



7.

Consideration: Amendment to the General Meeting Regulations



Grupo Energía Bogotá



7. Consideration: Amendment to the General Meeting Regulations

1. Amendment to Regulations in order to adopt the provisions of the Shareholders' Agreement
2. Amendment to Regulations in order to adopt self-regulation measures in terms of Corporate Governance

7.1 Amendment to Regulations – Article 4



| Original Version | Proposed Version | Justification |
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| <p>Article 4.- EXTRAORDINARY MEETINGS:</p> <p>Extraordinary meetings shall be verified through notice by the Board of Directors, the President or the Statutory Auditor of the Company. In addition, any of the aforementioned authorities shall call a General Meeting of Shareholders when required by a number of shareholders representing at least a quarter of the subscribed capital</p> <p>(...)</p> | <p>Article 4.- EXTRAORDINARY MEETINGS:</p> <p>Extraordinary meetings shall be called through notice by the Board of Directors, the President or the Statutory Auditor of the Company. In addition, any of the aforementioned authorities shall call a General Meeting of Shareholders when required by a <u>plural</u> number of shareholders representing at least <u>ten percent (10%)</u> of the subscribed capital</p> <p>(...)</p> | <p>Article 4 is amended as the Shareholders' Agreement sets forth the authority to directly call the General Meeting of Shareholders by a plural number of shareholders representing at least ten percent (10%) of the subscribed capital of GEB, which constitutes an additional guarantee for minority shareholders through the reduction of the threshold to 10% from 25%.</p> <p>The text of the regulation in the Shareholders' Agreement is as follows:</p> <p>Article III. GEB General Meeting of Shareholders called by minority shareholders</p> <p>Section 3.01 The District undertakes to propose the meeting of shareholders, and to approve by vote, an amendment to the By-Laws in order to allow a <u>plural</u> number of shareholders representing <u>ten percent (10%)</u> of the subscribed shares of GEB to request the Board of Directors, the President or the Statutory Auditor of the Company to call extraordinary meetings of shareholders. In that regard, the text to be submitted for the consideration of the meeting of shareholders in order to amend the second subparagraph of Article 45 of the corporate by-laws shall be the following:</p> <p><i>“Extraordinary meetings shall be held through notice by the Board of Directors, the President or the Statutory Auditor of the Company. In addition, any of the aforementioned authorities shall call a Meeting of Shareholders when required by a plural number of shareholders representing at least ten percent (10%) of the subscribed capital”</i></p> |

7.1 Amendment to Regulations – Article 16



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| <p>Article 16.- Elections and electoral quotient system :</p> <p>In elections and voting processes of the General Meeting of Shareholders, the following rules shall apply:</p> <p>(...)</p> | <p>Article 16.- Elections and electoral quotient system :</p> <p>In elections and voting processes of the General Meeting of Shareholders, the following rules shall apply:</p> <p>(...)</p> <p><u>First Paragraph: The Board of Directors shall be composed by persons gathering the highest personal and professional qualifications as defined in the Nomination, Succession and Remuneration Policy of the Board of Directors. For their election, the general meeting of shareholders shall take into account the criteria set by the Nomination, Succession and Remuneration Policy, including among others: (1) experience in the field of finance, law or related sciences, and/or activities related to the utility sector, and/or operations performed by the Company; and (2) their profile, including professional career, recognition, prestige, availability, leadership, good name and recognition of the candidate because of their professional suitability and integrity. The suitability assessment of candidates and their compliance with applicable requirements shall be carried out prior to the election by the Compensation and Corporate Governance Committees of the Board of Directors of the Company, which may hold a joint session.</u></p> | <p>Section 5.03. The Board of Directors shall be composed by persons gathering the highest personal and professional qualifications as defined in the Succession and Nomination Policy of the Board of Directors. For their election, the meeting of shareholders shall take into account the criteria set by the Succession and Nomination Policy, including among others: (a) experience in the field of finance, law or related sciences, and/or activities related to the utility sector, and/or operations performed by the Company; and (b) their profile, including professional career, recognition, prestige, availability, leadership, good name and recognition of the candidate because of their professional suitability and integrity. The suitability assessment of candidates and their compliance with applicable requirements shall be carried out prior to the election by the Compensation Committee of the Board of Directors of GEB, according to the terms set forth in the general meeting regulations. (Corresponding to paragraph 1)</p> |

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| | <p><u>Second Paragraph: In sessions of the General Meeting of Shareholders where members of the Board of Directors are to be elected, the Capital District shall submit a single list for the consideration of the Meeting of Shareholders as follows:</u></p> <p><u>a). In lines 6, 7, 8 and 9, the Capital District shall include persons complying with the independence criteria set forth by the Law and these regulations in its single list of Board member candidates.</u></p> <p><u>b). In Line 6, the Capital District shall include one person in its list of Board Member candidates, who shall be designated by the ten (10) minority shareholders (being understood as the shareholders having no capacity, whether individually or as a part of a group, to appoint one member of the Board of Directors on his/her/its own right in a direct manner or through his/her/its parent company or subsidiaries, which are also part of the Shareholders' Agreement filed in the Company on July 31, 2018) with larger equity interest in the Company. If such minority shareholders do not reach an agreement before the deadline set in the fourth paragraph of this Article, the line 6 shall be designated by common agreement by the 4 minority shareholders with larger equity interest in the Company. If such minority shareholders do not reach an agreement before the deadline set in the fourth paragraph of this Article, the Capital District shall be free to designate the candidate in line 6, who shall comply, in any case, with the independence criteria set forth by the Law and this regulations.</u></p> | <p>Section 5.04 Whenever the appointment of the members of the Board of Directors is required, the District shall submit a single list for the consideration of the Meeting of Shareholders in order to elect all members of the Board of Directors, including in lines 6 and 7, 8 and 9 four candidates, along with their respective alternates, who comply with independence criteria set forth by the Law and Section 5.01. Within the independent candidates, line 6 shall be designated by common agreement by the ten (10) Minority Shareholders with larger equity interest in GEB. If such Minority Shareholders do not reach an agreement before the date of the meeting when the respective election is to take place, the District shall be free to propose candidates for line 6, who in any case must comply with independence criteria set forth by the Law and section 5.01.</p> <p>The provisions contained in this section shall be expressly included in the General Meeting of Shareholders Regulations. (Corresponding to Paragraph 2)</p> <p>"Minority Shareholders" means shareholders having no capacity, whether individually or as a part of a group, to appoint one member of the Board of Directors on his/her/its own right in a direct manner or through his/her/its parent company or subsidiaries (Corresponding to subsection b, paragraph 2)</p> |

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| | <p><u>c). In the event that, during the Meeting of Shareholders where the Company's Board Members are to be elected, any shareholder submits an additional list to the list proposed by the Capital District the Meeting, this shall withdraw the single list and submit two (2) different lists for the consideration of the Meeting, one for the election of independent members and another for the election of the rest of members. In such case, the line proposed by common agreement by the ten (10) or four (4) minority shareholders with larger equity interest in the Company, as applicable, following the procedure set forth in subsection b) of this article shall be included in line 3 of the Capital District's independent candidates list. If such minority shareholders do not reach an agreement before the term provided in the third paragraph of this article, the Capital District shall be free to designate the candidate in line 3, who shall comply, in any case, with the independence criteria set forth by the Law and this regulations.</u></p> <p><u>For the purpose of exercising the right provided in this paragraph, the Company shall publish on its web page, on the same day when the respective Meeting of Shareholders is called, which agenda includes the appointment of the Board of Directors, an up to date list of the 25 main shareholders of the Company, in conformity with the certification of the Securities Centralized Deposit (DECEVAL in Spanish).</u></p> | <p>Section 5.05 In the event that any shareholder, during the Meeting of Shareholders where the appointments are to be made, submits an additional list to the list proposed by the District the Meeting, then in compliance with article 1º of the Decree 3923 of 2006 (or the regulation replacing it), the District shall withdraw the single list and submit two different lists the Meeting, one for the election of independent members and another for the election of the rest of members. In such case, the independent candidate proposed by common agreement by the ten (10) Minority Shareholders, if any, shall be included in the line 3 of the District's independent candidates list. If such Minority Shareholders may not reach an agreement before the date of the meeting where the respective election is to be conducted, the District shall be able free to designate the line 3 candidate in the independent candidates list, who shall comply, in any case, with the independence criteria set forth by law and Section 5.01.</p> <p>Provisions herein contained shall be expressly included in the general meeting regulations. (corresponds to subsection c)</p> |

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| | <p><u>Third Paragraph:</u> The shareholders who desire to propose candidates for the Board of Directors of the Company under the cases provided in the above paragraph shall submit to the Company's administration the names and documents supporting the compliance with the qualifications and requirements of the proposed candidates at least 15 calendar days in advance to the date of the Annual Meeting of Shareholder and at least 10 calendar days in advance to the date of the Extraordinary Meeting of Shareholders, with the purpose of conducting the verification process of the requirements and qualifications by the Compensation and Corporate Governance Committees, in conformity with the provisions of these By-Laws.</p> | <p>Section 5.05 In the event that any shareholder, during the Meeting of Shareholders where the appointments are to be made, submits an additional list to the list proposed by the District for the consideration of the Meeting, then in compliance with article 1° of the Decree 3923 of 2006 (or the regulation replacing it), the District shall withdraw the single list and submit two different lists for the consideration of the Meeting, one for the election of independent members and another for the election of the rest of members. In such case, the independent candidate proposed by common agreement by the ten (10) Minority Shareholders, if any, shall be included in the line 3 of the District's independent candidates list. If such Minority Shareholders may not reach an agreement before the date of the meeting where the respective election is to be conducted, the District shall be able free to designate the line 3 candidate in the independent candidates list, who shall comply, in any case, with the independence criteria set forth by law and Section 5.01.</p> <p>Provisions herein contained shall be expressly included in the General Meeting Regulations.</p> |

7.1 Amendment to Regulations – Article 17

Original Version

ARTICLE 17.- ELECTION OF INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS

Those appointed as independent members of the Board of Directors of the Company shall comply, besides with the criteria provided by the applicable Law, with the following requirements:

- a) Not to serve or have served ~~as~~ employee or officer in the Company or any of its affiliates or subsidiaries, including those people who ~~may have~~ served in such capacity during ~~the last year prior~~ to their appointment, unless in case of a re-election of an independent person.
- b) Not to serve or have served during the last year prior to their appointment as employee or officer of shareholders who directly or by virtue of an agreement manage, direct or control the majority of the rights to vote or determine the majority composition of the administration, direction or control bodies ~~thereof~~, or of any of the entities controlled, attached or related thereto.

Proposed Version

ARTICLE 17.- ELECTION OF INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS

Those appointed as independent members of the Board of Directors of the Company shall comply, besides with the criteria provided by the applicable Law, with the following requirements:

- a) Not to serve or have served, or have a relative within the third degree of consanguinity or spouse who is or has been, an employee or officer of the Company or any of its affiliates or subsidiaries, including those persons who may have had such capacity, during the last three (3) years prior to their appointment, unless in case of a re-election of an independent person.
- b) Not to serve or have served during the last year prior to their appointment as employee or officer of shareholders who directly or by virtue of an agreement manage, direct or control the majority of the rights to vote or determine the majority composition of the administration, direction or control bodies of the Company, or of any of the entities controlled, attached or related thereto.
- c) Not to be a shareholder who directly or by virtue of an agreement manages, directs or controls the majority of the rights to vote of the Company or determines the majority composition of the administration, direction or control bodies thereof.

Justification

ARTICLE V. Board of Directors

Section 5.01 The Company shall have a Board of Directors composed by nine (9) main members with their respective personal alternates, appointed by the General Meeting of Shareholders through an electoral quotient system, four (4) of whom must be independent. The President of the Board shall be one of the independent members. For a member to be considered independent, this shall comply, besides the requirements established by law, with the following:

- (a) Not to serve or have served, or have a relative within the third degree of consanguinity or spouse (hereinafter referred to as “Relative”) who is or has been, an employee or officer of the Company or any of its affiliates or subsidiaries, including those persons who may have had such capacity, during the last three (3) years prior to their appointment, unless in case of re-election of an independent person.
- (b) Not to serve or have served during the last year prior to their appointment as employee or officer of shareholders who directly or by virtue of an agreement manage, direct or control the majority of the rights to vote or determine the majority composition of the administration, direction or control bodies of the Company, or of any of the entities controlled, attached or related thereto.
- (c) Not to be a shareholder who directly or by virtue of an agreement manages, directs or controls the majority of the rights to vote of the Company or determines the majority composition of the administration, direction or control bodies thereof.

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| <p>c) Not to be an employee or officer of a foundation, association or company receiving contributions or sponsorship from the Company.</p> <p>d) Not to be administrator of an entity in which board of directors the Company, its President or any of the members of its Board of Directors participate, unless that, in the last case, they participate in their capacity as independent members, and</p> <p>e) Not to depend on the earnings received as professional fees as member of the Board of Directors of Company in an exclusive manner.</p> | <p><u>d) Not to be or have been a partner or employee, or have a relative within the third degree of consanguinity or spouse who is or has been a partner or employee during the last three (3) years prior to their appointment, of associations or companies providing consultancy or advice services to the Company or the companies belonging to the same economic group of which this is part, when earnings from such activity represent for those associations or companies a value equivalent to four thousand seventy (4,070) legal monthly minimum wage in force, or two percent (2%) or more of their operational income, whichever is higher.</u></p> <p>e) Not to be an employee or officer of a foundation, association or company receiving <u>any contribution or sponsorship</u> from the <u>Company</u>.</p> <p>f) Not to be <u>or have been an administrator, or have a relative within the third degree of consanguinity or spouse who is or has been an administrator during the last three (3) years prior to their appointment, of a company</u> in which board of directors <u>the president of the Company</u> or any of the members of its <u>Board of Directors</u> participate, unless, in the last case, they participate in their capacity as independent members.</p> <p>g) Not to depend on the earnings received as professional fees as member of the Board of Directors of <u>the</u> Company in an exclusive manner.</p> <p><u>h) Not to receive or have received from the Company, or have a relative within the third degree of consanguinity or spouse who receives or has received from the Company, during a period of twelve (12) continuous months in the last three (3) years prior to their appointment, any remuneration other than professional fees as member of the Board of Directors, the audit committee or any other committee created by the board of directors.</u></p> <p><u>i) Not to be or have been a partner or employee, or has a relative within the third degree of consanguinity or spouse who is or have been a partner or employee, during the last three (3) years prior to their appointment, of the firm appointed as statutory auditor of the Company.</u></p> | <p>(d) Not to be or have been a partner or employee, or have a Relative who is or has been a partner or employee during the last three (3) years prior to their appointment, of associations or companies providing consultancy or advice services to the Company or the companies belonging to the same economic group of which this is part, when earnings from such activity represent for those associations or companies more than three billion pesos, or two percent (2%) or more of their operational income.</p> <p>(e) Not to be an employee or officer of a foundation, association or company receiving any contribution or sponsorship from the Company.</p> <p>(f) Not to be or have been an administrator, or have a Relative who is or has been an administrator during the last three (3) years prior to their appointment, of a company in which board of directors the president of the Company or any of the members of its Board of Directors participate, unless, in the last case, they participate in their capacity as independent members.</p> <p>(g) Not to depend on the earnings received as professional fees as member of the Board of Directors of the Company in an exclusive manner.</p> <p>(h) Not to be a person or have a Relative who receives or has received from the Company, during a period of 12 continuous months in the last three (3) years prior to their appointment, any remuneration other than professional fees as member of the Board of Directors, the audit committee or any other committee created by the board of directors, which exceeds the amount equivalent to four hundred ninety (490) legal monthly minimum wage in force.</p> <p>(i) Not to be or have been a partner or employee, or have a Relative who is or has been a partner or employee, during the last three (3) years prior to their appointment, of the firm appointed as statutory auditor of the Company.</p> |

7.1 Amendment to Regulations – Article 21



| Original Version | Proposed Version | Justification |
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| <p>ARTICLE 21.- INFORMATION PROVISION TO THE ANNUAL MEETING:</p> <p>The Board of Directors and the Legal Representative shall submit the balance sheet of every financial year for approval or disapproval of the Annual General Meeting of Shareholders, supported by the following documents:</p> <p>(...)</p> <p>b) A profit distribution proposal deducting the amount calculated for the payment of income tax and other complementary taxes during the corresponding taxable year.</p> <p>(...)</p> | <p>ARTICLE 21.- INFORMATION PROVISION TO THE GENERAL MEETING:</p> <p>The Board of Directors and the Legal Representative shall submit the balance sheet of every financial year for approval or disapproval of the Annual General Meeting of Shareholders, supported by the following documents:</p> <p>(...)</p> <p>b) A profit distribution proposal deducting the amount calculated for the payment of income tax and other complementary taxes during the corresponding taxable year, <u>the value corresponding to losses from previous years to be written off and the amount of reserves to be constituted in compliance with the legal and statutory requirements.</u></p> <p>(...)</p> | <p>Article II. Profit Distribution Policy:</p> <p>Section 2.01 With a view to guaranteeing that, prior to the compliance with the obligations set forth in this Section, all the GEB shareholders are entitled to receive dividends (if any) during the period in force of the Shareholders' Agreement for the minimum percentages specified in articles 155 and 454 of the Commerce Code, the District, in any meeting of shareholders where a profit distribution proposal is submitted to vote, it shall only vote to approve it only if such proposal has been previously approved by the Board of Directors and complies with the provisions of the paragraph below:</p> <p>In order to determine net profits to be distributed, the profits reported by GEB based on the actual reliable consolidated balance sheet of every year shall be taken. The following items shall be deducted from such value, namely (i) the appropriations for the payment of income tax and complementary taxes, or any other tax applicable in conformity with the legislation in force when determining net profits, (ii) written off losses (if any) from previous years affecting the capital according to the terms of the paragraph in article 151 of the Commerce Code, and (iii) reserves constituted to comply with legal and statutory requirements.</p> <p>Section 2.02 The minimum percentage to be distributed, in conformity with articles 155 and 454 of the Commerce Code (as applicable) or as modified, added or abrogated shall be applied to the balance determined in conformity with Section 2,01. the result shall be the minimum amount to be distributed as dividend in every period, unless the meeting of shareholders approves the distribution of a lower dividend with the minimum majorities set by the law.</p> <p>Section 2.03 The balance of profits resulting after having decided the minimum dividends in accordance with sections 2.01 and 2.02 shall be to the order of the meeting of shareholders to constitute the occasional reserves as agreed or to be distributed as dividends, in addition to the minimum dividends established in the paragraph above.</p> |

7.1 Amendment to Regulations – Article 27



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| <p>Article 27. Duties of the General Meeting:</p> <p>The duties of the General Meeting of Shareholders are:</p> <p>(...)</p> <p>2. Freely appoint and remove members of the Board of Directors, the Statutory Auditor, establish their respective roles, upon the previous recommendation by the Board of Directors and the assessment by the respective committee, and approve the Succession and Nomination policy for the Board of Directors.</p> <p>(...)</p> | <p>Article 27. Duties of the General Meeting of Shareholders :</p> <p>The duties of the General Meeting of Shareholders are:</p> <p>(...)</p> <p>2. Freely appoint and remove members of the Board of Directors, the Statutory Auditor, establish their respective roles, upon the previous recommendation by the Board of Directors and the assessment by the respective committee, and approve the Nomination, Succession and Remuneration Policy of the Board of Directors</p> <p>(...)</p> | <p>Section 2: The term “remuneration” is included according to measure 23.1 of Notice 028 of 2014 by the SFC, which states: “The Company has a Remuneration Policy of the Board of Directors, approved by the Meeting of Shareholders.” (corresponding to Section 2)</p> <p>The Nomination, Succession and Remuneration Policy of the Board of Directors is included in accordance with the provisions of Sections 5.03 and 10.01 of the Shareholders’ Agreement.</p> |

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| <p>7. Decide on the capital increase, without prejudice to the Board's power to increase the authorized capital in cases set by the Law 142 of 1994. Article 19, section 19.4</p> <p>13. Approve the regulations on the issue and placement of non-voting preferred shares, the registration method thereof, decide on the issue of bonds convertible into shares and the exemptions to the preemptive right when placing shares.</p> <p>New section 21.</p> | <p>7. <u>Reforms of the capital stock including the issue of any type of shares, as well as the payment of share dividends and the issue of securities convertible into shares and decide on</u> the capital stock increase, without prejudice to the Board of <u>Directors'</u> power to increase the authorized capital in cases set by the Law 142 of 1994. Article 19, section 19.4</p> <p>13. Approve the regulations on the issue and placement of <u>privileged</u> shares, the registration method thereof, decide on the issue of bonds convertible into shares and the exemptions to the preemptive right when placing shares.</p> <p>21. <u>Approve the sale, for any consideration, upon previous approval by the Board of Directors, in one or several related transactions, of assets owned by the Company equal or greater than fifteen percent (15%) of the stock market capitalization of the Company (this being understood as the result of multiplying the number of outstanding common shares of the Company by the average value of such share in the Colombian Stock Exchange during the latest ten (10) stock market working days prior to the adoption of the decision, with the exception of the transfer or contribution of assets to a trust property or another vehicle in order to structure the execution of projects where it does not lose control.</u></p> | <p>The text of the regulation in the Shareholders' Agreement is as follows: Article IV. Decisions by the General Meeting requiring a Special Majority</p> <p>Section 4.01 The District may vote in the meetings of shareholders of the Company to approve or disapprove any of the decisions listed as follows, but it may vote to approve them only if, including its vote, the total number of votes favorable to the respective decision is equal or greater than seventy percent (70%) of the GEB subscribed capital.</p> <p>(a) Reforms of the Company's capital including the issue of any type of shares (including any issue to pay share dividends), as well as the issue of securities convertible into shares, with the exception of capital increases set in Article 19.4 of the law 142 of 1994. For the purposes of the foregoing, the price set by the respective regulations on share subscription must be the result of an assessment made in conformity with technically recognized procedures, as set forth in Article 41 of the Law 964 of 2005 and by an independent investment bank. (Corresponding to section 7)</p> <p>(b) The sale, for any consideration, in one or several related transactions, of assets owned by the Company equal or greater than fifteen percent (15%) of the stock market capitalization of the Company, with the exception of the transfer or contribution of assets to a trust property or another vehicle in order to structure the execution of projects where it does not lose control. (Corresponding to section 21)</p> <p>Article 1. Definitions: "Stock Market Capitalization" is the result of multiplying the number of GEB outstanding common shares by the average value of such share in the Bolsa de Valores de Colombia S.A. (Colombian Stock Exchange) the latest ten stock market working days prior to the adoption of such decision by the Meeting of Shareholders or the Board of Directors. (Corresponding to section 21)</p> |

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| <p>New section 22.</p> <p>First Paragraph: The meeting of shareholders shall be exclusively responsible for the following duties and these shall not be delegated:</p> <ol style="list-style-type: none"> 1. Duties set forth in sections 2 and 18 of this Article. 2. The acquisition, sale or encumbrance of strategic assets that, in the opinion of the Board of Directors, result essential for the development of the Company's activity or when the respective transactions or operations may derive in the effective modification of the corporate purpose. <p>(...)</p> | <p><u>22. Approve, provided the favorable decision of the Board of Directors, investment proposals, redefinition of existing investment, mergers, creation and/or modification of investment vehicles, winning of strategic partners and associates, and structured financing of new businesses which amounts exceed fifteen percent (15%) of the stock market capitalizations of the Company.</u></p> <p>First Paragraph: The General Meeting of Shareholders shall be exclusively responsible for the following duties and these shall not be delegated:</p> <ol style="list-style-type: none"> 1. Duties set forth in sections 2, <u>7</u>, 18, <u>21 and 22</u> of this Article. 2. The acquisition, sale or encumbrance of strategic assets that, in the opinion of the Board of Directors, result essential for the development of the Company's activity or when the respective transactions or operations may derive in the effective modification of the corporate purpose <p>(...)</p> | <p>Annex 2 A The Program Second Stage Regulations state:</p> <p>4.1. In compliance with Article V "Board of Directors", section 5.06(c) of the Bid, the District shall propose to the Meeting of Shareholders the adoption of an amendment to Article 66 "Duties" and Article 67 "Quorum and Special Majorities" of GEB's By-Laws, reflecting the following:</p> <p>4.1.1. Investment proposals, redefinition of existing investment, mergers, creation and/or modification of investment vehicles, winning of strategic partners and associates, and structured financing of new businesses shall be approved by the following corporate bodies, according to the amount: (...)</p> <p>d. Board of Directors with qualified majority (a quorum of seven members and the favorable vote of at least 6 present members) and the Meeting of Shareholders : when the amount of the transaction exceeds fifteen percent (15%) of the stock market Capitalization of GEB. (corresponding to section 22)</p> <p>(c) Those reforms of the By-Laws referring to (i) changes in the main corporate purpose of the Company, this being understood according to the terms of the first subparagraph of Article 5 of the Company's By-Laws as "the generation, transmission, distribution and commercialization of energies, including gas and liquid fuels, in any of their forms. Likewise, it may be part of other utility companies as partner or shareholder, whether directly or by becoming partner of another entity. In the same way, it may develop and participate, whether directly or indirectly in engineering and infrastructure projects and invest in this field, including the provision of services and related activities;" (ii) the early dissolution; and (iii) the amendment of aspects included in the Company's By-Laws as a result of the provisions of this Shareholders' Agreement. (The measure does not include that reforms of the By-Laws and the early dissolution are contained in sections 1 and 18 of article 58 of the by-laws in force)</p> |

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| | <p><u>Third Paragraph: When any of the following decisions are to be submitted for consideration of the Meeting of Shareholders, the Capital District shall vote once the votes issued by the other shareholders are known:</u></p> <p><u>a) Reforms of the capital stock of the Company including the issue of any type of shares (including any issue to pay share dividends), as well as the issue of securities convertible into shares, with the exception of capital increases set in article 19.4 of the Law 142 of 1994.</u></p> <p><u>b) The sale, for any consideration, upon previous approval by the Board of Directors, in one or several related transactions, of assets owned by the Company equal or greater than fifteen percent (15%) of the stock market capitalization, with the exception of the transfer or contribution of assets to a trust property or another vehicle in order to structure the execution of projects where it does not lose control.</u></p> | <p>Section 4.01 The District may vote in the meetings of shareholders of the Company to approve or disapprove any of the decisions listed as follows, but it may vote to approve them only if, including its vote, the total number of votes favorable to the respective decision is equal or greater than seventy percent (70%) of the GEB subscribed capital. (corresponding to Paragraph 3)</p> <p>(a) Reforms of the Company’s capital including the issue of any type of shares (including any issue to pay share dividends), as well as the issue of securities convertible into shares, with the exception of capital increases set in Article 19.4 of the law 142 of 1994. For the purposes of the foregoing, the price set by the respective regulations on share subscription must be the result of an assessment made in conformity with technically recognized procedures, as set forth in Article 41 of the Law 964 of 2005 and by an independent investment bank. (Corresponding to subsection a).</p> <p>(b) The sale, for any consideration, upon previous approval by the Board of Directors, in one or several related transactions, of assets owned by the Company equal or greater than fifteen percent (15%) of the stock market capitalization of the Company, with the exception of the transfer or contribution of assets to a trust property or another vehicle in order to structure the execution of projects where it does not lose control. (corresponding to Subsection b)</p> |

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| Original Version | Proposed Version | Justification |
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| | <p><u>c) Reforms of the By-Laws referring to (i) changes in the main corporate purpose of the Company, this being understood according to the terms of the first subparagraph of Article 5 of the Company's By-Laws as "the generation, transmission, distribution and commercialization of energies, including gas and liquid fuels, in any of their forms. Likewise, it may be part of other utility companies as partner or shareholder, whether directly or by becoming partner of another entity. In the same way, it may develop and participate, whether directly or indirectly in engineering and infrastructure projects and invest in this field, including the provision of services and related activities;" (ii) the early dissolution; and (iii) the amendment of aspects included in the Company's By-Laws as a result of the provisions of this Shareholders' Agreement filed in the Company on July 31, 2018.</u></p> <p><u>d) The approval of distribution of retained profit or reserves constituted in previous years as dividends .</u></p> | <p>(c) Those reforms of the By-Laws referring to (i) changes in the main corporate purpose of the Company, this being understood according to the terms of the first subparagraph of Article 5 of the Company's By-Laws as "the generation, transmission, distribution and commercialization of energies, including gas and liquid fuels, in any of their forms. Likewise, it may be part of other utility companies as partner or shareholder, whether directly or by becoming partner of another entity. In the same way, it may develop and participate, whether directly or indirectly in engineering and infrastructure projects and invest in this field, including the provision of services and related activities;" (ii) the early dissolution; and (iii) the amendment of aspects included in the Company's By-Laws as a result of the provisions of this Shareholders' Agreement. (corresponding to Subsection c)</p> <p>(d) The approval of distribution of retained profit or reserves constituted in previous years as dividends . (corresponding to Subsection d)</p> |

7.1 Request to the General Meeting of Shareholders



According to the request made by the Capital District by means of notice dated July 31, 2018 whereby the Shareholders' Agreement was filed in the GEB, the recommendation provided by the Corporate Governance Committee, the Board of Directors and the provisions set forth in Section 20, article 59 of the Corporate By-Laws, the Meeting of Shareholders is requested to:

- ✓ Approve the amendment to articles 4, 16, 17, 21 and 27 of the General Meeting Regulations according to the expressed considerations



7. Consideration: Amendment to the General Meeting Regulations

1. Amendment to Regulations in order to adopt the provisions of the Shareholders' Agreement
2. **Amendment to Regulations in order to adopt self-regulation measures in terms of Corporate Governance**

7.2 Amendment to By-Laws – Article 18



| Original Version | Proposed Version | Justification |
|--|--|--|
| <p>ARTICLE 18.- ACCREDITATION OF QUALIFICATIONS TO BE MEMBER OF THE BOARD OF DIRECTORS</p> <p>Candidates to be members of the Board of Directors, either independent or remaining, shall submit the documents for the Compensation Committee of the Board of Directors to verify the indispensable qualifications and requirements applicable to each member category. During the respective Meeting of Shareholders a report shall be presented by the Compensation Committee to inform the shareholders on the compliance with the conditions and requirements by the candidates.</p> | <p>ARTICLE 18.- ACCREDITATION OF QUALIFICATIONS TO BE MEMBER OF THE BOARD OF DIRECTORS</p> <p>Candidates to be members of the Board of Directors, either independent or remaining, shall submit the documents for the Compensation <u>and Corporate Governance</u> Committees of the Board of Directors to verify the indispensable qualifications and requirements applicable to each member category. During the respective Meeting of Shareholders a report shall be presented by the Compensation <u>and Corporate Governance</u> Committees to inform the shareholders on the compliance with the conditions and requirements by the candidates.</p> | <p>It is adjusted so the Compensation Committee may review along with the Corporate Governance Committee the profile of candidates in order to establish their suitability</p> |

7.2 Amendment to By-Laws – Article 30 (transitory)



| Original Version | Proposed Version | Justification |
|--------------------|---|--|
| <p>New Article</p> | <p><u>Title VIII Transitory Article</u></p> <p><u>ARTICLE 30</u></p> <p><u>Only for the purpose of the 2019 Annual Meeting of Shareholders, the Board Members shall be divided in three (3) types: (i) non-independent members: members of the Board of Directors who do not comply with the independence criterion established by the Law, the Corporate By-Laws and other corporate documents; (ii) independent members: members of the Board of Directors who comply with requirements established by the Law, the Corporate By-Laws and other corporate documents to be deemed independent; and (iii) independent member appointed according to the provisions of sections 5.04 and 5.05 of the Shareholders' Agreement, as long as such agreement is in force.</u></p> <p><u>In line with this transitory article, non-independent members shall be elected for a term of two (2) years as of their appointment date, independent members shall be elected for a term of three (3) years as of their appointment date, and the independent member appointed according to the provisions of Section 5.04 and 5.05 of the Shareholders' Agreement shall be elected for a term of one (1) year as of his/her appointment date.</u></p> <p><u>The aforementioned term shall only commence as of the date when the 2019 Annual Meeting of Shareholders takes place. In Meetings of Shareholders held after March 2019 where members of the Board of Directors are elected, the directors shall be designated for the purpose of succeeding those members whose term expires, according to the above, for a term of two (2) years.</u></p> <p><u>The above is not against the eventual need to remove one, several or all members of the Board of Directors, in accordance with the provisions of Section 4, Article 420 of the Commerce Code.</u></p> | <p>The members of the Board of Directors shall be divided in 3 types: (i) non-independent members under the terms of law, the by-laws and other corporate documents; (ii) independent members under the terms of the law, the by-laws and other corporate documents; and (iii) independent member appointed according to the procedure set forth in sections 5.4. and 5.5 of the Shareholders' Agreement.</p> <p>Considering that, in accordance with Section 5.04 of the Shareholders' Agreement, an independent member shall be appointed by common consent of the 10 minority shareholders with larger equity interest or, in case these may not reach an agreement, by the 4 minority shareholders with larger equity interest, and that such minority shareholders may be changed year by year, the term of one year for the first election after the Shareholders' Agreement would result appropriate for this type.</p> <p>Considering that, with the purpose of strengthening the corporate governance of the Company, changes in the Board of Directors must not be affected by changes in the controlling shareholder administration, the initial period of 2 years after the Shareholders' Agreement would result appropriate to correspond to the non-independent members.</p> <p>Considering the capacities of the independent members, these should remain a longer period in office. Their initial period shall be of 3 years .</p> |

7.2 Request to the Meeting of Shareholders



According to the recommendation provided by the Corporate Governance Committee, the Board of Directors and the provisions set forth in Section 20, Article 59 of the Corporate By-Laws, the Meeting of Shareholders is requested to:

- ✓ Approve the amendment to article 18 of the General Meeting Regulations according to the expressed considerations
- ✓ Approve the inclusion of a new transitory article 30 in the General Meeting Regulations according to the expressed considerations