



## **AGREEMENT 135**

**(January 24, 2024)**

Whereby measures and procedures are established to ensure that no unsafe and unauthorized practices are incurred in the holding of the General Shareholders' Meetings of Interconexión Eléctrica S.A. E.S.P.

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

### **WHEREAS:**

1. In accordance with paragraph 1.2.6 of Chapter VI of Title I of Part III of the Basic Legal Circular of the Financial Superintendence of Colombia, the boards of directors of companies issuing shares must establish in writing appropriate and sufficient measures to ensure that they do not engage in unsafe and unauthorized practices, as indicated in the aforementioned Circular for the representation of shareholders at meetings.
2. Such measures should be directed to the legal representatives, managers, and other officers of the corporation, to ensure that they give equitable treatment to all the shareholders of the company.
3. Article 184 of the Colombian Code of Commerce establishes the legal requirements for proxies for shareholders to be represented at the Shareholders' Meeting, according to which, any shareholder may be represented at the meeting by means of a written proxy, indicating the name of the proxy, the person who may replace him/her, if applicable, the date or time of the meeting or meetings for which it is granted and the other requirements set forth in the bylaws. Proxies granted abroad will only require the formalities described herein.
4. Pursuant to Article 185 of the Colombian Code of Commerce, it is prohibited for shareholders to grant proxies to the Company's directors and employees, since, except in cases of legal representation, the Company's directors and employees may not represent shares other than their own at meetings of the shareholders, while they are in office, nor may they substitute the proxies granted to them. Neither may they vote on the balance sheets and accounts at the end of the fiscal year nor on those of the liquidation.
5. Article 23 of Law 222 of 1995 establishes that the duties of the directors are to ensure strict compliance with legal or statutory provisions; to treat all shareholders equally and respect the exercise of the right of inspection of all of them; and to abstain from participating, either personally or through a third party, in activities that imply competition with the corporation or in acts with respect to which there



is a conflict of interest, unless expressly authorized by the general shareholders' meeting; among others.

**THEREFORE, IT AGREES:**

**ARTICLE ONE:** To the extent that they may constitute a contravention of the provisions of Articles 184 and 185 of the Code of Commerce and Article 23 of Law 222 of 1995, for the holding of the general shareholders' meetings of ISA, the legal representatives, administrators and employees of the Company must refrain from directly or indirectly engaging in the following conducts, in relation to the representation of the shareholders:

1. Encouraging, promoting, or suggesting to shareholders the granting of proxies in which the name of the representative for the shareholders' meetings of the respective corporations is not clearly defined.
2. Receiving from shareholders proxies for shareholders' meetings in which the name of the respective representative is not clearly defined.
3. Admitting as valid for participation in the shareholders' meetings proxies granted by shareholders without full compliance with the requirements established in article 184 of the Commercial Code.
4. Suggesting or determining the name of those who will act as proxies for the shareholders at the meetings.
5. Recommending shareholders to vote for a certain ballot.
6. Suggesting, coordinating, agreeing with any shareholder or any representative of shareholders, the presentation at the meeting of proposals to be submitted for its consideration.
7. Suggesting, coordinating or agreeing with any shareholder or shareholders' representative, the voting in favor or against any motion submitted for its consideration. In any case, the managers and/or employees of ISA may exercise the voting rights inherent to their own shares and to those they represent when acting as legal representatives.

**ARTICLE TWO:** In the event that any of the situations foreseen in the preceding article should arise, the following procedure shall be followed:

1. The Company's Management and/or those appointed by it to receive and review the powers of attorney, must return to their principals the powers of attorney that



may contravene the provisions of Articles 184 and 185 of the Code of Commerce and Article 1 of this Agreement.

2. Management must inform shareholders through suitable means of communication that proxies may not be granted to persons directly or indirectly related to Management or to ISA employees.
3. The members of the Company's Management may not receive special powers of attorney prior to the convening notice informing them of the business to be discussed at the respective meeting.
4. Management must adopt all necessary measures to ensure that ISA's employees act with neutrality towards the different shareholders, for which purpose the provisions of the Company's bylaws and the Code of Good Corporate Governance, especially those referring to shareholders' rights and shareholders' meetings, and this Agreement, shall be strictly complied with.
5. The Management must, prior to the holding of the shareholders' meeting, adopt all appropriate and sufficient measures to guarantee the effective participation of the shareholders in the meeting, the equitable treatment of all shareholders and the exercise of their political rights, for which purpose the provisions of the corporate bylaws and the Code of Good Corporate Governance, in relation to the rights of the shareholders and the general shareholders' meetings, and the provisions of this Agreement, shall be applied.
6. In order to verify adequate compliance with the measures and procedures established in this Agreement, the control mechanisms defined in the Control Architecture shall be applied by the departments in charge of compliance management and control activities, as appropriate.
7. Prior to the beginning of the general shareholders' meetings, the Chief Officers responsible for compliance management and control activities shall report to the Board of Directors on compliance with the provisions of this Agreement, and Management shall take the necessary measures to remedy any possible shortcomings detected by the departments responsible for verification.
8. The measures and mechanisms established in this Agreement shall apply to all ISA shareholders' meetings, unless the Board of Directors determines otherwise for any particular meeting, and shall be communicated to the National Securities and Issuers' Register - RNVE, through the mechanism established for the provision of relevant information, prior to the holding of the respective shareholders' meeting. In no case does the use of this mechanism grant the information communicated the quality of relevant information.

**ARTICLE THREE:** This Agreement is effective as of the date of its issuance.



Subscribed by the Chairman of the Board of Directors in Bogotá and by the Secretary in Medellín, as proof of the decision adopted at the Board of Directors meeting held on January 24, 2024.

**SANTIAGO MONTENEGRO TRUJILLO**  
Chairman of the Board of Directors

**SONIA ABUCHAR ALEMÁN**  
Secretary of the Board of Directors