

Decree No. 665

July 29, 2022

By means of which the Regulations of the Management and Corporate Governance Committee of the Board of Directors of Empresas Públicas de Medellín E.S.P.

THE BOARD OF DIRECTORS OF EMPRESAS PÚBLICAS DE MEDELLÍN E.S.P., in the use of the powers conferred by Article 11 of its Internal Regulations, contained in Decree 579 of June 29, 2021, "By means of which the Internal Regulations of the Board of Directors of Empresas Públicas de Medellín E.S.P., Annex 5 of the Corporate Governance Code are modified", and

WHEREAS

- 1.** Article 11 of the Rules of Procedures of the Board of Directors establishes that "The Board of Directors shall create such committees as it deems necessary, whether permanent or temporary, depending on the subject matter. When it creates committees, the Board shall regulate their operation."
- 2.** That the Board of Directors, through Decree 321 of September 11, 2012, adopted the Regulations of the Management Committee of the Board of Directors of Empresas Públicas de Medellín E.S.P (now the Management and Corporate Governance Committee).
- 3.** That the Board of Directors, in the session of July 29, 2022, analyzed the proposal of the Manager to modify the number of members of the Management and Corporate Governance Committee and, consequently, approved increasing the number of members that comprise it to four (4).
- 4.** That, consequently, it is necessary to modify the Regulations of the Management and Corporate Governance Committee provided for in Decree 642 of April 26, 2022.

In accordance with these considerations, the Board will:

DECREES

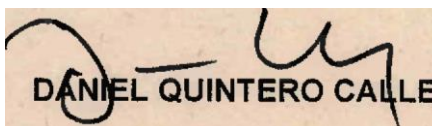
Article 1. Article 8 of the Regulations of the Management and Corporate Governance Committee of the Board of Directors of EPM is amended.

Article 2. To compile in this Decree the Regulations of the Management and Corporate Governance Committee of the Board of Directors of EPM.

Article 3. This decree is in force as of the date of its issuance, and repeals the rules that are contrary, and Decree 642 of April 26, 2022.


Issued in Medellín, on July 29, 2022.

CHAIRMAN,



DANIEL QUINTERO CALLE

SECRETARY,



MARIA CRISTINA TORO RESTREPO

Empresas Públicas de Medellín E.S.P.

Regulations of the Management and Corporate Governance Committee

Article 1. OBJECTIVE. This Regulation shall define and the rules and procedures that regulate the functioning of the Management and Corporate Governance Committee, as well as the rules of conduct of its members.

Article 2. SCOPE OF APPLICATION. These Regulations are directly applicable to the Management and Corporate Governance Committee, as a collegiate body, and to its members who, considered individually, contribute to shaping the will of said body.

Article 3. BINDING NATURE. The members of the Management and Corporate Governance Committee have the duty to know, comply with and enforce these Regulations. The EPM Board of Directors will adopt the appropriate measures to ensure that these Regulations are widely disseminated among the different interested parties.

Article 4. INTERPRETATION. These Regulations are complementary and supplementary to those established for the Board of Directors in the EPM Bylaws, the Internal Regulations of the Board of Directors, and the commercial rules that, in each case, are applicable to it.

It is the responsibility of the Board of Directors to resolve any doubts arising from the interpretation and application of these Regulations, in accordance with the applicable legal and statutory regulations and the principles and recommendations derived from EPM's Code of Good Corporate Governance.

Article 5. APPROVAL AND MODIFICATION. The Regulations of the Management and Corporate Governance Committee will be approved by EPM's Board of Directors, and it is up to the EPM Board of Directors to modify them, when required.

Article 6. NATURE OF THE COMMITTEE. The Management and Corporate Governance Committee is a permanent advisory body to the Board of Directors, which will be governed by the rules contained in EPM's Bylaws, in the Internal Regulations of the Board of Directors and in these Regulations. The main objective of the Management and Corporate Governance Committee is to provide support and advice to the Board of Directors on administrative structure, human talent management, appointments, and remuneration of members of the Board of Directors and Senior Management, corporate governance, and communications strategy.

Article 7. FUNCTIONS AND COMPETENCIES. The Management and Corporate Governance Committee will have the following functions:

1. To guide the operation of business management; In this regard, it must:

1.1 Promote the development of instruments for improvement in the management of intellectual capital, the communications strategy, and the corporate image.

1.2 To advise the Board of Directors on the most appropriate configuration of its committees in terms of size and balance between the different classes of members existing at any given time and in relation to the skills, knowledge and experience that are required. To this end, the Committee shall periodically review the structure and management of the committees of the Board of Directors, especially when vacancies occur within such bodies.

1. To analyze in detail the Administration's proposals regarding the structure administrative authority regarding the creation, merger and suppression of dependencies and jobs that it deems necessary for its operation, and to present its recommendation to the Board of Directors, on the issues analyzed.

2. Regarding appointments and remuneration, it will have the following functions:

2.1 Analyze in detail the proposals of the Administration regarding the selection, appointments, and remuneration of the servants of the first level of the EPM structure and present a recommendation to the EPM Board of Directors on the topics analyzed.

2.2 Evaluate the competencies, knowledge, and experience of the members of the Board of Directors.

2.3 Analyze the criteria to be followed for the composition of the Board of Directors, proposing guidelines regarding composition and functional and personal profiles required in the Board of Directors, and evaluate the suitability of the candidates considered by the Mayor of Medellín, so that they may be taken into account at the time of their appointment, presenting recommendations to the Board of Directors, whenever there are changes in its members.

2.4 To analyze and report, when appropriate, the independent qualification of the candidates for member of the Board of Directors.

2.5 To take cognizance of actions related to conduct by the members of the Board of Directors that may be contrary to the provisions of EPM's Bylaws, the Board of Directors' Regulations, and other regulations, as well as those actions that may negatively affect the functioning of the Board of Directors or EPM's reputation, of which EPM will be informed, when in the opinion of the Committee it is necessary.

Likewise, it must inform the Board of Directors when one of its members is involved in any of the cases of incompatibility, inability, legal prohibition, and non-compliance.

2.6 Evaluate and report to the Board of Directors the disqualifications, incompatibilities, and

situations of conflict of interest, permanent or sporadic, in which the members of the Board of Directors may be immersed, directly or indirectly or through a related party.

2.7 To propose to the Board of Directors, the succession regulations of the members of the Board of Directors and Senior Management.

2.8 Evaluate, when requested, the candidates for General Manager, and propose, when deemed necessary, their removal.

2.9 Analyze the proposals and guidelines for the remuneration of the members of the Board of Directors and Senior Management and present the recommendations it deems pertinent to the Board of Directors.

2.10 To ensure the observance and periodic review of the rules and guidelines applicable to the remuneration of the members of the Board of Directors and Senior Management, as well as the transparency and disclosure of their remuneration.

2.11 Ensure that information on the remuneration of the members of the Board of Directors and Senior Management is included in the Management Report of the Board of Directors.

2.12 Coordinate the annual evaluation of the Board of Directors, review the results of the process, and formulate suggestions for the best functioning of it.

2.13 Participate in the annual performance evaluation process of the General Manager of EPM. Likewise, to know the results of the evaluation of the general managers or presidents of subordinate companies.

2.14 To propose EPM's Human Talent Management regulations.

3. With respect to Corporate Governance practices, it will have the following functions:

3.1 Supervise compliance with the requirements and procedures for the election of the members of EPM's Board of Directors and define the general criteria for the composition of the Boards of Directors of the other subordinate companies of the EPM Group.

3.2 Coordinate the induction process of new members of the Board of Directors; as well as promote training and updating on topics that are of interest to the Board of Directors.

3.3 To review that the EPM Group's Corporate Governance practices, business and administrative conduct and behavior, are in accordance with the provisions of the Corporate Governance Code and other internal and regulatory regulations.

- 3.4 To analyze the proposals for amendments to the Articles of Association and the Corporate Governance Code and to present the proposals for modifications that it deems necessary and pertinent.
 - 3.5 Ensure that investors' observations regarding corporate governance practices, provisions, and measures are addressed in a timely manner.
 - 3.6 To periodically monitor the negotiations carried out by members of the Board of Directors and Administrators with shares issued by the Group's subordinate companies and, in general, their performance in the stock market.
- 4. Discuss with the Administration in greater detail all other management matters entrusted to it and submit its recommendation to the Board of Directors for consideration, prior to the Board of Directors' meetings.
 - 5. To report to the Board of Directors on the work done by the Committee.

Paragraph. The Committees supporting the Board of Directors of EPM do not have the scope of the Business Group, however, the matters of interest that have the scope of the Group must be included for information purposes in the Typical Agenda of the Committee.

Article 8. COMPOSITION. The Management and Corporate Governance Committee will be composed of four (4) members of EPM's Board of Directors, preferably independent. The Secretary General of EPM will participate in the Committee, with voice and without vote. The members of the Committee must have knowledge, skills and experience related to the issues and functions of the Committee, which allows them to understand the scope and complexity that these matters present in EPM.

Paragraph. Depending on the agenda or the nature of the specific topics addressed in the meetings, the Committee may invite members of EPM's Senior Management and those it deems necessary for the proper performance of the latter to participate in its sessions, through its secretary. The participation of guests in the meetings must have the approval of the Committee and this will be recorded in the minutes.

Those who participate as guests and are external to EPM, must sign a confidentiality agreement prior to their participation in the sessions of the Committee, which will be signed only once.

Article 9. PRESIDENT AND SECRETARY. The Committee shall appoint a chairman from among its members, who shall be independent, with sufficient capacity and availability to exercise such function. In the event of a temporary absence of the Chairman of the Committee, he or she shall be replaced by the member designated for that purpose by the other members present at the meeting.

The secretariat of the Committee will be exercised by the Vice President of Human Talent and Organizational Development of EPM. It is the responsibility of the Secretary of the

Committee to designate the person to replace him in cases of temporary absences, and to inform the Committee in advance.

Article 10. FUNCTIONS OF THE CHAIRMAN OF THE COMMITTEE. The Chair of the Committee is responsible for:

1. To preside over the meetings and organize the debate of the issues that are submitted to the Committee, promoting the participation of the other members and attendees.
2. To present in all meetings of the Board of Directors, after analysis and review, the reports, and recommendations of the Committee on the matters and topics submitted to its consideration.
3. To present to the Board of Directors, once (1) a year and with the assistance of the secretary, a consolidated report on the issues analyzed by the Committee.
4. Ensure that the issues and in-depth discussions are addressed in committee meetings, and recommendations are generated for the Board of Directors; while the conclusions, recommendations and main agreements that have been generated in the Committees are presented to the Board of Directors.

Article 11. FUNCTIONS OF THE SECRETARY OF THE COMMITTEE. The Secretary of the Committee will perform the following functions:

1. To convene ordinary sessions in accordance with the work plan and the availability of the members of the Committee, and extraordinary sessions if necessary.
2. To prepare and publish the agenda of the meetings of the Committee.
3. Invite the servants or advisors who must make presentations during the sessions of the Committee, to support or expand information on each item of the agenda.
4. Coordinate the timely delivery of documentation to Committee members and permanent guests.
5. Prepare the minutes of the meeting in which the topics discussed, the reports and the recommendations that will be presented to the EPM Board of Directors are recorded.
6. To coordinate the other logistical aspects necessary for the normal functioning of the Committee.

Article 12. APPOINTMENT AND CESSATION OF FUNCTIONS OF THE MEMBERS. The members of the Committee shall be appointed by the Board of Directors to perform their functions for the same period that corresponds to each of them as a member of the Board of Directors, may be removed at any time and shall cease their functions:

1. When they lose their status as members of the Board of Directors.
2. When they lose their status as independent members (in the cases that apply).
3. By decision of the Board of Directors.
4. By resignation accepted by the Board of Directors.

Article 13. CALL FOR SESSIONS. The convening of the meetings of the Committee will be carried out through the information system of the Board of Directors and, considering the following parameters:

1. At the beginning of each fiscal year, the Committee will approve a schedule of regular meetings, which will consult the agenda of the EPM Board of Directors and the availability of the members of the Committee.

In the event of changes in the planned agenda, the Secretary will coordinate the adjustments required in the Committee's agenda, as well as the logistics necessary for its development.

2. If necessary, extraordinary meetings shall be convened, for which the Secretary of the Committee shall inform of the date and time of the meeting. However, the meeting of the Committee shall also be valid when, with all its members present, they agree to hold the meeting.
3. The face-to-face meetings of the Committee will be held at the headquarters of EPM or at the place indicated in the notice, although its members may designate another place for the meeting. In any case, the Committee may also meet in a non-face-to-face manner, duly using the mechanisms established in the regulations of the EPM Board of Directors.
4. The agenda shall be submitted to the Committee for consideration through the information system of the Board of Directors, no less than three (3) calendar days in advance.

Article 14. QUORUM AND MINUTES. A meeting of the Committee shall be considered validly constituted when the majority of its members are present. The recommendations to be made by the Committee shall be adopted by a simple majority and shall be recorded in the minutes.

Minutes of the meetings of the Committee must be drawn up signed by the chairman and Secretary of the Committee or by whoever takes their place and taken into a minute book of the Committee that will be kept by its secretary. The minutes must be approved and signed at the end of the ordinary session of the month following their completion. A copy of the minutes must be sent to all members of the Board of Directors.

Article 15. CONFLICTS OF INTEREST. When the issues to be discussed in the meetings of the Management and Corporate Governance Committee directly affect any of its members or a party related to it and, in general, when said member could incur in a situation of conflict of interest (in the terms established in the Internal Regulations of the Board of Directors and in the Conflicts of Interest Manual), this will be stated at the beginning of the meeting, to be temporarily withdrawn while the issue is debated. This situation will be recorded in the corresponding minutes.

Doubt as to the configuration of a situation involving a conflict of interest in relation to a particular topic does not relieve the member of the Committee of the obligation to refrain from participating in the respective deliberation.

Article 16. ACCESS TO AND CONFIDENTIALITY OF INFORMATION. The members of the Committee may freely access, through the secretary of the Committee, the information or documentation available in EPM, and considered necessary for the performance of its functions.

It is the duty of the members of the Committee to maintain the reserve and/or confidentiality of the information or documentation that is submitted to their consideration, when so indicated in the respective document or warned by the area responsible for the information, and they may only use it for the Committee's own purposes.

Paragraph. The Committee may determine that information to be submitted to the Board for consideration with respect to an item shall not be previously published in the Board's information system, nor shall it subsequently be provided to Board members. In this case, the decision will be informed to the other members of the Board of Directors before the respective session.

Article 17. FUNCTIONING OF THE COMMITTEE. The Committee shall meet at least every two (2) months at the call of its secretary and, in an extraordinary manner, at any time, at the request of at least two (2) of its members or the chairman of the Committee. At the first meeting of each year, the Committee will approve its typical agenda, in accordance with its duties and the typical agenda of the EPM Board of Directors.

Article 18. RULES OF OPERATION OF THE MEETINGS: The Committee shall observe the following rules of operation, to optimize times and guarantee the fulfillment of its functions:

1. Listen to the exhibitors, prior to the to intervene. The members of the Committee may question the speakers when it comes to the formulation of questions or in request of clarification of any aspect related to the topic being presented.
2. Be concise, clear, and constructive in interventions. Always with the aim of enriching deliberations and analysis.

3. Do not repeat what the other members of the Committee have already said.
4. During the deliberation, the following must be taken into account: (i) Prior authorization from the chairman is required to take the floor; (ii) The chairman shall give the floor in the order in which it is requested; (iii) When, in the opinion of the Chairman of the Committee, the matter is sufficiently illustrated and analyzed, the deliberation shall be terminated; (iv) The members of the Committee shall refer only to the subject under discussion.
5. Once the Committee has analyzed and concluded an item, its discussion will only be reopened if new elements emerge.

Article 19. EXTERNAL ADVISORS. The Committee may request, at its discretion and with the endorsement of the Board of Directors, the hiring of external and independent advisors for the effective performance of its functions.

Article 20. PRINCIPLES APPLICABLE TO THE COMMITTEE'S PROCEEDINGS.

The Committee's actions must be in accordance with EPM's values and principles.

Article 21. EVALUATION OF THE COMMITTEE. The members of the Committee will conduct an annual review of their work in the form of an evaluation and report on the results to the EPM Board of Directors.

Article 22. REMUNERATION OF THE COMMITTEE. The members of the Committee shall have the right to receive remuneration for their attendance and participation in the sessions of the Committee, in accordance with the provisions in force.

Article 23. COMMITMENTS TO ACT. In addition to the duties and responsibilities that correspond to them as members of the Board of Directors and those established in these Regulations, the members of the Committee must attend the meetings, prepare the topics to be discussed in them and maintain the confidentiality of the Committee's discussions.

Article 24. VALIDITY. This decree is in force as of the date of its issuance, and repeals the rules that are contrary, and Decree 642 of April 26, 2022.

Done in Medellín, on 29 July 2022.

CHAIRMAN,



DANIEL QUINTERO CALLE

SECRETARY,



MARIA CRISTINA TORO RESTREPO