



Rules of the Finance and Investment Committee



Grupo Energía Bogotá



INTERNAL RULES OF GRUPO ENERGÍA BOGOTÁ S.A. E.S.P. BOARD OF DIRECTORS' FINANCE AND INVESTMENT COMMITTEE

Article 1.- Purpose of the Finance and Investment Committee

The purpose of the Board's Finance and Investment Committee (hereinafter, the "Committee") is to oversee the Company and Grupo Energía Bogotá's financial management, and to review new business opportunities and redefine existing investments, in order to make specialized recommendations to the Board of Directors on such matters, as well as provide support in its decision-making duties in connection with the matters within the Committee's purview.

Article 2.- Scope

These rules shall apply and are mandatory for all Committee members.

Article 3.- Committee Members

The Committee shall consist of a minimum of three (3) Board members, one of whom must be an independent member.

The President of the Company shall attend with voice but no vote.

Article 4.- Appointment and Term

The Committee members shall be appointed by the Board of Directors to remain in office over the same term as they serve as members of the Board of Directors of the Company, and they may be removed at any time.

Article 5.- Chairman

The Committee shall be presided by an independent member of the Board of Directors. In the event the Committee has more than one independent member, one of them shall be elected by Committee members as Chairman for a one (1) year term, with the possibility

of being reelected for an equal term. Otherwise, the Chairman of the Committee shall be appointed for the same period as his/her term in office as member of the Company's Board of Directors.

The Chairman of the Committee shall represent it before the Board of Directors and shall conduct both the ordinary and extraordinary Committee meetings.

Article 6.- Duties of the Chairman

The following are the duties of the Chairman of the Committee:

- (i) Preside over the meetings and moderate debates.
- (ii) Oversee fulfillment of the commitments acquired by the Committee.
- (iii) Comply with and ensure compliance with these rules.
- (iv) Address inquiries and resolve doubts in connection with application of these rules.
- (v) Submit and communicate the Committee's reports and recommendations to the Board.
- (vi) Attend general meetings of shareholders to answer any inquiries by shareholders.
- (vii) Others as assigned by the Board of Directors.

Article 7.- Secretary

The Finance and Investment Committee shall also have a Secretary, who shall be the Secretary of the Board of Directors.

The following are the duties of the Secretary:

- (i) Call meetings.
- (ii) Duly provide the information to the members of the Committee, at least three (3) calendar days in advance from the session.

- (iii) Preserve the documentation, properly document the meeting proceedings in the minutes.
- (iv) Ensure the formal and material legality of the acts of the Committee and ensure that its governance rules and procedures are respected and regularly reviewed.
- (v) Prepare the minutes of Committee meetings.
- (vi) Follow up on the commitments acquired during Committee meetings.

Article 8.- Persons Invited to Committee Meetings

The Financial Vice President and the Vice President of the Strategic Business Groups shall attend the Committee meetings with voice but no vote, and shall be responsible for organizing all activities and tasks carried out by the Committee, in coordination with the Secretary.

Other Company employees and independent consultants may be invited as guests or participants when they have been assigned performance of specific tasks by the Committee, in order to submit their respective reports and to provide any required clarifications to the Committee.

Article 9.- Duties of the Committee.

The Finance and Investment Committee shall have the following duties:

1. Establish its own rules.
2. Recommend to the Board of Directors the approval of investments, redefinition of existing investments, disinvestments, submissions of offers, mergers, creation and/or changes to investment vehicles, finding of partners and strategic allies, structured financing and new business or operational opportunities of all type that are considered strategic or that exceed the threshold established in Article 71 of the Corporate bylaws, or that affect the Company's strategic assets or liabilities, as well as policies to manage and conduct the Company's businesses as parent company of the business group.
3. Recommend to the Board of Directors the adoption, updating or amendments to the Company's financial and investment guidelines and policies, as well as oversee compliance by presenting annual reports to the Board of Directors.

4. Review, assess and monitor the individual financial statements of GEB S.A. ESP and the consolidated financial statements of Grupo Energía Bogotá, on a quarterly basis, and verify that the periodic information provided to the market is prepared in accordance with the same principles and practices as the annual statements, reviewing such information prior to publication.
5. Review and recommend the Company's annual budget and monitor quarterly performance against the budget, including its investment, maintenance and expense programs.
6. Review the rules for issuing, subscribing and placing shares.
7. Review the report explaining the terms in which transactions or operations are to be performed and which may result in dilution of shareholdings.
8. Monitor GEB S.A. ESP and its affiliates' financial performance, monitor the portfolio of shareholdings of Grupo Energía Bogotá and review the financial forecasts of Group companies to determine their borrowing power and to maintain adequate solvency and liquidity ratios.
9. Review and recommend methodologies for calculation of foreign currency exposure, liquidity analysis and any others required to control the Company's financial position.
10. Study and recommend the Company's financing options, debt restructuring, currency denominations, financial exit conditions, estimated costs, target markets, cost of capital and indebtedness levels, among others.
11. Constantly review the indebtedness ratios monitored by risk rating agencies in order to issue early warnings on actions to mitigate risks and prevent risk rating downgrades.
12. Perform ex-post reviews of the investments made by GEB S.A. ESP and its affiliates.
13. Recommend to the Board of Directors the sale, transfer or disposal by any means, in one or several related transactions, of Company assets whose amount is greater than five percent (5%) of stock market capitalization.
14. Approve the Committee's Annual Work Plan, based on the assigned functions, and define the annual meetings' schedule.

15. Others as assigned by the Board of Directors.

First Paragraph: Notwithstanding the above, the Board of Directors may decide on and review the topics described above without having been previously reviewed by the Committee.

Second Paragraph: While performing the Board of Directors' assessment and self-assessment annual process, a compliance assessment will be carried out regarding the committee's functions and its management, which results will be included in the report submitted to the General Meeting of Shareholders.

Article 10.- Committee Meetings

The Committee shall hold ordinary meetings at least four (4) times per year, and may hold extraordinary meetings as many times as required by Management, or Committee members, at the Company's headquarters.

Paragraph. The Finance and Investment Committee may hold teleconference meetings as per the same terms as established for the Board of Directors.

Article 11.- Calls to Committee Meetings

Calls to the meeting shall be made at least three (3) calendar days in advance, with documents or information related to each point on the Agenda attached to the notice, in order to enable Committee members to actively participate in the decisions in an informed manner.

Article 12.- Quorum for Deliberation and Decision-making

The Committee shall validly deliberate and decide with the presence of at least two (2) of its members.

Article 13.- Minutes

The Secretary of the Committee shall prepare the minutes of the meetings, documenting the proceedings and decisions made, and shall make them available to all Board members.

First Paragraph.- The minutes of Committee meetings shall be prepared based on what

is prescribed by the bylaws, the Rules of the Board of Directors and other applicable rules.

Second Paragraph.- The documents reviewed by the Committee that form the basis for its decisions shall be attached to the minutes and shall be incorporated therein by reference. Said attachments shall be adequately identified and numbered and shall be preserved using adequate measures of conservation and custody.

Article 14.- Compensation of Committee Members

Committee members shall receive the professional fees defined in paragraph 2 of Article 59 of the Corporate By-Laws, and in the Board's Appointment, Succession and Compensation Policy or any rules that amend, supplement or repeal them.

Article 15.- Recruitment of Independent Consultants

In order to fulfill its duties, the Committee may request the Company to recruit independent advisors for specific cases, when deemed convenient to do so.

Article 16.- Effective Date

These Rules shall become effective as of the date of their approval by the Finance and Investment Committee or the Board of Directors.