

DRAFT PROPOSAL TO MODIFY THE BY-LAWS OF EMPRESA DE ENERGÍA DE BOGOTÁ S.A. E.S.P.

ORIGINAL VERSION	PROPOSED VERSION	ACTION / RECOMMENDATION
<p>Article 5° Corporate Purpose: The Company's main corporate purpose is the generation, transmission, distribution and marketing of energy, including gas and liquid fuels in all of their forms. Likewise, the Company may also hold interests as partner or shareholder in other public service companies either directly or through partnerships with other persons. Furthermore, it will be able to develop and participate, either directly or indirectly, in engineering and infrastructure projects and make investments in this field, including the provision of services and activities related thereto.</p> <p>In furtherance of its corporate purpose, Empresa de Energía de Bogotá S.A ESP may undertake any other activities inherent in and complementary to its main corporate purpose, including, particularly, the following:</p> <ol style="list-style-type: none"> 1. Design, build, operate and develop energy generation centrals using any energy resources. 2. Design, build, operate and develop energy distribution and transmission systems. 3. Generate, acquire for alienation, intervene and market energy, both domestically and abroad. 4. Provide residential energy public services in the Capital District, in municipalities with which the Company may enter into special agreements and in any other place other than the Company's registered office. 5. Enter into all sorts of agreements, covenants, contracts, partnerships and legal businesses in furtherance of its corporate purpose, and particularly, assume any form of association or entrepreneurial collaboration with persons. 	<p>Article 5° Corporate Purpose: The Company's main corporate purpose is the generation, transmission, distribution and marketing of energy, including gas and liquid fuels in all of their forms. Likewise, the Company may also hold interests as partner or shareholder in other public service companies either directly or through partnerships with other persons. Furthermore, it will be able to develop and participate, either directly or indirectly, in engineering and infrastructure projects and make investments in this field, including the provision of services and activities related thereto.</p> <p>In furtherance of its corporate purpose, Empresa de Energía de Bogotá S.A ESP may undertake any other activities inherent in and complementary to its main corporate purpose, including, particularly, the following:</p> <ol style="list-style-type: none"> 1. Design, build, operate and develop energy generation centrals using any energy resources. 2. Design, build, operate and develop energy distribution and transmission systems. 3. Generate, acquire for alienation, intervene and market energy, both domestically and abroad. 4. Provide residential energy public services in the Capital District, in municipalities with which the Company may enter into special agreements and in any other place other than the Company's registered office. 5. Enter into all sorts of agreements, covenants, contracts, partnerships and legal businesses in furtherance of its corporate purpose, and particularly, assume any form of association or entrepreneurial collaboration with persons. 	<p><u>The alienation of shares is closely linked to corporate governance issues and mostly as a consequence of its condition as issuer of securities and corporation registered with the National Registry of Securities and Issuers of EEB.</u></p> <p><u>The alienation of shares is purported to strengthen the governance schemes within EEB, allowing for a massive and citizen's access to a limited number of share interests, which demands much greater levels of transparency and responsibility as compared to the new and diverse shareholding composition that this process aims to achieve.</u></p> <p><u>The strengthening of EEB's corporate governance, although not being an action or business directly linked to its main corporate purpose, is a cross-cutting activity, and what's more, becomes a condition needed to guarantee the existence and feasibility of the company in the long</u></p>

<p>persons to undertake activities connected to its corporate purpose, as well as other related and complementary activities.</p> <p>6. To participate as associate, partner or shareholder in companies related to the corporate purpose, which perform activities oriented towards providing services or goods that are indispensable to comply with its purpose, or in any Legal entity that undertakes activities that are deemed useful to achieve the Company's corporate purpose.</p> <p>7. Develop and undertake all the legal businesses that public service companies are authorized to perform in accordance with the Colombian law.</p> <p>8. Promote activities of scientific and technological nature related to its purpose and utilize and guarantee its technical and economic application.</p> <p>9. Carry out all the activities aimed at enforcing the corporate purpose, exercising its rights and fulfill the Company's obligations.</p> <p>10. Carry out any legal businesses required for the proper utilization of the infrastructure that constitutes the Company, organizing the legal entities that might be needed to that end, partnering with other public service companies of any kind, or with individuals under any form of association authorized by Law.</p> <p>11. Provide advice and consultancy services in topics concerned with the Company's main corporate purpose.</p> <p>Paragraph: The Company through any of its corporate bodies, in keeping with the mercantile, civil and labor legislation, and this By-laws and any other applicable domestic regulations,</p>	<p>persons to undertake activities connected to its corporate purpose, as well as other related and complementary activities.</p> <p>6. To participate as associate, partner or shareholder in companies related to the corporate purpose, which perform activities oriented towards providing services or goods that are indispensable to comply with its purpose, or in any Legal entity that undertakes activities that are deemed useful to achieve the Company's corporate purpose.</p> <p>7. Develop and undertake all the legal businesses that public service companies are authorized to perform in accordance with the Colombian law.</p> <p>8. Promote activities of scientific and technological nature related to its purpose and utilize and guarantee its technical and economic application.</p> <p>9. Carry out all the activities aimed at enforcing the corporate purpose, exercising its rights and fulfill the Company's obligations.</p> <p>10. Carry out any legal businesses required for the proper utilization of the infrastructure that constitutes the Company, organizing the legal entities that might be needed to that end, partnering with other public service companies of any kind, or with individuals under any form of association authorized by Law.</p> <p>11. Provide advice and consultancy services in topics concerned with the Company's main corporate purpose.</p> <p>Paragraph: The Company through any of its corporate bodies, in keeping with the mercantile, civil and labor legislation, and this By-laws and any other applicable domestic regulations,</p>	<p><u>term, mainly, in its capacity as issuer of securities.</u></p> <p><u>Therefore, it is propose to modify the By-laws so as to explicitly include that, in furtherance of its corporate purpose, EEB will be able to manage share alienation programs of the Company.</u></p>
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<p>will be able to perform any kind of legal actions and businesses, dispose of any goods that might be part of its equity, and acquire any kind of goods and obligations under any title.</p>	<p>will be able to perform any kind of legal actions and businesses, dispose of any goods that might be part of its equity and, acquire any kind of goods and obligations under any title, <u>and manage share alienation programs of the Company.</u></p>	
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