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# FINANCE AND PLANNING COMMITTEE REGULATION

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JULY 1<sup>st</sup>, 2021

**FINANCE AND PLANNING COMMITTEE CHART**

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**SECRETARY OF THE BOARD**

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## **FINANCE AND PLANNING COMMITTEE CHART**

### **1. Composition.**

- 1.1 The Board of Directors in the performance of its duties shall be assisted by the Committees established by the Board of Directors itself.
- 1.2 The Finance and Planning Committee will be comprised of a minimum of 3 (three) independent Directors, appointed by the Board of Directors or the Shareholders' Meeting. The members of the Committee will not have alternates.
- 1.3 The Chairman of the Committee will be appointed by the Shareholders' Meeting and may not chair the Board of Directors.

### **2. Operation.**

- 2.1. The Committee shall meet at least twice a year, with the possibility of holding extraordinary meetings as circumstances require.
- 2.2. The agenda for each meeting shall be prepared and provided to the members of the Committee in advance of the meeting.
- 2.3. For the Committee's Sessions to be valid, the attendance of the majority of its members shall be required, and the presence of other individuals whose attendance they deem appropriate may be required.
- 2.4. The Committee shall adopt its resolutions by a majority vote of the members present.
- 2.5. The Chairman of the Committee shall have the casting vote in the event of a tie.
- 2.6. Resolutions adopted outside of Committee meetings, by unanimous vote of all its members, shall have the same validity as if they had been adopted at a Committee meeting, provided they are confirmed in writing.
- 2.7. The Chairman of the Committee shall preside over the meetings and, in its absence, the meetings shall be presided over by one of the members of the Committee, appointed by a majority vote of those present.
- 2.8. The members of the Committee shall appoint the person who will act as Secretary of the meeting. The minutes of each Committee meeting shall be signed by those acting as Chairman and Secretary of each meeting, as well as by any attendees who choose to do so.
- 2.9. The members of the Committee shall always constitute a collegiate body, and their faculties may not be delegated to individuals such as directors, managers, advisors, delegates, representatives, or other equivalents, in the understanding that this limitation shall not apply to the execution of specific and independent acts by individuals designated for that purpose by the Committee.

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- 2.10 The Committee shall report on its activities to the Board of Directors at least once a year and at any time when events or actions of significance to the Company arise that, in its opinion, so merit.
- 2.11 All information received by the members of the Finance and Planning Committee shall always remain the property of the Company and its subsidiaries and may not be disclosed to third parties in any way without prior compliance with the Company's information disclosure policies and the authorization of the Chairman of the Board.
- 2.12 Committee members who have an interest in any transaction that is contrary to the interests of the Company, shall abstain from any deliberation or resolution in connection thereto and shall disclose this to the other members of the Committee.

### 3. Functions and Faculties.

- 3.1. Long-term strategies. The Finance and Planning Committee shall analyze and submit for approval to the Board of Directors the evaluation of long-term strategies and budgets, as well as the Company's main investment and financing policies.
- 3.2. Operations. By express delegation of the Board of Directors, it may approve:
- 3.2.1. Transactions involving the acquisition or disposal of assets with a value equal to or lower than three percent of the Company's consolidated assets.
  - 3.2.2. The granting of guarantees or the assumption of liabilities for a total amount equal to or lower than three percent of the Company's consolidated assets.
  - 3.2.3. Investments in debt securities or banking instruments that exceed three percent of the Company's consolidated assets, provided they are made in accordance with the policies approved by the Board of Directors.
- 3.3. Treasury. The Finance and Planning Committee shall propose and, in its case, periodically evaluate and review policies for the management of the treasury of the Company and its subsidiaries.
- 3.4. Hiring Experts. The Finance and Planning Committee has the power and responsibility to seek the opinion of independent experts in cases where it deems it appropriate for the proper performance of its functions.
- 3.5. Request Reports. Request reports from relevant executives <sup>1</sup>and other employees of the Company or its subsidiaries regarding the preparation of financial information and any other information deemed necessary for the performance of its duties.

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<sup>1</sup> For purposes of the foregoing, the Securities Market Law (*Ley del Mercado de Valores*) defines relevant executives as individuals who, holding an employment, position or commission in the Company or in the legal entities that controls such Company or that control it, make decisions that have a significant impact on the administrative, financial, operational or legal situation of the company itself or of the business group to which it belongs, without including the Company's directors within this definition.

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- 3.6. Advisory Body. The Finance and Planning Committee shall act as an advisory body to the Board of Directors in all matters relating to the aforementioned functions, including financial matters, as well as in relation to the review and recommendation of investment and/or diversification projects of the Company and its subsidiaries, monitoring their consistency and profitability. It shall also coordinate related activities with the other Committees of the Company, when required.
- 3.7. Unusual and Significant Transactions. Analyze and provide an opinion in cases that require its expertise in accordance with the provisions of the Securities Market Law (*Ley del Mercado de Valores*).

### **4. Reports of the Chairman of the Committee.**

- 4.1. The Chairman shall prepare an annual report on the activities of the Committee and submit it to the Board of Directors. This report shall include a description of the operations in which the Committee has been involved.
- 4.2. For the preparation of the aforementioned report, the Finance and Planning Committee shall consult with the relevant executives; in the event of any differences of opinion with the latter, such differences shall be included in the report.

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