

GOOD GOVERNANCE CODE
EMPRESA DE ENERGÍA DE BOGOTÁ S.A. ES

**PRELIMINARY TITLE
CHAPTER ONE
GENERAL PROVISIONS**

ARTICLE 1.- PURPOSE OF THE CODE:

Structure, detail and compile corporate ethical principles, policies, values, standards and guidelines that direct and guide the way in which EEB behaves and acts.

ARTICLE 2.- WHERE SHOULD THE CODE APPLY:

The behaviors of the Members of the Board of Directors, CEO, Area VP's, Secretary General, Office Chiefs, internal and external coordinators, advisers or professionals, and in general all EEB employees must abide by the provisions set forth in this code so that good corporate governance may be performed within sound principles, ethical values, individual commitments and specific collective commitments that are measurable, verifiable and foster equality.

ARTICLE 3.- DEFINITIONS:

For purposes of construction of this Good Governance Code, the terms contained herein will have the following meaning:

Minority shareholder: An individual who does not have the capacity to control the corporation, either directly or indirectly and who is not bound to the controlling shareholder, irrespective of his/her shareholding percentage or as per that defined as such in the company's bylaws or laws in force.

Senior Management: Persons in first or second level of hierarchy, in charge of creating, executing and controlling the objectives and strategies of the Corporation.

Specialized Auditing: An independent professional or group of professionals who study, analyze and issue concepts or opinions on a specific matter. Specialized auditing may be requested by a Group of shareholders under the conditions established by the Corporation to conduct such procedure. The specialized auditor must keep confidentiality of the topics of the subject matter and of the information submitted for the performance of the contract.

Dematerialization of Securities: Mechanism by which securities' issuers do not issue securities in a physical form and use a mechanism of listing in a memoranda account to record subscription of securities issued by issuing entities.

Depositor: Individuals or companies on behalf of which Centralized Deposits of Securities are either received or issued, either directly or indirectly.

Direct Depositor: These are entities that may directly access centralized deposit services and have entered into a securities deposit contract with the deposit managing company, either on its behalf or on behalf of a third party, such as: (i) Financial Entities, (ii) Stock Market, (iii)

Stock Market Brokers, and (iv) entities issuing securities listed in the National Securities Listing.

Centralized Securities Deposit: Specialized institution, managed by a legally established company and enabled to carry out the subject matter such as receiving in deposit securities to be kept under its custody, administration, compensation and liquidation by means of an automated accounting record known as **Anotacion en Cuenta**. The former contribute to improving the efficiency in the securities market and risk management.

Stakeholders: All those persons that due to their involvement in the Corporation have interest thereto. Among them, the general public, shareholders, investors, clients, users and financial and tax agencies.

Material Finding: An economic finding is deemed material when, due to the nature or the amount, its knowledge or lack thereof, taking into account the circumstances around it, may significantly alter the economic decisions of informed users. When preparing financial statements, materiality thereof must be determined as regards total assets, total liabilities, current liabilities, working capital, equity and period results, on a case-by-case basis.

Macro-title: Global title containing the rights to securities issued (shares, notes, etc.) which is not represented by independent securities.

Market Rates: Equivalent to Transfer Prices established in Chapter XI of the Tax Bylaws.

Stakeholders with attached interests: those that are in any of the following situations: a) entities of the holding to which the Corporation belongs, including its affiliates. b) Directors, CEO, company managers or liquidators, their spouses or relatives to the second degree of kinship; and, c) every individual who is an actual beneficiary of more that 10% of the Corporation's shares.

TITLE I. INFORMATION OF THE CORPORATION

ARTICLE 4.- NATURE:

Empresa de Energía de Bogotá S.A. E.S.P. is a stockholding company, incorporated as a mixed public utilities company, as per legal provisions set forth in Law 142 of 1994, with administrative, equity and budgetary autonomy, exercising its activities within the framework of private law as a trade entrepreneur of *sui generis* nature, given its activity of rendering household public services.

ARTICLE 5.- CORPORATE PURPOSE:

Empresa de Energía de Bogotá S.A. E.S.P., corporate purpose is the generation, transmission, distribution and commercialization of electric power including within it, gas and full range of liquid fuels. Similarly, it may participate as partner or shareholder in other public utility companies, either directly or jointly with other persons. Likewise, it may develop and participate, directly or indirectly, in engineering and infrastructure projects and carry out investments in this field, including rendering services and other related activities.

In the performance of its corporate purpose, EEB may enter into all types of contracts, agreements, covenants and legal businesses and specifically, take on any association or cooperation with individuals or companies to conduct activities related to its corporate purpose as well as those related or supplementary.

ARTICLE 6.- HOLDING:

EEB in compliance with legal provisions has declared its controlled situation vis-à-vis: (i) TGI S.A. ESP in the gas transport sector, (ii) Distribuidora Eléctrica de Cundinamarca S.A. ESP, Empresa de Energía de Cundinamarca S.A. ESP and Transportadora de Energía de Centroamérica S.A. (foreign company) in the electric power distribution and transmission sector, (iii) CONGÁS Perú S.A.C (foreign) in the natural gas distribution sector, thus formalizing its Holding, Grupo Empresarial.

EEB will advocate so that the company that make up the Holding adhere to specific measures regarding governance, code of conduct and its information, based on guidelines established in this Good Governance Code and to that end and in compliance with the unit of purpose and direction implicit within the Holding, to define policies and criteria that ensure communication and assumption of the economic, financial or administrative interests among Group Companies.

**TITLE II.
GOVERNING FRAMEWORK**

**CHAPTER I.
CORPORATE REFERENCE FRAMEWORK**

Its planning, steering and governing framework seeking Comprehensive Strategic Management, which allows to adequately deliberate, focus and prioritize the Corporation's operation, conduct EEB's Management.

ARTICLE 7.- STRATEGIC STEERING:

During the past ten years, Empresa de Energía de Bogotá S.A. ESP has undergone a substantial transformation, which has changed the role of the Colombian power sector, and therefore has required adjustments to the organizational scheme and their relationship with shareholders.

The Corporation has a Strategic Plan in place for Corporate Offices, the Foundation and the Business Units, which comprises Mission, Values, Vision, Megas and strategies.

In compliance with the strategy developed through objectives, indicators, initiatives and projects to which quarterly follow-up is conducted and the Company endeavors to carry out annual updated to its PEC.

ARTICLE 8.- MISSION:

We are an innovating Corporation that generates value to its shareholders and Bogota D.C., through a significant participation in the national and International energy sector, with competent human talent, social and corporate responsibility and world-class practices.

ARTICLE 9.- VISION:

To become, by 2024, the leading independent natural gas transporter in Latin America, a relevant player in the transmission of electric power, both at national and International levels and with significant interests in other businesses attached to the energy sector.

ARTICLE 10.- GROUP CORPORATE VALUES:

Individual and collective results: We work with the purpose of achieving results that contribute to an efficient corporate management.

Change and innovation: We face challenges effectively and we adapt and take advantages of the opportunities around us. We provide innovative solutions to improve the company's services and processes.

Human development: We promote training, personal and professional growth of our collaborators.

Transparency: Our Management is verifiable, clear and generates trust among our stakeholders.

Respect: We accept cultural, religious and gender diversity, we are tolerant.

Fairness: We make fair decisions that allow us to have a better work climate and corporate image.

Excellence: We constantly seek excellence in all our endeavors we work with high management standards.

Integrity: We act ethically and coherently, we respect corporate policies and standards without personal gain.

ARTICLE 11.- STRATEGIC OBJECTIVES

The Company, in its strategic map has defined the following strategic objectives:

FINANCIAL PERSPECTIVE:

- F1. Increase shareholders economic and financial value.
- F2. Increase the value of the companies comprising the non-controlled shareholding portfolio.
- F3. Streamline costs and expenses;
- F4. Increase national and International revenues.

CLIENT PERSPECTIVE

- C1. Be acknowledged as an effective and profitable world-class Corporation that is also Socially Responsible;
- C2. Increase operations in Latin America

PROCESS PERSPECTIVE

- P1. Streamline the financial structure and ensure the availability of financial resources;
- P2. Streamline performance of shareholding portfolio without control;
- P3. Manage risk comprehensively;
- P4. Ensure cost-effective supply;
- P5. Ensure world-class practices in Corporation's processes;
- P6. Manage national and International growth of the Corporation;
- P7. Position the Corporation;
- P8. Manage portfolio of new services;
- P9. Consolidate the Corporate Social Responsibility Model;
- P10. Manage the Business conditions from a legal and regulatory standpoint;

LEARNING AND GROWTH PERSPECTIVE

- A1. Have available talent to sustain growth;
- A2. Strengthen organizational culture;
- A3. Have IT to support the strategy.

ARTICLE 12.- PRINCIPLES:

This Code includes rules, principles and behavior model for each and everyone of the directors, collaborators and suppliers, which in turn respond to correction, responsibility and optimization criteria of all those that relate to EEB in any manner.

HONESTY. Truth prevails above any other consideration, end or justification. It implies saying, acting and be accountable vis-à-vis individual and collective acts and decisions duly informed, in good faith, ethical conduct and due diligence.

EQUALITY IN TREATMENT. EEB's good corporate governance structure ensures equality and respectful treatment for all shareholders, employees, suppliers, clients and stakeholders.

TRANSPARENCY AND RESPONSIBILITY. By following this principle, EEB maintains relevant information organized, available and timely, including its financial information, performance, property and company's governance.

SERVICE ATTITUDE. EEB ensures and reflects trust and professionalism in its team, who in turn commit to maintaining at all times a pleasant, timely, diligent and effective service attitude vis-à-vis company's clients, shareholders and community in general.

RESPECT FOR HUMAN, LABOR AND ENVIRONMENTAL RIGHTS. By virtue of this principle, EEB prioritizes individuals, workers and the environment, and jointly in the quest for sustainable development of society, with equality, transparency and effectiveness. By leading with example and permanent accompaniment from Management, leaders or area leads, projects and investors, the company ensures team work, safety and integrity of individuals, their rights and duties, investments and the preservation of the environment.

LEGALITY. EEB's activity is performed in strict compliance with the legal framework in force.

ARTICLE 13.- QUALITY MANAGEMENT SYSTEM:

EEB has put in place and maintains certificates on quality, environmental, safety and occupational health under ISO Standards 9001, GP 1000, ISO 14001 and OHSAS 18001

in its following operating businesses:

Energy Transmission. Which scope is the “Design, construction, operation and maintenance of electric power transmission systems”. This scope is achieved with the execution of operating processes seeking the availability of transmission infrastructure, with which electric power sector market agents (generators, distributors, merchants and end users) may carryout commercial transactions, thus ensuring availability in the energy market and materializing the receipt and delivery of electric power, with adequate continuity, quality, reliability, economies and safety levels.

Shareholding Portfolio. Which scope is “Identification, evaluation, consolidation and follow-up to investments in the energy sector”. This scope is achieved through operating processes seeking new Business opportunities and follow-up of shareholding interest with which it can contribute to improving Management of participated companies and value generation to shareholders.

To ensure the service EEB renders its clients (Sector Agents in the case of energy transmission and Shareholders in the case of shareholding portfolio) and the continuous improvement of its management, it develops its Quality, Environmental and Occupational Health and Safety Policies and conducts a cycle comprising operating processes, which are supported by strategic and other support processes as shown in the process pipeline.

Strategic processes refer to strategic planning of the organization in accordance with objectives and needs of our clients, corporate image and improvement of service through legal management and internal control and management systems administrations. Support processes refer to support in contracting goods and services, and social and environmental management and the administration of human, physical, it, financial resources provided y other areas of the organization.

The Integrated Management System contributes in order for the Company to work focusing on stakeholders satisfaction, consolidating the company as socially responsible and implementing International standards aimed at achieving a competitive company with quality services in harmony with the environment and controlling occupational risks of its collaborators.

CHAPTER II. ACTIVITIES

Empresa de Energía de Bogotá S.A. E.S.P. is made up of two Business areas, described herein below:

ARTICLE 14. ENERGY TRANSMISSION AND DISTRIBUTION. This activity is exercised in Guatemala through its affiliate Company Transportadora de Energía de Centroamérica S.A. – TRECSA. The Project was awarded to EEB after the offer submitted on 27 November 2009, the economic offer opened on 11 December and finally on 21 January 2010, de Ministry of Mines and Energy ratified the award. The Project consists on 6 lots distributed along the country, 850km of lines, 12 new substations and 12 enhancements. On the other hand, EEB participates in the distribution Business through its subsidiaries Distribuidora Eléctrica de Cundinamarca S.A. ESP and Empresa de Energía de Cundinamarca S.A. ESP: EEB performs the energy transmission activity consisting on energy transportation services through the high power grid, connected to the National Transmission System (STN for its Spanish acronym) and coordination, control and

oversight of the electric power operation in the area of Bogota.

To render the service, the Company has two 230kV double circuit lines and 3 km of stretches of single circuit 230kV lines, with their respective connection equipment and lighting arresters in the 230kV substation. EEB has a Transmission Control Center (CCT for its Spanish acronym), which carries out the coordination, supervision and control of the Company's transmission system contributing to rendering the electric power service in Bogota with quality, safety and reliability standards through on going monitoring in 9 STN substations at 230kV, the operation and maintenance of the communications system, the coordination of maintenance operations on transmission equipment, works and reestablishment of lines in the event of an emergency and the coordination with the National Dispatch Center (CND – for its Spanish acronym) and control and operation center belonging to Isa, Emgesa and Codensa, companies with which EEB shares commercial boundaries.

The transmission service is regulated. The value is determined by the Energy and Gas Regulation Commission (CREG – for its Spanish acronym), which establishes the methodology to determine the input of each transmitter in STN, taking into account the amount of assets each one has.

Annual revenue includes recovery of the investment in terms of reposition values of new built units that make up all the transmission assets.

ARTICLE 15. GAS TRANSPORT

TGI S.A. ESP. : The National Government, by means of Decree 1404 of 5 May 2005, approved the program to sell state interests, represented in assets, Rights and contracts of Empresa Colombiana de Gas Ecogás, related to the transportation of natural gas, its operation and exploitations, by incorporating a successive subscription of shares of the company Transportadora de Gas del Interior S.A. ESP. TGI S.A. ESP.

On 6 December 2006, as a result of the foregoing process, EEB was awarded the Assets, Rights and Contracts of Ecogás.

As per the above, on 16 February 2007, the company TRANSPORTADORA DE GAS DEL INTERIOR S.A. ESP was incorporated under the laws of the Republic of Colombia, through public deed 067 in Notary Eleven of Bucaramanga.

EEB owns 97.91% of outstanding shares of TGI S.A. ESP. TGI is the largest gas carrier in the country: due to its strategic location and the market it services (Andean Zone), TGI is the most important gas transport asset in the country.

In addition, it has the longest transport network in the country (3,702 Kms), and average transport capacity of 420 mpc/d, which services the areas in the country that have the largest population and greatest industrial development.

Furthermore, it participates in the natural gas Distribution and Commercialization business in Peru, through its affiliate CONGÁS Perú S.A.C. In 2008 the consortium EEB (current interests of 75%) and TGI (current interests of 25%) were awarded a 30 year concession to perform the natural gas distribution activity through the gas pipeline in the ICA department – Peru, and to that end, CONGAS must, during such period, design, build, operate and maintain the respective infrastructure to service as a minimum 50,000

customers after the sixth year of commercial operation of the project, expected for 2012. The respective concession contract was executed by CONGÁS Perú S.A.C. on 7 March 2009.

ARTICLE 16.- SHAREHOLDING PORTFOLIO:

EEB has thus become a Corporation, which in addition to having direct participation and with control in the activity of electricity transmission, in the activity of distribution and commercialization of natural gas, gas transport and electric power distribution, it also participates with shares in the electric power distribution business through CODENSA S.A. E.S.P.; in the generation of electric power with EMGESA S.A. E.S.P, in the transmission Business at International level through Red de Energía del Perú, in gas although Gas Natural S.A. E.S.P. and in other companies with minority interests, such as ISA, ISAGEN y EMSA.

**CHAPTER III.
SOCIETY AND GOVERNMENT**

**CHAPTER I.
GUIDING BODIES**

ARTICLE 17.- GENERAL SHAREHOLDERS ASSEMBLY.

This is the maximum governance body of the Corporation, made up of all individuals who are owners of subscribed shares and constitute the main mechanism by attendance that provides information to shareholders. The General Shareholders Assembly sets the guidelines for social Management and further guides and assesses Management performance.

ARTICLE 18.- MEETINGS:

The meetings of the General Shareholders Assembly are ordinary or extraordinary in nature and are chaired by any of the attendees, as agreed upon absolute majority of the shares present in said meeting.

Ordinary Meetings. These will be held at the company's offices during the first three months of each year, at the place, day and time determined by the President or the Board of Directors in the summoning of such meeting.

The Board of Directors, prior a study and analysis of the Financial Statements and as per that set forth in the Trade Code, may, at any moment, determined the cut off dates of the financial statements it deems necessary to distribute profits.

The summoning is carried out not less than fifteen (15) working days before the date of the Meeting, stating therein that during the term thereof, the certified financial statements and analyzed and the ledgers are available to shareholders who may exercise their inspection rights.

Extraordinary Meetings. These are verified by means of a summoning of the Board of Directors, the CEO or Statutory Auditor. Furthermore, any of the previously mentioned bodies may summon the General Shareholders Assembly when a number of shareholders, representing at least one fourth of the subscribed capital, request such meeting.

Extraordinary meetings are carried out when unforeseen or urgent events arise, at the corporation's main offices, on the day and time established in the summoning, which must be carried out at least five (5) calendar days before the meeting.

The General Shareholders Assembly may not make decision on topics that are not included on the agenda, but by decision of seventy (70%) of the shares represented, it may deal with other topics once it has depleted the day's agenda. The General Shareholders Assembly may meet without summoning at any time when total subscribed shares are duly represented therein.

When choosing the members of the Board of Directors, the Corporation may make the list of all candidates available to the shareholders in the main office or in its Website www.eeb.com.co and to that end the Partners shall resend their proposals within the term established therein.

Paragraph 1: Without prejudice to the foregoing and to help the informed decision making process to the General Shareholders Assembly, the Corporation may make available to all shareholders at the main office and in the Website www.eeb.com.co , within the term established, the required documentation to have the appropriate information of them on the topics to be dealt with.

Paragraph 2: When deemed necessary, the Corporation will make available to shareholders the financial information deemed material for the decisions of subordinate companies.

Paragraph 3: The agenda will break down the different topics to discuss, as not to confuse them with others, providing a logical sequence to it, with the exception of those topics that need to be discussed jointly if they are related, and such relations shall be previously disclosed.

Paragraph 4: The corporation will prepare and make available to all shareholders the electronic means that will allow disclosure during the General Shareholders Assembly, performance thereof, so that those who may not attend can be knowledgeable on the events during said meeting.

Paragraph 5: EEB has adopted regulations for the General Shareholders Assembly, regulating the summoning and the meeting it self.

ARTICLE 19.- DELIBERATORY QUORUM:

The General Assembly may deliberate with the number of persons it represents, by at least the absolute majority of subscribed shares.

ARTICLE 20.- FUNCTIONS:

The functions of the General Shareholders Assembly are:

1. Study and approve statutory reforms.
2. Freely appoint and remove the members of the Board of Directors, the statutory auditor, as well as set their tasks.
3. Examine, approve or disapprove the end of period statements, accountabilities of administrators, Board of Directors and CEO's report regarding the business, as well as the report of the Statutory Auditor.
4. Order proceedings deemed appropriate against Management and the statutory auditor.
5. Establish of social profits and set dividends, payment means and term, as per the bylaws and the Law.
6. Decree cancellation of losses and creation of reserves.

7. Establish the increase of equity, without prejudice to the faculty of the Board to increase authorized capital as per law 142 of 1994, Article 19, and number 19.4.
8. Authorize the transformation, merger of the company, or spin-off as per the law.
9. Oversee compliance with the object matter subject to the bylaws.
10. Establish extraordinary dissolution of the company.
11. Order the reacquisition of own shares and their subsequent sale.
12. Delegate in special and concrete cases during the period, some of the function of the Board or the CEO.
13. Approve the regulation of privileged shares, the inscription of preference shared without the right to vote, establish issuance of notes convertible to shares and exceptions to the preemptive right in the placement of shares.
14. Decree issuance of notes and representative titles of its obligations.
15. Exercise the full extent of its duties as per the legal nature of the corporation or as per the Law and the respective bylaws and in addition those that are not the competency of another social body.
16. Elect one of the shareholders to chair the sessions of the General Shareholders Assembly.
17. Approve carrying out of operations that are relevant with attached economic interests to the Corporation, except in the event the following circumstances take place: **a)** if these are performed at market rates set with general nature by who ever is acting as supplier of goods or services thereto and **b)** if it deals with daily operations of the Corporation.
18. Only in the event that these are expressly included in the respective summoning, the General Shareholders Assembly may analyze and vote on the following issues: **1)** Change of subject matter. **2)** Resign to the right of preference of share subscription. **3)** Change of main domicile. **4)** Extraordinary dissolution and **5)** Corporate transformation.

ARTICLE 21.- MINUTES:

All decisions and deliberations of the Company are recorded in the Minutes Ledger of the General Shareholder Assembly, which will be duly registered in the trade registry. All minutes are executed by the President the appointed Secretary for the meeting, prior the approval of the working of the respective minutes by a commission made up of two (2) attending members and who has been duly appointed by the Shareholders Meeting.

Minutes must comply with the requirements set out in terms of form and depth stipulated in the trade law and must be prepared and executed once the respective meeting ends. These will be executed by the president of the Meeting and the Secretary, or in absence thereof by the statutory auditor.

**CHAPTER II.
ADMINISTRATION BODIES**

ARTICLE 22.- BOARD OF DIRECTORS:

It is the responsibility of the Board of Directors of the company to dictate, control and assess management policies of the Company.

ARTICLE 23.- COMPOSITION:

Nine (9) main members and their respective deputies, of whom, make up EEB's Board of Directors, 25% must be independent in terms of law. It will have a president and a VP.

Paragraph 1: However, a number of individuals with labor relations with the Company may not be appointed as main members or deputies to the Board of Directors, who when

meeting in session and exercising their powers as members of said body, may, among them make a decisive majority.

Paragraph 2: Deputy members shall maintain themselves well informed on the topics submitted to consideration in the Board of Directors, so when they exercise as main members, they have the required knowledge to perform the task.

ARTICLE 24.- ELECTION:

The Board of Directors is elected by a procedure of electoral quota by the General Shareholders Meeting, for a period of two (2) years, but they can be reelected or removed from the Board at any time.

The Board of Directors is made up, expressing in a proportional manner the shareholding structure.

ARTICLE 25.- INCOMPATIBILITIES:

Members of the Board of Directors may not be related in kin, neither with the CEO, the statutory auditor nor any other manager or high executive who is responsible for managing, executing and assessing company policies and guidelines.

ARTICLE 26.- MEETINGS:

The Board of Directors meets once (1) a month, and there are extraordinary meetings whenever these are summoned by the CEO or by five (5) of its main member, the CEO, the Statutory Auditor. The meetings will be held in the Corporation's main offices.

ARTICLE 27.- QUORUM AND DECISION-MAKING MAJORITY:

The Board of Directors will deliberate with the attendance of five (5) of its members and will make decisions with the vote of the attending majority.

ARTICLE 28.- DUTIES:

Members of the Board of Directors are administrators and as such act in good faith, loyalty and diligence as any businessman. Their behaviors encompass the interest of EEB, taking into account shareholders interests.

Their duty is to oversee strict comply with legal and statutory provisions, provide equal treatment to all partners; and not to participate on their behalf or on someone else's behalf in personal or third party interests whenever these might give rise to a conflict of interest situation.

ARTICLE 29.- FUNCTIONS:

EEB Board of Directors has the following general functions:

1. Establish their own regulations, which in turn will regulate, among others, the following topics: (i) Information of the members appointed for the first time. (ii) Content of minutes, as regards deliberations, discussions and sources of information that set the bases for the decisions made. (iii) Relevant information that in each session was made available to the Board of Directors, at least two (2) days prior to such meeting.
2. Freely appoint and remove the Company's CEO and deputies.
3. Summon to General Assembly when it deems convenient or when requested by a number of shareholders representing one fourth of subscribed shares.
4. Set administration and steering policies of corporate business.
5. Submit before the General Shareholders Assembly, together with the financial statements the period statements, a report analyzing the financial and economic

soundness of the corporation and the project to distribute profits.

6. Approve issuance, subscription and placement of shares regulations and enforce it.
7. Inspect ledgers, accounts, contracts and documents in general.
8. Order equity increases, as per events foreseen in Article 19, Law 142 of 1994.
9. Determine amounts in contracts, deeds and legal businesses that the CEO may delegate upon top management officials or their equivalent.
10. Oversee compliance with Law, bylaws, orders from the Shareholders Assembly and commitments entered into by the Corporation for the performance of its subject matter.
11. Approve corporation development plans and guidelines for their execution.
12. Approve the annual budget, investments programs, maintenance and expenses, as well as financial forecasts.
13. Decide on excuses, vacations and licenses relating to the CEO as well as the statutory auditor.
14. Receive, assess, approve or disapprove the reports submitted by the corporation's CEO regarding company's management.
15. Oversee the correct rendering of Public services, which is the subject matter of the Corporation.
16. Order the respective proceedings against administrators, officials, directors and other company's personnel on account of omissions or deeds deemed harmful for the Corporation.
17. Oversee strict compliance with bylaws and Law.
18. Authorize the CEO to delegate some of his/her functions as per the company's bylaws.
19. Approve the evaluation of contributions in kind that the company receives as per Article 19.7 of Law 142 of 1994.
20. Approve personnel policies, plant personnel and remuneration parameters to proposals made by the CEO.
21. Exercise functions delegated thereto by the General Shareholders Assembly.
22. Adopt specific measures regarding the Corporations government, its behavior and information, to ensure respect to the rights of those who invest in shares therein or in any other security issued by the company, and the adequate administration of its dealings and public knowledge of its management and submit before the General Meeting with the CEO a report related to the previous issues.
23. Oversee effective compliance of requirements established by regulatory entities of the stock market.
24. Ensure the respect of Rights of all shareholders and other security investors, as per the parameters set by stock market regulatory entities.
25. Approve, modify and develop the Good Governance Code submitted by the CEO, which compiles all standards and systems required by legal provisions in force and oversee compliance therewith.
26. Become aware of claims made by shareholders and investors related to the enforceability of the Good Governance Code.

ARTICLE 30.- COMPENSATION:

The General Shareholders Assembly appoints and sets the compensation of the members of the Board of Directors.

ARTICLE 31.- MINUTES:

All Board meetings must prepare minutes, signed by the Chairman and the Secretary of the Board in which it records deliberations, discussions and sources of information that set the bases for the decisions made.

ARTICLE 32.- AUDIT COMMITTEE:

The Audit Committee is made-up by all independent members to the Board of Directors, appointed by it.

The Company's CEO will attend as a guest. At least one of the independent members of the Board of Directors shall be an expert in financial issues. The company's Statutory Auditor will attend the meeting with the right to speak but not to vote. The President of said Committee shall be an independent member and his/her secretary will be the Company's Secretary General, who will record minutes, as per the Law, including the decisions made by the Committee. Simple majority will adopt decisions of the committee. Members of this committee that are part of the Board of Directors, will receive a compensation for each meeting of the Audit Committee to which they attend, equivalent to 75% of the compensation in force for Board Meetings.

The Audit Committee shall meet at least once every quarter or as many times as the Company requires, by summoning from the Committee's President.

Among the main functions of the Committee, the following stand out:

1. Supervise compliance of the internal audit program, which shall take into account the business risks and assess, in a comprehensive manner, all the areas of the Corporation.
2. Oversee that the preparation, presentation and disclosure of financial information adjusts to that set forth by Law.
3. Review the financial statements at the closing of the period, before being submitted to consideration of the Board of Directors and the General Shareholders Assembly.
4. Contract independent specialists in specific cases, if deemed necessary, as per the Company's Contracting Bylaws.
5. Issue and opinion, through a written report, regarding the possible operations that related economic parties intend to enter into and to that end it shall verify that the formers are performed under market conditions and that they do not infringe equality of treatment among shareholders.
6. Define mechanisms to consolidate the information of the Corporation control entities, to submit the above to the Board of Directors.
7. All others appointed by the Board of Directors.

Paragraph: The Audit Committee will dictate its own regulatory document, which will specify the scope of its responsibilities and how it will comply with them, including requirements regarding structure, processes and participation. The Committee thereof, shall review adequacy annually.

ARTICLE 33.- CORPORATE GOVERNANCE COMMITTEE:

The Corporate Governance Committee is made up by three (3) members of the Board of Directors appointed by the former at least one (1) of them must be an independent member of the Board.

The Company's CEO will attend as a guest.

The Corporate Governance Committee will have a president and a secretary and the secretary will be the Company's General Secretary, who will record minutes, as per the Law, as proof of decision made by the Committee. Simple majority will adopt decisions by the Committee.

Members of this Committee, pertaining to the Board, will be remunerated per each meeting of the Corporate Governance Committee to which they attend, equivalent to 75% of the compensation in force for Board Meetings.

The Corporate Governance Committee will meet each time the members deem necessary by summoning of the Committee's President, and at least once a year.

Among the main functions of this Committee, the following stand out:

1. Strive so that shareholders and the market in general, have timely, true and total access to the information of the Company that must be disclosed.
2. Inform about the activities developed by the Audit Committee.
3. Review and assess annually how the Board of Directors complies with its duties during the period.
4. Monitor, if required, the negotiations carried out by members of the Board of Directors with shares issues by the Corporation or by Companies attached to Grupo Energía de Bogotá.
5. All others as per the nature of the Committee and those assigned by the Board of Directors.

Paragraph: The Corporate Governance Committee will dictate its own regulations that will specify the scope of its responsibilities and how to enforce them, including requirements regarding structure, processes and participation. The Committee thereof, shall review adequacy annually.

ARTICLE 34.- CEO:

The Corporation has a CEO, whose appointment is performed by the Board of Directors for a four (4) year period, but he/she can be freely reelected or removed from office.

The CEO is in charge of managing the Corporation; execute the guidelines set by the Board of Directors; represent the Company both legally and extra-judicially; comply and enforce all operations, deeds, contracts and legal, economic or social businesses entered into by the former.

The CEO has three appointed deputies, also by the Board of Directors.

ARTICLE 35.- FUNCTIONS:

EEB's CEO has the following general functions:

1. Manage the corporation and represent the company both legally and extra-judicially.
2. Summon the Board of Directors and the General Shareholders Meeting as per the bylaws and the Law.
3. Carry out decisions from the General Meeting and the Board of Directors.
4. Constitute proxies, provide guidelines, set fees and delegate on them certain responsibilities.
5. Enter into necessary contracts and legal business required to carry out the subject matter of the company.
6. Delegate, totally or partially the responsibilities and competencies in direct reports, as per authorization from the Board of Directors, adhering to the quantities set by the latter.
7. Manage company's equity, its property and equipment, its infrastructure, credits and expenditures.
8. Exercise all the required actions to protect the rights of the company vis-à-vis shareholders, authorities, users and third parties.
9. Design and execute development plans, annual action plans, investment plans, maintenance and expenses according to that stipulated by the Board of Directors.
10. Comply with that set forth in Laws 142 and 143 of 1994 on management programs.
11. Inform, together with the Board and the General Shareholders Meeting on the performance subject matter of the company and compliance of its plans, objectives and programs, show accountability at the end of each period, upon completing the position and upon demand of the former government bodies.
12. Exercise the position within the company, design personnel required, propose salary

structure and manage personnel.

13. Comply and enforce bylaws, laws, covenants that are binding to the company.
14. Design, according to the Board of Directors service rendering policies.
15. Inform the Board of Directors and the General Shareholder Meeting on all aspects inherent to the performance of the subject matter that they deem pertinent and useful.
16. Make available to shareholders, within the time frame determined by Law, the inventory, statement, accounts, ledgers, papers and documents that according to Law are subject to inspection by the former, as well as the documentary memory on business carried out, the project to distribute profits duly approved by the Board of Directors and other information and indications to assess goals, actions plans and performance agreements.
17. Exercise the necessary control to execute directions given is the General Meeting and the Board of Directors and by its own decisions.
18. Establish, direct and control company's internal control as per Articles 46 to 50 of Law 142 of 1994.
19. Annually submit the budget and financing projects of the Company to the Board of Directors for approval.
20. Appoint the Secretary General of the Company.
21. All others implied by the nature of the position and the provisions set forth by Law and in the company's bylaws.
22. Submit before the Board of Directors and oversee permanent compliance with specific measures regarding company's government, its behavior and information to ensure respect of the rights of those investing in shares or in any other securities issued by it, and the adequate administration of its issues and public knowledge of its management.
23. Ensure respect of all shareholders and other investors, as per the parameters set by stock market control entities and submit before the General Shareholders Assembly, and the Board of Directors the report regarding performance of the Good Governance Code.
24. Provide shareholders and investors, timely, complete and truthful information on financial statements and on the corporate and administrative behavior, without prejudice to that set forth in Articles 23 and 48 of Law 222 of 1995.
25. Compile the good governance code to be presented to the Board of Directors for approval with all standards and systems demanded by Law and always maintain the latter in the facilities and readily available for investors' consultation.
26. Announce, in a national circulation newspaper, the adoption of the good governance code and any change amendment, change or supplement thereof and indicate how it may be available by the public.
27. Carry out all the necessary processes so that the Company is on-line with the central securities deposit where the titles issued by it have been deposited or agree upon with such deposit so it records all securities traded on its behalf.

ARTICLE 36.- RESPONSIBILITY:

As an administrator of the Company and top executive thereof, it is the responsibility of the CEO to act and behave in good faith, loyalty and diligence and care as any proper businessman/woman.

His/her behavior must be in tune with the Company's interest, taking into account interests and limitations of its shareholders, employees, clients, suppliers and the community in general.

The CEO is responsible for acting and committing company's resources without express authorization from any other social body, for a sum equivalent to legal tender seventy thousand minimum legal salaries per month (70,000 SMLMV - for its Spanish acronym).

ARTICLE 37.- COMPENSATION:

As per the guidelines and direction from the Board of Directors, the compensation of the CEO is made up of two components, one is fixed and the other variable, the latter to compensate and incentivize achievements of goals and commitments and to assess management of CEO, without detriment to the principles and values enshrined in the Good Governance Code.

ARTICLE 38.- VP'S, OFFICE CHIEFS AND SECRETARY GENERAL

The Company has four VP's:

1. **Transmission VP:** In charge of the energy transmission business in accordance with the sectorial and legal framework in force.
2. **Strategic Investment and Corporate Planning VP:** In charge of conducting follow up to participations, business and investments of the company, as well as in charge of the Company's strategic planning.
3. **Financial VP:** In charge of financial support processes.
4. **Administrative VP:** In charge of management and administrative support.

The company has three directorates assigned as staff to the CEO in compliance with general and specific functions determined by their name: **1)** Internal Control Directorate **2)** External Relations Directorate and **3)** Procurement Directorate.

The Company has a General Secretary appointed as staff to the CEO, in charge of coordination, corporate protocol, assistance to shareholders, support to managers and administration. In charge of bookkeeping issues, keeping, organization and maintenance thereof, and documents, records and files demanded by law. Also this is the directorate in charge of directing and assisting all legal, contractual and disputes.

ARTICLE 39.- COMMITTEES:

There are a series of committees, the most relevant are:

PRESIDENCY COMMITTEE

The main function of this committee is to advise the CEO regarding adhering and implementing policies, guidelines and decisions related to the administrative, economic and financial management of the Company's business.

In contractual processes, which quantity exceeds an equivalent to five hundred minimum legal salaries in force per month (500 SMLMMV), and those that are deemed as competency to the CEO, irrespective of the amount, the committee will be in charge of verifying the content of the offer request and its subsequent review, rate and assessment, as well as assessing extensions and changes to contracts.

CONTRACTING COMMITTEE

This Committee is in charge of verifying content of offer requests, their rating and evaluation of extensions and changes to contract in contractual procedures, which quantity exceeds the equivalent to one hundred minimum legal salaries in force per month (100 SMLMV) and those that are the competency of the CEO's, irrespective of the amount.

TITLE IV. ADMINISTRATION CHAPTER I.

EXECUTIVES AND EMPLOYEES

The company carries out assessment and verification processes to executives and employees results based on organizational objectives and individual KPI's. Furthermore, the company and all its processes and procedures are performed according to quality management and an internal control system.

ARTICLE 40.- APPOINTMENT OF EXECUTIVES:

Secretary General, VP's and Office directors are executives who are selected and assessed, as per the guidelines and policies of the Corporate Presidency. During their selection, promotion and appointment process, the characteristics of the company are taken into account, as well as the position, general and specific professional requirements, work experience, compensation and incentives and personal skills of candidates, as well as social sensitivity, personal and professional aspirations.

ARTICLE 41.- EMPLOYEES CONDUCT:

EEB demands from its employees a technical behavior based on the conviction and identification of principles and values which identify the company as respectful of human rights, collective rights and democratic rights and the environmental: complying with legal standards in force. EEB has adopted the Ethics Code.

ARTICLE 42.- PROVISION OF INFORMATION:

Under no circumstances will employees disclose information or documents regarding industrial secrets, strategic plans or studies on potential company businesses.

ARTICLE 43.- ACCOUNTING PRACTICES:

Financial statements are prepared according to accounting principles generally accepted in Colombia, which are prescribed by legal provisions, mainly by the Colombian Accounting Regime, decree 2649 of 1993.

Also, it applies the accounting plan for public utility service rendering entities and the unified system of costs and expenses adopted by the Superintendence of Public Services by means of resolutions 4493 of 1999 and 4640 of 2000.

CHAPTER II.

REGARDING LABOR RELATIONS

As regards labor relations, all company employees abide by the Work Substantive Code. Due to the fact that the Company adhered to the Ten Principles enshrined in Global Compact, as regards labor relations, EEB:

1. Allows freedom and effective acknowledgement of rights to collective bargaining.
2. It does not hire children under legal age.
3. It does not allow discrimination in employment or in occupation.

ARTICLE 44.- COMPENSATION CRITERIA:

The company has in place a compensation system contemplating two components:

Fixed component

Every person that works in the company receives a basic monthly salary as per the modalities established in law.

Variable component

Every employee working for the company has the possibility to access additional compensation, which must be consisting of a payment of an annual amount, which is not deemed as salary and relates to the achievement of corporate, individual and project team results, measured against previously agreed commitments and objectives.

The systems is made up in such a way as to identify the contribution of collaborators vis-à-vis corporate objectives and area to which they are assigned, their commitment with the Company, their competences and potential as regards corporate values and to establish HR policies based on merit of individuals as part of the organization.

This tool seeks to establish, follow-up and assess compliance of agreed objectives in different levels of the organization and further describe the activities that will provide expected results regarding performance agreed upon between direct reports and collaborators, for a given period and must reflect individual contribution to corporate goals.

The Steering Committee is responsible for implementing a formal evaluation process according to policies and procedures and analyzes the final performance evaluation and issuer recommendation, when required. The CEO is responsible of setting corporate assessment criteria, define periodically percentage participation of assessment components and define performance acknowledgments.

ARTICLE 45.- COLLECTIVE BARGAINING:

Work Collective Bargaining establishes additional benefits to those existing as per the law, for Company collaborators, such as: Education aid, granted to children of current workers or pensioned workers, for workers and spouses; housing loan with preferential interest rates, improve or free mortgage loans; energy consumption discount, consisting of a subsidy between 75% and 85% of total consumption on account of energy in workers and pensioned workers houses; Christmas gift to workers' children; vacation resort located in the municipality of Ricaurte – Cundinamarca, which includes accommodation services, restaurant and recreation for workers and pensioned workers, spouses, parents, in-laws and children.

CHAPTER III.

APPLICABLE CRITERIA TO THE NEGOTIATION OF SHARES CARRIED OUT BY ADMINISTRATORS

ARTICLE 46.- SALE OR ACQUISITION OF SHARES:

Company administrators may not, on their own or through third parties, sell or buy shares of the company while incumbents, but only when is related to operations not related to speculation reasons and with express authorization from the Board of Directors granted by a favorable vote of two thirds of its members, excluding, if members of the Board, the requesting party.

ARTICLE 47.- REPRESENTATION OF THIRD PARTY SHARES IN THE GENERAL SHAREHOLDERS MEETING:

Except in the case of legal representation, the administrators and employees of the company may not represent, in Shareholders Meetings, shares different to their own, while incumbents, nor may they enter into power of attorneys granted thereto. Neither can they vote on end of period statements or accounts, nor liquidation thereof.

**CAPITULO IV.
ON CONTROL**

EXTERNAL CONTROLS

ARTICLE 48.- STATUTORY AUDITOR:

The corporation has a statutory auditor appointed by the Shareholders Assembly.

Paragraph 1: The Statutory Auditor and his alternate may be individuals or companies, with the capacity of public accountants, subject to incompatibilities, inabilities, prohibitions and responsibilities determined by the Law, and as per the Good Governance Code..

Paragraph 2: The Company may not appoint as Statutory Auditor: 1. Shareholders of the company or partners of companies in which it has a holding. 2. Those related by wedding or kinship with fourth (4th) grade of blood relationship, first (1st) civil or second (2nd) affinity, or who are co-partners in limited responsibility corporations or similar, with company administrators. 3. Those performing another role in the company or its subordinate companies. 4. Those who are the subject of legal inability or incompatibility cases. 5. Those who have received income from the Corporation and/or its economic affiliates representing twenty five per cent (25%) or more of their last annual income.

Paragraph 3: The Company and/or its partners may not contract the statutory auditor for issues that differ from those of the audit.

Paragraph 4: the Company exercising the statutory audit, must rotate individuals that exercise such function in the Company, at least every five (5) years, likewise, the individual who has been changed may only go back to the Company after two years have elapsed. This same provision applies in the event the statutory auditor is an individual.

ARTICLE 49.- FUNCTIONS:

EEB's Statutory Auditor has the following general functions:

1. Ensure that corporate operations are in agreement with the Law, the corporate bylaws and the decisions of the General Shareholders Assembly and the Board of Directors.
2. Report to the company administration bodies any irregularities detected in the company's operation.
3. Cooperate in performing inspection and monitoring by the authorities providing them with any pertinent data.
4. Submit at least ten (10) days in advance to the General Shareholders Assembly his management report.
5. Submit reports to tax control bodies, in accordance with Law 142 of 1994, article 27, section 4 and Law 42 of 1993, article 24.
6. Ensure the accounting principles in the company's accounting, the preservation and wording of the minutes of General Shareholders Assembly and Board of Directors sessions, as well as the keeping of books, papers and business documents.
7. Inspect assets and company's equity, provide instructions and means for its conservation, security and maintenance.
8. Authorize, examine and certify statements and financial results of the Company.
9. Summon the general shareholders meeting at the Board of Directors when deemed necessary.
10. Comply with Law mandates, exercise attributions determined by the bylaws and perform actions set out by the General Shareholders Assembly in accordance with the Law.
11. Ensure that the administration fulfills the specific duties set out by control bodies, particularly those related to informing obligations and good governance code.
12. Convey to all corporate bodies, shareholders, investors and authorities the relevant findings found, which in his opinion considers should be known by the addressees.

13. Be aware of any complaints filed for violation of the shareholders and investors rights and of the results of such investigations, which shall be transferred to the Board of Directors and the General Shareholders Assembly.

ARTICLE 50.- COMPENSATION:

The compensation of the Statutory Auditor is set by the General Shareholders Assembly as per market conditions for this type of activity.

ARTICLE 51.- SUPERINTENDENCE FOR HOUSEHOLD UTILITY SERVICES:

EEB is subject to control, inspection and oversight from the Superintendence of Household Utility Services.

In the performance of its function, this control entity is responsible, among others, to establish IT systems to organize and keep updated the public utilities companies so the rendering of the service is reliable and to assess financial, technical and administrative management of said companies

ARTICLE 52.- BOGOTA COMPTROLLER:

Given EEB's shareholder structure, the Bogota Comptroller's office exercises fiscal control as per the law.

The District Comptroller's office prepares annually a comprehensive Audit report. The Company discloses this report on its webpage and submits the report to the Audit Committee and the Board of Directors for analysis.

ARTICLE 53.- EXTERNAL AUDIT FOR MANAGEMENT AND RESULTS

As per Law 142, the Company must hire, and annually perform and external management and results audit, which will include an assessment regarding

1. Organizational Architecture
2. Commercial Management
3. Technical Management
4. Evaluation of the Internal Control System
5. Management and Results Plan
6. Financial Feasibility
7. Opinion regarding the company's risk level
8. The Company discloses the External Audit Annual Management Report on its webpage.

ARTICLE 54.- SPECIALIZED AUDITS:

A number of shareholders representing at least fifteen per cent (15%) of subscribed shares and a number of investors representing at least (25%) of outstanding bonds, may request the CEO to undertake specialized audit, which cost and responsibility is borne by those shareholders or investors requesting the former. The request to undertake such audits shall be made in writing, indicating the reasons behind such request, the facts and operations to be audited, term and must submit three (3) renown companies in terms of reputation and track record.

When the percentage required to request such specialized audit, is made by a plural number of shareholders, in their request, they shall assign a representative who will be in charge of the entire process. Within the (10) working days, the CEO shall respond the request, indicating the companies submitted, the company elected and initiation date thereof. Should the CEO deny the authorization to undertake a specialized audit, he/she shall provide the reasons behind their decision. This decision may be subjected to

consideration of the Board of Directors, through written request of the interested party.

In the event the specialized audit is undertaken, the results thereof shall be known, first by the CEO, who has ten (10) working days to issue his/her opinion. The results and CEO's opinion will be disclosed to the Board of Directors and within the following fifteen (15) days the same shall be disclosed to the shareholders and investors who requested the special audit. working days.

In the event of infringement of legal standards, the Board of Directors and/or CEO will inform and provide the information to the respective oversight and control entities and legal ad investigation entities.

INTERNAL CONTROL:

ARTICLE 55.- INTERNAL CONTROL:

Empresa de Energía de Bogotá's internal control is a process performed by the Board of Directors, the Audit Committee, CEO, the CEO's Committee and in general by the entire Company's personnel, which contains policies and procedures designed and operated to provide reasonable assurance on the administration and follow-up to corporate risks; similarly, to be able to ensure reliability of the financial information, compliance with applicable regulations, ensure safeguard of company's assets and in general support the Company in achieving its mission statement. To comply with the foregoing objectives, the COSO model has been implemented, which consists of 5 phases, namely:

PHASE 1 - CONTROL ENVIRONMENT

The Control Environment comprises integrity, ethical values and competencies of personnel working in the Company; also, on the way authority is delegated and controlled and senior management responsibility.

It further contains an adequate and robust strategic planning process, which includes from shareholders perspectives to human talent, organizational management performance and corporate social responsibility objectives. Likewise, the Company also comprises a Vision statement according to strategic steering and the main corporate values have been identified, which have been internalized in the entire corporation and there is a program in place to assess Performance Management and Human Talent Development.

PHASE 2 – RISK MANAGEMENT

The risks that threaten the achievement of business strategic objectives have been identified, analyzed and value to properly manage them; such management comprises all measures and methods to influence the risks by reducing the likelihood of an impact, involving activities such as reducing the likelihood of occurrence, minimize the severity of impact, transfer the responsibility to a third party or accept the risk.

The initial responsibility of Company's risk management falls on the different areas of the company, as a comprehensive part of performing the business activities under a criterion of self-control, without limiting only to financial risks.

The Risk Management Process is documented and implemented within the Quality Management System and includes steps such as identification of potential risks, evaluation or assessment of criticality in terms of likelihood of occurrence and size of impact, actions or measures taken to reduce criticality and monitoring and reporting status of key risks in a period of time.

On the other hand and framed within these policies, the Company has a Contingency Plan in place to provide Emergency Assistance both in the substations as well as in the transmission lines when faced with situation derived from terrorist attack, to re-establish electric power transport service and provide a safe and reliable operation of the system as fast as possible. In addition, one must highlight the fact that the Company hires renowned national and international insurance companies and has adequate insurance policies to protect its most significant assets.

Likewise, by virtue of Resolution CREG 72 of 2002, the External Auditor of Management and Results issues annually a general opinion on the Company's level of risk. According to this report, the Company's level of risk is A (low risk level). Lastly, the Company was ranked AAA regarding its corporate debt, ranking issued by Duff & Phelps de Colombia S.A.

PHASE 3 – CONTROL ACTIVITIES

Among policies, procedures and activities that provide reasonable assurance regarding compliance with general guidelines enacted by the Corporation, there are Policies on Quality, Dividends, Environmental, Investments, Training, IT, Procedures and Audits to Quality Systems, Recommendation from CEO's Committees, Contracting, Investments, Monthly Recruiting Report, Internal Control Audits, and lastly and of great relevance in this phase is the Integrated System to Measure Performance – Simeg, which results are reviewed monthly by the CEO's Committee.

PHASE 4 – INFORMATION AND COMMUNICATION

The Company has adequate systems in place that allow it to have documentary reports of operational and financial activities through which it carries out follow-up and control to each of the business units; likewise, it has a high degree of opportunity in processing information, adequate mechanisms to control capture, processing, and report of that same information to management levels and oversight control entities such as National Accounting Office, Superintendence of Household Public Utility Services.

Among the different applications the Company has, the following stand out: SAP R3, Sinergy (Payroll Information System) and Porfin (Investment Portfolio Management). These IT systems have all the Security and Control requirements needed for IT applications.

PHASE 5 – FEEDBACK

It comprises supervision, follow-up, and mentoring activities to the Internal Control System during Company's operation, allowing it to have continuous feedback and evaluation on the working of the aforementioned System.

The instances that assess and provide feedback to the Internal Control System facilitating its update and permanent monitoring are the Audit Committee, the External Audit for Management and Results, the Bogota Comptroller's Office and is part of the functions conducted by the Internal Control Office.

TITLE V. OF SHAREHOLDERS

CHAPTER I. RIGHTS AND DUTIES OF SHAREHOLDERS

ARTICLE 56.- TYPE OF THE SHAREHOLDER:

The Company will acknowledge as a shareholder whoever appears duly registered in the respective Shareholder Registry, with the number of shares registered, plus noted condition and updates thereof. The Company may delegate the deposit of the Shareholder Registry in a centralized securities deposit, who will be in charge of managing and carrying out of pertinent record, among other, its negotiation, liens, processes and administrative act. When such shares are dematerialized, registering the former in the account and in the Shareholders Registry will suffice so that the new owner may exercise his/her rights, which will be duly evidenced by means of certification issued by the centralized securities deposit.

ARTICLE 57.- MATERIALIZATION OF THE INVESTMENT:

The Company will issue a macro title which will be kept in the custody of the centralized securities deposit, clearly determining the class thereto, the rights inherent to each of them and the negotiation limitations, if any, creating numbered and continuous series subscribed by the Secretary General of the Company. Content and characteristics thereof will be subject to legal provisions in force. Shareholders may request a certificate directly, to legitimize their title to exercise the rights inherent to the quality of the shares.

ARTICLE 58.- PARTICIPATION RIGHT:

Every shareholder will have the right to be summoned and to actively participate, on its own or through a proxy duly authorized, in the deliberations and decision-making process in the ordinary and extraordinary meetings on the General Shareholders Assembly.

ARTICLE 59.- RIGHT TO SUMMON THE SHAREHOLDERS ASSEMBLY:

A number of shareholders representing at least one fourth of the subscribed shares of the Company will have the right to request the CEO, the Board of Directors or the Statutory Auditor to summon extraordinary meetings of the General Shareholders Assembly, should the shareholders considers the latter necessary to ensure his/her rights.

ARTICLE 60.- RIGHT TO EQUAL TREATMENT:

All shareholders, irrespective of their share type, have the right to be treated equally, respectfully and with priority. The Company will provide equal treatment regarding a petition, claim and information to its investors and shareholders, regardless of the amount of their investments and the number of shares they represent.

ARTICLE 61.- INSPECTION RIGHTS:

All shareholders have the right to freely review and inspect all ledgers, documents and papers of the company within the terms established in the law, the bylaws and in this Good Governance Code. The balance sheet and the books will be made available in the offices of the Secretary General, minimum fifteen (15) days prior to the meeting of the Assembly, as well as in the Company's web page.

ARTICLE 62.- PROFITS:

All shareholders have the right to receive dividends decreed by the General Shareholders Assembly.

ARTICLE 63.- NEGOTIATION RIGHTS:

All shareholders have the right to freely negotiate their shares, without being subject to preemptive rights.

ARTICLE 64.- WITHDRAWAL RIGHTS:

Shareholders, dissidents or absent, wherever the law so established, have the right to withdraw, when the decision of the Assembly implies an equity detriment of their rights.

ARTICLE 65. SHAREHOLDERS OBLIGATIONS

Shareholders will have the obligation to act with loyalty and shall refrain from participating in acts or conducts that may give rise to a conflict of interest. Likewise, they will refrain from revealing to third parties information of the company or related thereto, which has been revealed to them in exercise of their rights, as well as using such information to take advantage on one's or someone else's behalf, other the legitimate execution of rights inherent to their faculty as shareholders.

ARTICLE 66.- ASSISTANCE TO SHAREHOLDERS:

EEB will assist the needs and requirements made by its shareholders and investors who have any relation with property, liens or any other issues related to shares and other securities through the following e-mail address: accionistaseinversionistas@eeb.com.co. This function will be the responsibility of the Secretary General of the Company.

ARTICLE 67.- COMPLIANCE WITH THE CODE:

EEB's Board of Directors and CEO must oversee compliance with the Good Governance Code. Shareholders may claim effective compliance thereof to the Board of Directors or the Audit Committee, submitting petition in writing duly supported.

ARTICLE 68.- CONFLICT RESOLUTION:

68.1. ARBITRATION: All disagreements arising between shareholders or between the former and the Company, during existence thereof or during the liquidation period, will be subjected to solution by means of an arbitration procedure of a tribunal comprising three (3) appointed arbiters by the parties in agreement, and in absence thereof, the Center for Arbitration and Conciliation of the Chamber of Commerce of Bogota, shall issue its ruling.

The Tribunal will be subject to provisions regarding the subject matter in force. The decisions of the arbiters will be subject to recourse of annulment of the award and/or extraordinary review recourse, in cases and procedures duly established in the Law.

68.2. MECHANISMS TO PROTECT MINORITY SHAREHOLDERS:

As per that set forth in Articles 141 and 142 of Law 446 of 1998, and while EEB is authorized to Issue Securities, any number of shareholders representing an amount of shares that does not exceed 10% of outstanding shares and that it has no representation within the Company's administration may resort to the Financial Superintendence when he/she believes that their rights have been impaired, directly or indirectly by decisions of the General Shareholders Assembly or the Board of Directors or the legal representatives of the Company. The Financial Superintendence may take the necessary measures intended to prevent infringement of rights and the reinstatement of balance and the principle of equality in treatment among shareholders relations.

**TITLE VI.
REGARDING CONTRACTUAL RELATIONS**

All contracts entered into by EEB for its corporate purpose enhancement and as contractor, will be governed by EEB's Contracting Provisions. Contracts under special legal provisions are exempt of the mentioned Provisions, labor, loans, utilities contracts and

those charged to petty cash.

Contracting Provisions are drawn on the principles of responsibility and economy that require administrators to act with autonomy and efficiency in the search of the best performance of the business purpose.

The company will set out solution means to solve extrajudicial conflicts as provided by Law.

ARTICLE 69.- AUTHORITY AND DELEGATION TO CONTRACT:

The authority to contract is the responsibility of the CEO, although the latter can delegate this assignment within the parameters set by the Board of Directors. The delegation to contract must be explicit and assigned to any of the company's direct management level, executives or equivalent employees. However, the CEO may reassume his authority at any time. The delegation will comply with the provisions set by CEO's decision, whereas they are consistent and may include the awarding, entering into, and other relevant actions for the contracts' execution. CEO is conferred to act and compromise the company without any further explicit authorization of any corporate body, up to the amount equivalent in local currency to seventy thousand monthly minimum legal salaries. (70.000 SMLMV).

ARTICLE 70.- TYPES OF CONTRACTS:

EEB's contracting proceedings will be under the following modalities:

ORDINARY PROCEEDING CONTRACTS

Contracts that are signed in the development of each area's function, including those signed in consideration to the personal qualities, when there are none or only one supplier representing the products or services in the country, or when signed with community organizations;

EXTRAORDINARY PROCEEDING CONTRACTS

Contracts signed under urgent needs, that is, during events that require an immediate service or product, and ordinary proceeding is not applicable. In any such case, contract must meet market conditions.

ARTICLE 71.- GOODS AND/OR SERVICES SUPPLIERS REGISTRY

In order to guarantee transparency in the contracting procedure, EEB developed a Goods and Services Suppliers Registry, which contains the information of all suppliers of goods and/or services who intend to present an offer during a contracting procedures taken through by EEB, which must be up dated and meet the company's quality system.

ARTICLE 72.-DISQUALIFICATIONS AND IMPEDIMENTS:

Every provider, when presenting an offer, must mention explicitly any commercial relation or kinship with those acting as executives, administrators, or directors, statutory auditor or employee of EEB, as well as any breaches and fines that have been imposed or legally declared, as a result thereof its contractual activity during the past three (3) years.

Under no circumstance, is EEB allowed to enter into contracts that imply act of competition or conflict of interests, nor execute with persons who are spouses, companion, permanent companion o relatives up to fourth degree of consanguinity, second degree in affinity and first civil of any of the directors or administrators of EEB, nor with legal entities where any of its partners have a relationship as previously mentioned, except for open stock

companies.

If during contract's performance the supplier should encounter any disqualification mentioned, he or she must renounce to the arising fees or transfer the contract to a supplier expressly authorized by EEB.

ARTICLE 73.- MODALITIES OF SELECTING SUPPLIERS:

EEB's Contracting Provisions refer to two modalities for the selection of suppliers these are, Private Request or Public Offering Request, except in the case of extraordinary proceedings contracts. Thus are specifically established:

PRIVATE REQUEST OF OFFERING

All contracting procedures implemented by the company, are implemented under Private Request Offering modality, except those that due to the amount or decision of the President's committee requires a Public Request Offering.

In the event the estimated amount of the contract exceeds the equivalent to one hundred (100) monthly minimum legal salaries, a minimum of (3) written offers via Fax or email will be requested.

This requirement will be waived when the contract is with community organizations, in consideration to the qualities of the person or legal entity or when there is only one representative of that good or service in the country.

PUBLIC REQUEST OFFERING

A contracting procedure will be executed under Public Request Offering modality, when the contract exceeds the equivalent to two thousand (2,000 SMLMV) monthly minimum legal salaries or by decision of the CEO's committee, based on criteria such as the technical specifications of the good or services, or when the number of providers registered in the Register of Suppliers do not guarantee an objective selection.

For the calls for bids, at least one notice will be published in a widely circulated newspaper. The presentation of bids due date should be sufficient to allow the bidding parties applications process in the Register of Suppliers of the company.

ARTICLE 74.- VERIFICATION AND PUBLISHING OF THE CONTRACTING PROCESS.

The CEO's and Contracting committees, depending on the amount of the contractual process being carried out, will verify that technical specification are included in the justification or in the previous studies and those of the contracts to execute.

Likewise, they will recommend the awarding of the contract, prior assessment of the proposals which will consider aspects such a price, quality and guarantee, period in time, fulfillment of previous contracts, the service and representation, and the supplier's corporate social responsibility among other criteria.

EEB guarantees transparency and publishing of the whole contracting process. Public Request of Offers' modality contracts execution will be published in the web page of the company: www.eeb.com.co. upon opening of the contractual process.

TITLE VII.

CONFLICT OF INTERESTS

ARTICLE 75.- DEFINITION:

Directors, administrators and employees of the Company are in a conflict of interest situation when they must decide or execute or leave out an act, on the grounds of their

function and find they have the possibility to chose in the interest of the Company, client, user, supplier in the existing situation and their own interest or that of a third party, in a way that when choosing between any of these, they would obtain an inappropriate monetary benefit and/or extra- money that otherwise they would have not received, ignoring thus a legal, contractual, provisionary or ethical duty.

ARTICLE 76.- CONFLICT RESOLUTION:

Directors, administrators and employees of the Company must act with due diligence and due loyalty, communicating situation where conflict of interest exist, upholding the duty of confidentiality and make efficient use of the business assets for the intended purposes and services.

All the activities of the company are governed by the values and principles set forth in the present Code, commercial ethical standards and good- faith in business, respect of the law and commercial usage, focused on fulfilling the business purpose emphasizing and giving priority to the common good and service to the community.

When encountering a conflict of interest, or having doubt about the existence of it, the following procedure must be followed:

1. Inform in writing about the conflict to your superior, the details of your situation in it, and he will designate the employee who may continue with the corresponding process.
2. Refrain from intervening directly or indirectly in activities and decisions of business determinations linked to the conflict or refrain from conducting all acts when knowing about a conflict of interest situation. The Board members will present the Board of Directors the conflict of interest situation. Doubtful situations that may imply conflict of interest, do not exempt a Board member's obligation to refrain from participating in the correspondent activities.

**TITLE VIII.
REGARDING INFORMATION**

**CHAPTER I
PROVISION OF INFORMATION**

ARTICLE 77.- ON THE DOCUMENTS TO SUBMIT TO THE GENERAL SHAREHOLDERS ASSEMBLY:

The Board of Directors and Legal Representative shall submit to the General Shareholders Assembly, for their approval or disapproval, the statements of each fiscal year with the following information:

1. Breakdown of the Profit and Loss account of the fiscal year, identifying fixed assets' depreciation allocation, and amortizations of intangibles.
2. Proposal of dividends payable deducing amounts for income tax and other complementary for the fiscal year.
3. Board of Directors and CEO's Reports on the financial and economic situation of the company including accounting data and relevant statistics as follows:
 - 3.1. Expenses breakdown related to wages, fees, travel expenses, public relations expenses, bonuses, and payments in cash or in-kind, travel expenses and any other kind of payment that any executives of the company may have received.
 - 3.2 Expenses on the same account as those previously mentioned, made in favor of consultants or advisors, employees or not of the company, when their main function is that of processing before public or private entities, or advise or prepare studies for such processes.

- 3.3 Money transfers and other assets, free of charge or any other that can be assimilated as such, executed in favor of a persons or legal entity.
- 3.4 Advertising and public relations expenses, specifying each.
- 3.5 Money or other assets owned abroad and liabilities in foreign currency, and company's investments breakdown in other companies, either national or foreign.
- 3.6 Legal Representative's management report, in terms of the Law 603 de 2000. Additionally it should include company's risk rating.
4. Statutory Auditor's written report.
5. Report on Good Governance.
6. Report of Social Responsibility.

ARTICLE 78.- STANDARS OF INFORMATION:

It has been a policy of the company to provide information to the market, in due course, of the results of the commercial activities, expansion projects, research and development. Each person related to the company, must have special precaution on the handling of classified information, especially that relating to its competitive advantage, its corporate strategy, its competition, prices and campaigns.

All personnel related to the company must use the information they access by virtue of their duties, or contractual relations exclusively to meet these purposes, observing the disclosing information to third parties' procedure. Depending on the information, it is thus classified as follows:

1. General Information: used for general purposes, not considered classified.
2. Classified Information: only available to members of the Board of Directors, CEO, Secretary General, Vice-presidents and heads of office. Included among these are communications, which may represent risk to the company or involve competitive strategies.

OBLIGATIONS AND DISCLOSURE OF INFORMATION

Except for confidential information or that which may put at risk the business of the company or affect third parties' rights, the company will provide in its web page updated general information upholding to principles, criteria and professional practices as those used when preparing financial statements and are equally reliable as these. In addition, information with the following aspects will also be provided:

1. Financial and accounting statements
2. Projected cash flow.
3. Operations on shares and other own securities exceeding five percent (5%) of the share capital or outstanding securities.
4. Investment management applied policy.
5. Guarantees established for own benefit or third parties, their type, status and their market value, as established in the notes to the financial statements conditions.
6. Opportunities and problems related to the performance of its activity.
7. Issues related to the organization and development in the terms contained in the annual management report.
8. Its competitive environment.
9. Business projects.
10. Risks of environmental, tax, labor, civil and commercial contingencies that are material due to their nature or amount.
11. Relevant information related to risk management.
12. Financial debt level and main creditors.
13. Structure, operation, means of capturing, providing information and applied procedures of the Internal Control area, as well as the material findings derived from its activity.

14. The external audits conducted in the company, mentioning frequency, method and results.
 15. Professional qualifications of the members of the Board of Directors, administrators and internal control bodies.
 16. Statutory Auditor's reports on relevant findings so as to know its qualification and experience, in relation to its performance capacity concerning matters to review.
 17. Types and amount of shares issued by the company, and the amount of reserved shares per type of share.
 18. Policies related to compensation and any economic benefit in favor of the members of the Board of Directors, the Statutory Auditor, external auditors and Specialized Audits.
- Paragraph 1:** When according to the company the answer to an investor places him or her in a situation of advantage, all other investors must be provided immediately with the same answer through the web page as set forth in such purpose.

MEANS OF INFORMATION

The information mentioned previously, will be published permanently in the web page as defined for this purpose and it shall be available for the public in general.

ARTICLE 79.- INFORMATION DISCLOSED TO THE NATIONAL SECURITIES AND INTERMEDIARIES' REGISTER:

The company complies with its obligations to send information and up dates to the National Issuers and Securities Register of the Financial Superintendence.

ARTICLE 80.- PUBLISHING OF THE FINANCIAL STATEMENTS: Within the following month of approval, a copy of the financial statements for general purpose, together with its notes and auditor's opinion will be presented to the Chamber of Commerce corresponding to the head office of the company. The latter will issue a copy of the documents mentioned to whoever requires them and pays the corresponding costs. The Chamber of Commerce must preserve the Financial Statements provided by any means for a period of five years.

TITLE IX.

SHARES REPURCHASE POLICY, ECONOMIC RELATIONS BETWEEN THE COMPANY, ITS CONTROLLING PARTIES, DIRECTORS AND ADMINISTRATORS.

ARTICLE 81.- SHARES REPURCHASE POLICY:

It is the responsibility of the General Shareholders Assembly to order the reacquisition of own shares employing funds taken from cash profits, provided that the shares to purchase are totally freed as per the Law. Shares reacquired by the Company are not taken into account to establish a majority, neither do they confer the right to participate and vote in the General Shareholders Assembly, nor in receiving any type of economic benefit. The destination of the shares reacquired will be decided upon as per that establish in trade law.

ARTICLE 82.- REGARDING ECONOMIC RELATIONS BETWEEN THE COMPANY, ITS CONTROLLING PARTIES, THEIR DIRECTORS AND ADMINISTRATORS:

The Board of Directors will deliberate and will decide on the operations, covenants or contracts with headquarters or subordinate companies of its headquarters, as well as head companies, subordinated or affiliates of the previously mentioned for the acquisition of goods and services, understanding that any of such acquisitions or operations will be performed under the terms and conditions and costs that THE COMPANY usually bears or

charges third parties who are not related, meaning, market conditions.

Economic and commercial relations between the company, its shareholders, directors, administrators or relatives within fourth degree of consanguinity or second degree of affinity, will be managed as per the provisions of this Code and the Law.

No employee will participate in contracts or negotiations, when in a process of conflict of interests or if their relatives up to the fourth degree of consanguinity, second degree of affinity and first civil.

As soon as the employee acknowledges a conflict of interest situation, they will communicate immediately to their superior, so the latter may appoint an employee who will continue the process.

Those employees that contract or negotiate with the Company by legal obligation or use the goods and services that the Company renders under common conditions to those requesting the former must not be in a conflict of interest situation.

It is the duty of the Directors to inform the Board of Directors on their direct or indirect relations between them or with the Corporation or suppliers or clients or any other stakeholder, and which could derived in a conflict of interest situation or influence their judgment, opinion or vote.

TITULO X.

PREVENTION OF MONEY LAUNDERING ACTIVITIES AND TERRORIST FINANCING

EEB has a Manual in place for the Prevention of Money Laundering Activities and Terrorist Financing – SIPLA adopted by decision of the Board of Directors.

ARTICLE 83. – GENERAL POLICIES:

- It is the obligation of EEB officials to behave correctly, ethically and diligently in compliance with the prevention and control of all money laundering activities and terrorist financing that the law, control entities and the company have put in place.
- SIPLA Manual is binding upon all officials and must be known to all officials in the company.
- EEB's policy must provide effective support and collaboration to all authorities to provide them according to that demanded by law, the information they request to perform all proceedings.
- All officials must comply with all standards in terms of preventing the risk of money laundering activities and terrorist financing of trade objectives.
- Every official who identifies and considers that an operation may be classified as unusual, he/she must inform immediately the superior who will immediately inform the compliance official.
- All EEB official must follow internal policies and adhere their behaviors to reveal strict compliance with the law and specially those referring to money laundering activities and terrorist financing.

ARTICLE 84. – FUNCTIONS AND RESPONSIBILITIES IN SIPLA:

In addition to the obligations that are the responsibility of all other EEB officials, the Legal Representative, the Board of Directors, the Compliance Official, the Statutory Auditor, the CFO and the Secretary General are responsible for compliance and implementation of the SIPLA Manual, as per the functions detailed hereinbelow:

BOARD OF DIRECTORS:

1. Dictate policies for the prevention and control of money laundering activities and terrorist financing;
2. Approve the SIPLA manual, as well as updates thereto;
3. Approve mechanisms and instruments that make up SIPLA of the entity;
4. Design the compliance official
5. Pronounce with respect to each point contained in the reports submitted by the compliance official, living notice thereof in each minute;
6. Pronounce on the reports submitted by the statutory auditor and follow up to the observations and recommendation adopted, living express evidence in the respective minutes;
7. Order the technical and human resources required to implement and maintain the working order of SIPLA

LEGAL REPRESENTATIVE

1. Verify that the procedures established relate to all the policies established by the Board of Directors or whoever acts on its behalf;
2. Provide the technical and human resources required to implement and maintain SIPLA in working order;
3. Subject to approval of the Board of Directors or who ever acts on its behalf, and in accordance with the compliance official, the procedures of the SIPLA manual and revisions thereof;
4. Provide effective, efficient and timely support to the compliance official

COMPLIANCE OFFICIAL: Functions exercised by the Internal Control Director

1. Oversee effective, efficient and timely compliance of SIPLA;
2. Submit by annual written reports to the Board of Directors or whoever acts on its behalf, in which it must refer to minimum the following aspects: (i) Results of management performed, (ii) Compliance given as regards sending out of reports to the different authorities; (iii) The effectiveness of mechanisms and instruments set forth, as well as the measures taken to correct SIPLA flaws, (iv) Results of corrective measures ordered by the Board of Directors or whoever acts on its behalf, (v) Results of placement upon completion of the term of the respective public offer; (vi) A report regarding control to money laundering activities and terrorist financing, carrying out on transfers in the secondary market, if applicable.
3. Submit to the Legal Representative or whoever acts on its behalf the requirements of IT, technological, physical and human resources required to comply with all functions;
4. Promote adapting SIPLA corrective measures;
5. Assess the reports submitted by the Statutory Auditor and adopt the measures required vis-à-vis the flaws assessed;
6. Assist and coordinate any requirements, request or tasks from the competent legal or administrative authority in this matter;
7. Verify monthly all investments related by means of placement or negotiations carried out directly by the company, in the OFAC's SDN list or UNO List;
8. Send external reports to the Information and Financial Analysis Unit (UIAF – for its Spanish acronym) as per that set forth in number 5.1.4.2.2. of this manual;

STATUTORY AUDITOR:

1. Provide instruments to the controls that will allow to detect breaches to SIPLA

instructions. Such actions include analyzing the functions performed by company administrators and the compliance official as regards SIPLA.

2. Submit a report to the Board of Directors and the Compliance Official, expressing the conclusions obtained in the evaluation process of the standards on prevention and control of money laundering activities and terrorist financing.

CFO:

1. Carry out knowledge of investors according to Number 5.1.1. of the SIPLA Manual in those cases where EEB conducts a direct placement of securities.

SECRETARY GENERAL:

1. Register sales in the respective registry book;

2. Establish contractual clauses in all those contracts that EEB enters into with entities overseen by the Colombian Financial Superintendence for the administration of securities issuance and placement in the primary market and negotiations in the secondary market.

TÍTULO XI DISCLOSURE, CONSULT AND TERM

ARTICLE 85.- DISCLOSURE AND CONSULT:

This Code and any change thereto, will be reported and publish in EEB's web page.

ARTICLE 86.- TERM: ARTICLE Transitory.

This Corporate Good Governance Code, once approved by the Board of Directors and the General Shareholders Assembly, will govern the statutory reforms that imply adherence thereto.