



## **AGREEMENT No. 129**

**April 26, 2022**

Regulating Interconexión Eléctrica S.A. E.S.P.'s Corporate Governance, Sustainability, Technology and Innovation Committee (formerly Corporate Governance, Sustainability and Risk Committee).

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

### **WHEREAS:**

- A. By means of Agreement 118 of April 30, 2020, the name of the Board and Corporate Governance Committee was changed to Corporate Governance, Sustainability and Risk Committee, and its functions were updated.
- B. Regarding risk control and management functions, the Board of Directors assigned the Corporate Governance, Sustainability and Risk Committee and the Corporate Audit Committee advisory, supervision and guidance functions on these matters.
- C. The Corporate Governance, Sustainability and Risk Committee's functions include, besides those indicated in its name, supporting the Board of Directors in the areas of cybersecurity, information technology and innovation, among others. For this reason, the committee has been insufficient to address all the issues under its responsibility with the required depth.
- D. The Board of Directors, fulfilling its due diligence and care responsibilities, which include to permanently seek the best way to fully perform its functions, considers it appropriate to transfer to the Audit Committee the current functions of the Corporate Governance, Sustainability and Risk Committee regarding risk, as these matters are aligned with the functions of the Audit Committee.
- E. Since Ecopetrol S.A. purchased the ISA shares previously owned by the Nation, ISA is now part of the business group whose parent company is Ecopetrol S.A.
- F. ISA's General Shareholders' Meeting approved a bylaw reform with changes that reflect the new reality of ISA as part of the Ecopetrol business group, which establishes that ISA will be the company in charge of the strategic organization, supervision, and coordination of the companies in which it has a direct or indirect majority shareholding and in companies in which it has the capacity to influence management decisions ("ISA and its Companies"), disseminating or implementing, as the case may be, the general policies, strategies, guidelines, and instructions of the group's parent company, taking into account the characteristics and singularities of the countries and/or businesses in which such companies participate.

- G. In view of the foregoing, it is necessary to update the Regulations of the Corporate Governance, Sustainability and Risk Committee in order to eliminate its functions related to risks, which will be transferred to the now called Audit and Risk Committee; to modify the name of the Committee; and to reflect the new role of ISA as a company of the Ecopetrol group, as applicable.

**THEREFORE, IT AGREES:**

**ARTICLE ONE.** To change the name “Corporate Governance, Sustainability and Risk Committee” to “Corporate Governance, Sustainability, Technology and Innovation Committee.”

**ARTICLE TWO. COMPOSITION:** This Committee shall be composed of five (5) members of the Board of Directors, most of them independents, for a period of one (1) year, appointment to be made by the Board of Directors. Individual substitutions may also be made at the time if they are so required.

Administrators of ISA or its Companies may not be appointed as members of the Committee.

**ARTICLE THREE. FUNCTIONS:** The Corporate Governance, Sustainability, Technology and Innovation Committee will be responsible for making decisions; guiding, supervising and/or supporting or advising the Board of Directors and the Administration in matters related to corporate governance; and managing sustainability, innovation, cybersecurity and information technologies in ISA and its Companies. The Committee's functions are:

**Regarding corporate governance:**

1. Promote the adoption of good corporate governance practices in ISA and its Companies, including the approval of corporate governance policies and guidelines applicable to ISA and its Companies.
2. Promote the incorporation of diversity criteria (gender, generations, origin, knowledge, experience, among others) into the composition of ISA's Board of Directors and the boards of directors of its companies.
3. Propose to the Board of Directors the Succession Policy for its members, which shall be approved by the General Shareholders' Meeting, as well as the respective modifications.
4. Assess the suitability of Board candidates nominated by shareholders pursuant to the Board of Directors Succession Policy.
5. Verify the independent status of Board candidates so they can be proposed to the General Shareholders' Meeting.
6. Propose the Board of Directors Remuneration Policy to the Board of Directors, which shall be approved by the General Shareholders' Meeting, as well as the respective modifications.
7. Propose to the Board of Directors, within the framework of the Board of Directors Remuneration Policy approved by the General Shareholders' Meeting, the individual fee amounts.
8. Ensure compliance with the Board of Directors Remuneration Policy.

9. Support the Chairman of the Board of Directors in conducting the annual evaluation of that body, review the results of the process, and make suggestions for the best performance of it.
10. Ensure the proper functioning of the Board of Directors, including reviewing the calendar of meetings and agendas and the flow of complete, relevant, and timely information to its members.
11. Ensure that shareholders and the market in general have access to complete, accurate, and timely information of the Company to be disclosed.
12. Review and evaluate compliance with the Board's duties during the period.
13. Ensure that the Board Secretary coordinates the induction process for new Board members and promote their training and updating on topics related to the competencies of the Board of Directors.
14. Notify to the Board of Directors the cases of members that may adversely affect the Board's operations or the Company's reputation and, in particular, when they are involved in any of the cases of incompatibility, disability, legal prohibition, or permanent conflict of interest.
15. Be aware of behaviors of the Company's Board members that may be contrary to the provisions of the Bylaws, the Board's Regulations and other applicable regulations, which shall be reported to it at the discretion of the Committee.
16. Analyze and follow up on the best national and international corporate governance practices to create proposals and actions so that ISA and its Companies adopt those deemed convenient.
17. Ensure compliance with the policies, the Code of Good Corporate Governance and other codes of conduct adopted by the Company, supported by the Audit and Risk Committee.
18. Support the Audit and Risk Committee of ISA's Board of Directors in assessing and reporting to the Board of Directors the conflicts of interest, temporary or permanent, in which a significant shareholder, members of the Board of Directors and Senior Management may be involved directly or indirectly or through a related party, making the necessary proposals to address the situation. Also, in situations of conflict of interest arising between ISA and its Companies or between ISA and its parent company or its parent company's subordinate companies.
19. Analyze the proposed reforms to the Company's Bylaws and Corporate Governance Code that are related to the good governance of the Company and submit proposals for amendments, updates, and derogations of the provisions related thereto.
20. Respond, within ten (10) business days following their submission, to complaints from shareholders and investors who claim that the Company does not apply the adopted corporate governance policies or standards.

**Regarding sustainability:**

21. Guide the Administration in the adoption, follow-up, and improvement of sustainable practices in the environmental, social, and economic dimensions of ISA and its Companies.

22. Ensure that sustainability is a way of doing business, a cultural attribute, and a fundamental part of the long-term strategy of ISA and its Companies.
23. Propose to the Board of Directors the corporate strategy for the management of sustainability, and follow up on it.
24. Assess and ensure that the management of sustainability is aligned with the materiality, reputation, risk management, and business strategy analyses.
25. Suggest to the Board of Directors the adoption of best practices related to Sustainable Development Goals (SDG).
26. Analyze and follow up on the best national and international sustainability practices and recommend the implementation of the ones deemed convenient.
27. Approve and follow up on the application of the environmental policy, the social management model, and the guidelines related to respect for human rights in ISA and its Companies.
28. Evaluate the results of dialogues with stakeholders and review, on a regular basis, the commitments made with each group, as well as the plans and initiatives established in response to them.
29. Assess and give recommendations on the initiatives presented by ISA Companies to address the risks and opportunities derived from climate change.
30. Follow up on the identification and measurement issues that are relevant for the management of sustainability (materiality assessment), together with the evaluation of reputation and management plans defined.
31. Consider the recommendations made by investors and financial analysts to maintain and strengthen ISA's economic value.
32. Follow up on performance indicators related to the sustainability management function and impact assessment.
33. In coordination with the Organizational Talent Committee, ensure the implementation of sustainable labor practices in ISA and its Companies.

**Regarding information technologies:**

34. Review and follow up on compliance with the information policy, information and business technology management processes and plans, digital transformation, and cybersecurity.

**Regarding innovation:**

35. Follow up on compliance with ISA and its Companies' innovation strategy and monitor the innovation system.
36. Provide guidance to the Administration and recommendations to the Board of Directors on the governance mechanisms and models for the different innovation vehicles.
37. Advise the Administration and the Board of Directors on innovation strategies and their alignment with the organizational strategy and the different operational areas.

**Other functions:**

38. Report to the General Shareholders' Meeting on its activities, and answer questions made by shareholders on matters within its competence.
39. Other functions assigned by the Board of Directors.

**PARAGRAPH:** The general clause of competence is applicable to this Committee, so that it can hear any matter that is not specifically assigned to an Institutional Board Committee or to an Occasional Committee created for a specific topic.

**ARTICLE FOUR. MEETINGS:** The Committee shall meet as often as required, depending on the matters submitted for consideration. The Committee may not meet and deliberate without the presence of at least three (3) members. Decisions shall be made by simple majority. Similarly, it may hold extraordinary meetings, when required, exclusively to discuss issues for which the meeting has been summoned.

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

**FIRST PARAGRAPH.** Occasional Committees established by the Board of Directors, pursuant to the provisions of its Operating Regulations, shall be subject to the same regulations of the Corporate Governance, Sustainability, Technology and Innovation Committee for operations.

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

The Chairman, in addition to chairing meetings, shall be responsible for presenting to the Board of Directors, after analysis and review, the periodic reports of the matter under consideration, with the relevant recommendation.

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

- a) Summon the meetings.
- b) Prepare the minutes. In the Committee Minutes, at least the following shall be recorded: the date of the meeting, the attending members and guests, the tasks entrusted to the Committee members, a summary of the opinions, fees of contracted consultants, outcome of the analysis or evaluation, and decisions or recommendations, succinctly motivated. The minutes shall have a consecutive number.

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

- C) Issue the certificates requested, respecting the applicable provisions and the confidentiality of such documents.

**ARTICLE SEVEN. CONFLICTS OF INTEREST:** In Committee meetings, after reading the agenda, the Chairman shall 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 course of the meeting, it is authorized to discuss an item not included in the agenda, the Chairman shall ask at the beginning of the presentation of the item whether there is any possible conflict of interest with respect thereto.

If the existence of a conflict of interest is declared, the member of the Committee involved in 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.

**ARTICLE EIGHT. DUTIES AND RESPONSIBILITIES:** In addition to the duties and responsibilities applicable to them as ISA administrators, Committee members shall attend meetings, prepare the topics to be addressed in them, maintain the confidentiality of the discussions and decisions of the Committee, and refrain from intervening in the deliberations and decisions of issues that may involve conflict of interest.

Due to the responsibilities of the members of the Corporate Governance, Sustainability, Technology and Innovation Committee, an annual self-assessment shall be made to measure performance, without prejudice to the application of other assessment schemes deemed convenient by the Board of Directors.

**ARTICLE NINE. TERM AND DEROGATIONS:** This agreement is effective as of the date of its issuance and repeals all internal general or particular regulations of ISA that are contrary to it, especially Agreement 118 of April 30, 2020.

Issued in Bogota, D.C., on April 26, 2022.

**CHAIRMAN**

**SECRETARY**

**SANTIAGO MONTENEGRO TRUJILLO**

**SONIA MARGARITA ABUCHAR ALEMÁN**