

INTERNAL REGULATIONS OF THE BOARD OF DIRECTORS

Enel Colombia S.A. ESP

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**FIRST CHAPTER
SCOPE, APPLICATION, MISSION AND GUIDING PRINCIPLES**

FIRST ARTICLE.- SCOPE AND APPLICATION: The Internal Regulations of the Board of Directors of Enel Colombia S.A. ESP includes the principles, rules and procedures that govern the functioning of the corporate body, thus ensuring a more accurate, efficient and transparent management.

This Regulation develops and complements the legal and statutory regulations, the AMI and the Code of Good Governance applicable to the Board of Directors.

The Internal Regulations of the Board of Directors of Enel Colombia S.A. ESP is applicable to (i) the Board of Directors as a collegiate body, (ii) the main and alternate members, individually, and (iii) any other third party or official that supports the Board of Directors. All of them will have the obligation to know, comply with and enforce these regulations.

When new members of the Board of Directors join, their Secretary will give them, at the first meeting of the Board they attend, a copy of these Regulations for their knowledge and compliance.

Likewise, when a member of the Board of Directors is appointed for the first time, the necessary information will be made available to him so that he acquires sufficient knowledge regarding the company and the sector, as well as the information related to the responsibilities, obligations and functions of the Board of Directors position.

SECOND ARTICLE.- MISSION OF THE BOARD OF DIRECTORS: Without prejudice to the other functions provided for in the bylaws, the Board of Directors is the highest administrative body of Enel Colombia S.A. ESP, create its own regulations, approve the Industrial Plan, which contains the company's strategic plan, exercise supervision and control of the company's management, and align the plans of those who manage the company with the interests of those who contribute the resources and assume the business risk, in order to consolidate the company's position in the market, meet the expectations of its customers, benefit its workers and provide profitability to its shareholders.

The Board of Directors will promote transparency, ethical behavior, the appropriate use of the financial resources of the company and of all the people linked to it.

THIRD ARTICLE.- GUIDING PRINCIPLES: The members of the Board

The Board of Directors will perform their functions within the general principles of good faith, equality, effectiveness, efficiency, transparency, impartiality, loyalty and diligence, typical of a good businessman whose legal responsibility is given in the terms described in the law (Article 23 , 24 and 25 of the Commercial Code modified by Law 222 of 1995), always acting in the best interest of Enel Colombia S.A. ESP, avoiding at all times situations that may give rise to conflicts of interest, and in their presence, providing them with the treatment provided for in the Bylaws.

SECOND CHAPTER

FOURTH ARTICLE. - COMPOSITION AND PERIOD

The Board of Directors is made up of seven (7) principal members, each with a personal alternate, elected by the General Assembly of Shareholders through the electoral quotient system. The Board will have at least two (2) independent members, in accordance with the provisions of the company's bylaws.

The appointment of members of the Board of Directors will be made for periods of two (2) years, and they may be re-elected indefinitely and without prejudice to the power of the Shareholders' Meeting to freely remove them at any time. If the General Assembly of Shareholders does not make a new election of directors, it will be understood that their term of office has been extended until a new appointment is made. In any case, they will remain in their positions until their replacements are registered with the Chamber of Commerce.

PARAGRAPH 1: There will be no impediment for any of the legal entity shareholders to act as principal or alternate member of the Board of Directors. In any case, the legal person shareholder who is a member of the Board of Directors must act through the main or alternate legal representative, duly authorized. For purposes of clarity, representation by proxy will not be accepted.

ARTÍCULO QUINTO. - DIRECTORES SUPLENTE Y DIRECTORES INDEPENDIENTES

Los directores suplentes son personales y reemplazan a los principales en sus faltas absolutas o temporales. Sin embargo, pueden ser llamados a las deliberaciones de la Junta Directiva, aún en los casos en que no les corresponda asistir, pero en tal evento no tienen voto, ni afectan el quórum.

En los casos de falta absoluta de cualquiera de los Directores Independientes, se procederá a su reemplazo por el período pendiente por cumplir.

SIXTH ARTICLE. - PRESIDENT AND SECRETARY:

FUNCTIONS OF THE PRESIDENT: The Board of Directors will have a President, whose functions are established in the Corporate Bylaws and the Code of Good Governance. He will be appointed from the non-independent members of the Board of Directors appointed by the controlling shareholder, or in the event that said members are not candidates, he will be chosen from among the independent members.

In addition to the functions established by law, the Corporate Bylaws and the Code of Good Governance, the Chairman of the Board of Directors will exercise the following:

1. Direct the proper functioning of the Board of Directors.
2. Coordinate and plan the operation of the Board of Directors by establishing an annual work plan based on the assigned functions.
3. Submit to the consideration of the Board of Directors the Agenda of the meetings proposed by the General Manager.
4. Attend the support committees for the Board of Directors when deemed pertinent.
5. Advise the General Manager when requested.

6. Record in the minutes of the meetings of the Board the information supports presented by the administration that served as the basis for decision-making, and their reasons.
7. Direct the proper functioning of the Board of Directors.
8. Coordinate and plan the operation of the Board of Directors by establishing an annual work plan based on the assigned functions.
9. Submit to the consideration of the Board of Directors the Agenda of the meetings proposed by the General Manager.
10. Attend the support committees for the Board of Directors when deemed pertinent.
11. Advise the General Manager when requested.
12. Record in the minutes of the Board meetings the information supports presented by the administration that served as the basis for decision-making, and their reasons.

FUNCTIONS OF THE SECRETARY: The Board of Directors will have a secretary, whose appointment and functions are established in the Corporate Bylaws and the Code of Good Governance.

In addition to the functions established by law, the Corporate Bylaws and the Code of Good Governance, the Secretary of the Board of Directors will perform the following:

1. Channel the requests made by the members of the Board of Directors to submit them for its consideration.
2. To be the secretary of the statutory and accidental committees of the Board of Directors, to the extent that they so determine.
3. Comply with the other functions of a special nature that are conferred by the General Assembly of Shareholders, the Board of Directors, the President of the Board of Directors or by the General Manager.

SEVENTH ARTICLE. - ATTENDANCE OF THE GENERAL MANAGER: The General Manager of Enel Colombia S.A. ESP will attend the sessions of the Board of Directors with the right to speak, but without vote.

EIGHTH ARTICLE. - ALTERNATE DIRECTORS: In addition to the provisions of the Corporate Bylaws and the Good Governance Code, the alternate directors must be adequately informed of the issues submitted for consideration by the Board of Directors, so that when they act in replacement of the respective main member, they make decisions informed.

NINTH ARTICLE. - STATUTORY COMMITTEES:

GOOD GOVERNANCE COMMITTEE:

The company will have a Good Governance Committee, whose integration, functions and operation will be governed in accordance with the rules set forth in the Company Bylaws.

AUDIT COMMITTEE:

The company will have an Audit Committee whose integration, functions and operation will be governed in

accordance with the rules set forth in the Bylaws.

TENTH ARTICLE. - ACCIDENTAL COMMITTEES: The Board of Directors may order the creation of accidental committees of a consultative and technical nature, in accordance with the provisions of the Bylaws and the Code of Good Governance.

The creation of these committees is governed by the following principles:

1. One or several committees may be created as long as they have a clear objective, and their membership does not lead to a conflict of interest.
2. The committees must inform the Board of Directors about their activities whenever it deems it convenient.
3. The committees, through any of their members, may invite company employees whose responsibilities are related to their duties to their sessions.

ELEVENTH ARTICLE. - EXTERNAL ADVISORS: The Board of Directors may hire, at the request of any of its members, external advisors to contribute with elements of judgment necessary for the adoption of certain decisions, which by their nature merit it, and under the following conditions:

1. It must be about specialized topics, whose scope and knowledge is alien to the members of the Board of Directors. In operations that may lead to the dilution of the capital of the minority shareholders, the hiring of the external advisor will not be optional but mandatory. In this case, the external advisors will produce a report with the result of their work that will be made available to the shareholders with the advance notice required for the exercise of their right of inspection.
2. Advisors must have the experience and professional solvency required for this purpose.
3. The respective advisers must assume the commitment to keep confidential the issues consulted, and the information presented for the development of the contract.

For purposes of the foregoing, the company may allocate the items required in its annual budget.

TWELFTH ARTICLE. - REMUNERATION: The remuneration of the members of the Board of Directors will be set by the General Assembly of Shareholders, in accordance with the provisions of the Bylaws and the Code of Good Governance.

CHAPTER THREE FUNCTIONS, DUTIES AND RESPONSIBILITY

THIRTEENTH ARTICLE. - MANAGEMENT: Without prejudice to the functions of the General Manager established in the Bylaws and in the applicable law, the management of Enel Colombia S.A. ESP is attributed to its Board of Directors.

FOURTEENTH ARTICLE. - FUNCTIONS: The specific functions of the Board of Directors are established in the Corporate Bylaws and in the law.

SIXTEENTH ARTICLE. - DUTY OF CONFIDENTIALITY: The members of The Board of Directors will keep total confidentiality of the deliberations of the Board of Directors and of the Committees to which they belong and, in general, will refrain from revealing the information, data, or background to which they

have had access in the exercise of their position, as well as from use them for their own benefit or that of third parties, without prejudice to the obligations of transparency and information imposed by the applicable legislation.

All company documentation and information available to the members of the Board of Directors is confidential and may not be disclosed in any way, unless an exception is established by decision of the Board of Directors.

ARTICLE SEVENTEEN. - OTHER DUTIES: Without prejudice to other duties established by law, the Bylaws, the Code of Good Governance or in these Regulations, the duties of the members of the Board of Directors shall be as follows:

1. Make efforts leading to the proper development of the corporate purpose.
2. Conduct themselves with independent judgement, guaranteeing the right and equitable treatment of shareholders, investors, employees and other people who have a relationship with the company, acting in good faith, with loyalty and depositing in their work the diligence of a good businessman.
3. Carry out all their actions through the Board of Directors, as well as any petition or request, without limiting any of the powers that assist each member of this collegiate body.
4. Refrain from participating on their own or through an intermediary in personal or third-party interests, in activities that imply competition with the company or in acts with respect to which there is a conflict of interest and when these occur, follow the procedure provided for this event in the Corporate Bylaws and the Code of Good Governance.
5. Dedicate sufficient time to the exercise of their duties as a member of the Board of Directors, fully informing themselves of everything that derives from the performance of their duties.
6. Actively participate in the meetings of the Board of Directors and the Committees to which they belong.
7. Be informed in a sufficient and timely manner about the necessary issues in order to fully exercise their rights and obligations, for which the company will provide all the necessary support.

Except for extraordinary conditions, the company will send by email to each of the members of the Board of Directors the following information with an advance notice of (4) business days prior to the date of the meeting of the Board of Directors:

- Approvals to take to the Board of Directors.
- Management Reports with a monthly cut-off to be dealt with by the Board of Directors.

Notwithstanding the provisions of the fourth paragraph of article 49 of the Bylaws, within three (3) days prior to the holding of the meeting, the members of the Board of Directors may raise concerns through the General Manager or whoever this appoints for this purpose and the management of the company will respond to said concerns at the corresponding meeting of the Board of Directors.

In the event that any of the members of the Board of Directors request a prior meeting in order to clarify the concerns arising from the information brought to their attention, the company will schedule it by calling all the members of the Board of Directors.

The members of the Board of Directors may request the inclusion of additional topics in the sessions of the corporate body, to be dealt with at the time that this same body determines.

8. Individually inform the other directors of the direct or indirect relationships they have with each other, with the company, with suppliers or customers and, in general, with other people who have a relationship with the Company, which could lead to situations of conflict of interest or that may influence the direction of your opinion or vote.
9. Save and protect the commercial and industrial reserves of the company.
10. Refrain from manipulating, communicating, disseminating or using confidential information for internal use to which they have access, for their own benefit or that of others. The foregoing will not prevent the directors from using this information for eventual claims before the company or in the legal actions they deem pertinent.
11. Promote compliance with the laws, the Corporate Bylaws, the Code of Good Governance and the Code of Ethics.
12. Ensure that the proper performance of the functions entrusted to the tax auditor is allowed.
13. Record the decisions adopted in the minutes.
14. Record the meaning of your vote, for liability purposes.
15. Refrain from negotiating, directly or indirectly through an intermediary, shares of the company, while they are in office, except in the case of operations unrelated to speculation and as long as they have the authorization of the Board of Directors. , granted with the favorable vote of two thirds of its members, excluding the applicant's vote.

EIGHTEENTH ARTICLE. - RESPONSIBILITY: The members of the Board of Directors, to the extent that they have the quality of administrators, will be subject to the responsibility regime established by the applicable law, without prejudice to the obligations they assume in accordance with the provisions of the Bylaws, in the Code of Good Governance and in these regulations.

CHAPTER FOUR MEETINGS

NINETEENTH ARTICLE. - MEETINGS: The meetings may be face-to-face, non-face-to-face or mixed, their call and the preparation of the minutes of the Board of Directors, all of which will be carried out in accordance with the rules provided for it in the Bylaws and in the Code of Good Government.

The General Manager and whoever acts as secretary of the Board of Directors, on behalf of the company, have the obligation and responsibility to provide each of the members of the Board of Directors with the necessary and relevant information, in the opinion of the latter. , so that they can fulfill their duties as administrators, in accordance with the applicable law and the Bylaws.

The company will maintain an easily accessible document management system available to the members of the Board of Directors, which will contain the documentary file of the minutes of the meetings and all the information that has been made available to the members of the Board of Directors, for at least the previous year.

**CHAPTER FIVE
DELIBERATION AND DECISION**

ARTICLE TWENTIETH. - DELIBERATION AND DECISION: The Board of Directors will deliberate and make its decisions in accordance with the rules provided for it in the Bylaws and in the Code of Good Governance.

**CHAPTER SIX
SPECIAL EVENTS**

TWENTY-FIRST ARTICLE. - SPECIAL EVENTS OF THE BOARD OF DIRECTORS: In relation to the Special Events of the Board of Directors, it will deliberate and make such decisions in accordance with the rules provided for it in the Bylaws and in the Code of Good Governance.

**CHAPTER SEVENTH
EVALUATION AND CONTROL**

TWENTY-SECOND ARTICLE. - EVALUATION AND CONTROL MECHANISMS: The company has the mechanisms to carry out the evaluation and control of the activity of the directors that are provided for in numeral 8 of Section I of Chapter II of the Company's Code of Good Governance.

**CHAPTER EIGHT
APPROVAL, MODIFICATION AND INTERPRETATION OF THE REGULATION**

ARTICLE TWENTY-THREE. - APPROVAL OF THE REGULATION: The approval of this Regulation, will be the exclusive competence of the Board of Directors of Enel Colombia S.A. ESP.

TWENTY-FOURTH ARTICLE. - MODIFICATION AND REPEALING: The Board Board of Directors of Enel Colombia S.A. ESP will have the exclusive power to modify or repeal these Regulations at the initiative of this body or any of its members. When the modification is chosen, the causes and scope of the modification that is intended to be incorporated must be explained in detail and in advance.

The modification of these Regulations will require for its validity the decision-making quorum required for the other decisions of the Meeting, that is, a simple majority.

Any modification or repeal of these Regulations will be reported to the General Assembly of Shareholders.

ARTICLE TWENTY-FIVE. - INTERPRETATION: This Regulation is complementary and supplementary to the legal provisions, Bylaws and Code of Good Governance of Enel Colombia S.A. ESP in what refers to any issue that regulates the Board of Directors, and that are applicable to the company.

Corresponds to the Board of Directors of Enel Colombia S.A. ESP resolve doubts or differences that arise in the application or interpretation of these Regulations, in accordance with the principles and recommendations on corporate governance adopted by the company.

**CHAPTER NINTH
FINAL PROVISION**

ARTICLE TWENTY SIX. - ACCEPTANCE OF THESE REGULATIONS:

The members of the Board of Directors of Enel Colombia S.A. ESP, must declare that they know these regulations, and agree to comply with the provisions of the same.