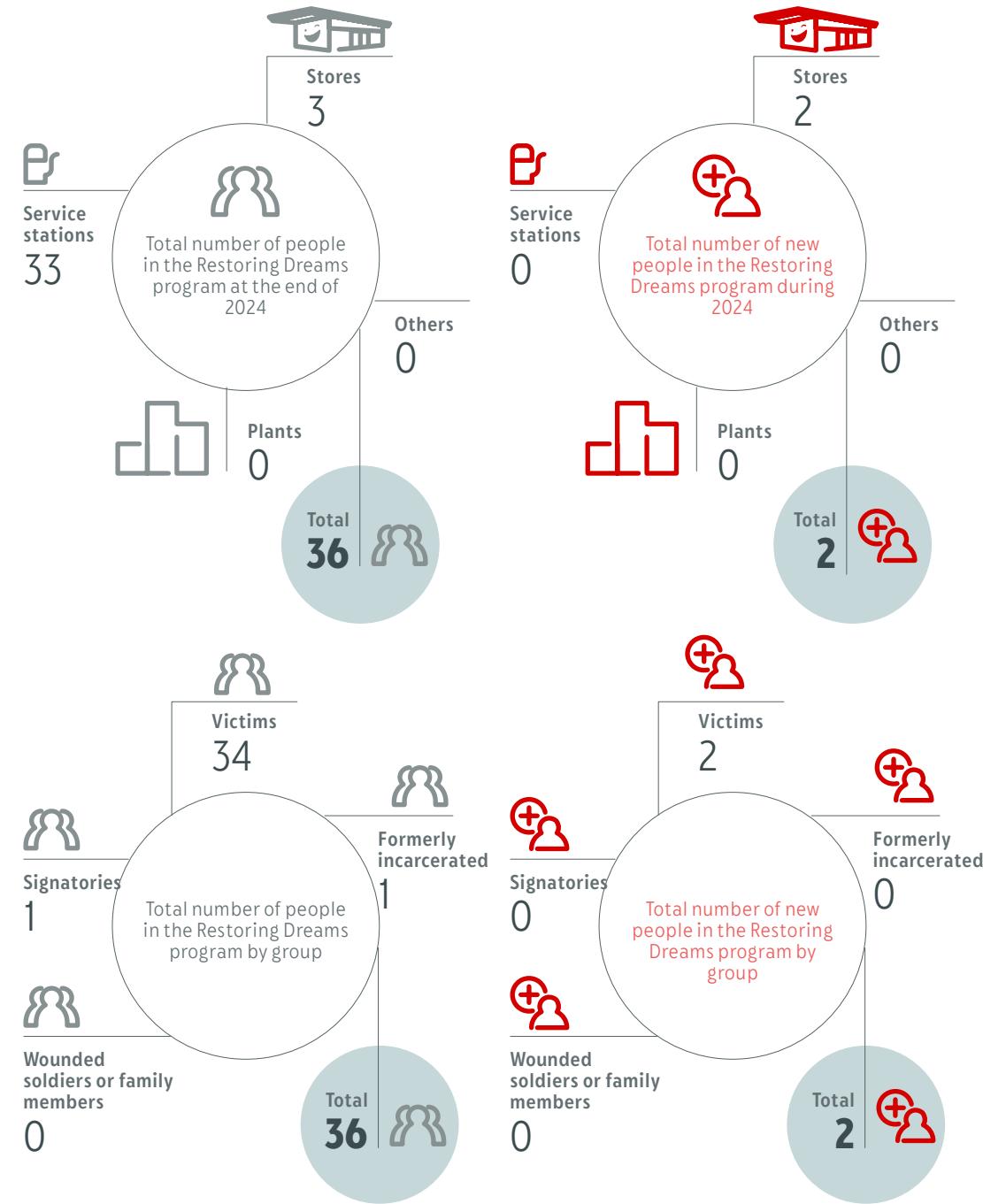
During No Labels Week we provided training, in collaboration with Compensar, on social skills in the workplace. It consisted of four workshops: What are workplace social skills?; My work and my skills; My workplace social skills and my co-worker; and Workplace social skills and work-life balance.

The objective of these workshops was to promote autonomy, confidence, and essential skills for success and professional development. Attendance at the scheduled sessions was 100%, and they culminated in a graduation ceremony to award diplomas.

- We launched the No Labels course using the Clase T platform for leaders and the DEI committee. Eighteen of our leaders participated in online sessions on a range of topics, including unconscious bias and inclusive, non-sexist communication.
- We organized 40 training sessions for our leaders and the Diversity, Equity and Inclusion Committee, accumulating a total of 1,500 hours dedicated to these topics. In addition, we engaged 90% of our employees in awareness-raising activities, reflecting our commitment to building a more equitable, inclusive, and diverse environment for all.
- In terms of inclusion, our flagship program, Soul Friends, partners with the Best Buddies Foundation to create inclusive employment opportunities for people with intellectual, cognitive, and physical disabilities. At Terpel, we recognize the value of diversity through direct, everyday experiences with our Soul Friends who, with their unique way of inhabiting the world, develop skills in our team such as empathy, assertive communication, and a love of diversity.

Nine Soul Friends worked with us in administrative areas in 2024.

People with disabilities in the company	Men	Women
Total number of employees with a disability	6	4
Total number of people hired with cognitive disability	5	4
Total number of people hired with visual impairments	1	0



We also understand that inclusion means creating opportunities for socially or economically vulnerable groups. Through our "Restoring Dreams" program, we offer a second chance at work to victims of the conflict, soldiers wounded in combat, signatories of the peace agreement and/or people formerly incarcerated, and their families.

In collaboration with our chain's suppliers, our subsidiary Masser reactivated the creation of employment opportunities for this population in 2024.

### Commitment to gender equality: creating opportunities for everyone

The Diversity, Equity, and Inclusion (DEI) policy reflects our company's commitment to gender equality, promoting opportunities for development and growth for both men and women. This policy is implemented through equal opportunity guidelines in all processes across the organization.

In addition, we have gender diversity indicators based on the total number of women in our workforce and set targets for positions held by women at each level of the organization.

Based on this, we set medium- and long-term indicators and have specific targets for 2025:

	Goal
- Vice presidents:	30%
- Managers:	31%
- Directors:	43%
- Heads/Executives:	42%
- Analysts/Supervisors:	55%
- Technicians/ Assistants:	50%
- Operations/Support personnel:	15%

#### 401-3 ▶

In addition, our team can take advantage of parental leave, which includes maternity and paternity leave without gender discrimination. In 2024, a total of 56 employees (33 men and 23 women) benefited from this policy. We are pleased to report that the return to work rate was 100% for men and 91% for women. Thirty-three men and 21 women returned to work after parental leave, and at the end of the period we had retained 100% of the men and 91% of the women who returned.

In Colombia, to promote gender equality, women who wish to do so can continue working after the age of 57 and up to the age of 62, the legal retirement age for men.

We will continue to move forward with determination to build an organizational culture where gender equality is a tangible reality that promotes the personal and professional development of all people who are part of our organization.

### Organizational climate and job satisfaction

Gaining a deep understanding of our team's perceptions of the work environment is essential to demonstrating that people are at the heart of our decisions. Such work allows us to identify the strengths that foster a positive work environment, promoting relationships of trust and cooperation based on sharing a common purpose. It also allows us to identify opportunities for improvement and implement timely action plans that promote well-being, helping to create a healthy and optimal work environment.

Creating a happier workplace helps employees enjoy their work more and improve their service to internal and external customers. It also increases the likelihood of creative and innovative ideas.

To measure this satisfaction, in 2024 we conducted a survey consisting of 56 questions answered on a Likert scale of 1 to 5, where 1 is "Strongly Disagree" and 5 is "Strongly Agree." To calculate the results, we determined the percentage of positive responses (4 and 5) out of the total responses for each question, pillar, and relationship. Results are expressed as percentages, with ranges from 0 to 60 (quite poor), 61 to 69 (poor), 70 to 75 (satisfactory), 76 to 82 (good), to 83 to 100 (excellent).

Among our strengths, the overall score stands out, which was a remarkable 84.5%, an increase of 2.6 points compared to 2022, when it was 81.9%. This score places us in a virtuous zone. In addition, the Trust score increased by two points to 89%. Our pillars of support (91.5%), role (89.5%), and communication (87.7%) also achieved positive results, exceeding the benchmark for the Best Companies to Work For ranking.

In terms of opportunities for improvement, we identified the three pillars with the lowest scores: equity (73.4%), human warmth (79.8%), and recognition (81.1%). This assessment helped us understand our team's priorities, with work-life balance, compensation, and teamwork emerging as the most important areas to address. With this information, we are focusing on designing and implementing action plans that promote well-being to improve these scores.

#### Indicator

Indicator	2022	2023	2024
% women on the Terpel team	30	34	34%
% women in senior management	27	27	41%
% women in management	41	41	42%
% women in lower management	42	43	41%
% of women in senior management positions, i.e. no more than two levels below the CEO or equivalent (as a % of total senior management positions).	30	30	30%
% women in revenue-generating management positions	37	28	38%
Number of women who filled vacancies in STEM-related positions. <sup>117</sup>	32	51	



117 An acronym for professions associated with Science, Technology, Engineering, and Mathematics.

Our goal for 2024 was to achieve an overall score of 82%, and we are pleased to report that we exceeded this goal, with a score of 84.5%.

We also measure employee engagement using the Gallup methodology, and as an organization we scored 80%. This gives us a clear picture of our team's level of engagement and satisfaction with the company and their work, which helps to consolidate a positive work environment in which we can all thrive.

## Promoting talent growth

### 404-2 Training initiatives

At Terpel, we are committed to enhancing the skills of our team through comprehensive training programs, ensuring constant updating of knowledge and incorporation of skills that prepare our team for future challenges.

We use technology for talent management and skills development to enhance the training process. It has also helped us improve learning programs and tailor them to the specific needs of our businesses.

In 2024, we focused on training, performance, and development goals by implementing innovative initiatives that had a positive impact on the organization:

- We launched the "Learning to Grow" learning fair, connecting our employees with new technologies such as virtual reality and simulators. We continued to build programs such as the SAP School and the School of Analytical Skills, graduating 30 people from each. We also strengthened the Sales Skills School, aligning it with the strategic challenges of the business and achieving 100% of the goals set, including the launch and a full assessment.
- In the area of communication and tools, we designed a personalized training plan linking supervisors, workers, and mobilizers, and implemented dashboards in Power BI to monitor compliance and available training. We consolidated a matrix of critical positions and key experts, identifying 162 critical positions and 184 key experts across the company, with 100% compliance across all departments. We also developed succession plans for strategic positions in Lubricants and Sales, meeting 100% of the goals.
- We made progress with the implementation of ECO Feedback, achieving full coverage of the president, vice-president, manager, and director levels with simulations and ongoing assessments, achieving 100% compliance with the goal set. These initiatives reflect our commitment to further strengthen talent development and ensure that it has an impact in line with business objectives.

• Recognizing that our teams need tools to improve their soft skills, we focused on initiatives to teach them how to communicate assertively, engage in constructive conversations, and manage their emotions. This leads to more effective communication, self-awareness that drives change strategies, and the realization of our corporate values.

These initiatives and training programs have strengthened communication, collaboration, and teamwork, creating a more efficient and harmonious environment in our employees' work and personal lives. They have also optimized time and project and process management, resulting in significant cost and time savings. Technical, analytical and digital skills have been developed, improving decision-making, innovation, and competitiveness. Presentations and storytelling have also been improved to be able to effectively influence, while training in finance, negotiation, and leadership has improved individual and organizational performance, ensuring sustainability and knowledge transfer.

Job satisfaction (figures)	Men	Women	Others
Number of employees who answered the job satisfaction survey	885	510	8
% of employees who answered	63.08%	36.35%	0.57%
% Job satisfaction (external motivation)	84.3%	85.1%	69.8%
Score for trust	87%	91%	90.6%
Score for commitment	82%	78.7%	50%
% Happiness	88.2%	88.8%	62.5%
% Engagement and/or Favorability	79%	82.1%	63.6%

NOTE: To obtain the percentage of participation by gender, the total number of responses from men, women, and others was divided by the total number of responses received (1,403) and multiplied by 100.

## Terpel Training Schools: promoting excellence in service

Terpel Training Schools are part of a strategic initiative to train employees, suppliers, franchisees, partners, and customers. Through these programs, we communicate our lines of business and share the best operational, commercial, safety, and technical practices that set us apart in the marketplace.

Our training programs are also available to external personnel, using a classroom/practice methodology that covers a variety of topics relevant to the business. Our goal is to provide participants with the knowledge and skills necessary to deliver on Terpel's service promise. Under the slogan "Excellence made Reality!" we offer training in face-to-face, virtual, and blended formats.

- Sales Skills School:** At Terpel, we have implemented a training model that includes a significant component of cultural transformation designed to update and enhance the skills of our sales force. This program seeks to strengthen and develop competencies in an ongoing and practical way, allowing our team to become agents of change and adaptation in the face of business challenges, always in line with our corporate strategy.

The initiative covered the sales force of all Terpel and Terpel Sunex business lines, a total of 173 people, including 141 direct sales force employees and 32 managers and directors. In addition, in 2024, 142 people participated in an assessment to measure and guide their professional development.

This model, launched in Colombia in 2024, reinforces our commitment to provide our sales team with the tools they need to successfully rise to the challenges of the market and actively contribute to the growth of the organization.

**Administrators School:** reinforces knowledge of the environmentally sensitive aspects of service stations, product management, inventory, and the service provided to our customers. It provides the necessary tools for proper operational and administrative management.

**School for promoters:** strengthens the basic concepts for a promotor of operating liquid fuel stations and following the processes for the sale of fuel, in order to provide exceptional service in the country's service station network.

**Store School:** establishes and standardizes actions and procedures in Altoque stores, as a clear and specific guide for the optimal operation and performance of the different activities in an Altoque convenience store.

**Aviation Fuels School:** shares aviation fuel best practices with our customers and ensures our service promise by creating learning experiences for our customers.

**Industry School:** provides timely transfer of knowledge for the operation of an industrial fuels facility. Provides the necessary tools to best perform duties with proper fuel handling, operations, and safety in the different types of facilities.

**Drivers School:** provides drivers with the knowledge and skills they need to safely and efficiently transport and handle fuel, complying with legal, operational, and safety requirements at every stage: documentation, loading, transportation, unloading, and entry into the facility.

**Franchise School:** familiarizes franchise candidates with the operation and management of service stations and develops leadership skills, attitudes, and behaviors that enable our franchisees to provide exceptional service to the end consumer.

**Reliable service stations:** ensures business continuity by identifying service station risks and implementing controls to ensure our service stations are reliable.

**SAP School:** leverages the knowledge and skills of the SAP system, its modules, and transactions in order to streamline processes, reduce execution times, and facilitate internal management.

In 2024, we provided 127,176 hours of training in training schools, and invested COP 2,611 million in training and development programs.

### People trained at schools

	School for promoters	Administrators School	Store School	Aviation School	Industry School	Drivers School	Franchise School	Reliable Service Stations	SAP School (in-house)
	<b>10,576</b>	<b>1,350</b>	<b>906</b>	<b>76</b>	<b>426</b>	<b>5,444</b>	<b>-</b>	<b>4,669</b>	<b>61</b>

Other initiatives enhance opportunities within the organization, such as Talent in Development. It's a program that allows our team to take on new responsibilities within their area or in another area, so they can develop new skills and responsibilities and learn about other processes within the organization that complement their current knowledge. This has the benefit of giving them a more robust and comprehensive profile.

People moving into a role through the program assume all the responsibilities of the new role and relinquish those of their own role for a period of time.

In 2024, 32 people participated in the program and took on 31 roles, 87% in manager/executive positions, 10% in analyst/supervisor positions, and the rest in technician/assistant positions.

404-3 ▶

### Performance evaluation

At Terpel, our performance management model allows us to plan, evaluate, and provide feedback to each employee, promoting strategic alignment and internal development. Each year, we evaluate performance at all levels of the organization and for each direct report within the timeframe established by Human Resources and Administration.

In addition, the direct supervisor provides at least one annual feedback session, traditionally in the second half of the year, to monitor progress on individual action plans and personal contribution goals. Our 270° evaluation model includes multiple perspectives: supervisor-to-employee evaluation, self-evaluation, employee-to-supervisor evaluation,

and random peer evaluation. This latter applies from the director to the executive level, ensuring a comprehensive and enriching process.

During 2024, we evaluated performance in 2023 for 100% of our employees at all levels, and in 2025, we will present the results for performance in 2024.

The evaluation is conducted on an annual basis, reviewing the previous year's performance. Thus, in 2024, we conducted the performance evaluation for 2023 and, at the same time, presented the results of the 2024 evaluation.

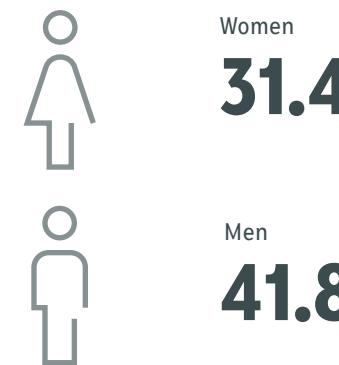
Division	Participants	Job category	Average hours of training per year per employee
Finance	3	Senior Management	22
Sales	5	Managers	21.3
Human Resources and Administration	3	Directors	49.4
Operations & Logistics	7	Heads/ Executives	33.3
Aviation and Marine Fuels	3	Analysts/ Supervisors	32.2
Technology	1	Technicians/ Assistants	24.3
Lubricants	6	Operations personnel	55.5
<b>Total</b>	<b>28</b>	<b>Total</b>	<b>38.2</b>

404-1 ▶

### Average hours of training per year per employee



Women



Men



# Health and safety

**At Terpel, implementing health and safety practices in the workplace is about more than just legal compliance; it is an ethical commitment to our team. The company's goal is to ensure their physical and mental well-being and to provide the right conditions for safe operations.**

To achieve this, we comply with current regulations and industry best practices, creating a work environment that promotes trust, loyalty, and employee satisfaction. By taking proactive measures to mitigate occupational risks, we ensure business continuity and minimize potential negative impacts on our organization.

Our strategy focuses on the prevention and control of risks inherent to our operations. We implement policies and practices that ensure a working environment that is safe for our employees, contractors, and neighboring communities, while promoting the overall well-being of all.

Our commitment to optimal working conditions is a daily priority. To this end, we work closely with our teams and our supply chain, constantly seeking to mitigate any impact on the health, safety, and well-being of our employees and contractors.

## Occupational Health and Safety Management System

### 403-1

At Terpel, we have implemented an integrated Occupational Health and Safety (OHS) management system that reflects our commitment to the protection and well-being of our entire team. This system complies with applicable legal requirements and promotes a safe, healthy, and efficient working environment.

Our focus is on promoting good operating practices, creating safe workplaces, adopting healthy lifestyles, and preventing accidents and occupational illnesses. To ensure the effectiveness of our system, we continuously evaluate and audit to promote continuous improvement and contribute to operational excellence.

Terpel's OHS system is based on current national legislation and complies with all legal requirements:

- **Resolution 2400 of 1979:** establishes provisions on housing, hygiene, and safety at work.
- **Resolution 2013 of 1986:** regulates the functioning of medical, hygiene, and occupational safety committees in the workplace.

- **Decree 1072 of 2015:** sole regulatory decree for the labor sector.
- **Decree 1496 of 2018:** adopts the classification and labeling system for chemical products according to the Globally Harmonized System (GHS).
- **Resolution 0312 of 2019:** establishes minimum standards for the Occupational Health and Safety Management System (OHSMS).
- **Decree 4272 of 2021:** establishes minimum safety requirements for work at heights.
- **Decree 1347 of 2021:** regulates the adoption of the Major Accident Prevention Program (MAPP).
- **Decree 1630 of 2021:** establishes guidelines for the integral management of chemical substances for industrial use.
- **Resolution 773 of 2021:** defines the actions that employers must implement to apply the GHS standard for the classification and labeling of chemical products.
- **Resolution 2764 of 2022:** introduces tools to assess psychosocial risk factors and establishes guidelines for intervention.

- **Resolution 3050 of 2022:** regulates the Comprehensive Rehabilitation Program for Return to Work in the General Occupational Risk System.
- **Resolution 40595 of 2022:** adopts methodologies for the design and verification of strategic road safety plans.
- **Resolution 2851 of 2023:** provides guidance for the identification of high-risk activities.
- **Resolution 40117 of 2024:** modifies the Technical Regulations for Electrical Installations (RETI).
- **Law 2365 of 2024:** establishes guarantees for the right to equality and non-discrimination, as well as measures to prevent and protect against sexual harassment in the workplace.
- **Resolution 5492 of 2024:** regulates the safety management system for the prevention of major accidents in classified facilities.

Terpel's Occupational Health and Safety Management System covers 100% of our employees, including those working in factories, airports, service stations, lubricant plants, laboratories, marine facilities, and offices. Each employee has the support they need to perform their duties in a safe working environment.

The Bolívar Occupational Risk Management Company (ARL) has validated the effectiveness of our management system, confirming 100% compliance with legal requirements in 2024. In addition, several of our lines of business are certified to the ISO 45001 standard, demonstrating our commitment to international standards in occupational health and safety.

At Terpel, there are no employees, activities, or workplaces outside the scope of our OHS management system. All of our employees are protected and supported, which underscores our commitment to creating a work environment that prioritizes health and safety in every process.

#### 403-8 ▶

Our organization's Occupational Health and Safety Management System (OHSMS) encompasses each of our lines of business and operational areas. This system guarantees 100% coverage of our personnel, including apprentices, temporary workers, and employees at various facilities, such as plants, airports, industrial stations, lubricant factories, laboratories, marine facilities, and administrative offices nationwide. It also covers indirect employees, contractors, and third parties who perform work on behalf of Terpel.

As part of the OHSMS, we have the Health, Safety, Environment, and Quality Policy, the Workplace Disconnect Policy, and the Code of Conduct. These guidelines allow us to standardize and formalize the policies that guarantee the overall well-being of our team.

In particular, our Health, Safety, Environment, and Quality (HSEQ) policy clearly defines the guidelines, scope, agreements, and actions necessary to operate in accordance with international best practices. This includes applicable regulations, voluntary measures, and processes aimed at effectively identifying hazards, risks, and controls necessary to ensure a safe working environment.

In addition, we have established commitments to monitor and continuously improve our OHSMS, and we have prioritized action plans and engage in rigorous monitoring of our objectives. All of these initiatives are submitted to senior management for approval, ensuring that our practices reflect our commitment to excellence and safety in the workplace.

## We promote a culture of safety

### EM-RM-320a.2 ▶

At Terpel, we understand that safety is a fundamental pillar of our corporate commitment. For this reason, we have implemented an integrated management system covering safety, health, environment, and quality in accordance with ISO 9001, ISO 14001, ISO 45001, and ISO 17025 for laboratories. This system ensures compliance with current legal requirements and is aligned with our Strategic Highway Safety Plan (SHSP), which promotes risk management and reaffirms our responsibility in this area.

We work in collaboration with our business partners, including contractors and subcontractors, to ensure the health, safety, and well-being of our workforce. Our initiatives include:

**- Expansion of coverage:** we have extended our consulting and auditing processes to contractors performing critical or high-risk tasks to ensure the highest safety standards are maintained.

**- Discussion of unsafe behavior:** we facilitate spaces for dialogue between managers and contractor personnel to address unsafe behavior, promoting a culture of prevention.

**- Accident investigations:** we guide and assist in the investigation of workplace accidents involving contractors, ensuring that the necessary corrective measures are taken to prevent future incidents.

**- Infrastructure and Training:** we ensure the proper functioning of basic emergency response infrastructure and the ongoing training of our personnel.

**- National Health and Safety Meeting:** we hold a national health and safety meeting where we bring together contractors and suppliers who provide services to Terpel. This forum promotes an exchange of best practices and the strengthening of a safety culture.

**- Intensification of accident prevention campaigns at points of sale:** we implemented campaigns focused on occupational safety, addressing critical aspects such as concentration on the task, hand care, identification of safe steps, and management of mechanical, public, and chemical risks.

**- Self-care and stress management strategies:** we organized innovative activities on the subjects of self-care, managing emotions, and communication. The activities took place both in and outside the workplace, and nationwide 341 workers benefited, especially lubricants personnel (factory and marketing).

**- In-cab assessments for light vehicle drivers:** we organized assessments for employees who drive light vehicles, promoting safe driving and defensive driving. This strategy targeted drivers in the sales area and covered 18 work centers across the country.

**- Training of operators as safety multipliers:** we strengthened the training of operations personnel to help them identify safe and risky behavior and automate behavioral safety habits for tasks. A total of 421 operations personnel participated in this initiative, in collaboration with physiotherapists from ARL Bolívar.

**- Fatigue prevention safety protocol:** we developed a protocol to control factors that cause road accidents, focusing on occupational fatigue. Participants included personnel who drive vehicles and transportation companies.

**- Gauss Control platform:** we launched the Gauss Control platform, which uses artificial intelligence to identify unsafe behavior and prevent traffic accidents, thus promoting a culture of road safety among transportation companies and plant personnel by monitoring behavior while driving.

These measures promote a safe and healthy work environment. Together, we are building a culture of safety that extends beyond our operations and benefits the entire community.

403-3 &gt;

## Occupational health services

At Terpel, we understand that the health and well-being of our employees is fundamental to the success and sustainability of the business. So, we have implemented a comprehensive set of occupational health services aimed at identifying and eliminating hazards and minimizing risks. Our key initiatives to ensure the quality of these services and facilitate employee access to them are described below.

### Dynamic People Program

This program identifies hazards by conducting surveys on perceived morbidity. It also evaluates workplace conditions and provides ergonomic equipment, adapting spaces both in our facilities

and in employees' homes. These actions eliminate risks and promote a healthier and more productive work environment.

### Workplace Hygiene Measurements

We periodically conduct workplace measurements of noise, temperature, ventilation, and exposure to chemical substances. This ongoing monitoring allows us to evaluate the environmental conditions in which our employees work and to maintain optimal health and safety standards.

### Psychosocial risk monitoring system

Our approach to mental health is designed to provide employees with tools to manage their emotions and cope with challenging situations. We promote individual responsibility for personal well-being, combined with group interventions

that encourage assertive communication, time management, and stress control.

### Comprehensive Health Program

This program addresses the various dimensions of health, with a focus on preventive medicine and self-care. We empower our employees to adopt healthy practices that positively impact their quality of life.

### Additional epidemiologic surveillance systems

We implement epidemiological surveillance systems focused on specific risks such as noise, chemical agents, and biomechanical conditions. This allows us to follow up on identified cases and be proactive in preventing health problems.

### Promoting healthy lifestyles

We promote healthy habits through activities such as active breaks, cognitive breaks, and health counseling. These initiatives are designed to encourage our employees to adopt lifestyles that are conducive to their physical and mental well-being.

At Terpel, we are committed to the overall health of our employees by ensuring that each of them has access to quality services that contribute to a safe and healthy work environment. Through these initiatives, we comply with our legal obligations and promote an organizational culture focused on well-being and health.



403-2

RT-CH-320a.2.►

## Identification of occupational hazards and evaluation and assessment of occupational risks

Our health and safety management system (OHSMS) includes a comprehensive process for hazard identification, risk assessment, and incident investigation at our work centers. This process is based on the Colombian Technical Guide GTC 45, which provides clear guidelines for hazard identification and risk assessment in occupational health and safety. Our approach involves the participation of interdisciplinary personnel, as well as occupational health and safety experts, ensuring that all relevant viewpoints are considered for informed and effective decision-making.

Risk management is a dynamic process in which we continually monitor identified risks, incorporate new hazards, and share lessons learned from events at other sites. This approach allows us to refine our strategies and continuously improve our safety protocols.

When risks are identified that require action plans, we establish controls according to a hierarchy that prioritizes technical and administrative controls and reserves direct personnel controls as a last option. These controls are documented in a hazard identification and risk assessment matrix, which is updated annually and in exceptional situations, such as when there are significant changes to facilities or processes.

To assess and reduce our employees' exposure to long-term health risks, we implement specific measures:

**1. Medical examinations:** initial and periodic examinations monitor the physical, mental, and social health of employees and allow us to develop action plans to prevent adverse effects in the medium and long term.

**2. Occupational medical evaluations:** these include laboratory tests, optometry, audiometry, and other specific medical assessments, based on the work done by each employee.

**3. Occupational hygiene measurements:** we measure factors such as noise, thermal discomfort, and chemical contaminants to ensure that hygiene risks are within acceptable limits.

**4. Psychosocial risk assessment:** we use tools to identify stressors inside and outside the workplace so that we can intervene in a timely manner and promote a favorable work environment. Among other things, we use surveys and validated tools to monitor psychosocial risks and ensure a healthy and productive work environment.

**5. Epidemiological surveillance:** we use monitoring systems to identify and manage biomechanical, cardiovascular, psychosocial, chemical, and noise risk factors. This allows us to follow up on identified cases and take proactive measures.

**6. Promotion of physical and cognitive activity:** we encourage participation in active breaks and physical fitness workshops, which are essential for maintaining a balance between workload and the physical health of our employees. We implement cognitive breaks that allow our employees to clear their minds and refocus, contributing to a more productive work environment.

**7. Emergency drills:** we organize emergency drills to prepare our team for possible risk situations, ensuring that everyone is equipped with the necessary tools to act effectively and safely.

### Risk identification and control

Our OHSMS includes a process for hazard and risk identification that encourages the participation of trained personnel and workers. We use the hazard and control matrix in accordance with the GTC45 methodology, supported by a virtual platform that facilitates risk assessment and awareness.

We hold regular meetings where employees and supervisors work together to identify and assess risks. This team defines priority controls and action plans, each with quantifiable objectives, to ensure effective compliance.

An interdisciplinary team conducts accident and incident investigations, analyzing each event to identify the root causes and propose action plans to prevent recurrence. During the investigation, we review the hazard and risk identification matrix to assess whether the risks were adequately considered and whether the controls implemented were effective. If gaps are identified, we make the appropriate updates.

We then establish specific controls based on the results of the risk assessment. Short-term risks are addressed through immediate action plans, while medium- and long-term risks are managed through a structured change management process. Implementation of and compliance with these plans are monitored by means of dashboards in follow-up meetings with each line of business.

We have several strategies to measure the effectiveness of our actions, including:

- **Continuous improvement and updating:** risk identification is reviewed annually or in response to specific situations, such as significant changes in infrastructure, the occurrence of accidents, or the identification of new hazards. This proactive approach ensures that our management system remains relevant and effective.

- **External Audits:** conducted by ARL, ICONTEC, CCS, and Lloyd's, these audits ensure compliance with minimum occupational health and safety standards.

- **Accident and incident investigation:** we have a structured process for investigating work-related accidents and incidents. The process includes information gathering, root cause analysis, and implementation of action plans to correct deficiencies and prevent recurrence of similar events, with follow-up using a dashboard.

- **Internal audits:** annual evaluations in each work center to ensure the correct implementation of health and safety measures. These audits evaluate compliance with the management system, contractual requirements, and applicable national regulations.

- **Risk reporting channels:** we encourage open communication and hazard reporting through a variety of channels. Employees can report situations of risk to their direct supervisor, to the health, safety and environment (HSEQ) manager, to the Joint Occupational Health and Safety Committee (COPASST) or through observations made during safety inspections. This reporting culture is essential for strengthening our risk management and promoting a safe work environment.



**- Communication and access to information:** in our monthly health, safety, environment, and quality newsletter, we share relevant information about active and cognitive breaks, health and safety programs, health conditions, healthy lifestyle recommendations, and our company goals. We also distribute lessons learned newsletters, which allow employees to reflect on past experiences and continually improve our practices.

We have a page on the corporate intranet that contains all HSEQ-related documents, making it easy to access important health and safety information. We send out regular communications to keep all employees informed of news and updates to our health and safety policies.

Our management system relies on the participation of all employees, who can report hazards or risky situations through various channels, including their direct supervisors, HSEQ supervisors, the Joint Occupational Health and Safety Committee (COPASST), and other established communication mechanisms.

403-4 ▶

## Employee involvement in OHS management

At Terpel, we proactively encourage the participation of our team in occupational health and safety (OHS) management through the following formal committees.

### 1. Joint Management-worker Occupational Health and Safety Committee (COPASST)

This committee is composed of 16 employees, eight employee representatives and eight employer representatives (four primary and four alternate), who share equal decision-making power and authority.

Its main functions are to coordinate, supervise, and monitor all activities related to occupational health and safety within the organization. The committee also establishes effective communication channels to hear workers' concerns, manage their requests, and provide timely responses.

COPASST meetings are held on a monthly basis, except in emergency situations or in the case of serious events requiring the convening of extraordinary meetings.

### 2. Road safety committee

The Road Safety Committee is made up of 20 representatives from various lines of business, ensuring equitable representation and a collaborative approach to decision-making to enrich the committee's initiatives.

During the year, the Committee carried out a series of key activities focused on the prevention and promotion of road safety. The main functions include:

**1. Support and guidance:** to assist the various departments in implementing safe practices and promoting a culture of highway safety.

**2. Monitoring of activities:** to monitor and evaluate the actions defined in the Strategic Highway Safety Plan, ensuring that the objectives set are achieved.

**3. Identification of needs:** to channel the needs and opportunities for improvement detected on a day-to-day basis and create a space for feedback and innovation in security strategies.

**4. Prevention of highway incidents:** to implement preventive mechanisms to reduce the number of highway incidents, thus contributing to a safer working environment.

The Committee meets quarterly to evaluate the progress of activities, discuss new initiatives, and adjust strategies according to the results obtained and emerging needs.

Both committees are a concrete expression of our commitment to employee participation in occupational health and safety (OHS) management. Their democratic structure and clearly defined functions ensure that employees play a fundamental role in promoting a safe and healthy working environment and in preventing occupational hazards.

We recognize the importance of involving our employees in OHS initiatives and are committed to providing them with the tools and knowledge necessary to effectively carry out their responsibilities. This includes appropriate training and access to relevant information to ensure that each employee is prepared to contribute to safe operations in accordance with established standards. In this way, we foster a culture of safety that benefits both employees and the organization as a whole.

403-5

## Health and safety training

In our organization, the education, training, and development of all employees is key to achieving our strategic goals. We implement training plans that address critical health and safety issues and are specifically designed to train our employees in accordance with the risks associated with their daily work activities.

Our training programs are divided into two categories: basic courses and specific courses, ensuring a comprehensive approach tailored to the needs of our employees.

### Basic courses:

**1. New employee onboarding:** this course provides new employees with a comprehensive overview of Terpel, covering how it operates, its lines of business, its global operations, and its impact on the market and society.

**2. Corporate reinduction:** the company's Virtual Reinduction Fair reinforces our employees' knowledge and fosters a connection with the values, skills, and essential characteristics that define us as an organization.

### Specific courses:

**1. #Itakecareofme:** this course reminds employees of basic concepts and responsibilities related to occupational health and safety programs, with a focus on the prevention of occupational accidents and illnesses.

**2. #GotMyTeam'sBack:** this course reinforces individual responsibility relative to health and safety programs and emphasizes the importance of working as a team to prevent accidents and occupational illnesses.

### 3. OHS and EMS orientation at the Lubricant Plant:

this program is designed to familiarize employees with concepts and processes related to occupational health and safety and environmental management at the Lubricant Plant in Cartagena.

**4. Safe Work System:** this course explains the basic criteria of the Safe Work Analysis (SWA) and related permits that authorize high risk and/or non-routine work in accordance with the general work permit system.

### Worker training on occupational health and safety

Occupational health and safety training courses, including general and specific training courses on occupational hazards, unsafe activities, or hazardous situations.

Number of general courses on prevention and promotion given to Terpel employees

Number of specific courses on risk management, work at heights, and handling chemical substances for Terpel employees

Number of specific courses on emergency response and management for Terpel employees

Hours of health and safety training for Terpel employees

Number of employees trained in health and safety

Number of health and safety courses for contractors

Hours of health and safety training for contractors

403-6

## Promoting employee health

Our priority at Terpel is the overall well-being of all our employees, facilitating access to medical and healthcare services outside the work environment. The following initiatives ensure quality access to medical care:

**- Affiliation with EPS:** all our employees are affiliated with a Health Promotion Entity (EPS) for access to basic medical services.

**- Financial assistance for a prepaid medical plan:** we offer a subsidy to help our employees acquire a prepaid medical plan to improve their health care.

**- Health assistance:** we provide additional financial assistance to cover medical expenses.

**- Healthcare vouchers:** we provide vouchers that can be used for medical consultations and treatment.

**- Group health insurance:** we have a group health insurance policy that provides coverage for our employees.

**- Time off for medical appointments:** our employees are guaranteed time off to attend medical appointments, examinations, and treatments without affecting their job security.

In 2024, we expanded our commitment to mental health by offering access to specialized services through one-on-one sessions with psychologists and specialists. These sessions are available to all employees, regardless of the nature of the problem.

### Voluntary Health Programs

To address non-occupational health risks, we have developed voluntary programs and services that help our employees stay healthy and well:

#### 1. Nutrition and cardiovascular risks:

- Nutrition coaching
- Individual psychosocial support services (outside of work)
- Sleep hygiene counseling
- Promotion of healthy lifestyles
- Consultations with specialists in internal medicine, cardiology, and rehabilitation

#### 2. Stress management:

- Individual psychology sessions
- Consultation with behavioral health specialists

And to ensure that our employees can benefit from these services, we offer:

- **Free and voluntary participation:** all services are completely free and voluntary, encouraging participation without pressure.
- **Flexible scheduling:** we encourage use of the services during working hours, ensuring that our employees can access them without interfering with their daily responsibilities.
- **Online access:** services are offered in virtual formats, facilitating access from any location.
- **Use of work equipment:** we allow employees to use their company-provided equipment to participate in the activities, ensuring maximum convenience.

In addition to health promotion programs, we offer additional benefits to help employees access non-work-related medical and healthcare services:

- Subsidy for the payment of prepaid medical insurance, which facilitates access to quality healthcare services.
- Telephone support services for immediate assistance in times of need.
- Individual sessions with psychologists and specialists, to help cope with difficult situations and bereavement.
- Personalized nutrition support to promote healthy habits and overall well-being.

#### 403-7 ▶

Prevention and mitigation of Occupational Health and Safety Impacts in business relationships

Our organization is committed to preventing and mitigating negative occupational health and safety (OHS) impacts in all of our operations, products, and services. This approach extends to our business relationships, where every interaction and collaboration is conducted within a health and safety framework.

We implement the following key actions to ensure the effectiveness of our strategies:

**1. Hazard identification and assessment:** we prioritize the proper identification of hazards and assessment of risks associated with our activities. This enables us to anticipate potential adverse situations and develop proactive measures.

**2. Implementation of controls:** safety controls are implemented in a correct, timely, and sufficient manner. This includes the ongoing training of our employees and the periodic review of safety procedures.

**3. Strategic meetings:** we promote effective communication through meetings with operations committees, where we review the indicators and results of our occupational health and safety management system.

**4. Trend analysis:** we conduct a thorough analysis of trends in accidents and occupational illnesses, where appropriate, in collaboration with the various business units. We implement specific controls to prevent the recurrence of incidents.

**5. Dissemination of lessons learned:** we promote a culture of learning within the organization through newsletters that share lessons learned from events that have resulted in injury or infrastructure damage. We also report on potential incidents that have occurred in external operations.

**6. Audits of the management system:** we enforce compliance with our Occupational Health and Safety Management System through internal and external audits of our work centers. This allows us to identify areas for improvement and ensure the effectiveness of our policies.

**7. Contractor Evaluation:** we rigorously evaluate contractors who handle critical risks or have personnel on our sites. This ensures that everyone involved in our operations shares our commitment to health and safety.

**8. Strategic discipline and digital tools:** we promote strategic discipline through the use of digital inspection tools that facilitate efficient and systematic monitoring of working conditions and risk identification.

#### 403-9 ▶

### Work-related injuries

In 2024, we found that the most common injuries in our organization were related to falls from heights. In addition, several contractor injuries were recorded as a result of vehicle rollovers. In response to these situations, we have implemented a number of strategic actions to mitigate the identified hazards:

**1. Strengthening internal audits:** we intensified the monitoring of the performance of critical tasks through internal audits, covering both our operations and those of external contractors, including transportation companies.

**2. Dissemination of lessons learned:** we established management forums to share lessons learned with managers responsible for contractor personnel, thus promoting a culture of continuous learning.

**3. Improvement of emergency infrastructure:** we strengthened the correct functioning of the basic infrastructure for emergency response and the training of personnel involved in this work.

**4. Ergonomic analysis:** we carried out an exhaustive ergonomic analysis to identify biomechanical and other risks associated with fuel supply, with the aim of implementing effective improvements.

**5. Expansion of the Dynamic People program:** we expanded the scope of the Dynamic People Program to include workshops on balance, safe biomechanics, proprioception, and proper weight management to improve the health and safety of our employees.

**6. Launch of the second phase of the Behavior-Based Safety Program:** we launched the second phase of our behavior-based safety program to promote safe and responsible practices among all members of our organization.

The analysis of workplace accidents among our contractors identified same-level falls as the main cause.

403-10

## Occupational ailments and illnesses

With regard to occupational health, we are pleased to report that there have been no recorded cases of occupational illness or fatalities among either direct employees or contractors.

403-9.3-8

## Occupational Health and Safety Indicators - Terpel Employees

	Employees	Contractors
 Total hours worked by employees	4,348,769	4,841,928 <sup>118</sup>
 Work-related fatalities among employees	0	0
 Work-related fatalities	0	0
 Number of injuries from work-related accidents with serious consequences (excluding fatalities)	0	0
 Rate of injuries from work-related accidents with serious consequences (excluding fatalities)	0	0
 Number of recordable work-related injuries	27	9
 Number of recordable work-related injuries with lost time	15	9
 Number of recordable work-related injuries without lost time	12	0
 Rate of recordable work-related injuries	6.2	1.9
 (DJSI). Lost time injury frequency rate (LTIFR)	3.4	1.9
 Number of days lost due to work-related accidents	302	39

### Occupational Health and Safety Indicators for Employees

	2021	2022	2023	2024
 Total hours worked by employees	4,893,858	4,351,735	4,229,519	<b>4,348,769</b>
 Work-related fatalities among employees	0	0	0	<b>0</b>
 Total injuries with lost time	6	11	12	<b>15</b>
 Total recordable injuries (with or without lost time) for employees	24	26	26	<b>27</b>
 Days lost for employees from accidents	50	117	132	<b>302</b>
 (DJSI). Lost time injury frequency rate (LTIFR)	1.2	2.5	2.8	<b>3.4</b>

Biomechanical risk is one of the most relevant in our operations and can cause occupational illness or disease. During 2024, although our risk mitigation analysis included biomechanical risk, since 2023, we have conducted an investigation process for each alleged biomechanical event reported to us. The goal is to identify its root and proximate causes in order to eliminate or mitigate a potential materialization of this risk. Based on these findings, we define and implement controls according to the established hierarchy.

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2021

**0.3**

2022

**0.5**

2023

**0.6**

2023

**0.6**

2021

**0.5**

2022

**0.8**

2023

**0.7**

2024

**0.5**

118 Average

# COMMUNITY RELATIONS AND DEVELOPMENT



**terpel**

# Community relations and development

**We contribute to the development and well-being of the communities where we operate through programs and actions aimed at improving their living conditions and social fabric. We see ourselves as an active player in supporting communities and social organizations that share our corporate principles and values and our commitment as a Country Partner. We work with governments, local stakeholders, and beneficiaries to maximize the impact of our initiatives and ensure their long-term sustainability.**

Listening with empathy and putting people at the heart of our decisions is key to building positive relationships in the communities where we operate. Recognizing their needs, expectations, and concerns allows us to create a climate of mutual understanding. This approach requires sensitivity, in-depth knowledge of the community, and an authentic and close connection between the company and its neighbors. It means going beyond compliance with legal requirements to set clear parameters, responsibilities, and expectations in order to maintain a transparent and direct relationship.

Our vision includes a commitment to open dialogue, active listening, and a genuine desire to reach agreements that create benefits for all. We know that the key to success is building relationships based on trust, respect, and shared purpose. As a private company, we recognize that we have a responsibility to help improve the lives of the communities near our operations and others we choose to support in the context of the country. We do this in line with the concept that defines us: being a Country Partner.

## Our promise as a good neighbor

**We act as a Country Partner when we foment the growth and well-being of the places and communities where we operate.**

At Terpel, we are committed to building quality relationships with the communities near our operations and to aligning ourselves with causes relevant to their well-being. Being a good neighbor does not stop at intentions: it is expressed in concrete actions such as acting with



empathy, respect, and solidarity; understanding the environment and the people who live in it; maintaining open and transparent communication based on mutual respect; keeping our promises; responding in a timely manner; and managing the impacts of our operations responsibly.

We understand the risks in our operating environment and use this knowledge to develop initiatives that add value to communities. This approach allows us to operate in complex social contexts and manage risks proactively, preventing critical situations and promoting positive change in local realities. This is how we realize our vision as a Country Partner.

Being a good neighbor means earning a place in the hearts of those who live near our operations, whether by providing humanitarian assistance, prioritizing the hiring of local labor, promoting access to quality education in local schools, or promoting productive projects that sustainably improve the living conditions of communities. Each action reflects our commitment to shared progress and the well-being of those who rely on us.

Through our engagement with local stakeholders (authorities and communities) in the areas where we operate, we find opportunities to manage risks as they arise and positively impact people's quality of life, not only through the public service of providing energy for mobility, but also through voluntary social investments and the programs of the Terpel Foundation.

Our voluntary social investments have the following objectives:

- To be a Country Partner and a good neighbor.
- To help improve people's quality of life, especially in the area of education, so that they can access training and development opportunities in order to break the cycle of inequality.
- To help strengthen the social and economic fabric by supporting the development of sustainable productive projects.
- To contribute to the processes of peace building and reconciliation, and to help give people a second chance.
- To support causes, foundations, and communities through charitable donations when the purpose of the foundation is consistent with the principles and interests of the organization.
- To promote corporate volunteering, to strengthen the relationships of trust and confidence with our various stakeholders through activities that have a social impact.

### Being a good neighbor

Our commitment as a Country Partner goes beyond responding to exceptional situations, such as when we provide humanitarian aid when it is needed. We also prioritize local hiring and provide sustainable alternatives to strengthen the social and productive fabric of our operating environments.

Terpel sees building strong and positive relationships with the communities around us as a fundamental pillar of our commitment to sustainability. Beyond the implementation of engagement plans and policies, we recognize the importance of empathetic listening and putting people at the center of our decisions.

Accordingly, we align ourselves with local and community causes relevant to their well-being, with the goal of being a good neighbor through concrete actions that contribute to weaving the social and productive fabric.

Empathy, respect, and solidarity guide our calling to be good neighbors. We also work to maintain open and transparent communication based on mutual respect. We deliver on our promises, respond in a timely manner, and take responsibility for the impacts of our operations.

We recognize that there are a variety of risks in our environment, and we work diligently to understand the specifics of each region. Through a proactive approach, we develop plans and proposals that create value for the community, enabling us to operate in complex social contexts and manage risk in a preventative manner.

### Communicating and engaging with our communities

We have a comprehensive and structured approach to managing relationships with our stakeholders, within the framework of the Colombian Constitution and laws and with respect for human rights. This approach follows the guidelines established in our Corporate Affairs and Good Neighbor policies, as well as in our protocol for engaging with local stakeholders, documents that were updated during the second half of 2024.

These corporate documents cover the fundamental areas of sustainability, external communications, and public affairs, and reflect our commitment to our communities.

**The Corporate Affairs Policy** guides our actions in the area of sustainability and outreach, with the goal of having a positive impact on our operating environment and the quality of people's lives, while contributing to the sustainable achievement of the company's objectives. This commitment translates into voluntary practices that go beyond regulatory requirements.

**The Good Neighbor Policy** establishes guidelines for interacting and engaging with our neighboring communities. It focuses on promoting practices ranging from empathy and respect to the implementation of concrete actions that strengthen the ties between the company and our neighbors. Similarly, we strive to be transparent in our external communications, ensuring that relevant information reaches all stakeholders in a clear and timely manner.

**The protocol for engaging with local stakeholders** sets out guidelines and best practices that all employees must follow in transparent and sustainable relationships with local communities and authorities, based on the principles of respect for human rights and dialogue.

In 2024, we implemented a strategy for engaging with stakeholders in complex operational environments, aimed at contributing to the sustainability of the environment and the operation. Seven of our plants were characterized as complex environments due to the recurrence of problems affecting the continuity of operations. The action plan identified the factors that exacerbated conflict in these areas and developed a multi-stakeholder plan to take specific actions in response to the situations encountered.

Our presence in the regions has a positive impact on their economies, social structures, and institutions, due to the nature of Terpel's business and operations. We are a provider of the public service of distributing and supplying fuels, lubricants, and convenience services. This implies the development of production chains linked to the company's activities. These production chains further contribute to the positive impact on public finances at the regional and national level through the collection of taxes and fees on energy for mobility.

We also recognize that our operations may have negative impacts on the environment and communities, such as noise and air pollution, oil spills, and road safety incidents. In this sense, our policy outlines the parameters and guidelines for our relationships with suppliers, subsidiaries and business partners, neighboring communities, and local authorities in order to secure our license to operate. This is in addition to our willingness, commitment, and determination to be a good neighbor by preventing and managing any negative impacts that may occur.

As part of this Good Neighbor Policy, we keep channels of communication open with the communities surrounding our facilities to allow us to learn about their expectations and perceptions of our operation. We have a differentiated approach depending on the characteristics of each

community, with the aim of being assertive in the relationship and respecting human rights. The following communication channels are currently available to our communities:

#### 1. Complaint and grievance channel

The company has a channel for responding to complaints, petitions, and claims from its various stakeholders. Each complaint or claim is assigned to the person responsible for handling the particular matter. Human rights and community issues are referred to corporate affairs for attention and management.

#### 2. Submission of rights to petition.

In the exercise of the constitutional right to petition, communities and their members may submit petitions, complaints, and claims directly to sales and operations focal points throughout the country.

#### 3. Direct communication channels.

As part of our Good Neighbor Policy and Community Relations Protocol, area managers, service station managers, plant managers, and project development managers build relationships of trust on the ground with the communities near our operations, and in this context they can receive requests.

These requests are forwarded to the public affairs manager for analysis, management, or referral to the appropriate area.

We conduct sociopolitical risk identification exercises to help determine potential negative impacts on the communities where we operate. We then take the results of those exercises and define action plans that allow us to address situations in a timely manner in which Terpel could be having an adverse impact on the communities and/or vice versa.

We weigh the variables related to the impact and the likelihood of the occurrence of risks associated with significant adverse impacts on local communities, giving us an updated perspective on the status of community relations, risks, and socio-environmental and political-institutional impacts.

### Responding to community requests, complaints, and needs

Over the course of 2024, we received 60 inquiries from local governments and communities regarding operational impacts, labor issues, fuel supply issues, and requests for donations and social investments, among other issues, which were addressed through direct communications, presentations, written responses, or donations.

In 2024, we did not receive any formal complaints, nor were there any cases of violations of indigenous peoples' rights.

# Being a Country Partner

We act as a Country Partner when we foment the growth and well-being of the places and communities where we operate.

## 413-1 Programs with the communities

In operations where we do not need to hire direct employees, we support the development of self-sustaining productive projects that contribute to the generation of alternative sources of income and improve the quality of life of both direct and indirect beneficiaries.

In developing these productive projects, we seek to actively engage with communities. We want to understand their needs and foster an environment of good neighborliness. In this way, we build and maintain relationships of trust with our communities, inspiring them to see Terpel as a partner in the sustainable development of the communities and regions in which we operate.

As we develop productive projects, we recognize that there are external factors that can affect the success and long-term viability of these projects. Nevertheless, we work hard to support our communities and create opportunities to build shared value. This approach reflects our long-term commitment to sustainable development and strengthening national and local social, economic, and institutional structures.

### We act as a Country Partner when we work in favor of reconciliation and peacebuilding.

#### Restoring Dreams Program

This program is the embodiment of our corporate commitment to reconciliation and peacebuilding. *Restoring Dreams* opens up spaces and opportunities for victims, signatories of the peace agreement, people formerly incarcerated, soldiers wounded in combat and their families, and vulnerable members of society involved in our social programs to improve their quality of life. The program promotes sustainable income generation and access to training or employment opportunities provided by Terpel in our service stations, Altoque stores, or other locations.

Initiatives coordinated with social organizations and institutional actors, such as the National Agency for Reincorporation and Normalization (ARN), the Matamoros Corporation, the Victims Unit (UARIV), the Internal Action Foundation, and the Soy Oportunidad Foundation, allow us to reliably reach our target population and monitor our support to ensure it has a measurable impact.

**1. Productive projects:** We work hand in hand with our strategic ally, the Corporación Mundial de la Mujer, to train entrepreneurs and micro-entrepreneurs in our program to make their production more sustainable using the Be Productive methodology. Our program includes diagnosis, training, and the possibility of capital injection to strengthen productive projects and develop technical and soft skills that will enable them to be sustainable.

We took a new approach to managing productive projects in 2024, identifying needs of the organization that could be partially or fully met by our beneficiaries. After an internal exercise of discovery and diagnosis, we identified an opportunity in the area of corporate uniforms and launched a pilot project with the following objectives:

- Identify producers with the training, experience, and interest to develop a fabric supply for the organization.
- Strengthen the technical and business skills of garment producers so that they can become part of our supply chain in the medium term.
- Work with producers to determine their needs for investment in machinery and supplies to be able to meet our uniform needs.
- Support the process of developing samples and producing uniforms in accordance with the needs and expertise of the producers.

As a result of this exercise, we were able to establish contacts with 7 entrepreneurs, with whom we have begun training and the subsequent preparation of samples of clothing that we will include in our uniform lineup in 2025. Our ambition is that this pilot will enable us to determine the capacity of the production project to produce uniforms in the short and medium term, so that it can gradually provide a significant percentage of uniforms, with a focus on inclusive sourcing. We also want to stimulate the interest of the organization's other business units in developing new items of clothing for their loyalty and marketing programs and other initiatives, with confidence in the quality and triple bottom line impact of this apparel.

From the beginning of the program and until the end of 2024, we have supported 45 entrepreneurs and micro-entrepreneurs in 44 projects. We are making their dreams come true, strengthening their businesses, and improving their income streams.

**Employability:** We recognized from the beginning of the program the importance of providing opportunities to vulnerable populations possibly labeled or stigmatized because of their past. We understood that part of our commitment to a reconciled society was to create spaces where everyone had a place. For this reason, over the years we have seen more than 200 people pass through our organization who, through our subsidiary Masser, have joined our Altoque service stations and stores as hosts and promoters. These positions have been a starting point for re-entering the job market by gaining experience and then taking advantage of new opportunities outside the company.

## Entrepreneurs supported



2016	2017	2018
<b>3</b>	<b>3</b>	<b>3</b>
2019	2020 <sup>119</sup>	2021
<b>7</b>	<b>0</b>	<b>7</b>
2022	2023 <sup>120</sup>	2024
<b>7</b>	<b>7</b>	<b>7</b>
Total		<b>45</b>

<sup>119</sup> Although in 2020 we did not run the program in its traditional format for the productive projects phase, we organized virtual training in benefit to 57 former combatants and victims, in addition to 50 staff at the Agency for Reincorporation and Normalization (ARN), who supported the processes of the 50 beneficiary productive units in 15 Departments of the country.

<sup>120</sup> One of the entrepreneurial ventures was a collective one, which benefited two entrepreneurs.

You can read more about this in our Commitment to People section, here.

**Supply:** one of the strategic pillars of our Convenience Services business is to strengthen ties with the local community. This takes the form of actions such as the inclusion of local suppliers and entrepreneurs in Altoque stores across the country. During 2024, we held a showroom with food entrepreneurs who have the potential to become part of our Altoque supply chain. We shortlisted a group of entrepreneurs to identify their strengths and the technical requirements needed to formalize their relationship with us.

**Reconciliation fairs:** giving visibility to the talent of the entrepreneurs in the program is essential for them to reach new audiences and markets outside of their traditional ones. Terpel creates events dedicated to sharing the stories behind their businesses as well as fairs focused on the exhibition and sale of their products.

During 2024, we went to some new places and reached some new audiences. We visited national media outlets, where our entrepreneurs were able to introduce themselves and position their businesses. We also held breakfasts with different areas of the organization, where we were able to share, in a warm and intimate space, a little more about the program, its protagonists, and its impact. We organized our own event during No Labels Week and another at the Mobil Delvac Grand Prix, where more than ten entrepreneurs were able to present their products to our customer segment attending this major event.

In 2024, we invested more than 130 million Colombian pesos in Restoring Dreams, bringing the total investment to more than 600 million pesos since the program began in 2016.

### We act as a Country Partner when we help improve education infrastructure

We believe strongly in the transformative power of education as a key tool for overcoming poverty and reducing inequality. This vision guides our volunteer efforts, which focus on positively impacting schools and communities across the country. We work hand-in-hand with employees, partners, customers, suppliers, and the educational communities of each school in a truly collaborative approach.

### Our work: a two-step process

#### 1. Infrastructure improvements

In the first phase, we focused on renovating classrooms, restrooms, floors, walls, and other parts of the building that were in poor condition. We know that a suitable physical environment is essential to ensure effective learning and improve the quality of life of the students.

#### 2. Beautification and making spaces more welcoming and people-friendly

After completing the structural renovations, we dedicated a day to beautifying the schools. This included painting the walls and classrooms, planting flowers, and sprucing up the gardens and recreational areas, all in a spirit of cooperation between volunteers and communities.

## Transformative impact

As a result of this work, we have given educational communities friendly, renovated, safe, and comfortable spaces that are conducive to learning. Our goal goes beyond physical infrastructure: we seek to inspire a love of knowledge and to motivate students to reach their full potential through the creation of spaces where they can focus on learning. We pride ourselves on fostering educational environments that promote the well-being and holistic development of individuals and communities.

During 2024, we joined in the celebration of the 20th anniversary of the Terpel Foundation and visited schools that have benefited from one or more of its programs, including schools in Facatativá, Cartagena, Puerto Asís, Leticia, and Pasto. We also visited schools relevant to our operations in Bahía Solano, Dosquebradas, and Tocancipá. These events were attended by our employees, community members, partners, franchisees, and their families.

In 2024, we expanded our presence and demonstrated the social commitment of our employees. We contributed to various causes and initiatives of the partners and foundations we work with:

- We joined the 20th anniversary celebration of our ally, the Catalina Muñoz Foundation, sharing in a day of volunteer work building houses in the community of Villa Pinzón, Cundinamarca. Twenty volunteers participated, including employees and their families.
- We provided logistical support to the Manos a la Obra Foundation during an advance sign up day for surgery for children with congenital malformations.

- We invited our franchisee team from the Savanna regional office to experience our commitment as a Country Partner. Together with the Service Station sales team, we participated in the San Joaquin y Santa Ana social work in San Francisco, Cundinamarca. Eighty senior citizens enjoyed an afternoon full of joy, hugs, gifts, games, music, and good company with more than 30 people from our network.

We will continue to work to build inclusive educational environments that inspire students and promote the development of more equitable communities, knowing that together we can make a significant and lasting impact.

### We act as a Country Partner when we contribute to the communities with the most urgent needs throughout Colombia

We understand our social context and the responsibility we have as part of the private sector to help improve the conditions of populations, communities, and other social agents committed to the transformation of the country.

### Donations

In 2024, our social investments were directed to social organizations and communities with needs related to health, food security, education, and access to opportunities. We also addressed humanitarian and environmental concerns, primarily those resulting from natural disasters. Some of our key actions included:

### Corporate volunteerism



Number of participants:

**229**



Hours of volunteering:

**1,832**

Average volunteer hours per participant:

**8**

### In fuel:

- We delivered more than COP 400 million in fuel to firefighters, rescue and emergency teams, and specialized military organizations in different areas of the country. We helped rescue and protect the ecosystems affected by the fires in Bogotá and Huila.
- We delivered more than COP 300 million worth of fuel to the Colombian Civil Air Patrol (PAC), an amount that represents 100% of the fuel needed for their medical and surgical missions to reach the most remote areas of the country.
- We delivered more than 2,000 gallons of fuel for food rescue, protection, and relocation of people in vulnerable situations due to the armed conflict, and to support the organization's social initiatives.



**In funds:**

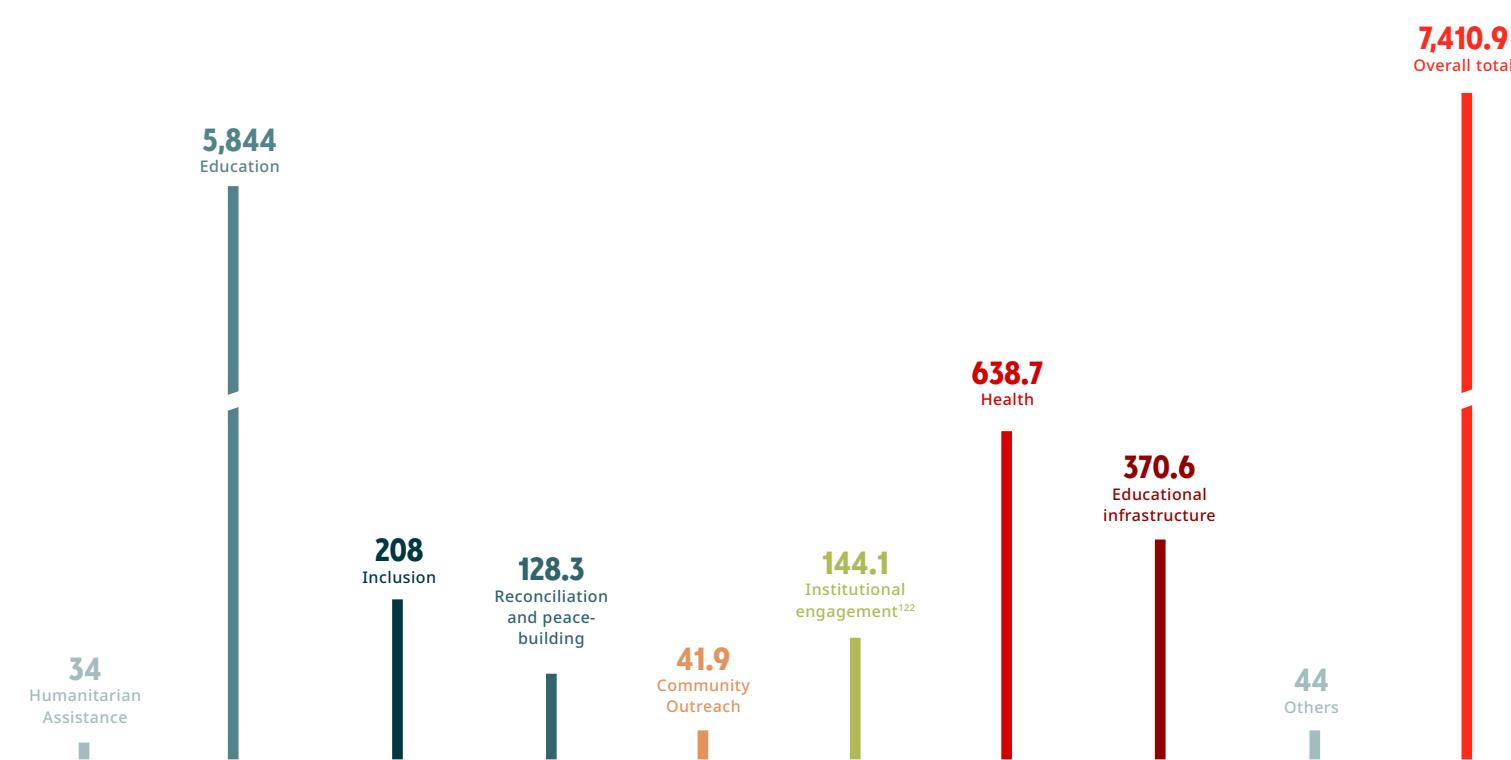
- We are supporting the United for Smiles Foundation for another year to continue improving the quality of life for people with cerebral palsy and their families. We donated more than 100 million Colombian pesos to

"Formula for Happiness," the foundation's methodology for providing home rehabilitation gyms, income-generating training, food packages, and physical and psychological support to its beneficiaries. Through our alliance with them, we have directly and indirectly impacted more than 1,700 people.

For the third year in a row, we participated in the 'We Move for Them' race, in which 38 of our employees and their families and friends ran with shared purpose to raise funds for the Foundation's beneficiaries.

**Social investment 2024<sup>121</sup>**

Amount in COP millions



<sup>121</sup> This information includes the amounts reflected in the Donations, Marketing, and Corporate Responsibility accounts. It does not include the operating expenses of the Terpel Foundation which amounted to COP 2,178,322,062 million. Likewise, the information does not match the information reported for the indicator 201-1 for Colombia in Community Investment, because the amount reported in this table includes only the donation delivered to the Terpel Foundation, while indicator 201-1 includes the funds donated by Terpel to the Foundation and therefore includes different items. Does not include the social investment of Masser.

<sup>122</sup> This corresponds to donations made to partner institutions in response to emergencies such as fires and weather-related disasters.

- Through Agua Madre, the company's own-brand product, we donated more than COP 96 million to the Soy Oportunidad and Fundayama foundations.
- Through Soy Oportunidad, we have strengthened the productive capacities of 75 women who are mothers and caregivers in 15 departments of the country. We help them develop life projects through online training programs, developed with the support of volunteers and allied organizations, that will prepare and enable them to pursue entrepreneurship or new forms of income. Thirty of them started the program as a result of the joint work between the United for Smiles Foundation and Soy Oportunidad.
- As part of the 20th anniversary of the Terpel Foundation, we equipped the Guajira Indigenous Rural School in Paranguachón with restroom facilities to improve the health and hygiene of more than 300 children from low-income families.
- We supported the Mónica Uribe Por Amor Foundation, which runs programs for children with spina bifida in Antioquia, and we participated in the "Run for Love," in which employees, allies, and other members of the Terpel family demonstrated their social commitment.
- We provided choir robes for the "Hijas e Hijos de Paz" choir of the Bogotá Philharmonic Orchestra, made up of sons and daughters of signatories of the peace agreement, victims of the armed conflict, and members of the security forces, who represented Colombia at the European Parliament in Belgium.

These initiatives allowed us to continue to fulfill our commitment as a Country Partner and contribute to the communities and populations where we want to help build a better society.

# Terpel Foundation, 'Educating to transform lives'

**Organización Terpel is aware of the need to address the problem of educational inequality in our country. Quality education is a fundamental factor in guaranteeing equal opportunities, allowing all students to acquire knowledge appropriate to their age, successfully complete their education, and achieve their goals in life. Through the Terpel Foundation, we act on this conviction by fulfilling our social commitment as a Country Partner.**

Accountability and transparency are fundamental to the success of our programs, and sound corporate governance that oversees and monitors our work is essential to the proper use of the resources we receive each year. We share our progress and achievements through a number of mechanisms, such as meetings of the Board of Directors. These are held four times a year to discuss the progress, achievements, and challenges of our programs, encourage feedback, and set strategic commitments. We also produce an annual management report with transparent details of our activities, results, and impact. We complement these efforts by disseminating beneficiary achievements and testimonials through our website, mailing list, and social media to ensure effective communication. We also participate in meetings of the Board of Directors of Organización Terpel to share specific achievements and strengthen strategic direction.

These mechanisms allow us to keep our corporate governance informed and foster the cooperation and support necessary to continue making progress toward our goals.



## Our proposal for impact

Teachers are the key to providing quality education in Colombia. For this reason, several of our programs strengthen the skills of teachers and principals. This in turn promotes the holistic development of students, instilling in them a thirst for knowledge and an interest in lifelong learning. Through the Terpel Foundation, we contribute to the development of generations of people who are more competent, empowered, empathetic, and socially responsible.

To achieve quality education, we focus our efforts on three strategic areas: **mathematics**, **language**, and **leadership**.

- **Mathematics:** to develop logical thinking, an essential skill for problem solving and critical reasoning.
- **Language:** to foster critical thinking, facilitate effective communication, and open doors to knowledge and culture.
- **Leadership:** to equip children and youth with the skills necessary to get along with others, move forward with their life projects, and become agents of change in their communities.

Through these actions, we reaffirm our commitment to building a more equitable society, where quality education is an engine for transforming lives and communities, promoting sustainable development, and living together in community.

As part of this commitment, over the course of our history, we have invested more than 85,000 million pesos in the development of our programs.

Our goal is that by 2035, as a Country Partner, we will have contributed to the advancement of quality education for students in the countries where we operate, helping to reduce learning gaps and promote an equitable future with better opportunities.

## Main initiatives:

- ▶ In 2024, we celebrated 20 years of educating to transform lives. As a Country Partner, we helped improve the quality of education, benefitting more than two million people.
- ▶ We contributed to the quality education of more than 217,000 beneficiaries in 2024, strengthening skills in mathematics, language, and leadership through high-impact educational programs.
- ▶ We reached new cities: Sincelejo with Adventure with Letters, and Facatativá and Popayán with Schools that Learn.
- ▶ We impacted 232 schools in 31 departments throughout the country.
- ▶ We submitted 131 projects to the Design for Change program, contributing to developing 21st-century skills in students and teachers.
- ▶ We increased the visibility of the Terpel Foundation among different stakeholders through the activities carried out as part of the celebration of the Foundation's 20th anniversary.

## Our work in 2024



141

Additional municipalities reached with respect to the previous year

6



Increase in beneficiaries over previous reporting year



Schools involved

232



Total beneficiaries of education programs

217,461



Students benefited

213,531



Teachers and principals trained

3,219



Parents benefited

290



Secretaries of Education benefited

35



Volunteers

386

In 2024, our investment in Terpel Foundation programs was COP 5,835 million.<sup>123</sup>

<sup>123</sup> Excludes operating and administrative expenses: COP 2,178 million, and a surplus of COP 811.4 from the previous year.



## Foundation programs:

**Design for Change:** This social innovation movement originated in India and uses a four-step methodology (Feel, Imagine, Do, and Share) based on design thinking. It encourages children and youth to become agents of change with the support of their teachers. In the "Feel" step, students identify issues (difficulties, needs, or concerns) in their environment that they would

like to change. Then, in the "Imagine" step, they work together to develop solutions to the identified problem. In the third step, "Do," they create prototypes to make the imagined solution a reality. Finally, in the "Share" step, they come up with different strategies to explain their process and inspire other students to change their environment. The most innovative, sustainable,

and impactful projects are awarded a consultation with experts in the project's field to make them more sustainable. Some of the students and teachers involved in the most outstanding projects are invited to the global Design for Change meeting to showcase their work and express their ideas for changing the world and solving problems in their environment.

## Main figures



Investment in the program

**COP 704.5 million**

Students involved

**53,193**

Goal

Percentage of goal met for students involved

**95 %**

Teachers participating in the program

**1,261**

Goal

Percentage of goal met for teachers participating in the program

**81 %**

Schools involved

**104**

Goal

Percentage of goal met for schools involved

**115 %**

Projects implemented

**131**

Goal

Percentage compliance with the goal for number of projects implemented

**113 %**

Student leaders

**3,177**

Goal

Percentage compliance with goal for student leaders

**144 %**

## Main program advances:

- In 2024, we exceeded our goals with the participation of 104 schools, representing a 115% fulfillment.
- One hundred and thirty-one projects were submitted, 113% of the original goal, led by 131 teachers and 3,177 students who developed innovative solutions to social problems and strengthened their project management, socio-emotional, and communication skills. In total, more than 57,000 people benefited from the program.
- We trained 447 teachers in the program's methodology and strengthened four winning projects from 2023 by providing resources, communication support, and personalized strategies for finding alliances and resources.



**Schools that Learn:** this comprehensive strategy improves the quality of education in public schools in vulnerable contexts. Its main objective is to create better learning opportunities for students by training, supporting, and advising teachers, school administrators, and education ministries. The program strengthens the leadership, technical, and personal capacities of school administrators. It transforms classroom teaching practices, with particular emphasis on the development of basic skills in language and mathematics. It also promotes the design and development of relevant curricula that foster meaningful learning, and encourages coordination between schools and families. In all these ways, the program consolidates schools as centers of learning and community development, promoting changes in traditional educational and administrative practices.

### Main program advances:

- ▶ We moved forward with the program in Mocoa and Yopal, achieving the following results:
  - Area managers guided their work using structured pathways to improve curriculum design.
  - Math teachers recognized the importance of didactic knowledge and disciplined numerical thinking, as well as the use of reference documents such as the basic

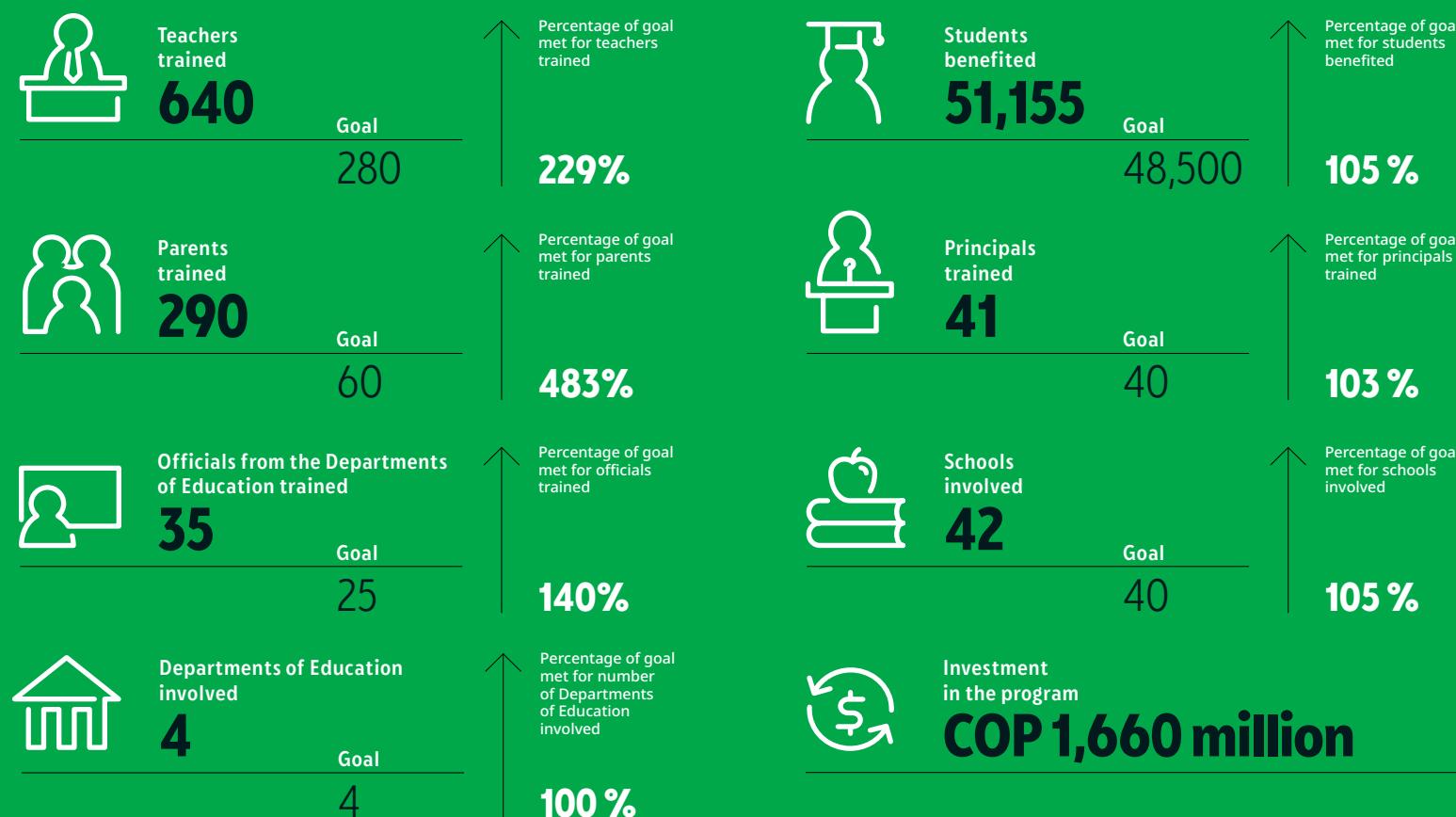
competency standards and the program's math module in their curricular planning.

- Spanish and language teachers improved their ability to work with different types of texts at the inferential level, focusing on strategies that consider how and when students read.
- Educational teams leading the Family Schools reflected on shared responsibility and the importance of strengthening relationships with families, in alignment with

national guidelines supporting family-school collaboration.

- The program was launched in Facatativá and Popayán, with progress made in training education department officials and teachers from 21 schools.
- Education departments analyzed their local contexts, identified challenges in the work with schools, and made progress in developing their Improvement Support Plans (ISPs).

### Main figures



**Leader in Me:** the Leader in Me leadership model, based on Franklin Covey's The 7 Habits of Highly Effective People, encourages teachers to incorporate leadership practices into their daily activities with students. The program develops socio-emotional and leadership skills in teachers and students, promotes a culture of trust at school, contributes to the holistic development of individuals, and improves teaching and learning processes.



## Main program advances:

- ▶ We successfully completed the implementation of the program in the cities of Bucaramanga and Santa Marta, resulting in a 3% increase in the overall school management score, which means that schools are better able to lead and manage institutional change.
- ▶ The goal for implementation of the program was 85% met in the three main components of the program: leadership, culture, and academics. These results demonstrate the level of maturity achieved by the schools and their ability to ensure the sustainability of the program.
- ▶ In Pasto, we held a meeting on best practices with the participation of 11 schools. This space allowed for an enriching exchange between the different educational communities, promoting shared learning and meaningful experiences.
- ▶ It was evident that students learned to prioritize, focus on their most important goals, and develop active listening skills, thus improving communication and creating an environment of respect and trust.
- ▶ Teachers on the Santa Marta and Bucaramanga teams increased their adoption of the seven habits in their daily activities by 6%. This indicates that the teachers are taking the initiative, have greater control over their emotions, and have a clear purpose for each of their goals in both their personal and professional lives.

- ▶ Students in schools in Santa Marta and Bucaramanga increased their appropriation and practice of the 7 Habits by 8%:



- Habit 1  
Be proactive - I'm in charge of my life.



- Habit 2  
Begin with the End in Mind - "I have a plan for my life."



- Habit 3  
Put first things first: I organize my activities in accordance with what I want to be.



- Habit 4  
Think win-win - Everyone can win.



- Habit 5  
Seek first to understand, then to be understood - I listen before I talk.



- Habit 6  
Synergize - Together is better.



- Habit 7  
Sharpen the saw - I seek balance between mind, heart, and spirit.

## Main figures



Investment in the program

**COP 1,015.6 million**



Students benefited

**95,726**

Goal

95,500

Percentage of goal met for students benefited

100 %



Principals trained

**86**

Goal

69

Percentage of goal met for principals trained

125 %



Teachers trained

**605**

Goal

485

Percentage of goal met for teachers trained

125 %



Schools involved

**69**

Goal

68

Percentage of goal met for number of schools involved

101 %



Departments of Education involved

**6**

Goal

6

Percentage of goal met for number of Departments of Education involved

100 %



**Adventure with Letters:** this program provides public schools with school libraries and implements activities that promote the habit of reading among teachers and young students. Teachers receive on-site training and support for three years, with the aim of stimulating and strengthening reading, writing, and oral expression, as well as the services offered by the school library. The program was created with the aim of complementing the language strengthening process in some of the schools involved in the Foundation's programs, where the challenge of strengthening students' communication skills became apparent.

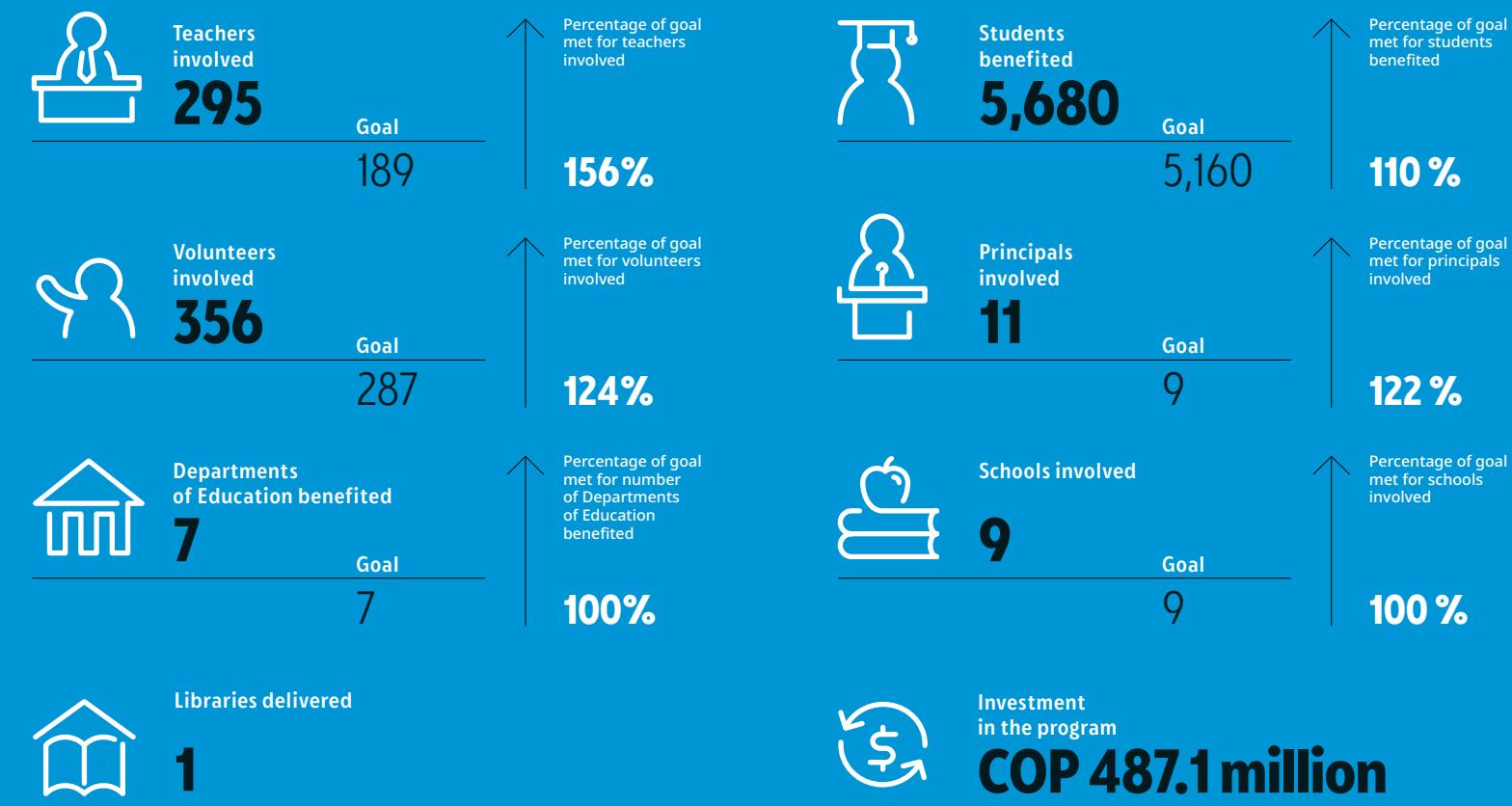
The program provides all members of the educational community with access to collections of quality books and bibliographic materials and the structuring and consolidation of institutional plans for reading, writing, and oral skills (PILEO) for all grades and areas of knowledge. It promotes the transformation of students' and teachers' reading practices and the empowerment and recognition of the teacher as a mediator of reading.

From 2015 to date, we have delivered 24 school libraries to schools across the country.

## Main program advances:

- We renovated a room, delivered a school library, and launched the program in the municipality of Sincelejo, benefiting 1,554 students and 42 teachers and administrators at Nueva Esperanza School. We delivered a collection of 1,243 quality books and bibliographic materials. The process of teacher training and support began.
- The beneficiary schools in Cumaribo and Providencia finalized the reading, writing, and oral skills plan, implementing the actions outlined to continue strengthening the communicative skills of the students.
- There is evidence of increased use of the traveling backpack, which gives children in remote rural schools access to books and bibliographic materials, especially in Leticia and San José del Guaviare.
- In the cities of Bello and Ibagué, we carried out volunteer work with the participation of Terpel employees, allies of the Antioquia and Sur regional offices, and members of the educational community. We designed and adapted 8 reading corners that encourage creativity, reading, writing, and oral expression. A total of 60 volunteers participated, benefiting more than 1,600 students.

## Main figures



## Main figures



**My Future Now:** This is a program designed to support higher education and vocational training for service station and Altoque store employees, offering pathways in technical careers, technological programs, and short-term job-specific training. It also provides training opportunities, developing the skills required by the labor market to promote the professional growth of our beneficiaries, helping them to make progress toward their personal and career goals and contribute to the development of the country.

We fund 80% of the total cost of each semester and the student contributes the remaining 20%. The benefits we offer our students include access to a living allowance of COP 300,000 per semester with a GPA of 4.0 or higher in the semester. If their final GPA at graduation is 4.0 or higher, they are eligible for a 70% reduction of their total debt.

## Main program advances:

- ▶ We implemented a strategy to strengthen career counseling for students applying to the program to help them choose a major, resulting in the enrollment of 30 students.
- ▶ We continued to strengthen student support and monitoring to minimize the dropout rate, which decreased from 17% in 2022 to 8% in 2023 and 4% in 2024.
- ▶ We participated in events to publicize the program with allies from service stations, such as Exporet in the cities of Pereira and Ibagué.
- ▶ We participated on the committee of allies of the Savanna regional office and visited the Lubricants Factory in Cartagena, where we shared the benefits of the program with the entire team of plant operators.
- ▶ Our mentoring program involved 30 Terpel employees across the country who supported our students and strengthened their skills in areas such as leadership, personal finance, entrepreneurship, and assertive communication.
- ▶ Two students from My Future Now were hired by the company in administrative positions.
- ▶ As of the end of 2024, 328 students had graduated, 71% of whom had their loans forgiven because their grade point averages were above 4.0.
- ▶ 65 new students entered the program, ending the year with 474 active students.
- ▶ We presented 115 merit-based financial grants to students with a GPA of 4.0 or higher during the semester.



**Interactive classrooms:** this program promotes social development through an innovative solution that integrates education, infrastructure, and energy to benefit school communities in remote areas of the country. It consists of the provision of an eco-friendly space equipped with a digital ecosystem (tablets, augmented reality glasses, interactive screen, access to educational content)

together with training and on-site support for administrators and teachers for a period of three years.

The goal is to help reduce learning disparities, support teachers in making their classes more attractive, dynamic, and stimulating for students so that they want to learn, and help strengthen the

digital skills of teachers and students. From 2022 to date, we have delivered 6 interactive classrooms to schools in the municipalities of Cumaribo, Providencia, Inírida, Mitú, Leticia, and San José del Guaviare. The program is being developed in partnership with the National Ministry of Education.



## Main figures



Investment in the program

**COP 1,510 million**



Students  
benefited

**4,126**

Goal

Percentage of goal  
met for students  
benefited

**99 %**



Principals  
involved

**11**

Goal

Percentage of goal  
met for principals  
involved

**138 %**



Teachers  
trained

**269**

Goal

Percentage of goal  
met for teachers  
involved

**159 %**



Schools involved

**8**

Goal

Percentage of goal  
met for schools  
involved

**100 %**



Departments of  
Education benefited

**6**

Goal

Percentage of goal  
met for number of  
Departments of  
Education benefited

**100 %**

## Main program advances:

- We began the process of training and supporting teachers and administrators in the interactive classrooms of Leticia and San José del Guaviare.
- We held the Significant Experiences event in the cities of Mitú, Inírida, and Providencia, demonstrating the changes in classroom practices brought about by the adoption of active methodologies and the use of the digital ecosystem. Teachers designed digital teaching resources with student participation. The on-site support provided to the teachers in the classroom was well received, encouraging innovation and the use of devices in the digital ecosystem.
- We designed the sustainability plan for the interactive classrooms with the goal of leaving developed capacities that would guarantee the proper use and maintenance of the classrooms, especially in the regions of Cumaribo and Providencia, where the Foundation's work will end in 2025.



## Terpel Foundation Panama

Crossing borders, we took our programs to Panama to contribute to the quality of education in that country, where we also have operations.

## Main initiatives:

- We launched the Interactive Classroom program and the Adventure with Letters library in two provinces and one indigenous reservation in the country, benefiting more than 2,900 public school students.
- We expanded the reach of our Design for Change program to 48 public schools in 70% of the country's provinces.
- We launched the "My Future Now!" Program in West Panama Province to benefit employees of Va&Ven convenience stores and hosts at Terpel-owned service stations.
- We participated for the second time in the 2024 Panama International Book Fair, where we shared the Terpel Foundation's programs in Panama with visitors through an innovative and interactive booth, focusing on the Adventure with Letters program.
- We strengthened strategic public-private partnerships to increase the impact of our programs and promote significant improvements in the quality of education in Panama.

Learn more about our work [here](#).

# Customer relations

3-3

**At Terpel, people are at the heart of our strategy, so we strive to provide our customers and consumers with agile, friendly, and high-quality experiences in each of our lines of business. Our work, aimed at excellence, focuses on consolidating the trust and satisfaction of those who choose us, improving the perception of our brand and inspiring their loyalty.**

In 2024, we implemented initiatives to optimize processes, continuously improve the service experience, and strengthen our ability to respond to the needs and expectations of our customers. This was achieved by implementing higher standards and an innovation-based management model to strengthen the connection with our customers and optimize their experience at every point of contact.

As part of this strategy, we developed positioning and advertising campaigns that strengthen our presence in the market and create value for our customers.

We launched the "Terpel, Official Sponsor of the Best Energy" campaign, an initiative aimed at strengthening the brand's positioning and creating an emotional connection with consumers. Radamel Falcao was the star of this strategy, accompanied by personalities such as Tatán Mejía, Sebastián

Martínez, and Natalia Sanint, who spread the message and reinforced Terpel's commitment to the country.

The campaign had massive media exposure for three months and achieved significant results:

- ATL reach: 8.6 million people
- Digital reach: 13.5 million people
- Organic social media publication interactions: 14,500

In line with our objective of generating traffic to service stations with relevant products of high value to consumers, we also launched the "Toallando" campaign, a promotion aimed at offering products of recognized brands at good prices.

The results of this campaign exceeded our expectations, with:

- 400,000 towel sets sold.
- 1,015 stations and 108 convenience stores participating.

This initiative was a milestone for Terpel, as it was the first promotion that managed to sell 100% of the product and the first, after 15 previous campaigns, to reach a financial break-even point with no additional costs for the organization. With 1,123 participating points of sale throughout the country, we implemented an effective commercial strategy in line with our business vision that strengthened customer loyalty.

**We work to continue to be preferred by our consumers and retain their loyalty**

**At Terpel, we focus on winning and maintaining the preference and loyalty of our consumers, understanding that building loyalty is an ongoing commitment in a competitive environment. We create service experiences that exceed their expectations and develop innovative loyalty programs, offering superior quality products and services, with open, honest, and constant communication. Our goal is to achieve consumer preference and ensure long-lasting and beneficial relationships over time through strategies designed to strengthen their trust and preference for the brand.**

## Measuring the value of our brand

To assess the impact and effectiveness of our brand strategy, we conduct BrandEquity Metrix (BEM) measurements twice a year to accurately measure its performance and positioning. This tool provides key information to guide our strategic marketing decisions. In 2024, we integrated a sustainability analysis into this assessment to measure the brand's impact on the environment, its contribution to social projects, its promotion of alternative energies, and its commitment to education and the community. This data allows us to adjust our initiatives to maximize their effectiveness and ensure that the brand evolves in line with the company's sustainability and competitiveness goals.

## ViveTerpel

ViveTerpel is Terpel's loyalty program aimed at end users of liquid fuels and CNG, Altoque stores, Sbarro pizza shops, and Voltex.

It was launched on January 16, 2022, and today has 3.5 million members, 55% of whom are active in the program. It operates in 1,290 Terpel and Gazel service stations and in 100% of the Altoque stores, Sbarro pizza shops, and Voltex stations in the country. It also has a co-branded credit card with Scotiabank Colpatria and six other alliances with

LatamPass, LifeMiles, Davivienda, Codensa, Banco Falabella, and Claro.

Users can register in the Terpel app or at [www.viveterpel.com](http://www.viveterpel.com) and earn points as follows:<sup>124</sup>

- 15 points for each gallon of regular gasoline
- 20 points for each gallon of premium gasoline
- 10 points for each gallon of diesel
- 5 points per cubic meter of CNG
- 2 points for each COP 1,000 spent at Altoque, Sbarro or Voltex

Points can be redeemed in the catalog of benefits available in the app and on the website, and prizes can be claimed at authorized points of sale or enjoyed at the program's various partners.

The loyalty results achieved reflect the effectiveness of ViveTerpel in generating repeat business and strengthening the relationship with our customers.

According to the latest 2024 BEM Ola 2 survey, the program achieved 58% awareness and 53% brand recognition, demonstrating its ability to generate

sustained preference and position itself as a key tool in Terpel's commercial strategy.

These indicators confirm the relevance of the program within our loyalty ecosystem and motivate us to continue its evolution with new strategies focused on optimizing the customer experience, expanding the scope of benefits, and continuing to leverage technology for the benefit of users.

<sup>124</sup> Terms and conditions are subject to change by the company.



**ViveTerpel results**

	Customers enrolled	<b>3.5</b> million
	Percentage of customers active	<b>55%</b>
	Participating service stations	<b>1,290</b>
	Percentage of Altoque stores participating	<b>100%</b>
	At service stations	<b>56.2%</b> of sales under loyalty program
	At Altoque stores	<b>55.8%</b> of sales under loyalty program
	At Gazel stations	<b>66.1%</b> of sales under loyalty program

**VivePITS Program**

VivePITS is the loyalty program designed to inspire the work of POS promoters, hosts, and administrators, ensuring a consistent experience across the Terpel and Gazel networks and Altoque stores in terms of image, service, and loyalty generation. The aim is to recognize the performance of the teams, strengthen their commitment, and create a positive and motivating environment.

Consolidating its position as a key tool for managing service and performance at our points of sale, the program currently includes 2,151 service stations with 13,120 employees enrolled and 134 Altoque stores with 713 employees enrolled.

**Program structure**

VivePITS is based on four strategic pillars that ensure its impact and effectiveness:

**Training:** continuous training strengthens the teams' knowledge of key issues such as Terpel programs, image, service, promotions, and other strategic aspects to improve their performance at the POS.

**Measurement:** we evaluate team performance using four key indicators: sales, image, service, and the percentage of customer loyalty generated through the ViveTerpel program. Points are awarded for meeting targets, providing an incentive for continuous improvement.

**Recognition:** we reward the achievement of goals with incentives and prizes that the teams can redeem from an exclusive catalog. We also promote experiences that motivate and reinforce a sense of belonging and commitment.

Relationship: but it's not just about results. We foster a culture of close relationships and trust by celebrating special dates and organizing events designed to strengthen bonds with the teams at service stations and stores.

In the constant quest to strengthen our presence as a leading brand in Colombia, we offer the best experiences to build customer loyalty and to implement a brand strategy that positions us as an organization that is close to customers and consumers, and where sustainability, ethics, and corporate reliability are fundamental pillars.

**Customer satisfaction**

We systematically evaluate customer satisfaction with our products, service, attention, and overall experience. This enables us to make data-driven strategic decisions, optimize the customer experience, and comply with applicable regulatory and certification requirements.

Our goal is to strengthen loyalty, identify opportunities for improvement, and develop action plans focused on the needs of each segment. To this end, we conduct satisfaction surveys in the following lines of business:

**The results in 2024 were:**

Image:	<b>105%</b>
Service at stations:	<b>73%</b>
Services at convenience stores:	<b>102%</b>
NPS service stations:	<b>114%</b>
NPS convenience stores:	<b>118%</b>
Volume of purchases under loyalty program at stations:	<b>100%</b>
Transactions under loyalty program convenience stores:	<b>110%</b>

- **Fuels and CNG:** customers of affiliated service stations, Terpel-owned service stations, or franchises that sell liquid fuels, dual fuels, and CNG.
- **Marine:** customers of tugboats, dredgers, port companies, and marine service stations.
- **Industry:** customers of the industrial fuels business, both in fixed and mobile operations.
- **Aviation:** commercial and general aviation customers, distributors, and government agencies.
- **Lubricants:** customers, dual-brand distributors, and Mobil-brand industrial customers.



### We turn results into strategic action

The data from the surveys allows us to measure customer perception and satisfaction in each business segment. Based on these results, we develop B2B Experience Cells, specialized teams that work with support areas to implement and monitor specific improvement plans.

We prioritize the optimization of those categories that received scores lower than 4.0/5 in the previous measurement, ensuring a continuous improvement process that strengthens the relationship with our customers and raises service standards throughout the organization.

### Results:



Aspect measured	2022	2023	2024
Image survey score (KPI)	<b>4.5</b>	<b>4.5</b>	<b>95%<sup>125</sup></b>
Goal for image for 2024	<b>4.5</b>	<b>4.5</b>	<b>90%</b>
Percentage of goal met for image 2024	100%	100%	105%

<sup>125</sup> During 2024, we changed the methodology for measuring NPS, and it is now scored out of 100.

## Results:

Aspect measured	2022	2023	2024			
Service survey score (KPI)	<b>4.5</b>	<b>4.4</b>	<b>86</b>	Service station (liquid fuels) customer satisfaction score	<b>8.9</b>	Aviation customer satisfaction score <b>9.2</b>
Goal for service for 2024	<b>4.0</b>	<b>4.4</b>	<b>75</b>	Goal for service station (liquid fuels) customer satisfaction score for 2024	<b>8.9</b>	Goal for Aviation customer satisfaction score for 2024 <b>8.9</b>
Percentage of goal met for service 2024	113%	100%	114%	CNG customer satisfaction score	<b>8.9</b>	Marine fuels customer satisfaction score <b>9.2</b>
Overall customer satisfaction score				Goal for CNG customer satisfaction score for 2024	<b>8.9</b>	Goal for marine fuels customer satisfaction score for 2024 <b>8.9</b>
Goal for customer satisfaction score for 2024				Lubricant customer satisfaction score	<b>8.7</b>	Industry customer satisfaction score <b>8.8</b>
Compliance with goal set for customer satisfaction for 2024			100%	Goal for Lubricant customer satisfaction score for 2024	<b>8.9</b>	Rumbo: <b>8.8</b>
				Lubricant distributor customer satisfaction score	<b>8.7</b>	Fixed Industry <b>8.8</b>
				Goal for lubricant distributor customer satisfaction score for 2024	<b>8.9</b>	Industry customer satisfaction score for 2024 <b>8.9</b>
				Lubricant for industry customer satisfaction score	<b>8.8</b>	
				Goal for lubricant for industry customer satisfaction score for 2024	<b>8.9</b>	

\* Scored over 10.

## Communication channels and customer service

Our Strategic Service Center provides comprehensive management of customer requests, complaints, inquiries, and claims. This center is the main point of contact for B2B customers and consumers, providing multiple service channels to streamline communication and ensure timely responses. We focus on providing effective solutions at the first point of contact or, if necessary, escalating cases in a defined manner.

In addition to resolving issues, the Strategic Service Center optimizes the management of all our lines of business, ensuring that inquiries related to other segments and stakeholders are handled appropriately. We complement this management with various communication channels and mechanisms that allow for fluid interaction with customers and consumers. Depending on the nature of each request, we provide direct responses or escalate to the appropriate levels to ensure timely and effective handling.

## Ethical and responsible marketing

At Terpel, we believe that every interaction with our customers should create value and strengthen trust in our brand. Our marketing and communication strategies are based on honesty and transparency, principles that we have incorporated into a public policy on advertising and ethical marketing available on the organization's website.

The policy establishes clear guidelines to ensure responsible practices in all of our campaigns. We avoid misleading advertising, manipulated reviews, and any distortion of social or environmental impact. We also promote diversity, gender equality, and inclusion in our communications, ensuring culturally responsible campaigns that are free of stereotypes. We oppose greenwashing and prioritize authenticity and dignity in our communications to create messaging that is consistent with our corporate values.

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## Commitment to the health and safety of our customers

At Terpel, we rigorously assess the health and safety impacts associated with all of our major products and services. One hundred percent of our product and service categories have been analyzed under strict quality management procedures to ensure compliance with the highest applicable standards and regulations.

These assessments are an integral part of our strategy to ensure that every interaction with our products and services is backed by safety, quality, and satisfaction in all areas of our business.

### Channels for attention



**Telephone channel:**  
Toll-free line 01-800-051-8555 or #462 for Claro, Tigo, Movistar, and Avantel operators.



**E-mail:**  
servicioalcliente@terpel.com and viveterpel@terpel.com



**Web page chat:**  
www.terpel.com



**WhatsApp:**  
(+57) 316-010-0462

Social media:



**Instagram:** @terpelcol



**Facebook:** Terpel



**X:** @terpelcol

# TECHNOLOGICAL DEVELOPMENT AND CYBERSECURITY



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# Technological innovation and cybersecurity

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At Terpel, we recognize that innovation and technological development are essential drivers for staying competitive and efficiently responding to the needs of an ever-changing environment. We believe in transforming ideas into solutions that optimize our operations, enhance the customer experience, and strengthen our commitment to sustainability. Our approach focuses on the adoption of emerging technologies and the continuous improvement of our processes, which allows us to move toward a more dynamic and agile future that is aligned with market expectations.

In this sense, in 2024 we reaffirmed our commitment to the security of our technological infrastructure as an essential pillar to ensure the sustainability and growth of the operation. We have an Information Security Policy that is available to all employees on the organization's internal document site and is part of the induction process for new employees.

By aligning our cybersecurity efforts with the strategic goals of the business, we are working to close gaps that could threaten the continuity of our operations and ensure the technological resilience that will allow us to meet the challenges of a constantly evolving digital environment.

## Cybersecurity governance

We have developed a cybersecurity governance model that establishes clear guidelines for managing technological risks, defines specific responsibilities, and prioritizes preventive and corrective actions. This approach includes control and monitoring mechanisms to ensure compliance with our internal policies and applicable laws and regulations. Since last year, a designated member of the Board of Directors has been involved in overseeing the ESG strategy, including key aspects of cybersecurity. This involvement is enriched by the ongoing collaboration of the vice president of technology of COPEC S.A., our major shareholder, who has extensive experience and knowledge in this field. This measure will ensure continued empowerment and participation in the comprehensive management of these matters.

We also have a Strategic Cybersecurity Committee, led by the chief information officer (CIO), who is our vice president of technology and digital transformation, and the chief information security officer (CISO). This committee oversees the execution of all cybersecurity-related activities and ensures the consistency and effectiveness of our defenses. It is accountable to the business, shareholders, and the Board of Directors for ensuring ongoing development of cybersecurity and compliance with the yearly strategies.

We also have a tactical committee to evaluate the effectiveness of the measures implemented at all levels of the organization, and we have mainstreamed cybersecurity and data protection analysis across all projects.

Some of the key features for decision making in our cybersecurity governance include technological and human capabilities, dependencies and processes, time to value, and day-to-day operations. We ensure compliance with high cybersecurity standards, and recognize the importance of combining technological and human resources to ensure effective decision-making in line with our strategic goals.

### Cybersecurity management

Recognizing the risks associated with cybersecurity and data protection, we take advanced measures to strengthen our operational security and maintain the trust of our customers and strategic allies. In 2024, we took significant steps towards ISO 27001 certification for our IT infrastructure and cybersecurity processes. We are currently in the gap analysis phase (GAP) and plan to complete this process in 2025, which will further strengthen our information security capabilities. During the past fiscal year, our IT infrastructure and cybersecurity controls were audited by external entities, the results of which reflect the effective implementation of our strategies in this area.

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Our approach to cybersecurity is based on innovative frameworks such as the Zero Trust model, which establishes the premise of not trusting any entity, internal or external, without continuous verification. This model ensures that only authorized users and devices have access to our systems and data, minimizing risk and effectively protecting our digital assets from cyber threats. In addition, we integrate recognized standards such as CIS, NIST, OWASP, and ISO, allowing us to assess and improve our security posture across infrastructure, applications, networks, identities, and the cloud.

This approach covers key aspects such as:

- **Minimum access controls:** we implement rigorous controls to ensure the minimum necessary privileged access, thereby reducing exposure to potential risks.
- **Integral encryption:** we provide an additional layer of protection for sensitive information by encrypting data both at rest and in transit.
- **Information leakage prevention:** we strengthen the security of our digital assets by implementing robust information leakage prevention measures.
- **Integrated operating procedures:** our cybersecurity vulnerability analysis runs parallel to our operating procedures designed to protect the integrity of personal information.
- **Continuous risk management process:** we base our vulnerability management on a continuous process of scanning, assessing, classifying, and remediating risks to ensure timely closure of each identified vulnerability.

Thanks to the initiatives implemented during the year, we increased our ability to detect and respond to digital threats, ensuring a proactive and effective response to cyber incidents. We also identified and managed supply chain risks to prevent incidents that could impact our operations and service delivery.

In 2024, there were no cybersecurity breaches or incidents.

## Key initiatives developed to strengthen our cybersecurity:

- We implemented advanced Digital Risk Protection solutions to improve our ability to detect and respond to digital threats and protect our brand in online environments.
- We adopted a security rating and risk management system for our supply chain, mitigating the risks associated with suppliers.
- We conducted simulations of phishing attacks, accompanied by specific training, to increase employee awareness and responsiveness to these threats.
- We centralized regional cybersecurity processes to ensure strategic alignment across the division.
- We held the TerpelTech event focused on cybersecurity and artificial intelligence, which for the first time brought together users from different countries, fostering an enriching exchange of knowledge and experience at the regional level.

Thanks to the initiatives implemented during the year, we increased our ability to detect and respond to digital threats, ensuring a proactive and effective response to cyber incidents. We also identified and managed supply chain risks to prevent incidents that could impact our operations and service delivery.

### Our results in numbers:

Cyber security breaches/incidents	6,115
Risks materialized	0
Cyber security incidents controlled	5,722 events (95.3%) were contained automatically, while 282 events (4.7%) were managed by the Digital Threats team.
Number of critical and high-level vulnerabilities	Risk-based vulnerability management is practiced within the organization, allowing vulnerability remediation to be prioritized according to the context and risk appetite of the business. This approach ensures that the most critical vulnerabilities are addressed in a timely and effective manner. In 2024, 11 critical risks and 10 high risks were identified.
Number of vulnerabilities remediated in a timely manner	During the year, a total of 129 risks arising from a number of vulnerabilities were addressed in a timely manner. These efforts included the identification, assessment, and definition of remediation plans to mitigate the risks arising from these vulnerabilities.
Detection of information leaks	In 2024, there were no information leaks caused by cyber-attacks.

None of these events had an impact on operational or financial continuity.

### Cyber security is everyone's responsibility

Cybersecurity training is a priority at Terpel to strengthen information protection and create a solid security culture among our employees. We have implemented a comprehensive plan that includes campaigns to raise awareness, as well as talks and simulations of phishing attacks that allow us to provide personalized training according to individual results. In addition, we have included a specialized cybersecurity course in the annual training plan to ensure that every employee has the tools they need to face digital challenges.

We have a clear and established process for escalating suspicious events, which is communicated and reinforced annually in our campaigns. In 2024, we introduced a feature in our email tool that allows employees to make direct reports of potentially malicious emails, improving response time and incident management.

Information security is also an integral part of team performance evaluations. Violations of the information security policy can result in disciplinary action, while completion of training, including the cybersecurity course, is one of the indicators included in performance evaluations. This approach ensures that cybersecurity is a shared commitment and responsibility of everyone in the organization.

Our entire team has access to the Teams support channels, the internal 5555 line, and the [ciberseguridadinfo@terpel.com](mailto:ciberseguridadinfo@terpel.com) email address to report any situation that requires immediate attention.

Protecting the information of our customers and our organization is a strategic priority. We have taken proactive measures and developed solid policies to ensure data confidentiality and to strengthen the confidence of those who entrust us with their information.

### Data privacy

We recognize that data security is a central element of our business and have integrated this principle into all levels of the company, fostering a culture of pervasive protection. From senior management to each of our employees, we share responsibility for protecting the information we handle.

To ensure the proper implementation of our security measures, we have a Privacy Committee that oversees policies, manuals, and training related to the protection of personal information. This committee is also responsible for ensuring that we comply with current Colombian regulations, and for making ongoing evaluations and adjustments to ensure the correct treatment and protection of information.



In addition, we constantly monitor regulations regarding data subject rights and communicate any relevant changes in a timely manner. We provide clear, up-front information to data subjects about their rights and the scope of our use of their information, reinforcing our commitment to transparency and compliance. In 2024, we trained 96.6% of our employees on our data protection policies.

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Thanks to the implementation of these procedures, there were no leaks in 2024 that compromised the integrity of the personal data of customers or other stakeholders.

## Digital transformation

At Terpel, we are committed to the constant evolution of our digital platforms and information systems, with the aim of providing a more agile and friendly experience to our customers and business partners. The digitization of our interaction channels is a strategic priority that allows us to meet the needs of users in a more personalized and efficient way, and we do this through our "Virtual Network." The Virtual Network is our digital ecosystem that accelerates the creation and generation of value and the launch of new businesses and services through comprehensive and effective digital solutions. It

connects customers, suppliers, and employees with the Terpel brand in the physical and digital world for the acquisition of products and services and the management of their daily lives.

The purpose of the "Virtual Network" is to implement technologies that improve efficiency, expand our digital strategies, and adapt to trends in the environment, such as the reduction of physical contact at service points. Thanks to this model, we exceeded the goals set for 2024: we now total 956 service stations with payment enabled using the Terpel app, covering 100% of franchised and Masser service stations.

We carried out our first pilot of the digital wallet in 37 service stations, and consolidated GoPass at 300 service stations, with monthly sales of COP 475 million. We also integrated the Voltex functionality into our Terpel app, consolidating it into an all-in-one platform.

Terpel Allies continues to implement improvements to digitize customer engagement channels and provide more agile solutions to customer requests:

1. We strengthened customer self-management in the financial and operational modules, reinforcing a bidirectional management culture between customers and support areas.

2. We advanced in optimizing order processing and response times for the industrial commercial division, Lubricants, and promotional campaigns.

3. We made a change to the process of collecting payments for transfer to PSE, which speeds up online payments and improves and strengthens the relationship with our customers.

In 2025, we will work on the development of "Virtual Network 2.0", which will include mobile payments in convenience stores, mass adoption of the digital wallet, B2C and B2B voucher sales, and a self-service pilot.

### Technological innovation

Our approach to innovation allows us to optimize resources, reduce costs and time, and continuously improve the quality of the services we provide to our customers. By adopting advanced technologies and innovative approaches, we manage risk more effectively and capitalize on opportunities to strengthen our position in the marketplace.

In this sense, the Aviation business took a significant step forward with the development and implementation of the **Flight Control** application, based on Low-code technology. This tool transforms the way customer and aircraft information is managed and made available in real time, streamlining airport operations and ensuring correct deliveries.

Its implementation optimizes service times, reduces risks related to information integrity, and reinforces our commitment to operational efficiency. The initiative covers all aviation business operations in Colombia, and involves Terpel Exportaciones and a specialized team of five participants.

We also made progress in the adoption of emerging technologies by implementing a generative artificial intelligence agent to optimize the company's contracting processes. This internal development, realized through a chatbot, generates greater efficiency in terms of time and simplifies procedures and requests related to

## Key initiatives in the Virtual Network to strengthen our platforms and services:

### Terpel POS (points of sale):

- We enabled electronic invoicing for LPG and lubrication centers (MasterLub) in compliance with DIAN regulations.
- We improved Rumbo's incident recovery capacity through a sales synchronization functionality and its integration with the platform's technology provider.
- We implemented reports for Masser that improved daily operations, such as consolidated sales reports, cash receipt reports, and purchase reports.
- We implemented the credit note functionality for electronic invoicing, enabling changes in payment methods, registered station customers, and changes in customer.

### ► Rumbo: this is our service platform for B2B customers with transport fleets. In 2024:

- We activated the affiliated network for the consumption of Terpel liquid fuels.
- We implemented the unified pricing solution on Rumbo platforms.
- We enabled the sale of urea from the channel starting in August.
- We implemented the new identification method through the AppRumbo.
- We launched Rumbo's new virtual self-management channel.

### ► Skuba: This is the POS (point of sale) system for Sbarro and Home Burger convenience stores and franchises. It manages all point of sale operations.

- We implemented the critical stock module for convenience stores.
- We implemented the movement between

store warehouses module.

- We implemented the removed report that shows the items removed in a transaction.

### ► Terpel App:

- We implemented debit and credit card payment from the app at our service stations.
- We implemented the first digital wallet pilot which will allow our customers to create their wallet, top it up obtaining additional money per top-up, transfer between Terpel wallets, and pay at service stations.

### ► Partners' Digital Channel

this is a platform that transforms the experience of our B2B network by centralizing and simplifying operations management. Partners can use this tool to self-manage their account statements, make online payments via PSE, track fuel and lubricant orders, and access information in an agile, practical, and timely manner. In addition, it incorporates specific solutions such as e-commerce for lubricants and industrial

fuels, the evolution of the Terpel Store, and functionalities for the industrial distribution channel. This channel optimizes processes and improves the experience of our customers, who starting this year will be able to benefit from a regional reach in a solution that is expanding to Peru and Ecuador.

### ► In 2024:

- We activated the standard offer for agents on the Lubricants portal.
- We implemented the third Terpel promotion with order registration using the Marketplace module for participating service stations.
- We enabled the request to release service station orders to accounts receivable and/or the Strategic Service Center.
- We adjusted the timeline for tracking lubricant orders.
- We implemented product availability and backorder for the lubricants portal.

contracts. The initiative included a campaign aimed at all employees, especially the sales force, to promote an organizational culture based on agility.

The initial scope of the conversational agent focused on Colombia and was then rolled out gradually, starting with the marketing team. This project, led by the legal and corporate affairs, business intelligence, and technology departments, represents an important milestone in our digital transformation.

As part of our strategy to optimize processes and strengthen our technological capabilities, we implemented **Smart Assistance**, a platform specialized in fluid analysis that replaces **ExxonMobil's Mobil Lubricant Analysis Serv.**

This transition allowed us to save more than COP 2,000 million per year and process up to 170,000 additional samples per year in our Innovation and Technology Center, significantly expanding our reach and including analysis for internal customers. This initiative involved teams from different areas such as engineering, IT, accounting, and finance.

We strengthened our digital offering by launching a lubricants e-commerce site in collaboration with Terpel Partners. More than one million gallons have been traded on this platform, marking a milestone in our digital transformation and consolidating our leadership in the sector. These advances reflect our commitment to technological innovation and operational efficiency, ensuring benefits for both our customers and our organization.

Finally, we completed the migration of 26 automated processes to the cloud using Bizagi, a milestone that significantly optimizes our operational management. This project, which also includes 29 sub-processes, has modernized key areas such as finance, convenience services, operations, sales, and corporate and legal affairs. In addition, 46% of these processes support critical financial activities, managing cases with an annual value of COP 763,000 million. The technology department played a key role in the launch of this project in February 2024, and continued to implement improvements throughout the year.

This effort responds to the need to avoid technological obsolescence and to move all of our information to the cloud to help save on infrastructure and improve the efficiency of our internal processes. Led by the digital process automation and technological operations offices, this advance covers all of our operations in Colombia, consolidating our platforms and strengthening our capacity to face future challenges.



## PART FOUR

# ANNEXES



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ANNEX 1

# LEGAL ASPECTS

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# Integrated report – Legal aspects

Since the time Organización Terpel S.A. (hereinafter Terpel) and its subsidiaries were registered as a business group, we have been focused on the achievement of specific and systematic objectives under a common purpose and common management through the leadership of Terpel as the parent company, notwithstanding the individual development of the business purpose and activity of each subsidiary. As of December 31, 2024, the companies in the group are:

Terpel Comercial Ecuador Cia. Ltda.\*  
 Administración Estratégica de Gasolinera del Ecuador - Adesgae S.A.  
 Terpel Perú S.A.C.\*  
 Inversiones Organización Terpel Chile S.A.  
 Organización Terpel República Dominicana S.A.S.  
 Organización Terpel Corporation S.A.C.  
 Petrolera Nacional S.A.  
 Terpel Energía S.A.S. E.S.P.  
 Vonport Corp.  
 Orlyn S.A.  
 Transmarine Transportation & Barging S.A.  
 Energías Renovables S.A.S.  
 Masser S.A.S.  
 Terpel Aviación del Perú S.R.L.  
 Terpel Comercial del Perú S.R.L.\*  
 Puertos del Caribe Sociedad Portuaria S.A. Terpel Exportaciones C.I. S.A.S.  
 Terpel-Lubricantes Ecuador S.A.S.

\*At the beginning of the second half of 2024, the Board of Directors of Terpel approved the sale of 100% of the assets of the companies Terpel Perú S.A.C. and Terpel Comercial Perú S.R.L., corresponding to the operation of liquid fuel and compressed natural gas (CNG) service stations, as well as the sale of 100% of the shares held directly or indirectly by Organización Terpel S.A. in the company Terpel Comercial Ecuador Cia. Ltda., which is dedicated to the service station and convenience store businesses. The transactions with Corporación Primax S.A. and Coesti S.A., in Peru, and with Primax Comercial del Ecuador S.A., in Ecuador, are in the process of being finalized, subject to the approval of the competent authorities in each country. The above was duly disclosed to the market on June 20, 2024.

This decision reflects Terpel's interest in concentrating on the businesses with the greatest potential for growth and profitability in each of the markets in which it operates.

During 2024, the following appointments were reported to the public stock market through the relevant information mechanism: (i) Diana Peñaloza, as legal counsel, who serves within the organization as corporate legal director, replacing Jorge Andrés Ríos Gómez, (ii) María José García Baute, as deputy legal counsel, vice president of human resources and administration and member of the Compensation and Benefits Committee, replacing María Mercedes Carrasquilla, who

resigned from her position due to the beginning of her retirement; and (iii) Alejandro Barrera Castellani, as fourth alternate to the president of Organización Terpel S.A., who serves within the organization as vice president of operations and logistics, replacing José Carlos Barreto, who resigned from his position due to the start of his retirement.

With regard to the issuance of bonds under the Program for the Issuance and Placement of Ordinary Bonds and Commercial Papers (PEC) of Organización Terpel S.A. on September 30, 2024, the relevant information was published with Addendum No. 3 to the PEC. The main purpose of the issuance was to increase the total offering by an additional amount of one trillion pesos (COP 1,000,000,000,000), for a new total offering of up to three trillion seven hundred and eighty billion pesos (COP 3,780,000,000,000), and to provide for the possibility of issuing Special Purpose Bonds and Sustainability-Linked Bonds.

With respect to regulatory investigations, we did not have any material events of noncompliance in 2024, nor did we receive any material or significant investigations from local or international authorities that resulted in fines or sanctions. We were, however, notified of the opening of an environmental sanction proceeding, which was appealed and has not been resolved to date.

Finally, the company signed the following material contracts, for which the relevant market information was published: (i) contract with Aerovías del Continente Americano S.A. Avianca, Taca Internacional Airlines S.A., Taca Internacional Airlines S.A. Sucursal Colombia, Avianca Costa Rica S.A. Sucursal Colombia, Avianca Ecuador S.A. Colombia Branch, Avianca Costa Rica S.A., Avianca Ecuador S.A., Tampa Cargo S.A.S., Regional Express Americas S.A.S., Aviateca S.A., Aviateca Sociedad Anónima Colombia Branch, for the supply of Jet A1 aviation fuel, the estimated amount of which corresponds to the sum of COP 1.3 trillion, (ii) contract with Ecopetrol S.A. for the supply of domestically produced or imported premium gasoline, including that which is invoiced as compensated extra-coal gasoline of domestic origin, the estimated amount of which corresponds to the sum of COP 200,000,000,000 million, (iii) contract with Alpla Colombia S.A.S for the supply of high-density polyethylene containers for Mobil and Terpel lubricants, the amount of which corresponds to the sum of COP 231,586 million, a contract with Cenit Transporte Y Logística De Hidrocarburos S.A.S, for the provision of firm capacity pipeline transportation services for different fuel products, the amount of which

is COP 1.36 trillion; and, (v) Contract entered into with Gases De Occidente S.A. E.S.P. for the supply of transportation, distribution, and marketing of natural gas under the take-or-pay modality, with a Minimum Daily Purchase Quantity (MDQ), whose estimated amount corresponds to the sum of COP 70,010,358,000.

Finally, on August 27, 2024, relevant information was also published regarding the situation with the supply of aviation fuel (Jet A1) in Colombia, Organización Terpel S.A.

## A. Business Group Relations

Without prejudice to the independence of each of the companies making up the conglomerate and the responsibilities of their management bodies, the Group has defined a public, clear, and transparent organizational structure for the three

levels of governance - Shareholders' Meeting, Board of Directors and senior management - that identifies the key bodies and individual positions, as well as the relationships between them at the Group level, as shown in the following table:

	Body	Receives information from:			Informs:		
Parent Company	Shareholders' Assembly	Board of Directors	President				
	Statutory Auditor	Receives information at the group level.			Assembly	Board of Directors	Audit Committee
	Board of Directors	Audit Committee	Compensation and Benefits Committee	President	Assembly		
	Audit, Risks, and Corporate Governance Committee	Statutory Auditor	Internal Audit	President	Board of Directors		
	Compensation and Benefits Committee	President	VicePresident		Board of Directors		
	President	VicePresident	Managers	Country Managers	Board of Directors	Assembly	Audit Committee
	Internal Audit	Vice Presidents	Managers		Audit Committee	President	
	Vice Presidents	Managers			Board of Directors		
	Managers	Receive information from the offices they manage			Vice Presidents		
Subsidiaries of the Group	Country Shareholders' Assembly	Country Board of Directors			Board of Directors Terpel		
	Country Board of Directors	Country Managers			Country Assembly		
	Country Managers	Receive information in accordance with the areas they manage			Country Board of Directors	President	

In the year 2024, Terpel engaged in transactions with affiliates, subsidiaries, shareholders, and related parties in the framework of the laws currently in effect. In development of these transactions and in favor of increased transparency, the vice president of corporate and legal affairs submitted a report each month to the Board of Directors on Related Party Transactions. The report discloses all transactions between Terpel and/or its related parties with company administrators, and/or their related companies, in accordance with the rules established in the organization's internal corporate documents and described in the chapter, "*Mechanisms implemented for related party transactions*" in this regular year-end report.

## B. Foreign expenses, expenditures, and obligations

With regard to the reports described in Article 446 of the Code of Commerce – Expenses – and in Article 29 of Law 222 of 1995 – Business Groups - this information was made available to the shareholders during the period established by the laws in effect for the exercise of the Right of Inspection prior to the Shareholders' Assembly.

We have therefore included below a consolidated statement of expenses for salaries, fees, per diems, entertainment expenses, bonuses, benefits in cash and in kind, transportation expenses, and any other type of remuneration received by the directors of Organización Terpel S.A., as well as expenses for those same line items received by consultants or managers associated with the company either under an employment contract or not, when their main function was to engage

in procedures with public or private entities, or to provide advice about or prepare studies for the performance of those procedures. It also lists advertising and public relations expenses; funds or other assets held by the company abroad; and foreign currency obligations and investments in other companies, domestic or foreign, as follows:

1. The fees paid to the Board of Directors for board attendance during the year 2024 totaled COP 1,718,198,504126.<sup>126</sup>
2. Fees paid to consultants during the year 2024 are broken down as follows: legal consulting COP 3,916,885,702, financial consulting COP 2,160,802,624, tax consulting COP 359,129,033 and technical consulting COP 48,064,224,662.
3. Transfers of money and other assets were made for no consideration in favor of the following juridical persons: (Table 1).
4. Advertising and publicity expenses for the year 2024 totaled COP 87,549,097,091.
5. Organización Terpel S.A.'s funds and obligations abroad for the year 2024 (includes accounts abroad) totaled COP 35,852,060,951. (Table 2)
6. The company's investments as at December 31, 2024 totaled COP 1,984,474,209 and were the following: (Table 3).

<sup>126</sup> Fees include any additional items, such as per diems, travel allowances, etc.

**Table 1**

Identification	Name	Amount	Donations
83013227692	Terpel Foundation	8,140,000,000	Money
8305042841	Fundación Catalina Muñoz	390,662,828	Money
8000653948	Corporación Mundial de la Mujer	69,760,000	Money
8301240321	Fundación Best Buddies Colombia	56,790,600	Money
9007349625	Fundación para el Desarrollo Integral a la Comunidad	8,000,000	Money
8600764776	Civil Air Patrol	316,634,556	In kind
8908009758	Fundación Obras Sociales	44,823,104	In kind
8999991022	Colombian Air Force	29,132,000	In kind
8300392087	Ministry of National Defense	29,132,000	In kind
8001413792	National Police Anti-Narcotics Division	5,970,325	In kind
83013227692	Terpel Foundation	4,871,325	In kind
9002054071	Sociedad Operadora de Aeropuertos	115,380	In kind
<b>Total</b>		<b>9,095,892,753</b>	

**Table 2**

Identification	Institution	Amount in USD	Amount in COP
133379014	JP Morganchase Bankyork	8,195,295.11	35,852,060,951

**Table 3**

Identification	Name	% Share	Investment
1019-225-108400 DV.92	Petrolera Nacional S.A.	100%	628,477,631
130780331	Terpel República Dominicana SRL	100%	38,243,448
9004330392	Terpel Energía S.A.S E.S.P	100%	23,294,079
1944745	Organización Terpel Corporation	100%	1,127,917,535
901.210.452-5	Terpel Exportaciones CI. S.A.S	100%	55,992,921
993382482001	Terpel Lubricantes Ecuador	100%	6,263,375
901045599	Sociedad Portuaria S.A.	90%	1,643,075
901367440-1	Stem Terpel S.A.S	51%	128,124
9014658554	Flux Terpel S.A.S	40%	9,443,365
990962170001	Terpel Comercial Ecuador Cia Ltda	100%	63,554,693
20511995028	Terpel Perú S.A.C.	36%	25,102,509
20521921618	PGN Norte S.A.C.	25%	2,425,138
20521021880	PGN Sur S.A.C.	25%	1,358,316
<b>Totales</b>			<b>1,984,474,209</b>

\*On June 20, 2024, Organización Terpel S.A. signed an agreement for the sale of 100% of its subsidiary Terpel Comercial Ecuador Cia. Ltda. Therefore, this company has been reclassified to assets held for sale in the financial statements.

## C. Good Governance Report

Organización Terpel S.A. is committed to adopting best practices for corporate governance in accordance with the highest standards established for securities issuers in External Circular 028 of 2014 issued by the Financial Superintendence of Colombia. Terpel considers corporate governance to be its most important tool for promoting its corporate strategy, vision, and principles of respect, integrity, trust, and fair treatment in all its relations with its various stakeholders and the company's management bodies.

Organización Terpel S.A. filled out and submitted the Corporate Best Practices Report called "Country Code Survey," which is available for consultation both on the company's website, and as an annex to and integral part of this report. As a result of these best practices in corporate governance, Terpel has once again received the IR Award for Issuers from the Colombian Stock Exchange, with the best results in its history, thanks to its adoption of best practices in information disclosure and investor relations for the provision of sufficient and timely information through appropriate communication channels.

Lastly, Terpel continued as an active member of the Colombian Institute of Corporate Governance - ICGC. The purpose of the Institute is to promote the development and adoption of best practices in corporate governance in Colombia, thereby helping improve the management and performance of organizations.

### C.1. The organization's ownership structure de la Organización

There were no changes in the capital structure in 2024, maintaining a total of 195,999,466 common shares, 14,574,961 of which have been repurchased, for a total of 181,424,505 common shares outstanding. As at December 31, 2024, 58.51% is held by the majority shareholder Compañía de Petróleos de Chile Copec S.A. (56.18% held directly, corresponding to 101,930,028 common shares, and 2.33% held indirectly through its related company Copec Overseas with 4,230,457 common shares of Organización Terpel S.A.).

Except in the case of disputes between shareholders, or between shareholders and the organization or its Board of Directors, which by express legal provision must necessarily be settled in the ordinary jurisdiction, the company's bylaws include mechanisms for settling disputes, such as direct agreement, amiable composition, conciliation, or arbitration.

We would like to report that during the year 2024, in accordance with the provisions of the Good Governance Code, no agreements have been reported between shareholders, nor were there negotiations of shares and/or securities issued by the organization on the part of the members of the Board of Directors, senior management, or other administrators. Nor were there any conflicts between shareholders that led them to use the mechanisms for settling disputes indicated in the company's bylaws.

During the same period, the directors acted in the best interests of the organization, taking into account the interests of its shareholders and stakeholders. In this regard, during 2024 we developed an online form for the prevention of conflicts of interest, available to all team members, with the purpose of maintaining transparent relationships in all transactions. The forms are analyzed by the Compliance Committee, the body



made up of the vice president of human resources and administration, the administrative manager, the internal audit manager, the compliance officer, and the head of labor relations. That committee then makes the recommendations necessary to manage potential conflicts of interest, and communicates them to both the immediate supervisor and the reporting employee.

Employees of the organization are therefore expected to act with due diligence and loyalty in reporting situations involving conflicts of interest, while maintaining confidentiality. All of the activities of the organization are characterized

by integrity, respect, and reliability, as well as adherence to the rules of business ethics and good faith, and respect for laws and business customs. We focus on fulfilling the corporate purpose while emphasizing and giving priority to the common good and service to the community.

A employee of the organization who is faced with an occasional conflict of interest must follow this procedure: 1. Report the conflict in writing to the employee's supervisor, with details about the situation. The supervisor will determine whether the employee must continue with the respective process; 2. Refrain from direct or

indirect intervention in the activities and decisions related to the company's determinations regarding the conflict, or cease all actions in the case of knowledge of a conflict of interest; 3. Decisions or actions by managers at Organización Terpel S.A. must pursue the satisfaction of the organization's interests and respect for the rights of shareholders, and must not be motivated by considerations of a personal nature; 4. Relationships of kinship or friendship, and expectations relative to current or potential suppliers, contractors, customers, or competitors must not compromise their independence and good judgment in protecting the interests of Organización Terpel S.A. When the

conflict of interest faced by an employee of the organization is ongoing, he or she must follow the following procedure: 1. Inform his or her supervisor and immediately refrain from taking any action or intervening, directly or indirectly, in the activities and decisions related to the company's determinations regarding the conflict; 2. The supervisor must immediately report the conflict of interest to the Compliance Committee, which will make the decisions necessary. If the conflict of interest arises at the level of the Board of Directors, the provisions contained in the Internal Regulations of the Board of Directors shall apply.



Decisions or actions by managers at Organización Terpel must pursue the satisfaction of the organization's interests and respect for the rights of shareholders, and must not be motivated by considerations of a personal nature. Relationships of kinship or friendship, and expectations relative to current or potential suppliers, contractors, customers, or competitors must not compromise their independence and good judgment in protecting the interests of Organización Terpel S.A. and its business group. Doubts as to which actions constitute a conflict of interest do not relieve an employee of the obligation to refrain from participating in such activities until a final decision has been made by the corresponding body.

### **C.2. Composition of the Board of Directors and senior management**

This information is provided in more detail in the section "Senior management profiles" in this Annual Report.

### **C.3. Functions of the Board of Directors and senior management**

Terpel's vision is "By 2025, a highly inspirational team will make Terpel the #1 brand in service, recognized as a Country partner," and its purpose is "to power people, businesses, and the country with the best energy." It is clear from this, that governance of the company is inspired by achieving our business strategy and objectives and by carrying out the important functions involved in our corporate purpose. With this perspective and in order to meet this goal, the Board of Directors holds the following powers: 1.- To establish its own regulations and to determine the organization's internal regulations; 2.- To cooperate with the president in the administration and management of the company's business, and to delegate to the president or any other employee any functions it deems convenient; 3.- To, each year, elect the president of the organization and their alternate, as well as the legal representative and an alternate;

4.- To order, when deemed appropriate, the formation of advisory or technical committees composed of the number of members it assigns to advise the president on determined matters, and to create other positions it may deem necessary for the good service of the company, and to determine their functions and remuneration; 5.- To designate the members of the Audit Committee; 6.- With the President of the organization, to present to the General Shareholders' Assembly the balance sheet for each fiscal year, and the other annexes and reports referred to in article 446 of the Code of Commerce, after they have been considered by the Audit Committee. In addition, when deemed convenient, to propose to the General Shareholders' Assembly any amendments it deems appropriate to the bylaws; 7.- To advise the President, upon request, in connection with legal actions to be filed or prosecuted; 8.- To call a special session of the General Shareholders' Assembly whenever deemed convenient, or when requested by a number of shareholders representing at least one fourth of the subscribed shares; 9.- To give an advisory vote when the General Shareholders' Assembly so requests or when so determined by the bylaws; 10.- When it sees fit, to examine, either directly or through a committee, the organization's books, accounts, documents, and cash; 11.- To approve the acquisition of other companies, sell them, or propose to the General Shareholders' Assembly their incorporation or merger with another company; 12.- To establish or eliminate branches or agencies inside or outside of the country, to regulate their operations, and to establish at all times the powers and duties of the administrators; 13.- To regulate placements of common shares the organization has in reserve; 14.- To determine headings to be taken to special funds; 15.- To interpret any bylaws on which there are doubts and establish their meaning until the next General Shareholders' Assembly can be convened to address the matter; 16.- To authorize the president to enter into any act or contract in an amount greater than three million dollars (USD 3,000,000), except

for the acquisition, sale, distribution, supply, and transportation of products derived from petroleum, natural gas, LPG, and biofuels, the purchase, sale, or acquisition under any title, import, export, production, storage, packaging, transportation, supply, and distribution of synthetic lubricant base oils and synthetic lubricants; the purchase, sale, acquisition under any title and distribution of electric energy and/or any other alternative energy to vehicles, through service stations and/or any other location and/or means of supply; the assembly, construction, operation, business development, storage, sale, distribution, dispensing, manufacture, assembly, purchase or sale, import, export, commercialization, and supply of parts, accessories, devices, machinery, and equipment for electric vehicle charging stations or any other electric vehicle charging system, as well as the provision of consulting services related to these activities; which are not subject to the stated restriction; 19.- To approve the issuance of securities, including, but not limited to the preparation and approval of the corresponding Issuance and Placement Regulations, and the determination of other terms and conditions deemed pertinent to undertake the issuance of the securities, and to delegate the power to the legal representative to take, either directly or through a proxy, all actions necessary for the successful placement of the securities; 20.- To create and/or modify the Good Governance Code; 21.- To approve the acquisition of shares of the company; 22.- To designate from among the legal representatives or the legal representative, the person responsible for timely disclosure of the organization's relevant information; 23.- To consider and respond in writing to proposals submitted and justified in a clear manner by any shareholder or group of shareholders.

The Board of Directors shall provide a response through the legal representative within sixty (60) calendar days from the date of the request. In addition to the above, the Board of Directors shall have the power: 24.- To appoint the president of the company, and executives of subsidiaries, affiliates, or branches of the organization; 25.- To sell shares owned by the organization; 26.- To form strategic partnerships or any other type of equivalent agreement with third parties; 27.- To dispose of assets and investments under any title; 28.- To make investments in other companies; 29.- To take out guarantees to secure the organization's obligations, and 30.- To guarantee obligations of the organization or its affiliates or subsidiaries.

None of the members of Terpel's Board of Directors are legal representatives or members of the organization's senior management. Likewise, in accordance with the prohibition contained in Article 26 of the Internal Regulations of the Board of Directors, the person acting as the company's legal representative may not serve as the chairman of the Board of Directors.

The chairman of the Board of Directors is responsible for directing the activities of Terpel's Board of Directors and the secretary is responsible for coordinating them. Therefore, in the Internal Regulations of the Board of Directors, the following are the ordinary powers of the chairman of the Board of Directors: 1. - To ensure that the Board of Directors establishes and efficiently implements the company's strategic direction; 2. - To promote corporate governance, acting as a liaison between the shareholders and the Board of Directors; 3. - To coordinate and plan the operation of the Board of Directors by establishing an annual work plan based on the functions assigned; 4. - To call meetings, either directly or through the Secretary of the Board of Directors; 5. - To prepare the agenda for the meetings, in coordination with the president of the organization, the secretary of the Board of Directors, and the other members; among other powers. For the term from April 2022 to April 2025, Mr. Arturo Natho Gamboa will serve as chairman.

The powers of the secretary of the Board of Directors are the following: 1. To give the members of the Board of Directors all assistance and information necessary to perform their duties; 2. To save corporate documentation; 3. To prepare the minutes of the meetings, taking special care to faithfully reflect the content of the meetings and to identify the supporting documents for the decisions made, as well as the reasons for either agreement or disagreement stated by those

present; 4. To bear witness to the resolutions of the Board of Directors; 5. To deliver all information required by the members of the Board of Directors at least two (2) calendar days prior to the meetings, in accordance with the agenda items indicated in the notice of the meeting; 6. To send to all the regular and alternate members copies of the minutes of each board meeting as soon as they are approved; and; 7. To make available to first-time elected members of the Board of Directors, as well as alternate numbers, sufficient information to have specific knowledge about the company and the sector in which it operates. For the term from April 2022 to April 2025, the vice president of corporate and legal affairs will serve as the secretary of the Board.

#### **C.4. Committees of the Board of Directors**

This information is provided in greater detail in the chapters "Compensation and Benefits Committee" and "Audit, Risks, and Corporate Governance Committee" in this regular year-end report.

#### **D. General Shareholders' Assembly**

We held our Shareholders' Assembly on the twenty-second (22) day of March, two thousand and twenty-four (2024) at eight o'clock in the morning (8:00 a.m.), with sufficient quorum to deliberate and make decisions, guaranteeing the transparency of the decisions. The invitation to attend was sent on February 20, 2024, and the meeting was held in person with real-time streaming for those shareholders unable to attend.

With respect to control systems, the company has fully complied with the regulations applicable to the rights of data subjects. Terpel also has an effective manual for the management and prevention of the risks of money laundering, financing of terrorism, and corruption related to our activities as an issuer of securities, port operator, customs user, and ground cargo transporter, and we have strictly complied with the rules and regulations applicable to the prevention and control of the risk of money laundering and financing of terrorism. In fact, in 2024, we worked to strengthen these policies and procedures, creating a separate department to manage these issues. That department prepares the relevant reports for the competent authorities, especially the Financial Information and Analysis Unit (UIAF in Spanish). We also continued to train all company employees in this area.

On the topic of rights of data subjects, we would like to highlight our compliance with these rules, the training we have provided for employees of the organization, and the registration of our databases with the competent authority.

The following are the regulatory changes that have a significant impact on the organization's business

#### **E. Intellectual Property**

This information is provided in greater detail in the chapter "*List of patents, trademarks, licenses, franchises and other intellectual property rights owned by the company and essential to the development of its business, and the identification of associated risks and corresponding controls*" in this regular year end report.

ANNEX 2

# COUNTRY CODE

The logo for Terpel, featuring a stylized 'O' shape followed by the word 'terpel' in a lowercase, sans-serif font.

# Report on the implementation of best corporate practices

## ORGANIZACIÓN TERPEL S.A.

Main legal representative

OSCAR ANDRÉS BRAVO RESTREPO

Designated legal representative for filing the implementation report

ALONSO BOTERO PARDO

Reporting period 2024

Reporting date January 2025

## Introduction

Issuers are required to report to the Financial Superintendent of Colombia (SFC) on the implementation of the recommendations of the new Colombian Code of Best Corporate Practices, through this "Report on the Implementation of Best Corporate Practices."

The purpose of this report is to inform the securities market about each issuer's implementation or non-implementation of the Code's recommendations. For this purpose, next to each recommendation there are three boxes corresponding to YES, NO and N.A., and a space to complete the answer as follows:

If the answer is "yes", the issuer should briefly describe how it has implemented the recommendation. If the answer is "no", the issuer should explain the reasons why it has not implemented the recommendation.

The issuer may answer "N.A." only in cases where it is not legally possible for the issuer to adopt the recommendation. In this case, the issuer must indicate the precise rule that prevents it from doing so.

Given that some recommendations are made up of a series of specific aspects, it is important to emphasize that they are considered to have been implemented only if all the aspects that make them up have been implemented, unless the reason for not adopting some of them is of a legal nature, which must be indicated.

Each recommendation has a box to indicate the date on which it was first implemented by the issuer. There is also a box to indicate the dates on which changes have been made.

Finally, when the issuer, by its nature, does not have the specific body to which the recommendation refers, it is understood that the recommendation refers to the body that is equivalent to, or takes its place within the company.

## II. Rights and equitable treatment of shareholders

### Measure No. 1: Principle of equal treatment

**1.1 The Company provides equal treatment** to all shareholders who are in the same situation within the same class of shares, without this implying that some shareholders receive privileged information compared to others.

**1.1 Implements the Measure** YES  NO  N/A

#### YES. Brief description:

Paragraph 1.3 of the Code of Good Governance establishes the "Shareholders' Right to Equality," which states that "The management and administration of Organización Terpel S.A.'s business by the Board of Directors and the Company's Legal Representative shall at all times guarantee the recognition and effective respect of the right to equality of all the Company's shareholders. The members of the Board of Directors and the Legal Representative of the company must constantly strive to ensure that the equal rights of the shareholders are guaranteed in the decisions made by the company's various governing bodies."

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2001  
**Dates of modifications** 2015

**1.2 The Board of Directors has approved a specific procedure** that defines the Company's practices for **engaging with shareholders in different circumstances**, such as access to information, resolution of requests for information, and communication channels and forms of interaction between shareholders and the Company, its Board of Directors and other administrators.

**1.2 Implements the Measure** YES  NO  N/A

#### YES. Brief description:

Article 47 of the company's articles of incorporation states that it is the duty of the Board of Directors "23. To consider and respond in writing to any proposal submitted and duly substantiated by any shareholder or group of shareholders. The Board of Directors, through the Legal Representative, shall provide a response within sixty (60) calendar days from the date of the request." In addition, there are a number of channels for communicating with shareholders, as described in the Code of Good Governance: "3.4.

"Means of informing. The information to be provided by the Company to its shareholders and investors will be available at the main offices of Organización Terpel S.A. in the city of Bogotá; "5.6. "Shareholder / Investor Relations Office. The objective of the Shareholder / Investor Relations office is to create a preference for investing in Organización Terpel S.A. through knowledge of the company, the provision of quality information, proper disclosure of its activities and regular contact with the community of shareholders, investors, and local and international analysts. In addition, it will serve as a liaison between shareholders and investors and the company's governing bodies and, in general, will be responsible for learning about their needs, requirements and suggestions. If an investor believes that there has been a violation of these rules, they should send a written communication to the Vice President of Corporate and Legal Affairs, Investor Service Office, located at Carrera 7 No. 75 - 51 Office 13-01, in the city of Bogotá D.C., or to the following e-mail address: [accionistas@terpel.com](mailto:accionistas@terpel.com). This office will notify the Board of Directors at the next scheduled meeting, at which time the relevant decisions will be made and communicated to the petitioning shareholder; 5.7. Web page: The Organización Terpel S.A. website ([www.terpel.com](http://www.terpel.com)) is available to different audiences, presenting information of interest to its shareholders and investors, as well as to other people interested in its operations (customers, analysts, the community, journalists, suppliers, etc.). This Code of Good Governance and the Company's financial statements are published on the website."

This procedure is also described in the "Investor Services Manual," published in both English and Spanish, in which the Company explains to shareholders the channels they can use to submit their requests, claims and proposals, further facilitating fluid communication, using the following link: <https://www.terpel.com/en/shareholders-investors/services/investor-services>

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2001  
**Dates of modifications** 2009

## Measure No. 2. Share information

**2.1 Through its website, the company clearly, accurately and fully discloses to the public the different classes of shares issued** by the company, the number of shares issued for each class and the number of shares in reserve, as well as the rights and obligations attaching to each class of shares.

**2.1 Implements the Measure** YES  NO  N/A

#### YES. Brief description:

This information is available on the company's website under the "Shareholders and Investors" tab, clicking on "Corporate Governance" and then "Structure and Administration," and then scrolling down and clicking on "Summary of OT share capital." This is the link for direct access: <https://www.terpel.com/en/shareholders-investors/corporate-governance/structure-and-administration>

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 20/11/2012  
**Dates of modifications** N/A

all documents that would explain the transaction in detail (for example, in the case of a merger transaction, the Merger Agreement with all its annexes and other relevant information would be made available).

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

## Measure No. 4: Information and communication with shareholders

**4.1 The company has a corporate website**, in Spanish and English, with a link to Corporate Governance or Shareholders and Investor Relations, or its equivalent, that contains financial and non-financial information in accordance with recommendations 32.3 and 33.3. In no case will it contain confidential information of the company or information related to trade secrets or information the disclosure of which could be used to the detriment of the company.

**4.1 Implements the Measure** YES  NO  N/A

#### YES. Brief description:

**NO. Explain:**

The company has a corporate website, in Spanish and English, with a section dedicated to corporate governance and investor relations, which includes financial and non-financial information under the terms proposed in Recommendation 32.3 and most of the components of Recommendation 33.3. This website is the main channel for the exchange of information between the company, its shareholders and the general public.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**4.2 The company has shareholder-exclusive mechanisms for continuous access and use, such as a link on the website exclusively for shareholders**, or an office for shareholder and investor relations, or periodic information meetings, so that shareholders can express their opinions, concerns or suggestions regarding the company's development or related to their status as shareholders, among other things

**4.2 Implements the Measure** YES  NO  N/A **YES. Brief description:**

Terpel has an Office for Attention to Shareholders that shareholders can use to communicate by e-mail, telephone and/or in person. It also holds regular meetings to present quarterly financial results with the active participation of shareholders and investors. This is in accordance with paragraphs 5.6 and 5.7 of the Good Governance Code.

It has also published the "Investor Services Manual," in both English and Spanish, in which the company explains to shareholders the procedures and channels for submitting their requests, claims, and proposals, further facilitating fluid communication.

**NO. Explain:****N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2013  
**Dates of modifications** 2017

**4.3 The company organizes quarterly results presentations for its shareholders and market analysts**, which may be held in person or by means of remote communication (conference call, videoconference, etc.).

**4.3 Implements the Measure** YES  NO  N/A **YES. Brief description:**

Paragraph 1.4.3 of the Good Governance Code states that the company has the duty to provide information on its management and the results of the company's investments, in terms of quantity, quality and timeliness, under equal conditions for all shareholders. Likewise, committed to best corporate governance practices, Terpel fully complies with the strict guidelines established by the Colombian Stock Exchange, which has awarded it the IR Issuer Award.

The company delivers quarterly results using a technological platform that provides access to shareholders and potential investors, and prepares reports that are published on the company's website, on the "Shareholders and Investors" tab, in both English and Spanish. This page of the site is particularly active and highly participatory.

**NO. Explain:****N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2013  
**Dates of modifications** N/A

**4.4. The company organizes or participates in fixed income presentations, events or forums, mainly for debt investors and market analysts**, where the issuer's business indicators, debt management, financial policies, ratings, and performance with respect to covenants, etc. are updated.

**4.4 Implements the Measure** YES  NO  N/A **YES. Brief description:**

Since its incorporation as a securities issuer, the company has presented its quarterly results in both English and Spanish using a technological platform that provides access to all shareholders and potential investors from anywhere in the world. This is an active event with a high level of participation. Reports on the event are published on the company's website on the "Shareholders and Investors" tab. This is in accordance with the provisions of paragraph 1.4.3 of the Corporate Governance Code.

Likewise, committed to best corporate governance practices, Terpel fully complies with the strict guidelines established by the Colombian Stock Exchange for information disclosure and transparency, for which it has been awarded the IR Issuer Award.

In addition to the above, the company participates in forums and events organized by market analysts and stockbrokers where fixed income issuers (among others) provide updates on the issuer's business indicators, management of its debts, financial policy, ratings, and behavior with respect to covenants, etc.

The above information can be viewed at the following link: <https://www.terpel.com/en/shareholders-investors/results-and-communications/quarterly-results>

**NO. Explain:****N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2013  
**Dates of modifications** N/A

**4.5. The company's Articles of Incorporation provide that a shareholder or group of shareholders representing at least five percent (5%) of the capital may request the performance of special audits** on matters other than those audited by the company's statutory auditors. Depending on its capital structure, the company may set a percentage lower than five percent (5%).

**4.5 Implements the Measure** YES  NO  N/A **YES. Brief description:**

In effect, Article Eight of the company's corporate bylaws provide that a shareholder or group of shareholders representing at least five percent (5%) of the capital stock may request the performance of special audits on matters other than those audited by the statutory auditor. Such a request must be addressed to the Chairman of the Board of Directors and signed by all interested shareholders, specifying the considerations and questions to be resolved. The Board of Directors, through the Legal Representative, shall report the results of the audit within the following sixty (60) calendar days. Management may reject audit requests out of hand if they are unclear or involve matters for which the Statutory Auditor is responsible.

**NO. Explain:****N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2015  
**Dates of modifications** N/A

**4.6. The company has a written procedure** for exercising this right, with the particulars described in Recommendation 4.6.

**4.6 Implements the Measure** YES  NO  N/A **YES. Brief description:****NO. Explain:**

Although Article Eight of the corporate bylaws establishes the right of shareholders to request the performance of special audits on matters other than those audited by the statutory auditor when requested by a shareholder or group of shareholders representing at least five percent (5%) of the share capital, and this document establishes the most relevant aspects of the procedure for requesting and conducting such audits, the company has not considered it appropriate to include an exhaustive procedure in the body of the bylaws. But the elements of this recommendation are complemented in point 4 of paragraph 1.2 of the Company's Good Governance Code.

Therefore, despite the fact that the Company establishes a procedure for such audits, because it is located in two of the corporate documents and not only in the corporate bylaws, the answer is 'No.'

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**Measure No. 5. Actions to be taken by senior management in the event of a change or takeover of control of the company**

**5.1** The members of the Board of Directors and senior management have expressly accepted in their letters of acceptance or contracts that there will be periods during which they will refrain from trading, directly, or indirectly through intermediaries, in the shares of the company, at such a time as they become aware of the submission of a takeover bid or other relevant transactions such as mergers or spin-offs.

**5.1 Implements the Measure** YES  NO  N/A **YES. Brief description:****NO. Explain:**

In view of the importance of this issue for the company, it did not consider the establishment of this commitment in the letters of acceptance of the members of the Board of Directors and of senior management to be sufficient. In fact, it is the Good Governance Code, and in particular paragraphs 4.2.2.4, 4.2.2.5 and 5.2.2.2, that establishes the prohibition on the acquisition, trading or sale of the company's shares by company administrators, either directly or through an intermediary, during their term of office, in the case of transactions for speculative purposes. In those cases in which the administrators wish to acquire or dispose of shares of the company for reasons other than speculation, they may carry out the corresponding transaction provided that they have previously obtained the approval of two-thirds (2/3) of the members of the Board of Directors of the company, excluding the vote of the applicant.

In those cases in which half plus one of the total number of members of the Board of Directors wishes to sell or acquire shares of the Company for reasons other than speculation, the authorization to carry out such transaction shall be granted by the General Shareholders' Assembly with the affirmative vote of the ordinary majority provided for in the corporate bylaws, excluding the vote of the applicants. The person interested in carrying out the transaction must submit a written request for authorization to the Vice President of Corporate and Legal Affairs at least 5 business days prior to the meeting of the Board of Directors or the convening of the ordinary or extraordinary General Shareholders' Assembly at which the request is to be considered, containing at least the information set forth in paragraph 4.2.2.5 of the Company's Good Governance Code.

**N.A. Specify the rules that prevent adoption of the recommendation:**

Implementation date N/A  
Dates of modifications N/A

**Measure No. 6: Listing of companies included in conglomerates.**

**6.1** Notwithstanding the independence of each company included in the conglomerate and the responsibilities of its administrative bodies, there is an organizational structure of the conglomerate that defines, for the three (3) levels of governance - shareholders' meeting, board of directors and senior management - the key individual bodies and positions, as well as the relationships among them, that is public, clear and transparent, that allows for the establishment of clear lines of responsibility and communication, and that facilitates the strategic direction, supervision, control and effective management of the conglomerate.

**6.1 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

**NO. Explain:**

In the "Shareholders and Investors" module, there is an organizational structure that identifies the three levels of governance for each company in a subordinate relationship and the lines of responsibility.

The corporate structure can be consulted at the following link: <https://www.terpel.com/en/shareholders-investors/corporate-governance/structure-and-administration>

**N.A. Specify the rules that prevent adoption of the recommendation:**

Implementation date N/A  
Dates of modifications N/A

**6.2 The parent company and its main subsidiaries have established a reference framework for their intercompany relations** through the signing of a public agreement, approved by the Board of Directors of each of these companies, that regulates the matters referred to in Recommendation 6.2.

**6.2 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

**NO. Explain:**

All transactions carried out by the company with related parties comply with the regulations in force, taking into account and managing any situation that may give rise to a conflict of interest. In addition, all transactions with related parties are presented to the Board of Directors on a monthly basis, taking advantage of any synergies but maintaining full transparency regarding these transactions.

Now, Terpel has incorporated the items of the recommendation into a variety of corporate documents. However, because these guidelines are not contained in a single document, and because they are for internal use only and have not been published, the answer must be 'no.'

**N.A. Specify the rules that prevent adoption of the recommendation:**

Implementation date N/A  
Dates of modifications N/A

**Measure No. 7: Dispute resolution**

**7.1** Except in the case of disputes between shareholders, or between shareholders and the company or its Board of Directors, which by express legal provision must necessarily be settled in the ordinary jurisdiction, the company's bylaws include mechanisms for settling disputes, such as direct agreement, amiable composition, conciliation, or arbitration.

**7.1 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

According to article seventy-two (72) of the company's bylaws, any differences that arise at any time, even during the liquidation period, between the shareholders or between one or more of them and the company, in connection with the corporate agreement may be resolved: (i) by direct agreement between the parties within thirty (60) calendar days of the written notice of the party claiming the existence of the dispute. (ii) If no direct agreement is reached within such period, either party may convene an arbitration tribunal, which shall be governed by the following rules: The arbitration panel shall be composed of three (3) arbitrators appointed by mutual agreement of the parties. If the parties do not agree, in whole or in part, on the appointment of the arbitrators, either party may request the Arbitration and Conciliation Center at the Bogotá Chamber of Commerce to make the appointment. The arbitrators appointed must be Colombian citizens and registered lawyers, who shall produce a remedy at law. The appointment of the arbitrators shall be made within thirty (30) days from the date on which one of the parties notifies the other in writing of the disputes subject to arbitration. The arbitration court shall be held in the city of Bogotá, D.C., in accordance with the rules of the Bogotá Chamber of Commerce. The rules of the Code of Commerce shall apply in all matters not provided for herein.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

Implementation date 2001  
Dates of modifications 2009

**General Shareholders' Meeting**

**Measure No. 8 Functions and Responsibilities**

**8.1** In addition to the other functions assigned to the General Shareholders' Assembly by law, the **Bylaws expressly include the functions of the General Shareholders' Assembly as indicated in Recommendation 8.1**, emphasizing their exclusive and non-delegable nature.

**8.1 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

**NO. Explain:**

In Article Thirty-nine (39) of its bylaws, the Company has regulated as non-delegable functions of the Shareholders' Assembly the assignment of fees to the members of the Board of Directors, the manner of their election, and the disposition of company assets. However, since the remuneration of the Board of Directors and senior management does not include components that are linked to variations in share value, although this is considered to be a good practice, the literal wording of the recommendation is not implemented, so in this case, the answer is 'no.'

**N.A. Specify the rules that prevent adoption of the recommendation:**

Implementation date N/A  
Dates of modifications N/A

**Measure No. 9: Regulations of the General Shareholders' Assembly**

**9.1 The company has regulations for the General Shareholders' Assembly**, which regulate all matters relating to the General Shareholders' Assembly, from the convening of the Assembly to the preparation of the information to be sent to the shareholders, to the attendance, development and exercise of the voting rights of the shareholders, so that the shareholders are fully informed about the entire system for the development of the General Shareholders' Assembly.

**9.1 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

The Regulations are published on the website and regulate all matters related to the holding of the Shareholders' Assembly (from the convening of the meeting, to the requirements for valid deliberation and decision, etc.).

The Regulations of the General Shareholders' Assembly can be consulted at the following link: <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

Implementation date 2008  
Dates of modifications 2015

**Measure No. 10: Convening of the Assembly**

**10.1** In order to facilitate the exercise of the shareholders' right to information, the **bylaws establish that ordinary General Shareholders' Assemblies must be convened at least thirty (30) calendar days in advance, and extraordinary assemblies must be convened at least fifteen (15) calendar days in advance.** This is without prejudice to legal deadlines established for corporate reorganizations (e.g. merger, spin-off or transformation).

**10.1 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

Article thirty-one (31) of the bylaws establishes that ordinary General Shareholders' Assemblies must be convened at least thirty (30) calendar days in advance, and extraordinary assemblies must be convened at least fifteen (15) calendar days in advance.

The corporate bylaws can be consulted at the following link: <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

**NO. Explain:****N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	2013
<b>Dates of modifications</b>	N/A

**10.3** In order to increase the transparency of the decision-making process at the General Assembly, **the company has established that, in addition to an agenda with a list of items to be discussed, the proposals of the Board of Directors to be submitted to the General Assembly for each item on the agenda are made available** to the shareholders at the same time as the meeting is convened or at least fifteen (15) days prior to the meeting.

**10.3 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

A link is included below to the company's bylaws, the Good Governance Code and the Internal Regulations for the General Shareholders' Assembly (public documents on Terpel's website), which establish the formal provisions that allow shareholders, through the right of inspection (15 days prior to the General Shareholders' Assembly), to review point by point the issues to be discussed.

Thus, Article 8 of the company's bylaws, " Rights of shareholders." states: (...)4.- The right to freely inspect the company's books and records within fifteen (15) working days prior to the General Shareholders' Assembly at which the annual financial statements are to be examined. In turn, Chapter 1, Paragraph 2.1.4 of the Good Governance Code states: "The Board of Directors shall allow the shareholders or their representatives to exercise the right to inspect the company's books and records during the fifteen (15) business days prior to the meeting, during which time the shareholders may request clarifications and/or ask questions regarding the items included in the convening notice.

**10.2 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

In addition to being published in a newspaper with national circulation, notice is sent by e-mail to all shareholders who have registered their e-mail addresses. Simultaneously, it is published on the Company's website on the "Shareholders and Investors" tab, and on the website of the Superintendent of Finance of Colombia (SIMEV).

Paragraph 2.1.5 of the Good Governance Code, in turn, establishes that "Organización Terpel S.A. shall publish on its website the meeting agenda and the proposals of man-

agement (...) Shareholders who register their e-mail address shall be sent the agenda and the content of the proposals."

To ensure maximum distribution and exposure, Terpel has posted the GSA 2023 Notice at the following link: <https://www.terpel.com/en/shareholders-investors/corporate-governance/shareholders-meeting>

**NO. Explain:****N.A. Specify the rules that prevent adoption of the recommendation:**

The administration will respond using the same means by which the requests are submitted until the business day prior to the Assembly. The Administration may refuse consultations unrelated to the agenda for the meeting. Likewise, during the fifteen (15) business days prior to the meeting in which a possible merger, spin-off, transformation of the company or cancellation of the registration of the shares, in the event that the company trades the shares publicly on the stock exchange, is to be discussed, the shareholders shall have the right to inspect the projects, as the case may be, through the Company's Vice President for Corporate and Legal Affairs and/or Terpel's website"; also section 3.4. Ibid "Means of Informing. The information to be provided by the Company to its shareholders and investors will be available at the main offices of Organización Terpel S.A. in the city of Bogotá."

In addition, Article 4 of the Internal Regulations for the Assembly establishes that "Organización Terpel S.A. shall publish on the website the agenda of the meeting and the proposals of the administration at least fifteen (15) business days prior to the date of the Ordinary General Assembly. Likewise, when the purpose is to approve year-end balance sheets, the notice shall be published on the website no less than fifteen (15) business days in advance."

In this regard, see:

1. Good Governance Code  
<https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

2. Corporate bylaws  
<https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

3. Assembly Internal Regulations  
<https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

**NO. Explain:****N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	2001
<b>Dates of modifications</b>	2013

**10.4 A partial spin-off can only be considered and approved by the shareholders' assembly when this item is expressly included** in the notice of the assembly.

**10.4 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

The corporate bylaws establish in "ARTICLE FIFTY-NINE - PUBLICITY: Any proposal for a spin-off, merger or transformation must be made available to the shareholders at the offices where the administration of the corporation is carried out at its main domicile, at least fifteen (15) business days prior to the meeting at which the respective proposal is to be considered. When convening such a meeting, the agenda must include the item relating to the spin-off, merger, transformation or deregistration and expressly state that the shareholders may exercise their right of withdrawal. In addition to the above, article 4 of the Internal Regulations of the General Shareholders' Assembly establishes that the notice of the General Shareholders' Assembly at which the spin-off of the company is to be discussed must explicitly mention the spin-off and must be sent 30 days in advance.

In addition, article thirty-nine of the company's corporate bylaws establishes that "the functions of the General Shareholders' Assembly are as follows 1.- To consider and approve amendments to the bylaws (...)", as in the case of a spin-off.

**NO. Explain:****N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	2001
<b>Dates of modifications</b>	N/A

**10.5 The agenda proposed by the Board of Directors shall state the precise content of the business to be discussed,** and shall avoid concealing or obscuring important matters under vague, generic, overly general or broad terms such as "other business" or "proposals and miscellaneous."

**10.5 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

In accordance with the corporate bylaws (Article 31) and current legislation (Code of Commerce Articles 424 and following), "The notice of meeting must contain the day, time and place where the General Shareholders' Assembly is to meet, as well as the purpose of the convening (...)."

**NO. Explain:****N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2001  
**Dates of modifications** N/A

**10.6. In the case of amendments to the bylaws, each substantially independent article or group of articles** shall be voted on separately. In any event, an article shall be voted on separately if a shareholder or group of shareholders representing at least five percent (5%) of the share capital so requests during the meeting, a right which shall be announced to the shareholders in advance.

**10.6 Implements the Measure** YES ■ NO □ N/A □

**YES. Brief description:**

In fact, when there have been amendments to the bylaws, the General Shareholders' Assembly votes separately on each of the articles of the reform of the bylaws, in accordance with the best governance practices of this agreement, all of which are recorded in the minutes of the General Shareholders' Assembly.

**NO. Explain:****N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2018  
**Dates of modifications** N/A

**10.7.** Without prejudice to the provisions of article 182 of the Code of Commerce, in order to strengthen and guarantee the right of shareholders to inspect and be informed prior to the General Shareholders' Meeting, **the bylaws recognize the right of shareholders, regardless of the size of their shareholding**, to propose the inclusion of one or more items to be discussed on the agenda of the General Shareholders' Meeting, within reasonable limits and provided that the request for new items is accompanied by a justification. The request by the shareholders must be made within five (5) calendar days following the publication of the notice of the meeting.

**10.7 Implementa la Medida** SI □ NO ■ N/A □

**YES. Brief description:****NO. Explain:**

Notwithstanding what is described above, the provisions of Article 31 of the company's bylaws establish that

"ARTICLE THIRTY-ONE. - CONVENING(...) Paragraph. The Board of Directors shall allow the shareholders or their representatives to exercise the right to inspect the company's books and records during the fifteen (15) business days prior to the meeting, during which time the shareholders may request clarifications and/or ask questions regarding the items included in the convening notice. The administration will respond using the same means by which the requests are submitted until the business day prior to the Assembly. The Administration may refuse consultations unrelated to the agenda for the meeting." It is important to note that any item in addition to what is on the agenda will be presented to the meeting under the "Proposals and Other Business" item.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**10.8.** If the Board of Directors rejects the request, it must respond in writing to those requests that are supported by at least five percent (5%) of the share capital, or a lower percentage established by the company based on the degree of concentration of ownership, **explaining the reasons for its decision** and informing the shareholders of their right to present their proposals during the meeting in accordance with the provisions of the aforementioned Article 182 of the Code of Commerce.

**10.8 Implementa la Medida** SI □ NO ■ N/A □

**YES. Brief description:****NO. Explain:**

In accordance with the paragraph of Article thirty-one and paragraph 23 of Article forty-seven of the bylaws, the administrators will give a reasoned response in writing to any shareholder who requests the inclusion of new items on the agenda of the General Shareholders' Assembly, regardless of the percentage of its participation in the share capital, and they will be instructed to present the proposal during the General Shareholders' Meeting.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**10.9** When the Board of Directors accepts the request, **a supplement to the notice of meeting is published at least fifteen (15) calendar days prior to the General**

**Shareholders' Assembly**, once the period for shareholders to propose items in accordance with the foregoing recommendations has expired.

**10.9 Implements the Measure** YES □ NO ■ N/A □

**YES. Brief description:****NO. Explain:**

The shareholder is informed that their new item must be submitted to the consideration of the Shareholders' Assembly during the course of the meeting, under the item "Proposals and other business." The Assembly shall deliberate and decide whether to include the proposed item once the agenda has been completed and as long as the legislation so permits (depending on the type of meeting and the topic suggested).

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**10.10 Shareholders may also submit new, substantiated proposals for resolutions on matters** already included in the agenda within the same time limit as stated in section 10.7. The Board of Directors deals with such proposals in a manner similar to that described in sections 10.8 and 10.9 above.

**10.10 Implements the Measure** YES □ NO ■ N/A □

**YES. Brief description:****NO. Explain:**

Shareholders may express their views on any item on the agenda during the General Assembly, where they are free to express their opinions, complaints or suggestions. However, in the case of an agreement between shareholders, the procedure established in the bylaws will be followed: "ARTICLE SEVENTY-FOUR. - AGREEMENTS BETWEEN SHAREHOLDERS: Two or more shareholders who are not directors of the company may enter into agreements by which they undertake to vote in the same way or in a specific way at shareholders' meetings. Such an agreement may include a provision allowing one or more of them or a third party to represent all of them at the meeting or meetings of the General Shareholders' Assembly. This agreement shall be effective with respect to the company, the parties, the other shareholders and third parties only if it is in writing, delivered to the legal representative for filing at the offices where the administration of the company is carried out, and published

in the National Register of Securities and Issuers. Otherwise, neither the company nor the other shareholders shall be liable for failure to comply with the terms of the agreement."

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**10.11 The Company is required to use electronic means of communication, in particular the company's website, to which shareholders have exclusive access**, in order to provide them with the documents and information associated with each item on the agenda of the Shareholders' Assembly.

**10.11 Implements the Measure** YES ■ NO □ N/A □

**YES. Brief description:**

The information associated with each item on the agenda is included on the "Shareholders and Investors" page of the website as public information. Terpel thus ensures that shareholders and potential investors are aware of the decisions that will be presented to the General Assembly for consideration. This is in compliance with the provisions of the Good Governance Code, which in its paragraph 2.1.5. establishes that "The company will publish the agenda of the meeting and the proposals of the administration on the website at least fifteen (15) working days prior to the date of the General Shareholders' Assembly. When the purpose is to approve year-end balance sheets, the notice shall be published on the website no less than thirty (30) calendar days in advance.

In the same way, the notice of the Shareholders' Meeting is sent by e-mail and only to those shareholders who have updated their information.

**NO. Explain:****N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2013  
**Dates of modifications** 2017

**10.12. The company's bylaws recognize the right of shareholders to request, in a timely manner and through traditional channels and/or, where applicable, using new technologies, any information or clarification they deem relevant or to submit in writing any questions they deem necessary with respect to the matters on the agenda, the documents they have received or the public information**

provided by the company. Depending on the date chosen by the company for convening the General Shareholders' Assembly, the company shall determine the period during which the shareholders may exercise this right.

**10.12 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

In effect, in accordance with article thirty-one (31) of the bylaws, the shareholders or their representatives may, during the fifteen (15) business days prior to the meeting, request clarifications and/or ask questions regarding the items included in the notice of the meeting. The administration will respond using the same means by which the requests are submitted until the business day prior to the Assembly. The Administration may refuse consultations unrelated to the agenda for the meeting.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	2001
<b>Dates of modifications</b>	2015

**10.13 The company has established that the information requested may be refused if**, in accordance with internal procedures, it can be characterized as: i) unreasonable; ii) irrelevant to understanding the progress or interests of the company; iii) confidential, including privileged information in the area of the securities market, industrial secrets, ongoing transactions whose success for the company depends substantially on the secrecy of their negotiation; and iv) other information, the disclosure of which would pose an imminent and serious threat to the competitiveness of the company.

**10.13 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

Article Thirty-One (31) of the company's bylaws states: "(...) **The Administration may refuse consultations not related to the agenda for the meeting**." (Underlined and bold not in original text). Likewise, point 7 of the Code of Conduct states that it is not possible to provide information that is strategic and/or privileged information, which is defined as follows:

- Strategic information: commercial, financial, operational, and technical information, know-how, new projects, agreements with customers and suppliers, records of

customers, investors, employees and litigation, among other information that may provide Terpel with competitive advantages, the appropriateness of which will be evaluated on a case-by-case basis. It is complemented by the provisions of the Information Policy in the Good Governance Code (article 3.1), which state that reserved information is understood to be information of general use that is not classified as confidential or that forms part of the Company's industrial, commercial or professional secrets. The second category refers to material whose use and disposal is the responsibility of the Company's administrators, including communications or material that may pose a risk to the Company's operations.

- Privileged information: According to Article 75 of Law 45 of 1990, "privileged information is information of a specific nature which has not been disclosed to the public and which, if it had been disclosed, would have been taken into account by a reasonably diligent and prudent investor in trading the relevant securities." Privileged information may be disclosed and/or used only with the authorization of the president, a vice president or whomsoever they directly and expressly designate. Unauthorized disclosure or use of such information may cause external damage to Terpel, with legal, economic and reputational consequences.

The bylaws, Good Governance Code, and Code of Conduct are published at the following link: <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	2001
<b>Dates of modifications</b>	2015

**10.14** When the answer given to a shareholder may give him an advantage, the **company guarantees other shareholders access to this answer** at the same time and under the same conditions, in accordance with the mechanisms established for this purpose.

**10.14 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

Article 2 of the "Investor Services Manual" states that "When the company considers that the response to a shareholder's request, claim or proposal may give an advantage to that

shareholder, the company shall guarantee the other shareholders immediate access to that response, in accordance with the mechanisms it has established for that purpose and under the same economic conditions."

This manual can be consulted at the following link: <https://www.terpel.com/en/shareholders-investors/services/investor-services>

This is in coordination with Paragraph 1.3 of the Code of Good Governance, "Shareholders' Right to Equality," which states that "The management and administration of Organización Terpel S.A.'s business by the Board of Directors and the Company's Legal Representative shall at all times guarantee the recognition and effective respect of the right to equality of all the company's shareholders. The members of the Board of Directors and the Legal Representative of the company must constantly strive to ensure that the equal rights of the shareholders are guaranteed in the decisions made by the company's various governing bodies. Link to the Good Governance Code: <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	2001
<b>Dates of modifications</b>	N/A

**Measure No. 11: Regulation of representation**

**11.1** Notwithstanding the limitations established in Article 185 of the Code of Commerce, External Circular 24 of 2010, and any regulations that may modify, add to or replace them, **the company does not limit the shareholder's right to be represented at the General Assembly** and the shareholder may delegate their vote to any person, whether or not such person is a shareholder.

**11.1 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

Article twenty-four (24) of the company's bylaws states, "shareholders may be represented at the General Shareholders' Assembly by means of a written proxy granted to any natural or juridical person. That proxy must indicate:

the name of the proxy, the name of the person for whom the proxy may be substituted, if any, the date or time of the meeting or meetings for which the proxy is granted, and, in all cases, must comply with the legal provisions.

Said proxies can be sent to the company via fax. Proxies granted abroad shall require only the formalities established herein."

Without prejudice to the above, the Board of Directors, in a meeting prior to the Shareholders Assembly, instructs management to strictly comply with Article 185 of the Code of Commerce and External Circular 24 of 2010, which is published on the company's website and as relevant information on the website of the Superintendent of Finance of Colombia (SIMEV).

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	2001
<b>Dates of modifications</b>	N/A

**11.2 The company minimizes the use of blank proxies without voting instructions** by actively promoting the use of a standard proxy form that the company itself sends to shareholders or publishes on its website. The standard form contains the items on the Agenda and the corresponding proposals determined in accordance with the procedure already established, which will be presented to the shareholders for their consideration, so that the shareholder may, as they deem convenient, indicate to the proxy how they wish to vote in each case.

**11.2 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

**NO. Explain:**

Although the company publishes proxy forms for both natural and juridical persons on its website, and publishes in the same place the agenda to be discussed at the corresponding Assembly, a document containing both guidelines has not yet been implemented.

**N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	N/A
<b>Dates of modifications</b>	N/A

## Measure No. 12: Attendance of persons other than shareholders

**12.1.** With the objective of enhancing the role of the General Assembly in shaping the will of the company and making it a much more participatory body, the internal regulations of the **company's assembly require that the members of the Board of Directors and, in particular, the Chairman of the Board Committees, as well as the President of the company, attend the Assembly** in order to respond to the concerns of shareholders.

**12.1 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

**NO. Explain:**

Although article 12 of the Internal Regulations for the Assembly establishes that "(...) The members of the Board of Directors, the Secretary of the Shareholders' Assembly, the President of the company, the statutory auditor, the special auditors that have been authorized, the candidates for the elections to be decided at the respective meeting, the administrative personnel that are required, and any public authority legally authorized to do so, may attend the meetings. The Chairman of the Assembly may authorize people to join the Assembly if this does not affect the normal course of the meeting"; Therefore, the persons listed in the Recommendation are authorized to attend the Shareholders Assembly, but this is not a requirement, as the Recommendation establishes.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

## Board of Directors

### Measure No. 13: Functions of the Board of Directors

**13.1** The bylaws specifically identify the functions **that may not be delegated to senior management**, including those described in Recommendation 13.1.

**13.1 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

**NO. Explain:**

The recommendation suggests that functions are determined in the bylaws for the Board of Directors that cannot be delegated to members of senior management (vice presidents, managers, directors). The answer is therefore 'NO', because some of the 32 activities that the recommendation recommends making non-delegable to the Board, have been delegated to senior management. Furthermore, the recommendation does not permit this rule to be contained in documents other than the bylaws.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**13.2** Without prejudice to the autonomy of the governing bodies of subsidiary companies, **when the company acts as the parent company of a conglomerate**, these functions of the Board of Directors have a group approach and are **developed through general policies, guidelines, or requests for information that respect the balance between the interests of the parent company, of the subsidiary companies, and of the conglomerate as a whole**.

**13.2 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

There is a systematic focus to the functions of the Board of Directors in accordance with the structure of the control situation (parent and subsidiary companies), in all cases respecting the independence of the management of each affiliated company. This recommendation is covered in Article Forty-six of the bylaws, when they indicate that "The Board of Directors may deliberate and decide in the presence and with the votes of the majority of its members, including

when making decisions regarding (i) the appointment of the President of the company and of the executive officers of subsidiaries, affiliates, or branches of the company, and (vi) the guarantee of the obligations of the Company or its affiliates or subsidiaries." It also observes that the unity of purpose and direction of the parent company with its subsidiaries is expressed by the declaration that has been made and that appears in the company's certificate of legal establishment and legal representation, as well as in paragraphs 11, 12, and 18 of article forty-seven of the corporate bylaws.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2001  
**Dates of modifications** N/A

### Measure No. 14: Rules of the Board of Directors

**14.1** The Board of Directors has adopted internal regulations governing its organization and functioning, as well as the functions and responsibilities of its members, the Chairman and the Secretary of the Board of Directors, and their duties and rights. These regulations are distributed to the shareholders and are binding on the members of the Board of Directors.

**14.1 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

The regulations are published on the company's website and define the functions and responsibilities of the Board Members, the Chairman and the Secretary. Article 2 of the regulations state, "(...) They are applicable to the members of the Board of Directors and their contents are binding." The Internal Regulations of the Board of Directors can be consulted at the following link: <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2008  
**Dates of modifications** N/A

## Measure No. 15: Size of the Board of Directors

**15.1** The company has chosen to establish in its bylaws to not designate alternate members of the Board of Directors.

**15.1 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

**NO. Explain:**

It is the practice of the company's Board of Directors to have both regular and alternate members attend all meetings in order to ensure the continuity of the information and knowledge of all issues.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

## Measure No. 16: Composition of the Board of Directors

**16.1** Based on the premise that, once elected, all members of the Board of Directors act in the interest of **the company, in an exercise of maximum transparency, the company identifies the background of the members of the Board** in accordance with the arrangement defined in Recommendation 16.1.

**16.1 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

Article forty-one (41) of the bylaws states that the company's Board of Directors is made up of 7 regular members, with their respective alternates, of which 25% must be independent. The Company therefore identifies the origins of the various Board members, resulting in a Board composed of independent and shareholder-appointed non-executive and non-independent members. There are no executive members, as this is not considered to be a good practice. This arrangement can be consulted via the following link on the website (document: Composition of the Board of Directors): <https://www.terpel.com/en/shareholders-investors/corporate-governance/structure-and-administration>

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2023  
**Dates of modifications** N/A

**16.2 The company has a procedure in place**, articulated through the Appointments and Remuneration Committee or some other committee that fulfills those functions, that allows the Board of Directors, through its own actions and conclusions from annual evaluations, to achieve the objectives described in Recommendation 16.2.

**16.2 Implements the Measure** YES  NO  N/A

**YES. Brief description:****NO. Explain:**

There is no procedure in place under the terms of Recommendation 16.2.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**16.3 The Board of Directors communicates to the shareholders the professional profiles identified as necessary**, in such a way that the various stakeholders, mainly controlling, major, and institutional shareholders, as applicable, as well as families of shareholders and groups of shareholders, and the Board of Directors itself, are in a position to identify the most suitable candidates.

**16.3 Implements the Measure** YES  NO  N/A

**YES. Brief description:****NO. Explain:**

Although the Board of Directors has not defined the professional profiles that are necessary, Article Five of the Internal Regulations of the Board of Directors indicates the requirements to be met by the people who are designated as members of this collegiate body. Given that this document is permanently available on the company's webpage, controlling, major, and institutional shareholders, as well as families and groups of shareholders, have the capacity to identify the most suitable candidates, a decision that is made solely by the General Shareholders Assembly. The resumes of the members are also published on the webpage.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**16.4. The company** believes that shareholder evaluation of resumes is not sufficient to determine the suitability of candidates. It therefore **has an internal procedure to evaluate legal incompatibilities and disqualifications and confirm how well the candidate meets the needs of the Board of Directors**, through the evaluation of a set of criteria that must be met by the functional and personal profiles of candidates, and verification of compliance with certain objective requirements for Board membership, and other additional requirements for being an independent member.

**16.4 Implements the Measure** YES  NO  N/A

**YES. Brief description:****NO. Explain:**

Candidates for appointment to the Board of Directors present their resumes to the General Shareholders Assembly, and those who are to be independent certify their independent status.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**16.5.** In addition to the requirements for independence already established in Law 964 of 2005, the **company has voluntarily adopted a more rigorous definition of independence** than that established in the cited law. This definition has been adopted as a reference framework by the Rules of Procedure of the Board of Directors, and includes, among other requirements that must be assessed, the relationships or ties of any nature of the independent candidate with controlling or major shareholders and their related parties, both domestic and foreign, and requires a double declaration of independence: (i) of the candidate from the company, its shareholders, and members of senior management, declared in the member's Letter of Acceptance and, (ii) of the Board of Directors, with respect to the candidate's independence.

**16.5 Implements the Measure** YES  NO  N/A

**YES. Brief description:****NO. Explain:**

The Board of Directors' Internal Regulations adopt in full the legal requirements for independence in Law 964 of 2005.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**16.6. The bylaws of the company establish that the Board of Directors, through its Chairman and with the support of the Appointments and Remuneration Committee, or the body that fulfills those functions, is the most appropriate body to centralize and coordinate the process of forming the administrative body prior to the General Shareholders Assembly.** In this way, shareholders who aspire to be part of the Board of Directors based on their shareholdings can become familiar with the needs of the Board of Directors and can express their ambition, negotiate shareholder equity and its distribution among the different categories of members, present their candidates and agree to have the suitability of their candidates evaluated by the Appointments and Remuneration Committee prior to the vote at the General Shareholders' Assembly.

**16.6 Implements the Measure** YES  NO  N/A

**YES. Brief description:****NO. Explain:**

The slates of candidates for the Board of Directors are proposed by the shareholders on the day of the Assembly at which their appointment is decided. Their resumes and independent status are published accordingly.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**16.7 The Internal Regulations of the Board of Directors establish that the suitability of candidates should be evaluated prior to the General Meeting**, so that shareholders have sufficient information (personal qualities, suitability, career path, experience, integrity, etc.) on the candidates to the Board, in advance, that will enable them to make a proper evaluation.

**16.7 Implements the Measure** YES  NO  N/A **YES. Brief description:****NO. Explain:**

As a general rule, the slate of candidates for the Board of Directors is presented at the General Shareholders Assembly. If a slate is submitted prior to the General Shareholders Assembly, however, it is included in the right of inspection, along with their resumes.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**Measure No. 17: Functional structure of the Board of Directors**

**17.1** The Rules of Procedure of the Board of Directors stipulate that **independent and shareholder-appointed members shall always have a majority over executive members**, whose number, in the event they are appointed to the Board of Directors, shall be the minimum necessary to meet the needs for information and coordination between the Board of Directors and the company's senior management.

**17.1 Implements the Measure** YES  NO  N/A

**YES. Brief description:****NO. Explain:**

The Internal Regulations of the Board of Directors do not include executive members in the composition of this collegial body. Twenty-five percent of the members are independent, in accordance with Law 964 of 2005.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**17.2** With the establishment by Law 964 of 2005 of a minimum percentage of twenty-five percent (25%) for independent members, **the company analyzes and voluntarily adjusts upward the number of independent members**, taking into account, among other things, that

the number of independent members is proportional to the floating capital.

**17.2 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

**NO. Explain:**

The Internal Regulations of the Board of Directors stipulate that 25% of the board members must be independent, in accordance with Law 964 of 2005.

**N.A. Specify the rules that prevent adoption of the recommendation:**

Implementation date	N/A
Dates of modifications	N/A

#### Measure No. 18: Organization of the Board of Directors

**18.1 The duties of the Chairman of the Board of Directors are indicated in the bylaws**, and his main responsibilities are those described in Recommendation 18.1

**18.1 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

In effect, article Forty-three (43) of the bylaws contains the functions proposed in the recommendation for the Board of Directors. The corporate bylaws can be consulted at the following link: <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

Implementation date	2015
Dates of modifications	N/A

**18.2** The company's internal regulations provide for the possibility that **the Chairman of the Board of Directors may be treated differently than the other members** both in terms of obligations and in compensation, due to the scope of his specific responsibilities and the greater time commitment required.

**18.2 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

**NO. Explain:**

Article 26 of the regulations of the Board of Directors establishes a difference with respect to his functions, but not with respect to his compensation.

**N.A. Specify the rules that prevent adoption of the recommendation:**

Implementation date	N/A
Dates of modifications	N/A

**18.3 The bylaws contain the rules for appointing the Secretary of the Board of Directors**, including those indicated in Recommendation 18.3.

**18.3 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

**NO. Explain:**

Article forty-three (43) of the bylaws establishes that the Board of Directors "shall have a Secretary, who shall be the Vice President of Corporate and Legal Affairs, or such other person as the Board may designate, who need not be a member of the Board of Directors, in which case, that person shall be appointed by a majority vote." Based on this, since the Secretary is a member of senior management, that person is appointed directly by the President of the company.

**N.A. Specify the rules that prevent adoption of the recommendation:**

Implementation date	N/A
Dates of modifications	N/A

**18.4 The regulations of the Board of Directors establish the duties of the Secretary**, including those described in Recommendation 18.4.

**18.4 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

The company complies with the recommendation, in accordance with the provisions of paragraph 5 of Article Twenty-seven of the Regulations of the Board of Directors, which states: "5. To provide, within a period of not less than two (2) calendar days prior to the meetings, all the information

required by the members of the Board of Directors, in accordance with the subjects indicated in the notice." It should also be noted that Article 9 of the same set of regulations states that, "At the first meeting of the year, the schedule of meetings for the entire year shall be approved. The Board of Directors may, if it so decides, meet on dates other than those provided for in the schedule."

Nonetheless, the schedule is approved in the last few months of the immediately preceding year to facilitate the Board's agenda and as a matter of good corporate practice. Those Regulations can be consulted at the following link: <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

Implementation date	2008
Dates of modifications	N/A

**18.5 The Board of Directors has created an Appointment and Remuneration Committee.**

**18.5 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

In accordance with the provisions of article twenty-two of the by-laws and article 2.2.8.2. of the Code of Good Corporate Governance, there is a Compensation and Benefits Committee. Its main objective is to ensure that the human resources management of the company and its related companies is in line with corporate guidelines and modern practices for the integral development of the human being, as well as to maintain a fair and competitive compensation system that attracts and retains the people the company needs to fulfill its mission and strategic objectives.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

Implementation date	2014
Dates of modifications	N/A

**18.6 The Board of Directors has created a Risks Committee.**

**18.6 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

The standing committees of the Board of Directors include the Audit, Risk and Corporate Governance Committee. This committee performs functions related to managing the internal control system, and the analysis of business risks, as established in paragraph 4 of the regulations of the Audit, Risk and Corporate Governance Committee, which can be consulted at the following link: <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

Implementation date	2022
Dates of modifications	N/A

**18.7 The Board of Directors has created a Corporate Governance Committee.**

**18.7 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

The standing committees of the Board of Directors include the Audit, Risk, and Corporate Governance Committee, whose functions include monitoring and managing good corporate governance.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

Implementation date	2024
Dates of modifications	N/A

**18.8 Where the company has determined that it is not necessary to establish all of these committees, their functions have been distributed among the existing committees or have been assumed fully by the Board of Directors.**

**18.8 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

In support to the Board of Directors, the company has created an Audit, Risk and Corporate Governance Committee and a Compensation and Benefits Committee, which encompass functions of governance, risk, audit, and compensation and/or remuneration.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2008  
**Dates of modifications** N/A

**18.9 Each committee of the Board of Directors has its own internal regulations** that regulate the details of its formation, and the subjects and functions on which it is to work, and its operation, with particular attention to the channels for communication between the Committees and the Board of Directors and, in the case of conglomerates, to the mechanisms for the Board Committees of the parent company to relate to and coordinate with those of subsidiary companies, if such companies exist.

**18.9 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

In effect, each of the committees has its own regulations that regulate the details of its creation, subjects to be discussed and functions to be performed by the Committee, and its operation, paying particular attention to channels for communication between the Committees and the Board of Directors. It should be noted, however, that there are no Board Committees in the companies under its control.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2008  
**Dates of modifications** N/A

**18.10 The committees of the Board of Directors are made up exclusively of independent or shareholder-appointed members**, with a minimum of three (3) members, and presided over by an independent member. In the case of the Appointments and Remuneration Committee, the independent members always constitute the majority.

**18.10 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

**NO. Explain:**  
Both the Audit, Risk and Corporate Governance Committee and the Compensation and Benefits Committee are made up of members of the Board of Directors. In compliance with the rules applicable to its operations, the Audit, Risk, and Corporate Governance Committee has a majority of independent members. The Compensation and Benefits Committee is comprised of both members of the Board of

Directors and members of management, the latter being the majority.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**18.11 The Committees of the Board of Directors may be assisted on an ad hoc or ongoing basis by members of senior management** with experience in matters within their purview and/or by outside experts.

**18.11 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

The ongoing support of the members of senior management to the Board of Directors is ensured by their participation in these Committees. In effect, the President and the Vice President of Corporate Finance participate on the Audit, Risk, and Corporate Governance Committee and the Vice President of Human Resources participates on the Compensation and Benefits Committee, among others.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2008  
**Dates of modifications** N/A

**18.12 In the composition of its committees, the Board takes into account the profile, knowledge, and professional experience** of the members relative to the subject matter of the Committee.

**18.12 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

Yes, in accordance with the requirements established in the regulations of the corresponding Committees.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2008  
**Dates of modifications** N/A

**18.13 Minutes are taken of the meetings of Committees**, a copy of which is sent to all the members of the Board of Directors of the company. If the Committees have been delegated decision-making powers, the minutes comply

with the requirements of Articles 189 and 431 of the Code of Commerce.

**18.13 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

In effect, minutes are kept for the Committee meetings and sent to all members of the Board of Directors. They comply with the requirements of article 189 and 431 of the Code of Commerce, as established in paragraph 2 of the regulations of the Audit, Risks and Corporate Governance Committee, and paragraph 3 of the regulations of the Compensation and Benefits Committee.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2008  
**Dates of modifications** N/A

**18.14** In the case of conglomerates, the Internal Regulations provide that, unless the applicable legal or regulatory framework requires their creation, the **Boards of Directors of the subsidiary companies may decide not to create specific committees** to deal with certain matters and that these functions may be assumed by the Committees of the Board of Directors of the Parent Company, without this implying a transfer of the responsibility of the Boards of Directors of the subsidiary companies to the Parent Company.

**18.14 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

**NO. Explain:**  
Subsidiary and subordinate companies have chosen not to set up committees. However, these functions are performed by the parent company's committees, all of which are recorded in the minutes, but it is not formalized in the committees' regulations.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**18.15 The main function of the Audit, Risks and Corporate Governance Committee is to assist the Board of Directors with its supervisory responsibilities** by evaluating accounting procedures, liaising with the Statutory Auditor and, in general, reviewing the company's control architecture, including auditing the company's risk management system.

**18.15 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

In accordance with the provisions of the Audit, Risks, and Corporate Governance Committee Regulations, paragraphs 3 and 4.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2008  
**Dates of modifications** N/A

**18.16 The members of the Audit and Risk Committee have a knowledge** of accounting, financial and other related matters that enables them to make rigorous judgments on matters within the Committee's purview at a level sufficient to understand their scope and complexity.

**18.16 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

According to paragraph 2 of the regulations of the Audit, Risks, and Corporate Governance Committee, "The members of the Committee must have the experience to fully perform their functions."

The professional profiles and knowledge of the members of the Audit, Risks, and Corporate Governance Committee and the Compensation and Benefits Committee are presented below.

**Compensation and Benefits Committee:****Regular members**

**1. José Oscar Jaramillo Botero:** member of the Board of Directors of Organización Terpel S. A. for more than 10 years, he graduated as an agricultural technologist from Politécnico Colombiano in Medellín and has a degree in food engineering from the University of California in the United States. Starting in 2006 and to date, he has worked as a managing partner of Gomar y Cia. He has had an impressive managerial career in Colombia working for Vehicaldas S.A., Industrias Normandy S.A., and Mercaldas S.A.

**2. Jorge Andrés Garcés Jordán:** member of the Board of Directors of Organización Terpel S. A. for more than 10 years, he graduated with a degree in psychology from Universidad Católica de Chile, and served for 20 years as the manager of human resources at Compañía de Petróleos de Chile S.A.

**3. Óscar Bravo:** with Terpel for more than 15 years as vice president of corporate finance and is now its president. Prior to joining the company, he held a variety of positions with Rohm and Haas, most recently as Finance Manager of Global Planning to the parent company. Mr. Bravo studied industrial engineering at Pontificia Universidad Javeriana and earned a master's in international management (MIM) from Universidad de St. Thomas-Minnesota, in addition to concluding a general management program (GMP) from Harvard in the United States. The president's academic background and experience, as well as his in-depth knowledge of the company, will ensure continuity in the implementation of the company's strategy of serving people.

**4. María Mercedes Carrasquilla:** Ms. Carrasquilla has more than 30 years of work experience, holding the positions of Administrative and Financial Director of the 1990 Coffee Growers Census at the National Federation of Coffee Growers of Colombia, Secretary General of Fedesarrollo on two occasions, totaling more than 10 years of her professional career, Director of the Donations Program at the Universidad de los Andes, Regional Director of the FES Leadership Institute in Bogota, Manager of Government Affairs, Communications and Regulation at Coltabaco (a Philip Morris International company), Director of Corporate Affairs at El Tiempo Casa Editorial and Consul General of Colombia in Rome (Italy), among others. She has also done consulting work for private and state entities.

\* María Mercedes Carrasquilla retired from the position of vice president of human resources and administration and therefore from the Committee as of July 2024, all of which was duly disclosed to the market.

**5. María José García:** Ms. García holds a law degree from the Universidad del Rosario, and a specialization in mining and energy law from the Universidad del Externado de Colombia and in commercial law from the Universidad de los Andes. She is currently completing a master's in executive management of human resources at the University EADA, Business School in Barcelona.

\* María José García has held the position of vice president of human resources and administration since July 2024, replacing María Mercedes Carrasquilla, leaving the position of manager of human resources and administration vacant during the second half of 2024.

#### Audit, Risk and Corporate Governance Committee:

##### 1. Bernardo Dyner

**Rezonow:** Mr. Dyner earned a degree as a marketing technologist from the Escuela Superior de Mercadotecnia ESUMER, in San Jose, Costa Rica. He has held various administrative and managerial positions in companies such as Industrias Kent y Sorrento, Aguirre Pelaez Ltda., and has also been a promoter and sponsor of the Moises and Katie M. School of the Las Golondrinas Foundation in Medellin, Antioquia, and the Natasha and Michael School of the Granito de Arena Foundation in Bello Antioquia.

##### 2. José Oscar Jaramillo

**Botero:** Mr. Jaramillo graduated in agricultural technology from the Politécnico Colombiano in Medellín and has a degree in food engineering from the University of California in the United States. Starting in 2006 and to date, he has worked as a managing partner of Gomar y Cia. He has had an impressive managerial career in Colombia working for Vehicaldas S.A., Industrias Normandy S.A., and Mercaldas S.A.

##### 1. Tulio Rabinovich

**Manevich:** Mr. Rabinovich holds a degree in electrical engineering from the Universidad Pontificia Bolivariana de Medellín. He is currently president and partner of Celsa SAS and manager and partner of Saturde SAS. He was previously a manager at Productora Electroindustrial.

He is the founder of the Museo de Arte Moderno de Medellín and was its director for 10 years.

##### 2. Gabriel Jaramillo:

With a degree in business administration, and a Master's in multinational business, Jaramillo has more than 15 years of experience in commercial and strategic management in different sectors of the economy, both in Colombia and abroad. He has served on the Board of Directors of companies in the automotive, food and hydrocarbon sectors - both gas and liquid fuel distribution - such as Organización Terpel S.A., Hidrocarburos de Casanare S.A., Transgas de Occidente S.A., Súper de Alimentos, S.A., Ayura Motor S.A., and others.

##### 3. Juan Diuana Yunis:

Mr. Diuana holds a degree in civil and industrial electrical engineering from the Universidad Católica de Chile. He is currently the administrative and financial manager of Compañía de Petróleos de Chile Copec and a member of the Board of Directors of Transcom, Sonamar and Via Limpia. He has more than 20 years of experience in administrative and financial positions. Before joining the Copec group he was the Corporate Manager of Finance for Ripley Corp. S.A., Corporate Manager of Finance at Masisa S.A., and a member of the board of directors at Banco Ripley, Mall Concepción and Mall Marina Arauco.

##### 3. Leonardo Ljubetic

**Garib:** Mr. Ljubetic earned a degree in industrial civil engineering from Pontificia Universidad Católica de Valparaíso, and an MBA from Universidad Adolfo Ibáñez, with post-graduate studies in the United States. He has extensive experience in the retail, fuel, and food sectors. He currently holds the position of corporate manager of development and management at Copec S.A. He is and has been a member of the Board of Directors of several companies, including Abastible, Metrogas, ArcoPrime, and Arco Alimentos. He also participates and has participated in the past in a number of non-profit organizations such as the Copec-UC Foundation, the Council of the School of Industrial Engineering of the PUCV, the Retail Center at the University of Chile and the International Committee of NACS (The Association for Convenience & Fuel Retailing) in the United States.

#### YES. Brief description:

According to the authority of the Chairman of the General Shareholders Assembly, the Chairman of the Audit, Risks, and Corporate Governance Committee may inform the Assembly regarding concrete aspects in the event the Chairman of the Assembly so requires, in application of article 14 of the Regulations of the General Shareholders Assembly.

Recommendation 18.17 is followed through the application of Article 14 of the Regulations of the General Shareholders' Assembly, whereby the Chairman shall moderate the remarks of the participants, and by safeguarding the rights of the shareholders to participate in said Assembly (Article 13 *ibid.* and the Good Governance Code (Article 1.1), in addition to the fulfillment of the duty of the Audit, Risks, and Corporate Governance Committee (article 3, paragraph 1) to present to the General Assembly a report on its management and results, including the Management Report, rather than through the formality of having a set of internal regulations that assigns this responsibility to the Chairman of the Committee.

It must be reiterated that both the Audit, Risks and Good Governance Committee and the Compensation and Benefits Committee (Recommendation 18.21) present the specific aspects of each committee's work through an annual management report.

#### NO. Explain:

##### N.A. Specify the rules that prevent adoption of the recommendation:

**Implementation date** 2015  
**Dates of modifications** N/A

##### 18.18. The Internal Regulations of the Audit and Risk Committee assign to it the functions described in Recommendation 18.18.

**18.18 Implements the Measure** YES  NO  N/A

#### YES. Brief description:

##### NO. Explain:

The Audit, Risks, and Corporate Governance Committee is responsible for several of the functions established in this recommendation. It fulfills all the functions established by Law 964 of 2005.

##### N.A. Specify the rules that prevent adoption of the recommendation:

**Implementation date** N/A  
**Dates of modifications** N/A

**18.19. The primary purpose of the Appointments and Remuneration Committee is to assist the Board in exercising its decision-making or advisory functions with respect to the appointment and remuneration of members of the Board and senior management, and to oversee compliance with corporate governance rules and periodically review compliance with such rules, recommendations and principles (where such function is not specifically assigned to another committee of the Company).**

**18.19 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

According to paragraphs 1 and 4 of the Regulations of the Compensation and Benefits Committee, its main purpose is to support the Board of Directors in the exercise of its decision-making or advisory functions related to the appointment and compensation of senior management.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	2024
<b>Dates of modifications</b>	N/A

**18.20** Some members of the Appointments and Remuneration Committee have expertise in strategy, human resources (recruitment and selection, hiring, training, and personnel administration or management), compensation policy and related matters, sufficient to understand the scope and complexity of these matters in the company.

**18.20 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

These functions are carried out by the Compensation and Benefits Committee, whose members fully meet these requirements. For the period from April 2022 to April 2025, the Committee was initially composed of Jorge Garcés Jordán (member of the Board of Directors), José Óscar Jaramillo (member of the Board of Directors), María Mercedes Carrasquilla (former vice president of human resources and administration), María Cristina Romero (former manager of human resources and administration) and Óscar Bravo (president of the company). At the October 2023 meeting of the Board of Directors, María José García was appointed to replace María Cristina Romero, who served in that capacity from January 1, 2024 to June 30, 2024, and then, as of July 2024, replaced María Mercedes Carrasquilla as vice president of human resources and administration. The position of manager of human resources and administration was vacant in the second half of 2024.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	2019
<b>Dates of modifications</b>	2023

**18.21** At the request of the Chairman of the Assembly, the Chairman of the Appointments and Remunerations Committee may brief the General Shareholders Assembly on specific aspects of the Committee's work, such as its oversight of the compensation policies for the Board and senior management.

**18.21 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

Subject to the authority of the Chairman of the General Shareholders Assembly, the Chairman of the Committee may inform the Assembly on specific aspects if the Chairman of the Assembly so requests, in application of article 14 of the Regulations of the General Shareholders Assembly. The structure of Article 14 of the Rules of Procedure of the Assembly consists of 4 parts. The first part indicates that all remarks to be made during the meeting are to be directed by the Chairman. Second, it indicates some limitations on the statements of shareholders in order to ensure that the meeting runs on time. Thirdly, and most importantly for the development of this Recommendation, but in line with the powers granted to the Chairman of the Meeting in the first part, it states that the remarks of the directors shall not be subject to time limits. In other words, whenever the Chairman requests a contribution from the Directors, including, of course, the Chairmen of the Board Committees, they may take as much time as they deem necessary not only to address specific aspects of the work of these Committees, whose reports remain published on the website throughout the period of review and are included in the materials distributed to the shareholders, but also to address any other doubts or concerns that may arise during the meeting. In other words, it is not a power that is limited to aspects of the work, but it also covers any other topic that the shareholders and the Chairman of the Assembly deem necessary. For the year of the period evaluated, the President saw no need to request the involvement of the chairmen of the Audit, Risks and Corporate Governance Committees and the Compensation and Benefits Committee.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	2008
<b>Dates of modifications</b>	N/A

**18.22** The Internal Regulations of the Appointment and Remunerations Committee assign to it the functions described in Recommendation 18.22.

**18.22 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

**NO. Explain:**

Although the Compensation and Benefits Committee assumes the functions of the appointment and remuneration committee, and carries out a variety of the functions of this Recommendation, it does not carry out all of them.

**N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	N/A
<b>Dates of modifications</b>	N/A

**18.23** The primary objective of the **Risk Committee is to assist the Board of Directors in fulfilling its oversight responsibilities with respect to risk management.**

**18.23 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

The company has created an Audit, Risks and Corporate Governance Committee, and by virtue of paragraph 1 of its Internal Regulations, its main function is to advise the Board of Directors in the exercise of its supervisory responsibilities by evaluating accounting procedures, liaising with the Statutory Auditor and, in general, reviewing the company's control architecture, including auditing the company's risk management system and compliance with the principles of good corporate governance established by law, the competent authorities and by the company itself.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	2022
<b>Dates of modifications</b>	N/A

**18.24** At the petition of the **Chairman of the Assembly, the Chairman of the Risk Committee may brief the General Shareholders' Assembly** on specific aspects of the Committee's work.

**18.24 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

Subject to the authority of the Chairman of the General Shareholders Assembly, the Chairman of the Committee may inform the Assembly on specific aspects if the Chairman of the Assembly so requests, in application of article 14 of the Regulations of the General Shareholders Assembly. The structure of Article 14 of the Rules of Procedure of the Assembly consists of 4 parts. The first part indicates that all remarks to be made during the meeting are to be directed by the Chairman. Second, it indicates some limitations on the statements of shareholders in order to ensure that the meeting runs on time. Thirdly, and most importantly for the development of this Recommendation, but in line with the powers granted to the Chairman of the Meeting in the first part, it states that the remarks of the directors shall not be subject to time limits. In other words, whenever the Chairman requests a contribution from the Directors, including, of course, the Chairmen of the Board Committees, they may take as much time as they deem necessary not only to address specific aspects of the work of these Committees, whose reports remain published on the website throughout the period of review and are included in the materials distributed to the shareholders, but also to address any other doubts or concerns that may arise during the meeting. In other words, it is not a power that is limited to aspects of the work, but it also covers any other topic that the shareholders and the Chairman of the Assembly deem necessary. For the year of the period evaluated, the President saw no need to request the involvement of the chairmen of the Audit, Risks and Corporate Governance and the Compensation and Benefits Committees.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	2022
<b>Dates of modifications</b>	N/A

**18.25** With the necessary adjustments to distinguish between companies belonging to the financial sector and those belonging to the real sector of the economy, and without prejudice to the functions assigned to this Committee by current regulations, the **Internal Regulations of the Risk Committee assign to it the functions described in Recommendation 18.25.**

**18.25 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

**NO. Explain:**

The Audit, Risks and Corporate Governance Committee carries out a variety of the functions described in this Recommendation, but not all of them.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**18.26** The primary function of the Corporate Governance Committee is to **assist the Board of Directors in its role of proposing and monitoring corporate governance measures** adopted by the company.

**18.26 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

This function has been expressly delegated to the Audit, Risks, and Corporate Governance Committee in accordance with paragraph 1 of the Committee's Internal Regulations, which can be consulted at the following link: <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2024  
**Dates of modifications** N/A

**18.27** The Internal Regulations of the Corporate Governance Committee assign to it the functions described in Recommendation 18.27.

**18.27 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

**NO. Explain:**

The Audit, Risks and Corporate Governance Committee carries out a variety of these functions, but has not adopted all of them.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

### Measure No. 19: Functioning of the Board of Directors

**19.1** The Chairman of the Board of Directors, with the assistance of the Secretary and the President of the company, prepares a work plan for the Board of Directors for the period under review, as a tool to facilitate the determination of the appropriate number of regular meetings per year and their estimated duration.

**19.1 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

In effect, in accordance with paragraph 3 of Article Twenty-six (26) of the bylaws of the Board of Directors, it is the duty of the Chairman of the Board of Directors to coordinate and plan the functioning of the Board of Directors by establishing an annual work plan based on the assigned tasks. In this regard, the last meeting of the Board establishes, among other things, a calendar for meetings and the plan for the work.

In addition to this, in light of the function of the Chairman of the Board of Directors to coordinate and plan the work of the Board by establishing an annual work plan based on the assigned tasks, the support received by the Secretary is evident in paragraph 1 of Article Twenty-seven, which indicates that the Secretary shall give members of the Board of Directors all the advice and information they need to perform their duties.

This is in addition to paragraph 3 of Article Twenty-six (26) of the regulations of the Board of Directors, where it is the duty of the Chairman of the Board of Directors to coordinate and plan the work of the Board by establishing an annual work plan based on the assigned tasks, with support from the Secretary. The Good Governance Code, in its article 2.3.2 also establishes that "(...) The legal representative of the company shall exercise his functions and responsibilities of administration and management of the company's business as indicated in the corporate bylaws, the Good Governance Code, and any other applicable laws. In addition to these principles, the work of the legal representative shall: (...) 3. The provision of the information necessary for the proper exercise of the functions and the adoption of decisions corresponding to the Board of Directors (...)", such as the need to prepare an annual work plan.

In this sense, the establishment of the annual schedule of meetings of the Board of Directors and the annual work plan is crucial to ensure, among other things, the number of ordinary meetings per year, their estimated duration, the effective deliberation of the Board of Directors and the monitoring of the company's strategy.

Similarly, in accordance with the provisions of section 1 of article forty of the by-laws, which establishes as a function of the Board of Directors the efficient definition and implementation of the company's strategic direction, it is essential to measure efficiency through the preparation of a budget that serves as a framework for the annual work plan. It is here that the indicators for business volume, country budgets, macroeconomic indicators, EBITDA, the equity method and other related indicators are established, on the basis of which the Board of Directors draws up follow-up actions aimed at achieving the proposed objectives, which in turn allows it to make decisions in line with the company's strategy.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2001  
**Dates of modifications** N/A

**19.2** Except for regulated entities that are required to hold at least one (1) meeting per month, the company's **Board of Directors holds between eight (8) and twelve (12) regular meetings per year.**

**19.2 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

The Board holds a minimum of 12 assemblies per year, in application of Article Eight (8) of the Internal Regulations of the Board of Directors.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2001  
**Dates of modifications** N/A

**19.3** One (1) or two (2) Board meetings per year **have a clear focus on setting and monitoring the company's strategy.**

**19.3 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

Terpel holds at least 12 regular meetings per year, 6 of which have a strategic focus, with the precise aim of defining and monitoring the company's strategy, all of which is reflected in the annual work plan approved by the Board of Directors at the last meetings of the year. The Chairman of the Board carefully monitors its work to ensure that it is fully completed,

in accordance with paragraph 1) of Article Forty-three of the bylaws: <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2021  
**Dates of modifications** N/A

**19.4 The Board of Directors approves a specific calendar of regular meetings**, without prejudice to the possibility of meeting exceptionally, as often as necessary.

**19.4 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

At the last meeting of the Board of Directors during the year, it determines the date and place where the regular meetings of the Board of Directors will be held during the following year, without prejudice to special meetings in accordance with needs that arise, as established in Article Eight (8) of the Regulations of the Board of Directors.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2001  
**Dates of modifications** N/A

**19.5 Together with the notice of the meeting, and at least five (5) calendar days in advance, documents or information relating to each item on the agenda are sent to the members of the Board of Directors so that they can actively participate and make informed decisions.**

**19.5 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

**NO. Explain:**

In accordance with Article Nine of the Regulations of the Board of Directors, the notice of the meaning and the information associated with the items on the Agenda are sent 2 calendar days in advance.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**19.6 The Chairman of the Board of Directors**, assisted by the Secretary of the Board of Directors, has the **ultimate responsibility for ensuring that members receive the information sufficiently in advance** and that the information is useful, in such a way that quality takes precedence over quantity, in the set of documents provided (the dashboard of the Board of Directors).

**19.6 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

In accordance with paragraph 6 of Article Twenty-six (26) of the Regulations of the Board of Directors, this is the responsibility of the Chairman of the Board of Directors and of the President of the company (with support from the Secretary of the Board of Directors).

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2001  
**Dates of modifications** N/A

**19.7 Final responsibility for the preparation of the Agenda for meetings of the Board of Directors rests with the Chairman of the Board** and not the President of the company, and the Agenda is structured in accordance with certain parameters that provide a logical order for the presentation of topics and discussions.

**19.7 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

In accordance with paragraph 5 of Article Twenty-six (26) of the Regulations of the Board of Directors, this is the responsibility of the Chairman of the Board of Directors and of the President of the company (with support from the Secretary of the Board of Directors).

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2001  
**Dates of modifications** N/A

**19.8 The company publishes information in the annual Corporate Governance Report and on the company's website **on the attendance of members at the meetings of the Board of Directors and its Committees**.**

**19.8 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

The Management Report is published each year with the information established in article 446 of the Code of Commerce and articles 46 and 47 of Law 222 of 1995, and the same information is also published on the company's website. Similarly, in accordance with Circular 012, this information was published in 2024 on the attendance of the members concerned at Board and Committee meetings.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2023  
**Dates of modifications** N/A

**119.9 Each year, the Board of Directors evaluates the effectiveness of its work as a body, that of its Committees, and that of the members individually considered – including a peer assessment.** It also evaluates the reasonableness of its internal rules, and the dedication and performance of its members. It then proposes, as necessary, any modifications to its organization and functioning as deemed pertinent. In the case of conglomerates, the Board of Directors of the parent company requires an evaluation in the Boards of Directors of the subordinate companies.

**19.9 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

**NO. Explain:**

Although the Board of Directors constantly reviews the development of its functions and follows up on its commitments and obligations using a self-evaluation mechanism, this review is not done specifically under the terms of this measure.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**19.10 The Board of Directors alternates between internal self-evaluation and external evaluation** by independent consultants.

**19.9 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

**NO. Explain:**

Although the Board of Directors constantly reviews the development of its functions and follows up on its commitments and obligations, this review is not done specifically under the terms of this measure.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**YES. Brief description:**

In effect, Chapter Two of the Regulations of the Board of Directors describes all of the duties described in this Recommendation.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2008  
**Dates of modifications** N/A

**20.3 The regulations of the Board of Directors develop the content of the rights of the members of the Board of Directors as described in Recommendation 20.3.**

**20.3 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

In effect, Chapter Three of the Regulations of the Board of Directors describes all of the rights described in this Recommendation.

In this regard, Article 22 of the Regulations of the Board of Directors states that "(...) the members of the Board of Directors are vested with the broadest powers to obtain information on any aspect of the company, to examine its books, records, documents and other background information on the company's operations, and to inspect any of its premises and facilities." Complementary to this provision, article "4.4 Responsibility of Directors" establishes that "in addition to the parameters established by the Code of Commerce with respect to the responsibility of directors, (...) in addition to the general orientation received at the time of joining the company, each director participates in specific training for his or her position and in ongoing training and development activities that guarantee his or her suitability in the exercise of his or her functions and his or her integral development."

In fact, it is the right and duty of the members of the Board of Directors, in their capacity as administrators of the company, to be duly trained, not only in the subjects they indicate as needed for decision-making, but also in those that are indispensable for knowledge of the company, its operations, and plans.

Likewise, section 2.2.2 of the Regulations of the Board of Directors provides for the right to remuneration in accordance with the system of fees and compensation approved by the Shareholders' General Assembly. In this approach, Board members' compensation is proportional to the time they devote to the Board's activities and to their participation in Board meetings and special internal Board committees.

Finally, article 23 of the same law also establishes the right of the Board members to seek the assistance of experts in the exercise of their functions, in order to have sufficient criteria for making decisions.

The Regulations of the Board of Directors can be consulted at the following link: <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

#### NO. Explain:

##### N.A. Specify the rules that prevent adoption of the recommendation:

Implementation date 2008  
Dates of modifications N/A

#### Measure No. 21: Conflicts of interest

**21.1 The company has** defined and formalized in its internal regulations **a policy and a procedure for the identification, management, and resolution of situations of conflict of interest**, whether direct or indirect through related parties, that may affect the members of the Board of Directors and other administrators.

**21.1 Implements the Measure** YES  NO  N/A

##### YES. Brief description:

In effect, the Good Governance Code establishes the guidelines and the procedure to be followed in the case of a conflict of interest, as follows:

##### 5.1 Conflicts of interest - System for Administrators, Legal Representatives, and Officers

###### 5.1.1 Definition

The decisions and actions of all members of the Board of Directors and of the company's employees shall always be oriented toward satisfying the best interests of the company, and must not be motivated by considerations of a personal nature. Relationships of kinship, friendship, or expectations in connection with current or potential suppliers, contractors, customers, competitors, or regulators must not impair the independence of the company's employees and directors.

No employee or member of the Board of Directors may participate in any contract or negotiation in which they have

a conflict of interest or in which a relative up to the fourth degree of consanguinity, the second degree of affinity, or the first-degree of a civil relationship, has an interest.

As soon as an employee becomes aware of a conflict of interest, they must immediately report it to their supervisor so that the supervisor can instruct the employee on how to continue with the process, in accordance with the company's policies on this matter.

Employees who contract or negotiate with the company by virtue of a legal obligation, or do so in order to use goods or services provided by the company to anyone who requests them, are not involved in a situation of conflict of interest. In all cases, members of the Board of Directors, administrators, and company employees are considered to be in a situation of conflict of interest when, based on their job functions, the person who must make a decision, or take an action or omit to take an action, is able to choose between the interest of the company, customer, user, or supplier in the situation in question, and their own interest or that of a third-party, in such a way that by choosing either of the latter two they would obtain an improper financial and/or non-financial benefit they would otherwise not receive, thus failing to comply with a legal, contractual, statutory, and/or ethical obligation.

Situations of conflict of interest may be either occasional or permanent, depending on their duration in time. An occasional conflict of interest is one that arises in connection with a specific transaction, and the procedure will be used that is established in this Code. On the other hand, a permanent conflict of interest is one that arises for an indefinite period of time in the performance of the employee's or administrator's job functions and that cannot be resolved over time, a fact that will be grounds for resignation. Terpel's Code of Conduct complements this definition and provides examples of behaviors that can potentially generate conflicts of interest.

###### 5.1.2 Resolution of Conflicts of Interest

Company employees are expected to act with due diligence and loyalty, communicating situations in which there is a conflict of interest, while respecting confidentiality.

All of the company's activities are governed by the values and principles described in this Code, the rules of business ethics and good faith, and respect for laws and business customs. We focus on fulfilling the corporate purpose while emphasizing and giving priority to the common good and service to the community.

A company employee who is faced with an occasional conflict of interest must follow this procedure:

1. Report the conflict in writing to the employee's supervisor, with details about the situation. The supervisor will determine whether the employee must continue with the respective process.
2. Refrain from direct or indirect intervention in the activities and decisions related to the Company's determinations regarding the conflict, or cease all actions in the case of knowledge of a conflict of interest.
3. Decisions or actions by the administrators at Organización Terpel S.A. must pursue the satisfaction of the company's interests and respect for the rights of shareholders, and must not be motivated by considerations of a personal nature.
4. Relationships of kinship, friendship, or expectations relative to current or potential suppliers, contractors, customers, or competitors must not impair their independence and good judgment in their protection of the interests of Organización Terpel S.A.

A company employee facing a permanent conflict of interest must use the following procedure:

1. Inform his or her supervisor and immediately abstain from taking actions and from intervening, directly or indirectly, in activities and decisions related to the company's determinations regarding the conflict.
2. The supervisor must immediately report the conflict of interest to the Compliance Committee, which will make the decisions necessary.

If the conflict of interest arises at the level of the Board of Directors, the provisions contained in the Internal Regulations of the Board of Directors shall apply.

Any doubt as to which actions may constitute a conflict of interest shall not relieve the employee of the obligation to abstain from participating in the respective activities until a final decision has been made by the corresponding body."

In addition, the Internal Regulations of the Board of Directors expressly establish the regulations in this area, as follows:

"Article Twenty. Conflicts of interest. A conflict of interest exists when it is not possible to satisfy two interests at the same time: that of the members of the Board of Directors, and that of the company.

In addition to fulfilling the duties of the members of the Board of Directors that have been established in these regulations, in the law, in the corporate bylaws, and in the Good Governance Code, each member of the Board of Directors must study every situation that could imply a conflict of interest or an action in competition with the company.

It is the legal duty of a member of the Board of Directors to inform the Board of the occurrence of a conflict of interest and provide the Board with details of the case.

*A report of the conflict of interest by the member of the Board of Directors does not relieve that member of the obligation to abstain from participating in the respective activities. Similarly, the member must abstain from attending and participating in deliberations and decisions concerning matters in which they have a personal interest."*

#### NO. Explain:

##### N.A. Specify the rules that prevent adoption of the recommendation:

Implementation date 2008  
Dates of modifications N/A

**21.2 The procedure for managing conflicts of interest makes a distinction** between occasional and permanent conflicts of interest. If the conflict of interest is occasional, the applicable procedure indicates the rules and steps to be followed, which should be relatively easy to manage and difficult for the affected party to avoid. In the case of permanent conflicts of interest, the procedure considers that if the situation affects the company's operations as a whole, it must be understood as a reason for mandatory resignation of the affected party, since it makes it impossible for the employee to exercise the position.

**21.2 Implements the Measure** YES  NO  N/A

##### YES. Brief description:

In effect, article 5.2.2 of the Good Governance Code makes a distinction between the procedure for occasional conflicts of interest and the procedure for permanent conflicts of interest. The Code can be consulted at the following link: <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

#### NO. Explain:

##### N.A. Specify the rules that prevent adoption of the recommendation:

Implementation date 2019  
Dates of modifications N/A

**21.3 Members of the Board of Directors, legal representatives, members of senior management, and other company administrators regularly report to the Board of Directors on direct and indirect relationships** they maintain among themselves, or with other entities or structures belonging to the conglomerate of which the issuer is a part, or with the issuer, or with suppliers, customers, or any other stakeholder that could give rise to situations of conflict of interest or have an influence on the direction of their opinion or vote, thus creating a "Related Parties Map" for administrators.

**21.3 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

**NO. Explain:**

In accordance with the Good Governance Code, company administrators must immediately report any situation that may constitute a conflict of interest. If there is no conflict of interest, no declaration is made. It is also worth mentioning that although this information is disclosed by the administrators, there is no "Related Parties Map" as described in the terms of the Recommendation.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**21.4 The company discloses material conflicts of interest** involving members of the Board of Directors or other administrators in its annual public disclosure published on its website. Material conflicts of interest are defined as situations that would require the affected party to abstain from a meeting and/or a vote.

**21.4 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

**NO. Explain:**

This information is presented, as applicable, to the responsible body, in accordance with the procedure for resolving conflicts of interest contained in the Good Governance Code and the Internal Regulations of the Board of Directors.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**21.5 For these purposes, the company's definition of a related party is consistent with International Accounting Standard No. 24 (IAS 24).**

**21.5 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

In effect, Terpel reports its financial statements in accordance with international practices, and in particular in accordance with the definition of related party contained in IAS 24.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2014  
**Dates of modifications** N/A

**Measure No. 22: Transactions with related parties**

**22.1 The company has a policy that establishes a specific procedure for the evaluation, approval, and disclosure of transactions with related parties**, including outstanding balances and the relationships between them, except for those transactions that are covered by a specific regulation.

**22.1 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

In effect, article 5.2.2.1 of the Good Governance Code, indicates: "All transactions by the company with its shareholders, administrators, key directors and related companies shall be conducted in accordance with the following policy:

1. Evaluation: The Audit and Risk Committee is responsible for knowledge and valuation of the transaction, and must report transactions to the Board of Directors. The following should be considered: (i) qualitative or quantitative criteria for determining the materiality of the transaction, (ii) the transaction's compliance with the principle of equal treatment of shareholders, (iii) the price or value of the transaction and compliance with market conditions; and (iv) the timing of the disclosure.

2. Approval: related party transactions are approved by the Board of Directors, excluding the interested party, depending on the volume or the complexity of the transaction. The absence of any objection to the related party transaction constitutes approval. Approval of these transactions requires, in addition to the report described above, a qualified majority of the Board of Directors, at least for the most significant transactions. This majority must consist of three quarters (3/4) of the Board of Directors and the affirmative vote of the independent members.

3. Disclosure: For the subsequent disclosure of recurring and arm's length related party transactions, the company provides the market with information in addition to that required by IFRS, at least annually through the financial statements.

4. Materiality: Material transactions are those that exceed 10% of the company's total assets, are not at arm's length and are not in the ordinary course of business. Transactions meeting these criteria must be approved unanimously by the members present at the meeting.

5. Recurring transactions with related parties that are part of the ordinary course of business, and which are carried out on the basis of adhesion contracts or general framework contracts, the terms and conditions of which are perfectly standardized, applied on a large scale, and carried out at market prices, generally fixed by the party acting as supplier of the goods or services in question, and the individual amount of which is not relevant for the company, do not require express authorization by the Board of Directors and are therefore considered to be freely negotiable.

The Code can be consulted at the following link: <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2019  
**Dates of modifications** N/A

**22.2 The company's policies on related party transactions covers the aspects described in Recommendation 22.2.**

**22.2 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

In effect, article 5.2.2.1 of the Good Governance Code covers the aspects dealt with in this Recommendation. The Code can be consulted at the following link: <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2019  
**Dates of modifications** N/A

**22.3 The policy establishes that recurring transactions with related parties that are part of the ordinary course of business, and which are carried out on the basis of adhesion contracts or general framework contracts, the terms and conditions of which are perfectly standardized, applied on a large scale and carried out at market prices, generally fixed by the party acting as supplier of the goods or services in question, and the individual amount of which is not relevant for the company, do not require express authorization by the Board of Directors."**

**22.3 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

In effect, article 5.2.2.1 of the Good Governance Code covers the aspects dealt with in this Recommendation. The Code can be consulted at the following link: <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2019  
**Dates of modifications** N/A

### Measure No. 23: Compensation for the members of the Board of Directors

#### 23.1 The company has a policy for the remuneration of the Board of Directors, which is approved at the General Shareholders Assembly

and reviewed each year. It identifies all of the components of remuneration that can effectively be paid. These components may be fixed or variable. They may include fixed fees for membership on the Board of Directors, fees for attending meetings of the Board and/or its Committees, and other compensation of any type, in cash or in kind, accrued during the year, regardless of the cause, as well as the company's obligations with respect to pensions or the payment of life insurance premiums or other line items, both with respect to past and present Board members, and the company's insurance premiums for directors and officers (D&O insurance) contracted by the company on behalf of the members of the Board of Directors.

**23.1 Implements the Measure** YES  NO  N/A

#### YES. Brief description:

#### NO. Explain:

There is no policy per se that is reviewed each year and that includes all of the elements described in the Recommendation, for example: insurance policies, compensation of former members, bonuses, pensions, etc. However, the Shareholders Assembly approves the fixed compensation of the members of the Board of Directors, in accordance with their attendance at the meetings of that corporate body during the year.

Article Twenty-four of the Internal Regulations of the Board of Directors and article 2.2.2 of the Good Governance Code, establish the following:

#### 2.2.2. REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

The members of the Board of Directors are remunerated in accordance with the system of fees and compensation approved by the General Shareholders Assembly.

*The remuneration of the members of the Board of Directors shall be proportionate to the time devoted by each one of them to the activities of the Board of Directors, and to their participation in the Board meetings and the special internal committees of the Board."*

Likewise, article thirty-nine of the corporate bylaws states: "The functions of the General Shareholders Assembly are (...)

7. To appoint and remove members of the Board of Directors, and the main and alternate Statutory Auditors, and to determine their remuneration."

#### N.A. Specify the rules that prevent adoption of the recommendation:

Implementation date N/A  
Dates of modifications N/A

**23.2 If the company adopts compensation systems that establish a variable component** linked to the good performance of the company in the medium and long-term, the remuneration policy includes limits on the amount the Board of Directors may distribute and, if the variable component is linked to the company's profit or other management indicators at the close of the period under review, it must take into account any reservations contained in the report from the Statutory Auditor that could reduce the profit.

**23.2 Implements the Measure** YES  NO  N/A

#### YES. Brief description:

#### NO. Explain:

To date, the remuneration for the Board of Directors does not have a variable component.

#### N.A. Specify the rules that prevent adoption of the recommendation:

Implementation date N/A  
Dates of modifications N/A

**23.3 Shareholder-appointed and Independent members of the Board of Directors are expressly excluded from compensation systems that include stock options or variable compensation linked to an absolute change in the share price.**

**23.3 Implements the Measure** YES  NO  N/A

#### YES. Brief description:

#### NO. Explain:

No policy exists in line with the terms of the Recommendation. The Assembly approves the compensation of all members of the Board of Directors, which to date has not included any variable compensation or stock options.

#### N.A. Specify the rules that prevent adoption of the recommendation:

Implementation date N/A  
Dates of modifications N/A

**23.4 For each period reviewed**, the General Shareholders Assembly approves, in the framework of the compensation policy, a maximum cost for the Board of Directors for all the compensation components approved.

**23.4 Implements the Measure** YES  NO  N/A

#### YES. Brief description:

#### NO. Explain:

As mentioned above, no compensation policy has been implemented. In any case, the Assembly approves the fees of the members of the Board of Directors, but only for their attendance.

#### N.A. Specify the rules that prevent adoption of the recommendation:

Implementation date N/A  
Dates of modifications N/A

**23.5 The total effective cost of the Board of Directors during the period reviewed, which includes all compensation components paid to the members of the Board of Directors, as well as the reimbursement of expenses, is known to the shareholders and published on the company's website, with the level of disaggregation and detail approved by the Board of Directors.**

**23.5 Implements the Measure** YES  NO  N/A

#### YES. Brief description:

During the period under review, the company applied this measure by taking the final effective cost as of December 31, 2024 and presenting it with the level of disaggregation authorized by the Board of Directors in the year-end report, and that report is available to shareholders on the company's website at the following link: <https://www.terpel.com/en/shareholders-investors/corporate-governance/shareholders-meeting>.

The company understands that it would not otherwise be feasible to present to the shareholders the complete and effective total information on such expenses. It would always be partial or preliminary, and not the effective total for the period evaluated, as the recommendation indicates.

#### NO. Explain:

#### N.A. Specify the rules that prevent adoption of the recommendation:

Implementation date 2001  
Dates of modifications N/A

### Measure No. 24: The president of the company and senior management

**24.1 The company's governance model establishes an effective separation between the management or governance** of the company (represented by the Board of Directors) and the ordinary course of business (conducted by senior management with leadership from the president of the company).

**24.1 Implements the Measure** YES  NO  N/A

#### YES. Brief description:

In effect, Terpel's corporate system establishes a separation between the members of the Board of Directors appointed by the General Shareholders Assembly, and the President of the company, who acts as the company's legal representative, and to whom the Board of Directors has delegated the functions of managing the company in its ordinary course of business. The President of the company is responsible for direct appointment of the Vice Presidents (senior management) and their teams, as well as for determining their remuneration, and is therefore independent from them and from the Board of Directors.

This topic is extensively regulated in the company's bylaws, the Good Governance Code, and specific regulations. The most relevant regulations are the following:

#### CORPORATE BYLAWS

**'ARTICLE FORTY-NINE. - PRESIDENT - LEGAL REPRESENTATION AND JUDICIAL LEGAL REPRESENTATION:** The company shall have a President, who shall be its legal representative. He shall be responsible for administering and managing the corporate business subject to the law, these bylaws, and the regulations and resolutions of the General Shareholders Assembly and of the Board of Directors. He shall have four (4) deputies, who shall replace him in case of absolute, temporary, or accidental absence. (...) **ARTICLE FIFTY-TWO. POWERS OF THE PRESIDENT, OF THE LEGAL JUDICIAL REPRESENTATIVE, AND OF**

**THE DEPUTIES:** The President shall exercise the functions and powers pertaining to his office, and, in particular, the following: 1. To represent the company judicially and extrajudicially before associates, third parties, and all types of judicial and administrative authorities, with the power to appoint agents to represent him as necessary; 2. To carry out the agreements and resolutions of the General Shareholders Assembly and of the Board of Directors; 3. To do and enter into such acts and contracts as may serve the purposes of the company. Prior authorization shall be required, however, from the Board of Directors for any act or contract of an amount greater than the equivalent of three million dollars (USD\$ 3,000,000); excluded from this provision are the purchase and sale, distribution, supply, and transportation of products derived from petroleum, natural gas, LPG, and biofuels, the purchase, sale, acquisition under any title, import, export, production, storage, packaging, transportation, supply, and distribution of synthetic lubricant base oils and synthetic lubricants; the purchase, sale, acquisition under any title, and distribution of electric energy and/or any other alternative energy to vehicles through service stations and/or any other location and/or means of supply; the assembly, construction, operation, business development, storage, sale, distribution, dispensing, manufacture, assembly, purchase and sale, import, export, commercialization, and supply of parts, accessories, devices, machinery, and equipment for electric vehicle charging stations or any other electric vehicle charging system, as well as the provision of consulting services related to these activities; which do not require authorization from the Board of Directors, regardless of the amount of those acquisitions and/or sales.; 4. To convene the General Shareholders Assembly and the Board of Directors in accordance with the provisions of these bylaws; 5. To submit to the General Shareholders Assembly, together with the Board of Directors, the balance sheet for each financial year, the management report, and the other annexes and reports referred to in article four hundred and forty-six (446) of the Code of Commerce; 6. To submit to arbitration or to settle the company's disputes with third parties, subject to the limitations established in paragraph 3 above; 7. To appoint and remove company employees whose appointment or removal does not correspond to the General Shareholders Assembly or to the Board of Directors; 8. To delegate certain functions of his position, within the limits established in the corporate bylaws; 9. To take care of the collection and investment of the company's funds; 10. To ensure that all employees of the company strictly comply with their duties, including the systems for the disclosure and control of financial information, and to report to the General Shareholders Assembly or the Board of Directors any irregularities or serious infractions that occur relative to this particular, and; 11. To certify that the financial statements and other reports relevant to the public do not contain any omissions, inaccuracies, or errors that prevent knowledge of the true financial situation or the operations of the company. 12.- To exercise any other function delegated by law, the

**General Shareholders Assembly and the Board of Directors.**  
**PARAGRAPH:** The legal judicial representative is exclusively responsible for the functions indicated in the paragraph of article forty-nine of these bylaws and in the first paragraph of this article.

#### **Good Governance Code**

##### **2.3.2. EXERCISE OF THE FUNCTIONS OF THE LEGAL REPRESENTATIVE**

*The legal representative of Organización Terpel S.A. shall exercise his functions and responsibilities for administering and managing the corporate affairs of the company as indicated in the corporate bylaws, the Good Governance Code, and the regulations that govern it.*

*In addition to these principles, the work of the legal representative shall: 1.- Watch over the integrity of the company's accounting systems and financial statements, including the implementation of appropriate control systems. 2.- Organize the structure and tools necessary to communicate relevant information about the company's business performance. 3.- Deliver the information necessary for the proper exercise of the functions and the adoption of the decisions that are the responsibility of the Board of Directors, and 4.- Adopt the corresponding measures so that the company's control bodies have access to the information necessary to perform their functions."*

#### **NO. Explain:**

##### **N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2001  
**Dates of modifications** 2008

**24.2 In general, it is the policy of the Board of Directors to delegate the day-to-day management of the business** to the team of senior management, focusing its activities on the general functions of strategy, supervision, governance, and control.

##### **24.2 Implements the Measure YES NO N/A**

#### **YES. Brief description:**

As indicated in the previous point and as established in the corporate bylaws, the Good Governance Code, and the regulations. The corporate bylaws specifically indicate that it is the responsibility of the President "(...) To administer and manage the company's business subject to the law, these bylaws, and the regulations and resolutions of the General Shareholders Assembly and of the Board of Directors." (Article

Forty-nine). The Board of Directors, however, is fully empowered to intervene in such business dealings/decisions/operations as it may determine.

Article Forty-seven of the corporate bylaws indicates that the Board of Directors shall perform, among others, the following functions, which demonstrate this intent: "2.- To cooperate with the President in the administration and direction of the company's business, and to delegate to the President or to any other employee the functions it deems convenient (...); 7.- To advise the President, at his request, on legal actions to be initiated or pursued; (...)"

17.- To ensure the strict observance of all the provisions laid down in these by-laws and such as may be adopted for the proper operation of the company, and to make such decisions as may be necessary to enable the company to fulfill its purposes that are not the responsibility of the Assembly or any other body of the company. (...)"

#### **NO. Explain:**

##### **N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2001  
**Dates of modifications** 2009

**24.3** As a general rule, members of senior management are identified, evaluated, and appointed directly by the President of the company, since they report directly to him. Alternatively, **the company may choose to have members of senior management that are designated by the Board of Directors upon the recommendation of the company's President**. Regardless of who makes the final appointment, candidates for key executive positions at the company are known to and evaluated by the Appointments and Remunerations Committee of the Board of Directors, which is required to issue an opinion.

##### **24.3 Implements the Measure YES NO N/A**

#### **YES. Brief description:**

As a general rule, the members of senior management are appointed by the President of the company, although this provision is not for mandatory compliance. The General Shareholders' Assembly, the Board of Directors and/or the President can choose to have them appointed by a different body when they deem it convenient, and the candidate need not be proposed by the President. It should also be noted that the functions of the Board of Directors indicated in its internal regulations do not include the function of evaluating

members of senior management, and therefore that power has not been delegated to any committee.

#### **N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**24.4. The company has a clear policy for delegating functions** approved by the Board of Directors and/or a chart of authority that shows the level of authority of the company's President and of other members of senior management.

##### **24.4 Implements the Measure YES NO N/A**

#### **YES. Brief description:**

Article Twenty-two (22) of the corporate bylaws classifies the company's management, administrative, and supervisory bodies, each of which has been assigned its respective functions. It includes a clear definition of their functions, scope, and powers for the best fulfillment of the company's vision. The company has also appointed legal representatives, judicial legal representatives, and agents with clearly defined limits.

Note that Terpel's corporate bylaws establish limits on the contracting powers of its legal representatives, who must obtain express authorization from the Board of Directors to enter into transactions or contracts for amounts greater than USD \$3,000,000.

#### **NO. Explain:**

##### **N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2001  
**Dates of modifications** N/A

**24.5. Each year, the Board of Directors, through the Appointments and Remunerations Committee, or the body fulfilling that function, evaluates the performance of the President of the company and has knowledge of the evaluations of the other members of senior management.**

##### **24.5 Implements the Measure YES NO N/A**

#### **YES. Brief description:**

**NO. Explain:**

The evaluation of the company's President is conducted by the Chairman of the Board of Directors. The evaluation of the members of senior management is usually conducted by the President of the company.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**24.6. The company has a compensation policy for the President of the company and for the other members of senior management.** That policy is approved by the Board of Directors, and identifies all of the components of compensation that can be effectively achieved and that are tied to the achievement of long-term goals and risk levels.

**24.6 Implements the Measure** YES  NO  N/A

**YES. Brief description:****NO. Explain:**

La compensación de la Alta Gerencia la define el Presidente. The President of the company determines the compensation for senior management in accordance with market standards. In turn, the compensation for the President is defined by the Chairman of the Board of Directors based on market standards. And variable compensation is approved by the Compensation and Benefits Committee, when applicable.

The Good Governance Code indicates:

**2.3.3. Remuneration of the Legal Representative**  
 The compensation of the legal representative will be established in accordance with what is authorized by the Board of Directors.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**24.7. When the compensation for the President of the company **includes a fixed and a variable component, its technical** design and method for calculation **prevents the variable component from exceeding a maximum limit established by the Board of Directors.****

**24.7 Implements the Measure** YES  NO  N/A

**YES. Brief description:****NO. Explain:**

The Board of Directors has not established limits as described in the Recommendation.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**Control architecture****Measure No. 25: Control Environment**

**25.1 The Board of Directors is ultimately responsible for ensuring that the company has a robust control environment**, appropriate to the company's nature, size, complexity, and risks, in such a way that it meets the requirements of Recommendation 25.1

**25.1 Implements the Measure** YES  NO  N/A

**YES. Brief description:****NO. Explain:**

Terpel understands that, although the Board of Directors has delegated the functions related to compliance and review of the control environment to the Audit, Risks, and Corporate Governance Committee, it is the Board that is ultimately responsible for the existence of a control environment at the company, a power that it exercises through that delegated body.

Within the company, each area promotes knowledge of its business risks, which empowers each Vice President and their managers to be directly responsible for identifying, assessing, managing, monitoring, and reporting the risks to which they are exposed. The work is evaluated through the implementation and execution of the audit plan approved by the Audit, Risks, and Corporate Governance Committee. The results of these evaluations are presented to the mentioned Committee on a quarterly basis.

As of January 2021, the company has incorporated a Risk Management Department into its corporate structure, which is in charge of consolidating all the risks from the different areas of the company and providing continuous support for risk follow-up, evaluation, and monitoring.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**25.2 In the case of conglomerates, the Board of Directors of the parent company promotes the existence of a control architecture with a consolidated, formal scope** that covers all the subordinate companies, establishes responsibilities for the relevant policies and guidelines at the conglomerate level, and defines clear reporting lines that provide a consolidated view of the risks to which the conglomerate is exposed and the control measures that are in place.

**25.2 Implements the Measure** YES  NO  N/A

**YES. Brief description:****NO. Explain:**

With the creation of the Risk Management Department in 2021, the Risk Management Policy of Organización Terpel has been formalized and disseminated. That policy defines the objectives, structure, roles, and responsibilities of risk management in the organization. The Board of Directors, through the Audit, Risks, and Good Corporate Governance Committee, monitors compliance with the guidelines of this process on a quarterly basis.

Based on this policy, the company has defined actions to strengthen its risk culture through training and discussions with members of the Board of Directors, the Executive Committee, and managers and directors of key business areas.

Similarly, the risks of both the parent company and each subordinate company derived from the business strategy were assessed and described in detail in accordance with the methodology and the risk appetite approved and updated annually. These risks were analyzed by each business area in order to define strategies and action plans to prevent and control key risks.

On a monthly basis, the board of Directors also reviews the performance of its affiliates and subsidiaries and their compliance with the internal policies of Organización Terpel, such as the Good Governance Code and the Ethics Code. In addition, the Audit, Risks, and Corporate Governance Committee and the Internal Audit Department prepare an annual risk-focused audit plan covering Terpel and all its subsidiaries, which is presented to the Board of Directors.

Lastly, as the parent company of the business group, the company constantly directs the management of all its subsidiaries and evaluates their performance on a monthly basis. This situation, in addition to being registered in the Commercial Registry, is published on our website under "Corporate Structure" in the chapter on Corporate Governance, and has been disclosed to the stock market at the proper time, using the Relevant Information mechanism of the Financial Superintendent.

Corporate bylaws: <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

Corporate structure: <https://www.terpel.com/en/shareholders-investors/corporate-governance/structure-and-administration>

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**Measure No. 26: Risk Management**

**26.1** The company's objectives for risk management are as described in Recommendation 26.1.

**26.1 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

In the framework of its risk culture, philosophy, and policy, the company manages risks both at Terpel and at its subsidiaries (countries). This process is led by the Board of Directors at its monthly meetings, through the Audit, Risks, and Corporate Governance Committee and through the Internal Audit and Risk Management departments. In addition, the most relevant risk management policies for each business segment or activity are identified and continuously monitored by each business leader.

Thus, with the creation of the Risk Department, the risk management policy has been formalized and includes the objectives of risk management, which are: i) identifying the risks derived from the company's strategy; ii) assessing the risks and measuring the degree of exposure to them; iii) effectively managing the risks, which includes making decisions regarding their management in terms of avoiding, controlling, mitigating, sharing, or accepting them; iv) monitoring the risks, understood as evaluating that decisions to accept risk are consistent with the risk policy approved by the Board of Directors and with the maximum exposure limits established by it; and v) periodically reporting to the Board of Directors and senior management on risk management.

The policy is published at the following link on the website (see policies) <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2021  
**Dates of modifications** N/A

**26.2 The company has a risk map**, which is a tool for identifying and monitoring the financial and non-financial risks to which the company is exposed.

**26.2 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

Each year, the Risk Department, together with the Executive Committee and the members of the Board of Directors who sit on the Audit, Risks, and Corporate Governance Committee, updates the risk appetite and the strategic risk map of both the parent company and each subsidiary. This exercise evaluates both financial and non-financial risks to which the company is exposed. There is also an operational risk map by process, which is constantly updated.

In addition, in the framework of its risk culture, philosophy, and policies, the company prepares risk-focused audit plans for Terpel and for its subsidiaries (countries). This process is led by the Internal Audit and Risk Management Department.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2022  
**Dates of modifications** N/A

**26.3 The Board of Directors is responsible for defining the risk management policy**, and for setting maximum exposure limits for each risk identified.

**26.3 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

The Board of Directors, both as a whole and through its committees, defines the risks and their maximum exposure limits. Each year, they update the risk appetite and the inherent and residual risk rating of the strategic risks with

the participation of the board members who are members of the Audit, Risks, and Corporate Governance Committee.

The current risk management policy was approved by the Board of Directors through the Audit, Risks, and Corporate Governance Committee, and each update is approved by the same body: <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**26.4 The Board of Directors keeps abreast of and periodically monitors** the company's effective exposure to the established risk limits and proposes corrective and follow-up actions in the event of deviations.

**26.4 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

**NO. Explain:**

The Board of Directors carries out this function through the Audit, Risks, and Corporate Governance Committee, a body responsible for knowing the company's actual exposure to the various risks defined by the leaders of each area or segment, under the terms of its regulations. This function is also performed by the Statutory Auditors in the course of their audit work. This committee meets every three months (or more often if necessary) and its reports and decisions are recorded in the minutes.

According to Chapter 2 of the regulations of the Audit, Risks, and Corporate Governance Committee, "the reports that are recorded in the minutes shall be submitted to the Board of Directors at least once (1) a year, or in a shorter period if the Board so requests. The Secretary General of the company shall issue the notice of meetings of the Committee five (5) days prior to the meeting."

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**26.5 As part of the risk management policy, senior managers own the processes and are responsible for**

**managing risks**, i.e. identifying, assessing, measuring, controlling, monitoring, and reporting risks, as well as defining methodologies and ensuring that the risk management is consistent with the strategy, the established risk policy, and the approved limits.

**26.5 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

Paragraph 7 of the Risk Management Policy, "Governance Model" - "Executive Committee ("Line of Authority")", explicitly describes the responsibility of senior managers for risk management, and the functions are as follows:

(...)

**"Executive Committee (Board of Directors):**

- Promotes the strategy and the guidelines defined by Risk Management and a control environment at all levels of the Company. It works through the different areas and business units, inviting consideration of risks in decision-making, compliance with risk policies, control activities and remediation plans by the dates established.
- It is responsible for the processes and the management of their associated risks, through compliance with the risk policy and strategy, and in accordance with the limits and appetite approved by the Board of Directors.
- Identify and assess the strategic, operational, technological, financial, environmental, social and climate risks of the business.
- Determines, implements and monitors measures for prevention and detection of the different types of risks identified within the organization, especially those with strategic impact and related to ESG issues.
- Follows up on the treatment defined for those strategic risks that surpass the risk tolerance defined by the company.
- Promote and formalize the Risk Management System. Ensures the System's requirements are met.
- Exercises regular monitoring of the management of the business risks."

The risk management policy can be consulted at the following link: <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

In addition, as of August 2024, the Fraud Prevention and Detection Unit was created to continuously monitor processes and/or programs that are highly exposed to the materialization of fraud risks. This unit is led by the Risk department and works in coordination with the technology and business areas.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2021  
**Dates of modifications** N/A

**26.6. The company has a risk delegation policy**, approved by the Board of Directors, which establishes the risk limits that can be directly managed by each level of the company.

**26.6 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

**NO. Explain:**

There is no formal risk delegation policy approved by the Board of Directors under the terms described in the Recommendation. Each person who manages or directs each business segment, however, manages the risks in accordance with their knowledge and experience, and discloses them in accordance with the organizational culture. Operational risk matrices and controls are in place for key processes, with a responsible person assigned to each control.

Indicators with limits have also been established for strategic risks to ensure their proper management.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**26.7. In conglomerates, risk management is done at the consolidated level** in such a way that it contributes to the cohesion and control of the companies that make up the conglomerate.

**26.7 Implements the Measure** YES  NO  N/A

**YES. Brief description:****NO. Explain:**

Terpel promotes consistency of practices by having the Board of Directors of the parent company implement controls, particularly in relation to transaction amounts. The Audit, Risk, and Corporate Governance Committee also performs its functions, while respecting the independence of the related parties. Those functions include: "2. *Annually review with the Statutory Auditor, the Audit and Risk Management Manager, and the Vice President of Corporate and Legal Affairs the results of monitoring compliance with the policy on conflicts of interest and good governance, and report to the Board of Directors.*"

The risk management department consolidates and manages the strategic risks for both Terpel Colombia and subsidiaries. In addition, the same methodology is used to identify operational risks and controls at all subsidiaries as at the parent company, and the risks are consolidated in the same information system.

**N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	N/A
<b>Dates of modifications</b>	N/A

**26.8.** If the company has a complex and diverse structure of businesses and operations, **it has a position of Chief Risk Officer (CRO)**. This person is responsible at the conglomerate level in the case of integrated companies in control situations and/or business groups.

**26.8 Implements the Measure YES ■ NO □ N/A □****SI. Indique brevemente**

Within the Audit and Risk Management structure, there is a Risk Department at the conglomerate level, which works to centralize and strengthen the company's risk management system, and as such is responsible to the CRO for the exercise of its functions.

**NO. Explain:****N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	2021
<b>Dates of modifications</b>	N/A

**Measure No. 27: Control Activities**

**27.1 The Board of Directors is responsible for ensuring that an appropriate system for internal control is in place**, appropriate for the company and its complexity, and consistent with the current risk management system.

**27.1 Implements the Measure YES □ NO ■ N/A □****YES. Brief description:****NO. Explain:**

The Board of Directors is responsible for ensuring that a proper internal control system is in place through the development of the functions of the Audit, Risks, and Corporate Governance Committee, which is composed of members of that same Board. The Audit, Risks, and Corporate Governance Committee is required to report regularly to the Board of Directors on its activities and decisions.

In effect, Chapter 2 of the regulations of the Audit, Risks, and Corporate Governance Committee indicates: "The main function of the Audit, Risks, and Corporate Governance Committee (the "Committee") is to advise the Board of Directors of Organización Terpel S.A. (the "company") in the exercise of its oversight and control responsibilities. The functions and responsibilities of the Committee are approved by the Board of Directors.

The Audit, Risks, and Corporate Governance Committee supervises compliance with the internal audit program, which considers risks to the business and comprehensively evaluates all of the company's processes and procedures. It must also ensure that the preparation, presentation, and disclosure of financial information complies with the provisions of the law, providing a channel of communication between the Statutory Auditor, the Audit and Risk Management Departments, management, and the Board of Directors. It must also monitor compliance with the principles of good governance established both by the competent authorities and by the company itself."

Similarly, Chapter 4 of the regulations, relative to "Ongoing Activities," indicates that the Audit, Risks, and Corporate Governance Committee must:

"1. Oversee compliance with the internal audit program, which must consider the risks to the business, and comprehensively evaluate all areas of the company, and the internal control reports. (...)"

9. Inquire of management, the Statutory Auditor, and the head of Audit and Risk Management regarding significant threats and risks and evaluate the steps taken by management to minimize those risks.

10. Report regularly to the Board of Directors on the main results of the activities carried out."

Terpel has mechanisms in place to ensure a sound control environment, and its strengthening, standardization, and monitoring. Those mechanisms are independent but coordinated with the Risk Management Department, in order to ensure consistency in risk management.

**N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	N/A
<b>Dates of modifications</b>	N/A

**27.2 The Board of Directors is responsible for overseeing the effectiveness and adequacy of the internal control system**, which may be delegated to the Audit Committee without the Board relinquishing its oversight responsibilities.

**27.2 Implements the Measure YES □ NO ■ N/A □****YES. Brief description:****NO. Explain:**

The Board of Directors supervises the Audit, Risks, and Corporate Governance Committee on a regular basis, and the Audit Committee is required to report regularly on its activities. According to Chapter 2 of the regulations of the Audit, Risks, and Corporate Governance Committee, "the reports, which shall be recorded in the minutes, shall be submitted to the Board of Directors at least once (1) a year, or at shorter intervals if the Board of Directors so requests. (...)"

**N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	N/A
<b>Dates of modifications</b>	N/A

**27.3 The principle of self-control is applied and required at the company**, where self-control is understood as, "The ability of the people involved in the various processes to consider control as an inherent part of their responsibilities, fields of action, and decision-making."

**27.3 Implements the Measure YES ■ NO □ N/A □****YES. Brief description:**

In effect, the principle of self-control is applied inside the company as a key element of risk management.

As has been indicated, each leader of a segment or business area performs the risk management and control function inside that area as an inherent part of their responsibility.

The company has a risk culture, philosophy, and policies led by the Board of Directors through its Audit, Risks, and Corporate Governance Committee and executed by the company's Internal Audit Department, and these bodies exercise their functions in the framework of the business group.

In addition, in accordance with the regulations of the Audit, Risks, and Corporate Governance Committee, which can be found on our website, the following are the objectives: "1. OBJECTIVES (...) In general, to review the company's control architecture, including the audit of the risk management system (...) and the principles of good governance established by law, the competent authorities, and the company itself."

In addition, as part of that committee's work, the Audit Department submits annual management reports and carries out annual audit plans at the country level, the objective of which is "(...) To watch over the organization's internal control system by auditing internal processes and also those of its subsidiaries, using a methodology defined to achieve this objective." Together with the above, that Department works (...) with the various areas of the organization to follow up on the action plans defined from the audit work, which are determined by the process owners, who are ultimately responsible for their implementation."

This culture and philosophy is put into practice in accordance with the respective risk matrices for internal use.

In addition, the Risk Management Department, which reports to the Audit and Risk Management Department, carries out regular activities to strengthen and measure the risk management and self-control culture.

Regulations of the Audit, Risks, and Corporate Governance Committee: <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

**NO. Explain:****N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	2001
<b>Dates of modifications</b>	2008

## Measure No. 28: Information and communication

**28.1 The risk culture, philosophy and policies, as well as the approved exposure limits, are communicated downwards and horizontally** throughout the company so that the entire organization considers the risks and control activities in its business.

**28.1 Implements the Measure** YES  NO  N/A

### YES. Brief description:

The risk culture and philosophy is communicated at different levels of the company. Each area and/or segment leader is responsible for managing the risk in their area based on their knowledge and experience. The risk and control matrices for each subprocess are built by the process owners with support from the risk management department and are distributed to the personnel who perform functions and/or controls within the process.

In addition, the risk management policy is published in the document management system and available for consultation by any employee.

### NO. Explain:

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2001  
**Dates of modifications** N/A

**28.2 The company has a mechanism for reporting information upward** (to the Board of Directors and senior management) that is accurate, understandable, and complete, in such a way that it supports and enables informed decision-making, risk management and control.

**28.2 Implements the Measure** YES  NO  N/A

### YES. Brief description:

In effect, the company facilitates the upward flow of information by empowering the leaders of each area and segment. They manage and facilitate risk management and report to senior management, which in turn reports to the Board of Directors, as appropriate.

In addition, there are a number of mechanisms for making informed decisions within the various corporate bodies. It is the responsibility of the Board of Directors and of the legal representatives, the committees and the Statutory Auditor to report in detail on their work in the company.

This is in accordance with paragraphs 10 and 17 of article forty-seven (47), paragraph five (5) of article fifty-two (52), subparagraphs a) to h) of letter B of article fifty-five (55), and others.

For verification, these are the links to the above-mentioned documents:

Company bylaws sections 10, 17 of article Forty-seven (47), section five (5) of article Fifty-two (52), sub-sections a) to h) of section B of article Fifty-five (55) <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices> (see bylaws)

Good Governance Code – <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices>

Internal regulations of the Board of Directors, Article Ten Four <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices> (See corporate policies).

### NO. Explain:

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2001  
**Dates of modifications** 2008

**28.3 The company's mechanism for communicating and reporting information enables:** i. Senior management to involve the entire company by emphasizing their responsibility for managing risk and defining controls, and ii. the company's employees to understand their role in managing risk and defining controls, as well as their individual contribution relative to the work of others.

**28.3 Implements the Measure** YES  NO  N/A

### YES. Brief description:

As indicated in the previous point, the company has internal mechanisms for reporting situations, for reporting suspicious transactions in connection with money laundering and terrorist financing, and for risk management, in cooperation with the company's Audit and Risk Management Department.

### NO. Explain:

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2001  
**Dates of modifications** 2008

**28.4 Internal whistleblower hotlines are available for employees to anonymously report illegal or unethical conduct or behaviors inconsistent with the company's risk management and control culture. Such reports are made to the company's Board of Directors.**

**28.4 Implements the Measure** YES  NO  N/A

### YES. Brief description:

### NO. Explain:

We have channels for employees, suppliers, customers, etc. to report incidents on a confidential basis. However, this report is submitted to the Audit, Risks, and Corporate Governance Committee.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

## Measure No. 29: Monitoring the Control Architecture

**29.1 At the company, the Board of Directors**, through the Audit Committee, is responsible for overseeing the effectiveness of the various components of the Control Architecture.

**29.1 Implements the Measure** YES  NO  N/A

### YES. Brief description:

Yes. It is the responsibility of the Board of Directors, through the Audit, Risks, and Corporate Governance Committee, to oversee the various components of the company's control system. According to the Regulations of the Audit, Risks, and Corporate Governance Committee: "(...) The main function of the Audit and Corporate Governance Committee (the "Committee") is to advise the Board of Directors of Organización Terpel S.A. (the "company") in the exercise of its oversight and control responsibilities. The functions and responsibilities of the Committee are approved by the Board of Directors.

*The Audit, Risks, and Corporate Governance Committee supervises compliance with the internal audit program, which considers risks to the business and comprehensively evaluates all of the company's processes and procedures. It must also ensure that the preparation, presentation, and disclosure of financial information comply with legal requirements and provide a channel of communication between the Statutory Auditor, the Audit and Risk Management Departments, the administration, and the Board of Directors. It must also monitor compliance with the principles of good governance established both by the competent authorities and by the company itself. (...)"*

*Audit and Risk Management Departments, the administration, and the Board of Directors. It must also monitor compliance with the principles of good governance established both by the competent authorities and by the company itself."*

### NO. Explain:

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2001  
**Dates of modifications** 2008

**29.2 The company's monitoring activities, which are designed to provide assurance regarding the effectiveness of the Control Architecture, are primarily the responsibility of Internal Audit**, in cooperation with the Statutory Auditor on matters within the latter's competence, and, in particular, with regard to the company's financial information.

**29.2 Implements the Measure** YES  NO  N/A

### YES. Brief description:

In effect, both Internal Audit and the Statutory Auditor are involved in the work of monitoring. The functions of the Audit, Risks, and Corporate Governance Committee are contained in the Regulations of the Audit, Risks, and Corporate Governance Committee and those of the Statutory Auditor are contained in the corporate bylaws.

Regulations of the Audit, Risks, and Corporate Governance Committee

"(...) The Audit, Risks, and Corporate Governance Committee supervises compliance with the internal audit program, which considers risks to the business and comprehensively evaluates all of the company's processes and procedures. It must also ensure that the preparation, presentation, and disclosure of financial information comply with legal requirements and provide a channel of communication between the Statutory Auditor, the Audit and Risk Management Departments, the administration, and the Board of Directors. It must also monitor compliance with the principles of good governance established both by the competent authorities and by the company itself. (...)"

Corporate bylaws

**"ARTICLE FIFTY-FIVE B) FUNCTIONS:** The following are the functions of the Audit, Risks, and Corporate Governance Committee: a) Oversee compliance with the internal audit program, which must consider the risks to the business,

and comprehensively evaluate all areas of the company, and the internal control reports; b) Ensure that the preparation, presentation, and disclosure of financial information are in line with legal requirements; c) Issue an opinion regarding the company's financial statements before their submission to the Board of Directors and to the General Shareholders Assembly; d) Consolidate the information from the issuer's control bodies for the presentation to the Board of Directors; e) Issue an opinion regarding possible transactions with related parties; f) Request the reports it deems appropriate for the proper development of its functions; g) Adopt its own regulations; h) All others functions provided for in the bylaws and the law."

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2001  
**Dates of modifications** 2008

**29.3. The company's internal audit function has Internal Audit Regulations, approved by the Audit Committee, which explicitly establish the scope of its responsibilities in this area, which should include the topics described in Recommendation 29.3.**

**29.3 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

**NO. Explain:**

Although there are internal documents, such as the Internal Audit Manual, that define the audit functions, there are no internal audit regulations approved by the audit committee that contains all the topics covered by the Recommendation.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**29.4. The head of internal audit is professionally independent** from the senior management of the company or conglomerate that employs him, through his exclusive functional dependence on the Audit Committee.

**29.4 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

**NO. Explain:**

The Audit and Risk Manager is responsible for managing internal audit and reports to the Audit, Risks, and Corporate Governance Committee and the President of the company.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**29.5. The Board of Directors, acting on a proposal from the Audit Committee, is responsible for the appointment and dismissal of the head of internal audit, and the market is informed of the appointment or dismissal.**

**29.5 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

**NO. Explain:**

Although the Head of Internal Audit reports to the Audit, Risks, and Corporate Governance Committee and to the President of the company, the position is not appointed by the Board of Directors.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**29.6 The Statutory Auditor of the company or conglomerate has a clear independence from the company or conglomerate**, a fact that must be stated in the respective audit report.

**29.6 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

Terpel's Statutory Auditor is always an external and independent third party. According to article fifty-three and following of the corporate bylaws: The Statutory Auditor must be a certified public accountant and is elected by the

General Assembly of Shareholders for periods equal to that of the Board of Directors. The Statutory Auditor must be completely independent because article forty-four of the corporate bylaws states that, *"Employees of the company, its parent companies or subsidiaries, as well as those related by marriage or affinity within the fourth degree of consanguinity, the first degree of civil affinity or the second degree of affinity, or those who are partners of the administrators and executive officers, the cashier, auditor or accountant of the company, as well as those who work in the company or in its subsidiaries in any other position, may not be the Statutory Auditor."*

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2001  
**Dates of modifications** N/A

**29.7 If the company acts as the parent company of a conglomerate, the Statutory Auditor is the same for all of the companies, including offshore companies.**

**29.7 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

In effect, the General Shareholders Assembly elects a statutory audit company to audit both Terpel and its subsidiaries.

In this sense, article 2.4.1.2 of the Good Governance Code stipulates that: "The Statutory Auditor must to be a firm of recognized prestige that meets the requirements of the law and the corporate bylaws. As far as possible, the subsidiaries of Organización Terpel S.A. should use the same Statutory Auditor.

*Organización Terpel S. A. and its subsidiaries may not enter into an agreement with the Statutory Auditor for services other than those of auditing. There must be an agreement to rotate the persons who carry out the audit function with a periodicity of five (5) years.*"

In 2024, the subsidiary in Ecuador needed to have a different auditor than the other companies because KPMG was no longer operating in the country. The two firms work together, however, to ensure compliance and the same level of quality in the work performed.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2001  
**Dates of modifications** 2008

**29.8 The company has a policy for the appointment of the Statutory Auditor**, approved by the Board of Directors and disclosed to the shareholders, which includes the provisions of Recommendation 29.8.

**29.8 Implements the Measure YES  NO  N/A**

**YES. Brief description:**

The company has a formal policy for the appointment of the Statutory Auditor. The Shareholders' Assembly appoints the Statutory Auditor each year at its regular meeting, under the terms of articles fifty-three and fifty-four of the corporate bylaws, the Good Governance Code, and with attention to the relevant provisions of the Code of Commerce.

Those documents can be consulted at: <https://www.terpel.com/en/shareholders-investors/corporate-governance/best-practices> (Good Governance Code and compiled corporate bylaws).

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2015  
**Dates of modifications** N/A

**29.9 In order to limit the ties created between the company and the Statutory Audit firm and/or its teams, and to maintain its independence, the company establishes a maximum contract term of five (5) to ten (10) years.** In the case of a Statutory Auditor who is a **natural person not associated with a firm**, the maximum term of the contract is five (5) years.

**29.9 Implements the Measure YES  NO  N/A**

**YES. Brief description:****NO. Explain:**

The company has a policy regarding the maximum term of the Statutory Auditor. In accordance with article fifty-three of Terpel's corporate bylaws, the Statutory Auditor is elected by the General Shareholders Assembly for a term of one (1) year, and may be reelected indefinitely or freely removed before the expiration of the term. The Statutory Auditor may have up to seven (7) alternates to replace him in the case of permanent or temporary absence. According to article 2.4.1.2 of the Good Governance Code: *"The Statutory Auditor must be a firm of recognized repute that meets the requirements of the law and the corporate bylaws. (...)"*

Although not contractually agreed in the commercial offer, the current Statutory Auditor rotates the individuals who perform the audit with a maximum periodicity of five (5) years.

**N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	N/A
<b>Dates of modifications</b>	N/A

**29.10** During the maximum term of the contract, the company **encourages mid-term rotation of the partner of the Audit Firm assigned to the company**, and his audit teams. At the end of the term, rotation of the firm is mandatory.

**29.10 Implements the Measure YES  NO  N/A** **YES. Brief description:****NO. Explain:**

Despite the fact that the regulations for the Statutory Auditor on this matter do not include a mandatory mid-term rotation of the partner of the Statutory Audit firm, over the years, the assigned partner has effectively been rotated.

**N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	N/A
<b>Dates of modifications</b>	N/A

**29.11** In addition to the current prohibition on hiring **professional services from the Statutory Auditor** other than financial audit services and other functions recognized under the current laws, the company also extends this restriction to the people or agencies connected with the

Statutory Audit firm, including the companies in its group, as well as companies in which there are many partners and/or administrators who coincide with those of the Statutory Auditor.

**29.11 Implements the Measure YES  NO  N/A** **YES. Brief description:**

The update of the IESBA Code (International Ethics Standards for Accountants) states that *"the company shall not engage the statutory auditor for services that create or may create a conflict of interest, risk of threat, and/or self-review."* This provision applies to all the companies that make up the Organización Terpel S.A. Group, both upward and downward.

In addition, the company does not engage the Statutory Auditor for any services other than those defined for the external audit, in accordance with "Article 2.4.1.2 of the Good Governance Code.

"Article 2.4.1.2 of the Good Governance Code: (...)"

Organización Terpel S. A. and its subsidiaries may not enter into any contract with the Statutory Auditor for services other than those related to the audit of the financial statements."

**NO. Explain:****N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	2008
<b>Dates of modifications</b>	N/A

**29.12** The company discloses in its public filings the total amount of the contract with the Statutory Auditor and the percentage of the firm's total revenues represented by the fees paid by the company for the statutory audit.

**29.12 Implements the Measure YES  NO  N/A** **YES. Brief description:****NO. Explain:**

There is no specific publication on this matter, but the appointment of the Statutory Auditor by the General Shareholders Assembly is disclosed to the market as relevant information.

In addition, all expenses of the company, including the cost of the Statutory Audit, are included in the financial statements approved by the Assembly, published on the website, and sent to the Superintendent of Finance on a quarterly basis. The proportion of the payment made to the Statutory Auditor in relation to other fees received from third parties is not known.

**N.A. Specify the rules that prevent adoption of the recommendation:**

<b>Implementation date</b>	N/A
<b>Dates of modifications</b>	N/A

**Transparency and financial and non-financial information****Measure No. 30: Information disclosure policy**

**30.1** The Board of Directors has approved an information disclosure policy that identifies, at a minimum, the information covered in this Recommendation.

**30.1 Implements the Measure YES  NO  N/A** **YES. Brief description:**

In effect, the Board of Directors has approved the information policy in the Good Governance Code, which is complemented by the company's Conduct Manual.

**Good Governance Code:**

"3.1. Information Policy

It is the policy of Organización Terpel S.A. to provide timely information on its activities, projects, results of operations, and financial situation.

The members of the Board of Directors and the legal representative must exercise special care in the treatment and use of the information that is known to them and is considered reserved and confidential, especially those aspects related to their activities as investors.

The administrators of Organización Terpel S.A. are legally and contractually bound to use the information to which they have access exclusively for the purposes and for the exclusive benefit of the company's business operations.

The information of Organización Terpel S.A. is classified as

1.- General and 2.- Reserved.

The first of these categories is information of general use that is not reserved, and is not part of the company's industrial, commercial, or professional secrets. The second category refers to material whose use and disposal is the responsibility of the Company's administrators, including communications or material that may pose a risk to the Company's operations.

**3.2. Provision of Information**

The company provides the general information it is required to disclose to its shareholders, the general public, and the stock market in accordance with the information standards established by the stock exchange regime, in a complete, reliable, and timely manner, and in accordance with the professional criteria and practices for its preparation. The company may request authorization from the Financial Superintendent of Colombia to not disclose an event of Relevant Information, under the terms of article 1.1.2.20 of Resolution 400 of 1995 issued by the Superintendent of Securities, and any regulations that modify or replace it."

**Conduct Manual**

(...)

**"7. Information handling****Characteristics of the information**

Information may be classified as confidential or general, according to the following definitions:

- Reserved information is any information whose dissemination is not authorized and whose use and disclosure corresponds to the administrators of Terpel. It includes, but is not limited to, communications or materials in any form of media that contain this type of information. It, in turn, can be divided into:

a) Strategic information: commercial, financial, operational, and technical information, know-how, new projects, agreements with customers and suppliers, records of customers, investors, employees and litigation, among other information that may provide TERPEL with competitive advantages, the appropriateness of which will be evaluated on a case-by-case basis.

b) Privileged information: According to Article 75 of Law 45 of 1990, "privileged information is information of a specific nature which has not been disclosed to the public and which, if it had been disclosed, would have been taken into account by a reasonably diligent and prudent investor in trading the relevant securities."

- Information is considered to be specific in nature if it indicates a set of circumstances that exists or may reasonably be expected to exist, or an event that has occurred or may reasonably be expected to occur, when such information is sufficiently specific to permit an inference to be drawn about the possible effect of that set of circumstances or event on the price or listing of one or more securities.

- Information that a reasonable investor would take into account is any information that, if made public, would or could affect the price or listing of one or more securities. The following information could also be taken into account by a reasonable investor when making investment decisions, including but not limited to: i) information directly related to the structuring, issuance, and placement of securities on the primary market; ii) information directly related to corporate reorganization processes, such as mergers, spinoffs, acquisitions, sales, assignment of assets, liabilities, and contracts, and the liquidation of companies; iii) information that is required to be disclosed to the market as relevant information in accordance with article 5.4.1.5 of Decree 2555/2010 or any laws that complement it or replace it; iv) risk ratings.

- Privileged information may be disclosed and/or used only with the authorization of the President, a Vice President or whomever they directly and expressly designate. Unauthorized disclosure or use of such information may cause external damage to TERPEL, causing legal, economic and reputational consequences.

- General information is that information not included in the above definitions, which TERPEL administrators and employees and those of its subsidiaries must handle with proper care in its use and safekeeping.

(...)

Persons Responsible. The vice president of corporate and legal affairs, or, in his absence, the manager of industry legal affairs and/or the director of legal and corporate affairs, is responsible for determining the use to be made of information classified as privileged and for enforcing the provisions of these instructions.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2017  
**Dates of modifications** N/A

**30.2 In the case of conglomerates, the disclosure of information to third parties is comprehensive and group-wide**, allowing external third parties to form an informed opinion on the reality, organization, complexity, activity, size, and governance model of the conglomerate.

**30.2 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

Terpel currently complies with the legal requirements regarding the disclosure of information of its controlled companies.

Under Colombian law, companies that have subsidiaries must present, among other information, the financial position, results of operations, and changes in equity on a consolidated basis (as if they were a single entity). In addition, a monthly report on related party transactions is submitted to the Board of Directors. The consolidated financial statements and related party transactions are public information and can be found on the website. In addition, the Management Report contains a detailed chapter on related party transactions. Finally, Note 3(k) was added to the Consolidated Financial Statements 2020, which states: "A related party is a person or entity that is related to the Group. It can be a person if that person, in the exercise of his or her functions, has control or significant influence over the reporting entity or is a member of its key management personnel. The Group discloses information about related parties, transactions, outstanding balances, including commitments, and eliminations in the consolidated financial statements."

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2001  
**Dates of modifications** 2020

### Measure No. 31: Financial Statements

**31.1 If there are any reservations in the auditor's report, these and the measures the company intends to take to remedy the situation shall be the subject of a statement by the Chairman of the Audit Committee to the shareholders at the Annual Shareholders' Meeting.**

**31.1 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

**NO. Explain:**

In such a situation, the Statutory Auditor himself, and not the Chairman of the Audit, Risks, and Corporate Governance Committee, presents the reservations at the General Shareholders Assembly. Management is responsible for presenting the corresponding measures in case of reservations.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**31.2. If, in response to the reservations and/or emphasis paragraphs of the Statutory Auditors, the Board of Directors considers that it should maintain its criteria, this position is duly explained and justified in a written report to the General Shareholders Assembly, specifying the content and the scope of the disagreement.**

**31.2 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

**NO. Explain:**

In effect, when the Board of Directors, in response to the reservations and/or emphasis paragraphs of the Statutory Auditors, considers that it should maintain its criteria, it duly explains and justifies its position to the General Shareholders Assembly, specifying the content and the scope of the discrepancy, but not in a written report.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**31.3 Transactions with or between related parties**, including transactions between companies of the conglomerate, that are considered by the company to be material on the basis of objective parameters such as the volume of the transaction, percentage of assets, turnover, or other indicators, shall be disclosed in detail in the public financial information, including mention of offshore transactions.

**31.3 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

This information is explicitly stated in the company's management report. It is also disclosed in cases where the nature of the information requires its disclosure to the public market because it is relevant information.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2001  
**Dates of modifications** 2013

### Measure No. 32: Information to the markets

**32.1 As part of the disclosure policy, the Board of Directors (or the Audit Committee), adopts measures necessary to ensure that all financial and non-financial information about the company required by current legislation is communicated to the financial and capital markets, in addition to any other information it deems relevant to investors and customers.**

**32.1 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

Terpel complies with this obligation in accordance with the Good Governance Code. The Board of Directors has taken the necessary measures by approving the Code and defining the responsibilities for information disclosure.

**NO. Explain:**

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2008  
**Dates of modifications** N/A

**32.2 The company's website is organized in a user-friendly manner** so that users can easily access information associated with or related to corporate governance.

**32.2 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

Terpel has a user-friendly website that is easy to navigate and use to access information.

Article 5.7 of the Good Governance Code indicates:

a. Web page: The Organización Terpel S.A. website ([www.terpel.com](http://www.terpel.com)) is available to different audiences, presenting information of interest to its shareholders and investors, as well as to other people interested in its operations (customers, analysts, the community, journalists, suppliers, etc.). This Code of Good Governance and the Company's financial statements are published on the website.

**NO. Explain:****N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2013  
**Dates of modifications** N/A

**32.3** The company's website contains, at the least, the links referred to in Recommendation 32.3.

**32.3 Implements the Measure** YES  NO  N/A

**YES. Brief description:****NO. Explain:**

The company has provided links to the information contained in the Recommendation on its website, with the exception of the reports of the committees of the Board of Directors.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**32.4 The documents** that the company generally uses to communicate information to the market are **documents that can be downloaded, printed, and shared**.

**32.4 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

In effect, information is disseminated to the markets via the website, from which these documents can be downloaded, printed, and shared.

**NO. Explain:****N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2013  
**Dates of modifications** N/A

**32.5 In the case of a large and complex company, it publishes an explanatory report each year on its website about the organization, methods, and procedures of the Control Architecture** implemented with the aim of providing accurate and reliable financial and non-financial information to safeguard the company's assets and ensure the efficiency and security of its operations. The information on the Control Architecture is complemented by a risk management report.

**32.5 Implements the Measure** YES  NO  N/A

**YES. Brief description:****NO. Explain:**

Although a report on the company's control architecture is prepared annually, it is not published.

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**Measure No. 33: Annual Report on Corporate Governance**

**33.1 Each year the company prepares a Report on Corporate Governance.** The Board of Directors is responsible for its content, based on the review and positive report of the Audit Committee, and it is presented together with the other year-end documents.

**33.1 Implements the Measure** YES  NO  N/A

**YES. Brief description:****NO. Explain:**

The company does not publish an annual Report on Corporate Governance. However, a management report is presented every year that includes the relevant issues concerning Terpel's corporate governance. Article 5.3 of the Good Governance Code indicates:

“5.3. Annual Report to the Shareholders

In accordance with the law and the corporate bylaws, each year the President and the Board of Directors of Organización Terpel S.A. present to the General Shareholders Assembly a report on the previous year's activities. It includes financial information, the main operational and administrative activities, the results of investments in other companies, and the main projects to be developed in the current year.

This report includes a detailed chapter on "Good Corporate Governance."

**N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** N/A  
**Dates of modifications** N/A

**33.2 The company's Annual Report on Corporate Governance does not simply cite the corporate governance rules** contained in the bylaws, internal regulations, codes of good governance, or other company documents. Its purpose, rather than describing the company's governance model, is to explain the reality of its operation and any relevant changes during the year.

**33.2 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

The company does not publish an annual independent report on Corporate Governance. However, a management report is presented every year that includes a whole chapter dedicated to the relevant issues concerning Terpel's corporate governance. Article 5.3 of the Good Governance Code indicates:

“5.3. Annual Report to the Shareholders

In accordance with the law and the corporate bylaws, each year the President and the Board of Directors of Organización Terpel S.A. present to the General Shareholders Assembly a report on the previous year's activities. It includes financial information, the main operational and administrative activities, the results of investments in other companies, and the main projects to be developed in the current year.

This report includes a detailed chapter on "Good Corporate Governance."

**NO. Explain:****N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2022  
**Dates of modifications** N/A

**33.3 The company's Annual Report on Corporate Governance** contains year-end information **describing how the company has complied with the corporate governance recommendations adopted during the year and any significant changes**.

The structure of the company's Annual Report on Corporate Governance follows the structure established in Recommendation 33.3.

**33.3 Implements the Measure** YES  NO  N/A

**YES. Brief description:**

As indicated in the previous point.

**NO. Explain:****N.A. Specify the rules that prevent adoption of the recommendation:**

**Implementation date** 2022  
**Dates of modifications** N/A

## ANNEX 3

# SEPARATE AND CONSOLIDATED FINANCIAL STATEMENTS

Go to:

<https://www.terpel.com/en/shareholders-investors/results-and-communications/financial-statements>



## ANNEX 4

# INTERNAL CONTROL REPORT

The logo for Terpel, featuring a stylized 'O' icon followed by the word 'terpel' in a lowercase, sans-serif font.

# Management Report 2024

## Internal Audit Department

The following document presents a summary of the governance model for internal control at Organización Terpel S.A. (Terpel) and its subsidiaries, and describes activities carried out in 2024 and the main conclusions.

The internal audit and risk department (the department) reports to the Audit, Risks, and Corporate Governance Committee of the Board of Directors, which meets quarterly. Its primary function is to advise the Board of Directors on the fulfillment of its oversight responsibilities. To this end, the department evaluates accounting procedures, interacts with the statutory auditor, reviews the company's control architecture, including audit of the risk management system, and ensures compliance with the principles of good corporate governance established by law, the competent authorities, and the company itself.

To this end, the department monitors the internal control systems of Terpel and its subsidiaries by verifying the internal processes and controls included in the annual audit plan approved by the Audit Committee. This plan is developed based on an identification of the main risks and follows a clearly defined methodology.

In addition, the department works hand in hand with the different areas of the organization to monitor the action plans defined on the basis of the audit work, which are determined by the process owners, who are the ones who ultimately manage the risks and must therefore implement the action plans.

In 2024, 59 process audits were planned and carried out in Terpel and its subsidiaries (Peru, Ecuador, Dominican Republic, Panama, Masser, Terpel Exportaciones, Terpel Energía, Sociedad Portuaria and Sunex), distributed as follows:

Terpel Colombia:	Subsidiaries Ecuador:
30 audits	4 audits
Masser:	Subsidiary República Dominicana: 2 audits
6 audits	Subsidiaries Panamá: 10 audits
Subsidiaries Perú:	
7 audits	

Of the mentioned audits, Terpel Colombia's team of auditors conducted 30 local audits and 19 audits of subsidiaries in Peru, Ecuador, the Dominican Republic, Panama, Masser, Terpel Exportaciones, Terpel Energía, Sociedad Portuaria, and Sunex.

A team of three people, located in Peru, Panama, and Masser and reporting to the audit and risk management department, carried out the other 10 audits in the plan.

In addition, 50 special audits and investigations were carried out in all subsidiaries, based on cases received through the confidential reporting line and from other sources. Among these, it is worth highlighting:

- There was an increase in cases of fuel theft by transport company drivers. With the help of external investigators, we were able to find evidence of these cases on site, which were reported to the competent authorities and are currently the subject of criminal proceedings.
- Of the cases of internal fraud and breach of policy, we were able to identify 8 cases that resulted in the dismissal of 10 employees.

In the subsidiaries Masser, Terpel Peru, Terpel Panama, and Terpel Ecuador, operational audits were carried out in 2024 to monitor the operation of service stations and convenience stores. Assurance was achieved in 100% of the points of sale, with at least one visit per year (average of two visits per year), except in Colombia, where coverage was 94%.

In addition, the Terpel Colombia lubricants factory was continuously monitored to ensure that key controls over factory processes were properly implemented.

The audit department has leveraged digital transformation by automating audit processes and developing a continuous audit approach, implementing CAATs (computer-assisted audit testing) using ACL Analytics and robots. By the end of 2024, with two data analytics experts on the team, 10 CAATs had been developed, bringing the total to 31, with 118 associated tests. These were executed throughout 2024 according to their defined frequency (daily, monthly, quarterly, semi-annually, or annually). Continuous audit has created great value for the process owners, as it allows them to process 100% of the data for a period in a matter of minutes, which helps identify unusual transactions or errors in the organization's key processes in a timely manner. A level of maturity has been reached where the owners themselves are requesting the development of new CAATs.

The audit department works hand in hand with the executive committee and the different areas to monitor the action plans defined on the basis of the audit work:

As a result of the work done in 2024 at Terpel and its subsidiaries, 571 recommendations were made, each with its own action plan. To date, 159 of them (28%) have been resolved by the areas responsible. We currently have 448 open action plans from all years and all companies. Although some deadlines have passed, the audit department conducts monthly and quarterly follow-ups with the Internal Control Committee and the Audit Committee, to confirm that the plans are managed according to their risk level and as defined by the different departments and divisions, both in Terpel and in the subsidiaries.

KPMG's Statutory Audit team presented the progress of the annual work plan and key findings to all audit committees. There are no relevant issues that warrant mention in this report.

During 2024, the Audit Committee requested a separate meeting for the Risk Committee in order to devote sufficient time to the two areas, given the importance of both committees. As a result, the Risk Committee has met every six months since September 2024.

Finally, based on the results of the audit work in 2024, it is our opinion that Terpel and its subsidiaries have an adequate internal control system in place where risks are properly managed and corporate values and ethics are given priority. In addition, the organizational structure assigns authority and responsibility, and senior management is committed to continuously strengthening the control culture.

Signed in Bogotá D.C. on January 14, 2025.



OSCAR BRAVO RESTREPO  
President  
Organización Terpel



CATALINA KÉKESSY H.  
Internal audit & risk  
manager  
Organización Terpel

## ANNEX 5

# RESTATEMENT REPORT — GRI STANDARDS



# Restatements of information

2-4

## Direct emissions of greenhouse gases:

In 2024, we commissioned an expert consultant to carry out a diagnosis to calculate Terpel's carbon footprint. The objective was to identify opportunities for improvement in relation to the requirements of the NTC ISO 14064-1:2020 standard, with a view to obtaining certification in the medium term. This diagnosis led us to recalculate the footprint based on the following factors:

- We included in scope 1 the fuel consumption of the fleet that transports products between plants, as this transport is under our operational control. This was previously part of scope 3.
- We updated the emission factors for the years 2021, 2022, and 2023 in scope 2.
- We identified opportunities for improvement in the consolidation of Scope 3 emissions.
- In 2024, we included emissions in Scope 3 from fuel used by affiliated service stations, which significantly increased emissions in this scope.

As a result of the recalculation, we present the recalculated carbon footprint values for the three scopes for the most recent four-year period in the Climate Change and Energy Transition chapter.

## CNG conversions:

The total number of CNG conversions for 2023 has been recalculated and is now 33,972. This includes 23,378 from industry and 10,594 from partners.

## ANNEX 6

# REFERENCE TABLES (GRI, SFC, SASB)



terpel

# GRI Content Index 2024

GRI Standard	Contents	Location: Management and Sustainability Report 2024	Page	Omission		
				Omitted requirement(s)	Reason	Explanation
GRI 2: General disclosures 2021	2-1 Organizational details	About this report	3			
	2-2 Entities included in the organization's sustainability reporting	About this report	3			
	2-3 Reporting period, frequency and contact point	About this report	3			
	2-4 Restatements of information	About this report	3			
	2-5 External Assurance	About this report	3			
	2-6 Activities, value chain, and other business relationships	Organización Terpel S.A and subsidiaries	117			
	2-7 Employees	Diversity, equity, and human talent	137			
	2-8 Workers who are not employees	Diversity, equity, and human talent	138			
	2-9 Governance structure and composition	Analysis of corporate governance	97			
	2-10 Nomination and selection of the highest governance body	Analysis of corporate governance	98			
	2-11 Chair of the highest governance body	Analysis of corporate governance	99			
	2-12 Role of the highest governance body in overseeing the management of impacts	Analysis of corporate governance	103			Not applicable.
	2-13 Delegation of responsibility for managing impacts	Analysis of corporate governance	104			
	2-14 Role of the highest governance body in sustainability reporting	Analysis of corporate governance	3			
	2-15 Conflicts of interest	Analysis of corporate governance	104			
	2-16 Communication of critical concerns	Analysis of corporate governance	103			
	2-17 Collective knowledge of the highest governance body	Analysis of corporate governance	105			
	2-18 Evaluation of the performance of the highest governance body	Analysis of corporate governance	105			
	2-19 Remuneration policies	N/A	NA	X	Not reported due to confidentiality restraints.	The company has determined that this information is confidential.
	2-20 Process to determine remuneration	N/A	NA	X	Not reported due to confidentiality restraints.	The company has determined that this information is confidential.
	2-21 Annual total compensation ratio	N/A	NA	X	Not reported due to confidentiality restraints.	The company has determined that this information is confidential.

GRI Standard	Contents	Location: Management and Sustainability Report 2024	Page	Omission		
				Omitted requirement(s)	Reason	Explanation
GRI 2: General disclosures 2021	2-22 Statement on sustainable development strategy	Statement on the strategy for sustainable development	6			
	2-23 Policy commitments	Ethics governance - Analysis of corporate governance - Our commitment to corporate governance	110			
	2-24 Embedding policy commitments	Ethics governance - Analysis of corporate governance - Our commitment to corporate governance	110			
	2-25 Processes to remediate negative impacts	Ethics governance - Analysis of corporate governance - Our commitment to corporate governance	112			
	2-26 Mechanisms for seeking advice and raising concerns	Ethics governance - Analysis of corporate governance - Our commitment to corporate governance	112			
	2-27 Compliance with laws and regulations	Ethics governance - Analysis of corporate governance - Our commitment to corporate governance - Regulatory compliance	66			
	2-28 Membership associations	Strategies, policies, and practices	93			
	2-29 Approach to stakeholder engagement	Strategies, policies, and practices	92			
	2-30 Collective bargaining agreements	Diversity, equity, and human talent	141			
<b>Material topics</b>						
GRI 3: Material topics 2021	3-1 Process to determine material topics	Process to determine material topics - Materiality Analysis	90			
	3-2 List of material topics	Process to determine material topics - Materiality Analysis	91			
<b>Financial performance</b>						
GRI 201: Financial results 2016	201-1 Direct economic value generated and distributed	Organización Terpel S.A and subsidiaries	17			
<b>Procurement practices</b>						
GRI 3: Management of material topics 2021	3-3 Management of material topics	Responsible supply chain management	116			
GRI 204: Procurement practices 2016	204-1 Proportion of spending on local suppliers	Responsible supply chain management	118			

## Omission

GRI Standard	Contents	Location: Management and Sustainability Report 2024	Page	Omitted requirement(s)	Reason	Explanation
<b>Anti-corruption</b>						
<b>GRI 3: Management of material topics 2021</b>	3-3 Management of material topics	Our ethical and transparent business practices	110			
	205-1 Operations assessed for risks related to corruption	Our ethical and transparent business practices	112			
<b>GRI 205: Anti-corruption 2016</b>	205-2 Communication and training about anti-corruption policies and procedures	Our ethical and transparent business practices	112			
	205-3 Confirmed incidents of corruption and actions taken	Our ethical and transparent business practices	113			
<b>Anti-competitive behavior</b>						
<b>GRI 206: Anti-competitive behavior 2016</b>	206-1 Legal actions for anti-competitive behavior, anti-trust, and monopoly practices	Compliance with laws and regulations	66			
<b>Tax</b>						
	207-1 Approach to tax	Our ethical and transparent business practices	114			
<b>GRI 207: Tax 2019</b>	207-2 Tax management and control and tax risk management	Our ethical and transparent business practices	114			
	207-3 Stakeholder engagement and management concerns related to tax	Our ethical and transparent business practices	114			
	207-4 Country-by-country reporting	See annexes section on web page	Annex 8			
<b>Materials</b>						
<b>GRI 301: Materials 2016</b>	301-1 Materials used by weight or volume	Operational eco-efficiency	130			
	301-2 Recycled input materials used	Operational eco-efficiency	129			
<b>Energy</b>						
<b>GRI 3: Management of material topics 2021</b>	3-3 Management of material topics	Climate change and energy transition	121			
	302-1 Energy consumption within the organization	Climate change and energy transition	124			
<b>GRI 302: Energy 2016</b>	302-2 Energy consumption outside of the organization	Climate change and energy transition	124			
	302-3 Energy intensity	Climate change and energy transition	125			
		Climate change and energy transition	125			

## Omission

GRI Standard	Contents	Location: Management and Sustainability Report 2024	Page	Omitted requirement(s)	Reason	Explanation
<b>Water and effluents</b>						
<b>GRI 303: Water and effluents 2018</b>	303-1 Interactions with water as a shared resource	Operational eco-efficiency	131			
	303-2 Management of water discharge-related impacts	Operational eco-efficiency	131			
	303-3 Water withdrawal	Operational eco-efficiency	131			
	303-5 Water consumption	Operational eco-efficiency	NA	Letters b and c	Not applicable	Paragraphs (b) and (c) of this section do not apply because consumption does not occur in areas of water stress. Similarly, due to the nature of our business, there are no changes in water storage that create significant water-related impacts.
<b>Biodiversity</b>						
<b>GRI 304: Biodiversity 2016</b>	304-1 Operational facilities owned, leased, managed in, or adjacent to protected areas and areas of high biodiversity value outside of protected areas	Biodiversity and ecosystem protection	133			
	304-2 Significant impacts of activities, products and services on biodiversity	Biodiversity and ecosystem protection	135			
	304-3 Habitats protected or restored	Biodiversity and ecosystem protection	133			
	304-4 IUCN Red List species and national conservation list species with habitats in areas affected by operations	Biodiversity and ecosystem protection	133			
<b>Emissions</b>						
<b>GRI 305: Emissions 2016</b>	305-1 Direct (scope 1) GHG emissions	Biogenic emissions: 305-1: 5,836.26 tCO2 eq	122			The GWPs used in the calculations are CO2: 1; fossil CH4: 29.8; non-fossil CH4: 27; and N2O: 273
	305-2 Energy indirect (Scope 2) GHG emissions	Climate change and energy transition	122			
	305-3 Other indirect (Scope 3) GHG emissions	Biogenic emissions: 305-3: 4,959.99 tCO2 eq	122			The GWPs used in the calculations are CO2: 1; fossil CH4: 29.8; non-fossil CH4: 27; and N2O: 273
	305-4 GHG emissions intensity	Climate change and energy transition	123			
	305-5 Reduction of GHG emissions	Climate change and energy transition				
<b>Waste</b>						
<b>GRI 306: Waste 2020</b>	306-1 Waste generation and significant waste-related impacts	Operational eco-efficiency	130			
	306-2 Management of significant waste-related impacts	Operational eco-efficiency	127			
	306-3 Waste generated	Operational eco-efficiency	130			
	306-4 Waste diverted from disposal	Operational eco-efficiency	130			
	306-5 Waste directed to disposal	Operational eco-efficiency	130			

## Omission

GRI Standard	Contents	Location: Management and Sustainability Report 2024	Page	Omitted requirement(s)	Reason	Explanation
<b>Supplier Environmental Assessment</b>						
<b>GRI 308: Supplier environmental assessment 2016</b>	308-1 New suppliers that were screened using environmental criteria	Responsible supply chain management	118			
	308-2 Negative environmental impacts in the supply chain and actions taken	Responsible supply chain management	118			
<b>Employment</b>						
<b>GRI 401: Employment 2016</b>	GRI 401-1: New employee hires and employee turnover	Diversity, equity, and human talent	139			
	401-2: Benefits provided to full-time employees that are not provided to temporary or part-time employees	Diversity, equity, and human talent	144			
	401-3 Parental leave	Diversity, equity, and human talent	147			
<b>Occupational Health and Safety</b>						
<b>GRI 403: Occupational Health and Safety 2018</b>	403-1 Occupational health and safety management system	Diversity, equity, and human talent - Health and safety	151			
	403-2 Hazard identification, risk assessment, and incident investigation	Diversity, equity, and human talent - Health and safety	154			
	403-3 Occupational health services	Diversity, equity, and human talent - Health and safety	153			
	403-4 Worker participation, consultation, and communication on occupational health and safety	Diversity, equity, and human talent - Health and safety	155			
	403-5 Worker training on occupational health and safety	Diversity, equity, and human talent - Health and safety	156			
	403-6 Promotion of worker health	Diversity, equity, and human talent - Health and safety	156			
	403-7 Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	Diversity, equity, and human talent - Health and safety	157			
	403-8 Workers covered by an occupational health and safety management system	Diversity, equity, and human talent - Health and safety	152			
	403-9 Work-related injuries	Diversity, equity, and human talent - Health and safety	157			
	403-10 Work-related ill health	Diversity, equity, and human talent - Health and safety	158	Letter D	Not applicable	In reporting this indicator, Organización Terpel has not excluded any employees. We report the results for 2024 for employees and all our contractors.

## Omission

GRI Standard	Contents	Location: Management and Sustainability Report 2024	Page	Omitted requirement(s)	Reason	Explanation
<b>Training and education</b>						
	404-1 Average hours of training per year per employee	Diversity, equity, and human talent	150			
	404-2 Programs for upgrading employee skills and transition assistance programs	Diversity, equity, and human talent	148			
<b>GRI 404: Training and education 2016</b>	404-3 Percentage of employees receiving regular performance and career development reviews	Diversity, equity, and human talent	150			The 100% figure is based on the number of employees who received a performance review in 2023, which was 1,492 employees. The employees who did not receive this performance evaluation were either out of the country, on leave, retired, or in the Young Talent program (in the case of those to whom the evaluation applies).
<b>Diversity and Equal Opportunity</b>						
<b>GRI 405: Diversity and equal opportunity 2016</b>	405-1 Diversity of governance bodies and employees	Diversity, equity, and human talent	138			
<b>Non-discrimination</b>						
<b>GRI 406: Non-discrimination 2016</b>	406-1 Incidents of discrimination and corrective actions taken	Letter B: i. cases reviewed by the organization: 5 ii. remediation plans in progress: 2 iii. remediation plans implemented whose results have been evaluated through routine internal management review processes: 5 iv. cases not subject to action: 3 cases (no action taken because investigation found no discrimination)	141			
<b>Freedom of Association and Collective Bargaining</b>						
<b>GRI 407: Freedom of association and collective bargaining 2016</b>	407-1 Operations and suppliers in which the right to freedom of association and collective bargaining may be at risk	Responsible supply chain management	119			
<b>Child labor</b>						
<b>GRI 408: Child labor 2016</b>	408-1 Operations and suppliers at significant risk for incidents of child labor	Responsible supply chain management	119			
<b>Forced or compulsory labor</b>						
<b>GRI 409: Forced or compulsory labor 2016</b>	409-1 Operations and suppliers at significant risk for incidents of forced or compulsory labor	Responsible supply chain management	119			

## Omission

GRI Standard	Contents	Location: Management and Sustainability Report 2024	Page	Omitted requirement(s)	Reason	Explanation
<b>Rights of Indigenous Peoples</b>						
<b>GRI 411: Rights of Indigenous Peoples 2016</b>	411-1 Incidents of violations involving rights of indigenous peoples	Our ethical and transparent business practices	N/A	The entire indicator	Not applicable	We have no operations in areas inhabited by indigenous peoples.
<b>Local Communities</b>						
<b>GRI 413: Local Communities 2016</b>	413-1 Operations with local community engagement, impact assessments, and development programs	Community relations and development	163			
<b>Supplier social assessment</b>						
<b>GRI 414: Supplier social assessment 2016</b>	414-1 New suppliers that were screened using social criteria	Responsible supply chain management	118			
	414-2 Negative social impacts in the supply chain and actions taken	Responsible supply chain management	119			
<b>Public Policy</b>						
<b>GRI 415: Public Policy 2016</b>	415-1 Political contributions	Our ethical and transparent business practices	113			
<b>Customer Health and Safety</b>						
<b>GRI 416: Customer Health and Safety 2016</b>	416-1 Assessment of the health and safety impacts of product and service categories	Customer relations	184			
	416-2 Incidents of non-compliance concerning the health and safety impacts of products and services	Compliance with laws and regulations	66			
<b>Marketing and Labeling 2016</b>						
<b>GRI 417: Marketing and Labeling 2016</b>	417-1 Requirements for product and service information and labeling.	Quality portfolio and operations - Lubricants	32			
	417-2 Incidents of non-compliance concerning product and service information and labeling	Compliance with laws and regulations	66			
	417-3 Incidents of non-compliance concerning marketing communications	Compliance with laws and regulations	66			
<b>Customer privacy</b>						
<b>GRI 418: Customer privacy 2016</b>	418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data	Compliance with laws and regulations	66			

# SASB Content Index

SASB Standard	Contents	Location: Management and Sustainability Report 2024	Page
SASB Oil & Gas - Refining & Marketing: EM-RM-110a.1	EM-RM-110a.1: Greenhouse gas emissions	Climate change and energy transition	123
SASB Oil & Gas - Refining & Marketing: EM-RM-110a.2	EM-RM-110a.2: Greenhouse gas emissions	Climate change and energy transition	121
SASB Oil & Gas - Refining & Marketing: EM-RM-140a.1	EM-RM-140a.1: Water management	Operational eco-efficiency	131
SASB Oil & Gas - Refining & Marketing: EM-RM-150a.1	EM-RM-150a.1: Hazardous materials management	Operational eco-efficiency	130
SASB Oil & Gas - Refining & Marketing: EM-RM-320a.1	EM-RM-320a.1: Workforce health and safety	Diversity, equity, and human talent	158
SASB Oil & Gas - Refining & Marketing: EM-RM-320a.2	EM-RM-320a.2: Workforce health and safety	Diversity, equity, and human talent	152
SASB Chemical substances: RT-CH-110a.1	RT-CH-110a.1: Greenhouse gas emissions	Climate change and energy transition	123
SASB Chemical substances: RT-CH-110a.2	RT-CH-110a.2: Greenhouse gas emissions	Climate change and energy transition	121
SASB Chemical substances: RT-CH-130a.1	RT-CH-130a.1: Energy management	Climate change and energy transition	124
SASB Chemical substances: RT-CH-140a.1	RT-CH-140a.1: Water management	Operational eco-efficiency	131
SASB Chemical substances: RT-CH-150a.1	RT-CH-150a.1: Hazardous waste management	Operational eco-efficiency	130
SASB Chemical substances: RT-CH-210a.1	RT-CH-210a.1: Community relations	Community relations and development	161
SASB Chemical substances: RT-CH-320a.2	RT-CH-320a.2: Workforce health and safety	Diversity, equity, and human talent	154
SASB Chemical substances: RT-CH-410a.1	RT-CH-410a.1: Product design for product use-phase efficiency	Operational eco-efficiency	131

# Circular 012

Component of the Circular	Location in the Management and Sustainability Report 2024	Page
<b>7.1. Cover</b>		
(i) Title of the regular year-end report, prominently displayed.	Cover	1
(ii) Basic identifying information about the issuer: a) name or corporate name, b) city of principal place of business, and c) address of principal place of business.	Identification Information	3
(iii) A brief description of the current securities issues, including at least: a) the class of security, b) its trading system, c) the exchanges on which the securities are listed, if any, d) the amount of the issue, e) the amount placed, and f) the outstanding balance to be placed, if any.	Securities outstanding	79
<b>7.2. Table of contents of the periodic report</b>		
Periodic reports must include a table of contents corresponding to the index of contents, which must indicate the page numbers where the information referred to can be found.	Table of contents	2
<b>7.3. Glossary</b>		
Periodic reports must include a glossary containing terms used which, because of their technical nature, require a definition.	Glossary	4
<b>7.4. Content of the periodic report by category of issuer</b>		
<b>7.4.1. Minimum content for Group A issuers</b>		
<b>7.4.1.1. Part one: General aspects of the operation</b>		
<b>7.4.1.1.1. Description of the issuer's business</b>	ORGANIZACIÓN TERPEL S.A. AND SUBSIDIARIES (cover) About Terpel	15
This section should include a description of the issuer's principal activities and business segments, if applicable.		
If the issuers are parent companies, the main economic activity of each of their respective subsidiaries must be described.	Our regional operations	15
<b>The description of the economic activity must include at least the following information:</b>		
(i) The development of the business plan in the short, medium and long term.	Evolution in the business plan	64
(ii) The activities, products or services that generate income.	Quality portfolio and operations	22
(iii) Competitive business conditions, such as: participation in national and international markets, demand conditions, among others.	Global and national context and Quality portfolio and operations	10
(iv) The development of new products or services, their improvement, demand conditions and competitive conditions.	Quality portfolio and operations	22
(v) The list of patents, trademarks, licenses, franchises and other copyrights owned by the entity that are essential to the development of its economic activity, identifying the associated risks and corresponding controls.	List of patents, trademarks, and others	65
(vi) If income from activities is received on a seasonal, cyclical, or occasional basis, the period in which such income is received, including a brief explanation of the reasons for the seasonal, cyclical, or occasional nature of the income.	Terpel in Colombia	22
(vii) The total number of employees and the change in number and percentage from the previous year.	Diversity, equity, and inclusion	137

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## 7.4.1.1.2 Litigation, judicial and administrative proceedings to which the issuer is a party, and which may have a material effect on its business, financial condition and/or changes in its financial condition.

This section must include a description of any litigation, judicial or administrative proceedings involving the issuer and its subsidiaries (the "Proceedings") that may have a material effect on the issuer's business, financial condition, and/or changes in its financial condition.

Litigation and judicial proceedings 66

This must include a detailed description of: (i) the plaintiff's claims and the defendant's and other parties' defenses, (ii) the status of the proceedings, (iii) the likelihood of a favorable or unfavorable outcome, and (iv) an analysis of the potential material effect of the decision.

N/A N.A.

Contingencies and contingent liabilities shall also be included.

N/A N/A

For these purposes, the issuer may refer specifically to the relevant disclosure notes in its financial statements, provided that all of the information required by this subpara-graph is included.

N/A N/A

## 7.4.1.1.3 Significant risks to which the issuer is exposed and mechanisms in place to mitigate them

This section must disclose the significant or material risks to which the issuer and its subsidiaries are exposed that could affect the development of its business purpose, strategy, financial position, investment plan, operating results, cash flow, and business growth prospects.

Risk Management 67

To provide such disclosure, issuers must include: (i) a description of the nature of such risks; (ii) the processes used to assess and measure the extent of their exposure to such risks; and (iii) the mechanisms implemented by management to manage, monitor, and mitigate such risks, as well as quantitative estimates of their likely impact, which would allow investors to assess the magnitude and impact they could have on the company.

Risk Management 67

Issuers must refrain from providing generic and standardized definitions of risks. Each risk must be identified and characterized individually, in accordance with the issuer's particular circumstances, so that investors can understand the nature and circumstances giving rise to the risk and how it may affect their investment.

Risk Management 67

In addition, issuers must include an explanation of any risks that materialized during the reporting period and the actions taken.

Risk Management 67

The issuer's risk disclosure may include, but is not limited to, the following factors (i) macroeconomic factors affecting the issuer, such as devaluation, inflation, economic developments in the sector and the country's economic situation, among others; (ii) diversification in business segments; (iii) interruption of the issuer's activities due to factors other than labor relations; (iv) occurrence of negative, zero, or inadequate operating results; (v) failure to pay debts, default on obligations, and the like; (v) non-payment of liabilities; (vi) risks arising from benefit, pension, or union obligations; (vii) risks related to the development of the issuer's business purpose; (viii) changes in interest or exchange rates; (ix) matters related to the internal situation of the countries in which the issuer or its subsidiaries operate that may affect their financial situation, such as social instability, social unrest, states of emergency or exception, among others, (x) acquisition of assets other than those in the normal course of the issuer's business, the cost of which is material to the issuer, and (xi) impact of changes in regulations affecting the development of the economic activity of the issuer and its sub-sidiaries, if applicable.

Risk Management 67

## 7.4.1.2. Part two: Stock market and financial performance

## 7.4.1.2.1. Behavior and performance of the securities in the trading systems in which they are listed

This section should provide a brief description of the behavior and performance of the securities traded, indicating the variation in price and volume of the securities traded during the reporting period.

Stock market and financial performance 79

## 7.4.1.2.2. Information on the issuer's equity ownership and other material matters with respect to its ownership structure of capital

This section must disclose the composition of the issuer's share capital. For this purpose, the issuer must include a table showing the distribution of the share capital by class of shares, the number of shareholders per class of shares and the percentage of the share capital. The first column must show the issuer's outstanding classes of shares. The second column must show the number of shareholders holding each class of shares. The third column must show the percentage of the share capital held by each class of shares.

Stock market and financial performance 81

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In addition, the issuer must disclose the name or business name of the persons who beneficially own 10% or more of the issuer's share capital in the case of a regulated entity and 25% in the case of a controlled entity. For this purpose, the issuer must include a table with the following information: (i) the name of the beneficial owner, (ii) the class of shares held, and (iii) the percentage of the issuer's share capital held.

Stock market and financial performance 81

Beneficial owners are defined in article 6.1.1.1.3 of Decree 2555 of 2010.

Similarly, the issuer must disclose, if applicable: (i) dividends approved by the general meeting of shareholders, (ii) their value, and (iii) the form and date of payment.

Stock market and financial performance 81

#### 7.4.1.2.3. Financial information for the reporting period, compared with the immediately preceding period

Financial information for the reporting period compared to the immediately preceding period. This section must include the annual financial statements, individual, separate and consolidated, as applicable, which must be: (i) audited by the statutory auditor or external auditor, as applicable, in accordance with the provisions of Article 38 of Law 222 of 1995, (ii) certified by the legal representative in accordance with the provisions of Article 37 of Law 222 of 1995 and Article 46 of Law 964 of 2005, subject to the exceptions provided for in Article 48 of the aforementioned law.

Stock market and financial performance - Financial Statements 82

The financial information must be attached to the periodic report in accordance with the provisions of subsection 7.4.1.4. of this Annex.

Stock market and financial performance - Financial Statements 82

#### 7.4.1.2.4. Management's discussion and analysis of the issuer's results of operations and financial condition on an individual, separate and/or consolidated basis, as applicable, for the periods covered by the financial information reported in the preceding subsection, including key financial indicators and related analysis:

##### Material changes in results of operations

This section should present material changes in operating results that affect the issuer's financial position, strategy, investment plans, performance, revenue generation, cash flow, and results for the period.

Stock market and financial performance 84

##### Material Changes in the Issuer's Liquidity and Solvency

This section should describe any material situations or events that have affected the issuer's liquidity and solvency during the period. Similarly, issuers should include a brief description of the plans and actions taken to address them.

Stock market and financial performance 84

##### Trends, events, or uncertainties that could materially affect the issuer's business, financial condition, or changes in financial condition, and the assumptions used in preparing these analyses:

This section must include a description of the trends, events or uncertainties that could materially affect the issuer's operations, financial condition, or changes in financial condition, and the assumptions used in preparing such description.

Stock market and financial performance 84

In cases where the issuer is involved in a situation that could affect the continuity of its business, the issuer must expressly disclose that situation and the plans and actions being implemented to achieve recovery.

N.A. N.A.

For the purposes of disclosing the information referred to in items 7.4.1.2.4.1, 7.4.1.2.4.2 and 7.4.1.2.4.3. of this Annex, issuers whose principal business is the administration and management of investments in other companies must include an analysis of the assessment of the general situation of their subsidiaries and how this affects their financial position and results for the year.

N.A. N.A.

#### 7.4.1.2.4.4. Off-balance sheet transactions that could materially affect the issuer's operations, financial position, or changes in its financial position

This section requires disclosure of off-balance sheet transactions that may have a material effect on the issuer's business, financial condition, or changes in financial condition. For purposes of disclosure, issuers must include the following information: (i) a brief description of each off-balance sheet transaction, (ii) the name or business name of the counterparty to the transaction, and (iii) the potential impact of the transaction on the issuer's financial condition and results of operations.

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Off-balance sheet transactions are any material transactions that are not reflected in the issuer's financial statements.

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**7.4.1.2.5 Quantitative and qualitative analysis of the market risk to which the issuer is exposed as a result of its investments and activities sensitive to market fluctuations**

This section must include a quantitative and qualitative analysis of market risk, as indicated below:

**7.4.1.2.5.1. Quantitative and qualitative market risk analysis:** The issuer must include a quantitative analysis of market risk in accordance with the following guidelines:

The issuer must identify which of its instruments and investments are subject to market risk. Market risk is defined as the potential for the issuer to incur losses associated with a decline in the value of its investments as a result of changes in their prices. The Issuer must classify these instruments as: (i) held for trading and (ii) held for non-trading purposes. It must also disclose the market risk factor to which these instruments are exposed, for example: interest rate, foreign exchange rate, equity price, among others.

In addition, the issuer must disclose the general conditions of the instruments exposed to market risk. These terms include: (i) the fair value, (ii) the contractual terms that allow the cash flows of the instruments over the next five years to be estimated, and (iii) the estimated maturity date.

Stock market and financial performance 85

**7.4.1.2.5.1. Qualitative analysis of market risk:**

The issuer must provide a qualitative analysis of market risk that includes: (i) the extent to which the issuer is exposed to market risk; and (ii) a brief description of how the issuer manages its exposure to market risk. This description must include the objectives, strategies and instruments, if any, used to manage such exposure.

Stock market and financial performance 85

This qualitative analysis must be presented separately for instruments entered into for trading purposes and for instruments entered into for non-trading purposes.

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**7.4.1.2.6. Material transactions with related parties**

This section must include a list of material transactions and operations with related parties, disclosing the nature of the relationship with the related party, as well as information on the transactions and outstanding balances. This disclosure shall be made in accordance with International Financial Reporting Standards (IFRS).

Financial Statements 87

For this purpose, issuers may refer explicitly to the relevant disclosure notes in their financial statements, provided that the information required by this subparagraph is included.

**7.4.1.2.7. Description and evaluation of the controls and procedures used by the issuer to record, process, and analyze the information necessary to comply with the obligation to file the annual report referred to in this Annex with the National Registry of Securities and Issuers (RNVE) in a timely manner.**

The content of this subparagraph shall be deemed to be satisfied by:

(i) The certification issued by the issuer's legal representative certifying that the information covers all material aspects of the business;

Financial Statements 87

(ii) a report signed by the legal representative of the issuer on the results of the evaluation of the internal control systems and the procedures for the control and disclosure of financial information in accordance with Article 47 of Law 964 of 2005, subject to the exceptions provided for in Article 48 of said Law; and

(iii) a certificate issued by the statutory auditor confirming the effectiveness of the controls over the reporting of financial information

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## 7.4.1.3. Part three: Issuer sustainability and responsible investment practices

7.4.1.3.1. A chapter analyzing corporate governance:  
This section should contain the following information:

A description of the issuer's governance structure, including: (i) a general description of the compensation and incentive plans for members of the board of directors or equivalent governing body and senior management, and the governance structure that determines them.	Analysis of corporate governance	97
(ii) the composition and functioning of the board of directors and its supporting bodies. The independent or non-independent status of each director shall be disclosed, together with the term of office. In addition, the following must be included:	Analysis of corporate governance	10
(a) a brief description of the principal functions of the board of directors; and	Analysis of corporate governance	103
(b) the website where the updated version of the board's rules of procedure is available. The description of the main functions of the members of the board of directors must not be a mere restatement of the provisions of the issuer's articles of association.	Analysis of corporate governance	103
The issuer must identify the supporting bodies and describe their main functions. Supporting bodies are committees set up by the board of directors to act as study and support bodies on specific matters.	Analysis of corporate governance	101
(iii) Composition and functions of the issuer's senior management. The members of senior management shall be identified by name and position. In addition, their principal functions within the issuer must be disclosed.	Analysis of corporate governance	107
(iv) Information on the professional profile and experience of the directors and senior management of the issuer. Directors are the members of the issuer's board of directors. Their educational background and professional experience must be disclosed, as well as their participation, if any, in administrative or supervisory bodies of companies other than the issuer.	Analysis of corporate governance	107
(v) Information on the independence criteria adopted by the issuer for the appointment of directors and members of the issuer's support committees.	Analysis of corporate governance	103
(vi) details of the quorum and attendance at meetings of the board of directors and its support bodies during the reporting period. In this regard, the issuer shall indicate the attendance of each of its directors at meetings held during the reporting period.	Analysis of corporate governance	99-103
(vii) Description of the evaluation processes for the board of directors, its supporting bodies and senior management. If the issuer does not have evaluation processes in place, it must disclose this in its annual report.	Analysis of corporate governance	105
(viii) A description of the issuer's mechanisms for managing, identifying, and managing conflicts of interest.	Analysis of corporate governance	104
(ix) A description of the mechanisms put in place by the issuer to deal with related party transactions.	Analysis of corporate governance	105
(x) The fees agreed with the statutory auditor or external auditor for statutory audit, audit, and other services contracted for the relevant period and approved by the general meeting of shareholders.	Analysis of corporate governance	105
(xi) The functioning of the issuer's internal control system, including a description of the mechanisms and committees that manage the internal audit processes.	Analysis of corporate governance	105
(xii) Description of the governance structure adopted by the issuer to achieve fair treatment of investors and to encourage their participation. For this purpose, the policies, mechanisms, and procedures implemented to ensure the fair treatment of investors and to promote their participation, in accordance with the provisions of the code of good corporate governance and other internal corporate documents of the issuer concerned, shall be included. To this end, issuers may, for example, disclose: a) the channels of access to information; and b) the mechanisms for resolving requests for information and for interaction between investors, the issuer, its board of directors, and other managers.	Analysis of corporate governance	106

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<b>6.2. A chapter dedicated to practices, policies, processes, and indicators related to environmental and social criteria implemented by the issuer.</b>  This section should include information on social and environmental matters, including climate change, as discussed in Annex 2 of this chapter.	Strategies, policies, and practices  Strategies, policies, and practices	89
<b>Progress Report on Implementation Annex 2 Disclosure of information on social and environmental matters, including climate change - Circular 031 of 2021</b>		
<b>5.1.1.</b> A brief description of the procedures used to identify material information in clear, simple language that is easily understood by the general public. In addition, they must disclose the material information identified and the reasons for its materiality.  If, after applying the procedures in place, Group A issuers consider that no social, environmental or climate-related matter is material information, they must include a description of the reasons supporting this conclusion in qualitative and quantitative terms.	Double materiality analysis  Double materiality analysis	90  90
<b>5.1.2.</b> Group A Issuers are required to include climate-related information in accordance with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) or any framework or standard that supersedes it. Notwithstanding the foregoing, Group A issuers are permitted to use scenario analysis to describe the resilience of their organization's strategy to different climate change scenarios.	TCFD Report	348
<b>Group A Issuers shall include the following information on social and environmental matters other than climate-related matters:</b>		
<b>5.1.3 (i)</b> The environmental and social metrics provided for in the SASB Value Reporting Foundation (VRF) standards, or any standard or framework that replaces them, according to the industry to which they belong. If they do not disclose any of the metrics for their industry, they must disclose the reasons for that decision.	Part three	121-161
<b>5.1.3 (ii)</b> A qualitative description of the disclosed metrics, which must include, at a minimum, an analysis of the following elements, consistent with the provisions of the SASB VRF Standards or any standard or framework that supersedes them a) the issuer's management of the positive and negative impacts of social and environmental issues, considering the role of the board of directors, its supporting committees, and senior management in assessing and managing these impacts; b) the issuer's strategy for managing social and environmental issues in its business and financial planning; and c) the identification, assessment, and management of social and environmental risks	Double materiality analysis  Analysis of corporate governance, relevant risks	67, 88 and 104
<b>5.1.3</b> Group A issuers must disclose the information required in subsection 5.1.3 of this Annex for their subsidiaries, if any. In all cases, in order to comply with this instruction, Group A issuers may choose the subsidiaries for which they wish to disclose this information, and must provide a brief justification for their choice.	Our regional operations	45
<b>External Assurance</b>		
<b>5.1.4.</b> Group A issuers may, at their discretion, include the opinion of an independent third party, such as the statutory auditor or external auditor, on compliance with the instructions set out in paragraphs 5.1.1, 5.1.2 and 5.1.3 of this Annex and on the accuracy, quality and relevance of the information reported. In this case, Group A issuers must provide at least the following basic information about the independent third party: its name or business name, its address and the address of its principal place of business. In addition, Group A issuers must disclose the experience, credentials, or other information that demonstrates the independent third party's suitability to render such an opinion.	Memorandum of external assurance	Annex 9
The independent third party may be an individual or a legal entity.		

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## 7.4.1.4. Part four - Annexes

Issuers must attach the following documents to the periodic report:

(i) the individual or separate and consolidated financial statements, as applicable, in accordance with the provisions of subsection 7.4.1.2.3. of this chapter.	Financial Statements	228
National regional public entities, foreign public entities, and foreign governments shall include financial information appropriate to their nature.	N/A	N.A.
(ii) Any material change that has occurred in the issuer's financial statements between the period covered by the annual report and the date on which its disclosure to the public is authorized.	Financial Statements	228
(iii) Issuing entities, if their issues are underwritten or guaranteed by entities that are not, or cease to be, issuers registered with the RNVE, must include the guarantor's financial statements.	N/A	N.A.
<b>(i) The periodic financial report, in accordance with the instructions contained in this Annex, within 15 business days after the date of: a) the general meeting of shareholders or the body acting in its place, or b) the filing with the competent state or regional authority in the case of national regional public bodies, foreign public bodies, or foreign governments. The cut-off date for the information is the end of the issuer's financial year.</b>		

ANNEX 7

# PROGRESS REPORT ON THE IMPLEMENTATION OF THE TCFD

 terpel

# Progress report on the implementation of TCFD by Organización Terpel S.A. 2024

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4. Metrics and Targets.....	18

## Introduction

Organización Terpel S.A. has given priority to understanding and addressing the risks and opportunities associated with climate change. This report, prepared in accordance with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD), reflects our commitment to adapting to a constantly changing environment.

We are committed to being at the forefront of efforts to comprehensively assess the financial and operational impacts of climate change challenges. We recognize that climate change poses a threat to the quality of life and livelihoods of current and future generations, as well as a significant risk to our business strategy and ability to create long-term value. We are committed to taking a proactive approach to identifying and mitigating these risks, while also exploring the opportunities presented by the transition to a more sustainable and climate-resilient economy.

We are proud to share the progress we have made in integrating sustainability into our business strategy. Through this report, we aim to provide a clear and detailed view of how we are managing climate challenges and contributing to a cleaner, more sustainable future for all.

## 1. Governance

Governance structures play a fundamental role in how we at Terpel address the challenges of climate change. Our commitment to integrity, transparency, and responsible management leads us to establish governance, management, and reporting mechanisms that enable us to effectively identify, assess, and respond to climate-related risks and opportunities.

### **(1.1) Board oversight of climate-related risks and opportunities**

As the highest governance body of the organization, the Board of Directors plays a central role in overseeing and making informed decisions on environmental, social, and governance (ESG) issues, with a particular focus on climate change.

Direct oversight and monitoring of ESG issues, including climate change, has been delegated by the Chairman to each member of the Executive Committee according to the scope of their roles, responsibilities, and competencies in the organization. Specifically, a member of the Board of Directors has been designated to work closely with Corporate and Legal Affairs to provide regular updates on progress against the targets, commitments, and priority indicators.

It's an approach that ensures specialized oversight and detailed monitoring of climate issues in the organization.

Our Board has two formal committees: the Compensation and Benefits Committee and the Audit and Risk Committee, and has delegated three additional support committees - Sustainability, Communications, and Ethics - to management, to address the different ESG issues in accordance with the scope of the company's functions and responsibilities.

While each committee addresses specific issues within the various dimensions of ESG, two committees in particular address climate issues:

- **The Sustainability Committee** is the highest-level body for sustainability issues, taking a company-wide approach to key issues, including climate. It oversees the monitoring, evaluation, and follow-up of the implementation of the sustainability model, key action plans, risk management policies, and budget and ESG management priorities. It defines and sets the direction for the company's sustainability performance targets. The committee meets at least twice a year to assess progress, challenges, and next steps on the most important issues related to the referenced model and the implementation of concrete initiatives, and

reports regularly on developments, trends, and other issues that arise in the interim and require priority decisions.

This committee is chaired by the president and includes the vice presidents of corporate and legal affairs, human resources and administration, operations, corporate finance, sales, convenience services and marketing, the director of corporate affairs, the director of the Terpel Foundation and the head of corporate responsibility. The internal audit manager and the director of risk management and other key persons also participate as guests, in accordance with the topics to be discussed. Throughout the year, the Committee shares relevant information as needed for decision making.

- **The Audit and Risks Committee** oversees the organization's risk management system, ensuring the identification, analysis, evaluation, and definition of responsibilities, management plans, and monitoring mechanisms for key business risks such as macroeconomic, social, political, environmental, technological, and climate change risks, among other ESG risks. This committee has been responsible for leading the progressive implementation of the recommendations of the Task Force.

These committees are made up of members who hold leadership positions in the organization and are responsible for managing the various issues to be addressed, namely: labor practices, cybersecurity, environmental management, social management, procurement, and communications.

The frequency with which each committee meets varies depending on the specific priorities and issues. For more details on board support committees, please refer to the section on board committees in this report.

Another way in which the Board is involved in overseeing ESG management, including climate change, is through the preparation of the annual Management and Sustainability Report, which outlines the year's key achievements, challenges, and milestones. The members of the Board of Directors have the authority to make comments, changes, or additions to the information presented in order to ensure the integrity, completeness, and balance of the information presented. This information is approved by the Board of Directors as the final instance in the evaluation process and is then shared with the General Shareholders' Assembly and other stakeholders of the organization.

To ensure that the Board of Directors has a clear, timely, and objective understanding of ESG issues, and in particular environmental issues, including climate, the most relevant information is presented monthly by the president of the organization, who in turn works with the vice president of operations and logistics to prepare and present this information.

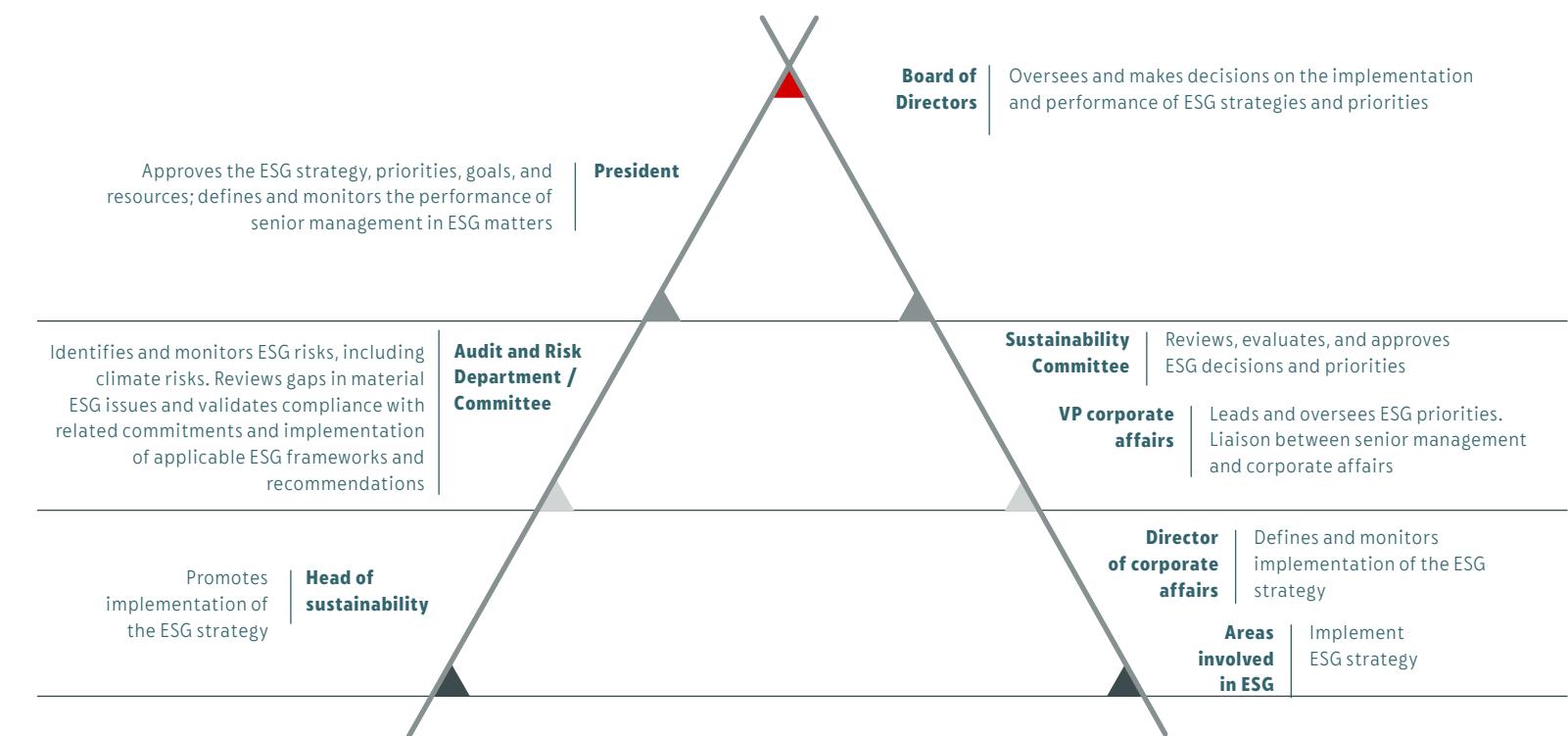
To ensure that members have the necessary skills to make strategic decisions on ESG issues, including climate change risks and opportunities, we have implemented a program to raise the awareness of Board members and provide them with ongoing training.

This includes the regular delivery of detailed bulletins with information on environmental and social issues. Information tools specifically designed for climate risks and opportunities are also used to provide a comprehensive understanding of the challenges and opportunities associated with climate change

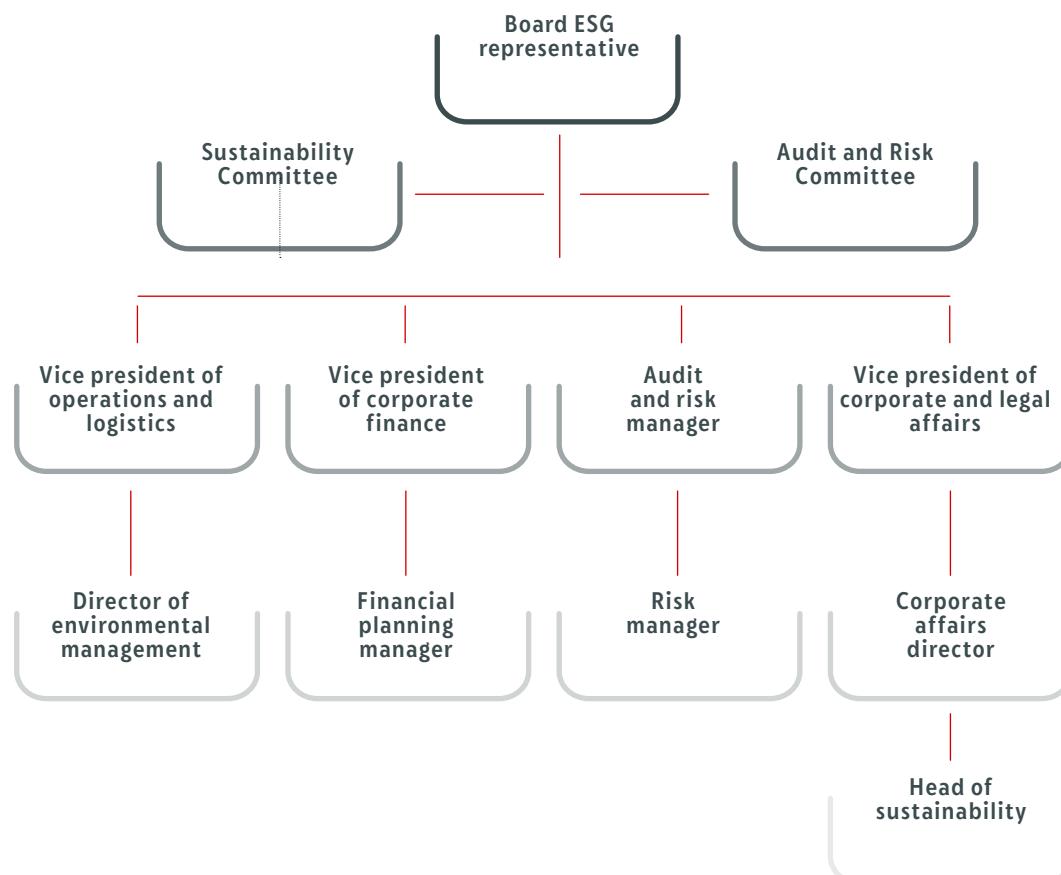
#### **(1.2) Management's role in assessing and managing climate-related risks and opportunities**

The organization has a governance structure in place to ensure that ESG issues, including climate issues, are identified, managed, monitored, and evaluated at the highest corporate level.

#### **ESG Governance**



An organization-wide governance structure allows for interaction among the various committees and hierarchies involved in ESG management. In accordance with the scope of each position or committee, their functions include, but are not limited to, the following:



The details of this structure are adapted to each specific area in the different dimensions of ESG. The governance structure for considering, managing, and evaluating climate-related issues is developed by first determining which issues should be escalated to the highest levels based on relevance, materiality, and potential impact.

Senior management positions (from department heads to senior management) are responsible for managing, monitoring, and reporting on both progress against ESG priorities and also emerging issues that should be considered because of their potential to impact the organization's current materiality and processes for management and disclosure to regulators, investors, and other relevant stakeholders.

Some examples of topics reported to the Board are:

- Definition, evaluation, and updating of the organization's environmental stance.
- Update of the double materiality exercise.
- Results of external measurements such as the S&P Global Corporate Sustainability Assessment.
- Specific projects to fulfill corporate environmental commitments, including climate change commitments.
- New regulations and frameworks for measurement and reporting that apply to the organization.

## 2. Strategy

### 2.1 Climate risks and opportunities

We recognize that climate change is a factor that has the potential to impact our value chain, from production, to distribution, to the final use of the energy sources we supply. We therefore take a proactive approach to assessing potential risks, such as carbon price volatility and physical impacts on our infrastructure, while identifying opportunities for innovation and differentiation in a market transitioning to sustainability. We also highlight the steps we are taking to strengthen our operational and financial resilience in the face of these challenges by integrating climate considerations into our strategic planning and decision-making.

With the help of an expert, we did a climate diagnosis in the countries where we do business - Colombia, Peru, Panama, Ecuador and the Dominican Republic - to understand the exposure of our assets to different physical risks using Representative Concentration Pathways (RCP) scenarios. These scenarios project changes in the climate system under different conditions of global average temperature increase that simulate future climate change:

**RCP 2.6** Global temperature increase of less than 2°C [3.6°F] ~ SSP1-2.6

**RCP 4.5** Increase in global temperature limited to 2-3°C [3.6°F-5.4°F] ~ SSP2-4.5.

**RCP 8.5** Represents a global temperature increase of +4°C [7.2°F] ~ SSP5-8.5.

This process has led us to identify risks in the physical and transitional categories, along with their potential impacts and associated mitigation measures.

Terpel's most relevant climate change risks include high exposure to heat stress. Heat stress is a term that describes the meteorological threat posed by weather events such as heat waves, high annual temperatures, and tropical cyclones.

Among acute risks, fire scores the highest. Flood risk represents the highest exposure in terms of total property value

However, risk identification has also allowed us to identify growth opportunities in new businesses and sectors connected with increasing our resilience and adaptation to climate change.

Risk	Risk category	Potential impacts	Mitigation measures
Physical	Drought	Chronic	
	Forest fires	Acute	Impact on operations located near water and coastlines.
	Heat stress	Chronic	
	Heavy precipitation	Chronic	Disruptions in the value chain and in product delivery to distributors and end customers.
	River flooding	Acute	
	Sea level rise	Chronic	
	Tropical cyclone	Acute	
Transitional	Increase in raw material costs		Possible changes in the costs of oil and its derivatives may increase the company's operating costs.
	Increased climate change regulations		Potential increase in taxes related to the production, transportation, and sale of fossil fuels.
	Loss of competitiveness with other fuels	N.A.	Fossil fuels such as diesel, gasoline, JetA1, and lubricants may lose sales in a long-term 2°C transition scenario (2DS) compared to other energy sources for mobility, such as natural gas and electricity.
	Decrease in demand and consumption of fossil fuels due to increase in battery-powered electric vehicles.		Production and sale of energy from non-conventional renewable sources.
	Poor corporate reputation due to pressure from stakeholders.		Increasing pressure from society that materializes socio-political risk at operating sites or service stations.

Industry	Opportunity
Retail	Evolution of retail offerings at service stations
	Get out of the service station business with a stand-alone retailer
	Ecosystem for vehicle care
Mobility	Dedicated products and services for electric motorcycles
	Mobility as a service
	Growth of Voltex
	Batteries
Energy	Energy sales
	Distribution and storage of solar energy
	Hydrogen

### Impact of climate risks and opportunities

We analyzed physical risks for 70% of our assets in the affiliates where we have a presence in the five countries. This analysis allowed us to quantify the financial impact on the organization of physical risks associated with climate change.

The assets assessed included:

- 151 service stations
- 26 plants
- 6 car washes
- 5 airports
- 4 administrative offices
- 3 warehouses
- 1 lubricants factory
- 1 lubricants laboratory
- 1 refinery
- 1 mining operation

### Analysis of exposure to physical risks

As a result of this study, we were able to identify the assets with the highest exposure to acute and chronic physical risks in short-term (2030), medium-term (2050), and long-term (2100) scenarios:

Chronic heat stress risk: The 20 most exposed operational sites are primarily located in Panama and Colombia, with a combined value of USD 133,995,220. Under a short-term RCP 4.5 scenario, 13 of these sites would face more than 180 days of exposure to this risk. In the medium and long term, all 20 sites could be highly exposed to over 180 days of heat stress per year. Of these properties, the Lubricants Plant, with a value of USD 36,137,517, is the most exposed to this risk. Four of the highest scoring properties out of the 20 analyzed (Lubricants Plant, Santiago Travel Center service station, Baranoa Plant, and Parita service station) have a score of 5 in all scenarios and years, representing 10% of the value of the properties analyzed (USD 59 million). These properties should be considered high priority due to their exposure in the short, medium, and long term. Ten are located in Colombia and the other ten in Panama.

**Acute fire risk:** the 20 facilities with the highest exposure to this risk have medium to medium-high exposure levels in short-, medium-, and long-term RCP 4.5 scenarios. Also included in this category are the Colombian Lubricants plant, the Santiago Travel Center service station, and the Baranoa plant.

**Acute river flood risk:** the assessment of exposure to this risk considers issues such as the presence of levees or other infrastructure that could protect the asset from potential flooding. Of the 20 most exposed sites, 12 are located in Colombia, with the Baranoa and Villa del Rosario plants being the highest priority due to their high scores in the short-, medium-, and long-term RCP 4.5 scenarios.

**Chronic drought risk:** in an RCP 4.5 scenario in the short term, drought does not pose a significant risk to higher value assets. In the long term, however, it increases from 3% (2030) to 79% (2100), which translates into an increase from USD 4 million to USD 484 million for very high exposure. The 20 properties with the highest exposure to drought risk are located in Colombia.

**Chronic high precipitation risk:** this risk was assessed by considering both one-day high precipitation events and prolonged precipitation events. Fourteen of the 20 properties with the highest exposure to precipitation risk are located in Colombia, representing 7% of the value of the properties analyzed (USD 40 million). Another five are located in Panama and the remaining one in Ecuador. Note that the Parita and Santiago Travel Center service stations are among the operations analyzed with high risk in the short, medium, and long term.

**Chronic risk of sea level rise:** of the top 20 properties, only the lubricants factory in Colombia is exposed to the risk of sea level rise; however, it is considered a medium risk in all scenarios and over the short, medium, and long term. Ninety-five percent of properties are not exposed to the risk of "sea level rise" in any of the scenarios or in any of the study years.

**Acute tropical cyclone risk:** this is measured based on wind intensity and historical trends, considering a potential increase of 10% every 10 years. Only eight operations are exposed to tropical cyclone risk, representing 2% of the value of the assets under analysis. Five of these are in the Dominican Republic. The remaining three are in northern Colombia.

Based on the results of the analysis of exposure to acute and chronic physical risks in different scenarios and time scales, we have identified the operating sites, countries, and business types most exposed to each risk, in order to prioritize adaptation and mitigation measures. The most important conclusions we can draw are as follows:

- Acute risks are less likely to occur than chronic risks, with heat stress and drought having the greatest impact on our operations.
- Sites such as the lubricants factory in Colombia, the Baranoa plant, and the Parita and Santiago Travel Center service stations in Panama have high scores and are exposed to multiple risks, so adaptation plans are a priority for them.
- In the Dominican Republic, the main risk is a tropical cyclone.

## 2.2 Resilience of the organization's strategy considering different scenarios, including a 2°C or less scenario (IPCC).

We continue to seek out opportunities that support profitable growth and allow us to adapt our portfolio and operations to evolving consumer trends and preferences.

We have identified an opportunity to diversify our revenue streams through convenience services. Building on our existing portfolio of liquid fuels and lubricants, we offer a flexible range of convenience products and services - such as carwashes - to better meet the needs of our customers. This strategy has led us to strengthen the positioning of our Altoque and Deuna brands, which now include 144 Altoque stores—42 of them newly opened—and 245 Deuna refreshment kiosks. This offer is complemented by franchise partners such as Sbarro and Home Burgers, which, along with our broad product portfolio, contributed to a 16.4% increase in sales compared to the previous year.

On the other hand, the growth of electric mobility represents a strategic opportunity to limit revenue loss in the 2°C (2DS) scenario compared to the business-as-usual (BAU) scenario. Quantifying these risks and opportunities, we determined that by gradually increasing the market share of electric vehicle charging to 30% in 2030 and entering the hydrogen refueling market and achieving that same market share by 2030, the risk of lost revenue could be reduced to 24%. If we made the same strategic changes but achieved 50% market share by 2030, we would eliminate almost all risk to earnings.

Since 2019, we have been working to become a key player in the development of electric mobility in Colombia through our Terpel Voltex brand, ensuring that our portfolio grows in line with the evolving needs of our consumers. In the automotive market, electric and plug-in hybrid vehicles experienced significant growth in 2024. They represented 6% of all vehicle sales, or around 11,260 vehicles. As a response to this, we currently have 38 vehicle charging points distributed as follows:

- 24 fast charge points with 72 connectors located at Terpel service stations in cities and on highways, allowing Colombians to travel the country's roads in their electric cars.
- 4 opportunity charging points with 14 connectors, located in places other than Terpel service stations.
- 10 charging points with 38 connectors for customers in the industrial sector.

Plus, we have 12 points for swapping batteries at service stations in Bogotá for Gogoro electric motorbikes.

The deployment of large electric vehicle fleets also represents an opportunity for Terpel Voltex. We currently serve around 650 electric buses that are part of Bogotá's mass transit system and offer exclusive charging points for the airport vehicle fleet at El Dorado that serves the ramp operations.

Sales of Terpel Voltex grew by 202%, demonstrating the effectiveness of our strategy, our capacity for innovation and adaptation to the evolving needs of our customers and the market, and the trust they place in our ability to deliver reliable service.

In addition, in the energy sector, we are committed to the growth of self-generation of energy for our own consumption and that of third parties through our subsidiary Terpel Energía. As of the end of 2024, we operated 31 self-generation plants with a total installed capacity of 3 MWp. These plants generated a total of 3.2 GWh.

Finally, our subsidiary Terpel Sunex supports companies in their transition to non-conventional renewable energy by designing and structuring solar self-generation projects, and by providing solutions that help scale this energy source nationwide. Sunex closed 2024 having reached approximately 10 MW of installed capacity through 19,903 panels.

Among the standout projects executed during the year were two large-scale deployments: one in Yopal, Casanare with a capacity of 2.0 MW, and another in Valle del Cauca with a capacity of 1.9 MW. Thanks to the successful execution of these projects, Terpel Sunex closed the year with strong financial results—tripling its income from COP 6,900 million to COP 26,000 million—and achieving a positive EBITDA.

#### Evolution of Investments

##### New Energy 2020-2024

Terpel recognizes the importance of decarbonizing our revenue streams to contribute to a more sustainable future. That is why we are diversifying our business lines and increasing our investments in decarbonization segments such as convenience services, electric mobility, and new energy solutions. While this diversification presents new challenges for the company, it also underscores the importance of transforming our strategies to create long-term value.

These efforts help us meet the needs and expectations of our stakeholders and strengthen our position in an evolving marketplace where sustainability is a core pillar.

The following chart illustrates this commitment, driven by increased investments in decarbonization-oriented businesses over the past five years. In 2020, Terpel allocated 4% of its total capex to convenience services, electromobility and new energies. But in 2025, we expect this figure to reach 19%, representing a compound annual growth rate (CAGR) of 59%.

Below we present the progress and the near-term investments for the segments mentioned:

#### Convenience services

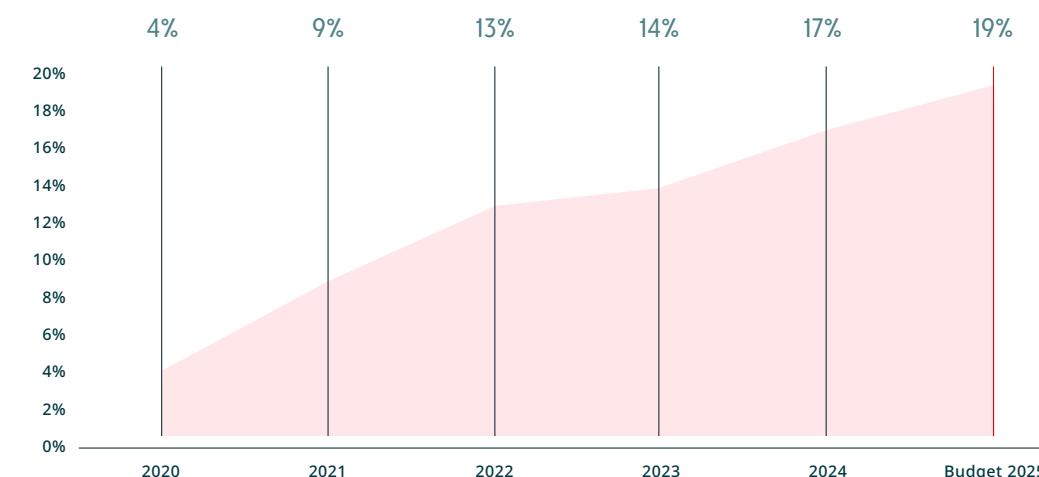
For the Convenience segment, we estimate an investment of COP 65 million in 2025 in various regions to expand our network of locations, which, in addition to stores, includes tire shops, car washes, refreshment kiosks and our brand partnerships with Sbarro, Home Burgers, and Mimos. These partnerships represent a great opportunity to further expand our product portfolio with well-known brands in the marketplace.

During 2024, the significant expansion of Sbarro pizza shops stood out, closing the year with more than 50 locations across the region and a product that was very well received by the market. In 2025, we plan to continue growing this line of business alongside our partnerships with Home Burgers and Mimos ice cream.

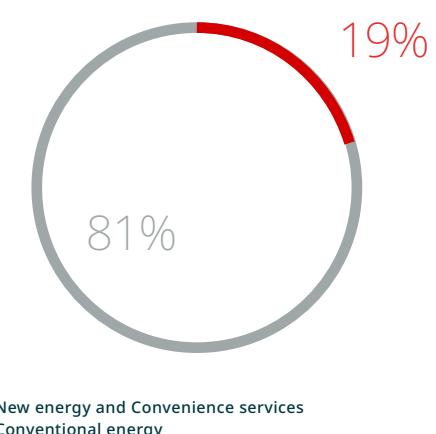
#### New Mobility & New Energy

In the area of electromobility and new energy, we plan to invest approximately COP 76 million by 2025 to expand electric vehicle charging stations, battery swapping points, and photovoltaic energy projects.

**Percentage of total capital expenditure invested in new energy and convenience services versus total CAPEX**



**Share of new energy and convenience services in 2025 budget**



Investments in this segment will enable us to continue expanding and strengthening our position in the new energy and electric mobility market, in line with the demands of a changing environment. These investments reflect the growth observed in recent years: in 2024, we invested COP 40 million—nearly double the amount invested in 2023 (COP 24 million).

### New Mobility

With our Terpel Voltex brand, we have been promoting the development of electric mobility in Colombia since 2019. Since then, we have been implementing a strategy to build electric charging stations for electric cars, buses, and trucks in the country's major cities and along its highways. In 2024, the highway charging network system continued to grow, and new corridors were inaugurated, permitting Colombians to travel Colombia in electric vehicles. We are also installing charging centers for heavy electric vehicles, accompanying industry in its transition toward new mobility schemes. By the end of 2024, we had established a network of 48 electric charging stations across the region: 38 in Colombia, seven in Panama, and three in Ecuador.

In 2025, we plan to expand our charging network by adding 23 new stations in Colombia and Panama, enhancing coverage in major cities and meeting the needs of the growing electric vehicle fleet. To achieve this, we will continue installing charging points in strategic locations based on the specific needs of our corporate and retail customers.

In 2024, we launched an innovative system for electric motorcycles based on battery swapping, marking a milestone in the development of electric mobility in Colombia. The system, made possible through our strategic alliance with Gogoro, represents a key opportunity for expansion, as it enables us to democratize access to electromobility by extending it to motorcycles. In 2024, we opened 12 battery-swapping stations in the capital city, and by 2025, we plan to extend this initiative to other cities, including Medellín.

### New Energy

The energy transition is a commitment that can't be put off, and it requires clean and efficient solutions to mobilize companies' productivity towards a sustainable future. With Terpel Sunex, we design and build solar photovoltaic generation projects so that companies can integrate clean energy into their operations, reduce emissions, positively impact the environment, and optimize their operating costs.

With more than 90 solar projects built in Colombia for companies such as Hidrocasanare, Decathlon, Jerónimo Martins, Unicentro Neiva Shopping Center, and Parque Caracolí Shopping Center, Terpel Sunex continues to strengthen its market leadership.

In 2024, we developed and launched Phase I of Hidrocasanare, the first large-scale solar self-generation project in the Department of Casanare, with an installed capacity of 2.0 MW. The second phase of the project, which will increase capacity to 4.9 MW, is expected to be operational by the end of 2025.

We also completed the installation of the 1.9 MWp large-scale solar generator at the Fanalca motorcycle assembly plant in Valle del Cauca, one of the largest rooftop projects in Colombia.

By 2025, we expect this positive trend to continue, closing the year with an installed capacity of 12MWp. In Panama, we are currently installing a solar power plant with a capacity of 5.6 MWp.

## 3. Risk Management

### 3.1 Describe the organization's processes for identifying and assessing climate-related risks.

At Terpel, comprehensive risk management is a material issue. Ensuring operational excellence and creating long-term value at the environmental, social, economic, and governance levels all depend on effectively managing risk. We therefore update our corporate risk map every year, taking into account any changes in the external and internal context of each affiliate and each country in which we operate. This is with the purpose of prioritizing strategic sustainability risks that could impact the business, including climate risks, and we integrate them into our risk management system and business strategy.

The risk management system encompasses all the policies, guidelines, procedures, frameworks, tools, and people that enable the company to address risks that may affect our strategic objectives and stakeholders.

The parameters and roles for our risk management structure are based on international standards such as COSO ERM, ISO 31000, the Three Lines of Defense model, and the recommendations of the TCFD (Task Force on Climate Related Financial Disclosures). The approach is formalized through the implementation of policies and procedures that clearly define our actions at each stage of the risk management cycle. In the first stage, we focus on risk identification using methods and tools that allow us to identify threats and opportunities in all areas of the organization. We then conduct a thorough analysis to assess the likelihood of occurrence and the potential impact on our strategic objectives. Then, in an assessment phase, we classify and prioritize risks in order to focus our resources on the most relevant ones, designing specific action plans to mitigate, transfer, accept, or avoid those risks.

Once these responses have been implemented, we initiate ongoing monitoring of the risks over time and adjust our strategies as circumstances evolve. This process, based on international best practices, is designed not only to prevent risks from occurring, but also to effectively manage their potential impact and ensure the long-term sustainability of our organization. To this end, close cooperation with the business units is essential, and we also promote a culture of risk management through ongoing training of the teams.

### 3.2 Describe the organization's processes for managing climate-related risks.

The Strategic Risk Map of Organización Terpel is updated annually by the Executive Committee and approved by the Board of Directors through the Audit and Risk Committee. Since 2021, environmental, social, and governance (ESG) risks, particularly those related to climate change, have been included in the map, among other categories.

In the last two years, we have added "*Climate Change and Energy Transition*" risks to our Strategic Risk Map, with this description:

"Climate change and the energy transition are on the global agenda. Continuous political and social attention on climate change has led to international agreements such as the Paris Agreement, as well as national, regional, and local regulations to limit and mitigate greenhouse gas (GHG) emissions and their impacts on the environment.

These agreements and measures could result in future laws and regulations that increase our compliance costs and produce greater restrictions on operations. Currently, regulatory bodies such as the Financial Superintendence of Colombia and some customers already require compliance, reporting, and disclosure of information and evidence on our climate change management. Regulators could also seek to limit certain oil or gas projects or make it more difficult for us to obtain the permits required to operate.

Climate and ESG regulation is expected to have a significant impact on the hydrocarbon industry, which would have a direct impact on our business model. Likewise, public policy decisions aimed at reducing the use of fossil fuels and promoting the energy transition may also have adverse effects on our sales volumes, revenues, and margins.

Shareholders could divest their resources from fossil fuel companies such as ours, which would affect our share price and our ability to access the capital markets. According to international press reports, some financial institutions in Europe have begun to limit their exposure to fossil fuel projects, which could also serve as an example for financial institutions in Colombia and Latin America. As

a result, our ability to obtain financing for these types of future projects could be adversely affected.

The physical effects of climate change, such as rising temperatures and sea levels and fluctuations in water levels, could also have repercussions on our operations, assets, and supply chains, potentially causing business disruptions or shortages for our customers in different markets."

As part of the management of this strategic risk in the year 2023, we defined an action plan with 3 fronts:

- TCFD Diagnosis
- Transition risk analysis
- Physical risk analysis

In this first phase, with the assistance of a specialized firm, we conducted a high-level analysis of Terpel's alignment with the 11 TCFD recommendations, which are grouped into the four pillars of governance, strategy, risk management, and metrics and targets.

This gap analysis allowed us to create a roadmap, and we made significant progress on that road in 2023.

To assess the transition risks, the specialist firm used the CTVar (Climate Transition Vale at Risk) methodology, which represents the value at risk as a result of the climate transition. Using historical information on Terpel's revenues in the different business units, cash flows were projected to 2050 and discounted to present value. These discounted cash flows were used to determine changes to income under different climate scenarios.

Volume was calculated for two climate scenarios:

BAU (Business as usual): scenario in which Terpel does nothing, no strategic actions are taken, and the company remains exposed to whatever happens in Colombia.

2DS: Scenario in which there is an orderly global transition that limits warming to below 2°C by 2100.

Finally, to analyze Physical Risks we used Willis Tower Watson's (WTW) Climate Diagnostic tool, which integrates various time horizons out to 2100 and temperature rise scenarios, as follows:

**RCP 2.6:** Global temperature increase of less than 2°C [3.6°F] ~ SSP1-2.6.

**RCP 4.5:** Increase in global temperature limited to 2-3°C [3.6°F-5.4°F] ~ SSP2-4.5.

**RCP 8.5:** Represents a global temperature increase of +4°C [7.2°F] ~ SSP5-8.5.

The results of these analyses were communicated to the responsible areas and escalated to the Audit and Risk Committee for management, as reported in the following chapter.

### **3.3 Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organization's overall risk management**

The analysis of physical risks in Colombia, Peru, Ecuador, Panama and the Dominican Republic provided valuable information on the exposure of our assets in the different regions to various risks related to climate change, including drought, fire, heat stress, precipitation, river flooding, sea level rise, and tropical cyclones.

Based on these results, we decided to address the physical risks with the greatest impact on the operations by including them in the Organizational Risk Management System. This will ensure that these risks are addressed in a timely and systematic manner, including identification, assessment, establishment of controls, and monitoring through indicators.

#### **Adaptation to climate-related risks**

Below is a list of actions taken in the last two years in the area of adaptation to physical risks:

**Hydration strategy:** Due to the rise in temperature in Cartagena, we started a complementary hydration strategy in the lubricants factory. Guided by a nutrition and diet expert, the strategy is based on the health profile of the workers in groups and as individuals, which allows us to recommend the ideal complementary hydration drink for them.

- 2023: Lubricants Factory
- 2024: five plants

**Screens on tanks:** rising temperatures cause higher evaporation of fuel, thus increasing environmental contamination, the risk of fire, and impacts on the business due to product loss.

- 2023: we implemented 57 tanks with screens out of a total of 95 vertical fuel tanks.
- 2024: one additional tank with a screen and 100% of new investments in increased storage capacity will include floating screens for gasoline.

**Emergency response training for basic brigade:** A timely response by our operations personnel to an emergency situation, such as a forest fire, prevents harm to people and damage to the environment and Terpel's infrastructure. For this reason, in 2023, we organized a rigorous training program led by the Villagorgona Fire Department.

- 2023: 460 people trained and certified as basic level firefighters by the Villagorgona Fire Department.
- 2024: 30 people trained and certified by the fire department as basic firefighters.

**Training in emergency management - Incident command system:** Emergencies, such as wildfires and floods, are on the rise, so our leaders at work centers must be able to effectively and efficiently manage emergencies to protect people, assets, and operations by coordinating facilities, equipment, personnel, and procedures.

**2023:**

- 22 personnel in strategic positions trained and certified by USAID/OFDA/LAC in the Incident Command System.
- 12 people trained in the basics of the Incident Command System

**2024:**

- 28 personnel in strategic positions trained and certified by USAID/OFDA/LAC in the Incident Command System.

**Reduced dependence on potable water:** in 2024, we replaced the toilets in 30 restrooms with low-flow versions as part of a pilot project to reduce water consumption. Additionally, we implemented rainwater harvesting systems at several operations centers, using the collected water for landscape irrigation and toilet flushing.

These combined strategies significantly reduce our reliance on municipal drinking water for restroom use and, at the same time, decrease the volume of domestic wastewater discharged into the sewer system.

We are also advancing in the reuse of treated domestic wastewater. Through treatment systems that ensure water quality, we are able to repurpose this water for fire protection systems and landscape irrigation.

Regular inspection visits are carried out at service stations, plants, airports, and our lubricants plant to evaluate the effectiveness of environmental controls and identify opportunities for improvement.

At several operations centers, we use monitoring tools to regularly inspect water pipelines and related infrastructure, enabling the early detection and repair of leaks or inefficiencies. This proactive management helps mitigate the risk of water shortages, particularly in water-stressed areas.

**Installation of vapor recovery systems:** higher ambient temperatures can increase the evaporation of liquid fuels. To mitigate this, we installed two vapor recovery units (VRUs) that capture one liter of product for every 1,000 liters sold and recover up to 99% of fuel vapors emitted through vent pipes at service stations. These systems also help reduce the odor of fuel perceived by nearby residents.

**Air recirculation:** as part of our sustainability and climate adaptation strategy, we implemented a mechanical ventilation system in the finished product warehouse at our lubricants plant. This system improves air circulation and renewal, helping to reduce heat stress and promote employee well-being in high-temperature conditions. The system includes eight air inlets that bring in fresh air and five internal fans that distribute it evenly throughout the facility. The air is directed toward roof skylights to expel hot air and minimize heat accumulation in work areas. This upgrade allows us to renew 50,000 cubic meters of air eight times per hour, reducing thermal discomfort and creating a safer, more comfortable work environment.

In addition to the above actions, climate change will continue to be integrated into the Organizational Management System in 2025, starting with the following actions:

**1. Matrix of legal and other requirements:** to ensure compliance, risk-related climate change legislation will be included in the process to identify, access, and evaluate legal and other requirements related to managing occupational health and safety.

**2. Matrix for identifying environmental regulatory requirements:** to ensure timely compliance, risk-related climate change legislation will also be included in the process of identifying and assessing environmental regulatory requirements.

**3. Emergency response plan:** to update emergency plans, we have a systematic process for addressing emergencies that may occur in a work center, analyzing threats and vulnerabilities, and defining the items and equipment needed to deal with them. This document contains Standard Operating Plans (SOPs). A specific SOP will be developed for forest fires and drought, which are currently included in the general SOP for common risks.

**4. Purchase of forest firefighting kit:** to give us on-site capacity to fight the increasing number of forest fires, the work centers most at risk must be equipped with the necessary tools, such as square and round fire shovels, rakes, and backpack sprayers.

**2024:** ten plants with forest fire kits (those with the highest risk of these emergencies)

In recent years we have made progress with the development of a standard operating plan for forest fires, disseminated in the following work centers:

- 29 plants
- 20 airports
- 7 offices
- 1 lubricants factory
- 1 technology and innovation center

Simultaneously with the implemented strategies, we continue to work to increase the awareness of employees in all areas, especially those responsible for the processes that may be most affected by climate change, to ensure consistent and timely monitoring, evaluation, and definition of controls for climate-change risks. This is an important part of the management system and ensures participation in continuous improvement.

## 4. Metrics and targets

### 4.1 Metrics used by the organization to assess climate-related risks and opportunities in line with its strategy and risk management processes.

To effectively manage climate-related risks and opportunities, Terpel discloses its targets and metrics using consistent and comparable data. We communicate our climate performance and commitment in a relevant and transparent way by adhering to standards, reporting frameworks, and assessments.

We monitor and manage these metrics on an ongoing basis and they reflect the key risks and impacts to the ecosystem services on which our operations depend.

Since 2023, we have recorded a significant increase in energy consumption from non-renewable fuels due to the inclusion of fuel transportation between plants in our accounting as a company-operated activity. Although this process is carried out by a third party, it is managed and controlled by Organización Terpel. As a result, this change is also reflected in our greenhouse gas inventory as an increase in Scope 1 emissions, whereas in previous years, these emissions had been classified under Scope 3.

At the same time, in 2024 we commissioned an expert consultant to carry out a diagnosis to calculate our carbon footprint. The objective was to identify opportunities for improvement in relation to the requirements of the NTC ISO 14064-1:2020 standard, with a view to obtaining certification in the medium term. This diagnosis led us to recalculate the footprint based on the following factors:

We have included in scope 1 the fuel consumption of the fleet that transports products between plants, as this transport is under our operational control. This was previously part of scope 3.

- We updated the emission factors for the years 2021, 2022, and 2023 in scope 2.
- We identified opportunities for improvement in the integration of Scope 3 emissions.
- In Scope 3, we included emissions from fuel used by affiliated service stations in 2024, which significantly increases emissions in this scope.
- As a result of the recalculation of our carbon footprint, the emissions for 2022 and 2023 are now significantly lower than those reported for 2024.

### Total energy used in own operations (GJ)

	2022	2023	2024
Total consumption of renewable energy:	3,825	8,436	11,545
Consumption of energy purchased from the grid	278,866	248,251	310,431
Total consumption of fuels from nonrenewable sources	44,974	804,849	1,320,480
Total energy consumption	327,667	1,061,537	1,642,458

### Total carbon footprint in scopes 1, 2, and 3 tCO2eq

Year	Scope 1	Scope 2	Scope 3	Total carbon footprint
2021	64,018	9,038	10,887	83,943
2022	79,847	8,676	11,428	99,951
2023	69,146	11,930	12,286	92,822
2024	83,823.41	18,595.74	5,185,867	5,288,286

### Emissions intensity

	2022	2023	2024
Expressed as tons of CO2/million gallons sold	58	51	2,246

### Total weight of waste generated t

	2021	2022	2023	2024
Total weight of hazardous waste	6,568	9,499	11,800	10,476
Total weight of non-hazardous waste	812	459	595	568
Total waste generated	7,380	9,959	12,396	11,044

### Water withdrawal by source (Ml)

	2021	2022	2023	2024
Fresh surface water	99	7	19	6
Fresh groundwater	46	38	34	47
From municipal supplies (or other water utilities)	445	513	408	408
Total water withdrawn	590	559	462	462

In terms of waste management, the reduction achieved this year compared to 2023 demonstrates the effectiveness of our initiatives to reduce and reuse solid waste. We are developing waste reduction strategies across all business lines, tailored to the specific characteristics of each operation. Our circular economy initiatives aim to reduce food loss and waste, minimize the use of single-use plastics, incorporate recycled materials, and enhance the recovery of waste through proper segregation at the source.

Finally, we are implementing targeted programs for the comprehensive management of water resources in our operations, to ensure both conservation and efficient use. Although our water consumption is for domestic use, we ensure that any discharged water complies with the quality standards established by environmental authorities to prevent negative impacts on communities and the environment.

#### **4.2 Targets used by the organization to manage climate-related risks and opportunities and performance against targets**

At Terpel we are committed to achieving carbon neutrality by 2050 for Scope 1 and 2 emissions. Along this path, we expect to reduce our emissions by 50 percent from a 2019 baseline by 2030.

We rigorously measure our Scope 1, 2, and 3 greenhouse gas (GHG) emissions to monitor our progress toward this ambitious goal.

We will achieve this goal by:

- Developing energy efficiency projects in our operations to rationalize and optimize energy consumption.
- Using renewable energy from solar panel installation projects for self-consumption.
- Participating directly or indirectly in projects that generate carbon credits.
- Supporting projects related to sustainable mobility, including the use of fuels such as CNG, LPG, and hydrogen.

We have also set a goal to transform the waste management model to take full advantage of the program to reduce environmental impacts that can be caused by improper disposal.

We will achieve this goal by:

- Implementing strategies for the responsible use of lubricants from production to disposal.
- Progressively reducing the amount of plastic in containers and packaging.
- Reducing food loss and waste.

We are confident that by achieving these goals and targets we will help to address global challenges and reduce our environmental impact, confirming our commitment to sustainability.

At Terpel, we are committed to continuing to strengthen our resilience in the face of climate challenges, while seeking new opportunities to make a positive contribution to a sustainable future.

## ANNEX 8

## TAX APPROACH



 terpel

# Tax strategy

## 207-1 ▶

Our tax strategy is aligned with the tax management policies of each country in which we operate. These policies define the tax principles and framework of our organization, as well as our tax planning behavior, risk appetite, and relationship with tax authorities.

Consult our Tax Management Policy [here](#).

Compliance with tax obligations is our primary objective, and we are committed to complying each year with national and local regulations in each of the countries in which we operate. We take a comprehensive approach to tax management at Terpel, ensuring that our projects, programs, and initiatives consider tax issues from the outset.

## 207-2 ▶

Our Board of Directors is the highest authority responsible for approving tax guidelines and for reviewing and approving the Tax Management Policy and any amendments to it on an annual basis. This body delegates responsibility for ensuring compliance with our tax strategies to the Finance, Accounting and Taxes, and Tax departments.

We have integrated tax risk control and management systems that include approval levels for penalties and interest that are authorized only by senior managers or higher. Each year,

the tax management process is reviewed by the Audit area and its team of tax professionals, in collaboration with independent third parties, to ensure compliance with the applicable regulatory framework. The results for the period are reported to the vice president of finance and the corresponding financial statements are prepared.

At Terpel, we have specific approval levels for managing tax risks. As part of this process, we analyze and coordinate tax actions and decisions with the leadership of each business unit and with the assistance of tax counsel. This approach allows us to manage tax risks efficiently and to respond appropriately to threats in this area.

## 207-3 ▶

We interact with our stakeholders on tax matters through our participation in associations such as the Colombian Petroleum Association (ACP) and ANDI. These organizations keep a close eye on current legislation, giving the organization insight into possible future regulatory changes. This approach allows us to proactively manage the associated risks and impacts.

## The Tax Policy includes the following:

- A commitment to comply with both the spirit and the letter of tax laws and regulations in the countries in which Terpel operates.
- A commitment not to shift value created to low-tax jurisdictions.

- Guidelines for avoiding the use of tax structures that are designed to evade the payment of taxes.
- The company's approach to transfer pricing.
- Guidelines for avoiding the use of secrecy jurisdictions or so-called "tax havens."

## 207-3 ▶

### Tax reports

Tax collection and payment figures in COP million.

Organización Terpel	Tax returns filed	Amount in COP million
Collection agents	8,881	1,980,985
Gasoline surtax	7,906	1,551,384
Reteica	929	5,732
Soldicom	12	4,778
INGA	12	2
Withholding at source	12	198,830
VAT	6	217,588
National carbon tax	4	390

Tax expenses Organización Terpel	Amount COP million
Taxes borne by the organization	321,178
Public lighting	2,778
Stamp tax	4,892
Property tax	7,679
Vehicle tax	417
Industry and commerce	27,596
VAT	13,163
Fire department surtax	1,766
Improvement levy	506
Reported income tax	262,381
<b>Reports to regulatory bodies - Organización Terpel</b>	<b>Reports per year</b>
District Exógena (mandatory information on third parties) report	229
National Exógena (mandatory information on third parties) report	4
Country by Country	4
Annual foreign assets declaration	2
Transfer Pricing	1

As a Country Partner, Terpel recognizes that our regional operations represent a significant source of income for certain areas of the country. For this reason, we ensure that district taxes are reported and paid in the regions where they are legally required, in accordance with the actual location of each transaction.

Each year—or as required—a compliance calendar is prepared to guarantee adherence to both national and district-level tax regulations across all applicable countries and regions. The organization collects and remits these taxes to many municipalities located in different regions of Colombia. Below are the figures related to the payment of the surtax, summarized by Department.

Receiving entity	Valor COP MM
Bogotá D.C.	147,294
Bolívar	14,660
Boyaca	33,198
Caldas	42,299
Caquetá	19,249
Cauca	22,890
Cesar	19,633
Córdoba	18,416
Cundinamarca	71,615
Chocó	2,811
Huila	45,931
Magdalena	22,159
Meta	29,186
Nariño	13,138
Norte de Santander	32,713
Quindío	19,622
Risaralda	34,035
Santander	86,310
Sucre	16,451
Tolima	55,655
Valle del Cauca	140,968
Arauca	8,440
Casanare	12,952
Putumayo	11,288
Amazonas	2,017
Guainía	1,854
Guaviare	2,754
Vaupés	408
Vichada	2,299
Antioquia	133,341
Atlántico	57,867
Bolívar	41,756
Santander	32
Medellín metro	48,883
National Treasury Directorate	341,568
<b>Total</b>	<b>1,553,691</b>

## Our figures

### Colombia

Indicate the names of the organizations domiciled in the country

Organización Terpel S.A.

Indicate the country of jurisdiction

Colombia

Indicate the principal activities of the organization

\*Purchase, sale, acquisition under any title, import, export, refining, storage, packaging, supply, and distribution of hydrocarbons and their derivatives as importer, exporter, refiner, storer, or wholesale distributor through supply facilities. \*Retail distributor as industrial supplier. \*Transportation of hydrocarbons by land, sea, and river, and by oil, gas, propane and multipurpose pipelines, acting as transporter;

Number of employees

1,589

Revenue from sales to third parties (use the same currency as in the financial statements)

24,531,105

Income from intra-group transactions with other tax jurisdictions (use the same currency as in the financial statements)

67,494

Indicate profit or loss before tax

890,413

Indicate tangible assets other than cash and cash equivalents

3,262,296

Indicate cash and cash equivalents

2,787,966

Indicate corporate income tax paid

257,294

Indicate accrued corporate income tax on profits or losses

262,381

Brief explanation of the difference between accrued and paid corporate income tax

Permanent differences such as equity method income, financial transaction tax, tax-exempt income, exchange rate differences, among others.

Indicate the names of the organizations  
domiciled in the country

**Terpel Energía S.A. E.S.P.**

Indicate the country of jurisdiction

Colombia

Indicate the principal activities of the organization

Generation and sale of electric energy added and/or regulated, and the provision of services related, complementary, or ancillary to the aforementioned and the sale of any other fuel authorized to this type of company. In furtherance of its purpose, the company may: \* purchase and sell natural gas; \* produce, sell, transport, distribute and market electricity, as well as provide related and ancillary services to these activities, in accordance with the applicable legal and regulatory framework; \* build or acquire the electricity generation facilities it needs, manage the generation facilities and/or reservoirs associated with the generation of energy from its plants.

Number of employees

8

Revenue from sales to third parties (use the same currency as in the financial statements)

231,589

Income from intra-group transactions with other tax jurisdictions (use the same currency as in the financial statements)

0

Indicate profit or loss before tax

12,378

Indicate tangible assets other than cash and cash equivalents

10,648

Indicate cash and cash equivalents

57,261

Indicate corporate income tax paid

4,036

Indicate accrued corporate income tax on profits or losses

3,769

Brief explanation of the difference between accrued and paid corporate income tax

The main differences are the financial transaction tax and IFRS differences not recognized for tax purposes.

Indicate the names of the organizations  
domiciled in the country

**Terpel Exportaciones CI SAS**

Indicate the country of jurisdiction

Colombia

Indicate the principal activities of the organization

The company will develop international marketing activities in the hydrocarbon and oil derivatives sector. Purchase, sale, acquisition under any title, import, export, refining, storage, packaging, supply and distribution of hydrocarbons and their derivatives, as importer, exporter, refiner, storeroom, wholesale distributor through supply facilities, or retail distributor through automotive, aviation, fluvial, and maritime service stations, owned, leased or held under any type of tenancy. It may also act as a retail distributor as an industrial supplier.

Number of employees

3

Revenue from sales to third parties (use the same currency as in the financial statements)

2,462,787

Income from intra-group transactions with other tax jurisdictions (use the same currency as in the financial statements)

0

Indicate profit or loss before tax

39,454

Indicate tangible assets other than cash and cash equivalents

5,133

Indicate cash and cash equivalents

191,444

Indicate corporate income tax paid

15,274

Indicate accrued corporate income tax on profits or losses

15,492

Brief explanation of the difference between accrued and paid corporate income tax

Differences due to the financial transaction tax and foreign exchange differences.

**Panama**

Amounts reported in USD

Indicate the names of the organizations domiciled in the country

**Petrolera Nacional SA and subsidiaries and Masser**

Indicate the country of jurisdiction

Panama

Indicate the principal activities of the organization

Wholesale and retail sales of fuels, oil derivatives, and lubricants, as well as sales through convenience stores.

Number of employees

1,407

Revenue from sales to third parties (use the same currency as in the financial statements)

USD 858,713,720

Income from intra-group transactions with other tax jurisdictions (use the same currency as in the financial statements)

0

Indicate profit or loss before tax

17,279,603,97

Indicate tangible assets other than cash and cash equivalents

215,881,90, distribuidos de esta manera:

1) Inventory 35,115,45

2) Property, plant, and equipment 180,766,45

Indicate cash and cash equivalents

0

Indicate corporate income tax paid

1,375,000

Indicate accrued corporate income tax on profits or losses

1,375,000

Brief explanation of the difference between accrued and paid corporate income tax

No difference.

**Peru**

Tax Jurisdiction 1 - Values reported in USD

Indicate the names of the organizations domiciled in the country

**Terpel Perú S.A.C**

Indicate the country of jurisdiction

Peru

Indicate the principal activities of the organization

Development, installation, and operation of retail fuel and compressed natural gas (CNG) stations, convenience stores and related motor vehicle services. The organization also holds a wholesale license since August 2022.

Number of employees

434

Revenue from sales to third parties (use the same currency as in the financial statements)

172,304,061

Income from intra-group transactions with other tax jurisdictions (use the same currency as in the financial statements)

998,564

Indicate profit or loss before tax

-3,426,489

Indicate tangible assets other than cash and cash equivalents

2,080,892

Indicate cash and cash equivalents

5,604,388

Indicate corporate income tax paid

897,941

Indicate accrued corporate income tax on profits or losses

852,119

Brief explanation of the difference between accrued and paid corporate income tax

Items that result in a difference in tax rates:  
 -Equity method of accounting for investments in Gasnorte and Gasur  
 -Employee compensation  
 -Other administrative expenses and tax-disallowed sales expenses

## Tax Jurisdiction 2 - Values reported in USD

Indicate the names of the organizations domiciled in the country

**Terpel Comercial del Perú S.R.L.**

Indicate the country of jurisdiction

Peru

Indicate the principal activities of the organization

Purchase, import, export, blending, production, packaging, distribution, and sale of all types of lubricants, greases, petroleum-related products, and additives, as well as sales of aviation fuel to airlines.

Number of employees

163

Revenue from sales to third parties (use the same currency as in the financial statements)

309,491,150

Income from intra-group transactions with other tax jurisdictions (use the same currency as in the financial statements)

22,920,328

Indicate profit or loss before tax

35,239,765

Indicate tangible assets other than cash and cash equivalents

63,222,751

Indicate cash and cash equivalents

103,531,585

Indicate corporate income tax paid

11,191,127

Indicate accrued corporate income tax on profits or losses

10,894,280

Brief explanation of the difference between accrued and paid corporate income tax

Items that result in a difference in tax rates:

- Fines and sanctions
- Equity method of accounting for investments in Terpel Perú SAC
- Finance costs
- Other administrative expenses and tax-disallowed sales expenses

## Tax Jurisdiction 3 - Values reported in USD

Indicate the names of the organizations domiciled in the country

**Terpel Aviación del Perú S.R.L.**

Indicate the country of jurisdiction

Peru

Indicate the principal activities of the organization

Reception, storage, and dispatch of aircraft fuel at Jorge Chávez International Airport, under a 20-year concession agreement with Lima Airport Partners S.R.L. (hereinafter LAP), which expires on March 31, 2025.

Number of employees

94

Revenue from sales to third parties (use the same currency as in the financial statements)

41,707,509

Income from intra-group transactions with other tax jurisdictions (use the same currency as in the financial statements)

4,346,911

Indicate profit or loss before tax

4,810,223

Indicate tangible assets other than cash and cash equivalents

271,946

Indicate cash and cash equivalents

18,896,779

Indicate corporate income tax paid

2,626,564

Indicate accrued corporate income tax on profits or losses

1,823,387

Brief explanation of the difference between accrued and paid corporate income tax

Items that result in a difference in tax rates:

- Equity method of accounting for investments in Terpel Perú SAC
- Employee compensation
- Other administrative expenses and tax-disallowed sales expenses

**The Dominican Republic**

Amounts reported in USD

Indicate the names of the organizations domiciled in the country

**Organización Terpel Republica Dominicana S.A.**

Indicate the country of jurisdiction

The Dominican Republic

Indicate the principal activities of the organization

Operations at airport facilities and aviation fueling stations, fuel distribution, ship refueling, fuel facility maintenance, and fuel transportation.

Number of employees

84

Revenue from sales to third parties (use the same currency as in the financial statements)

215,842,914.25

Income from intra-group transactions with other tax jurisdictions (use the same currency as in the financial statements)

0

Indicate profit or loss before tax

4,114,357.08

Indicate tangible assets other than cash and cash equivalents

0

Indicate cash and cash equivalents

14,550,987.18

Indicate corporate income tax paid

8,868,258.63

Indicate accrued corporate income tax on profits or losses

1,110,876.42

Brief explanation of the difference between accrued and paid corporate income tax

There is no difference; both are calculated as 27% of earnings.

**Ecuador**

Amounts reported in USD

Indicate the names of the organizations domiciled in the country

**Terpel and Adesgae**

Indicate the country of jurisdiction

Ecuador

Indicate the principal activities of the organization

Sale of liquid fuels

Number of employees

479

Revenue from sales to third parties (use the same currency as in the financial statements)

644,755,508.93

Income from intra-group transactions with other tax jurisdictions (use the same currency as in the financial statements)

136,322,041.26

Indicate profit or loss before tax

None

Indicate tangible assets other than cash and cash equivalents

1,106,552.93

Indicate cash and cash equivalents

28,365,627.84

Indicate corporate income tax paid

2,878,089.14

Indicate accrued corporate income tax on profits or losses

295,733.11

Brief explanation of the difference between accrued and paid corporate income tax

Not applicable.

Organization name	Organización Terpel S.A.	Terpel Energía S.A.S. E.S.P.	Puertos del Caribe Sociedad Portuaria S.A.	Terpel Exportaciones C.I. S.A.S.
Main activities	*Purchase, sale, acquisition under any title, import, export, refining, storage, packaging, supply and distribution of hydrocarbons and their derivatives as importer, exporter, refiner, storer or wholesale distributor through supply facilities.	"Generation and commercialization of electric power added and/or regulated; as well as the rendering of related, complementary and related services to the aforementioned activities and the commercialization of any other fuel allowed to this type of companies. Purchase and sale of natural gas. Produce, sell, transport, distribute and commercialize electric energy, as well as provide related and complementary services related to said activities in accordance with the legal and regulatory framework in force. Build or acquire the power generation plants it requires, manage the generation plants and/or the reservoirs associated with the generation of energy from its plants."	"Investment in construction, expansion, improvement, conservation, maintenance and modernization of a port in the port area of Cartagena, with commercial criteria, performing all port activities inherent to those. Administration and operation of the port, with commercial criteria, carrying out all the activities inherent to it."	The company will develop the activity of international commercialization in the sector of hydrocarbons and petroleum products. The purchase, sale, acquisition under any title, import, export, refining, storage, packaging, supply and distribution of hydrocarbons and their derivatives, as importer, exporter, refiner, storer and wholesale distributor, through supply plants, and retail distributor through automotive, aviation, fluvial and maritime service stations, owned, leased or in any kind of tenancy. It may also act as a retail distributor as an industrial marketer.
Number of employees	1.589	8	-	3
Revenue from sales to third parties	24.531.105	231.589	3.414	2.462.787
Revenue from intra-group transactions with other tax jurisdictions	67.494	-	-	-
Profit or loss before taxes	890.413	12.378	527	39.454
tangible assets cash equivalents	2.787.966	57.261	2.985	191.444
tangible assets other than cash and cash equivalents	3.262.296	10.648	5.008	5.133
corporate income tax paid in cash	257.294	4.036	143	15.274
Corporate income tax accrued on profits or períodas	262.381	3.769	203	15.492
Effective Tax Rate (in %)	29,47%	30,45%	38,57%	39,27%
Profit before taxes	890.413	12.378	527	39.454
Tax reported Tax reported	262.381	3.769	203	15.492
Cash taxes paid	257.294	4.036	143	15.274
Regions where it operates Indicating District tax paid	The company is a taxpayer in 149 municipalities in different regions of Colombia in 2024.	The company is a municipal taxpayer in 66 different regions of Colombia	The company is a taxpayer in Cartagena	Bogota, Cartagena, Lebrija, Palmira, Pereira, Rionegro, Santa Marta and Soledad by 2024

## ANNEX 9

# ESG INDEPENDENT AUDITOR'S REPORT



**terpel**



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(Free translation of the Assurance report issued in Spanish)

#### Limited assurance report of Independent professionals.

For Organización Terpel S.A.

Report on limited assurance in relation to the sustainability parameters and contents included in the conclusion of this report presented in the Sustainability Report of **Organización Terpel S.A.** (hereinafter "the Report") for the year ended on December 31, 2024. The Report summarizes the actions taken by **Organización Terpel S.A.** in terms of sustainability with the aim of making its interest groups aware of its management.

#### Conclusion

We have performed a Limited assurance engagement on whether the sustainability contents included in the Sustainability Report for the year ended on December 31, 2024 of **Organización Terpel S.A.** a Colombian company specializing in the distribution and marketing of liquid fuels, lubricants and vehicular natural gas (GNV for its Spanish acronym), have been prepared in accordance with the Global Reporting Initiative (GRI) international standards designed to inform the general public on the economic, environmental and social impacts related to the companies.

The contents covered by the limited assurance engagement are the following:

Standard	Contents
GRI 305	305-1 Direct (Scope 1) GHG emissions
GRI 305	305-2 Energy indirect (Scope 2) GHG emissions
GRI 305	305-3 Other indirect (Scope 3) GHG emissions

Based on the procedures performed and the evidence obtained, we have not been made aware of any issue that would lead us to consider that the information on the sustainability contents listed above and included in the Report of **Organización Terpel S.A.** as of December 31, 2024 have not been prepared, in all material aspects, in accordance with the Global Reporting Initiative (GRI), as detailed in the requirements of Standard GRI 1 which includes data reliability, adequacy of submitted information and the absence of significant deviations and omissions.

#### Basis for the conclusion

We carried out our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3410, *Assurance Engagements on Greenhouse Gases Declarations*, Assurance Engagements Different from Audit or Reviews of Historical Financial Information issued by the International Auditing And Assurance Standards Board (IAASB). Our responsibilities under these standards are described in further detail in the "Our Responsibilities" section of our report.

We have complied with the Independence requirements and other ethics requirements of the International Code of Ethics for Certified Professional Accountants (including the International Independence Standards) issued by the Internal Ethics Standards Board for Accountants (IESBA).

Our firm applies the International Standard on Quality Control (ISQM) 1, Quality Management for Firms Performing audits or Reviews of Financial Statements, or other Assurance Engagements or those related to the aforementioned, issued by the IAASB. This standard requires that the firm designs, implements, and operates a quality management system, that includes policies or procedures on the compliance of ethical requirements, professional standards and the applicable legal and regulatory requirements.

We consider that the evidence we have obtained is sufficient and adequate to provide a basis for our conclusion.



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(Free translation of the Assurance report issued in Spanish)

#### Limited assurance report of the Independent professionals for Organización Terpel S.A.

For Organización Terpel S.A.

Report on limited assurance in relation to the sustainability parameters and contents included in the conclusion of this report presented in the 2024 Sustainability Report of **Organización Terpel S.A.** (hereinafter "the Report") for the year ended on December 31, 2024. The Report summarizes the actions taken by **Organización Terpel S.A.** in terms of sustainability with the aim of making its interest groups aware of its management.

#### Conclusion

We have performed a Limited assurance engagement on whether the sustainability contents included in the Sustainability Report for the year ended on December 31, 2024 of **Organización Terpel S.A.**, a Colombian company specializing in the distribution and marketing of liquid fuels, lubricants and vehicular natural gas (GNV for its Spanish acronym), have been prepared in accordance with the Global Reporting Initiative (GRI) international standards designed to inform the general public on the economic, environmental and social impacts related to the companies.

The contents covered by the limited assurance engagement are the following:

Standard	Contents
GRI 201	201-1 Direct economic value generated and distributed
GRI 204	204-1 Proportion of spending on local suppliers
GRI 205	205-3 Confirmed incidents of corruption and actions taken
GRI 302	302-1 Energy consumption within the organization
GRI 303	303-5 Water consumption
GRI 306	306-3 Waste generated
GRI 306	306-5 Waste directed to disposal
GRI 306	306-4 Waste diverted from disposal
GRI 401	401-1 New employee hires and employee turnover
GRI 403	403-10 Work - related ill health
GRI 404	404-1 Average hours of training per year per employee
GRI 404	404-3 Percentage of employees receiving regular performance and career development reviews
GRI 406	406-1 Incidents of discrimination and corrective actions taken
Terpel Indicator	Materiality GRI 3
Terpel Indicator	3.7.4 Rate of injuries with time lost (LTIFR) - Employees
Terpel Indicator	3.7.5 Rate of injuries with time lost (LTIFR) - Contractors
Terpel Indicator	Training schools: Total people and hours
Terpel Indicator	Spill events
Terpel Indicator	Kilograms of containers of lubricants collected
Terpel Indicator	Social Investment value
Terpel Indicator	Number of beneficiaries of education programs
Terpel Indicator	Complaints (Number of complaints received)



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Terpel 

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