

CORPORATE GOVERNANCE CODE



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CORPORATE GOVERNANCE CODE

INTRODUCTION

This document constitutes the Corporate Governance Code of ISAGEN S.A. E.S.P. (“ISAGEN” or the “Company”), which includes the norms, practices and procedures based on which ISAGEN manages its affairs, preserves ethics and declares the transparency of its management. It defines the framework for action with shareholders, investors, Board of Directors, Chief Executive Officer, executives and employees.

The Corporate Governance Code aims to disclose the mechanisms of governance, conduct, control and ISAGEN reporting, which recognize and respect the rights of shareholders and investors in order to ensure their confidence and that of other stakeholders.

References in this Code to laws, decrees, resolutions, and other norms, include any amendments, additions or substitutions thereto.

1. COMPANY OVERVIEW

1.1. Business Type and Purpose

ISAGEN S.A. E.S.P. is a private utility company, established with the primary business activity of generating and selling electrical energy, selling natural gas through networks, and selling coal, steam and other energy resources. As part of its corporate purpose, ISAGEN may carry out all the activities related to or complementary to its corporate purpose, particularly those described in Article Five of the Bylaws - Corporate Purpose, which can be reviewed on www.isagen.com.co in the Investors section.

Although the corporate purpose of ISAGEN includes activities such as the marketing of natural gas through networks and the marketing of coal, steam and other energy products, ISAGEN's participation in such activities is occasional and non-substantial. Any future more substantial participation in such activities will require prior approval of the Board of Directors because of its function of setting the strategic guidance and general guidelines for the management of the company's businesses, in accordance with the Bylaws and the guidelines set out by the General Shareholders Assembly.

1.2. Applicable Regulations

As a private utility company to which Laws 142 and 143 of 1994 apply, ISAGEN's acts and contracts are governed by private law.



2. FRAMEWORK FOR ACTION

2.1. Strategy Commitments

ISAGEN has adopted strategy commitments and corporate values that guide its decisions and actions to materialize what the company believes and achieves its corporate purposes.

Strategy commitments include the corporate aspiration, which consists in creating value with clean energy and the corporate goals, which consists in creating value by generating and trading renewable energy with social and environmental responsibility.

Corporate values include (i) being trustworthy based on integrity, (ii) taking care of the company's employees, third party's employees, infrastructure and environment based on safety, (iii) creating value based on operational excellence, (iv) being proactive based on adaptability and (v) reaching more goals together based on collaboration.

2.2. Integrity and Compliance System

In the exercise of its corporate values, ISAGEN undertakes to respect the rights of its shareholders, clients, workers and other interest groups, strictly complying with the rules that regulate the activities it operates.

The structure of the Integrity and Compliance System comprises elements with a preventive and corrective approach based on a framework of continuous improvement, promotion and dissemination, highlighting: (i) the Ethics Statement (DCE) that was created by employees based on the participatory ethics approach, and adopted as the Company's Code of Conduct by the Board of Directors; (ii) the Anti-Bribery, Anti-Corruption, and Anti-Fraud Policy (AAA Policy), which expressly prohibits fraud of any kind and reaffirms the commitment to carry out all management with honesty and integrity; (iii) the Ethics Channel and the Ethical Dilemma Mailbox, which allow reporting of events or irregularities regarding DCE and AAA Policy; and (iv) the Ethics Committee, which makes recommendations and suggestions to management to help ensure measures are taken regarding the events or irregularities reported.



3. FAIR TREATMENT OF SHAREHOLDERS

ISAGEN treats its shareholders fairly, considering each shareholder has the same rights in accordance with the class of shares held.

ISAGEN has adopted the following practices in order to provide its shareholders with fair treatment:

3.1. Shareholder and Investor Assistance

In order to facilitate interaction between ISAGEN's governing bodies and its shareholders and investors, the Company has communication channels through which it responds to their needs, and provides the information requested as established in this Code, internal policies and the law.

3.2. Related Party Transactions

The definition of related party under the Bylaws and internal policies has been established by ISAGEN based on the definition provided by International Accounting Standard No. 24, as amended.

Transactions made with Related Parties in any business in which the Company usually operates (or occasionally with the authorization of the Board of Directors), including energy or gas market transactions and regulated power purchase agreements, among others, negotiated following a competitive bidding and standard terms and conditions and any other transaction involving a competitive bidding or agreed in an open market between ISAGEN and a related party, are understood as carried out based on objective criteria and in market conditions, under the terms and conditions and with the costs usually agreed by the Company with unrelated third parties.

3.3. Prohibition against Representing Shares in the General Meeting of Shareholders

At the General Meeting of Shareholders except in cases of legal representation, Company managers and employees in general cannot, while on duty, represent shares other than their own, or substitute the powers of attorney conferred to them. Additionally, they cannot vote on the financial statements, the settlement accounts or end-of-year accounts.



4. THE COMPANY AND ITS GOVERNANCE

4.1. General Meeting of Shareholders

4.1.1. Rules of Procedure for the General Meeting of Shareholders

The Company has Rules of Procedure for the General Meeting of Shareholders, which are available on www.isagen.com.co, in the Investors section.

As required by law, these contain the Bylaws, the Company's Corporate Governance Code and the rules to announce and hold the meetings.

4.1.2. Information Provided for the Meeting

ISAGEN shall make the following information available to shareholders at the company headquarters and on www.isagen.com.co, in the Investors section, following the announcement of the General Meeting of Shareholders:

- The invitations to the General Shareholders' Meeting including the agenda proposed by the Board of Directors.
- The list of candidates to the Board of Directors when proposed by the shareholders following the announcement of the General Shareholders' Meeting, provided that the candidates meet the specifications established in the Rules of Procedure for the Board of Directors.
- The documents necessary to duly inform the shareholders about the General Shareholders' Meeting to be held.

4.1.3. Criteria for refusing the request for information

The information requested by shareholders exercising their right of inspection, or any other right, can be refused if they can be classified as any of the following, in accordance with the internal rules and procedures:

- I) Unreasonable or unadvisable to ISAGEN.
- II) Irrelevant, to know ISAGEN's progress or interests.
- III) Confidential, as defined hereunder and in other internal policies.
- IV) Other disclosures that could have an impact on ISAGEN's competitiveness.

For purposes of publishing the information on the website, ISAGEN may take any security measures it deems necessary.

4.2. Board of Directors and Chief Executive Officer

The general rules related to the procedures and duties of the Board of Directors and the Chief Executive Officer are those contained in the applicable legal provisions, as well as those regulated in the Bylaws and the Rules of Procedure for the Board of Directors. In addition to those duties, the Board of Directors shall evaluate the CEO's performance on an annual basis.

4.3. Management

4.3.1. Selection, Evaluation and Remuneration

In order to make sure the job is done based on professional and ethical criteria, individuals holding management positions are selected, evaluated and remunerated in accordance with internal policies.



5. CONTROL MECHANISMS

5.1. Internal Control

ISAGEN has defined its Internal Control System as the set of elements that interact to ensure fulfillment of Company objectives. Control is carried out by promoting self-control and permanently evaluating the elements of the Internal Control System.

The Board of Directors' Audit and Risk Committee establishes guidelines, monitors the actions that have been defined, evaluates results and submits proposals to improve the Internal Control System. In relation to the Internal Control System, the CEO is responsible for:

- Reasonably ensuring that all the organization's activities and resources are focused on the fulfillment of corporate goals.
- Promoting the efficiency and effectiveness of business activities.
- Ensuring compliance with the internal and external regulations in each of the business activities.
- Ensuring the definition and implementation of measures to prevent or mitigate risks that may affect the Organization's resources and the fulfillment of company goals.
- Continuously improving business management.

Similarly, the Company has defined specific responsibilities regarding the Internal Control System at all the levels of the organization.

ISAGEN's Chief Internal Auditor should be a professional with high moral and ethical character, with a command of the International Standards on Auditing and management systems and administrative and management experience and skills.

5.2. Enterprise Risk Management

The Audit and Risk Committee Charter and other internal policies establish the definitions, components, guidelines and responsibilities related to Enterprise Risk Management.

5.3. External Control

5.3.1. Statutory Audit

The Statutory Audit will be carried out by a firm that meets all legal requirements and the following:

- Must be internationally recognized.
- Compliant with the criteria required by the International Standards on Auditing.
- Knowledgeable and experienced in the energy industry or similar at the national and international level.

5.3.2 Disqualifications and Incompatibilities

In addition to the disqualifications and incompatibilities established in the Bylaws, the Statutory Auditor shall not have received income from the Company and/or its economic associates representing twenty five percent (25%) or more of his/her annual revenue, during the period prior to being elected.

If disqualified or incompatible, the Statutory Auditor will make a statement in this regard in the respective audit report and report the matter to the Audit and Risk Committee, which will guarantee the Statutory Audit is not held up, taking measures necessary to elect a new Statutory Auditor, if necessary.

5.3.3 Election

The General Meeting of Shareholders shall designate the Statutory Auditor based on the recommendation presented by the Board of Directors, as follows:

- The selected firm will assign a professional to act on its behalf as the Statutory Auditor and his or her alternate.
- In no case the leading work team of audit firm's staff hold the position continuously for more than five (5) years. In any case, Management will evaluate the work of the Statutory Auditor on an annual basis and the Board of Directors or the Audit and Risk Committee will conduct a review, and if

the outcome is not positive, it will report the matter at the General Meeting of Shareholders.

- The remuneration to the firm that serves as the Statutory Auditor, as well as that of the specialized auditors is set based on market prices.

5.3.4. Other Services

The Statutory Auditor, as well as the individuals or entities related to the Audit Firm, shall not be contracted by ISAGEN for any professional services other than those of account auditing and other functions recognized in the current regulations, unless expressly approved beforehand by the Audit and Risk Committee.

5.3.5. Reporting Findings

To report any material findings, the Statutory Auditor shall:

- Provide the Board of Directors, the General Meeting of Shareholders, the Audit and Risk Committee, the Chief Executive Officer or the appropriate person in accordance with the jurisdiction of the body and the magnitude of the finding, with a timely written account of the irregularities occurring in the Company's operation and during the course of its business.
- Call for Special General Shareholders' Meetings when deemed necessary.
- Inform the legal representative of the holders of securities, if deemed necessary and if applicable.
- In the case of any reservations in the Statutory Auditor's report, said reservations and actions proposed by the company to resolve the situation, will be disclosed to the shareholders attending the General Shareholders' Meetings, by the

chairman of the Audit and Risk Committee. If the Board of Directors does not change its position in view of the reservations and/or observations of the Statutory Auditor, the board needs to properly explain and justify in a written report to the General Shareholders' Meetings, specifying the content and scope of the discrepancy.

5.3.6. Superintendence of Residential Public Services

The Superintendence is the entity responsible for supervising and overseeing public utility service providers with emphasis on the control of management and results and respect for user rights. This control is exercised directly or through the External Auditor of Management and Results, engaged by the Company and in charge of reporting to the Superintendence of Residential Public Services on an annual basis, situations that represent a risk for the Company's financial viability, failures detected in the internal control system and, in general, comments regarding the Company's management.

5.3.7. Financial Superintendence

As long as the Company is a securities issuer on the Colombian Public Securities Market, it will be monitored by the Financial Superintendence pursuant to applicable regulations.

5.3.8. Other Entities

Certain Superintendents, Ministries and Autonomous Regional Authorities exercise temporary external control by requesting certain information. These controls are related to the purpose of said agencies.



6. CONFLICTS OF INTEREST MANAGEMENT

6.1. Preventing, resolving and disclosing conflicts of interest

6.1.1. Definition

There is a conflict of interest when Members of the Board of Directors and its committees, the CEO, management and ISAGEN employees in general, directly or through third parties, find themselves in a situation that reduces their independence or objectivity or are asked to make a decision and/or seek alternative actions, where there is a possibility of choosing between the benefit of the Company, personal benefit, or the benefit of a third party.

PARAGRAPH: Notwithstanding the legal and statutory standards with regard to conflicts of interest that apply to individual actions of management of the Company, the Company executives have statutory autonomy to determine commercial and market matters of ISAGEN without the need for approvals from the Board of Directors.

The members of the Company Board of Directors do not intervene in commercial matters, participate in the pricing of Agreements or in the

approval process of commercial offers, as those matters correspond to the CEO under the bylaws of the Company. In all events where the Company Board of Directors has access to market information, said information is aggregated, historical and public.

6.1.2. Procedure for preventing, disclosing and handling Conflict of Interest situations:

Members of the Board of Directors and its committees, the CEO, Managers and ISAGEN employees in general should act diligently and loyally toward the Company, within the framework of the applicable legal standards and corporate values, policies, practices and declarations listed in this code's Framework for Action and the Board of Directors Regulations, and they should refrain from taking part directly or indirectly in any decisions and/or behaviors where conflicts of interest exist or may arise, in accordance with the above definition.

Management will annually disclose conflicts of interest reported by the Board Members in the Corporate Governance Practices Report.

In the event of a conflict of interest involving the members of the Board of Directors, the Board Committees or the Chief Executive Officer, the party involved shall:

1. Suspend any action and direct or indirect involvement in activities, discussions and/or decisions related to the conflict, and inform the Board in a timely manner, either directly or through the General Counsel.

2. The Board of Directors shall make an announcement regarding the actual existence or not of the conflict of interest.

3. If the Board of Directors finds that there is a conflict of interest: i) the involved members of the Board of Directors and Board Committees shall leave the meeting and refrain from deliberating and voting on the topic considered in the agenda regarding which there is a conflict of interest; and ii) the CEO shall refrain from acting or intervening directly or indirectly in the activities and decisions related to the situation; in the latter case, the Board of Directors shall handle the situation regarding which there is the conflict of interest.

4. In any case, it is the responsibility of each Board Member, individually, as well as that of the Board Committees and the CEO to identify, report and handle the conflicts of interest in which they may be involved.

6.1.3. Procedure for the management of conflicts of interest on the Board of Director and Committees:

1. At the beginning of the meeting, the members of the Board of Directors and Committees shall report the existence of a conflict of interest related to the topics on the agenda that has been approved for the meeting.

2. The Secretary of the Board of Directors and/or the Committee will report the members any statements made regarding the existence of conflicts of interest by any of the members, related to the topics on the agenda that has been approved for the meeting.

3. In addition, the members of the Board of Directors and Committees may submit for consideration by the respective body the existence of a conflict of interest that, in their opinion, another member may have, related to the topics on the agenda that has been approved for the meeting.

4. When there are conflicting positions between the members of the Board of Directors and/or Committees regarding the existence of a conflict of interest, the entire Board will formally define whether or not there is a conflict of interest and make a record thereof in the minutes.

5. A record of the above will be made in the Board of Directors' Minutes. In the event that a conflict of interest should arise involving the Board Members, and for that reason there is no quorum, the points shall be reviewed in the General Meeting of Shareholders.

If, based on the above statements, it is considered that there are situations of conflict of interest related to a topic on the agenda of the Board and/or Committee meeting, the following procedure shall be followed:

- Only the members that are not involved in the conflict of interest shall participate in the discussions and deliberations of the respective item of the agenda.
- Only in cases that the conflict of interest does not occur and the interests of ISAGEN are not placed at risk, Board Members who did not take part in the decision, making process, because they were involved in the potential conflict of interest- may have access to related information.

PARAGRAPH: The above is notwithstanding the provisions in applicable legislation regarding conflicts of interest and to that stated in current Law, the Bylaws and the Rules of Procedure for the Board of Directors and Committees.

6.1.4. If a situation arises that may place a Manager or employee in a potential conflict of interest, he/she shall:

1. Report it to the process Manager by e-mail and forward a copy to the supervising Manager and the Ethical Dilemma mailbox. In the case of a Manager who is a member of the Management, he/she shall inform the CEO and forward a copy to the Ethical Dilemma mailbox.
2. Suspend any action and direct or indirect involvement in activities and/or decisions related to the situation.
3. The Process Manager, or the CEO, shall decide on the actual existence of the conflict of interest and respond via e-mail, informing him/her of

the decision, and also forward a copy to the Ethical Dilemmas mailbox. This response must be provided in a timely manner, before the situation occurs, or within five (5) business days following receipt of the report at the latest.

4. If the Process Manager or the CEO considers there is an actual conflict of interest, another member of Senior Management, management or employee must be designated, as the case may be, in order to continue the activities, if applicable.

5. If the reporting officer does not agree with the decision made by the Process Manager regarding the existence of a conflict of interest, they may, individually or jointly, refer the case to the CEO, forwarding a copy to the Ethical Dilemma mailbox; in this case, the CEO shall decide on the existence of the conflict of interest. The CEO may turn to the Ethics Committee for advice in the resolution of the statement, when considered necessary.

If they do not have access to the Company's e-mail server, both the reporting officer and the Process Manager or the CEO making the announcement on the conflict of interest shall leave written evidence of the reporting and treatment of any actual or alleged conflict, and these documents will subsequently be digitized and sent to the mailbox indicated above.

The above is subject to the provisions established in the applicable legislation on conflicts of interest.

A background image showing a group of business professionals in a meeting. They are seated around a table, looking at documents and using laptops. One person in the foreground is holding a yellow pen over a document. The scene is brightly lit, suggesting an office environment.

7. DISCLOSURE OF INFORMATION

ISAGEN has a Disclosure Policy, in compliance of which:

7.1. Disclosure of Information

ISAGEN discloses all the information to be sent to the market and the Financial Superintendence at the frequency required and in accordance with existing regulations.

7.2. Privileged or Confidential Information

Access to information and the disclosure thereof shall not be applicable regarding information classified as privileged or confidential.

ISAGEN understands privileged or confidential information as all the information that is not publicly available and that:

- Compromises the Company strategy.
- Provides competitive advantages.
- Has total or partial effects on the markets where the Company operates, and the market competition level
- Compromises the safety or integrity of employees or facilities.

- Corresponds to opinions or viewpoints that are part of the Company's process of deliberation.
- Is legally exempted from disclosure obligations, and
- Any other information that the Company might deem proprietary or confidential, reasonably and in accordance with the law.

7.3. Resumes

The resumes of Board members, the Chief Executive Officer and the Corporate Auditor will be accessible to Shareholders and the market, and will be posted at www.isagen.com.co in the Investors section.

7.4. Annual Report on Compliance with Corporate Governance Practices

On an annual basis, ISAGEN monitors and evaluates compliance with applicable Corporate Governance practices established in the Bylaws, the Rules of Procedure for the Board of Directors, this Code and all other corporate documents in force, through the Audit and Risk Committee.

The Audit and Risk Committee shall submit a report on the management and assessment of Corporate Governance practices to the Board of Directors for its approval and subsequent presentation to the General Meeting of Shareholders.



8. OTHER PROVISIONS

8.1. Amendments to the Corporate Governance Code

The board authorizes Management to introduce changes to the Corporate Governance Code, resulting from amendments made to documents and regulations produced or compiled by Management, such as Bylaws and other corporate documents, including a reference to the amendment that triggered the change in the Corporate Governance Code.

