



## **ORDINARY GENERAL SHAREHOLDERS' MEETING**

### **ITEM 13 OF THE AGENDA**

#### **READING AND APPROVAL OF SUCCESSION POLICY FOR THE BOARD OF DIRECTORS**

##### **THE BOARD OF DIRECTORS CONSIDERING THAT:**

1. ISA is committed to the compliance of Corporate Governance Best Practices, and therefore new standards that could be incorporated in our corporate documents were reviewed to continue increasing the Good Corporate Governance that characterizes ISA and to continue protecting shareholders and investors.
2. Corporate Governance Best Practices include the approval of the Succession Policy for the Board of Directors by the General Shareholders' Meeting, which has been approved in ISA since March 27, 2015. This policy needs to be updated, to incorporate a new skill matrix of the Board of Directors' members, according to the company's new strategy and establishing in the policy what the concept of diversity entails.

##### **PROPOSES**

#### **To approve the following Succession Policy for the Board of Directors:**

##### **PURPOSE**

To ensure the proper structure of the Board of Directors of ISA, by establishing the profiles and requirements that are considered appropriate to perform the duties and responsibilities of a member of the Board of Directors and that allow for its effective operation and contribution to the achievement of organizational objectives.

##### **PRINCIPLES**

- For the purpose of nominating candidates to form the Board of Directors, a reasonable balance and diversity will be considered, understanding the concept of diversity in a broad sense that includes aspects such as gender, generations, knowledge, experiences, skills, educational background, among others.



- It will be considered that applicants are not involved in any legal disqualifications and incompatibilities, and that they have sufficient competences, experience, educational background, integrity, independent judgement, knowledge, qualities, skills, and availability to be candidates to be Board members.
- The Board's Corporate Governance, Sustainability, and Risk Committee is responsible for the suitability assessment of candidates to be Board members.
- The Board's Corporate Governance, Sustainability, and Risk Committee will approve a skill matrix, based on the profiles that are established as suitable, and that matrix should seek that members have the following knowledges and experiences: (i) Energy transmission, (ii) Operation of electric systems, (iii) Road concessions, (iv) Telecommunication and ICT, (v) Cybersecurity. (vi) Innovation and entrepreneurship ecosystems, (vii) Sustainability, (viii) Public-private partnerships and strategic alliances, (ix) Business administration, (x) Strategic direction, (xi) Corporate finances and capital market, (xii) Mergers, acquisitions, and international businesses, (xiii) Business groups direction, (xiv) Human talent management, (xv) Business risk management, (xvi) Control and audit systems, (xvii) Legal and regulatory environment, (xviii) Relationships with authorities, and in general, visionary, and unifying business people, whose experiences and knowledge complement each other to form a strong and knowledgeable business-minded team.