

MINEROS S.A.

CORPORATE GOVERNANCE AND SUSTAINABILITY COMMITTEE CHARTER

I. GENERAL

1. Purpose of the Committee

The purpose of the Corporate Governance and Sustainability Committee (the “**Committee**”) is to (i) assist the board of directors (the “**Board**”) of Mineros S.A. (the “**Company**”) in fulfilling its responsibilities relating to the analysis, assessment, oversight and compliance by the Company, its subsidiaries, and its Board committees of corporate governance matters as instituted by this charter, the other policies of the Company, the bylaws of the Company (the “**Bylaws**”) and Applicable Laws, and also (ii) defining and overseeing the implementation of the sustainability strategy of the Company and its subsidiaries.

When the term “**Applicable Laws**” is used in this Corporate Governance and Sustainability Committee charter (this “**Charter**”), it refers, as appropriate, to Colombian laws and Applicable Foreign Law. For such purposes, “**Applicable Foreign Law**” refers to any law, rule, policy, regulation, decree, order, resolution, practice, standard or pronouncement issued or adopted by a governmental authority, regulatory authority, securities commission or stock exchange (and includes any rules or regulations required to be observed or followed by any transfer agent) that is applicable in any country in which shares are listed and posted for trading, or which apply to the Company or to such shares as a result of such listing outside of Colombia.

2. Authority of the Committee

- (a) The Committee has the authority to delegate to individual members or subcommittees of the Committee.
- (b) The Committee has the authority to engage and compensate any outside advisor that it determines to be necessary or advisable to permit it to carry out its responsibilities.
- (c) In performing its functions, the Committee is entitled to rely on the advice, reports and opinions of management, counsel and other expert advisors.

II. PROCEDURAL MATTERS

1. Composition of the Committee

The Committee will be composed of a minimum of three members (each a “**Member**”), each of whom must be a member of the Board of Directors of the Company and is “independent” as set out in Appendix “B” to the Policy for the Election, Evaluation and Compensation of the Board and is free of any relationship which could, in the view of the Board, reasonably interfere with the exercise of such Member’s independent judgment.

2. Member Appointment and Removal

- (a) Members of the Committee will be appointed by the Board. The Members of the Committee will be appointed after each ordinary meeting of the General Shareholders Assembly. The Members will be appointed to hold office until the next ordinary meeting of the General Shareholders Assembly or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will cease to be a Member upon ceasing to be a member of the Board of Directors of the Company.
- (b) If a vacancy occurs at any time in the membership of the Committee, such vacancy may be filled by the Board. The Board will fill any vacancy at any time the membership of the Committee falls below three Members.

3. **Committee Structure and Operations**

(a) **Chair of the Committee**

- (i) The Board will appoint one member of the Committee to act as Chair of the Committee. The Chair of the Committee may be removed at any time at the discretion of the Board.
- (ii) The Chair of the Committee will chair meetings of the Committee. If the Chair of the Committee is absent from any meeting of the Committee, the Committee will select one of the other members of the Committee to preside at that meeting.
- (iii) The Chair of the Committee will act as the effective leader of the Committee consistent with the responsibilities set out for chairs of committees in the Internal Regulation of the Board of the Company.

(b) **Meetings of the Committee**

- (i) Meetings of the Committee will take place no less than two (2) times per year, at such times and places as the Chair of the Committee may determine. Forty-eight (48) hours advance notice of each meeting will be given to each Member by any written means, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings of the Committee either in person or by conference call or videoconference.
- (ii) The Chair of the Committee will be responsible for developing and setting the agenda for Committee meetings with the assistance of the Secretary General of the Company. Appropriate materials will be provided to the Committee in advance of the respective meetings, although the Committee recognizes that in certain cases this may not be possible. Materials presented to the Committee should be as concise as possible, while providing sufficient information for the members to make an informed decision.

(c) **Quorum and vote on meetings**

Two (2) Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair of the Committee will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised without a meeting by written resolution signed by all Members.

(d) **Attendees**

The Committee may invite such other members of the Board, officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Committee and assist in the discussion and consideration of matters relating to the Committee.

(e) **In Camera (Private) Sessions**

At the end of each Committee meeting, the Committee may meet without any members of management or any other persons present.

(f) **Records**

Minutes of meetings of the Committee will be recorded by the Secretary General of the Company and will be subsequently presented to the Committee for review and approval. In the absence of the Secretary General of the Company at any meeting of the Committee, the Committee will appoint another person who may, but need not, be one of its Members to be the secretary of that meeting. The Secretary General of the Company will maintain a copy of the minutes of all meetings of the Committee.

4. Committee and Charter Review

- (a) The Committee will, from time to time as necessary, conduct an assessment of its effectiveness and contribution, including a review of its compliance with this Charter, in accordance with the process developed for such purposes by the Board. The Committee will report the results of such assessment to the Board.
- (b) The Committee will also review and assess the adequacy of this Charter from time to time as necessary and will recommend changes to the Board. Any changes to this Charter must be approved by the Board.

5. Reporting to the Board

The Committee will regularly report to the Board on all significant matters it has considered and addressed and with respect to such other matters that are within its responsibilities, including any matters approved by the Committee or recommended by the Committee for approval by the Board.

III. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee are as follows:

1. General

The Committee is responsible for:

- (a) developing, reviewing, monitoring and evaluating the Company's corporate governance practices and the Environmental, Safety and Social Responsibility Policy;
- (b) identifying the principal risks of the Company's business related to corporate governance matters and environmental, safety and social responsibility matters and overseeing the implementation of appropriate systems to manage such risks;
- (c) overseeing the Company's compliance with Applicable Laws and with all significant policies and procedures approved by the Board from time to time, in relation to corporate governance matters and environmental, safety and social responsibility matters;
- (d) ensure that shareholders of the Company and the market in general have full, accurate and timely access to the Company's information that must be disclosed in accordance with the Corporate Disclosure Policy;
- (e) monitor the implementation and operation of the Investor Relations Office;
- (f) define, along with senior management, the agenda of the annual General Shareholders Assembly;
- (g) together with the President of the Company, study proposals by shareholders to include new items on the agenda of the annual General Shareholders Assembly in accordance with the Internal Regulation of the General Shareholders Assembly of the Company, and provide for its acceptance or rejection;
- (h) handle claims submitted by shareholders who consider that the Company is not complying with its corporate governance and environmental, safety and social responsibility policies, within ten (10) calendar days of their submission to the Company;
- (i) taking into account the Policy for the Election, Evaluation and Compensation of the Board of Directors of the Company:

- (i) consider Board member's nomination matters, including the selection and the nomination of qualified and suitable members of the Board;
- (ii) evaluate the effectiveness of the Board, its committees and its individual members;
- (j) overseeing matters relating to compensation, succession planning and other human resources matters pertaining to members of the Board; and
- (k) overseeing the Company's compliance with Applicable Laws and regulations and its compliance with all significant policies and procedures approved by the Board from time to time, in relation to human resources pertaining to members of the Board.

2. Compliance

The Committee is responsible for reviewing and discussing with management and the Board the adequacy, effectiveness and sufficiency of the Company's internal legal controls and any issues involving the Company's or its employees' compliance with legal requirements under Applicable Laws and any applicable regulations or policies and procedures related to corporate governance matters and environmental, safety and social responsibility matters approved by the Board from time to time and not related to matters handled by the Audit and Risk Committee and the Executive Compensation Committee, including:

- (a) reviewing and affirming written policies of the Company relating to corporate governance matters (including among others, the Insider Trading Policy and the Corporate Disclosure Policy), and environmental, safety and social responsibility matters and ensuring that management has established a system to monitor compliance with all relevant policies of the Company;
- (b) obtaining reports from management about compliance by the Company and its Board members, officers and employees of such relevant policies;
- (c) making recommendations to the Board regarding application of such policies; and
- (d) advising the Board about policies and procedures regarding compliance with such policies.

3. Corporate Governance Practices

The Committee is responsible for:

- (a) developing and periodically reviewing the Company's approach to corporate governance;
- (b) monitoring new developments in corporate governance in accordance with Applicable Laws (including in relation to diversity and term limits) and adapting best practices to the needs and circumstances of the Company;
- (c) monitoring and evaluating, and making recommendations, to the Board as to the effectiveness of the system of corporate governance of the Company, including the information requirements of the Board, the frequency and content of meetings of the Board and the need for any special meetings, and communication processes between the Board and management;
- (d) from time to time as necessary, reviewing the mandate of the Board and the charters of each of its committees and the corporate governance related policies and procedures of the Company and making recommendations to the Board with respect to any potential changes to such mandate, charters, policies and procedures;
- (e) from time to time as necessary, reviewing the written position descriptions for the members of the Board, the Chair of the Board, the chairs of Board committees and the President of the Company and making recommendations to the Board with respect to any potential changes to such position descriptions;

- (f) making recommendations to the Board on the appointment of members to each of the Board's other committees, in accordance with the provisions of the charter of each such committee;
- (g) assessing the proposals to reform the Bylaws and the policies to the Company and submit modifications and updates of the provisions relating to corporate governance;
- (h) submitting an annual report on compliance with the corporate governance measures adopted by the Company to the General Shareholders Assembly; and
- (i) ensuring that the Company's corporate governance practices and the corporate and administrative behaviors comply with the provisions of the policies of the Company and all other internal and regulatory rules and periodically monitor such compliance.

4. Sustainability

Oversee the implementation of and compliance by the Company and its subsidiaries with the Environmental, Safety and Social Responsibility Policy, and support the Board in the development of the sustainability strategy of the Company and its subsidiaries and the policies defining the actions to be taken by the Company in this area.

5. Investor Relations Office

The Committee will oversee the establishment and operation of the Investor Relations Office, which shall act as the principal point of contact between the Company and the shareholders, investors and industry participants, and will work together with such office to address any shareholder proposals, requisitions and other matters that may be submitted by the shareholders in accordance with the Bylaws, the Internal Regulation of the General Shareholders Assembly of the Company and Applicable Laws, and as may be assigned to it from time to time by the Board or the President of the Company.

6. Director Nominations

The Committee is responsible for considering and making recommendations to the Board on the size and composition of the Board, with a view to facilitating effective decision-making. In accordance with and taking into account the requirements set out in the Policy for the Election, Evaluation and Compensation of the Board of Directors of the Company, the Committee will consider:

- (a) what competencies and skills the Board, as a whole, should possess;
- (b) the competencies and skills each existing member possesses; and
- (c) in recommending new nominees to the Board, the competencies and skills each new nominee will bring to the Board.

7. Orientation and Continuing Education

The Committee is responsible for overseeing the orientation for members of the Board to facilitate a smooth and timely integration of members into their new roles as members of the Board. New members of the Board will meet with the Chair of the Board, committee chairs and the President of the Company, to discuss the Company's strategy and business, the culture of the Company and its Board. New members of the Board will be provided with an orientation package which includes reports on operations and results, public disclosure filings by the Company and corporate governance related documentation (i.e. written charters, position descriptions, policies and internal policies and procedures).

The Committee is also responsible for overseeing Board members' continuing education, to provide them with an ongoing program to assist them in understanding their responsibilities, as well as keeping their knowledge and understanding of the Company's business current. Presentations by external experts and management on the business and on specialized and complex aspects of the Company's operations will

be provided to members of the Board. Members of the Board will identify their continuing education needs through the Board assessments.

8. Board Assessments

The Committee is responsible for determining and managing the processes for regularly assessing the effectiveness and contribution of the Board, each Board committee and each individual member, with a view to continuous improvement of Board and committee operations. Such assessments will consider:

- (a) in the case of the Board, its mandate, as provided in the Internal Regulation of the Board of Directors of the Company;
- (b) in the case of a Board committee, the committee's charter;
- (c) in the case of an individual member, the applicable position description(s), including the position description for Board members; and
- (d) monitoring the attendance of each individual member at Board meetings.

Following completion of such assessments, the Committee will identify areas for improvement, if any, and will monitor implementation of any measures designed to address such areas for improvement, if any. The Committee will periodically update the Board on progress in addressing areas for improvement, if any.

9. Compensation

The Committee is responsible for:

- (a) reviewing the Company's Board member compensation philosophy;
- (b) reviewing and making recommendations to the Board with respect to Board members' compensation matters, including:
 - (i) reviewing the adequacy, amount and form of compensation to be paid to each member of the Board and making recommendations to the Board based on this review, for approval at the General Shareholders Assembly;
 - (ii) preparing an annual report on the Company's compensation policy for Board members;
- (c) with respect to disclosure, obtaining advice on and tracking disclosure requirements related to Board members' compensation and reviewing Board members' compensation-related disclosure of the Company before the Company publicly discloses such information; and
- (d) reviewing and approving the selection and terms of reference of any outside consultants retained to provide benchmark analysis and advice on Board member compensation programs.

10. Succession Planning

The Committee is responsible for:

- (a) reviewing and recommending to the Board succession plans to be instituted for Board members, including seeking individuals qualified to become members of the Board for recommendation to the Board and completing vetting procedures with respect to individuals suggested for potential Board membership by shareholders;
- (b) reviewing and reporting to the Board and to the General Shareholders Assembly on the independence of candidates to Board members; and

- (c) periodically reporting to the Board with an assessment of the performance of the Board and its members. Assessments shall also be prepared by the Committee when the re-election of a Board member is to be proposed to shareholders.

11. Risk Management

The Committee is responsible for reviewing and discussing with management the Company's major corporate governance matters, environmental, safety and social responsibility matters and certain related legal risk exposures and the steps management has taken to monitor and address such risk exposures. The Committee will report to the Board on its oversight of such risk exposures.

The Committee is also responsible for considering the implications of the risks associated with the policies and practices of the Company on compensation of members of the Board and recommending to the Board the adoption of practices to identify, and mitigate the effect of, compensation policies and practices that could encourage excessive risk-taking.

IV. REPORTING

The Chair will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The Committee will annually review and approve the Committee's report for inclusion in the report of the Board to the General Shareholders Assembly. The Corporate Secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

Approved and adopted: February 24, 2021.