



AGREEMENT 139

June 19, 2025

Whereby the Audit and Risk 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.** The Regulations of the Audit and Risk Committee were updated by means of Agreement No. 128 of 2022, in order to assign it the risk-related functions that were previously under the responsibility of the Corporate Governance, Sustainability, Technology and Innovation Committee (formerly, Corporate Governance, Sustainability and Risk Committee), modify its name in accordance with its new functions, reflect the role of ISA within the Ecopetrol Group and incorporate certain guidelines of the parent company.
- B.** By means of Agreement 136 of January 28, 2025, the Operating Regulations of the Audit and Risk Committee were amended to add to the functions of this Committee, in compliance matters, the function of recommending to the Board of Directors the appointment and removal of the Chief Risk and Compliance Officer, to whom the Board of Directors assigned the role of compliance officer.
- C.** The Board of Directors, by means of Agreement 138 of June 19, 2025, modified the Board of Directors' Operating Regulations in order to harmonize them with the statutory reforms approved by the Shareholders' Meeting and to formalize some good corporate governance practices in the operation of the Board of Directors; therefore, it is necessary to update some aspects of the Audit and Risk Committee's Operating Regulations.

THEREFORE, IT AGREES:

ARTICLE ONE: COMPOSITION: This Committee shall be composed of five (5) members of the Board of Directors, the majority of whom shall be independent, for the statutory term of the Board of Directors, appointment to be made by the Board at the session following the election of the Board of Directors by the General Shareholders' Meeting.



In the event that the Board of Directors deems it pertinent to modify the composition of the Committee before the end of the statutory period, the Committee shall be appointed for the remainder of the respective period. Individual substitutions may also be made when required, in which case the provisions of this paragraph shall apply.

Administrators of ISA or its Companies may not be appointed as members of the Committee. The Committee shall be attended by the Statutory Auditor, who shall attend with voice but without voting rights.

ARTICLE TWO. FUNCTIONS: ISA's Audit and Risk Committee is in charge of overseeing the management and effectiveness of internal control in ISA and its Companies and of the following functions, notwithstanding the provisions of the Law and the Company's Bylaws:

Internal control:

1. Approve guidelines, policies, principles, models, procedures, and methodologies to be applied in corporate control.
2. Ensure that ISA and its Companies have an effective corporate control system in place.
3. Facilitate the implementation of good risk and control governance practices for ISA and its Companies, ensuring that the controls are properly balanced.
4. Oversee the execution of activities under existing rules of procedure, agreements, bylaws, regulations, and laws, to the extent deemed necessary or appropriate by the Committee or the Board.
5. Contribute to the oversight of compliance with the Code of Good Governance assigned to the Corporate Governance, Sustainability, Technology, and Innovation Committee of ISA's Board of Directors.
6. Analyze material business transactions between ISA and its related parties and submit to the Board of Directors recommendations regarding their approval.
7. Be aware of the Corporate Audit reports on non-material transactions between ISA and its related parties.

Internal Audit:

8. Recommend to the CEO the selection or dismissal of the person that will perform the internal audit function, who in turn shall appoint and determine his/her compensation according to internal procedures for the management of human talent.
9. Ensure that Corporate Audit and external audit (statutory audit) is performed in an environment of independence and transparency, and that the necessary resources are



available for this purpose, informing the Board of Directors of any situation that may jeopardize compliance.

10. Monitor the adoption of appropriate audit practices.
11. Evaluate and follow up on the management of ISA and its Companies' Corporate Audit.
12. Approve the Corporate Audit annual work plan and follow up on its compliance.
13. Know and make decisions based on the findings made by the Corporate Audit and other oversight and control entities; ensure that they are incorporated into improvement plans and follow up on their implementation.
14. Inform the Board of Directors and the General Shareholders' Meeting of any findings or risk situations that may arise.

External Audit:

15. Guide and supervise the selection process of the external financial auditor or statutory auditor and submit to the Board of Directors the recommendation for the General Shareholders' Meeting.
16. Review and evaluate the performance of the statutory auditor (external audit).
17. Review and define any major disagreement emerged between administrators and Corporate Audit or external audit (statutory audit), regarding processes improvement.

Financial Reporting:

18. Assess the financial statements to be presented to the Board of Directors and to the General Shareholders' Meeting and ensure the adoption and enforcement of appropriate accounting practices.
19. Ensure that the preparation, presentation, and disclosure of financial information complies with the provisions of the law.
20. Supervise the adoption of and compliance with adequate accounting and financial disclosure practices.
21. Know, study, analyze and decide on possible irregularities in accounting or financial information.

Compliance:

22. Recommend to the Board of Directors the approval and later modifications of the Code of Ethics and Conduct, the Manual for the Integral System for the Prevention of Money Laundering and Financing of Terrorism and Proliferation of Weapons of Mass Destruction and the codes, manuals or documents that pursuant to the law or the guidelines of the parent company of the corporate group shall be approved by the Board of Directors.



23. Oversee the effectiveness of the corporate governance practices implemented, as well as the level of compliance with the ethical and conduct standards adopted by the Company.
24. Request investigations or special work if required, and/or the required corrective measures with respect to ethical misconduct.
25. Follow up and make recommendations regarding the effectiveness of systems for the prevention of corruption, bribery, fraud and money laundering, financing of terrorism and proliferation of weapons of mass destruction and verify the adequate disclosure of information about them.
26. Recommend to the Board of Directors of ISA, the selection and removal of the Chief Risk and Compliance Officer who exercises the role of Compliance Officer, whose compensation shall be determined by the CEO of the Company in accordance with internal procedures for the management of human talent. In order to ensure the independence of the compliance function, the Chief Risk and Compliance Officer will report functionally to the Audit and Risk Committee with respect to this function.
27. Ensure that the compliance function is carried out in an environment of independence and transparency, and that the necessary technical and human resources are available to implement and maintain the compliance system in operation.
28. Oversee the effectiveness of compliance management for the prevention and control of fraud, corruption, bribery, money laundering and financing of terrorism and proliferation of weapons of mass destruction and be aware of the Compliance Officer's reports.
29. Help prepare the report to be submitted by the Board of Directors to the General Shareholders' Meeting on internal control, which shall include, among others:
 - a. General policies established for the implementation of internal control in the entity.
 - b. The process used to review the effectiveness of internal control, with specific mention of risk management aspects.
 - c. The most relevant activities carried out by the Audit and Risk Committee.
 - d. The material deficiencies detected, the recommendations made, and the actions made, including, among other matters, those that could affect the financial statements and the management report.
 - e. The comments made by the oversight bodies and penalties imposed where relevant.
 - f. Present the evaluation of the work performed by Corporate Audit, including, among other aspects, the scope of the work performed, the independence of the function and the resources assigned to it.
30. Assess and report to the Board of Directors the situations of conflict 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.



31. Assess and report to the Board of Directors the potential conflicts of interest between ISA and its Companies or between ISA and its parent company or its parent company's subordinate companies, or with its Administrators and related parties, making the necessary proposals to address the situation.

Risks:

32. Assist the Board of Directors in the fulfillment of its oversight responsibilities regarding risk management and matters raised by shareholders in this area.
33. Inform the Board of Directors about the effective implementation of the comprehensive risk management model, so that the main risks are properly identified, managed, and reported to the Board.
34. Review and assess the integrity and sufficiency of the risk management function, assigning responsibilities according to the integrity and sufficiency of the risk management function within ISA and its Companies, as appropriate.
35. Approve the strategy, guidelines, and regulations (manual) for the Company's risk management function, assessing them on a regular basis, and proposing the corresponding updates.
36. Approve the comprehensive risk management policy for ISA and its Companies.
37. Approve the Company's comprehensive risk management model; determine in a standardized, systematic manner the comprehensive risk management methodology of the ISA companies; and review it on a regular basis.
38. Identify and assess emerging risks and any other risk that may affect the medium and long-term business validity (such as the results of technological, climate, and social changes), as well as the existing alert mechanisms, evaluating their effectiveness on a regular basis.
39. Promote relations with the audit and compliance sector of ISA and its companies, so that functions are performed taking into account the risk-based approach.
40. Monitor the information on the risk management function that is reported to the stakeholders, so that it is consistent with the expectations of such groups and the comprehensive risk management model.
41. Analyze and evaluate the Company's risk control systems and tools.
42. Approve the Company's risk profile (risk map) and establish indicators to follow up said profile.
43. Monitor ISA and its Companies' main risks according to the comprehensive risk management model and its governance.



44. Review prioritization levels (risk limits) and follow-up on risk reports and work plans, making appropriate recommendations to the Board of Directors, other board committees and/or Management.
45. Analyze and assess the ordinary management risk in the Company, regarding prioritization (limits) and risk profile (risk maps), especially reviewing the context, assessment, treatment, and communication of the risks, and management measures thereof.
46. Recommend additional management measures on the occasion of ex-post analysis of risks and inform the Board of Directors.
47. Formulate the improvement initiatives deemed necessary for infrastructure and internal control systems and risk management.
48. Consider guidelines or recommendations made by oversight authorities, control entities or authorities in general related to the Company's risk management.
49. Promote the development of a comprehensive risk management model in ISA and its Companies that allows establishing a risk profile (risk map) according to the strategic objectives and a follow-up of the degree of suitability of the risks assumed in this profile.
50. Promote a culture where risk is a relevant factor for all decisions at all levels, for example, through the disclosure of and training on the comprehensive risk management model in ISA and its Companies.
51. Summon, when deemed appropriate, each of the leaders of the business units of ISA and its Companies, to report on the trends of their respective businesses and the risks associated with them, all of the above notwithstanding the shareholder and corporate governance structure, by virtue of which each of ISA's Companies is responsible for directly and effectively managing the risks of their businesses.
52. Ensure that the management of crisis arising from the materialization of risks is made considering the comprehensive risk management model, for example, continuity plans, contingency plans, and emergency plans, among others.

Other functions:

53. Other functions assigned by the Board of Directors.

ARTICLE THREE. MEETINGS, CONVENING AND INFORMATION FOR THE COMMITTEE: The Committee shall hold regular monthly meetings, except in those cases where it is not possible or not required, ensuring in all cases that the Committee fulfills its functions. It may meet in person, or through available technological means of communication that allow deliberation and proof of communications and decisions. It may also make decisions by written vote.



The Committee may not meet and deliberate without the presence of at least three (3) of its 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.

The convenings to the meetings of the Committees shall be sent to the e-mail addresses registered by the members of the Committees with the Company, through the application defined by the management of the Board of Directors and the Committees.

Regular meetings shall be called by the Secretary of the Committee at least three (3) working days prior to the date of the meeting. When due to urgent circumstances it is necessary to hold extraordinary meetings, these shall be called at least one (1) working day in advance. Additionally, with the same advance notice, the secretary of the Committee shall give notice of extraordinary meetings to the members through an alternate communication mechanism, such as telephone calls or instant messaging applications used by the Committee.

In the application defined for the management of the Board of Directors and the Committees, the Committee members may access the following information: (i) minutes to be submitted for approval at the meeting convened, (ii) agenda of the meeting, which includes the estimated time for each of the items specifying whether the topic is follow-up, informative or decisional, (iii) information necessary for the deliberation and decision making of the items on the agenda. This information shall be available in the application to be consulted at least three (3) working days in advance in the case of ordinary meetings. In the case of extraordinary meetings, the information shall be made available for consultation in the application defined by the management of the Board of Directors and the Committees as far in advance as possible of the meeting.

The information made available to the members of the Committee for the performance of their duties must only be used by them for the purpose for which it was provided to them and the confidentiality required to preserve the interests of ISA and the companies that make up the corporate group must be maintained.

The Board of Directors may authorize the participation of members of the Board who are not members of any Committee as guests, with voice but without vote, and without the right to remuneration.

Management level employees, depending on the subject under discussion, may attend Committee meetings as guests. Invitations may also be extended to third parties.



PARAGRAPH: Requests for corporate information to members of Management by members of the Committee should be made by e-mail to the CEO of the Company and the Secretary of the Committee. These shall be answered by the same means, with a copy to the other members of the Committee, in order to ensure symmetry of information among the members of the Committee. The Chairman of the Committee and the Secretary of the Committee may have the pertinent communications with the members of the Committee and the Administration for the fulfillment of their functions.

ARTICLE FOUR. AGENDA: The agenda for the Committee's meetings shall be included in the notice of each meeting, which shall contain a breakdown of each of the items to be discussed.

The members of the Committee may request modification of the agenda or the inclusion of new items, submitting the respective request to the Chairman of the Committee, who shall submit it to the Committee for its consideration.

For ordinary meetings of the Committee, at least the following items shall be included in the agenda:

- Verification of quorum
- Approval of the agenda
- Declaration of conflicts of interest
- Approval of minutes
- Decision-making topics
- Informative topics
- Follow-up topics

For extraordinary meetings, at least the following items shall be included on the agenda:

- Verification of quorum
- Approval of the agenda
- Declaration of conflicts of interest
- Specific topics to be discussed at the respective meeting, indicating whether it is of a decision-making, informative or follow-up nature.

ARTICLE FIVE. COMMITTEE CHAIRMAN: This Committee shall be chaired by the person appointed by the Board of Directors, who shall be independent. The election of the Chairman of the Committee shall be for the statutory term of office of this body. In the event that the Board deems it appropriate to change the chairmanship of the Committee, the chairman of the Committee shall be elected for the remainder of the respective statutory term.



The chairman of the committee shall have the following duties:

1. Coordinate and plan the operation of the Committee by establishing an annual work plan based on the assigned functions.
2. Prepare the agenda for the meetings, in coordination with the Secretary of the Committee. The other members may request the Chairman of the Committee to include items on the agenda.
3. To ensure delivery, in due time and form, of information to the Committee members, directly or through the Secretary of the Committee.
4. To declare the meeting open once the quorum of the Committee has been verified.
5. Chair the meetings of the Committee and promote the active participation of its members.
6. Manage the debates, submit matters to a vote when he/she considers them sufficiently analyzed and close the session at the end of the agenda.
7. Submit to the Board of Directors periodic reports on the matters submitted for consideration by the Committee, and if applicable, the decisions adopted or the pertinent recommendations.

In the absence of the Chairman of the Committee at any meeting, an ad-hoc Chairman shall be appointed.

ARTICLE SIX. SECRETARY: The secretary of the committee shall be the Chief Corporate Audit Officer or whoever takes his or her place, who shall have the following responsibilities:

1. To call meetings and verify the timely and accurate provision of information to the members, through the application defined by the Company for the management of the Board of Directors and its Committees.
2. Prepare the minutes, duly reflecting the development of the sessions, for which at least the following shall be noted: date of the meeting, members attending and guests, tasks entrusted by the Committee, summary of the opinions of the advisors, result of the analysis or evaluation and the decisions or recommendations, with a succinct reasoning. The minutes shall be numbered consecutively.
3. Conserve and safeguard the Committee's information.
4. To ensure compliance with the functions of the Committee and to request advice from the Chief Legal Officer when deemed necessary to ensure compliance with the law, the Company's Bylaws, and other internal regulations of the Company.
5. Promote and inform the Committee on national and international trends in matters assigned to the Committee.
6. To issue the certificates requested, respecting the applicable provisions and the confidentiality of such documents.



ARTICLE SEVEN. COMMITTEE MINUTES: Minutes shall be taken of all meetings of the Committee and its deliberations, resolutions and decisions, which shall be approved by the Committee and signed by the Chairman and the Secretary of the Committee of the respective meeting or, failing this, by other members of the Committee who participated in the respective meeting. The minutes shall be recorded in the "Minutes Book". The minutes shall identify the supports that served as the basis for the decision-making process, as well as the reasons for agreement or disagreement taken into account for the decision-making process. In the case of virtual meetings of the Committee, the minutes shall be signed by the Legal Representative and the Secretary of the Committee. In the absence of the latter, it shall be signed by one of the members of the Committee.

In cases of virtual meetings and voting in writing, the minutes should be kept and set in the respective book within thirty (30) calendar days following that in which the resolution was completed.

The minutes of the Committee are confidential, shall be kept in the custody of the secretary and copies shall only be delivered to the competent authorities and those authorized by the Board of Directors.

The members of the Committee shall have the right to access copies of the minutes of the Committee and the information corresponding to the meetings in which they have been entitled to participate during the time in which they hold such capacity.

In the event that a member of the Committee requires, in the exercise of his or her duties, access to Committee minutes and information corresponding to meetings held at a time when he or she was not a member of the Committee, he or she must request authorization from the Board of Directors, justifying his or her request, who shall evaluate its relevance and scope.

Those who have been members of the Committee shall have the right to access copies of the minutes and information corresponding to the meetings held at the time they were members of the Committee.

Members of the Board of Directors shall have the right to access the minutes of the Committee's meetings, regardless of whether or not they are members of the Committee.

In all the above cases, the members or former members of the Committee must maintain confidentiality or reserve of the information.

ARTICLE EIGHT. RELATIONS: In order to fulfill its responsibilities, it is imperative that the Audit and Risk Committee maintain the following levels of interaction:

- Chief Corporate Audit Office.



- Statutory Auditor (External Auditor).
- Chief Corporate Finance Office.
- Chief Risk and Compliance Office.
- Internal and external control entities.
- Contracted external advisors (if required).

ARTICLE NINE. CONFLICTS OF INTEREST: The members of the Committee are in a situation of conflict of interest, in the cases established by current regulations, as well as when, due to their functions, they must make a decision, or perform or omit an action and are in the possibility of choosing between the Company's interest and their own interest or that of a third party, so that opting for either of the latter two would compromise their objectivity or independence.

When a member of the Committee is faced with a conflict of interest, or has doubts about the existence of a conflict of interest, he/she must comply with the following procedure:

- i. Refrain from intervening directly or indirectly in the activities and decisions related to the social determinations concerning the conflict or cease any action when he/she becomes aware of the conflict-of-interest situation.
- ii. Disclose the conflict-of-interest situation to the Committee.

Doubts regarding the configuration of acts involving conflicts of interest do not exempt the member of the Committee from the obligation to abstain from participating in the respective activities.

These circumstances shall be recorded in the minutes of the respective meeting.

PARAGRAPH. DECLARATION OF CONFLICTS OF INTEREST. At Committee meetings, once the agenda has been read, the Chairman of the Committee shall ask those attending the meeting if they have any conflict of interest with respect to the matters to be discussed at the Committee, which shall be recorded in the respective 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 a conflict of interest is declared to exist, the Committee member involved in such conflict shall refrain from participating in the activities related to the matter giving rise to such conflict, thus applying the procedure set forth in this article.



It is the responsibility of each Committee member to identify and declare his or her conflicts of interest with respect to matters discussed by the Committee.

As a general rule, the Committee member involved in a conflict of interest shall abstain from participating in the respective agenda item. However, if in consideration of his or her duties of loyalty and diligence towards ISA, the member involved in the conflict considers that he or she has useful background information for the Committee to decide with complete and sufficient information, the member may participate, under his or her responsibility, in the agenda item in the information and deliberation phase, but shall refrain from participating in the decision on the issue.

The provisions of this article are complemented by the regulatory framework, the procedure for managing conflicts of interest of ISA's directors contained in the Code of Good Corporate Governance, the Code of Ethics and Conduct, and the Anti-Corruption and Anti-Bribery Management Guide.

ARTICLE TEN. DUTIES AND RESPONSIBILITIES: In addition to the duties and responsibilities that correspond to them as ISA directors, the persons that make up the Committee must attend the meetings, prepare the topics to be discussed at the meetings, maintain the confidentiality of the Committee's discussions and decisions, and refrain from intervening in the deliberations and decisions on topics that may involve a conflict of interest, unless the provisions of the paragraph of article nine of these regulations are applied.

ARTICLE ELEVEN. CONFIDENTIALITY AND USE OF INFORMATION: The information made available to the members of the Committee for the performance of their duties must only be used by them for the purpose for which it was provided to them, and the confidentiality or reserve required to preserve the interests of ISA and the companies that make up the corporate group must be maintained with respect to this information.

The minutes, documents and supporting presentations, including the opinions and documents produced by the Committee's external advisors, the deliberations and decisions of the Board of Directors shall be confidential or reserved under the terms established by the applicable regulatory framework.

The decisions of the Committee that constitute relevant information will be disclosed in a timely manner in accordance with the procedures defined within the Company.

ARTICLE TWELVE. REMUNERATION: The members of the Committee shall receive fees for attendance at each meeting the same amount as those approved by the General Shareholders'



Meeting for attendance at each meeting of the Board of Directors. Public servants participating in the Committee are responsible for informing the Secretary of the Committee of any restrictions they may have on receiving the respective remuneration.

ARTICLE THIRTEEN. TERM AND DEROGATIONS: This agreement is effective as of the date of its issuance and repeals all internal ISA regulations of a general or particular nature that are contrary to it, especially Agreement 136 of January 28, 2025.

Issued in Bogotá, on the nineteenth (19th) day of June, 2025.

CHAIRMAN

SECRETARY

JUAN PABLO ZÁRATE PERDOMO

SONIA M. ABUCHAR ALEMÁN