

## ANSWERS TO CÓDIGO PAÍS SURVEY

(January-December 2016)

Corporate Governance Section	Measurement	Recommendation	Answer	Rationale for answers for 2016	Implementation Date	Modification Dates	Verified by
1. Shareholders rights and equitable treatment	Measurement No. 1: Principle of equitable treatment	1.1. The corporation gives equitable treatment to all shareholders, who within one same class of shares, have similar conditions; this does not mean providing to certain shareholders access to insider information with respect to others.	N/A	EPM is an industrial and commercial enterprise of municipal level, singly owned by the Municipality of Medellín as provided in Laws 142 of 1994 and 489 of 1998.			Juan David Henao
1. Rights and equitable treatment of shareholders	Measurement No. 1: Principle of equitable treatment	1.2. The Board of Directors has approved a specific procedure defining the corporation's practices for relationships with its shareholders of all types, in matters such as access to information, answers to information requests, communication channels, and ways of interaction among shareholders and the corporation, its Board of Directors and other administrators.	N/A	EPM is an industrial and commercial enterprise of municipal level, singly owned by the Municipality of Medellín as provided in Laws 142 of 1994 and 489 of 1998.			Juan David Henao

<p><b>1. Rights and equitable treatment of shareholders</b></p>	<p><b>Measurement No. 2: Information regarding shares</b></p>	<p>2.1. On its website the corporation clearly, exactly and comprehensively informs to the public the different classes of shares issued, the amount of shares for each class and the amount of unissued shares, as well as the rights and obligations inherent to each class of shares.</p>	<p>N/A</p>	<p>EPM is an industrial and commercial enterprise of municipal level, singly owned by the Municipality of Medellín as provided in Laws 142 of 1994 and 489 of 1998.</p>			<p>Juan David Henao</p>
<p><b>1. Rights and equitable treatment of shareholders</b></p>	<p><b>Measurement No. 3: No capital dilution</b></p>	<p>3.1. Operations that may end up in the dilution of capital of minority shareholders (in the case of capital increases with waivers of preemptive rights, mergers, spin-offs or segregations, among others), are explained in detail to the shareholders in a previous report of the Board of Directors including a fairness opinion about the terms of the transaction by an independent external advisor of renowned solvency designated by the Board of Directors. These reports are made available to shareholders prior to the Shareholders Meeting within the terms for exercising rights of inspection.</p>	<p>N/A</p>	<p>EPM is an industrial and commercial enterprise of municipal level, singly owned by the Municipality of Medellín as provided in Laws 142 of 1994 and 489 of 1998.</p>			<p>Juan David Henao</p>

<p><b>1. Rights and equitable treatment of shareholders</b></p>	<p><b>Measurement No. 4: Information and communication with shareholders</b></p>	<p>4.1. The corporation has a corporate website, in Spanish and English, with a link to Corporate Governance or relationships with shareholders and investors or their equivalent that includes financial and non-financial information under the terms proposed by recommendations 32.3 and 33.3, and which, in no event, can include confidential information of the corporation or relative to trade secrets, or information whose disclosure could be used in detriment of the corporation.</p>	<p>Yes</p>	<p>EPM's web portal <a href="http://www.epm.com.co/site/inversionistas/Inversionistas.aspx">http://www.epm.com.co/site/inversionistas/Inversionistas.aspx</a>, in English and Spanish, includes information for investors and the general public of the financial sector.</p>	<p>2006</p>	<p>2016</p>	<p>Catalina López</p>
<p><b>1. Rights and equitable treatment of shareholders</b></p>	<p><b>Measurement No. 4: Information and communication with shareholders</b></p>	<p>4.2. The corporation has permanent access and use mechanisms such as a shareholders-exclusive website link, a service office for relations with shareholders and investors and periodic informative meetings, among others, so they can express their opinions or present inquiries and suggestions regarding the development of the corporation and those associated to their condition as shareholders.</p>	<p>Yes</p>	<p>EPM has permanent access and use mechanisms exclusive for shareholders such as the investor relations office, an Spanish and English web portal (<a href="http://www.epm.com.co/site/inversionistas/Inversionistas.aspx">http://www.epm.com.co/site/inversionistas/Inversionistas.aspx</a>), and yearly and quarterly meetings.</p>	<p>2006</p>	<p>2016</p>	<p>Catalina López</p>

<p><b>1. Rights and equitable treatment of shareholders</b></p>	<p><b>Measurement No. 4: Information and communication with shareholders</b></p>	<p>4.3. The corporation organizes events for presentation of quarterly results to its shareholders and market analysts conducted either face-to-face or remotely.</p>	<p>Yes</p>	<p>EPM conducts quarterly results teleconferences for its shareholders and market analysts through remote media.</p>	<p>23/Apr/2013</p>	<p>2016</p>	<p>Catalina López</p>
<p><b>1. Rights and equitable treatment of shareholders</b></p>	<p><b>Measurement No. 4: Information and communication with shareholders</b></p>	<p>4.4. The corporation organizes or takes part in presentations, events and forums about fixed income geared mainly to investors in debt instruments and market analysts where the issuer's updated business ratios, liabilities management, financial policies, ratings, behavior regarding covenants, etc. are presented.</p>	<p>Yes</p>	<p>Every year, EPM organizes an account rendition event where it shares with investors and other financial sector agents the balance sheet and management results of past year together with the challenges and projects of present year. Additionally, the company takes part in events and conferences about emerging capital markets organized by the international banking for issuers and investors; there EPM presents to its current and prospective investors financial and non-financial information about EPM Group.</p>	<p>23/Apr/2013</p>	<p>2016</p>	<p>Catalina López</p>

<p><b>1. Rights and equitable treatment of shareholders</b></p>	<p><b>Measurement No. 4: Information and communication with shareholders</b></p>	<p>4.5. The corporation's bylaws provide that one shareholder or a group of shareholders representing at least five percent (5%) of capital may request the conduction of special audits on matters other than those audited by the Statutory Auditor. Depending on its capital structure, the corporation may determine a percentage lower than five per cent (5%).</p>	<p>N/A</p>	<p>EPM is an industrial and commercial enterprise of municipal level, singly owned by the Municipality of Medellín as provided in Laws 142 of 1994 and 489 of 1998.</p>			<p>Juan David Henao</p>
<p><b>1. Rights and equitable treatment of shareholders</b></p>	<p><b>Measurement No. 4: Information and communication with shareholders</b></p>	<p>4.6. For the exercise of this right, there is a procedure written as foreseen in recommendation 4.6</p>	<p>N/A</p>	<p>EPM is an industrial and commercial enterprise of municipal level, singly owned by the Municipality of Medellín as provided in Laws 142 of 1994 and 489 of 1998.</p>			<p>Juan David Henao</p>

<p><b>1. Rights and equitable treatment of shareholders</b></p>	<p><b>Measurement No. 5: Acts of administrators regarding operations for change or takeover of control of the corporation.</b></p>	<p>5.1. Members of the Board of Directors and Top Management have expressly agreed in their letters of acceptance or contracts that once they become aware of the presentation of a tender offer or other relevant operations such as mergers or spin-offs, there will be periods when they will be bound not to trade, directly or indirectly through a third party, shares of the corporation.</p>	<p>N/A</p>	<p>EPM is an industrial and commercial enterprise of municipal level, singly owned by the Municipality of Medellín as provided in Laws 142 of 1994 and 489 of 1998.</p>			<p>Juan David Henao</p>
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<p><b>1. Rights and equitable treatment of shareholders</b></p>	<p><b>Measurement No. 6: Quotation of corporations integrated into conglomerates</b></p>	<p>6.1. Without limiting the independence of each individual company integrated into the conglomerate and the responsibilities of their administration bodies, the conglomerate's organizational structure defines the bodies and key positions and their mutual relationships for each of the three (3) governance levels (shareholders meeting, Board of Directors and Top Management); this structure is of public knowledge, it is unambiguous and transparent, it permits determining clear lines of responsibility and communications, and facilitates strategic direction, supervision and control as well as effective administration of the conglomerate.</p>	<p>Yes</p>	<p>The bylaws of EPM and its affiliates clearly establish the governance bodies and their functions. Additionally, relationships with affiliates are determined by the Governance Agreement. Also, the parent company's Governance Code clearly establishes governance levels.</p>	<p>28/May/1998</p>		<p>Juan David Henao</p>
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1. Rights and equitable treatment of shareholders	Measurement No. 6: Quotation of corporations integrated into conglomerates	6.2. The parent company and its major subordinates have subscribed a public agreement approved by the Board of Directors of each of the companies that defines a reference framework of institutional relationships and regulates the issues indicated in recommendation 6.2.	Yes	EPM as parent company of EPM Group and each and all national and international affiliates have entered a Governance Agreement approved under the indicated terms.	8/Nov/2013		Paola Escobar/Luz Stella
1. Rights and equitable treatment of shareholders	Measurement No. 7: Dispute resolution	7.1. Except for disputes among shareholders, or among shareholders and the corporation or its Board of Directors, that by express legal order shall be necessarily settled at the civil jurisdiction, the bylaws of the corporation include mechanisms for dispute resolution such as direct settlement, amicable composition, conciliation and arbitration.	Yes	The bylaws of EPM provide that the Board of Directors may authorize agreeing alternative dispute resolution mechanisms whenever their amount exceeds a certain figure.	28/May/1998		Juan David Henao
2. Shareholders Meeting	Measurement No. 8: Functions and Competence	8.1. In addition to other functions assigned to the Stockholders' Meeting under the legal framework, the bylaws expressly establish the following functions of the Stockholders' Meeting as indicated in recommendation 8.1, and they emphasize their exclusive and non-delegable nature.	N/A	EPM is an industrial and commercial enterprise of municipal level, singly owned by the Municipality of Medellín as provided in Laws 142 of 1994 and 489 of 1998.			Juan David Henao



2. Shareholders Meeting	Measurement No. 9: Ruling of the Shareholders Meeting	9.1. The corporation's Shareholders Meeting Ruling regulates all matters pertaining to it, from its convening to the preparation of the information that shareholders must receive, attendance, development and exercise of political rights so that they are fully informed about the regime for conducting the meetings.	N/A	EPM is an industrial and commercial enterprise of municipal level, singly owned by the Municipality of Medellín as provided in Laws 142 of 1994 and 489 of 1998.			Juan David Henao
2. Shareholders Meeting	Measurement No. 10: Convening of the Shareholders Meeting	10.1. In order to facilitate the exercise of the shareholders' right to information, the bylaws provide that regular Shareholders Meeting shall be convened at least thirty (30) calendar days in advance; special meetings shall be convened at least fifteen (15) calendar days in advance. The above without limitation upon the legal terms set for business reorganizations such as merger, spin-off or transformation.	N/A	EPM is an industrial and commercial enterprise of municipal level, singly owned by the Municipality of Medellín as provided in Laws 142 of 1994 and 489 of 1998.			Juan David Henao
2. Shareholders Meeting	Measurement No. 10: Convening of the Shareholders Meeting	10.2. In addition to the traditional and mandatory means foreseen in the legal framework, the corporation ensures maximum disclosure and publicity of the convening through electronic media such as the corporate website, individual email messages, and even, if deemed pertinent, through social networks.	Yes	This recommendation is complied with at EPM for convening of Board of Directors meetings since it is informed through different media such as the Board's website and electronic mail agenda.	21/Mar/2012		Juan David Henao

<p><b>2. Shareholders Meeting</b></p>	<p><b>Measurement No. 10: Convening of the Shareholders Meeting</b></p>	<p>10.3. In order to increase transparency of decision making during the Shareholders Meeting, in addition to the agenda including a description of every item to be discussed, the corporation has established that simultaneously with the convening, or at least fifteen (15) calendar days prior to the meeting, the propositions to be presented by the Board of Directors for each agenda item be made available to shareholders.</p>	<p>Yes</p>	<p>The Ruling of the Board of Directors of EPM establishes that the information and presentations, including the propositions, shall be made available to the members of the Board of Directors prior to the meeting.</p>	<p>7/Sep/2010</p>	<p>25-Aug-15</p>	<p>Juan David Henao</p>
<p><b>2. Shareholders Meeting</b></p>	<p><b>Measurement No. 10: Convening of the Shareholders Meeting</b></p>	<p>10.4. Pseudo spin-offs can only be analyzed and approved by the Shareholders Meeting when such item has been expressly included in the convening of the respective meeting.</p>	<p>Yes</p>	<p>At EPM, a pseudo spin-off requires approval of the Board of Directors and prior authorization of the Medellin City Council. All items dealt with at the Board of Directors that also require approval are included in the agenda</p>	<p>7/Sep/2010</p>		<p>Juan David Henao</p>

<p><b>2. Shareholders Meeting</b></p>	<p><b>Measurement No. 10: Convening of the Shareholders Meeting</b></p>	<p>10.5. The agenda proposed by the Board of Directors includes a precise description of the issues to be dealt with, always trying to avoid concealing or masking them under imprecise, generic, too general or too broad mentions such as “other” or “propositions and miscellaneous”.</p>	<p>Yes</p>	<p>The agenda of EPM's Board of Directors includes all items to be dealt with at the meeting with a clear and precise description thereof.</p>	<p>7/Sep/2010</p>		<p>Juan David Henao</p>
<p><b>2. Shareholders Meeting</b></p>	<p><b>Measurement No. 10: Convening of the Shareholders Meeting</b></p>	<p>10.6. In the event of amendments to the bylaws, each article or group of articles that are substantially independent is voted separately. At any rate, an article shall be voted separately whenever one shareholder or group of shareholders representing at least five (5%) percent of capital stock so requests during the meeting; such right shall be previously disclosed to the shareholders.</p>	<p>Yes</p>	<p>An amendment to the bylaws shall be reviewed and approved by the Medellin City Council through an ordinance, upon previous review article by article.</p>	<p>28/May/1998</p>		<p>Juan David Henao</p>

<p><b>2. Shareholders Meeting</b></p>	<p><b>Measurement No. 10: Convening of the Shareholders Meeting</b></p>	<p>10.7. Without limitation of the provisions of article 182 of the Code of Commerce, and in order to reinforce and guarantee the right of inspection and information of shareholders prior to the meeting, the bylaws recognize the right of shareholders, regardless of their shareholding, to propose the introduction in the agenda of one or more items to be discussed at the Shareholders Meeting, within reasonable limits, and provided that the request for new items be accompanied by a justification. The request shall be made within the five (5) calendar days following the publication of the convening.</p>	<p>N/A</p>	<p>EPM is an industrial and commercial enterprise of municipal level, singly owned by the Municipality of Medellín as provided in Laws 142 of 1994 and 489 of 1998.</p>			<p>Juan David Henao</p>
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<p><b>2. Shareholders Meeting</b></p>	<p><b>Measurement No. 10: Convening of the Shareholders Meeting</b></p>	<p>10.8. If the request is rejected by the Board of Directors, the Board is bound to answer in writing the requests that were supported by at least five percent (5%) of capital stock, or by a lower percentage established by the corporation considering the degree of ownership concentration, explaining in detail the reasons for its decision and informing the shareholders the right they have to present their propositions during the meeting as provided in the above-mentioned article 182 of the Code of Commerce.</p>	<p>N/A</p>	<p>EPM is an industrial and commercial enterprise of municipal level, singly owned by the Municipality of Medellín as provided in Laws 142 of 1994 and 489 of 1998.</p>			<p>Juan David Henao</p>
<p><b>2. Shareholders Meeting</b></p>	<p><b>Measurement No. 10: Convening of the Shareholders Meeting</b></p>	<p>10.9. In the event the Board of Directors accepts the request, and having exhausted the time for shareholders to propose items according to the preceding recommendations, a supplement to the convening of the Shareholders Meeting shall be published at least fifteen (15) calendar days prior to the meeting.</p>	<p>N/A</p>	<p>EPM is an industrial and commercial enterprise of municipal level, singly owned by the Municipality of Medellín as provided in Laws 142 of 1994 and 489 of 1998.</p>			<p>Juan David Henao</p>

<p><b>2. Shareholders Meeting</b></p>	<p><b>Measurement No. 10: Convening of the Shareholders Meeting</b></p>	<p>10.10. Under the same term described in section 10.7, shareholders can also present justified new propositions for ordinances regarding items already included in the agenda. For such requests, the Board of Directors acts as established in sections 10.8 and 10.9 above.</p>	<p>N/A</p>	<p>EPM is an industrial and commercial enterprise of municipal level, singly owned by the Municipality of Medellín as provided in Laws 142 of 1994 and 489 of 1998.</p>			<p>Juan David Henao</p>
<p><b>2. Shareholders Meeting</b></p>	<p><b>Measurement No. 10: Convening of the Shareholders Meeting</b></p>	<p>10.11. The corporation is bound to use the same electronic communication media, particularly the corporate website with exclusive access to shareholders, to send them the documentation and information related to each item of the agenda.</p>	<p>Yes</p>	<p>At EPM, the documents are published in the website of the members of the Board of Directors for their analysis prior to the meeting.</p>	<p>21/Mar/2012</p>		<p>Juan David Henao</p>

<p>2. Shareholders Meeting</p>	<p><b>Measurement No. 10: Convening of the Shareholders Meeting</b></p>	<p>10.12. The corporation's bylaws recognize shareholders the right to request, far enough in advance, through traditional channels and/or, if applicable, new technologies, the information or clarifications deemed pertinent or to present in writing the questions deemed necessary regarding issues included in the agenda, the documentation received or the information publicly available supplied by the corporation. The corporation determines the period in which shareholders can exercise such right depending on the term selected by it to convene the Shareholders Meeting.</p>	<p>N/A</p>	<p>EPM is an industrial and commercial enterprise of municipal level, singly owned by the Municipality of Medellín as provided in Laws 142 of 1994 and 489 of 1998.</p>			<p>Juan David Henao</p>
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<p><b>2. Shareholders Meeting</b></p>	<p><b>Measurement No. 10: Convening of the Shareholders Meeting</b></p>	<p>10.13. The corporation has established that the information requested can be denied if, according to internal procedures, it may be qualified as: i) unreasonable; ii) irrelevant for learning about the corporation's progress or interests; iii) confidential, including insider information related to the securities market, trade secrets and ongoing operations whose success for the company substantially depends on the secrecy of its negotiation; and iv) others whose disclosure imminently and gravely risk its competitiveness.</p>	<p>N/A</p>	<p>EPM's bylaws are those of an industrial and commercial enterprise of municipal level whose maximum direction body is the Board of Directors. The members of the Board of Directors have access to all the information.</p>			<p>Juan David Henao</p>
<p><b>2. Shareholders Meeting</b></p>	<p><b>Measurement No. 10: Convening of the Shareholders Meeting</b></p>	<p>10.14. When the answer given to a shareholder may result in an advantage for such shareholder, the corporation guarantees concomitant access to such answer to all other shareholders, according to the mechanisms established for such effect and under the same conditions.</p>	<p>N/A</p>	<p>EPM's bylaws are those of an industrial and commercial enterprise of municipal level whose maximum direction body is the Board of Directors.</p>			<p>Juan David Henao</p>



<p><b>2. Shareholders Meeting</b></p>	<p><b>Measurement No. 11: Regulation of representation</b></p>	<p>11.1. Without limitation upon the limits established in article 185 of the Code of Commerce, External Circular Letter 24 of 2010 and any rules that amend, supplement or replace it, the corporation does not limit the shareholder's right to be represented at the Shareholders Meeting, being able to delegate voting to any person, whether a shareholder or not.</p>	<p>N/A</p>	<p>EPM is an industrial and commercial enterprise of municipal level, singly owned by the Municipality of Medellín as provided in Laws 142 of 1994 and 489 of 1998.</p>			<p>Juan David Henao</p>
<p><b>2. Shareholders Meeting</b></p>	<p><b>Measurement No. 11: Regulation of representation</b></p>	<p>11.2. The corporation minimizes the use of blank voting delegations, without voting instructions, and actively endorses the use of a standard model of representation letter that the corporation itself provides to shareholders or publishes in its website. The model includes the agenda and the corresponding propositions determined in accordance with the above-established procedure that will be subject to the consideration of shareholders so that if deemed convenient, the shareholder indicates to the representative the direction of voting for each case.</p>	<p>N/A</p>	<p>EPM is an industrial and commercial enterprise of municipal level, singly owned by the Municipality of Medellín as provided in Laws 142 of 1994 and 489 of 1998.</p>			<p>Juan David Henao</p>

<p><b>2. Shareholders Meeting</b></p>	<p><b>Measurement No. 12: Attendance by persons other than shareholders</b></p>	<p>12.1. In order to revitalize the role of the Shareholders Meeting in shaping the corporate will, the Ruling of the Shareholders Meeting requires that the members of the Board of Directors and, particularly, the Chairmen of the Committees of the Board of Directors, as well as the corporation's chairman, attend the Meeting to answer any inquiries that shareholders may have.</p>	<p>N/A</p>	<p>EPM is an industrial and commercial enterprise of municipal level, singly owned by the Municipality of Medellín as provided in Laws 142 of 1994 and 489 of 1998.</p>			<p>Juan David Henao</p>
<p><b>3. Board of Directors</b></p>	<p><b>Measurement No. 13: Functions of the Board of Directors</b></p>	<p>13.1. The bylaws expressly state the functions that cannot be delegated to the Top Management, and they include those established in recommendation 13.1.</p>	<p>Yes</p>	<p>EPM's bylaws do not foresee the possibility of the Board of Directors delegating its functions to Top Management.</p>	<p>28/May/1998</p>		<p>Juan David Henao</p>

3. Board of Directors	Measurement No. 13: Functions of the Board of Directors	13.2. Without limitation upon the autonomy of the governing bodies of the subordinate companies, when the corporation is acting as parent company of a conglomerate, these functions of the Board of Directors have a group focus and are carried out through general policies, guidelines or information requests that respect the balance between the interests of the parent company and the subordinate companies and those of the conglomerate as a whole.	Yes	The decisions of the Board of Directors are implemented in the subordinate companies through corporate governance policies, guidelines and practices.			Juan David Henao
3. Board of Directors	Measurement No. 14: Ruling of the Board of Directors	14.1. The Board of Directors has approved the Internal Ruling that regulates its organization and operation, as well as the functions and responsibilities of its members, chairman and secretary, and their duties and rights. The Ruling is disclosed to the shareholders and is binding for the members of the Board of Directors.	Yes	The Ruling of EPM's Board of Directors was issued through Decree No. 259 of December 1, 2008.	01/Dec/2008	07/Sep/2010 and 25/Aug/2015	Juan David Henao

3. Board of Directors	Measurement No. 15: Size of the Board of Directors	15.1. Under its bylaws, the corporation has opted for not designating substitute members of the Board of Directors.	Yes	Under the bylaws, the members of EPM's Board of Directors have no substitutes.	28/May/1998		Juan David Henao
3. Board of Directors	Measurement No. 16: Members of the Board of Directors	16.1. Based on the premise that once elected all members of the Board of Directors act in benefit of the corporation, exercising utmost transparency, the corporation identifies the origin of the different members of the Board of Directors according to the scheme defined in recommendation 16.1.	Yes	It is complied with. It is necessary to clarify that there are neither executive-inside members nor shareholding-members in EPM's Board of Directors; there are independent members and control spokespersons chosen by the Development and Social Control Committees duly registered.	28/May/1998		Juan David Henao
3. Board of Directors	Measurement No. 16: Members of the Board of Directors	16.2. The corporation has a procedure, articulated through the Committee of Appointments and Remunerations or any other body performing its functions, that permits the Board of Directors, through its own dynamics and the conclusions of annual evaluations, to reach the goals set in recommendation 16.2.	Yes	According to Decree No. 379 of August 25, 2015, amended by Decree No. 398 of May 24, 2016, the functions referred to in the recommendation correspond to the Management Committee of the Board of Directors.	25/Aug/2015	24-May-16	Juan David Henao

<p><b>3. Board of Directors</b></p>	<p><b>Measurement No. 16: Members of the Board of Directors</b></p>	<p>16.3. The Board of Directors informs the shareholders the professional qualifications identified as necessary, so that the different role players, particularly controlling shareholders, significant shareholders, families, groups of shareholders and institutional shareholders, if any, and the Board itself, be in conditions to identify the most competent candidate.</p>	<p>Yes</p>	<p>EPM's Board of Directors has prepared and delivered to the elected Mayor and new chairman of the Board of Directors the document titled "Guidelines for the members of the Board of Directors of EPM".</p>	<p>04/Dec/2015</p>	<p>Juan David Henao</p>
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<p>3. Board of Directors</p>	<p><b>Measurement No. 16: Members of the Board of Directors</b></p>	<p>16.4. The corporation considers that the evaluation by shareholders of the résumés alone is not enough to determine the aptness of the candidates. For this reason it has established an internal procedure to assess the legal incompatibilities and restrictions and whether the candidate meets the needs of the Board of Directors; the procedure evaluates a set of criteria to be met by the functional and personal profiles of the candidates and the verification of compliance with certain objective requirements for members of the Board of Directors and additional ones for independent members.</p>	<p>Yes</p>	<p>The verification of the qualifications of the persons to be designated as members of the Board of Directors includes the analysis of incompatibilities and restrictions of legal nature and other applicable requirements.</p>	<p>28/May/1998</p>	<p>Juan David Henao</p>
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<p>3. Board of Directors</p>	<p><b>Measurement No. 16: Members of the Board of Directors</b></p>	<p>16.5. In addition to the independence requirements provided by Law 964 of 2005, the corporation has voluntarily adopted a more rigorous definition of independence. The definition, adopted as reference frame through the Ruling of the Board of Directors, includes among the requirements to be evaluated the relationships or links of any nature of the independent member candidate with controlling or significant shareholders and their related parties, in Colombia and abroad, and requires a double declaration of independence: (i) of the candidate with respect to the corporation, its shareholders and Top Management included in his(her) acceptance letter, and ii) of the Board of Directors with respect to the candidate.</p>	<p>Yes</p>	<p>The criteria to determine the independence of the members of the Board of Directors are established in the Corporate Governance Code issued by the Board of Directors through Decree No. 237 of October 01, 2007.</p>	<p>1/Oct/2007</p>	<p>Juan David Henao</p>
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<p>3. Board of Directors</p>	<p><b>Measurement No. 16: Members of the Board of Directors</b></p>	<p>16.6. Internal regulations of the corporation provide that the Board of Directors, through its chairman, and supported by the Committee of Appointments and Remunerations or any other body performing its functions, is the most adequate body to centralize and coordinate in advance to the Shareholders Meeting the process for setting up the administration body. This way, shareholders who, based on their shareholding, wish to be part of the Board of Directors may learn about the needs of the Board of Directors and present their aspirations, negotiate the shareholding balances and the distribution among the different member categories, present their candidates and agree that the aptness of their candidates be evaluated by the Committee of Appointments and Remunerations prior to the voting at the Shareholders Meeting.</p>	<p>Yes</p>	<p>The Medellin City Mayor as chairman of the Board of Directors appoints the members of the Board of Directors. The Management Committee is in charge of the analysis of the criteria for setting up the Board of Directors as well as the independence criteria according to its Ruling.</p>	<p>25/Aug/2015</p>	<p>24-May-16</p>	<p>Juan David Henao</p>
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<p>3. Board of Directors</p>	<p><b>Measurement No. 16: Members of the Board of Directors</b></p>	<p>16.7. The Ruling of the Board of Directors provides that the evaluation of the candidates aptness has to be carried out prior to the Shareholders Meeting, so that shareholders have enough information (personal qualifications, aptness, expertise, experience, integrity, etc.) about the candidates prior to the meeting.</p>	<p>Yes</p>	<p>The Ruling of EPM's Board of Directors establishes the requirements to be appointed member of the Board, which have to be verified prior to their appointment by the City Mayor.</p>	<p>7/Sep/2010</p>	<p>25-Aug-15</p>	<p>Juan David Henao</p>
<p>3. Board of Directors</p>	<p><b>Measurement No. 17: Functional structure of the Board of Directors</b></p>	<p>17.1. The Ruling of the Board of Directors provides that independent members and shareholding-members shall always constitute a majority over the executive-inside members, who shall number the minimum necessary to attend to the information and coordination needs between the Board of Directors and Top Management.</p>	<p>Yes</p>	<p>There are neither executive-inside members nor shareholding-members in EPM's Board of Directors and most of its members must be independent members.</p>	<p>1/Oct/2007</p>		<p>Juan David Henao</p>

3. Board of Directors	<b>Measurement No. 17: Functional structure of the Board of Directors</b>	17.2. Starting at 25% as minimum percentage of independent members set by Law 964 of 2005, the corporation analyzes and voluntarily increases the number of independent members always taking into account that the number of independent members shall agree with the floating capital.	Yes	Recommendation is complied with because the Board of Directors has neither executive-inside members nor shareholding-members and the majority shall be independent members.	1/Oct/2007		Juan David Henao
3. Board of Directors	<b>Measurement No. 18: Organization of the Board of Directors</b>	18.1. The functions of the chairman of the Board of Directors are established in the bylaws and his(her) major responsibilities are those established in recommendation 18.1.	Yes	The functions of the chairman of the Board of Directors are established in the Ruling of the Board of Directors, Decree No. 376 of August 25, 2015.	25/Aug/2015		Juan David Henao
3. Board of Directors	<b>Measurement No. 18: Organization of the Board of Directors</b>	18.2. The corporation's internal rules provide for differential treatment for the chairman of the Board of Directors both regarding his(her) duties and remuneration given the scope of his(her) specific functions and higher time dedication.	Yes	By reason of his(her) functions, EPM's Chairman of the Board of Directors receives differential treatment with respect to the other members of the Board. The Chairman of the Board does not receive any remuneration.	25/Aug/2015		Juan David Henao

3. Board of Directors	Measurement No. 18: Organization of the Board of Directors	18.3. The rules for appointment of the Secretary of the Board of Directors are included in the bylaws; among these rules those indicated in recommendation 18.3 stand out.	Yes	The Chief Executive Officer is in charge of appointing the Secretary General who is also the Secretary of the Board, all in accordance with Article 17 p) of the bylaws. His(her) appointment or removal shall be approved by the Board of Directors. Additionally, it is provided that a member of the Board of Directors be simultaneously the Secretary of the Board of Directors.	28/May/1998		Juan David Henao
3. Board of Directors	Measurement No. 18: Organization of the Board of Directors	18.4. The Ruling of the Board of Directors establishes the functions of the Secretary, including those indicated in recommendation 18.4.	Yes	The functions of the Secretary of the Board of Directors are established in the Ruling of the Board of Directors, Decree No. 376 of August 25, 2015.	25/Aug/2015		Juan David Henao

3. Board of Directors	Measurement No. 18: Organization of the Board of Directors	18.5. The Board of Directors has instituted the Committee of Appointments and Remunerations.	Yes	The functions of a Committee of Appointments and Remunerations were assigned to the Management Committee through amendment to its Ruling by Decree No. 379 of August 25, 2015, itself amended by Decree No. 398 of May 24, 2016.	25/Aug/2015	24-May-16	Juan David Henao
3. Board of Directors	Measurement No. 18: Organization of the Board of Directors	18.6. The Board of Directors has instituted a Risk Committee.	Yes	The functions of a Risk Committee were assigned to the Management Committee through amendment to its Ruling by Decree No. 379 of August 25, 2015, itself amended by Decree No. 398 of May 24, 2016.	25/Aug/2015	24-May-16	Juan David Henao

3. Board of Directors	Measurement No. 18: Organization of the Board of Directors	18.7. The Board of Directors has instituted a Corporate Governance Committee.	Yes	The functions of the Corporate Governance Committee were assigned to the Management Committee through amendment to its Ruling by Decree No. 379 of August 25, 2015, itself amended by Decree No. 398 of May 24, 2016.	25/Aug/2015	24-May-16	Juan David Henao
3. Board of Directors	Measurement No. 18: Organization of the Board of Directors	18.8. Whenever the corporation has not deemed necessary to institute all such committees their functions have been distributed among existing committees or have been assumed by the Board of Directors in full.	Yes	Through Decrees Nos. 377, 378 and 379 of August 25, 2015, the functions of the committees were redistributed and assigned as recommended by Código País. As a result of the creation of the Project Monitoring Committee under Decree No. 396 of May 24, 2016, the functions of the Management Committee and the Strategy and Investment Committee were adjusted through Decrees Nos. 398 and 397 of May 24, 2016.	25/Aug/2015	24/May/2016	Juan David Henao

<p>3. Board of Directors</p>	<p>Measurement No. 18: Organization of the Board of Directors</p>	<p>18.9. Each committee of the Board of Directors has an internal ruling that regulates its establishment, subjects, functions and operations; special attention is given to the communication channels between the committees and the Board of Directors, and, in the case of conglomerates, to the mechanisms for relations and coordination among the Board of Directors committees of the parent company and those of the subordinate companies, if any.</p>	<p>Yes</p>	<p>Each committee of the Board of Directors has its own ruling: Audit Committee, Decree No. 377 of August 25, 2015; Project Monitoring Committee, Decree No. 396 of May 24, 2016; Strategy and Investment Committee, Decree No. 397 of May 24, 2016; and Management Committee, Decree No. 398 of May 24, 2016. (The Audit, Project Monitoring, Strategy and Investment, and Management Committees have their own rulings (Decrees Nos. 377, 396, 397, and 398).</p>	<p>25/Aug/2015</p>	<p>24/May/2016</p>	<p>Juan David Henao</p>
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3. Board of Directors	Measurement No. 18: Organization of the Board of Directors	18.10. Only independent or shareholding-members can be part of the Committees of the Board of Directors; the committees shall have at least three (3) members and they are chaired by an independent member. In the case of the Committee of Appointments and Remunerations, independent members are always the majority.	Yes	The four committees of the Board of Directors consist of three (3) members of the Board; additionally, each Board member is part of one or two committees with the exception of the Chairman of the Board since he/she is the Medellin City Mayor. The chairmen of the Board committees are independent members; the majority of the members of the Management Committee, in charge of appointments and remunerations, are independent members.	25/Aug/2015	24-May-16	Juan David Henao
3. Board of Directors	Measurement No. 18: Organization of the Board of Directors	18.11. The Board committees may request support, temporarily or permanently, from members of Top Management who have experience in matters of their competence and/or from external experts.	Yes	The members of the committees have the support of Top Management; and experts can be hired for matters of their competence.	25/Aug/2015	24-May-16	Juan David Henao

3. Board of Directors	Measurement No. 18: Organization of the Board of Directors	18.12. In choosing the members of the committees, the Board of Directors takes into consideration their profiles, knowledge and professional experience regarding the subject matter of the committee.	Yes	It is complied with because the committees are established taking into account the profile of each Board member.	25/Aug/2015	24-May-16	Juan David Henao
3. Board of Directors	Measurement No. 18: Organization of the Board of Directors	18.13. Minutes are prepared for each committee; copies of the minutes are delivered to all members of the Board of Directors. When the committees have delegated decision-making, the minutes conform to the requirements of articles 189 and 431 of the Code of Commerce.	Yes	Minutes are prepared for each committee and any recommendations are informed at each session of the Board of Directors.	25/Aug/2015		Juan David Henao



3. Board of Directors	Measurement No. 18: Organization of the Board of Directors	18.14. In the event of conglomerates and except when the applicable legal or regulatory framework requests their institution, internal regulations establish that the Board of Directors of subordinate companies may choose not to establish certain committees for addressing certain matters which are assumed by the committees of the Board of Directors of the parent company; this does not imply that the responsibility of the Boards of Directors of subordinate companies is transferred to the parent company.	Yes	According to the corporate governance model of EPM, national affiliates that apply the “Operatively Involved” model do not have Board of Directors committees; in turn, in the affiliates with “Strategic Architecture” model, mainly international affiliates, may have Board of Directors committees.	8/Nov/2013		Juan David Henao
3. Board of Directors	Measurement No. 18: Organization of the Board of Directors	18.15. The main task of the Audit Committee is to assist the Board of Directors in its supervisory function through evaluation of accounting procedures, relationships with the Statutory Auditor, and in general, review of the Corporation’s Control Architecture, including the audit of the risk management system implemented by the corporation.	Yes	It is complied with because such functions are included in the Ruling of the Audit Committee, Decree No. 377 of August 25, 2015.	5/Nov/2013	25-Aug-15	Juan David Henao

<p><b>3. Board of Directors</b></p>	<p><b>Measurement No. 18: Organization of the Board of Directors</b></p>	<p>18.16. The accounting and financial expertise of the members of the Audit Committee permits them to express sound opinions on matters over which the committee is competent with the depth necessary to understand their scope and complexity.</p>	<p>Yes</p>	<p>The members of the Audit Committee comply with the profile required.</p>	<p>5/Nov/2013</p>	<p>25-Aug-15</p>	<p>Juan David Henao</p>
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<p><b>3. Board of Directors</b></p>	<p><b>Measurement No. 18: Organization of the Board of Directors</b></p>	<p>18.17. At the request of the chairman of the Meeting, the chairman of the Audit Committee informs the Shareholders Meeting about the tasks conducted by the Committee such as the analysis of the scope and contents of the Report of the Statutory Auditor.</p>	<p>Yes</p>	<p>The Chairman of the Audit Committee reports to the Board of Directors about the job carried out by the Committee. Additionally, at the account rendition event and in the Sustainability Report, EPM, through the Chairman of the Board of Directors and the Chief Executive Officer, informs about the results of the external audit. It is necessary to mention that EPM is not bound to have an statutory auditor; however, EPM has committed itself to the Medellin Municipality, under the Relationships Framework Agreement, to have a permanent External Auditor.</p>	<p>5/Nov/2013</p>	<p>25-Aug-15</p>	<p>Juan David Henao</p>
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3. Board of Directors	Measurement No. 18: Organization of the Board of Directors	18.18. The Internal Ruling of the Audit Committee assigns to it the functions indicated in recommendation 18.18.	Yes	The Ruling of the Audit Committee, Decree No. 377 of August 25, 2015 details its functions.	25/Aug/2015		Juan David Henao
3. Board of Directors	Measurement No. 18: Organization of the Board of Directors	18.19. The main goal of the Committee of Appointments and Remunerations is to support the Board of Directors in their decisions regarding appointments and remuneration of the members of the Board of Directors and Top Management and to supervise observance of the corporate governance rules, reviewing periodically their compliance, recommendations and principles (in those cases where this function is not expressly assigned to other committee of the corporation).	Yes	The functions of the Committee of Appointments and Remunerations were assigned to the Management Committee through amendment to its Ruling by Decree No. 379 of August 25, 2015, amended by Decree No. 398 of May 24, 2016.	25/Aug/2015	24/May/2016	Juan David Henao

3. Board of Directors	Measurement No. 18: Organization of the Board of Directors	18.20. Some members of the Committee of Appointments and Remunerations are knowledgeable about strategy, human resources (recruiting and selection, hiring, training, personnel management), salary policies and related subjects with enough depth to be able to understand the scope and complexity of these matters in the corporation.	Yes	It is complied with because some members of the Management Committee, which assumed the duties of the Committee of Appointments and Remunerations, conform to the profile.	25/Aug/2015	24-May-16	Juan David Henao
3. Board of Directors	Measurement No. 18: Organization of the Board of Directors	18.21. At the request of the Chairman of the Meeting, reports may be presented to the Meeting by the Chairman of the Committee of Appointments and Remunerations regarding concrete issues of the work conducted by the Committee (e.g. monitoring policies of remuneration of the Board of Directors and Top Management).	Yes	The Chairman of EPM's Board of Directors may request from the Chairman of the Management Committee (which assumed the duties of the Committee of Appointments and Remunerations) reports about its managing. Additionally, at each meeting of the Board of Directors, the Chairman of the Committee reports about its recommendations.	25/Aug/2015		Juan David Henao

3. Board of Directors	Measurement No. 18: Organization of the Board of Directors	18.22. The Internal Ruling of the Committee of Appointments and Remunerations assigns it the functions indicated in recommendation 18.22.	Yes	The functions of the Committee of Appointments and Remunerations were assigned to the Management Committee through amendment to its Ruling by Decree No. 379 of August 25, 2015, amended by Decree No. 398 of May 24, 2016.	25/Aug/2015	24/May/2016	Juan David Henao
3. Board of Directors	Measurement No. 18: Organization of the Board of Directors	18.23. The main goal of the Risks Committee is to assist the Board of Directors in its supervisory responsibilities related to risk management.	Yes	The functions inherent to comprehensive risk management correspond to the Audit Committee according to its Ruling, Decree No. 377 of August 25, 2015.	25/Aug/2015		Juan David Henao
3. Board of Directors	Measurement No. 18: Organization of the Board of Directors	18.24. At the request of the Chairman of the Meeting, reports may be presented by the Chairman of the Risks Committee to the Meeting regarding concrete issues of the work conducted by the Committee.	Yes	The Chairman of EPM's Board of Directors may always request from the Chairman of the Audit Committee (which assumed the duties of the Risks Committee) reports about its managing. Additionally, at each meeting of the Board of Directors, the Chairman of the Committee reports about its recommendations.	25/Aug/2015		Juan David Henao

3. Board of Directors	<b>Measurement No. 18: Organization of the Board of Directors</b>	18.25. With the necessary adjustments to differentiate between financial sector and real economy corporations, and without limitation upon the functions assigned to this Committee by current regulations, the Internal Ruling of the Risks Committee assigns it the functions indicated in recommendation 18.25.	Yes	The functions recommended for the Risks Committee were assumed by the Audit Committee according to its Ruling, Decree No. 377 of August 25, 2015.	25/Aug/2015		Juan David Henao
3. Board of Directors	<b>Measurement No. 18: Organization of the Board of Directors</b>	18.26. The main duty of the Corporate Governance Committee is to assist the Board of Directors in its duties related to proposals and supervision of corporate governance measures adopted by the corporation.	Yes	The functions of the Corporate Governance Committee were assigned to the Management Committee through Decree No. 379 of August 25, 2015, amended by Decree No. 398 of May 24, 2016.	25/Aug/2015	24/May/2016	Juan David Henao
3. Board of Directors	<b>Measurement No. 18: Organization of the Board of Directors</b>	18.27. The Internal Ruling of the Corporate Governance Committee assigns it the functions indicated in recommendation 18.27.	Yes	The functions of the Corporate Governance Committee were assigned to the Management Committee through Decree No. 379 of August 25, 2015, amended by Decree No. 398 of May 24, 2016.	25/Aug/2015	24/May/2016	Juan David Henao

3. Board of Directors	Measurement No. 19: Operation of the Board of Directors	19.1 The Chairman of the Board of Directors, with assistance of the Secretary and the chairman of the corporation, prepares a work plan for the Board of Directors for the period under evaluation; this tool permits determining a reasonable number of regular meetings during the year and their estimated duration.	Yes	The agenda of the Board of Directors includes all the matters that regularly have to be discussed at each meeting of the year.	1/Aug/2010		Juan David Henao
3. Board of Directors	Measurement No. 19: Operation of the Board of Directors	19.2. With the exception of entities subject to supervision who according to their legal regime are bound to hold one (1) meeting per month, the Board of Directors holds between eight (8) and twelve (12) meetings per year.	Yes	According to the agenda of the Board of Directors, there are 12 meetings in the year.	28/May/1998		Juan David Henao
3. Board of Directors	Measurement No. 19: Operation of the Board of Directors	19.3. One (1) or two (2) Board of Directors meetings during the year are focused on defining and monitoring the corporation's strategy.	Yes	The typical agenda of the Board of Directors includes meetings devoted mainly to the company's strategic planning.	1/Aug/2010		Juan David Henao
3. Board of Directors	Measurement No. 19: Operation of the Board of Directors	19.4. The Board of Directors approves a schedule of regular meetings without limitation upon the possibility of holding special meetings whenever it is necessary.	Yes	It is complied with because the agenda of the Board of Directors, which spans along the whole year, includes the issues that regularly, are to be analyzed in each meeting.	1/Aug/2010		Juan David Henao



3. Board of Directors	Measurement No. 19: Operation of the Board of Directors	19.5. Together with the convening of the meeting, and at least five (5) calendar days in advance, the documents and information related to each item of the agenda are delivered to the members of the Board of Directors in order to facilitate their active participation and reasoned decision making.	Yes	This is included in the Ruling of the Board of Directors.	7/Sep/2010	25-Aug-15	Juan David Henao
3. Board of Directors	Measurement No. 19: Operation of the Board of Directors	19.6. The Chairman of the Board of Directors, with the assistance of the Board's Secretary, is ultimately responsible for delivering to the members useful information sufficiently in advance, reason why, for the documents delivered (Board of Directors dashboard) quality takes precedence over quantity.	Yes	This is included in the Ruling of the Board of Directors.	7/Sep/2010	25-Aug-15	Juan David Henao

3. Board of Directors	Measurement No. 19: Operation of the Board of Directors	19.7. The ultimate responsibility for the preparation of the agenda of the meetings of the Board of Directors corresponds to the Chairman of the Board of Directors and not to the corporation's chairman; the agenda is structured according to certain parameters that bring a logic order to the presentation of the subjects and their debates.	Yes	The Ruling of the Board of Directors (Decree No. 376 of August 25, 2015) establishes the functions of the Chairman of the Board of Directors.	25/Aug/2015		Juan David Henao
3. Board of Directors	Measurement No. 19: Operation of the Board of Directors	19.8. The corporation discloses the attendance of the members to the meetings of the Board of Directors and its Committees in the Corporate Governance Annual Report and on the website.	Yes	The information is included in the Board of Directors Management Report that is part of the Corporate Governance Annual Report and the Sustainability Report, both published on the organization's website.	2010		Juan David Henao

3. Board of Directors	Measurement No. 19: Operation of the Board of Directors	19.9. Every year, the Board of Directors evaluates the efficacy of its work and that of its committees and members individually considered, including peer evaluation, as well as the reasonability of its internal rules and the dedication and performance of its members, and proposes the modifications to its organization and operation it considers pertinent. In the event of conglomerates, the Board of Directors of the parent company requires that the evaluation be also conducted for the Boards of Directors of the subordinate companies.	Yes	The annual evaluation of the Board of Directors is a regular practice at EPM. Its methodology was adjusted to the City Mayor's incumbency period, and includes peer evaluation. Additionally, the evaluation is also conducted at the subordinate companies.	10/Feb/2009	27/Jan/2015	Juan David Henao
3. Board of Directors	Measurement No. 19: Operation of the Board of Directors	19.10. The Board of Directors alternates internal self-evaluation with external evaluation carried out by independent advisors.	Yes	The evaluation of the Board of Directors includes self-evaluation and external evaluation carried out by independent advisors, according to methodology defined.	27/Jan/2015		Juan David Henao

3. Board of Directors	Measurement No. 20: Duties and Rights of the members of the Board of Directors	20.1. The Ruling of the Board of Directors supplements what has been provided in the regulatory framework regarding duties and rights of the members of the Board of Directors.	Yes	The duties and rights of the members of the Board of Directors are detailed in the Ruling of the Board of Directors and the Good Governance Code.	1/Oct/2007	25-Aug-15	Juan David Henao
3. Board of Directors	Measurement No. 20: Duties and Rights of the members of the Board of Directors	20.2. The Ruling of the Board of Directors expands the understanding of the duties and rights of the members of the Board of Directors: i Duty of care and diligence.ii. Duty of loyalty.iii. Duty of no competition.iv. Duty of secrecyv. Duty of no use of corporate property	Yes	The Ruling of the Board of Directors and the Corporate Governance Code expand the duties mentioned in the recommendation.	1/Oct/2007	25-Aug-15	Juan David Henao
3. Board of Directors	Measurement No. 20: Duties and Rights of the members of the Board of Directors	20.3. The Ruling of the Board of Directors expands the contents of the following rights of the members of the Board of Directors: i Right to information. ii. Right to expert advise. iii. Right to remuneration. iv. Right to orientation and constant training.	Yes	The Ruling of the Board of Directors and the Corporate Governance Code expand the rights mentioned in the recommendation.	1/Oct/2007	25-Aug-15	Juan David Henao

3. Board of Directors	Measurement No. 21: Conflicts of interest	21.1. The corporation has defined policies and procedures for managing and settling conflicts of interest, either direct or indirect through related parties, that may affect the members of the Board of Directors and other administrators.	Yes	By Decree No. 390 of November 24, 2015, the Manual of Conflicts of Interest and Treatment of Decisions in Interest of the Group was included as Attachment No. 8 of the Good Governance Code.	24/Nov/2015		Sergio Toro
3. Board of Directors	Measurement No. 21: Conflicts of interest	21.2. In managing conflicts of interest, the procedure distinguishes their nature and differentiates between sporadic and permanent conflicts of interest. If the conflict of interest is sporadic the procedure indicates the rules and steps to take, which shall be easy to administer and difficult to evade by the affected party. In the event of permanent conflicts of interest, the procedure considers that if the situation affects all the operations of the corporation, it shall be understood as a cause for mandatory resignation of the affected party since its exercise of office becomes impossible.	Yes	By Decree No. 390 of November 24, 2015, the Manual of Conflicts of Interest and Treatment of Decisions in Interest of the Group was included as Attachment No. 8 of the Good Governance Code. The Manual makes the recommended distinction.	24/Nov/2015		Sergio Toro

<p><b>3. Board of Directors</b></p>	<p><b>Measurement No. 21: Conflicts of interest</b></p>	<p>21.3. The members of the Board of Directors, the legal representatives, members of Top Management and other administrators of the corporation periodically report to the Board of Directors the relations, direct or indirect, existing among them or with other entities or structures belonging to the conglomerate of which the issuer is part, or with suppliers, customers or any other stakeholder, from which situations of conflict of interest may arise or which could influence their opinion or voting, thus constructing a map of related parties of the administrators.</p>	<p>No</p>	<p>Since September 15, 2015, software is available to manage a voluntary declaration of transparency and a declaration of conflicts of interest of all associates of EPM, including the Top Management and the Legal Representative. Information to be updated by personnel under indefinite-term contract. Prior to their designation, members of the Board of Directors shall prepare a conflicts of interest declaration; there is also a Manual of Conflicts of Interest which defines the obligation of the Board members to keep the Board informed about any of their personal activities that may become conflicts for their role as administrators. In order to build a related-parties policy, during 2016, EPM Group carried out a diagnosis that identified existing guidelines on this matter. Once the policy is approved by the Board of Directors, the guidelines as well as the administration of the respective related-parties map will be adjusted to conform to the recommendations of Código País.</p>		<p>Sergio Toro</p>
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3. Board of Directors	Measurement No. 21: Conflicts of interest	21.4. Relevant conflict of interest situations of the members of the Board of Directors and other administrators that are understood as those that would bind them to refrain from participating in a meeting and/or voting, are included in the public information published annually on the corporation's website.	Yes	By Decree No. 390 of November 24, 2015, the Manual of Conflicts of Interest and Treatment of Decisions in Interest of the Group was included as Attachment No. 8 of the Good Governance Code. This Manual provides the publication of relevant conflicts of interest on the website.	24/Nov/2015		Sergio Toro
3. Board of Directors	Measurement No. 21: Conflicts of interest	21.5. For such effects, the definition of related party applied by the corporation is consistent with International Accounting Standard No. 24 (IAS 24).	No	Since implementation of IFRS in 2013, EPM adopted the definitions established by IAS 24 regarding related parties. In order to build a related-parties policy, during 2016, EPM Group carried out a diagnosis that identified existing guidelines on this matter. Once the policy is approved by the Board of Directors, the guidelines will be adjusted to conform to the recommendations of Código País.			Sandra Melguizo
3. Board of Directors	Measurement No. 22: Operations with related parties	22.1. The corporation's policy defines the procedure for valuation, approval and disclosure of the operations with related parties, including relationships among them and pending balances.	No	In order to build a related-parties policy, during 2016, EPM Group carried out a diagnosis that identified existing guidelines on this matter. Once the policy is approved by the Board of Directors, the guidelines will be adjusted to conform to the recommendations of Código País.			Sandra Melguizo

<p><b>3. Board of Directors</b></p>	<p><b>Measurement No. 22: Operations with related parties</b></p>	<p>22.2. The corporation's policy for operations with related parties addresses the issues included in recommendation 22.2.</p>	<p>No</p>	<p>In order to build a related-parties policy, during 2016, EPM Group carried out a diagnosis that identified existing guidelines on this matter. Once the policy is approved by the Board of Directors, the guidelines will be adjusted to conform to the recommendations of Código País.</p>			<p>Sandra Melguizo</p>
<p><b>3. Board of Directors</b></p>	<p><b>Measurement No. 22: Operations with related parties</b></p>	<p>22.3. According to the policy no express authorization from the Board of Directors is required for recurrent transactions with related parties that pertain to the regular business course, that are carried out under adhesion contracts or general framework contracts whose terms are perfectly standardized, that are applied massively, that are carried out at market prices generally set by the goods or services supplier, and whose individual amount is of no relevance for the corporation.</p>	<p>No</p>	<p>In addition to the guidelines identified in the diagnosis of 2016 mentioned in the answers above, since 2013, EPM Group has celebrated a Governance Agreement with its companies whereby all transactions carried out among them shall conform to market prices. Such internal practices, added to the compliance activities and the recommendations of Código País, will be the basis for the related-parties policy proposal that will be presented for approval of the Board of Directors in 2017.</p>			<p>Sandra Melguizo</p>



<p><b>3. Board of Directors</b></p>	<p><b>Measurement No. 23: Remuneration of the members of the Board of Directors</b></p>	<p>23.1. The corporation has defined a policy for remuneration of the Board of Directors that has been approved by the Shareholders Meeting and is revised every year to identify all the remuneration components that can be effectively satisfied. Such components can be fixed or variable. They may include fixed fees for the members of the Board of Directors, fees for attendance to the meetings of the Board and/or its committees, and any other compensation of any kind earned during the fiscal year, from whatever cause, in cash or in kind, as well as the obligations incurred by the corporation related to pensions or life-insurance premiums, or other items, both for the former and current members, as well as D&amp;O liability policies hired by the company in favor of the members of the Board of Directors.</p>	<p>Yes</p>	<p>The Corporate Governance Code regulates the remuneration of the Board members in No. 3.8, and Decree No. 1165 of August 12, 2009 sets the fees for attendance to the meetings of the Board and committees.</p>	<p>1/Oct/2007</p>	<p>1-Oct-09</p>	<p>Juan David Henao</p>
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<p><b>3. Board of Directors</b></p>	<p><b>Measurement No. 23: Remuneration of the members of the Board of Directors</b></p>	<p>23.2. If the corporation adopts remuneration systems with recognition of a variable component tied to the success of the corporation in the medium- and long-term, the remuneration policy sets ceilings to the amounts to be distributed to the Board of Directors, and if the variable component is tied to the corporation's benefits and other management ratios as on the end of the period under evaluation, heed has to be paid to the eventual qualifications included in the Statutory Auditor report that could lower the period's results.</p>	<p>N/A</p>	<p>At EPM, remuneration of the members of the Board does not include a variable component tied for instance to returns, revenue or earnings.</p>			<p>Juan David Henao</p>
<p><b>3. Board of Directors</b></p>	<p><b>Measurement No. 23: Remuneration of the members of the Board of Directors</b></p>	<p>23.3. Shareholding-members and independent members of the Board of Directors are expressly excluded of remuneration systems that include share options or variable remuneration tied to the absolute variation of the share's quote.</p>	<p>Yes</p>	<p>Independent members of EPM's Board of Directors enjoy a remuneration system that excludes those referred-to in the recommendation.</p>	<p>25/Aug/2015</p>		<p>Juan David Henao</p>

<p>3. Board of Directors</p>	<p><b>Measurement No. 23: Remuneration of the members of the Board of Directors</b></p>	<p>23.4. For each period under evaluation, the Shareholders Meeting approves a maximum amount for the Board of Directors that includes all the remuneration components approved.</p>	<p>No</p>	<p>Although EPM prepares a budget that includes all costs and expenses associated to the Board, there is not a maximum cost set.</p>			<p>Juan David Henao</p>
<p>3. Board of Directors</p>	<p><b>Measurement No. 23: Remuneration of the members of the Board of Directors</b></p>	<p>23.5. The total effective cost of the Board of Directors during the period under evaluation that includes all remuneration components paid to the members of the Board of Directors as well as any reimbursement of expenses is known by the shareholders and published on the website with the detail approved by the Board of Directors.</p>	<p>Yes</p>	<p>It is complied with because the amount paid to each member is included in the Board's Management Report. This report is published on the company's website.</p>	<p>1/Apr/2007</p>		<p>Juan David Henao</p>

<p><b>3. Board of Directors</b></p>	<p><b>Measurement No. 24: The Chairman of the corporation and Top Management</b></p>	<p>24.1. The corporation's governance model establishes the effective separation of the corporation's administration or governance (represented by the Board of Directors) and the regular business course (entrusted to the Top Management with the leadership of the corporation's chairman).</p>	<p>Yes</p>	<p>At EPM, each corporate governance body has clearly defined functions.</p>	<p>28/May/1998</p>		<p>Juan David Henao</p>
<p><b>3. Board of Directors</b></p>	<p><b>Measurement No. 24: The Chairman of the corporation and Top Management</b></p>	<p>24.2. Typically, the policy of the Board of Directors is to delegate the regular business course to the Top Management team, thus focusing its activities on the general functions of strategy, supervision, governance and control.</p>	<p>Yes</p>	<p>It is complied with. The functions of the Board of Directors are directed mainly to the subject matters indicated in this recommendation.</p>	<p>28/May/1998</p>		<p>Juan David Henao</p>

<p><b>3. Board of Directors</b></p>	<p><b>Measurement No. 24: The Chairman of the corporation and Top Management</b></p>	<p>24.3. As a general rule, members of Top Management are identified, evaluated and designated directly by the chairman of the corporation since they are his(her) direct collaborators. Alternatively, the corporation may opt for Top Management members being designated by the Board of Directors at the suggestion of the chairman of the corporation. Regardless of who makes the final designation, candidates for key executive positions are known and evaluated by the Committee of Appointments and Remunerations of the Board of Directors, who shall issue its opinion.</p>	<p>Yes</p>	<p>Appointments for first-tier positions are made by the CEO and have to be approved by the Board of Directors. These appointments have to be previously analyzed by the Management Committee.</p>	<p>28/May/1998</p>	<p>25/Aug/2015 4/May/2016</p>	<p>Juan David Henao</p>
<p><b>3. Board of Directors</b></p>	<p><b>Measurement No. 24: The Chairman of the corporation and Top Management</b></p>	<p>24.4. The corporation has defined a clear policy for delegation of functions that has been approved by the Board of Directors and/or a scheme of faculties where the powers of the chairman of the corporation and other Top Management members can be found.</p>	<p>Yes</p>	<p>It is complied with. At EPM, delegations are previously authorized by the Board of Directors and notified by decree.</p>	<p>28/May/1998</p>		<p>Juan David Henao</p>

3. Board of Directors	<b>Measurement No. 24: The Chairman of the corporation and Top Management</b>	24.5. The Board of Directors through the Committee of Appointments and Remunerations or any other body performing its functions, directs every year the evaluation of the performance of the corporation's chairman and knows the evaluations of the other Top Management executives.	Yes	The Board of Directors, at the request of the Management Committee, carries out the annual evaluation of the Chief Executive Officer.	5/Nov/2013	25/Aug/2015 24/May/2016	Juan David Henao
3. Board of Directors	<b>Measurement No. 24: The Chairman of the corporation and Top Management</b>	24.6. The corporation has defined a policy for remuneration of the chairman of the corporation and other Top Management executives that is approved by the Board of Directors and defines all the remuneration components that can be effectively recognized tied to long-term goals and risk levels.	Yes	EPM has a fixed remuneration system approved by the Board of Directors for the Chief Executive Officer and Top Management.	28/May/1998		Juan David Henao
3. Board of Directors	<b>Measurement No. 24: The Chairman of the corporation and Top Management</b>	24.7. When the remuneration of the corporation's Chairman includes a fixed component, it is designed and calculated in a way that prevents the variable component from exceeding the maximum limit established by the Board of Directors.	N/A	At EPM, remuneration of the Chief Executive Officer does not include a variable component tied for instance to returns, revenue or earnings.			Juan David Henao

4. Control Architecture	Measurement No. 25: Control Environment	25.1. The Board of Directors is ultimately responsible for the existence of a sound control environment inside the corporation, customized according to its nature, size, complexity and risks, so that it complies with recommendation 25.1.	Yes	This responsibility is established in the Ruling of the Board of Directors. There is also the Internal Control Policy.	7/Sep/2010	25/Aug/2015	Juan David Henao
4. Control Architecture	Measurement No. 25: Control Environment	25.2. In the case of conglomerates, the parent company's Board of Directors will favor the existence of a consolidated and formal Control Architecture across all the subordinate companies that defines responsibilities related to policies and guidelines over this matter at the conglomerate level, and also clear accountability lines that permit a consolidated view of the risks to which the conglomerate is exposed and the adoption of corresponding control measures.	Yes	EPM's control architecture radiates over the subordinate companies through the interaction of the Corporate Audit Vice-presidency, the Comprehensive Risk Management Unit and the External Audit as well as the Statutory Audit, when applicable for the subordinate companies.	7/Sep/2010	25/Aug/2015	Efraín Villegas
4. Control Architecture	Measurement No. 26: Risk Management	26.1. At the corporation, the goals of risk management are those contemplated in recommendation 26.1.	Yes	Indeed, such goals are developed in the risk management model of EPM.	15/Sep/2011	6-Jun-14	Sergio Toro

4. Control Architecture	Measurement No. 26: Risk Management	26.2. The corporation has a risk map that serves to identify and monitor the financial and non-financial risks to which it is exposed.	Yes	In 2016 the risk map of EPM Group was updated, the definitions revised, and the risks identified in the strategic direction valued. This update was approved by the Board's Audit Committee.  KAIROS information system is used for this effect.	Apr/2011	8-Jul-05	Sergio Toro
4. Control Architecture	Measurement No. 26: Risk Management	26.3. The Board of Directors is responsible for defining the risk management policy and setting the maximum limits of exposure to each identified risk.	Yes	The Ruling of the Board of Directors indicates that "To see to it that comprehensive risk management is adequately conducted" is the responsibility of its members. Additionally, the Comprehensive Risk Management Policy has been approved by the Board of Directors as recorded in Minutes No. 1525 of November 02, 2010.	2/Nov/2010		Sergio Toro
4. Control Architecture	Measurement No. 26: Risk Management	26.4. The Board of Directors knows and periodically supervises the corporation's effective exposure to the maximum risk levels defined, and proposes correction and follow-up actions in the event of deviations.	Yes	All projects and contracts that are presented for approval of the Board of Directors include an analysis of risks with a detail of the probability and consequence of each of the risks identified.	Mar/2014		Sergio Toro



4. Control Architecture	Measurement No. 26: Risk Management	26.5. Regarding risk management, Top Management is the owner of processes and is responsible for identifying, evaluating, measuring, controlling, monitoring and reporting risks, defining methodologies and ensuring that risk management is consistent with the risk strategy and policies defined and maximum limits approved.	Yes	The Integrated Risk Management policy was approved by the Board of Directors in November of 2010 and its latest redesign, which includes roles and responsibilities, including Top Management's, was made in March of 2014.	Mar/2014		Sergio Toro
4. Control Architecture	Measurement No. 26: Risk Management	26.6. The corporation has a risk-delegation policy, approved by the Board of Directors, that establishes the risk limits that can be managed directly by each tier in the organization.	No	There is delegation for contracting that includes any risks inherent to the respective business or project. Risk analysis is carried out for each case. For this reason the need to have a risk delegation policy has not been identified so far.			Sergio Toro
4. Control Architecture	Measurement No. 26: Risk Management	26.7. In conglomerates, risk management must be performed at the consolidated level so that it contributes to the cohesion and control of its companies.	Yes	The Board of Directors adopted the comprehensive risk management policy on November 02, 2010, that was adopted in the companies making up EPM Group. Additionally, the parent company issues guidelines regarding management and financing of risks. Additionally, EPM's Comprehensive Risk Management Unit has group-wide functions.	15/Sep/2011	6-Jun-14	Sergio Toro

4. Control Architecture	Measurement No. 26: Risk Management	26.8. If the corporation has a complex and diverse business and operations structure, a Risk Manager position (Chief Risk Executive -CRO-) exists with conglomerate-wide competence, for integrated companies in control situations, and/or economic group.	Yes	It is complied with, since comprehensive risk management is assigned to the Corporate Finance Executive Vice-Presidency, Risk and Investment Management, through its Comprehensive Risk Management Unit with group-wide scope.	3/Sep/2013		Sergio Toro
4. Control Architecture	Measurement No. 27: Control Activities	27.1. The Board of Directors is responsible for making sure there is an adequate internal control system, adapted to the corporation and its complexities, and consistent with its in-force risk management.	Yes	EPM's internal control abides by Articles 209 and 269 of the Political Constitution and Laws 87 of 1993 and 142 of 1994. Inside EPM, there is a decree that regulates internal control and corresponding responsibilities. Additionally, EPM conducts annual evaluation of its control system according to the mechanisms and tools determined by the Public Management Administrative Department (DAFP, for its Spanish initials).	29/May/1994		Efraín Villegas
4. Control Architecture	Measurement No. 27: Control Activities	27.2. The Board of Directors is responsible for supervising the efficacy and aptness of the internal control system that could be delegated to the Audit Committee without the Board losing its supervision responsibility.	Yes	It is complied with, since the operation direction of the internal control system, including the internal audit activities, has been assigned to the Audit Committee.	5/Nov/2013	25-Aug-15	Efraín Villegas

4. Control Architecture	Measurement No. 27: Control Activities	27.3. The self-control principle, understood as the “capacity of the persons that take part in the different processes to consider control as an inherent part of their responsibilities, fields of action and decision making”, is applied and enforced in the corporation.	Yes	At EPM, the self-control principles exist since the implantation of the Internal Control Standard Model (MECI, for its Spanish initials) in 2005, which defines the self-regulation and self-management principles. Accordingly, the internal control guidelines as well as the functions of every employee include their responsibility to exercise self-control.	29/May/1994		Efraín Villegas
4. Control Architecture	Measurement No. 28: Information and Communication	28.1. At the corporation, risk culture, philosophy and policies as well as the exposure limits approved are communicated top down and horizontally, so that the organization as a whole takes into account for its actions risks and control activities.	Yes	It is applied since applicable rules are generally disclosed, and more specifically to those with a direct interest in risks.	2/Nov/2010		Sergio Toro
4. Control Architecture	Measurement No. 28: Information and Communication	28.2. The corporation has a bottom-up information-reporting mechanism (to the Board of Directors and Top Management) that is accurate, understandable and complete so as to support informed decision-making and risk administration and control.	Yes	It is complied with; there are several mechanisms such as the Strategic Committees, the Risk Committee, the Board of Directors Committees, among others, that permit both the flow of information necessary for decision making and risk administration and control.	27/Feb/2006	30/Oct/2013 - 21/Jan/2015 - 23/Oct/2015	Sergio Toro

4. Control Architecture	Measurement No. 28: Information and Communication	28.3. The corporation's communication and information reporting mechanism permits: i. Top Management to be involved with the corporation as a whole, highlighting its responsibilities with risk management and control definition. ii. The corporation's personnel understands its role in risk management and control definition as well as their individual contribution to the others' work.	Yes	It is complied with. This culture scheme is being developed.	27/Feb/2006	30/Oct/2013 - 21/Jan/2015 - 23/Oct/2015	Sergio Toro
4. Control Architecture	Measurement No. 28: Information and Communication	28.4. There are internal channels for anonymous complaints or whistle blowing that give employees the opportunity to anonymously communicate illegal or unethical behaviors and those that may violate the corporation's risk management and control culture. The Board of Directors receives a report regarding these complaints.	Yes	The "Tell the CEO" line operates since 1998 with the purpose indicated in the recommendation. This line has evolved to become an ethical line called "Transparent Contact". Since 2016, all the Group's companies have web coverage to the channel. There is also the <b>Transparent Contact Ethical Line</b> mobile app for iOS and Android platforms.  Periodically, a Compliance Unit follow-up report is presented to the Board of Directors including information related to complaints received through the above-mentioned media.	1998	4-Apr-13	César Roldán

4. Control Architecture	Measurement No. 29: Monitoring of the Control Architecture	29.1. In the corporation, the Board of Directors, through the Audit Committee, is responsible for supervising the effectiveness of the different components of the Control Architecture.	Yes	One of the main responsibilities of the Audit Committee is to supervise the efficacy and compliance with the comprehensive risk management system and the internal control system.	25/Aug/2015		Efraín Villegas
4. Control Architecture	Measurement No. 29: Monitoring of the Control Architecture	29.2. In the corporation, the monitoring tasks to promote assured efficacy of the control architecture partly involve the internal audit unit in cooperation with the Statutory Auditor in matters of its competence, and particularly, with regard to the financial information produced by the corporation.	Yes	The monitoring tasks to promote assured efficacy of the control architecture involve the Corporate Audit Vice-presidency and the External Audit. EPM is not legally bound to have a statutory auditor. It is necessary to add that the company is subject to full fiscal control by the Medellín General Auditing Office (Contraloría General de Medellín), and that as provided in Article 51 of Law 142 of 1994, amended by Article 6 of Law 689 of 2001, public utilities are not bound to have external auditors.	11/Jul/1994		Efraín Villegas
4. Control Architecture	Measurement No. 29: Monitoring of the Control Architecture	29.3. The corporation's internal audit function provides for internal audit rulings approved by the Audit Committee, which, expressly define the scope of such audit functions including the matters indicated in recommendation 29.3.	Yes	It is complied with and the rulings have the scope indicated.	3/Sep/2013		Efraín Villegas

4. Control Architecture	Measurement No. 29: Monitoring of the Control Architecture	29.4. The person ultimately responsible for internal audit maintains professionally independent relationships with the corporation's or conglomerate's Top Management that hires him(her), via his(her) exclusive functional dependence from the Audit Committee.	Yes	It is complied with because according to the rulings there are relations with the Audit Committee, who is in charge of recommending and monitoring the work plan, and there are also administrative relationships with the CEO.	29/May/1994		Efraín Villegas
4. Control Architecture	Measurement No. 29: Monitoring of the Control Architecture	29.5. In the corporation, the appointment and removal of the person responsible for internal audit is a responsibility of the Board of Directors upon the proposal presented by the Audit Committee, and its removal or resignation is communicated to the market.	N/A	According to Article 11 of Law 87 of 1993, amended by Article 8 of Law 1474 of 2011, the designation of the head of internal control for a 4-year fixed period is competence of the City Mayor.			Efraín Villegas

<p><b>4. Control Architecture</b></p>	<p><b>Measurement No. 29: Monitoring of the Control Architecture</b></p>	<p>29.6. The corporation's or conglomerate's statutory auditor is clearly independent with respect to them, something that has to be declared in the respective audit report.</p>	<p>Yes</p>	<p>Since EPM has no statutory auditor, it will be assumed that when the Code refers to the statutory auditor, it refers to the external auditor. This recommendation is complied with given that since Circular Letter 1440 of June 16, 2011 issued by the Chief Executive Office, the independence of the statutory auditor with respect to EPM and the Group is required, a matter that is informed to the Audit Committee. This circular letter was replaced by Circular Letter No. 1519 of February 15, 2016, which added that the firm chosen as external auditor of EPM and statutory auditor of the Group's companies wherever applicable, cannot render such services for more than five (5) continuous years, including any renewals.</p>	<p>16/Jun/2011</p>	<p>15-Feb-16</p>	<p>Efraín Villegas</p>
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<p><b>4. Control Architecture</b></p>	<p><b>Measurement No. 29: Monitoring of the Control Architecture</b></p>	<p>29.7. If the corporation acts as parent Company of a conglomerate, the Statutory Auditor is the same for all companies, including off-shore companies.</p>	<p>Yes</p>	<p>Since EPM has no statutory auditor, it will be assumed that when the Code refers to the statutory auditor, it refers to the external auditor. This recommendation is complied with since Circular Letter No. 1440 of June 16, 2011 issued by the Chief Executive Office indicated that the external auditor is the same one for all the companies of EPM Group. It being understood that when an affiliate has statutory auditor, it shall assume this role. This circular letter was replaced by Circular Letter No. 1519 of February 15, 2016 that maintains the condition referred to in the recommendation.</p>	<p>16/Jun/2011</p>	<p>15-Feb-16</p>	<p>Efraín Villegas</p>
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4. Control Architecture	Measurement No. 29: Monitoring of the Control Architecture	29.8. The corporation has a statutory-auditor-designating policy that has been approved by the Board of Directors and disclosed to the shareholders and that includes the provisions established in recommendation 29.8.	Yes	Although EPM is not bound to have a statutory auditor, there is the External Financial Auditor, which is selected following the selection criteria determined by the Board of Directors and taking into account demanding conditions such as those indicated in the recommendation	23/Apr/2007	Efraín Villegas
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<p>4. Control Architecture</p>	<p><b>Measurement No. 29: Monitoring of the Control Architecture</b></p>	<p>29.9. In order to avoid excess association between the corporation and the statutory auditor firm and/or their teams and preserve their independence, the corporation sets a maximum appointment term that ranges between five (5) years and ten (10) years. For the Statutory Auditor, an individual not associated to any firm, the maximum appointment term is five (5) years.</p>	<p>Yes</p>	<p>Although EPM is not bound to have a statutory auditor, there is the External Financial Auditor, which is selected taking into account the conditions indicated in the recommendation. According to Circular Letter No. 1519 of February 15, 2016, the firm hired as external auditor of EPM and statutory auditor of EPM Group companies cannot render such services for periods exceeding five (5) continued years, including any renewal.</p>	<p>15/Feb/2013</p>	<p>15-Feb-16</p>	<p>Efraín Villegas</p>
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<p>4. Control Architecture</p>	<p><b>Measurement No. 29: Monitoring of the Control Architecture</b></p>	<p>29.10. Within the maximum hiring term, the corporation endorses the rotation of the partner of the statutory audit firm assigned to the corporation and his(her) work teams for half of the period, at the end of which, a change of firm is mandatory.</p>	<p>Yes</p>	<p>Once the term of the current contract ends, EPM will include in the term sheet the possibility of promoting with the External Financial Audit firm hired the rotation of its partner, as recommended, taking into account the learning curve as well as the contract term and its renewals.</p>	<p>16/Jun/2011</p>	<p>Efraín Villegas</p>
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4. Control Architecture	Measurement No. 29: Monitoring of the Control Architecture	29.11. In addition to the current prohibition of not hiring with the statutory auditor professional services other than those pertaining to financial audit and other functions recognized in current regulations, the corporation extends this limitation to persons or entities associated to the statutory audit firm, including the companies of its group as well as the companies where its partners and/or managers largely coincide with those of the statutory audit firm.	Yes	Circular Letter No. 1440 of June 16, 2011, replaced by Circular Letter No. 1519 of February 15, 2016, defines some of the special conditions that shall govern the contract to be subscribed with the External Auditor. Additionally, it is forbidden to hire any other service with the external audit firm; this prohibition extends to the parent and subordinate companies, to those with a common parent company or that belong to the same economic group, and to those that take part in the licenses, franchises, methodologies or policies issued by the holder of the brand name used by the external auditor, whatever the form in which these have been transferred.	16/Jun/2011	15-Feb-16	Efraín Villegas
4. Control Architecture	Measurement No. 29: Monitoring of the Control Architecture	29.12. In its public information, the corporation discloses the total value of the contract entered into with the statutory auditor as well as the proportion of the fees paid by the corporation with respect to the firm's total revenue related to its statutory auditing activity.	Yes	This recommendation is complied with because the total value of the contract entered into with the External Auditor is published annually. This information is part of the Corporate Governance Report.	30/Apr/14		Efraín Villegas

<p>5. Transparency and financial and non-financial information</p>	<p>Measurement No. 30: Information disclosure policy</p>	<p>30.1. The Board of Directors has approved an information disclosure policy that identifies, as a minimum, the information included in the recommendation.</p>	<p>Yes</p>	<p>EPM has implemented the Business Rules Manual for Information Use dated March of 2014. Likewise, the guidelines for disclosure of relevant information are contained in Circular Letter No. 1365 of June of 2007, in correspondence with the regulations issued by the Colombian Financial Superintendency regarding this matter.</p>	<p>30/Mar/2014</p>	<p>28-Dec-15</p>	<p>Juan David Henao</p>
<p>5. Transparency and financial and non-financial information</p>	<p>Measurement No. 30: Information disclosure policy</p>	<p>30.2. In the case of conglomerates, the disclosure of information to third parties is comprehensive and transversal for the group of companies so as to permit third parties to have an opinion founded on the reality, organization, complexity, activity, size and governance model of the conglomerate.</p>	<p>Yes</p>	<p>The Sustainability Report 2015 became the mechanism par excellence for the disclosure of consolidated information of EPM Group at the national and international level since it accounts for the information of the companies making up the Group.</p>	<p>24/Apr/2015</p>		<p>Juan David Henao</p>
<p>5. Transparency and financial and non-financial information</p>	<p>Measurement No. 31: Financial statements</p>	<p>31.1. In the event of qualified opinions included in the statutory auditor report, they, and the actions the corporation intends to take to solve the situation, shall be informed by the chairman of the Audit Committee to the shareholders at the Shareholders Meeting.</p>	<p>Yes</p>	<p>EPM's External Auditor presents its opinion, including any qualifications to the Audit Committee and the Board of Directors. The Chairman of the Committee reports the opinion to the Board of Directors including the qualifications. Likewise, the External Auditor presents periodic reports to the Audit Committee regarding relevant issues.</p>	<p>12/Jul/2006</p>		<p>Efraín Villegas</p>

<p><b>5. Transparency and financial and non-financial information</b></p>	<p><b>Measurement No. 31: Financial statements</b></p>	<p>31.2. When in the event of qualified opinions and emphasis of matter by the statutory auditor, the Board of Directors considers that it should stick to its standpoint, this position is adequately explained and justified in written report to the Shareholders Meeting, clarifying the contents and scope of the discrepancy.</p>	<p>Yes</p>	<p>In the case to which the recommendation refers, the Audit Committee shall make the recommendations to the Board of Directors deemed relevant and the Board may uphold the Committee's position. It is necessary to note that EPM is an industrial and commercial enterprise of municipal level, owned by the Medellín municipality, reason why it has no Shareholders Meeting.</p>	<p>12/Jul/2006</p>		<p>Efraín Villegas</p>
<p><b>5. Transparency and financial and non-financial information</b></p>	<p><b>Measurement No. 31: Financial statements</b></p>	<p>31.3 Operations with or among related parties, including operations among companies of the conglomerate that, through objective parameters such as operation volume, percentage over assets, sales or other ratios, are qualified as material by the corporation, are included with detail in the public financial information together with off-shore operations.</p>	<p>Yes</p>	<p>The Sustainability Report published in 2015 includes the information about the most relevant operations with related parties carried out under the Governance Agreement subscribed by all the companies that make up the EPM Group.</p>	<p>24/Apr/2015</p>		<p>Sandra Melguizo</p>

5. Transparency and financial and non-financial information	Measurement No. 32: Information to the markets.	32.1. As part of its information disclosure policy, the Board of Directors (or the Audit Committee) adopts the necessary measures to guarantee that the financial and capital markets are relayed all the financial and non-financial information of the corporation required by legislation in force in addition to all other information considered relevant for investors and customers.	Yes	It is complied with. A function of the Audit Committee is to supervise the disclosure of financial information of EPM. At EPM, the reporting of relevant information is regulated by Circular Letter No. 1512 of December 28, 2015.	27/Jun/2007	28-Dec-15	Juan David Henao
5. Transparency and financial and non-financial information	Measurement No. 32: Information to the markets.	32.2. The corporation's website is friendly and it is easy for the user to access the information related to corporate governance.	Yes	EPM's website is an important means of communication with its employees, users/customers and investors, reason why the interest of the organization is to maintain it as recommended.	12/31/2005		Juan David Henao
5. Transparency and financial and non-financial information	Measurement No. 32: Information to the markets.	32.3. The corporation's website includes, as a minimum, the links indicated in recommendation 32.3	Yes	Indeed, the links indicated are part of EPM's website.	12/31/2005		Juan David Henao
5. Transparency and financial and non-financial information	Measurement No. 32: Information to the markets.	32.4. The supporting documentation used by the corporation to relay information to the markets are documents that can be printed, downloaded and shared.	Yes	Indeed, the Sustainability Report has been designed in a way that permits the information to be copied, stored and printed.	1/Apr/2003		Juan David Henao

<p>5. Transparency and financial and non-financial information</p>	<p>Measurement No. 32: Information to the markets.</p>	<p>32.5. If the corporation is a big-sized and complex enterprise, it annually publishes on the website an explanatory report about the organization, methods and procedures of the control architecture implemented in order to supply correct and safe financial and non-financial information and safeguard the assets of the entity and the efficiency and safety of its operations. The information regarding control architecture is supplemented with risk management report.</p>	<p>Yes</p>	<p>Every year, EPM publishes the Corporate Governance Report, which is part of the Sustainability Report and includes the information referred to in the recommendation.</p>	<p>1/Apr/2003</p>		<p>Juan David Henao</p>
<p>5. Transparency and financial and non-financial information</p>	<p>Measurement No. 33: Corporate governance annual report</p>	<p>33.1. The corporation prepares yearly a Corporate Governance Report of whose contents the Board of Directors is responsible, prior a review and favorable opinion of the Audit Committee, that is presented together with the remaining year's end documents.</p>	<p>Yes</p>	<p>Every year, EPM prepares and publishes the Corporate Governance Report, which is part of the Sustainability Report and includes the information referred to in the recommendation.</p>	<p>1/Apr/2007</p>		<p>Juan David Henao</p>
<p>5. Transparency and financial and non-financial information</p>	<p>Measurement No. 33: Corporate governance annual report</p>	<p>33.2. The corporation's Corporate Governance Annual Report is not the mere transcription of the corporate governance regulations included in the bylaws, internal ruling, good governance codes and other corporate documents. Its goal is to describe not the corporation's governance model but rather the reality of its operation and any relevant changes during the fiscal year.</p>	<p>Yes</p>	<p>EPM's Corporate Governance Annual Report consolidates the most relevant facts regarding corporate governance occurred during the immediately preceding fiscal year at EPM and its economic group; accordingly, it concisely and precisely details the data, facts and figures that are more important for its stakeholders.</p>	<p>1/Apr/2007</p>		<p>Erika Zapata</p>



<p>5. Transparency and financial and non-financial information</p>	<p>Measurement No. 33: Corporate governance annual report</p>	<p>33.3. The corporation's Corporate Governance Annual Report contains year's end information that describes how the corporate governance recommendations were adopted by the corporation and the major changes occurred. The structure of the corporation's Corporate Governance Annual Report is in line with the scheme indicated in recommendation 33.3.</p>	<p>Yes</p>	<p>Indeed, EPM's Corporate Governance Annual Report accounts for the information referred to in the recommendation.</p>	<p>1/Apr/2007</p>	<p>Erika Zapata</p>
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