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Carlos Julio Carrero

Official Translator No. 0314



Carlos Julio Carrero
Traductor Oficial Inglés-Español
Resolución No. 0314
Septiembre 14, 2010

[Emblem] Grupo Energía Bogotá | Improving lives
with sustainable
and competitive
energy

ISSUER'S REPORT

MERGER PROCESS BETWEEN GRUPO ENERGÍA BOGOTÁ S.A. E.S.P.
(the "ABSORBING COMPANY")

AND

ELECNORTE S.A.S. E.S.P.;
EEB GAS S.A.S.
(the "ABSORBED COMPANIES")

MAY 2023

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INTRODUCTION

The purpose of this document (the "Report") is to provide ample and sufficient information to the joint meeting of bondholders of Grupo Energía Bogotá S.A. E.S.P.'s 2017 and 2020 issues. ("GEB"), on the merger process by means of which GEB will absorb Elecnorte S.A.S. E.S.P. ("Elecnorte") and to EEB GAS S.A.S. ("EEB GAS"), once the pertinent corporate, governmental and regulatory authorizations have been granted (the "Merger").

The Report contains financial, management, legal and other information that GEB believes is necessary for bondholders to make an informed decision about the Merger and the effects of the Merger on their interests.

In particular, the Report describes (1) the general terms of the Merger, (2) the reasons for carrying out the Merger, (3) the process of design, analysis and approval of the Merger by the corporate bodies of GEB, EEB GAS and Elecnorte, as well as the competent governmental and regulatory entities, and (4) the effects of the Merger on GEB's debt instruments, among other matters.

CHAPTER I. INTERPRETATION AND DEFINITIONS

Unless (a) the context in which the word is used requires otherwise, (b) it is a proper noun, or (c) the terms included in the Report provide otherwise, words used with initial capital letters in the Report shall have the following scope and meaning:

"Bonds" means the domestic public debt bonds issued and placed by GEB through the main market on the Bolsa de Valores de Colombia S.A. in 2017 and 2020.

"EEB GAS" has the meaning assigned to it in the introduction to this Report.

"Elecnorte" has the meaning assigned to it in the introduction to this Report.

"GEB" has the meaning assigned to it in the introduction to this Report.

"Sole Decree" means Decree 2555 of 2010 as the same may be adjusted or amended from time to time.

"Merger" has the meaning assigned to it in the introduction to this Report.

"Colombian Pesos", "Pesos", "COP" means the legal tender in the Republic of Colombia.

"Legal Representatives of the Bondholders" means collectively, Servitrust GNB Sudameris S.A., in relation to the bonds issued in 2017, and Fiduciaria Central S.A., in relation to the bonds issued in 2020.

"Companies" means GEB, EEB GAS and Elecnorte jointly.

"Absorbing Company" means GEB.

"Absorbed Companies" means EEB GAS and Elecnorte, jointly.

"Financial Superintendency of Colombia" or "SFC" means the technical agency attached to the Ministry of Finance and Public Credit, with legal personality, administrative and financial autonomy and its own assets, the functions of which consist of the inspection, surveillance and control over those who carry out financial, stock market, insurance and any other activities related to the collection of money from the public, created by Decree 4327 of November 25, 2005, by which the merger of the Banking Superintendency and the Securities Superintendency was ordered.

CHAPTER II. BACKGROUND AND MOTIVATION

2.1 BACKGROUND

- (1) This Report was prepared and is submitted to the joint meeting of Bondholders by GEB in accordance with the provisions of paragraph 4.3.2 of Chapter I, Chapter I of Title I of Part III of External Circular Letter 029 of 2014, and paragraph 2 of Article 6.4.1.1.1.18 of the Sole Decree.

- (2) GEB has two domestic public debt bonds outstanding in the main market, the characteristics and current status of which are described below:

a) 2017

| Subseries | A7 lot 1 | A15 lot 1 | A25 lot 1 | A7 lot 2 | A15 lot 2 | A30 lot 2 |
|--------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| ISJN | COE01CB00014 | COE01CB00022 | C0501CB00030 | COE01CB00014 | COE01CB00022 | COE01CB00048 |
| Date of Issue | 28-02-2017 | 28-02-2017 | 28-02-2017 | 28-02-2017 | 28-02-2017 | 28-02-2017 |
| Subscription Date | 01-03-2017 | 01-03-2017 | 01-03-2017 | 16-11-2017 | 16-11-2017 | 16-11-2017 |
| Deadline: | 7 years | 15 years | 25 years | 7 years | 15 years | 30 years |
| Date of Maturity | 23-02-2024 | 28-02-2032 | 28-02-2042 | 28-02-2024 | 28-02-2032 | 28-02-2047 |
| Indexing | IPC | IPC | IPC | IPC | IPC | IPC |
| Cut-off rates | 3.19% | 3.85% | 4.04% | 3.21% | 3.85% | 4.10% |
| Coupon Rate | 3.19% | 3.85% | 4.04% | 3.19% | 3.85% | 4.10% |
| Interest Payment Period | TV (February, May, August, November) | TV (February, May, August, November) | TV (February, May, August, November) | TV (February, May, August, November) | TV (February, May, August, November) | TV (February, May, August, November) |
| Amortization | Maturity | Maturity | Maturity | Maturity | Maturity | Maturity |
| Base | 365 | 365 | 365 | 365 | 365 | 365 |
| Amount Demanded (millions) | \$284.380 | \$423.010 | \$598.530 | \$146.260 | \$201.700 | \$521.100 |
| Amount Awarded per Series (millions) | \$187.000 | \$283.000 | \$180.000 | \$130.200 | \$191.700 | \$328.100 |
| Amount Awarded (million) | \$1.300.000 | | | | | |
| Oversubscription | 1.67x | | | | | |
| Use of Resources | Financing the Investment Plan | | | | | |

Source: GEB

b) 2020

| Subseries | C7 | C15 | E25 | C15 lot 2 | E22 lot 2 |
|-------------------------|---|---|----------------------|---|--------------------|
| JSIN | COE01CB00055 | COE01CB00071 | COE01CB00063 | COE01CB00071 | COE01CB00089 |
| Date of Issue | 25-06-2020 | 25-06-2020 | 25-06-2020 | 25-06-2020 | 25-06-2020 |
| Subscription Date | 26-06-2020 | 26-06-2020 | 26-01-2020 | 20-05-2022 | 20-05-2022 |
| Deadline: | 7 years | 15 years | 25 years | 15 years | 22 |
| Expiration Date | 25-06-2027 | 25-06-2035 | 25-06-2045 | 25-06-2035 | 25-06-2042 |
| Indexing | JPC | JPC | Fixed Rate (UVR) | IPC | Fixed Rate (UVR) |
| Cut-off rates | 3.24% | 3.87% | 3.99% | 5.33% | 5.45% |
| Coupon Rate | 3.24% | 3.87% | 3.99% | 3.87% | 5.45% |
| Interest Payment Period | Quarter expired (March, June, September, December) | Quarter expired (March, June, September, December) | Annual | Quarter expired (March, June, September, December) | Annual |
| Amortization | Maturity | Maturity | Maturity | Maturity | Maturity |
| Base | 365 | 365 | 365 | 365 | 365 |
| Amount Demanded | COP 508.291.000.000 | COP 317.750.000.000 | UVR 3.222.810.000 | COP 342.420.000.000 | UVR 873.605.000 |
| Amount Awarded | COP 320.852.000.000 | COP 214.900.000.000 | UVR 1.499.665.000 | COP 178.920.000.000 | UVR 300.725.000 |
| Oversubscription | 2.15 x | | | | |
| Use of Resources | Debt refinancing | | | Financing of investment plan 2022 | |

Source: GEB

- (3) Currently, GEB directly owns 100% of the subscribed and outstanding shares of Elecnorte, and 100% of the subscribed and outstanding shares of EEB GAS. Considering these participations, GEB: (1) consolidates the financial information of EEB GAS and Elecnorte in GEB's financial statements and (2) accounts for its investment in EEB GAS and Elecnorte in its individual financial statements on a cost basis, plus changes in equity and equity method.
- (4) The Absorbing Company took as a basis for the Merger the certified and audited financial statements as of December 31, 2022, attached hereto as **Exhibit 2**, accompanied by the corresponding opinion of the Statutory Auditor. Likewise, the certified and audited financial statements as of December 31, 2022 were considered, together with the corresponding opinion of the Statutory Auditor of the Absorbed Companies, which are included as **Annex 3** and **Annex 4** of this Report.

- (5) Based on these financial statements, the statement of financial position and the projected statement of income were prepared, which present the equity integration due to the Merger as of December 31, 2022, which are included as **Exhibit 5** to this Report.
- (6) Since 2012, GEB has had control over its subordinate EEB GAS, which is duly registered in the commercial registry. In addition, since 2012, the situation of a business group was created between the parent company GEB and its subordinate EEB Gas, which is duly registered in the commercial registry. The control and corporate group relationship has also been disclosed in GEB's financial statements as of December 31, 2022.
- (7) Since 2022, GEB has been in control of its subordinate Elecnorte, which is duly registered in the commercial registry. Additionally, since 2023, the situation of a business group between the parent company GEB and its subordinate Elecnorte has been configured, which is duly registered in the commercial registry. The control relationship has been disclosed in GEB's financial statements as of December 31, 2022.
- (8) In compliance with its obligations as issuer of securities, GEB periodically publishes its consolidated and separate financial statements for interim and year-end periods.
- (9) On March 29, 2023, the General Shareholders' Meeting of Elecnorte and the General Shareholders' Meeting of EEB GAS approved, with 100% of the subscribed and paid shares, the merger agreement whereby GEB will absorb its subsidiaries EEB GAS and Elecnorte. No shareholder exercised its right of withdrawal provided for in Article 12 et seq. of Law 222 of 1995. Consequently, the legal representatives of Elecnorte and EEB GAS were authorized to take all the necessary steps to complete the Merger process, including adopting all the measures required to execute the public deed of Merger and its subsequent registration before the Chamber of Commerce of the corresponding domicile, as well as to obtain the regulatory authorizations required for such purpose.
- (10) On March 29, 2023, GEB's General Shareholders' Meeting, in the interest of simplifying its corporate structure, approved with 97.46298% of the shares represented at the meeting the Merger commitment whereby GEB will absorb EEB GAS and Elecnorte.
- (11) The Merger implies that GEB will absorb EEB GAS and Elecnorte. By virtue of the Merger, the Absorbed Companies will transfer, en bloc, all of their assets and liabilities (including their contingent assets and liabilities) to GEB. As a result, the Absorbed Companies will be dissolved without liquidation.

2.2 DESCRIPTION OF THE COMPANIES INVOLVED IN THE MERGER

According to the information contained in the Certificates of Good Standing and Legal Representation issued by the Bogota Chamber of Commerce of each of the companies, included in this report as **Annex 1**, the activities of each of the companies can be summarized as follows:

- (1) GEB's main corporate purpose is the generation, transmission, distribution and commercialization of energy, including gas and liquid fuels in all their forms, and it may also participate as a partner or shareholder in other public utility companies, either directly or in association with other persons. Likewise, it may develop and participate, directly or indirectly, in engineering and infrastructure projects, and make investments in this field, including the provision of services and related activities. In the development of its corporate purpose, GEB may carry out all activities related and complementary to its main corporate purpose, especially the following: 1. Design, build, operate and exploit energy generating plants that use any energy resource. 2. Design, build, operate and exploit energy transmission and distribution systems. 3. To generate, acquire for sale, intermediate and commercialize energy within and outside the national territory. 4. To provide the domiciliary public energy service in the capital district, in the municipalities with which it signs special agreements and in any other place different from the registered office. 5. To enter into all types of agreements, conventions, contracts, associations and legal business related to the development of its corporate purpose, and in particular, to assume any form of association or business collaboration with natural or legal persons to carry out activities related to its corporate purpose, as well as those related and complementary to the same. 6. To participate as an associate, partner or shareholder in companies related to the corporate purpose, in those that carry out activities to render a service or provide goods essential for the fulfillment of its purpose, or in any legal entity that develops activities useful for the execution of the corporate purpose of the company. 7. To develop and execute all legal business that, according to Colombian law, may be developed by public utilities companies. 8. To promote activities of a scientific and technological nature related to its purpose, as well as to carry out their technical and economic use and application. 9. To carry out all actions tending to comply with the corporate purpose, exercise its rights and fulfill the obligations of the company. 10. To carry out all indispensable legal business for the adequate exploitation of the infrastructure that makes up the company, constituting the legal entities required for this purpose, associating with other public utility companies of any order, or with individuals under any associative form authorized by law. 11. To provide advisory and consulting services in matters related to its main corporate purpose. 12. Enter into passive and active credit and financing transactions with related parties. Likewise, GEB, through its corporate bodies, subject to commercial, civil and labor legislation and to these Bylaws and other applicable internal regulations, may carry out all kinds of legal acts and businesses, dispose of the assets that make up its equity, acquire all kinds of assets and obligations under any title, and manage programs for the disposal of the company's shares.

- (2) Elecnorte's main corporate purpose is energy distribution, especially the regional transmission of electric energy in accordance with Colombian regulations, and to operate all the energy structure required for the development of its activities, as well as to participate in the processes of contracting, assignment, linking and in general all those processes carried out by the energy authorities and to offer its services to those who demand it. In the development of its corporate purpose, it may carry out all activities related and complementary to its main corporate purpose, such as designing, constructing, operating and exploiting energy distribution systems, developing and executing all legal business that,

according to Colombian law, may be carried out by public utilities companies, among other related activities. The company may carry out, in general, all operations, regardless of their nature, which are directly related to the aforementioned corporate purpose.

- (3) The corporate purpose of EEB GAS is to carry out any lawful commercial or civil activity including, without limitation: (A) The purchase and sale and disposal, under any title, of shares or social quotas, participations or interests, securities, bonds convertible into shares in any Colombian or foreign company, as well as rights in autonomous patrimonies or in any type of entity, including, without limitation, investment companies or investment funds, and any type of commercial company; (B) The purchase and sale, administration, leasing, or acquisition or disposition in any title of real estate, anywhere in the national territory and the performance of any business related to real estate; and (C) The performance of any type of investment in any sector of the economy. In development of its main corporate purpose, the Company may: (A) To intervene as debtor or creditor in all kinds of credit operations, granting or receiving the necessary guarantees; (B) To draw, accept, endorse, guarantee, guarantee, insure, collect and negotiate, in general, all kinds of securities and any other instruments or personal or credit rights; (C) Enter into with credit institutions or financial entities, national, foreign, official or private, all kinds of operations related to the assets, business, activities and corporate purpose of the corporation; (D) Acquire assets of any nature, movable or immovable, tangible or intangible, and dispose of the assets it owns under any title of ownership; (E) Give and receive as guarantees of obligations movable or immovable assets, as well as take and give in lease and/or option to purchase assets of any nature; (F) Enter into pledge, antichresis, deposit, mortgage, guarantee, administration, lease, mandate, commission and consignment agreements; (G) Incorporate other companies and form part of other companies that propose similar, complementary or accessory activities to those of the corporate enterprise or that are convenient and useful for the development of its business, merge with them or absorb them; (H) Enter into trust and participation account agreements, either as an active or inactive participant; (I) Represent national or foreign companies; and (J) In general, execute all contracts, acts or operations of any nature, which are directly related, from means to end, with the stated corporate purpose, and all those whose purpose is to exercise the rights and fulfill the legal or contractual obligations, derived from the existence and the activities developed by the company.
- (4) The composition of GEB's capital stock as of March 29, 2023, the date of approval of the Merger commitment by GEB's Shareholders' Meeting, is as follows:

| GEB | | |
|--|---------------|-------|
| SHAREHOLDER | SHARES | (%) |
| BOGOTÁ CAPITAL DISTRICT | 6,030,406,241 | 65.68 |
| PORVENIR MODERATE MANDATORY PENSION FUND | 714,495,030 | 7.78 |
| PROTECCIÓN MODERATE MANDATORY PENSION FUND | 535,849,35 | 5.84 |
| CORPORACIÓN FINANCIERA COLOMBIANA | 475,298,648 | 5.18 |
| COLPENSIONES MODERATE MANDATORY PENSION FUND | 204,058,994 | 2.22 |

| | | |
|--|---------------|--------|
| FONDO BURSATIL ISHARES ICOLCAP | 197,312,129 | 2.15 |
| PORVENIR MANDATORY PENSION FUND HIGHER RISK | 133,238,997 | 1.45 |
| PROTECCIÓN MODERATE MANDATORY PENSION FUND | 93,925,756 | 1.02 |
| SKANDIA MODERATE MANDATORY PENSION FUND | 91,967,505 | 1.00 |
| HORIZONS COLOMBIA SELECT S&P STOCK MARKET FUND | 60,143,619 | 0.66 |
| COLFONDOS MANDATORY PENSION FUND HIGHER RISK | 25,265,469 | 0.28 |
| PROTECCIÓN LONG-TERM SEVERANCE FUND | 25,176,922 | 0.273 |
| PORVENIR SEVERANCE FUND | 23,172,911 | 0.25 |
| PROTECCIÓN MANDATORY PENSION FUND RETIREMENT | 21,443,035 | 0.23 |
| CUBIDES OLERTE HENRY | 19,175,421 | 0.21 |
| PORVENIR SPECIAL PROGRAMMED RETIREMENT FUND | 16,755,629 | 0.18 |
| MORENO BARBOSA JAIME | 15,604,030 | 0.17 |
| PROTECCIÓN CONSERVATIVE MANDATORY PENSION FUND | 15,398,277 | 0.17 |
| PROTECCIÓN CONSERVATIVE MANDATORY PENSION FUND | 15,102,618 | 0.16 |
| SKANDIA MANDATORY PENSION FUND HIGHER RISK | 13,630,121 | 0.15 |
| FPV ALTERNATIVA 166 EEB SHARES - ENERGY COMPANY | 12,982,109 | 0.14 |
| COLFONDOS CONSERVATIVE MANDATORY PENSION FUND | 11,147,333 | 0.12 |
| COMPAÑÍA DE SEGUROS BOLIVAR SA | 10,252,506 | 0.11 |
| BANCOLOMBIA SECURITIES OPEN-END FUND BY COMPARTMENTS | 6,580,171 | 0.07 |
| COLFONDOS SEVERANCE FUND | 6,524,936 | 0.07 |
| OTHER SHAREHOLDERS | 0 | 4.44 |
| TOTAL | 9,181,177,017 | 100.00 |

- (5) The current composition of Elecnorte's capital stock as of March 29, 2023, the date of approval of the Merger commitment by Elecnorte's Shareholders' Meeting, is as follows:

| ELECNORTE | | |
|-----------------|------------------|------------|
| SHAREHOLDER | SHARES | (%) |
| GEB S.A. E.S.P. | 1,980,360 | 100 |
| TOTAL | 1,980,360 | 100 |

- (6) The current composition of the capital stock of EEB GAS as of March 29, 2023, the date of approval of the Merger commitment by the Shareholders' Meeting, is as follows:

| EEB GAS | | |
|-----------------|-------------------|------------|
| SHAREHOLDER | SHARES | (%) |
| GEB S.A. E.S.P. | 14,371,008 | 100 |
| TOTAL | 14,371,008 | 100 |

2.3 REASONS FOR AND BENEFITS OF THE MERGER

- (1) The integration into a single company will generate synergies, efficiencies and financial strengths, as the corporate and administrative structure of the business group is simplified, which strengthens the Absorbing Company by increasing its efficiency, competitiveness and income, and translates into greater benefits for shareholders and employees, as it will generate greater profits or earnings for such shareholders.
- (2) The Merger is ideal to unify the operations of the companies in a single corporate vehicle, which reduces the impact of fixed costs. The foregoing is due to the fact that the Merger will optimize the administrative management of the Absorbing Company's businesses, as a result of the elimination of internal procedures, the simplification of compliance with tax and accounting obligations and daily reports to the different authorities and, in general, the simplification of procedures, harmonization of policies and maximization of controls, since duplication of activities is eliminated, tax savings are generated and a more efficient structure is created in terms of administrative costs.

2.4 FINANCIAL CONSIDERATIONS OF THE MERGER

- (1) Detail and valuation of assets and liabilities: GEB and the Absorbed Companies declare that the base financial statements for the Merger as of December 31, 2022, attached to this Report, contain a detail of the assets and liabilities of each of the Companies.
- (2) Method of valuation of assets and liabilities for exchange ratio purposes: For purposes of the Merger, the assets and liabilities of the Companies were valued using the book value method, considering that, in accordance with the pronouncements of the Superintendence of Corporations, the equity or book value method may be used, among others, "in merger processes in which the capital of all the participants in the process belongs entirely to the same beneficial owner, or in which all the associates are part of the same business group, a situation that must be evidenced".

- (3) Exchange Relationship: There is no need to establish an exchange relationship since GEB is the holder of 100% of the capital of the Absorbed Companies and, therefore: (i) neither the shareholders of the Absorbing Company nor those of the Absorbed Companies will receive any additional shares of GEB; and (ii) GEB, as the sole shareholder of each Absorbed Company, will not see its equity increased by virtue of the Merger.

2.5 EFFECTS OF THE MERGER ON THE BONDS

- (1) GEB will maintain its status as the Bonds' issuer, since GEB will be the Absorbing Company in the context of the Merger.
- (2) The characteristics of the Bonds (rate, term, etc.) will not be modified on the occasion of the Merger.
- (3) The financial conditions of GEB will not be affected by the Merger, since: (i) GEB is the sole shareholder of the Absorbed Companies and therefore 100% of the equity of the Absorbed Companies is contained in the equity of GEB, and (ii) GEB currently consolidates its financial statements with those of the Absorbed Companies and, therefore, the Merger will not have any effect on its financial condition or solvency.
- (4) GEB requested Fitch Ratings Colombia S.A. Sociedad Calificadora de Valores ("Fitch Ratings") to analyze the potential effects of the Merger on the rating granted to the Bonds at the time of their issuance. Fitch Ratings issued on March 14, 2023 a confirmation of the 'AAA(col)' national ratings granted by that entity to GEB and to the Bonds issues. In addition, it confirmed that the ratings granted will not be withdrawn or lowered as a result of the Merger.

2.6 TAX IMPLICATIONS OF THE MERGER

- (1) Considering that this Merger is a merger by absorption, it qualifies as a reorganizational merger under the terms of Article 319-5 of the Tax Statute, since the Companies are subject to the cause of economic linkage provided in paragraph 1 literal b) of Article 260-1 of the Tax Statute.
- (2) Since the Merger complies with the requirements set forth in Article 319-6 of the Tax Statute, it will be subject to the tax neutrality regime provided therein and, for tax purposes, it will be considered that there is no disposal between the Companies as a result of the Merger. Therefore, the Merger will not be subject to income tax and complementary taxes.
- (3) On the occasion of the Merger, the Absorbing Company assumes all taxes, duties and tax contingencies that the Absorbed Companies have as of the date of completion of the Merger. Likewise, for the Absorbing Company the tax cost of the assets transferred as a result of the Merger will be the same as for the Absorbed Companies at that time. In addition, for tax depreciation or amortization purposes for the Absorbing Company, there will be no extensions or reductions in the useful life of the transferred assets, nor modifications to the tax depreciation or amortization cost base. Finally, the transferred assets will retain in the Absorbing Company, the same nature of fixed or movable assets that they have for the Absorbed Companies at the time of completion of the Merger.

CHAPTER III. GENERAL DESCRIPTION OF THE MERGER

The following is a general description of the Merger, in question and answer format:

3.1 WHAT DOES THE MERGER CONSIST OF?

Through the Merger, GEB will absorb EEB GAS and Elecnorte. The Companies agree to a merger by absorption in which the Absorbed Companies will be dissolved without liquidation and GEB, as the Absorbing Company, will acquire by way of merger by absorption its assets and rights, as well as its internal and external liabilities, in accordance with the provisions of Articles 172 and 178 of the Commercial Code. Among the liabilities that GEB will absorb is the syndicated loan agreement entered into on May 14, 2021 between Patrimonio Autónomo Elecnorte as debtor, Elecnorte as joint and several debtor, Banco Davivienda S.A. and Itaú CorpBanca Colombia S.A. as lenders. GEB will acquire the contractual position of joint and several debtor in such loan and, therefore, will be responsible for servicing the debt; however, since GEB consolidates its financial statements with those of Elecnorte, the assumption of such debt will not have any effect on GEB's equity position.

The foregoing will not represent any material change in the financial situation of GEB, since it consolidated, until December 2022, financial statements with the Absorbed Companies.

3.2 HOW WILL THE MERGER OCCUR?

The Merger will be implemented through the fulfillment of the following general steps:

- (1) Preparation of audited ordinary financial statements as of December 31, 2022, which will serve as the basis for the Merger.
- (2) Study of the merger by the management of the companies and preparation of the merger commitment.
- (3) Presentation of the Merger by GEB's management to its General Shareholders' Meeting.
- (4) Notice of ordinary meetings of the General Assembly of Shareholders of the Companies.
- (5) Approval of the Merger by the General Shareholders' Meetings of the Companies.
- (6) Five (5) business days prior to the date of the call of the meeting of the joint meeting of Bondholders, GEB shall send to the SFC a copy of this Report and of the notice convening such meeting. The SFC may decide within five (5) business days on said documents or it shall be understood that there is no objection in this regard and that the first meeting may be called.
- (7) Call by the Holders' Representatives to the joint meeting of Bondholders.
- (8) Approval of the Merger by the joint meeting of GEB Bondholders, after compliance with the formalities required for such purpose.
- (9) Publication of a notice of merger in a widely circulated medium, and notice to creditors of the Companies.

- (10) Request for authorization of the Merger before the Superintendence of Corporations.
- (11) Execution of the public deed of the statutory reform of the Merger.
- (12) Completion of the procedures required for the transfer of certain assets subject to registration.
- (13) Registration in the Trade Registry of the public deed of Merger before the Chamber of Commerce of Bogotá.

3.3 WHAT INTERNAL CORPORATE APPROVALS ARE REQUIRED TO COMPLETE THE MERGER?

- (1) GEB: in order to carry out the Merger, the approval of the General Shareholders' Meeting of GEB was required. On March 29, 2023, the General Shareholders' Meeting approved the Merger, including all supporting documentation, such as the approval of the Merger Agreement and the year-end financial statements as of December 31, 2022. The extract of the Minutes of the General Shareholders' Meeting of GEB is attached to this Report as Annex 7.
- (2) Absorbed Companies: on March 29, 2023, the General Ordinary Shareholders' Meetings of Elecnorte and EEB GAS approved the Merger, correspondingly. These approvals include the December 31, 2022 year-end financial statements and the Merger Agreement. Extracts of the Minutes of the General Shareholders' Meetings of EEB GAS and Elecnorte are included in this Report as Annex 8 and Annex 9, respectively.

3.4 WHAT GOVERNMENTAL OR REGULATORY APPROVALS ARE REQUIRED TO CARRY OUT THE MERGER?

The Merger is only subject to prior approval by the Superintendence of Corporations, in view of its residual authorization functions over GEB. In relation to the Superintendence of Industry and Commerce, the Merger is exempt from the duty of notification. All of the above, for the reasons explained below:

- (1) GEB is controlled by the SFC to the extent that it is an issuer of securities, but such control is concurrent, since it is also subject to the inspection, surveillance and control of the Superintendence of Residential Public Utilities, by virtue of the economic activity it carries out.
- (2) To the extent that the entities that exercise the functions of inspection, surveillance and control over GEB (in this case, the Superintendence of Finance of Colombia and the Superintendence of Residential Public Utilities) are not competent to authorize the Merger, and by virtue of the residual competence assigned to the Superintendence of Corporations, it is up to the Superintendence of Corporations to exercise the powers of surveillance and control over companies subject to the surveillance of other Superintendencies that have not been expressly assigned surveillance and control functions established in Law 222 of 1995, the Superintendence of Corporations will be the entity empowered to authorize the Merger.
- (3) On the other hand, the Merger is exempt from the duty of prior notification before the Superintendence of Industry and Commerce because it is immersed in the cause contained in paragraph 3 of article 9 of Law 1340 of 2009. To the extent that the capital of the Absorbed Companies belongs to the Absorbing Company, this Merger corresponds to a merger by

absorption between related companies.

- (4) Finally, due to the fact that the Absorbing Company has registered the Bonds in the Bolsa de Valores de Colombia S.A., and therefore they have the quality of issuing entity, this by virtue of the 2017 and 2020 issuances. Article 6.4.1.1.42 of the Sole Decree establishes that, during the term of the issue, the issuing entities may not (among other actions) merge without the authorization of the holders' meeting with the majority required to approve the modification of the credit conditions. In accordance with the foregoing, the provisions of Articles 6.4.1.1.18 and 6.4.1.1.19 of the Sole Decree and Part III, Title I, Chapter I of the Basic Legal Circular Letter, regarding the call and notices, as well as the submission of this report to the joint bondholders' meeting, shall be complied with.

3.5 WHAT HAPPENS WHILE THE AUTHORIZATION OF THE SUPERINTENDENCY OF CORPORATIONS IS GRANTED?

The Merger will not be completed until its authorization by the Superintendency of Corporations. Meanwhile, GEB and the Absorbed Companies will continue with the process of notification to creditors required by law and will prepare the necessary documentation for the transfer of all the assets and liabilities of the Absorbed Companies to GEB.

3.6 WHAT HAPPENS IF THE MERGER IS NOT APPROVED BY THE JOINT MEETING OF BONDHOLDERS?

Pursuant to Article 6.4.1.1.42 of the Sole Decree, in the event that the joint meeting of bondholders does not authorize the Merger, GEB may carry out the Merger, even without such authorization, when it previously offers the bondholders any of the following options:

1. Repayment of the loan;
2. The replacement of the original bonds by others with identical characteristics issued by the Merger's resulting company, provided that the financial conditions of the latter are similar to or exceed those of the issuing company, this aspect to be evaluated by the SFC.
3. A guarantee satisfactory to the SFC, which must cover the amount of principal and interest projected for the term of the loan.

Holders who do not consent to the redemption, subscription or early conversion, as the case may be, will retain their rights against GEB.

CHAPTER IV. SOME ASPECTS TO BE TAKEN INTO ACCOUNT FOR THE JOINT MEETING OF BONDHOLDERS

4.1. HOW TO ACCESS THE VIRTUAL JOINT MEETING OF BONDHOLDERS?

The joint meeting of bondholders will be held in a non-presential manner, in accordance with the provisions of Article 19 of Law 222 of 1995 and Decree 398 of 2020, through the virtual platform of the Depósito Centralizado de Valores de Colombia - Deceval S.A., which may be accessed through the link to be provided to bondholders or their proxies once the ownership of the bonds has been accredited, as provided in the notice of the meeting.

4.2 HOW WILL THE DELIBERATING AND DECISION-MAKING QUORUM BE COUNTED AT THE JOINT MEETING OF BONDHOLDERS?

The Single Decree and Part III, Title I, Chapter I of the Basic Legal Circular provide for the possibility of holding first, second and third call meetings of a joint meeting of bondholders, in the absence of a deliberating and decision-making quorum at the meeting that precedes each one. Each of these meetings has a special deliberating and decision-making quorum, as provided by the aforementioned rules.

The following is the manner in which the special deliberating and decision-making quorum will be calculated at each of the joint meeting of bondholders:

1. **First Call Meeting:** The joint meeting of Bondholders may validly deliberate and decide with the favorable vote of a plural number representing the numerical majority of bondholders present and 80% of the unpaid borrowings of the outstanding Bonds called to and present at the meeting. Considering the foregoing and that the meeting will be held jointly for the 2017 issue and the 2020 issue, in order to calculate the quorum to deliberate and decide, a plural number of bondholders must be present, representing at least TWO TRILLION NINE BILLION FIVE HUNDRED NINETY MILLION SIX HUNDRED SIXTY-TWO THOUSAND EIGHT HUNDRED TWENTY-THREE COLOMBIAN PESOS (COP 2.009,590,662,823) of the outstanding amount, which is equivalent to 80% of the unpaid borrowing, combining the 2017 issue and the 2020 issue.
2. **Second Call Meeting:** The joint meeting of Bondholders may validly deliberate and decide with the favorable vote of a plural number representing the numerical majority of bondholders present and 40% of the unpaid borrowings of the outstanding Bonds called to and present at the meeting. Considering the foregoing and that the meeting will be held jointly for the 2017 issue and the 2020 issue, in order to calculate the quorum to deliberate and decide, a plural number of bondholders must be present, representing at least ONE TRILLION FOUR BILLION SEVEN HUNDRED NINETY-FIVE MILLION THREE HUNDRED THIRTY-ONE THOUSAND FOUR HUNDRED ELEVEN COLOMBIAN PESOS (COP 1.004,795,331,411) of the outstanding amount, which is equivalent to 40% of the unpaid borrowing, combining the 2017 issue and the 2020 issue.
3. **Third Call Meeting:** The joint meeting of Bondholders may, with the presence of any plural number of bondholders, validly deliberate and decide.

4.3 HOW WILL THE ELECTION OF THE CHAIRMAN AND SECRETARY OF THE JOINT MEETING OF BONDHOLDERS BE CARRIED OUT?

In compliance with the provisions of section 4.3.3. of Chapter I, Title I, Part III of the Basic Legal Circular, in item No. 3 of the agenda of the joint meeting of bondholders, the delegation to the bondholders' Legal Representatives for the appointment of the chairman and secretary of the meeting will be submitted for bondholders' approval. Taking into account the foregoing and once said delegation is approved, the Legal Representatives of bondholders will elect, among themselves, the persons to act as chairman and secretary of the meeting.

CHAPTER V. CONCLUSION

The Merger is neutral to the bondholders' interests insofar as it does not constitute a detriment to GEB's net worth, the terms and conditions of the Bonds are not modified, and the payment of principal and interest will continue to be made by GEB as issuer of the Bonds, under the same conditions agreed upon. Likewise, GEB will continue to develop its corporate purpose and maintain its financial capacity to timely and fully meet its financial obligations, including those derived from the Bonds.

CHAPTER V. EXHIBITS

The following is a list of the annexes included in this report:

- (1) **Annex 1** - Certificates of Good Standing and Legal Representation issued by the Chamber of Commerce of Bogota for each of the companies;
- (2) **Annex 2** - Certified and audited financial statements as of December 31, 2022 of the Absorbing Company;
- (3) **Exhibit 3** - Elecnorte's certified and audited financial statements as of December 31, 2022;
- (4) **Annex 4** - Certified and audited financial statements as of December 31, 2022 of EEB GAS;
- (5) **Annex 5** - Projected financial statements of the Absorbing Company;
- (6) **Annex 6** - Extract of Minutes of the General Meeting of Shareholders of GEB;
- (7) **Annex 7** - Extract of the Minutes of the General Assembly of Shareholders of Elecnorte;
- (8) **Annex 8** - Extract of the Minutes of the General Assembly of Shareholders of EEB GAS.
- (9) **Annex 9** - Favorable opinions issued by Servitrust GNB Sudameris S.A. and Fiduciaria Central S.A. as legal representatives of the GEB bondholders for the 2017 and 2020 issuances, respectively.
- (10) **Annex 10** - Confirmation of the rating of GEB's internal public debt bond issues for 2017 and 2020 issued by the rating company Fitch Ratings Colombia S.A.

Kindly,

(Signed in original)
Jorge Andrés Tabares Ángel
C.C. 71.695.188
Financial Vice-President and First Alternate to the President
Grupo Energía Bogotá S.A. E.S.P.

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