

Decree No. 775  
January 11, 2024

**Whereby the Regulations of the Project Monitoring Committee of the Board of Directors of Empresas Públicas de Medellín E.S.P. are issued.**

**THE BOARD OF DIRECTORS OF EMPRESAS PÚBLICAS DE MEDELLÍN E.S.P.,**  
in

exercise of the power provided for in Article 12 of its Internal Regulations, contained in Decree 645 of April 26, 2022, *"By means of which the Internal Regulations of the Board of Directors of Empresas Públicas de Medellín E.S.P. are amended, Annex 5 of the Corporate Governance Code", and*

**Whereas**

1. That Article 12 of the Internal Regulations of the Board of Directors establishes that *"the Board of Directors shall create such committees as it deems necessary, whether they are permanent or provisional, depending on the subject matter. By creating committees, the Board shall regulate its operation."*
2. That to a large extent, EPM's growth and consolidation is materialized through project management, so in line with the best practices of Corporate Governance and with the needs of EPM, as the legal entity and parent company of the EPM Group, it is recommended that the Board of Directors have a committee that advises it on the definition and execution of the prioritized projects, in accordance with the methodology defined for this purpose.
3. That, by virtue of the foregoing, the Board of Directors, through Minutes 1552 of September 11, 2012, ordered the creation of the Project Monitoring Committee to analyze in detail the management of EPM's prioritized projects, in order to ensure that they are developed under the defined conditions and that the necessary decisions for their correct execution are taken in accordance with the Company's sustainability and growth strategy.
4. That the Board of Directors, in a meeting held on January 11, 2024, decided to establish three (3) persons, the number of members that make up this committee.

5. That, in accordance with the foregoing considerations, the Board of Directors of EPM proceeds to issue the Regulations of the Project Monitoring Committee, as follows:

## DECREES

**Article 1. OBJECTIVE.** These regulations define the rules and procedures that regulate the functioning of the Project Monitoring Committee, as well as the rules of conduct for its members

**Article 2. SCOPE OF APPLICATION.** These regulations are directly applicable to the Project Monitoring Committee, as a collegiate body, and to its members who, individually considered, contribute to forming the will of said body.

**Article 3. BINDING.** The members of the Project Monitoring Committee have the duty to know, comply with and enforce these regulations.

The EPM Board of Directors will take the appropriate measures to ensure that these regulations are widely disseminated among the various interested parties.

**Article 4. INTERPRETATION.** These regulations are complementary and supplementary to the provisions for the Board of Directors in the Articles of Association of EPM, 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 that may arise due to the interpretation and application of these regulations, in accordance with the applicable legal and statutory rules, as well as the principles and recommendations derived from the application of EPM's Code of Good Corporate Governance.

**Article 5. APPROVAL AND MODIFICATION.** The Regulations of the Project Monitoring Committee will be approved by the EPM Board of Directors, and it is up to the Board of Directors to modify them, when required.

**Article 6. NATURE OF THE COMMITTEE.** The Project Monitoring Committee is a permanent body, of an advisory nature to the Board of Directors, which will be governed by the rules contained in the Statutes of EPM, in the Internal Regulations of the Board

of Directors and in this Regulation. The main objective of the Project Monitoring Committee is to provide support and advice to the Board of Directors, facilitating and enriching the discussion, deliberation, and prior guidance for the Board's decision-making regarding the definition, execution and monitoring of the prioritized infrastructure projects or line of business.

**Article 7. FUNCTIONS AND COMPETENCIES.** The Project Monitoring Committee will have the following functions:

1. Analyze, follow-up, and propose specific proposals, in conjunction with the Administration, on the formulation, execution, and evaluation of the prioritized projects, in accordance with the methodology defined for their prioritization, as well as submit to the Board of Directors its recommendations regarding the decisions regarding them.
1. Ensure compliance with the strategic objectives of the prioritized projects and monitor them in the Balanced Scorecard.
1. Follow up on the risk map of the prioritized projects and propose actions aimed at responding in a preventive and corrective manner to the impacts that the identified risks have on the development of the project, seeking to ensure the reliability of the information about its development and progress, as well as timely communication to the Board of Directors.

**Paragraph.** The committees supporting the EPM Board of Directors do not have a Business Group scope; however, the issues of interest that have a group scope must be included for information purposes in the committee's Typical Agenda.

**Article 8. COMPOSITION.** The Project Monitoring Committee will be made up of three (3) members of the EPM Board of Directors, preferably independent. The General Secretary of EPM will participate in the committee, with voice and without vote.

Committee members should have knowledge, skills, and experience related to the committee's issues and functions to enable them to understand the scope and complexity of these matters 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 to participate in its sessions, through its secretary, and those it deems necessary for the proper performance of the meeting. The participation of guests in the meetings must be approved by the committee and 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 committee sessions, which will be signed only once.

**Article 9. PRESIDENT AND SECRETARY.** The members of the committee shall appoint one of them as its chairman, who shall be independent, with sufficient capacity and availability to exercise such function. In the temporary absence of the chairman of the committee, he or she shall be replaced by the member designated for this purpose by the other members present at the meeting.

The secretariat of the committee will be exercised by the Executive Vice President of Projects and Engineering of EPM. It is the responsibility of the secretary of the committee to appoint the person to replace him in cases of temporary absences, and to inform the committee in advance.

**Article 10. DUTIES OF THE CHAIRMAN OF THE COMMITTEE.** The committee chair is responsible for:

1. To preside over the meetings and organize the discussion of the issues that are put to the consideration of the committee, promoting the active participation of the other members and attendees.
2. Present at all meetings of the Board of Directors, after analysis and review, the reports and recommendations of the committee on the matters and topics submitted for its consideration.
3. Submit to the Board of Directors, once (1) a year and with the assistance of the secretary, a consolidated report on the issues discussed by the committee.
4. Ensure that committee meetings address issues and discussions in depth, as well as generate agreements, conclusions, and recommendations for the Board of Directors;

while the Board of Directors will be presented with the conclusions, recommendations and main agreements that have been generated in the committees.

**Article 11. DUTIES OF THE SECRETARY OF THE COMMITTEE.** The secretary of the committee shall perform the following functions:

1. Convene regular sessions in accordance with the work plan and the availability of committee members, as well as extraordinary sessions, if necessary.
2. Prepare and publish the agenda of the committee's sessions.
3. Invite the servants or advisors who will have to make presentations during the sessions of the committee, to support or expand information on each item on the agenda.
4. Coordinate the timely delivery of documentation to committee members and other attendees and permanent guests.
5. Prepare the minutes of the meeting in which the topics discussed, the reports and the recommendations that will be presented for consideration by the EPM Board of Directors are recorded.
6. Coordinate the other logistical aspects necessary for the normal functioning of the committee.

**Article 12. APPOINTMENT AND TERMINATION OF OFFICE OF MEMBERS.** The Members of the committee shall be appointed by the Board of Directors to serve for the same term as a member of the Board of Directors and may be removed at any time. The exercise of its functions shall cease in the following cases:

1. When they lose their status as members of the Board of Directors.
2. When they lose their status as independent members (where applicable).

3. By decision of the Board of Directors.
4. Resignation accepted by the Board of Directors.

**Article 13. CALL FOR MEETINGS.** The call for committee meetings will be made through the information system of the Board of Directors, taking into account 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 Committee members. In case there are changes in the planned agenda, the secretary will coordinate the required adjustments to the committee's agenda, as well as the logistics necessary for its development.
2. If necessary, special meetings will be called, for which the secretary of the committee will inform the date and time of the meeting. However, the meeting of the committee shall also be valid when, in the presence of all its members, they agree to hold it.
3. The face-to-face meetings of the Project Monitoring Committee will be held at the EPM headquarters or at the place indicated in the call, although its members may designate another place for the meeting. The committee may also meet remotely, using the mechanisms established in the EPM Board of Directors Regulations.
4. The agenda for each meeting shall be submitted to the members of the committee, 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 deemed to be validly constituted when a majority of its members are present. Any recommendations that the committee decides to make to the board shall be adopted by a simple majority and shall be recorded in the minutes.

Minutes of the meetings of the committee shall be drawn up, signed by the chairman and secretary of the committee or by whoever takes their place, and shall be kept in a book of minutes of the committee, which will be guarded by his secretary.

The minutes must be approved and signed at the end of the ordinary session of the month following the meeting. A copy of the minutes shall 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 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 ), He will say so at the beginning of the meeting, and will temporarily withdraw from the meeting while the item is being discussed. 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 committee member of the obligation to abstain from participating in the respective deliberation.

**Article 16. ACCESS AND CONFIDENTIALITY OF INFORMATION.** Members of the committee may freely access, through the secretary, the information or documentation that is available in EPM, and is 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 put to their consideration, especially when so indicated in the respective document or warned by the area responsible for the information, being able to use it only for the purposes of fulfilling their function in said committee.

**Paragraph.** The committee may determine that information to be presented to the Board of Directors with respect to a subject shall not be pre-published in the Board's information system, nor shall it subsequently be delivered to the members of the Board. 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, extraordinarily, 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 must observe the following rules of operation, in order to optimize time and guarantee the fulfillment of its functions:

1. Listen to the exhibitors, before intervening. The members of the committee may question the speakers when it comes to asking questions or requesting clarification of any aspect related to the topic being presented.
2. Be concise, clear, and constructive in the interventions, always with the aim of enriching the deliberations and analysis of the matter in question.
3. Do not repeat what the other members of the Committee have already said.
4. During the deliberation, the following should be taken into account: (i) Prior authorization from the Chair is required to speak; (ii) The President 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 issue, 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 PROCEEDINGS OF THE COMMITTEE.** The committee's actions must be in accordance with EPM's values and principles.

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





**Article 22. REMUNERATION OF THE COMMITTEE.** The members of the committee shall be entitled 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 the meetings and maintain the confidentiality of the committee's discussions.

**Article 24. VALIDITY.** This decree is effective from the date of its issuance and repeals any regulations that are to the contrary, in particular Decree 706 of February 1, 2023.

Given in Medellín, on January 11, 2024.

**CHAIRMAN,**

FEDERICO GUTIERREZ ZULUAGA

**Acting Secretary,**

GABRIEL JAIME VELASQUEZ