## NOTICE OF PUBLIC OFFERING

Issuance and Placement of Ordinary Bonds issued by CODENSA S.A. ESP under the Program for the Issuance and Placement of Ordinary Bonds and Commercial Papers

## Tenth Tranche for up to \$500.000.000.000 First Lot for \$450.000.000.000

NOTICE whose initial letter is presented in capital letters and are not defnidos in this rding to the defniciones established in the Program prospectus. 1. ISSUER

Codensa S.A. ESP ("Codensa", or the "Issuer") is the issuer of the Ordinary Notes of the Program for the issuance of Ordinary Notes and Comi Papers, offered by means of this notice, and its main domicile is Carrera 13A NUMBER 93-66, in the city of Bogotá D.C., Colombia.

2. CONDITIONS OF THE OFFER

1 Global Programa Quota

The Program has a global quota of up to three trillion four hundred thousand million Pesos (3,400,000,000,000), which may be offered in one or several Sections and these in turn in one or several tots. The global quota of the Program may be extended subject to the corresponding authorizations. In accordance with the provisions of article 6.3.1.1.3 of Decree 2555 of 2010 of the Ministry of Finance and Public Credit and the provisions of the Program Information Prospectus, the total amount of the overall quota of the Codensa Program will be reduced by the amount of the securities offered against it, so that the unoffered part of each Tranche will be added to the remainder of the overall quota of the Program and will be placed in one or several Tranches.

As of the date of this Notice of Public Offering, two trillion five hundred and forty billion Pesos (\$2,540,000,000,000) have been offered and effectively placed, as follows:

- First Transfer of three hundred and thirty-four billion Pesos (\$334,000,000,000), of which only two hundred and two billion Pesos (\$225,000,000,000) were offered and placed in a SINGLE LOT on February 17, 2010.

- Second Tranche of three hundred and seventy-five billion Pesos (\$375,000,000,000), placed in two Lots on November 15 and 18, 2013.

- Third Tranche in the amount of one hundred and eighty-five billion Pesos (\$185,000,000,000), placed in a SINGLE Lot on September 25, 2014. - Fourth Tranche in the amount of ninety billion Pesos (\$90,000,000,000), placed in a SINGLE Lot on 15 September 20

Fifth Tranche in the amount of four hundred and thirty billion Pesos (\$430.000.000.000), placed in a SINGLE Lot on March 9 2017

- Sixth Tranche for a value of two hundred billion Pesos (\$200,000,000,000), placed in a SINGLE Lot on June 8, 2017 - Seventh Tranche in the amount of three hundred sixty billion Pesos (\$360,000,000,000), placed in a SINGLE Lot on April 11, 2018.

Eighth Tranche in the amount of one hundred ninety-five billion Pesos (\$195,000,000,000), placed in a SINGLE Lot on Octo 23, 2018.

- Ninth Tranche in the amount of four hundred and eighty billion Pesos (\$480,000,000,000), placed in a SINGLE Lot on March 7, 2019.

In accordance with the foregoing, the overall quota of the Program pending placement, including the amount offered in this notice, is eight hundred sixty billion Pesos (\$860,000,000,000).

## 2.2 Total Amount of the Tenth Tranche

The total amount of the Tenth Section of the Program is five hundred billion pesos (\$500,000,000,000). The Tenth Tranche be offered in one or several Lots. The unoffered portion of the Tenth Tranche will be accumulated to the remainder of the o Program guota and may be subsequently placed in one or several Tranches

2.3 Amount of the First Lot offered

By means of this notice, the First Lot of the Tenth Tranche of the Program is offered for an amount of four billion Pesos (\$450,000,000,000) represented by forty-five thousand (45,000) Bonds for the Series described in

In the event that the total amount demanded is higher than the amount offered in this notice, the Issuer, by auto decision, may attend the unsatisfied demand up to an amount equivalent to one hundred percent (100%) of the total am the Tenth Tranche.

The award of the unsatisfied demand will be made subject to the criteria established in the Operating Instructions issued b Colombian Stock Exchange S.A. (the "Operating Instructions") for purposes of the placement of the Notes offered by mea this notice.

In case that, at the expiration of the Offer Period of the First Lot of the Tenth Tranche, the total amount demanded is lower than the amount offered, the Issuer may offer again the amount offered not placed in a new PUBLC offer notice of a new Lot of the Tenth Tranche of the Program.

#### **3.TERM FOR OFFERING THE ISSUES UNDER THE PROGRAM**

The Term to Offer the Issuance of the Securities that are part of the Program is three (3) years as of the execution of Re No. 0683 of May 28, 2019, that is, until June 19, 2022. This term may be renewed for equal periods before the expiratic authorization by the Colombian Financial Superintendence.

#### 4.TERM OF PLACEMENT OF THE TRANCHE AND VALIDITY OF THE OFFER.

The term for the placement of the Tenth Tranche Bonds under the Program is of (1) year as of the business day following the date of publication of this notice, that is, until August 25, 2021.

The Term of the Offer of this Lot shall be one day, corresponding to August 25, 2020. Consequently, the closing of the i Offer will take place after such effective date or when each and every one of the offered Securities has been subscribed, occurs before the expiration of the Effective Date of the Offer.

The publication of the Notice of the Public Offer of the other Lots of this Tranche may be made in the newspapers El Tiempo and/or ia REPÚBLICA and/or Portafolio and/or in the Bulletin of the Colombian Stock Exchange S.A.

Agentes Colocadores

The publication of the notices and information that must be communicated to the holders of the Securities will be made Ine publication of the notices and information that must be communicated to the holders of the Securities will be made in the newspapers EI Tiempo and/or La REPÚBLICa and/or Portafolio and/or in the Bulletin of the Colombian Stock Exchange S.A., or in the web page of the issuer under the link of Shareholders and Investors. Additionally, in accordance with Article 5.24.15 of Decree 2555 of 2010 of the Ministry of Finance and Public Credit, Codensa will disclose, truthfully, clearly, sufficiently and timely to the market, through the Colombian Financial Superintendence, any situation related to the Company or its issues that would be taken into account by a prudent and diligent expert when buying, selling or keeping the Issuer's securities or when exercising the political rights inherent to such securities. Such information may be consulted through the website www.superfinanciera.gov.co following the link "Relevant Information".

3.LAW OF CIRCULATION AND TRANSFER. The Bonds will be issued to order and in a dematerialized form, for which reason the transfer of their ownership will be made by means of entries in deposit accounts or sub-accounts of the holders in Deceval, in accordance with the operating regulations of the Program Administrative Agent. The Securities will be freely negotiated in the Colombian Stock Exchange S.A., and the legitimate holders of the Securities may negotiate them directly or through it.

4.RECIPIENTS OF THE OFFER.
The Bonds will be addressed to the general public, including pension funds and severance payments.

5. ECONOMIC AND FINANCIAL OBJECTIVES OF THE ISSUE will allocate 18% of the resources obtained from the placement of the Bo of the Program to the refinancing of financial obligations and 82% to finance it

6.SERIES, SUBSERIES AND TERM OF REDEMPTION OF THE SECURITIES

Serie	B: Peso and IPC floating rate bonds	E: Peso and fixed-rate bonds
Sub-serie	В7	E4
Term	7 years	4 years
Expiration date	25-aug-2027	25-aug-2024

The term is understood to be counted from the date of issue.

3. NOMINAL VALUE AND MINIMUM INVESTMENT

# The Series B and E Bonds will be issued in denominations of ten million (\$10,000,000) Pesos each. A Security may be issued for any NUMBER of Ordinary Bonds.

The Minimum Investment will be equivalent to the value of one Bond, that is, the sum of ten million F (510,000,000). Consequently, no subsequent transfer operations may be carried out below such limit operations must be carried out in whole units of Bonds with a MULTIPLE of ten million Pesos (\$10,000,000). 4.ISSUE DATE AND SUBSCRIPTION DATE

# For the Tenth Tranche Securities, the Issue Date is understood to be the business day following the date publication of this notice, i.e., August 25, 2020. In the event that more than one Lot is offered for the Te Tranche, all Lots of the Tenth Tranche shall have the same Issuance Date.

The date of subscription shall be understood as the date on which each Security is fully paid. For the Bo the present Lot, the date of subscription shall be August 26, 2020.

## 5.SUBSCRIPTION PRICE

The Subscription Price of the Bonds shall be calculated as the present value of their interest and capital flo the Subscription Date of the transaction, discounted with the respective Award Rate, in the form of an a Effective Rate, at the convention stipulated for this Tranche.

The following considerations shall be taken into account for the calculation of the Subscription Price accordance with the above formula

 For Bonds denominated in CPI, the Award Rate shall be calculated by adding to the CPI in force on the day of
placement the Margin corresponding to such rate (((1+CPI)x(1+ Margin))-1). 6.COMPLIANCE SYSTEM

The compliance system will be DVP (delivery against payment): Sebra / Deceval 7.MAXIMUM RATE OF RETURN OFFERED AND COUPON RATE

The Maximum Rate of Profitability Offered, which will be the maximum rate at which the Bonds of the subseries offered in the present offer may be awarded, will be published on the business day following the publication of this Notice of Public Offer, in an Informative Bulletin issued by the buc on the day of the Auction, before the opening of the same, in accordance with the provisions of Paragraph

3.3 of Article 6.1.1.1.5 of Decree 2555 of 2010 of the Ministry of Finance and Public Credit

The coupon rate for each of the sub-series offered through this notice shall be equal to the respective Cut-off Rate resulting from the auction of the First Lot of the Tenth Tranche under the Program.

## 8.PERIODICITY, MODALITY AND CALCULATION OF INTEREST.

8.PERIODICITY, MODALITY AND CALCULATION OF INTEREST. The interest of the Bonds of subseries B7 and E4 shall be paid under the expired modality with quarterly periodicity. Said periods will be counted from the issue Date and up to the same day of the following quarter. The beginning of the respective period shall be understood as the issuance Date for the first payment of interest and for the following payments of interest, the beginning date shall be understood as the day following the end date of the immediately preceding period. In the event that such day does not exist in the respective due month, the LAST Calendar day of such month shall be taken as such. Whenever the period expires on a non-business day, the interest caused shall be calculated up to said date without prejudice to the fact that payment shall be made up to the following business day. In the event that the day of the LAST payment of interest corresponds to a non-business day, the issuer will pay the interest on the following business day and will recognize the interest until that day.

The due date will be a business day until six o'clock in the afternoon. Interest will be calculated from the day ing the beginning of the respective period and until the day agreed for payment, using the following ention for the sub-series offered here:

365/365: Corresponds to years of 365 days, of twelve (12) months, with the monthly calendar orresponding to each of these, except for the month of February, which will have twenty-eight (28) day

This convention shall be used in the same manner for leap years.

There will be no place for the payment of interest for the delay in the collection of interest or capital, except for the delay caused by situations originated by the Issuer. In the event the Issuer fails to make the corresponding interest payments at the indicated time, the Securities will accrue interest on arrears at the maximum legal rate

Interest payments at the indicated time, the Securities will accrue interest on arrears at the maximum legal rate allowed. The factor to be used for the calculation and settlement of interest must use six (6) approximate decimals by the rounding method, whether expressed as a decimal fraction (0.0000000) or as a percentage expression (0.000004). A factor is understood to be the solution of the mathematical expression that determines the proportion of the interest rate for the period to be paid will be adjusted to obtain a whole figure, so that when there are fractions in cents, these will approximate the higher or lower whole value expressed in Pesos. For the calculation of the Series B interest, the LAST official data provided by the DANE for the inflation of the LAST twelve months will be taken at the end of each period of cause of interest, expressed as an annual Effective Interest Rate, to which the Margin corresponding to the Coupon Rate determined by the Buser will be added, as follows [[Li+inflation] × [L+Margin]]. 1. The rate thus obtained will be calculated for its equivalent expired period in accordance with the applicable agreement and the event that the inflation used to make the respective calculations of the terest, and will be applied to the maximum legal rate the event that the inflation of the DANE, no re-calculation of the interest, and will be applied to the amount of capital in force during the period of interest to be paid will be added, as follows: [Li+inflation] × [L+Margin]]. The rate thus obtained will be calculated for its equivalent expired period in accordance with the applicable agreement and the event that the inflation used to make the respective calculations undergoes any modification or is the reason for correction by the DANE, no re-calculation of the interest already paid shall be made.

the event that the inflation used to make the respective calculations undergoes any mounted out of a the force of the transformed of the interest already paid shall be made. For the Calculation of the Series E interest, the fixed rate established by the issuer will be taken as the Coupon Rate, which will be calculated for its equivalent expired period in accordance with the agreement and modality of payment of interest. The be calculated for its equivalent expired period in accordance with the agreement and modality of payment of interest. The the calculated for its equivalent expired period in accordance with the agreement and modality of payment of interest. The the securities are registered in the Bolsa de Valores de Colombia S.A.

The capital represented in the Bonds will be redeemed ONLY at maturity. In the event that the Issuer does not make the Notes waive the possibility of materializing them. allowed. In accordance with section 3.2 of article 6.1.1.15 of Decree 2555 of 2010, the Issuer will publish an amortization plan amortization plan amortization plan amortization plan accordance with section 3.2 of article 6.1.1.15 of Decree 2555 of 2010, the Issuer will publish an amortization plan amortiza

will induce the man conditions of the #avarded sub-series, including (i) norman value (ii) are unitary insue value, (iv) dates on which interest payments will be made (v) date of payment of principal of the Securities. Additionally, and in compliance with the provisions of article five of Resolution 0194 of January 29, 2010, Codensa may 192, Securities, the price at which it will receive the Holders' Securities as a means of payment. The offer to receive the Securities as 2010 a means of payment for other issues of Codensa does not imply any obligation for the Holders of the Securities to accept it.

#### **10.ACQUISITION OF THE SECURITIES**

The placement of the Bonds of the present Lot will be carried out under the modality of best effort, and the mo adjudication will be the Dutch Auction

The Bonds of this Tranche shall be susceptible to be paid in cash and current issue securities of Codensa, AS specified in the

The bound of this france snap or soccepture to be place that and current issue securities of public Offer Notice corresponding to each tot. For the payment of the Notes offered in this Lot, the Issuer shall receive as payment ONLY cash.

**10.1 Placement Agents** 

For the purposes of the placement of the Tenth Tranche Values, they will act as Placement Agents: - Corredores Davivienda S.A. Comisionista de Bolsa ("Davivienda Brokers" or the "Lead Agent"), domiciled in the city of Lead Placer Agent



THE REGISTRATION IN THE NATIONAL REGISTRY OF SECURITIES AND ISSUERS AND THE AUTHORIZATION OF PUBLIC OFFERING DO NOT IMPLY ANY QUALIFICATION OR RESPONSIBILITY BY THE FINANCIAL SUPERINTENDENCE OF COLOMBIA ON THE PRICE, GOODNESS OR NEGOTIABILITY OF THE SECURITY, OR OF THE RESPECTIVE ISSUE, OR ON THE SOLVENCY OF THE ISSUER. THE REGISTRATION OF THE BONDS IN THE STOCK EXCHANGE OF COLOMBIA S.A. DOES NOT IMPLY ANY QUALIFICATION OR RESPONSIBILITY ON THE PART OF THE STOCK EXCHANGE OF COLOMBIA S.A., REGARDING THE PRICE, GOODNESS OR NEGOTIABILITY OF THE SECURITY OR THE ISSUE, OR THE SOLVENCY OF THE ISSUE, NOR DOES IT IMPLY A GUARANTEE ON THE PART OF THE STOCK EXCHANGE OF COLOMBIA S.A. DOES NOT IMPLY ANY QUALIFICATION OR RESPONSIBILITY ON THE PART OF THE STOCK EXCHANGE OF COLOMBIA S.A. OF THE SECURITY. THE RECOGNITION OF ISSUERS - BEING GRANTED BY THE STOCK EXCHANGE OF COLOMBIA S.A. IS NOT A CERTIFICATION OF THE GOODNESS OF THE REGISTERED SECURITIES OR THE SOLVENCY OF THE ISSUER.

August 24,2020

Bogotá D.C., at Carrera 7 No. 71-52 Tower B, 12th Floor nbia S.A. Stock commissioner ("Valores Bancolombia") domiciled in the city of Bogotá D.C.

Calle 31 No. 6- 39 Piso 7 - Credicorp Capital Colombia S.A. ("Credicorp Capital"), domiciled in the city of Bogotá D.C., at Calle 34 No. 6 -BTG Pactual S.A. Stock Brokerage Commission, domiciled in the city of Medellin, at Carrera 43A No. 1-50 Sa

#### ver 2 (ANDI) Floor 10 ido Plaza, To

2.2 Auction Administrator The Stock Exchange of Colombia S.A. (the "bvc") will be the entity in charge of carrying out the award of the Bond: of this Lot through the Dutch Auction mechanism, and as such it must receive the demands, accept or reject them and award them, as well as, attend to consultations regarding the placement process, in accordance with what is established in this notice, and the procedure and criteria foreseen in the respective Operating Instructions that will be published by the bvc. For this purpose, the whole process will be in charge of a Legal Representative of the bvc Additionally, the bvc will carry out the process of compliance of the operations product of the awarding through the process. the MEC system.

The awarding of the Bonds will be made based on the Nominal Value of the same, without consideration to the Subscription Price

# 2.3 Timetables and means for the presentation of claims

The recipients of this PUBLIC OFFER must submit their purchase demands, which shall be binding, on the busine day following the date of publication of this notice within the hours established herein and in the following media

i. If they are affiliated to the MEC, they may submit their demand requests i) directly to the bvc through the electronic awarding system in accordance with the provisions of the corresponding Operating Instructions, at the electronic address indicated therein and taking into account the definitions of this notice and in the form and terms established in the Operating Instructions, ii) through the Underwriters, who in turn will enter the claims or behalf of said investors in the electronic auction system of the bvc, or iii) through the other Affiliates of MEC that nay act on behalf of third parties

ii. If they are not Affiliates of MEC, they may present their demand requests through any of the Placement Agent who in turn are Affiliates of MEC, either by telephone to the recorded NUMBERS indicated below, or by fax usin the format that they distribute to the fax NUMBERS indicated in this notice, so that said entities in turn prese such demands to the byc on their behalf. Ulkewise, they may present their demand requests through the oth MEC Affiliates that may act on behalf of third parties. MEC Affiliates may act on their own behalf or on behalf hird parties, as permitted by law.

	MEC affiliates	Not Affiliated to the MEC system	
Schedule	Directly via the Web: Between 8:30 a.m. and 1:00 pm.	Through Placement Agents: Between 8:30 a.m. and 12:00 m.	
	Indirectly through the Placement Agents: Between 8:30 a.m. and 12:00 m.		
	Davivienda Corridors: 312 2728 / 312 2788		
Fax	Bancolombia Values: 211 6690		
	Credicorp Capital: 3384476		
	BTG Pactual: 3216240		
	Davivienda Corridors: 594 1667 / 594 1674		
Recorded phone:	Securities Bancolombia: 7463768 / 7464080		
	Credicorp Capital: 339 4400 ext.1982 or 1636		
	BTG Pactual: 756 4406 / 756 4409 / 756 4404		

## 2.2 AWARD CRITERIA - AUCTION MECHANISM

nbian Stock Exchange will award the auction of the Subseries B7 and E4 at the Cut-off Rate resulting from ation of the award mechanism, which in NO case may be higher than the Maximum Profitability Rate or the informed subseries as provided in paragraph 13 of this notice. For all purposes, the award shall be ording to the rules established in the Operating Instructions. The Col

Made according to the rules extension and only the optimal of the Term of the Offer, the Placement Agents may continue receiving demands so that, in the event that the amount offered has not been totally awarded, such demands are awarded in accordance with the order of arrival at the Cut-off Rates previously determined for the sub-series, unti the total amount offered is awarded in its entirety or until the expiration of the Term of the Offer.

## 2.3 Money Laundering Control

Investors interested in acquiring the Securities must be linked as members of the bvc MEC system or as clients of the placement agents, or else they must fill out and deliver to the placement agents the investor form with its respective annexes no later than the time set for the start of the auction, in order to comply with the provisions of article 2.4.: of External Circular 060 of 2008 of the Superintendence of Finance of Colombia.

The potential investor that has not submitted the form duly completed and all the attachments, may not participa in the process of awarding the Bonds.

Each one of the placement agents and the other affiliates of MEC that present claims directly to the bvc awa system must comply with the instructions regarding the administration of the risk of asset laundering and financi of terrorism, in accordance with the provisions of Chapter Eleven of Title I of External Circular 007 of 1996 and mail the reports referred to in said Chapter individually.

The Underwriters reserve the right to take any necessary action to comply with Colombian regulations and inter policies, before processing with the bvc the claims received from investors

#### 3. PLACE AND FORM OF PAYMENT OF CAPITAL AND INTEREST

8.PROSPECTUS OF THE ISSUANCE AND PLACEMENT PROGRAM

9.CODE OF GOOD GOVERNANCE.

Auction Management Agent

**BTGPactual** 

The prospectus of the Issuance and Placement Program is available to interested parties on the Issuer's web page (www.enel.com.co) under the Shareholders and Investors link, as well as at the Colombian Financial superintendence, at the Colombian Stock Exchange S.A., and at the offices of the Placement Agents of this franche, whose addresses are indicated in section 16.1 of this notice.

Codensa has a Good GOVERNANCE. Codensa has a Good Governance Code adopted by the Board of Directors of the company, which is referred 1 in the Program prospectus, which is available to all investors on the company's web page www.enel.com.co. In addition, Codensa makes effective the annual report of the Corporate Governance practices contained in the Country Code, in accordance with External Circular 028 of 2007, modified by External Circular 056 of 200° of the Financial Superintendence of Colombia.

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enel

codensa

3. PLACE AND FORM OF PAYMENT OF CAPITAL AND INTEREST Every subscriber must be or be represented by a direct depositor who has the service of securities administration before the Centralized Securities Deposit - Deceval S.A. (hereinafter "Deceval"). While the Securities are represented by a Macro title held by Deceval, all payments of principal and interest with respect to the Securities shall be made by the issuer to Deceval. Payments to the holders will be made through Deceval, in its capacity as custodian and Administrative Agent of the Issue, on the terms and conditions set forth in the Program prospectus, and in the agreement between Deceval and the Issuer for the deposit and administration of the Program Securities.