

AUDIT COMMITTEE RULES



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A. Purpose and Scope of the Rules

1. These Audit Committee Rules (the “**Rules**”) are aimed at regulating the work performed by the Audit Committee (the “**Committee**”) of GCDI S.A. (“**GCDI**” or the “**Company**”), thus setting the principles for its organization and performance and the rules governing its legal and statutory activity.
2. The Rules seek to provide for appropriate objectivity and independence conditions for the performance of Audit Committee duties. The Committee is therefore expected to ensure the integrity and reliability of the Company’s financial statements as well as to assist, inform and advise the Board of Directors, especially in its monitoring duties, among others.
3. The operational guidelines found in these Rules are fully compatible with the Argentine General Corporations Act (Spanish: “**LGS**”), the Capital Markets Act (Spanish: “**LMC**”) and its regulatory decrees, as well as general rules and resolutions from Argentina’s National Securities Commission (Spanish: “**CNV**”) – especially those contained in CNV General Resolution No. 797/19–, rules governing local markets and international markets where the Company’s securities are listed – whether on Bolsas y Mercados Argentinos S.A. (Spanish: “**BYMA**”), Mercado Abierto Electrónico S.A. (Spanish: “**MAE**”), among others – and the Company’s By-laws (jointly, the “**Regulatory Framework.**”)
4. Committee Members’ rights and obligations will be subject to the terms and conditions set forth in these Rules. The Committee Chair shall make these Rules known to newly appointed Members in the first Committee meeting held following their appointment.
5. Those accepting their appointments as Committee Members are deemed to be aware of the existence of these Rules.
6. A copy of these Rules will be kept at the corporate head office and may be checked by any Committee Member at any time. In addition, these Rules are also available on the Company’s website at www.gcdi.com.ar.

B. Effective Date. Modification

1. These Rules will become effective as of the date of their approval by the Committee, which will have exclusive authority to modify their content in accordance with the provisions in the sections below and adapt them to suit the Company’s interests at any time.
2. Committee Members may suggest modifications to these Rules where they believe that any circumstances make it necessary or convenient. In such event,

a report explaining the reasons and the scope of the modification being proposed must be submitted when a meeting is convened.

C. Committee Composition. Appointment. Ineligibility

1. The Committee will be made up of a collegiate body of 3 (three) permanent directors as well as three or fewer deputy members, who will be appointed by the Board of Directors among its members.
2. Eligibility conditions, in compliance with the provisions set forth in effective rules and regulations, will be assessed in every case for appointment by the Company's Board of Directors. In this regard, it will be considered, among other criteria, that every Committee Member must be able to understand financial information and offer relevant knowledge and experience to the Company in the field of finance, accounting or corporate affairs, as well as legal aspects related to the Company's business activity.
3. Most members must be independent in accordance with the criteria established for such purpose in CNV rules and regulations.
4. The following criteria will render a candidate ineligible for Committee membership:
 - a. A penalty for gross misconduct ruled by the disciplinary board of the professional association to which they belong. Any penalty issued following their appointment will result in the Member's immediate disqualification.
 - b. Being a practicing attorney-at-law, prosecutor, auditor and/or accounting professional, whether acting pro se or on behalf of a third party against the Company, unless in a case of the candidate's own, will result in their immediate disqualification.
 - c. Disqualification ruled by a judicial order, criminal sentence or prosecution and a candidate's status as undischarged fraudulent bankrupt. If such circumstances are effective after their appointment, it will result in their immediate disqualification.
5. In its first meeting, the Committee must appoint a Chair and a Vicechair, who will replace the Chair in the event of their absence, impediment, incapacity or death.
6. Committee Members will stay in office for the period set by the Board of Directors upon their appointment and may be indefinitely reelected.

7. Upon expiry of their term of office, Members will remain in office until their replacements are appointed.
8. Termination as a director for reasons of any nature whatsoever will automatically terminate Committee membership.

D. Committee Duties

1. The Committee's duties will include the following, among others:
 - a. Providing advice and expressing opinions on the Board of Directors' proposal for the appointment of independent external auditors and ensuring their independence.
 - b. Monitoring internal control mechanisms and administrative and accounting procedures while checking the reliability of all accounting information and information of any other nature submitted to CNV and other bodies.
 - c. Monitoring the enforcement of policies related to risk management information disclosure.
 - d. Providing the market with full information on the transactions on which a conflict of interests may ensue with members of corporate bodies and/or shareholders.
 - e. Expressing their opinion on the reasonableness of directors' and managers' fees or stock options proposed by the Board of Directors.
 - f. Expressing their opinion on compliance with legal requirements and the reasonableness of the terms governing the issuance of stocks and other convertible securities in case of capital increases excluding or limiting preemptive rights.
 - g. Checking compliance with applicable ethics rules and regulations and codes of conduct.
 - h. Expressing informed opinions on transactions made with related parties under some given circumstances and submitting such opinion reports to regulatory bodies as required by CNV in the event of any possible conflicts of interests.

- i. Checking external and internal auditors' plans, assessing their performance and expressing their opinion at the time of submission and disclosure of annual financial reports.
2. The Committee must develop an annual working plan for its submission to the Board of Directors and the Supervisory Commission.
3. The Committee will be entitled to hire legal professionals and advisors to assist it in the performance of its duties and will have full access to all of the Company's information and documents.
4. For its operations, the Committee will have an annual budget approved by the Board of Directors' Meeting, which will include any expenditure deemed necessary.

E. Committee Meetings

1. The Committee must hold a meeting at least once every 3 (three) months or less, upon request by 1 (one) of its members.
2. Committee meetings must be convened by the Chair or Vicechair, where appropriate, by reasonable and reliable means of notification sent to every permanent member to the addresses reported by them to the Company upon their appointment. Calls to meetings must be duly informed with at least 72 (seventy-two) hours' prior notice.
3. The Committee operates with participation by the absolute majority of its members, who may do so by acting in person and/or by communicating through real-time video conferencing, voice call or text messaging tools, which may be currently used, or which may be developed in the future, in accordance with effective rules and regulations, subject to the terms and conditions in the Company's By-laws and the Regulatory Framework. Decisions must be made by vote of the majority of the members attending the meeting. In the event of a tie, the Chair, or the Vicechair, where appropriate, will have the casting vote.
4. In the event of absence of one of its members, an appropriate deputy member will act on their behalf.
5. Committee resolutions must be recorded in the relevant book and be signed by all the members attending the meeting. In every case, the meeting minutes must reflect how the meeting was attended by those members who attended online by stating what communication tool was used to participate along with the members present.

6. If members attend the meeting online, the supervisory body must expressly acknowledge the appropriateness of the decisions made by the Committee.
7. The remaining members of the Board of Directors and members of the Supervisory Commission may attend the Audit Committee's discussion sessions in an advisory capacity with no voting rights.

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