

2012 Country Code Survey
Transmitted April 26, 2013, 12:30 p.m.

N	Question Topic Measure	EPM Answer	2012 Answer Explanation
I. GENERAL SHAREHOLDERS MEETING			
1	During the last Shareholders' General Assembly, was the necessary information available within the term of the summons and at the main office, for them to be duly informed about the topics to be dealt with? (Measure 1)	YES	Due to its nature as an industrial and commercial company of the state and having as sole owner the Municipality of Medellin, EPM does not have a shareholders assembly. However, as the survey does not offer the option of "not applicable (N / A)", we answered affirmatively because EPM reports promptly and is accountable to its sole owner, the Municipality of Medellín, with parameters similar to those offered to an Assembly of Shareholders and jointly in the first quarter of the year with the approval of the Financial Statements.
2	Does the information at the disposal of the shareholders, during the term of the Summons for the Shareholders' General Assembly, include the proposal of candidates to become members of the Board of Directors? (Measure 2)	YES	Due to its nature as an industrial and commercial company of the state and having as sole owner the Municipality of Medellin, EPM does not have a shareholders assembly. Furthermore, EPM's Board of Directors is appointed by the Mayor of Medellín, in accordance with Article 27.6 of Law 142 of 1994 and Article 7 of Agreement 12 of 1998 (Statutes of EPM). Information regarding the appointment of board members of EPM, is contained in a decree of a municipal nature, publicly known and disseminated in the Municipal Gazette.
3	Assumption: If the issuer is related to a parent company and/or to a subordinated company, answer the question with a YES or NO; otherwise, answer N/A. Question: Did the issuer have the financial information regarding the subordinated companies and the parent company of the issuer at the disposal of the	YES	Due to its nature as an industrial and commercial company of the state and having as sole owner the Municipality of Medellin, EPM does not have a shareholders assembly. However, all information of the subsidiary companies of EPM was put at the disposal of the municipality of Medellín through the annual consolidated financial report for the first quarter of the year.
4	Assumption: Answer the question in the event that the issuer has a webpage; otherwise, answer N/A. Question: Were the summons for the last Shareholders' General Assembly, as well as any	YES	Due to its nature as an industrial and commercial company of the state and having as sole owner the Municipality of Medellin, EPM does not have a shareholders assembly. However, we answered affirmatively because EPM offers its sole owner, the Municipality

Country Code Survey

Empresas Públicas de Medellín E.S.P.



	other information required for it, disclosed through the webpage of the issuer?		of Medellín, information on the company's management, which includes both financial information and information for each of the interest groups. This information is provided following parameters similar to those that would be offered to Shareholders. All relevant information for the municipality of Medellín in its role as owner and to other interest groups, such as investors, is permanently posted on the corporate website http://www.epm.com.co/site/Home/Institucional/Relaci%C3%B3nconelMunicipio.aspx The financial information of Grupo is also updated every three months. See http://www.epm.com.co/site/inversionistas/inversionistas.aspx .
5	Were the different topics to be dealt with separated in the agenda set forth for the Shareholders' Assemblies held during the period evaluated? (Measure 4)	YES	In EPM there is no shareholders assembly, however all reports and aspects ordinarily considered in the Ordinary assemblies of companies are prepared and presented to the owner (See comment Question 1).
6	Assumption: Answer the question in the event of a segregation of the glossary terms; otherwise, answer N/A. Question: Was the segregation approved by the General Shareholders' Meeting? (Measure 5)	N/A	N/A for Residential Public Service Companies
7	Assumption: Answer the question in the event of a segregation of the glossary terms; otherwise, answer N/A. Question: Was the segregation included in the Summons for the Assembly in which it was	N/A	
8	Assumption: Answer the question in the event that the corporate purpose of the issuer was changed; otherwise, answer N/A. Question: Was the change in the corporate purpose included in the Summons for the Assembly in which it was adopted? (Measure 6)	N/A	
9	Assumption: Answer the question in the event that the waiver of the right of preference for the subscription was adopted at the shareholders' assembly; otherwise, answer	N/A	

Country Code Survey

Empresas Públicas de Medellín E.S.P.



	N/A. Question: Was the waiver of the right of preference for the subscription included in the Summons for the Assembly in which it was adopted? (Measure 6)		
10	Assumption: Answer the question in the event that the Shareholders' Assembly changed the main office; otherwise, answer N/A. Question: Was the change of the main office included in the Summons for the Assembly in which it was approved? (Measure 6)	N/A	
11	Assumption: Answer the question in the event that the Assembly has decided an early liquidation; otherwise, answer N/A. Question: Was the early liquidation included in the Summons for the Assembly in which it was adopted?	N/A	
12	Does the issuer have electronic mechanisms that allow the shareholders who cannot attend the Assembly to have access to information regarding its development? (Measure 7)	YES	In EPM there is no shareholders assembly, however the report of its accounts is public and freely accessible to all stakeholders. (See comment Question 1). There is transmission of such events at the different areas of accountability via mass media and electronic means. Participation from the municipal cabinet, which directly represents the owner and the community of Medellín, is also encouraged.
13	Assumption: In the event that during the period evaluated there were relevant operations carried out with economically-related entities different from those that include, simultaneously, the following conditions: a. that they are carried out at market fees, set forth with a general character by whom acts as the supplier of the good or service in question; and b. that they are operations in the ordinary course of business of the issuer that are not material in nature. Answer the question; otherwise, answer N/A.	N/A	At EPM there is no shareholders assembly, however, the Mayor of the Municipality of Medellín as president of the Board of Directors of EPM, approves transactions with economically-linked entities, which are disclosed in the financial report. They are also reported as relevant information to the Financial Superintendence. (See comment Question 1).

	Question: Were the relevant operations carried out with economically-related entities mentioned in the assumption, unless the issuer cannot carry them out due to an express legal order, approved by the Shareholders' General Assembly? (Measure 8)		
14	Does the issuer clearly, exactly and totally disclose the rights and duties inherent to the condition of being a shareholder? (Measure 9)	YES	The sole owner of EPM is the Municipality of Medellín. Relations between Medellín and EPM are governed by the National Constitution, the laws governing the relationship between local and regional authorities and their decentralized authorities, EPM's Statutes and the Governance Framework Agreement signed between the Municipality of Medellín and EPM. The Statutes and the Agreement are available on the website www.epm.com.co , under "Investors." The Framework Convention on Relations clearly establishes the principles of the business-owner relationship as well as the rights and commitments of each of the parties in said relationship.
15	Does the issuer disclose to the public, on a permanent basis, the types of issued shares? (Measure 10)	NO	Due to its nature as an industrial and commercial company of the state and having as sole owner, the Municipality of Medellín, EPM's capital is represented by shares, therefore, anything that refers to shares, does not apply to the Company in this survey.
16	Does the issuer disclose to the public, on a permanent basis, the number of issued shares? (Measure 10)	NO	Not applicable because EPM is not a joint stock corporation (See comment question 15)
17	Does the issuer disclose to the public, on a permanent basis, the number of reserved shares for each type of shares? (Measure 10)	NO	Not applicable because EPM is not a joint stock corporation (See comment question 15)
18	Does the issuer have internal regulations for the functioning of the shareholders' general assembly? (Measure 11)	YES	As stated in the instructive for filling out this survey, since does not have EPM a General Assembly of Shareholders, the answer is given in accordance to the body that takes its place, which in this case would be the relation with the owner, which has regulations given by the Framework Convention on Relations, Municipality of Medellín - EPM. Public Document in force since 2007.
19	Assumption: Answer the question	YES	As stated in the instructive for filling out

	in the event that the issuer has internal regulations for the Functioning of the Shareholders' Assembly; otherwise, answer N/A. Question: Does the Internal Regulations for the Functioning of the Shareholders' Assembly include provisions regarding its Summons? (Measure 11)		this survey, since does not have EPM a General Assembly of Shareholders, the answer is given in accordance to the body that takes its place, which in this case would be the relation with the owner, which has regulations given by the Framework Convention on Relations, Municipality of Medellín - EPM. Public Document in force since 2007. Within this Convention it is established that the communication channel between the owner and EPM is through the Board of Directors, a body for which there is an established summons process within its rules of procedure.
20	Assumption: Answer the question in the event that the issuer has internal regulations for the Functioning of the Shareholders' Assembly; otherwise, answer N/A. Question: Do the Internal Regulations for the Functioning of the General Shareholders' Meeting include provisions regarding the development of the Meeting? (Measure 11)	YES	As stated in the instructive for filling out this survey, since does not have EPM a General Assembly of Shareholders, the answer is given in accordance to the body that takes its place, which in this case would be the relation with the owner, which has regulations given by the Framework Convention on Relations, Municipality of Medellín - EPM. Public Document in force since 2007. Within this Convention it is established that the communication channel between the owner and EPM is through the Board of Directors, a body for which there is an established meeting development process within its rules of procedure.

II. BOARD OF DIRECTORS

21	Does the Board of Directors have an odd number of members which is enough for its adequate functioning? (Measure 12)	YES	Nine (9) members, as established in Article 7 of the Statutes of the Company.
22	Does the Board of Directors hold meetings at least once a month? (Measure 13)	YES	In accordance with Section 2.1 of the Rules of Procedure of the Board of Directors contained in Decree 284 of 2010, the Board normally meets on the scheduled dates for each month. In 2012 it gathered twelve (12) times in ordinary sessions, and once (1) in an extraordinary session.
23	Does the Board of Directors have Internal Regulations for its Functioning? (Measure 14)	YES	The Board of Directors has rules of procedure for its operation, last modified in September 2010 through Decree 284 of 2010 of the Board.
24	Assumption: Answer the question in the event that the issuer has internal regulations for the Functioning of the	YES	The Board of Directors is chaired by the Mayor of Medellín, who in turn is the representative of the Municipality, sole owner of the company. The regulation was

	Board of Directors; otherwise, answer N/A. Question: Were the Internal Regulations for the Functioning of the Board of Directors disclosed to all the shareholders of the issuer? (Measure 14)		adopted by the same Board.
25	Assumption: Answer the question in the event that the issuer has internal regulations for the Functioning of the Board of Directors. Otherwise, answer N/A. Question: Are the Internal regulations for the Functioning of the Board of Directors binding in nature for all its members? (Measure 14)	YES	Through Internal Regulations of the the Board of Directors of Empresas Públicas de Medellín ESP, the rules governing the functioning of this collective body are established in order to achieve a greater efficiency and effectiveness, and that decisions are made objectively and responsibly. Its rules apply both to its members and to the Directors of the Company and its employees, in relation to the preparation and presentation of the information.
26	Assumption: Answer the question in the event that the issuer has internal regulations for the Functioning of the Board of Directors; otherwise, answer N/A. Question: Do the Internal Regulations for the Functioning of the Board of Directors include the topic concerning the information that must be at the disposal of the members of the Board of Directors elected for the first time and, in general, that which is suggested in Measure 18? (Measure 14)	YES	The Internal Regulations of the Board of Directors of Empresas Públicas de Medellín ESP state that when adding new members to the Board, the Administration will make the information needed to acquire specific knowledge of the Company and its activities available to them.
27	Assumption: Answer the question in the event that the issuer has internal regulations for the Functioning of the Board of Directors; otherwise, answer N/A. Question: Do the internal regulations for the Functioning of the Board of Directors set forth that the minutes of the meetings shall include the evidence on which decisions were based, as well as the reasons for approval or disapproval taken into consideration for those decisions and, in general, what is suggested in Measure 19? (Measure 14)	YES	The rules of procedure of the Board of Directors indicate the handling and character of the minutes and annexes of the Board meetings.
28	Assumption: Answer the question in the event that the	YES	In accordance with the provisions of paragraph 6.6 of the Rules of the Board

	<p>issuer has internal regulations for the Functioning of the Board of Directors; otherwise, answer N/A. Question: Do the internal regulations for the Functioning of the Board of Directors include the period of time prior to the meeting of the Board of Directors during which the information will be presented to the members and, in general, what is suggested in Measure 20? (Measure 14)</p>		<p>the information to be discussed at the next meeting and the respective agenda should be sent to its members, at least five (5) calendar days in advance.</p>
29	<p>Assumption: Answer the question in the event that the issuer has internal regulations for the Functioning of the Board of Directors; otherwise, answer N/A. Question: Is the time period prior to the meeting, as set forth in the Internal Regulations for the Functioning of the Board of Directors, during which the information will be presented to the members of the Board, of less than two (2) days? (Measure 20)</p>	NO	<p>The term set for sending the information to the members of the Board, is at least five (5) calendar days prior to the meeting, as noted in the comments of the previous question.</p>
30	<p>Assumption: Answer the question in the event that the issuer has internal regulations for the Functioning of the Board of Directors; otherwise, answer N/A. Question: Do the Internal regulations for the Functioning of the Board of Directors set forth the ways in which the members of the Board of Directors may obtain the information presented to them before the meeting? (Measure 20)</p>	YES	<p>The Internal Regulations of the Board includes in item 6 "Provision of information prior to the Board meeting" the means used to do so.</p>
31	<p>Assumption: Answer the question in the event that the issuer has internal regulations for the Functioning of the Board of Directors; otherwise, answer N/A. Question: Do the Internal Regulations for the Functioning of the Board of Directors include the possibility that said organism may, upon request made by any of its members, hire an external consultant when looking for necessary</p>	YES	<p>Section 10 of the Internal Regulations of the Board states that "the Board may request, at its discretion, the hiring of independent (s) external (s) consultant (s) on certain operations." EPM allocates an annual budget for hiring such advisors.</p>

	judging criteria regarding certain decision-making processes? (Measure 22)		
32	Assumption: Answer the question in the event that the issuer has internal regulations for the Functioning of the Board of Directors; otherwise, answer N/A. Question: Do the Internal Regulations for the Functioning of the Board of Directors include the conditions under which said organism may, upon request made by any of its members, hire an external consultant when looking for necessary judging criteria regarding certain decision-making processes? (Measure 22)	YES	Section 10 of the Internal Regulations of the Board states that "the Board may request, at its discretion, the hiring of independent (s) external (s) consultant (s) on certain operations." EPM allocates an annual budget for hiring such advisors.
33	When appointing a member of the Board of Directors, does the issuer take into consideration that the potential member meets the professional career criteria, as well as those criteria concerning academic preparation and experience for the better performance of his/her duties? (Measure 15)	YES	In accordance with the provisions of Chapter 3 paragraph 3.3 of the Corporate Governance Code as enshrined in the Framework Convention on Relations with the municipality of Medellín, the Mayor must consider certain criteria for the appointment of the Board of Directors members.
34	Are most of the members of the Board of Directors, or of its equivalent, independent? (Measure 16)	YES	Of the nine (9) members of the board, five (5) of these individuals must have the quality of independents. Closing 2012 the Board of Directors had four (4) independent members and a vacancy that must meet this quality, which is expected to be appointed in the first months following the following period.
35	Do the members of the Board of Directors inform about the existence of direct or indirect relationships kept with any interest group that may result in conflicts of interest or affecting their opinion or vote? (Measure 17)	YES	This is a promise of action and management of the Board of Directors members stated in the Corporate Governance Code, paragraph 3.6.2 Functions of the Board and commitments, and section 11 of the Internal Rules of the Board.
36	Does the issuer put at the disposal of the first-time-elected members of the Board of Directors enough information for them to have specific knowledge regarding the issuer and the sector it works in? (Measure 18)	YES	This process is carried out through an orientation program that includes information about the company, its activities and the field of public utilities.

37	Does the issuer put at the disposal of the first-timeelected members of the Board of Directors the information concerning their responsibilities, duties and powers derived from their position? (Measure 18)	YES	The orientation program described in the previous answer includes this aspect.
38	Do the minutes of the meetings of the Board of Directors identify the studies, reasons and other sources of information on which decision-making processes are based? (Measure 19)	YES	The minutes of the Board meetings identify this information.
39	Do the minutes of the meetings of the Board of Directors include the reasons taken into consideration when accepting or not something in their decision-making processes? (Measure 19)	YES	The minutes of the Board meetings include these considerations.
40	Does the issuer put at the disposal of the members of the Board of Directors, at least two (2) or more days before the meeting, the relevant information for decision-making processes pursuant to the agenda included in the Summons? (Measure 20)	YES	The information on the discussion topics is sent at least five (5) calendar days prior to the meeting.
41	Assumption: Answer the question in the event that the Board of Directors of the issuer has substitute members; otherwise, answer N/A. Question: Does the issuer have mechanisms that allow the Substitute Members to be adequately informed about the topics analyzed by the Board of Directors so that when they replace the full members they have enough knowledge in order to duly fulfill their duties? (Measure 21)	N/A	The Board of Directors does not have alternate members.
42	Does the issuer have a budget allocation that supports the eventual hiring of an external consultant by the Board of Directors, upon request made by any of its members, when looking for necessary judging criteria regarding certain decision-making processes? (Measure 22)	YES	

<p>43</p>	<p>Assumption: Answer the question in the event that there is a permanent committee, different from the one required by the law, that has as its duty, among others, providing support to the Board of Directors in relation to topics concerning the appointment of people as well as their payment; otherwise, answer N/A. Question: Does the Appointments and Payment committee include, at least, one member from the Board of Directors? (Measure 23)</p>	<p>YES</p>	<p>The Board of Directors has the Management Committee, which knows and delivers concept to the Board, among other topics, with regard to changes to the management structure and the compensation scheme and wage assignment, the Committee is composed of four (4) Members of the Board</p>
<p>44</p>	<p>Assumption: Answer the question in the event that there is a permanent committee, different from the one required by the law, that has as its duty, among others, providing support to the Board of Directors in relation to topics concerning the appointment of people as well as their payment; otherwise, answer N/A. Question: Does the Appointment and Payment committee support the Board of Directors when reviewing the performance of the senior management, understood as the President and all the officers in the immediately below level? (Measure 24)</p>	<p>YES</p>	<p>The Board has the Management Committee who supports the general management in monitoring the performance of company servers, including the governing body. As part of the continuous improvement of corporate governance practices, in 2012 the general manager evaluation methodology was approved and this feature was included within said Management Committee.</p>
<p>45</p>	<p>Assumption: Answer the question in the event that there is a permanent committee, different from the one required by the law, that has as its duty, among others, providing support to the Board of Directors in relation to topics concerning the appointment of people as well as their payment; otherwise, answer N/A. Question: Does the Appointment and Payment committee propose a payment and salaries policy for the employers of the issuer, including the senior management level? (Measure 24)</p>	<p>YES</p>	<p>EPM's Board of Directors' functions include: "Set the general policies regarding staff assignments serving the EMPRESAS PÚBLICA DE MEDELLÍN E.S.P, and approve, disapprove or modify the general rules that govern employment, the rate of compensation, salary scales and personnel administration, prepared and submitted for consideration by the General Manager in accordance with current standards. "for the exercise of this function, it is supported by the Management Committee.</p>
<p>46</p>	<p>Assumption: Answer the question in the event that there is a</p>	<p>YES</p>	<p>As part of the functions of the Management Committee and in</p>

	<p>permanent committee, different from the one required by the law, that has as its duty, among others, providing support to the Board of Directors in relation to topics concerning the appointment of people as well as their payment; otherwise, answer N/A. Question: Does the Appointment and Payment committee propose the appointment, payment and removal of the President of the company or of the person acting as such? (Measure 24)</p>		<p>accordance with the function of approval or disapproval of the accountability of the General Manager on an annual basis, established within EPM's Statutes for the Board, this collegial body annually evaluates the Manager General, delivering recommendations of management emphasis, changes in priorities and it could establish recommendations for continuation or removal of the General Manager. In any case, in accordance with the Constitution of Colombia and the statutes of the company, the appointment and removal of the General Manager, is the responsibility of the Mayor of Medellín, who in turn serves as Chairman of the Board of EPM</p>
47	<p>Assumption: Answer the question in the event that there is a permanent committee, different from the one required by the law, that has as its duty, among others, providing support to the Board of Directors in relation to topics concerning the appointment of people as well as their payment; otherwise, answer N/A. Question: Does the Appointment and Payment committee propose the objective criteria used by the issuer when hiring its main executives? (Measure 24)</p>	YES	<p>The company has a description of responsibilities and functions required and provided for all positions, including its top executives. The Board Management Committee ensures compliance of this internal regulation and proposes adjustments it deems appropriate.</p>
48	<p>Assumption: Answer the question in the event that there is a permanent committee, different from the one required by the law that has as its duty, among others, providing support to the Board of Directors regarding topics on corporate government; otherwise, answer N/A. Question: Does the Corporate Government committee include, at least, one member of the Board of Directors? (Measure 23)</p>	YES	<p>The Board has a Strategy Committee, which among its functions has the aim to "promote the implementation of corporate governance practices both for EPM and in regard to its relationship with subordinate companies belonging to Grupo EPM, and coordinate actions aimed at its strengthening and development. Additionally, to analyze the Corporate Governance Plan in detail and give recommendations to the Board, which will be submitted for consideration of the Board at the beginning of each year. Likewise, the Strategy Committee must track the quarterly progress of the Annual Plan approved by the Board. "This Committee is made up of four (4) members of the Board who are independent, one of these positions is vacant at the end of the 2012 term.</p>
49	<p>Assumption: Answer the question in the event that there is a permanent committee, different from the one required by the law that has as its duty,</p>	YES	<p>The Audit Committee's duties include ensuring that the preparation, presentation and disclosure of financial information of the company conform to the provisions of law. Furthermore, the information that is</p>

	<p>among others, providing support to the Board of Directors regarding topics on corporate government; otherwise, answer N/A.</p> <p>Question: Does the Corporate Government committee work so the shareholders and the market in general have complete, true and timely access to the information of the issuer that has to be disclosed? (Measure 25)</p>		<p>not financial is revealed in a timely manner in accordance with current regulations.</p>
50	<p>Assumption: Answer the question in the event that there is a permanent committee, different from the one required by the law, that has as its duty, among others, providing support to the Board of Directors regarding topics on corporate government; otherwise, answer N/A.</p> <p>Question: Does the Corporate Government committee inform about the performance of the Audit Committee? (Measure 25)</p>	NO	<p>The Audit Committee itself assumes control activities over the company's corporate governance practices.</p>
51	<p>Assumption: Answer the question in the event that there is a permanent committee, different from the one required by the law that has as its duty, among others, providing support to the Board of Directors regarding topics on corporate government; otherwise, answer N/A.</p> <p>Question: Does the Corporate Government committee review the way in which the Board of Directors fulfilled its</p>	YES	<p>Annually, EPM's administration produces a Report on Corporate Governance (as part of the Sustainability Report), which is presented for consideration by the Management Committee. This report evaluates the performance of the Board during the term, based on the annual self-assessment process conducted in accordance with Section 12 of the Internal Rules of the Board.</p>
52	<p>Assumption: Answer the question in the event that there is a permanent committee, different from the one required by the law that has as its duty, among others, providing support to the Board of Directors regarding topics on corporate government; otherwise, answer N/A.</p> <p>Question: Does the Corporate Government committee monitor the negotiations carried</p>	YES	<p>Although EPM is not a joint stock company that allows board members to bargain over shares, precautions are taken to ensure that the actions of the board members regarding EPM and its companies are not involved in disqualifications and incompatibilities included in the State Contracting Law.</p>

	out by the company, or by other companies of the same group? (Measure 25)		
53	<p>Assumption: Answer the question in the event that there is a permanent committee, different from the one required by the law that has as its duty, among others, providing support to the Board of Directors regarding topics on corporate government; otherwise, answer N/A.</p> <p>Question: Does the Corporate Government committee supervise the fulfillment of the payment policy for administrators? (Measure 25)</p>	YES	EPM's Board's functions include: "Set the general policies regarding staff assignments serving the EMPRESAS PÚBLICA DE MEDELLÍN E.S.P., and approve, disapprove or modify the general rules that govern employment, <u>regime compensation, salary scales and personnel management</u> , prepared and submitted for consideration by the General Manager in accordance with current standards." For the exercise of this function, it is supported by the Management Committee.
54	Besides the roles set forth by the law or by the bylaws, does the Audit Committee rule, through a written report, upon the possible planned operations with economically related parties? (Measure 26)	YES	This issue is addressed by the Strategy Committee of the Board, on matters relating to the operations required for the materialization of the strategy of the Business Group. Furthermore, these transactions are disclosed to the market within the procedures established by law and collected within the Corporate Governance Report.
55	Besides the roles set forth by the law or by the bylaws, does the Audit Committee verify that the possible operations planned with economically-related entities are carried out under market conditions not affecting the equality in the treatment of the shareholders? (Measure 26)	YES	This issue is addressed by the Strategy Committee of the Board, on matters relating to the operations required for the materialization of the strategy of the Business Group. Furthermore, these transactions are disclosed to the market within the procedures established by law and collected within the Corporate Governance Report, and in all cases, it is intended that these operations meet market conditions. Also, the existing covenants in debt issuance, enshrine the obligation to conclude transactions with economically-related parties on market terms.
56	Besides the roles set forth by the law or by the bylaws, does the Audit Committee stipulate the policy, criteria and practices to be used by the issuer for the preparation and disclosure of its financial information? (Measure 26)	YES	The Audit Committee has a supervisory and proactive role associated with the process of preparation, presentation and disclosure of financial information of EPM, in line not only with the applicable rules, but also with the best management and corporate governance practices.
57	Besides the roles set forth by the law or by the bylaws, does the Audit Committee define mechanisms for the consolidation of the information of the regulatory bodies of the issuer for the presentation of the information	YES	The Audit Committee has within its responsibilities, to carry out continuous monitoring of the results of internal and external evaluations, as well as of the progress in meeting the respective improvement plans defined on the occasion of these evaluations. Such

	before the Board of Directors? (Measure 26)		monitoring must also be reported to the Board.
--	--	--	--

III. DISCLOSURE OF FINANCIAL AND NON-FINANCIAL INFORMATION

58	Does the issuer have an information desk for its investors acting as a communication medium between the former and the latter? (Measure 27)	YES	EPM has a service office for investors, which can be contacted via telephone 380 5147 in Medellin, or via email investorelations@epm.com.co .
59	When, according to the issuer, it is thought that the answer to an investor may place it at an advantageous position, does it guarantee the immediate access to such answer to the other investors, pursuant to the mechanisms set forth by the issuer for such purposes and under the same economic conditions? (Measure 28)	YES	All information for investors is published on the website www.epm.com.co , and is detailed in the quarterly meetings that EPM holds with them, which are also kept on record and published on the same website
60	Can a group of investors request specialized audits? (Measure 29)	YES	Since EPM has a sole owner, specialized audits may be requested through participation in the Board.
61	Assumption: Answer this question in the event that a group of shareholders may request the carrying out of specialized audits; otherwise, answer N/A. Question: Is there a procedure that stipulates a shareholding percentage from which specialized audits may be requested? (Measure 30)	YES	See answer to question 60.
62	Assumption: Answer this question in the event that a group of shareholders may request the carrying out of specialized audits; otherwise, answer N/A. Question: Is there a procedure explaining the reasons why a shareholding percentage was defined from which it is possible to request specialized audits? (Measure 30)	N/A	Since there is not a plural number of shareholders, this procedure is not necessary.
63	Assumption: Answer this question in the event that a group of shareholders may request the carrying out of	N/A	

Country Code Survey

Empresas Públicas de Medellín E.S.P.



	specialized audits; otherwise, answer N/A. Question: Is there a procedure that sets forth the requirements for a specialized audit?					
64	Assumption: Answer this question in the event that a group of shareholders may request the carrying out of specialized audits; otherwise, answer N/A. Question: Is there a procedure that sets forth who is in charge of the specialized audit and how that person is appointed? (Measure 30)	N/A				
65	Assumption: Answer this question in the event that a group of shareholders may request the carrying out of specialized audits; otherwise, answer N/A. Question: Is there a procedure that sets forth who shall bear the cost of the specialized audit? (Measure 30)	N/A				
66	Assumption: Answer this question in the event that a group of shareholders may request the carrying out of specialized audits; otherwise, answer N/A. Question: Are the terms foreseen for each one of the stages, or steps, of the procedure for the hiring of the specialized audit precise? (Measure 30)	N/A				
67	Are there mechanisms foreseen by the issuer that allow the disclosure, to the shareholders and to other investors, of the material findings derived from internal control activities? (Measure 31)	YES	EPM reports the main results of the period in internal control issues through the Annual Report on Corporate Governance, likewise, it reveals the results of the audits conducted on quarterly financial reports provided to investors in accordance with the provisions of the Code of corporate governance of the entity.			
68	(Measure 32). Does the issuer disclose to the market the general policies that are applicable to the payment as well as to any economic benefit in favor of the following individuals? <table border="1" style="display: inline-table; vertical-align: bottom;"> <tr> <td style="width: 50px; height: 15px;"></td> <td style="width: 50px; height: 15px;">YES</td> <td style="width: 50px; height: 15px;">N</td> </tr> </table>		YES	N	NO	Although this information is not available in the Financial Superintendence media, remuneration for Board members and senior management is published in the Corporate Governance Report, which is publicly available on the website: www.epm.com.co and is part of Decree 1165 of 2009 issued and published by the
	YES	N				

	<table border="1"> <tr> <td></td> <td></td> <td>O</td> </tr> <tr> <td>Members of the Board of Directors</td> <td>x</td> <td></td> </tr> <tr> <td>Legal Representative</td> <td></td> <td>x</td> </tr> <tr> <td>Tax Auditor</td> <td></td> <td>x</td> </tr> <tr> <td>External Consultants</td> <td></td> <td>x</td> </tr> <tr> <td>Internal Auditors</td> <td></td> <td>x</td> </tr> </table>			O	Members of the Board of Directors	x		Legal Representative		x	Tax Auditor		x	External Consultants		x	Internal Auditors		x		Mayor of Medellin, this applies to the case of the remuneration of board members.
		O																			
Members of the Board of Directors	x																				
Legal Representative		x																			
Tax Auditor		x																			
External Consultants		x																			
Internal Auditors		x																			
69	Question: Does the issuer disclose to the market the agreements entered into with its directors, administrators, main executives and legal representatives, including their relatives, partners and other related parties? (Measure 33)	YES	Because of the legal nature of the Company, disqualifications and prohibitions contained in the law apply for any contracting, so, the situation in question does not arise.																		
70	Does the issuer disclose to the market its internal regulations on conflict resolution? (Measure 34)	YES	The company's relationship with the owner (the municipality of Medellín) is regulated constitutionally and legally, as is the relationship of managers with the company, since they are public servants. So, in relation to these, there are no internal standards to disclose. But the internal rules of the Board include the procedure to be followed by any director in a conflict of interest. The Board's internal regulations are published on the Website of the company.																		
71	Does the issuer disclose to the market the criteria that are applicable to the negotiations that its director, administrators and officers carry out with the shares and other securities issued by them as, for example, the right of preference? (Measure 35)	YES	Because of the legal nature of the Company, for any given hiring, disqualifications and prohibitions contained in the law apply. Also, because EPM is not a joint-stock company, the situation in question does not arise.																		
72	Does the issuer disclose the CVs of the members of the Boards of Directors and of the internal control organisms? If they do not exist, does it disclose the CVs of the equivalent organisms, as well as the CVs of the legal representatives so their experience and qualifications are known in relation to their managerial skills concerning the	YES	Such information is on the corporate website www.epm.com.co in the Investors section																		

	issues they have to face? (Measure 36)		
73	Did the issuer appoint as the tax auditor, people or companies that have received income from the company and/or from economically-related entities amounting to 35% or more of their last yearly income? (Measure 37)	NO	Although due to the legal nature of the company the appointment of a tax auditor is not required, as a good corporate governance practice, EPM appoints an External Auditor, which guarantees the integrity and accuracy of the financial information of the Company. The measure mentioned in this question is taken into account for the choice of this external auditor
74	Do the issuer or its economically related entities hire services that are different from the audit from the Tax Auditor? (Measure 38)	NO	Although due to the legal nature of the company the appointment of a tax auditor is not required, as a good corporate governance practice, EPM appoints an External Auditor, which guarantees the integrity and accuracy of the financial information of the Company. The measure mentioned in this question is taken into account for the choice of this external auditor
75	Do the agreements of the issuer and the tax auditor set forth provisions for the rotation of the individual persons that carry out the audits for five-year terms? (Measure 39)	YES	The internal regulations of EPM are even more demanding in this area, contemplating a maximum of three (3) non-renewable and renewable years for the external auditor.
76	Does the issuer request the tax auditor that the person that has been changed waits for, at least, two years in order to return to the same company? (Measure 39)	YES	The internal regulations do not regulate this measure, because the internal demands in this area are higher than what is recommended here. See answer to question 75.

IV. CONFLICT RESOLUTION

77	Does the issuer adopt the necessary measures to inform the shareholders about the jurisdictional procedure they have in order to protect their rights before the Financial Superintendence of Colombia? (Measure 40)	YES	Since there are not a plural number of shareholders, this procedure is not necessary.
78	Has the issuer adopted, for the solution of conflicts that may arise between the issuers and the shareholders, between the shareholders and the administrators, and between the shareholders, the direct-settlement procedure? (Measure 41)	YES	Since there are not a plural number of shareholders, this procedure is not necessary.
79	Does the issuer foresee a settlement alternative for	YES	Since there are not a plural number of shareholders, this procedure is not

	<p>the conflicts that may arise between the issuer and the shareholders, between the shareholders and the administrators, and between the shareholders? (Measure 41)</p>		<p>necessary.</p>
--	--	--	-------------------

Optional Question

<p>80</p>	<p>If there are additional corporate government practices, besides those recommended by the Code of Best Corporate Practices, this section offers the chance to the issuer to make them known.</p>		<p>Besides abiding by the Corporate Government practices, EPM has implemented the following measures:</p> <ol style="list-style-type: none"> 1. Relations Framework Convention Municipality of Medellín - Empresas Públicas de Medellín with the Municipality or "Governance Agreement" agreement which frames the relations between the two organizations, signed in April 2007. 2. Audit Committee Regulations (Decree 217 of 2006 of the Board). 3. Corporate Governance Internal Statute (Decree 179 of 2002 of the Board). 4. Corporate Governance Code updated in October 2007. 5. Board Regulations, adopted on October 1, 2007, as amended by Decree 259 of 2008, of the Board. 6. Corporate Governance Annual Reports (2007, 2008, 2009, 2010, 2011 and 2012) 7. Annual external evaluation plan approved by Corporate Governance Board (2006, 2007, 2008, 2009, 2010, 2011) 8. Monitoring compliance of Corporate Governance plan by the Audit Committee 9. periodic meetings with Investors 10. Creation of the Corporate Governance Committee in EPM, Decree 1729 of September 3, 2009. 11. Self-evaluation of members of the Board and results of its strengthening workshop 12. Creation of the committees that support the Board: Strategy, Management and Project Tracking. As well as the
------------------	--	--	--

			modification of the Audit Committee.
--	--	--	--------------------------------------

CONVENTIONS

In green: answers different to the previous year

Crossed out: questions that were not transmitted because they are not mandatory for our legal nature