



Corporate Governance and Sustainability

Committee Regulations



Grupo **Energía** Bogotá



INTERNAL REGULATIONS OF THE BOARD OF DIRECTORS' CORPORATE GOVERNANCE AND SUSTAINABILITY COMMITTEE OF GRUPO ENERGÍA BOGOTÁ S.A. ESP.

Article 1.- Object of the Corporate Governance and Sustainability Committee

The objective of the Board of Directors' Corporate Governance and Sustainability Committee (hereinafter the "Committee") is to propose and supervise the compliance with the corporate governance measures and the sustainability approach adopted by the Company and the companies that are part of the Group.

Article 2.- Scope

These Regulations are generally applicable and mandatory for the members of the Committee.

Article 3.- Establishment of the Committee

The Committee shall be composed by no less than three (3) members of the Board of Directors and at least one of them shall be an independent member of the Board.

The CEO of the Company shall participate with speaking rights but not voting rights.

Article 4.- Appointment and Term

Committee members shall be appointed by the Board of Directors to serve for the same term as each member of the Company's Board of Directors and may be removed at any time.

Article 5.- President

The Committee shall be chaired by an independent member of the Board of Directors.

If there is more than one independent member in the composition of the Committee, the members shall elect its Chairman from among those members for periods of one (1) year,



with the possibility of being re-elected for an equal term. Alternatively, the Chairman of the Committee shall be appointed for the same period as that for which a member of the Company's Board of Directors is appointed.

The President of the Committee will be the representative of the Committee before the Board of Directors and will direct the meetings, whether ordinary or special.

Article 6.- Functions of the President

The following are the functions of the President of the Committee:

- (i) To preside the meeting and manage the discussions.
- (ii) To ensure the implementation of the commitments made in the Committee.
- (iii) To comply with and enforce this Regulation.
- (iv) To address any questions and resolve any doubts that may arise regarding the application of this Regulation.
- (v) To present and disseminate the reports and recommendations made by the Committee to the Board.
- (vi) Any others assigned by the Board of Directors.

Article 7.- Secretary

The Corporate Governance and Sustainability Committee will also have a Secretary, who will be the Secretary of the Board of Directors.

The following are the duties of the Secretary:

- (i) To make the calls for the meetings.
- (ii) To duly deliver the information to the members of the Committee, no less than five (5) days prior to the date of the meeting.
- (iii) To keep the documentation, and to duly record them in the minutes of the meetings.



- (iv) To ensure the procedural and material legality of the Committee's actions and to ensure that its procedures and rules of governance are observed and regularly reviewed.
- (v) To draft the minutes of the Committee's meetings.
- (vi) To follow up on the commitments made at the respective Committee meetings.

Article 8.- Guests to the Committees

Meetings of the Committee shall be attended by the Corporate Affairs Director, who shall have voice but no vote, and in coordination with the Compliance Legal Vice President, shall be responsible for organizing all activities and tasks carried out by the Committee. The Sustainability Manager, or whoever acts as such, shall also attend when the issues to be addressed so require.

Similarly, the Company's employees and independent advisors who have been designated by the Committee to carry out specific activities may attend as guests or participants, to provide the relevant report and any clarifications that the Committee may consider necessary.

Article 9.- Functions of the Committee.

The following shall be functions of the Committee:

1. To provide its own regulations.
2. To recommend to the Board of Directors any amendments to the Company's Procurement Manual.
3. To ensure compliance with the Law, the Bylaws, the Corporate Governance Code, the decisions taken by the Shareholders' Meeting and the commitments acquired by the Company in the development of its corporate purpose, as well as to be informed of and follow up on any investigations related to the conduct of the members of the Board of Directors that may be contrary to the aforementioned.
4. To make recommendations related to the governance model of Grupo Energía Bogotá S.A. ESP, the Company's Corporate Governance policy and specific measures and policies regarding the Company's governance, conduct and information, to ensure respect for the rights of those who invest in its shares or any other security it issues, and the adequate

administration of its affairs and public awareness of its management, and to submit, with the President, a report to the General Shareholders' Meeting related to the above matters.

5. To review that the rights of all its shareholders and other investors in securities are respected according to the parameters set by the stock market regulatory bodies.

6. To study the proposals for amendment of the Bylaws and the Code of Corporate Governance submitted by the President, in which all the rules and provisions in force are compiled, and to ensure their effective enforcement.

7. To address, within ten (10) regular days following their submission, any claims made by shareholders and investors related to the enforcement of the Code of Corporate Governance.

8. To recommend to the Board of Directors the approval of the Business Group Agreement to be executed between Grupo Energía Bogotá S.A. ESP. and its subordinated companies, as well as any amendment thereto.

9. To advocate that the shareholders and the market, in general, have full, truthful and timely access to the corporate information to be disclosed to shareholders and the market in general.

10. To periodically follow up on the negotiations carried out by the members of the Board of Directors of Grupo Energía Bogotá S.A. ESP., and directors with shares issued by the Company or by the companies of Grupo Energía Bogotá S.A. ESP, according to the provisions of Article 404 C.Co.

11. To review and evaluate on an annual basis, at the committee meeting that precedes the ordinary meeting of the General Shareholders' Meeting, the manner in which the Board of Directors and its committees carried out their duties during the period.

12. To review the orientation process of new members of the Board of Directors, and to promote their training and updating on topics related to the Board's responsibilities.

13. To present a report on the work carried out by the Corporate Governance Committee to the Board of Directors at the end of the financial year, so that it may be submitted to the General Shareholders' Meeting for approval:

- a) Grupo Energía S.A. ESP ownership structure
 - b) Grupo Energía S.A. ESP management structure
 - c) Operations with affiliated parties
 - d) General Shareholders Meeting
14. To recommend the Appointment, Succession and Remuneration Policy for the Board of Directors and its Committees and its amendments, as well as to ensure its compliance
15. To support the President of the Board of Directors in carrying out the annual evaluation and self-evaluation of the Board of Directors and its Committees, to review the results of the process, and to make suggestions for the better operation of the Board.
16. To verify the compliance with the requirements and procedures for the election of the members of the Board of Directors of the Company according to the provisions of the General Shareholders' Meeting Regulations and the Board of Directors' Nomination, Succession and Remuneration Policy.
17. To approve the Committee's Annual Work Plan based on the functions assigned to it and to define the schedule of annual meetings.
18. To supervise the functioning of the Company's website and other information dissemination mechanisms.
19. To review that the Company's Corporate Governance practices, business and administrative conduct and behavior, comply with the provisions of the Corporate Governance Code and other internal and regulatory rules.
20. To follow up on the compliance of corporate policies defined to ensure the sustainability approach that is foreseen for the generation of genuine and long-term relationships with stakeholders, as well as to generate value to the Company and the stakeholders.
21. To follow up on the Company's reputational studies concerning sustainability factors, the results of stakeholder conversations and the performance in the sustainability indexes in which the Company participates.
22. To review and provide recommendations to incorporate suggestions related to sustainability issues derived from global trends, international standards, social and environmental risks and opportunities, and the requirements of investors and assessment



firms, to maintain and strengthen the value of the Company and the Business Group.

23. To recommend to the Board of Directors the corporate guidelines on sustainability matters of the Company and the companies comprising the Group.

24. Any others assigned by the Law and the Board of Directors.

Paragraph: The above, without prejudice that the Board of Directors may become aware of and analyze the issues described in this article without having been previously reviewed by the Committee.

Article 10.- Meetings of the Committee

The Committee shall meet ordinarily at least two times per year and exceptionally as many times as may be required at the request of the Management, or of the Committee members, at the Company's domicile.

Paragraph: The Corporate Governance Committee may hold remote meetings under the same terms established for remote meetings of the Board of Directors.

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 11.- Call of the Committee

The same rules governing the call of meetings of the Committee shall apply to the call of meetings of the Board of Directors.

Article 12.- Deliberative and decision-making quorum

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

Article 13.- Minutes

The Secretary of the Committee shall draft the minutes of the meeting, which shall record



the proceedings and decisions taken, and shall make them available to all members of the Board of Directors.

Paragraph one: In preparing the minutes of the Committee's meetings, the provisions of the Bylaws, the Regulations of the Board of Directors and other applicable regulations shall be taken into account.

Paragraph two: The documents known by the Committee in support of its decisions shall form an integral part of the minutes and shall be annexed thereto. Such annexes shall be properly identified and paged and shall be kept under appropriate conservation and custody measures.

Article 14.- Remuneration of Committee members

The members of the Committee shall receive the compensation outlined in paragraph 2 of Article 59 of the Company's Bylaws and in the Nominating, Succession and Compensation Policy for the Board of Directors or any rule that amends, adds or abrogates it.

Article 15.- Engagement of independent advisors

To carry out its functions, the Committee may request the management to contract independent specialists in the specific cases it deems appropriate, according to the Company's Procurement Manual.

Article 16.- Validity

These Regulations are effective as of the date of their approval by the Corporate Governance and Sustainability Committee or the Board of Directors.