



**BYMA**

Bolsas y Mercados  
Argentinos

# **CORPORATE GOVERNANCE AND SUSTAINABILITY COMMITTEE RULES**

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## **1. Introduction**

- 1.1 These Regulations govern the operation of the Committee of Corporate Governance and Sustainability, which depends on the Board of Directors of Bolsas y Mercados Argentinos S.A. (hereinafter “BYMA”.)
- 1.2 Its content may be modified by the Committee, and it must be sent to the Board for approval.
- 1.3 These Regulations shall be published in BYMA’s website.

## **2.- Composition of the Committee**

- 2.1 The Committee of Corporate Governance will be composed by 3 (three) regular members of the Board, and 3 (three) alternate members, each one of them corresponding to one regular member. The Committee alternate members will replace their respective regular members in case of absence, incapacity, death or termination of office, provided that the above mentioned are just the cases in which the Committee alternate members will be able to participate in the meetings.
- 2.2 The composition of the Committee shall be published in BYMA’s website.

## **3. Appointment**

- 3.1 The members of the Committee shall be appointed by the majority vote of the members of the Board of Directors. The members of the Committee shall serve for one year and can be reelected indefinitely as long as the member of the Committee keeps his position as Director.
- 3.2 The Committee shall appoint a President from its members.
- 3.3 The President shall have the following functions, notwithstanding other functions not listed herein and which are also included in the Committee President’s responsibilities:
  - a) to convene the Committee;
  - b) to draft the agenda;
  - c) to represent the Committee.

- 3.4- In case of absence of the President, one of the members of the Committee shall replace him/her, according to the distribution made by the members in attendance or via communication means or other voice, image and/or words simultaneous transmission means.

#### **4.- Committee Meetings**

- 4.1 The Committee will meet at least four (4) times a year and more frequently in case the circumstances demand it and/or in case it is requested by any of its members.
- 4.2 Should there be a Corporate Secretary, he/she shall act the Committee Secretary. In case different Committee Meetings took place at the same time, the Corporate Secretary shall attend one of the Meetings and consequently inform his/her absence to any other Committee in which the Secretary might have been convened to attend.

#### **5.- Call for the Meetings**

- 5.1 The call for the Meetings and their performance shall be performed following the same formalities as the Board of Directors Meetings, as stated in the Board of Directors Regulations, the By-Laws and the Law.
- 5.2- In case of emergency, the meetings may be convened 3 running days in advance, or even on the same date of the meeting if necessary.
- 5.3- The call shall be made via e-mail with an e-mail receipt confirmation notice. For that purpose, and upon taking over their duties, each member of the Committee shall inform the Corporate Secretary or any officer appointed for that purpose, an e-mail address where all notices sent shall be deemed as valid.
- 5.4- The Agenda of the Meeting and any information and documentation related thereto shall be sent together with the notice of the Meeting.
- 5.5- In case an issue is intended to be included among others, its incorporation shall be first submitted to the unanimous vote of the members in attendance and those who participate at a distance among each other or via communication means of simultaneous transmission of sound, images or words. In case of tied vote, the President shall have a deciding vote.

## **6.- Attendance to the Meetings**

- 6.1 Regular members shall attend the meetings of the Committee.
- 6.2 In case of absence of one of its members, the member shall be replaced by the pertinent alternate director, who shall also have the same position in case the regular member is independent. In any case, all the members of the Committee shall remain in their positions until their replacement is appointed.
- 6.3 Admission to a meeting by the remaining members of the Board of Directors and members of the **Supervisory Board** shall be decided by the majority of the members of the Committee. Any person participating in the meetings who is not a member of the Committee will not have the right to vote.
- 6.4 The Committee may ask any BYMA Director, officer or employee, or any other person whose consultancy or advice has been required, to attend the meetings and grant the pertinent required information. The Committee may exclude from its meetings any individual it may deem as inadequate.

## **7.- Minutes of the Meetings**

- 7.1 The Committee shall keep the minutes of the meetings and shall regularly report to the Board of Directors on their conclusions, recommendations and any other issue it may deem necessary. The reports to the Board of Directors shall be submitted orally by the President of the Committee or any other member appointed by the Committee.

## **8.- Powers**

- 8.1 Upon taking over their position, they will subscribe a sworn statement in which they acknowledge the Code of Business Conduct and Ethics in force.
- 8.2 To advise the Board of Directors in matters related to:
  - a) **The Market:** encourage Issuers to adopt sustainable practices, develop products and services in line with international standards, and provide training for market participants.
  - b) **The Environment:** reduce environmental impacts related to the business activity, adopt ecologically efficient programs, optimize the use of energy and paper, focus on waste management and the reduction of greenhouse gas emissions, encourage best practices to protect the

environment, and manage climate-related opportunities and risks.

**c) Social Issues:** encourage private social investment and corporate volunteering.

**d) Corporate Governance:** encourage the application of Corporate Governance policies and practices, adhere to BYMA's Corporate Governance Code, review and give an opinion on the Corporate Governance Report to be submitted before the National Securities Commission (CNV), and monitor the compliance of Corporate Governance standards and provisions as per required under the pertinent laws and rules and stated in the Company's Reports.

8.3 - To attend the Annual Meeting of Shareholders in order to deal with the issues related to the Committee's responsibilities.

8.4- To consider and give an opinion on any amendments recommended to be made to BYMA By-laws, to the procedures followed by the Board of Directors, or to the procedures followed by other Committees.

## **9.- Committee Authority**

9.1 The Committee will be sufficiently empowered to perform their functions and obligations, as established in the Company's internal rules and regulations, or as recommended or requested by the pertinent statutory regulations. All employees shall directly cooperate with any requirement made by the Committee.

## **10.- Remuneration**

10.1 The members of the Committee will be entitled to collect the fees of Directors plus an additional payment which shall be stated by the Board of Directors following the policy of remuneration of the Company, for their specific functions in the Committee.