



## **AGREEMENT No. 125**

**June 25, 2021**

Whereby the Organizational Talent Committee of Interconexión Eléctrica S.A. E.S.P. is regulated.

The Board of Interconexión Eléctrica S.A. E.S.P., in exercise of its statutory powers, and

### **WHEREAS:**

- A. That through Agreement 105 of November 25, 2016, the functions of ISA Board of Directors were regulated, and in the same document a special chapter through which the functions in general of the Board Committees were regulated as well.
- B. That through Agreement 117 of April 30, 2020 the Board of Directors constituted and regulated the Organizational Talent Committee.
- C. That considering the importance of the organizational talent for ISA and its companies as a pillar to achieve ISA2030 Strategy, it is necessary to amend first article of the Organizational Talent Committee regulations to increase the number of members of this Committee and to incorporate this amendment to the regulations into a single Agreement.

### **AGREES:**

**FIRST ARTICLE. COMPOSITION:** This Committee will consist of five (5) members from the Board of Directors, most of them independent, for a period of one year, appointment to be made by the Board of Directors, once appointed at the General Shareholders' Meeting. Single substitutions may also be made at the time if they are so required.

People who are part of the Management of ISA and the company group may not be appointed as Committee members.

**SECOND ARTICLE. FUNCTIONS:** The Organizational Talent Committee shall be responsible for making decisions, directing, supervising, and/or supporting or advising the Board of Directors and the Company's Management in relation to the administration of the organizational talent (Senior Management and employees) of ISA and the companies which are part of the company group. The Committee's functions are:



## **AGREEMENT No. 125**

**June 25, 2021**

Page 2 of 5

1. Approving the Work Model of the company group which establishes the relationship scheme and the managerial governance of the group's companies and following up its implementation.
2. Planning and managing the succession process of ISA's CEO, the Senior Management, and other relevant executives of the company group (Senior Management Succession Policy).
3. Evaluating candidates and proposing the appointment of ISA's CEO, for which it may have outside counsel.
4. Proposing to the Board of Directors the guidelines for the compensation of members of ISA's Senior Management (ISA's Senior Management Remuneration Policy), reviewing them on a regular basis, and proposing their modification or update.
5. Ensuring compliance with the Senior Management Remuneration Policy.
6. Approving the compensation system.
7. Approving the variable compensation indicators for the remuneration of employees of the company group and following up its achievement.
8. Analyzing and recommending to the Board of Directors the annual salary increase for ISA's employees.
9. Approving the organizational talent management model of the company group (Employment Policy) and following it up.
10. Analyzing and recommending to the Board of Directors in relation to ISA's staff.
11. Monitoring the development strategy of employees who work at companies which are part the company group.
12. Supporting the Board of Directors with the annual assessment of the performance of ISA's CEO and take knowledge of the performance assessment of the members of ISA's Senior Management.
13. Analyzing and following up the best national and international practices regarding attraction, retention, management, and promotion of human talent, the training programs for executives, and the measures adopted in the company group.
14. Monitoring management of change actions and organizational culture transformation.
15. Analyzing organizational climate results and following up the action plan derived from it.



## **AGREEMENT No. 125**

**June 25, 2021**

Page 3 of 5

16. Ensuring the implementation of an inclusion and diversity policy that includes aspects of gender, sex, skills, multiculturalism, and demographic factors, as well as submitting to the Board of Directors an annual report on diversity and inclusion.
17. Verifying the effectiveness of the occupational health and safety policies related to the activities of the company group.
18. Being aware of the reports on relevant judicial labor proceedings.
19. Being aware of the reports on the management of individual and collective employment relationships.
20. Other duties as assigned by the Board of Directors.

**THIRD ARTICLE. MEETINGS:** The Committee shall meet as often as required by the matters submitted for consideration. The Committee shall not meet and deliberate without the presence of at least two (2) members. Decisions are made by majority. Similarly, it may meet extraordinarily, when required, to deal exclusively with issues that have called their summon.

ISA's CEO and management level employees may attend meetings of this Committee as guests depending on the subject being discussed. In addition, invitations may be made to third parties.

**FOURTH ARTICLE. COMMITTEE CHAIRMAN:** This Committee shall be chaired by a person appointed by its members, who shall be an independent member.

The Chairman of the Committee, in addition to chairing meetings, shall be responsible for presenting to the Board of Directors, after analysis and review, the periodic reports of the matters under consideration and, if apply, decisions adopted or relevant recommendations.

**FIFTH ARTICLE. SECRETARY AND COMMITTEE MINUTES:** The Secretary of the Committee shall be the Chief Organizational Talent Officer of the Company or whoever acts as such, who shall have the following responsibilities:

- a) Summoning meetings.
- b) Preparing minutes. In the Committee Minutes, the following shall at least be recorded: meeting date, attending members and guests, tasks entrusted to the Committee members, a summary of opinions, and concepts from contracted



## **AGREEMENT No. 125**

**June 25, 2021**

Page 4 of 5

consultants, outcome analysis or evaluation and decisions or recommendations. Minutes shall be numbered consecutively.

The Committee Minutes are confidential. They shall remain in custody of the Secretary and only copies shall be delivered to the competent authorities and to those people authorized by the Board of Directors.

- c) Issuing the certificates requested, respecting the applicable rules, confidentiality, and discretion of those documents.

**SIXTH ARTICLE. CONFLICTS OF INTEREST:** During Committee meetings, after reading the agenda, the Committee's Chairman will ask the attendees, if they have any conflict of interest with respect to the issues addressed in the Committee, which shall be recorded in the corresponding minutes.

If during the Committee's meeting an issue, not part of the agenda, is authorized to be addressed, the Chairman will ask at the beginning about the possible existence of a conflict of interest with respect thereto.

If the existence of a conflict of interest is declared, the Committee member that expresses the conflict shall refrain from engaging in activities related to the matter giving rise to the conflict, thus applying the Company's Bylaws, the Procedure for the management of conflicts of interest of ISA's managers and the law.

**SEVENTH ARTICLE. DUTIES AND RESPONSIBILITIES:** In addition to the duties and responsibilities to ISA managers, Committee members shall attend meetings, prepare meeting topics, keep confidentiality of the discussions and decisions from the Committee, and refrain from intervening in the deliberations and decisions of issues that may involve conflict of interest.

Given the responsibilities of the Organizational Talent Committee's members, an annual self-assessment shall be made to evaluate its performance without prejudice of the application of other assessment schemes deemed convenient by the Board of Directors.

**EIGHTH ARTICLE. TERM AND DEROGATIONS:** This agreement replaces Agreement 117 of April 30, 2020 and is valid as of its issue date.

It is issued in Bogota, D.C., on June 25, 2021.



**AGREEMENT No. 125**

**June 25, 2021**

Page 5 of 5

**CHAIRMAN**

**SECRETARY**

**SANTIAGO MONTENEGRO TRUJILLO**

**SONIA MARGARITA ABUCHAR ALEMÁN**