

COUNTRY CODE SURVEY 2014

N	Question	Subject	Standard	Answer	Justification for Answer 2014
I. GENERAL ASSEMBLY OF SHAREHOLDERS					
1	At the last General Assembly of Shareholders, within the terms of the call to the assembly and at the registered office, was the necessary documentation made available to the shareholders so that they could be properly informed about the matters to be addressed? (Standard 1)	Call to the Assembly	1	Yes	Due to its legal nature as State industrial and commercial enterprise whose single owner is the Medellín Municipality, EPM has no shareholders' meeting. However, since the survey does not offer the "not applicable (N/A)" option, we have answered yes given that EPM timely reports to its single owner, the Medellín Municipality, with parameters similar to those offered by a Shareholders Meeting, and during the first quarter of the year, together with the approval of the financial statements.
2	Does the information made available to the shareholders during the Call to the General Assembly of Shareholders contain the proposal of the candidates to join the Board of Directors? (Standard 2)	Call to the Assembly	2	Yes	Due to its nature as State industrial and commercial enterprise whose single owner is the Medellín Municipality EPM has no shareholders' meeting; additionally, the Board of Directors of EPM is appointed by the Medellín Mayor according to article 27.6 of Law 142 of 1994 and article 7 of Ordinance 12 of 1998 (EPM's Articles of Incorporation). Information regarding appointment of members of the Board of Directors of EPM is included in a municipal decree that is of public knowledge and is published in the Gaceta Municipal.
3	Supposition: If the issuer is linked with a parent company and/or subsidiaries, answer the question with yes or no. Otherwise, respond N/A. Question: Did the issuer make the financial information about its subsidiaries and/or parent companies available to the shareholders? (Standard 2).			Yes	Due to its nature as State industrial and commercial enterprise whose single owner is the Medellín Municipality EPM has no shareholders' meeting; however, all information regarding the subordinate companies was made available to the Medellín Municipality through the annual consolidated financial report during the first quarter of the year.
4	Supposition: If the issuer has a webpage, answer this question. Otherwise, answer N/A. Question: Was the call for the last General Assembly of Shareholders and any other necessary information about this published on the issuer's webpage? (Standard 3)	Call to the Assembly	3	Yes	"Due to its nature as State industrial and commercial enterprise whose single owner is the Medellín Municipality, EPM has no shareholders' meeting. Nonetheless, our answer is affirmative since EPM makes available to its single owner, the Medellín Municipality, the information regarding the company's management including both financial information and information for each stakeholder. This information is delivered under parameters similar to those offered to a shareholders' meeting. All information relevant to the Medellín Municipality in its role as owner, and to other stakeholders, is published continuously in the institutional website http://www.epm.com.co/site/Home/Institucional/Relaci%C3%B3nconelMunicipi o.aspx ; additionally the Group's financial information is updated every three months - see http://www.epm.com.co/site/inversionistas/inversionistas.aspx ."
5	In the agenda established for the Assemblies of Shareholders carried out during the period evaluated, were the different matters of business to be discussed broken down? (Standard 4)	Call to the Assembly	4	Yes	There is no shareholders' meeting in EPM; however, every report and issue regularly considered at shareholders' meetings of corporations are prepared and presented to the owner. (See comment to Question 1).
6	Supposition: If the issuer has performed a separation under the terms of the glossary, respond to the question; if not respond N/A. Question: Was the separation approved by the General Assembly of Shareholders? (Standard 5)	Call to the Assembly	5	N/A	Due to its legal nature as State industrial and commercial enterprise whose single owner is the Medellín Municipality, EPM has no shareholders' meeting that can approve a transfer of assets.
7	Supposition: If the issuer has performed a separation under the terms of the glossary, respond to the question; if not respond N/A. Question: Was the separation included in the Call to the Assembly at which it was adopted? (Standard 6)	Call to the Assembly	6	N/A	Due to its legal nature as State industrial and commercial enterprise whose single owner is the Medellín Municipality, EPM has no shareholders' meeting that can approve a transfer of assets.
8	Supposition: If the issuer's corporate purpose has been modified; respond to the question; if not respond N/A. Question: Was the change in corporate purpose included in the Call to the Assembly at which it was adopted? (Standard 6)		6	N/A	The corporate purpose of the company was not changed. The modification of EPM's corporate purpose requires a statutory reform which must be approved by the municipal Council, meaning the Medellín City Council, as it is an industrial and commercial company of the state of a municipal character.
9	Supposition: If the assembly of shareholders approved the waiver of the preferential right to subscriptions, answer the question; if not respond N/A. Question: Was the waiver of the preferential right to subscriptions included in the Call to the Assembly at which it was adopted? (Standard 6)	Call to the Assembly	6	N/A	EPM's capital is not represented in shares; EPM is a State industrial and commercial enterprise of municipal order and its owner is the Municipality of Medellín. Since the capital of the company is not represented in shares and there are therefore no shareholders, no shareholders' meeting is held nor can the preemptive right or its waiver be applied.

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10	Supposition: If the Assembly of Shareholders has modified its registered offices, answer the question; if not answer N/A. Question: Was the change in registered offices included in the Call to the Assembly at which it was adopted? (Standard 6)	Call to the Assembly	6	N/A	The address of the company remains unchanged . The change of domicile of EPM involves a statutory reform that must be approved by the City Council , since this is a State industrial and commercial enterprise of municipal order
11	Supposition: If the Assembly of Shareholders has approved the early dissolution of the company, answer the question; if not answer the question N/A. Question: Was the early dissolution included in the Call to the Assembly at which it was approved?	Call to the Assembly	7	N/A	EPM's capital is not represented in shares; EPM is a State industrial and commercial enterprise of municipal order and its owner is the Municipality of Medellín. Accordingly, the company has no shareholders' meeting that can decide the early dissolution of the company.
12	Does the issuer possess the electronic means which permit the shareholders who can't attend the Assembly of Shareholders to access the information about its development? (Standard 7)	Call to the Assembly	7	Yes	At EPM there is no shareholders' meeting; however its rendering of accounts is public and of open-access to any interested parties. (See comment to Question 1). Rendering of accounts at different scenarios is broadcasted through mass and electronic transmission media; additionally, participation of the municipality's cabinet, as direct representatives of the owner and of the Medellín community, is encouraged.
13	If during the period of evaluation relevant operations have been performed with economically related parties which are different to those in respect of which the following conditions appear simultaneously: a. That they conform to market values, fixed in a general way by the party acting as supplier of the goods or services in question, and b. That they concern the ordinary operations of the issuer, and that they are not material. Answer the question, if not answer N/A. Question: Were the relevant operations performed with economically related parties referred to in the Supposition, except those which by express legal provision the issuer cannot perform, approved by the General Assembly of Shareholders? (Standard 8)	Approval of relevant operations	8	N/A	There is no shareholders' meeting in EPM; however, the Medellín City Mayor, as Chairman of the Board of Directors of EPM, approves the transactions with related parties which are disclosed in the financial report. Likewise, they are reported as relevant information to the Financial Superintendency. (See comment to Question 1).
14	Does the issuer make the rights and obligations inherent to the position of shareholder known to the public in a clear, exact and complete way? (Standard 9)	Shareholder rights and equal treatment	9	Yes	EPM has as its single owner the Medellín Municipality. Relationships between it and EPM are ruled by the National Constitution, the rules regulating relationships between administrative divisions and decentralized entities, EPM's articles of incorporation and of the Governance Framework Agreement subscribed between the Medellín Municipality and EPM. The articles of incorporation and the Agreement can be found at www.epm.com.co , "Investors" section. The Relationship Framework Agreement clearly defines the principles of the company-owner relationship as well as the commitments and rights of each party.
15	Does the issuer make the classes of shares issued public in a permanent manner? (Standard 10)	Shareholder rights and equal treatment	10	Yes	Due to its nature as State industrial and commercial enterprise whose single owner is the Medellín Municipality, the capital of the company is not represented in shares; therefore, this recommendation is not applicable since the types of shares issued cannot be disclosed to the public.
16	Does the issuer make the quantity of shares issued public in a permanent manner? (Standard 10)	Shareholder rights and equal treatment	10	Yes	This recommendation is not applicable to EPM since its capital is not represented in shares. (See comment to question 15).
17	Does the issuer make the quantity of shares in reserve for each class of shares public in a permanent manner? (Standard 10)	Shareholder rights and equal treatment	10	Yes	This recommendation is not applicable to EPM since its capital is not represented in shares. (See comment to question 15).
18	Does the issuer have internal regulations on the procedure for the shareholders general assembly? (Standard 11)	Shareholder rights and equal treatment	10	Yes	As stated in the instructions for answering the survey, and given that EPM has no shareholders' meeting, we answer in reference to the body acting as such. In this case, the relationship with the owner is guided by the Relationship Framework Agreement subscribed between the Medellín Municipality and EPM. Public document in force since 2007.
19	Supposition: If the issuer has internal regulations on the Procedure of the Assembly of Shareholders, answer the question. If not, answer N/A. Question: Do the Internal Regulations on the Procedures of the General Assembly of Shareholders include provisions about the Call to Assembly? (Standard 11)	Shareholder rights and equal treatment	11	Yes	As stated in the instructions for answering the survey, and given that EPM has no shareholders' meeting, we answer in reference to the body acting as such. In this case, the relationship with the owner is regulated by the Medellín Municipality - EPM Relationships Framework Agreement. Public document in force since 2007. This Agreement defines the Board of Directors as the owner's communication channel with EPM; the Board's internal ruling provides for a mechanism to appoint its members.

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20	Supposition: If the issuer has internal regulations on the Procedures of the Assembly of Shareholders, answer the question yes or no; if not answer N/A. Question: Do the Internal Regulations on the Procedures of the General Assembly of Shareholders include provisions which concern the holding of the Assembly? (Standard 11)	Shareholder rights and equal treatment	11	Yes	As stated in the instructions for answering the survey, and given that EPM has no shareholders' meeting, we answer in reference to the body acting as such. In this case, the relationship with the owner is regulated by the Medellín Municipality - EPM Relationships Framework Agreement. Public document in force since 2007. This Agreement defines the Board of Directors as the owner's communication channel with EPM; the Board's internal ruling provides for a mechanism to hold its meetings.

II. BOARD OF DIRECTORS

21	Is the Board of Directors of the issuer made up of an odd number of members sufficient for the adequate performance of its functions? (Standard 12)	Size, Composition and Procedure	12	Yes	Nine (9) members, as established in article 7 of the Company's articles of incorporation.
22	Does the Board of Directors of the issuer meet at least once a month? (Standard 13)	Size, Composition and Procedure	13	Yes	According to number 2.1 of the Board of Directors' internal ruling contained in Decree 284 of 2010, the Board of Directors meets regularly on the dates scheduled for each month. In 2014 there were 16 meetings, 15 of them in person.
23	Does the Board of Directors have Internal Regulations on its Procedure? (Standard 14)	Size, Composition and Procedure	14	Yes	The Board of Directors has an internal ruling for its operations which is part of the Corporate Governance Code; it was last updated on September of 2010 through Decree 284 of 2010 of the Board of Directors.
24	If the issuer possesses internal regulations on the Procedure of the Board of Directors, answer the question; if not, answer N/A. Question: Were all of the issuer's shareholders informed of the Internal Regulations on the Procedure of the Board of Directors? (Standard 14)	Size, Composition and Procedure	14	Yes	The Board of Directors is chaired by the Medellín City Mayor, who is in turn the representative of the Municipality, single owner of the company. The ruling was adopted by the same Board of Directors.
25	If the issuer possesses internal regulations on the Procedure of the Board of Directors, answer the question; if not, answer N/A. Question: Do the Internal Regulations on the Procedure of the Board of Directors have the same binding character for all board members? (Standard 14)	Size, Composition and Procedure	14	Yes	The internal ruling of the Board of Directors of Empresas Públicas de Medellín E.S.P. defines the rules guiding the operation of this body so as to achieve greatest efficiency and effectiveness and so that decision making is made in an objective and responsible way. Its rules are mandatory both for its members and for the company's management and associates, as regards preparation and presentation of information.
26	Supposition: If the issuer has internal regulations on the Procedure of the Board of Directors, answer the question; if not, answer N/A. Question: Do the Internal Regulations on the Procedure of the Board of Directors stipulate the information that should be put at the disposal of the members of the Board of Directors appointed for the first time, and, in general, do they include the suggestions made at Standard 18? (Standard 14)	Size, Composition and Procedure	14	Yes	The internal ruling of the Board of Directors of Empresas Públicas de Medellín E.S.P. establishes that upon incorporation of a new member to the Board of Directors, the management shall make available to him/her the necessary information for specifically learning about the company and its activities.
27	Supposition: If the issuer possesses internal regulations on the Procedure of the Board of Directors, answer the question; if not, answer N/A. Question: Do the internal regulations of the Board specify that in the official minutes of the meetings, the reasons that serve as a basis for decision-making are identified, as well as the reasons for any agreement or disagreement taken into consideration in the decision-making process, and, in general, do they include the suggestions made at Standard 19? (Standard 14)	Size, Composition and Procedure	14	Yes	The ruling of the Board of Directors indicates the nature of the minutes and attachments of the Board of Directors meetings and the way to handle them.
28	Supposition: If the issuer possesses internal regulations on the Procedure of the Board of Directors, answer the question; if not, answer N/A. Question: Do the internal regulations of the Board specify the period in advance of the Board of Directors meeting within which the information will be presented to the members, and, in general, do they include the suggestions made at Standard 20? (Standard 14)	Size, Composition and Procedure	14	Yes	As established in number 6.6 of the ruling of the Board of Directors, the information to be dealt with at the next meeting and its agenda shall be sent to the members at least five (5) calendar days in advance.

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29	Supposition: If the issuer possesses internal regulations on the Procedure of the Board of Directors, answer the question; if not, answer N/A. Question: Is the notice period in advance of the meeting within which the information is presented to the board members, as stipulated in the Internal Regulations on Procedure, less than two (2) days? (Standard 20)	Size, Composition and Procedure	20	NO	As established in number 6.6 of the ruling of the Board of Directors, the term established for delivery of information to the Board members is at least five (5) calendar days prior to the meeting.
30	Supposition: If the issuer possesses internal regulations on the Procedure of the Board of Directors, answer the question; if not, answer N/A. Question: Do the Internal Regulations on the Procedure of the Board of Directors establish the means by which members of the Board of Directors will be able to receive the information presented to them before the meeting? (Standard 20)	Size, Composition and Procedure	20	Yes	In number 6, "Supply of information prior to the Board meeting", the Board's internal ruling establishes the means used for such.
31	Supposition: If the issuer possesses internal regulations on the Procedure of the Board of Directors, answer the question; if not, answer N/A. Question: Do the Internal Regulations on the Procedure of the Board of Directors allow the Board, at the request of any one of its members, to contract an external advisor to provide the opinions and considerations required for the adoption of specific decisions? (Standard 22)	Size, Composition and Procedure	22	Yes	Number 10 of the Board's internal ruling establishes that: "the Board may request, at its option, the hiring of external independent advisor(s) for certain operations". EPM allocates an annual budget for hiring of such advisors.
32	Supposition: If the issuer possesses internal regulations on the Procedure of the Board of Directors, answer the question; if not, answer N/A. Question: Do the Internal Regulations on the Procedure of the Board of Directors allow the Board, at the request of any one of its members, to contract an external advisor to provide the opinions and considerations required for the adoption of specific decisions? (Standard 22)	Size, Composition and Procedure	22	Yes	Number 10 of the Board's internal ruling establishes that: "the Board may request, at its option, the hiring of external independent advisor(s) for certain operations". EPM allocates an annual budget for hiring of such advisors.
33	When appointing a member of the Board of Directors, does the issuer ensure that the prospective member fulfills the requirements of professional direction, educational formation and experience for the optimum performance of his/her functions? (Standard 15)	Size, Composition and Procedure	15	Yes	As provided in chapter 3, number 3.3 of the Corporate Governance Code and as established in the Relationship Framework Agreement subscribed with the Medellín Municipality, the Mayor must take into account certain criteria for appointing the members of the Board of Directors.
34	Are the majority of the members of the Board of Directors, or the body that performs its functions, independent? (Standard 16)	Size, Composition and Procedure	16	Yes	According to number 1 of the internal ruling of the Board of Directors, five (5) of the nine (9) members of the Board of Directors must have the quality of independent members. By the end of 2014, the Board had seven (7) independent members.
35	Do the members of the Board of Directors disclose the existence of direct or indirect relationships that they maintain with any interest group, which may lead to situations of conflict of interests, or which may influence the direction of their opinion or vote? (Standard 17)	Duties and rights of the member of the Board of Directors	17	Yes	This is an action and performance commitment of the members of the Board of Directors stated in the Corporate Governance Code, number 3.6.2 - Duties and Commitments of the Board of Directors, and in number 11 of the Board's internal ruling.
36	Does the issuer provide members of the Board of Directors appointed for the first time with the information necessary for the new member to have a specific understanding of the issuer and of the sector in which it operates? (Standard 18)	Duties and rights of the member of the Board of Directors	18	Yes	The process is carried out through an orientation program that includes information regarding the company, the activities it carries out, and the domiciliary public utilities sector.
37	Does the issuer provide members of the Board of Directors appointed for the first time with the information concerning the responsibilities, obligations and powers of the position? (Standard 18)	Duties and rights of the member of the Board of Directors	18	Yes	The orientation program described above includes this issue.
38	Do the minutes of the Board of Directors meetings identify the studies, reasons and other sources of information that serve as the basis for decision-making? (Standard 19)	Duties and rights of the member of the Board of Directors	19	Yes	The minutes of the meetings of the Board of Directors identify this information.

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39	Do the minutes of the Board of Directors meetings include the reasons for any agreement and disagreement taken into consideration when making the decisions? (Standard 19)	Duties and rights of the member of the Board of Directors	19	Yes	The minutes of the meetings of the Board of Directors include these considerations.
40	Does the issuer put at the disposal of the members of the Board of Directors, with at least two (2) days notice in advance, the information that is relevant for decision-making, in accordance with the agenda contained in the Call to Assembly? (Standard 20)	Duties and rights of the member of the Board of Directors	20	Yes	The information of the topics to be discussed is sent at least five (5) calendar days prior to the meeting.
41	Supposition: If the issuer's board of directors relies upon substitute members, answer the question, if not answer N/A. Question: Does the issuer have mechanisms which permit the Substitute Members to keep themselves adequately informed of the topics under consideration by the Board of Directors, in such a way that when they replace one of the principal members, they possess the necessary knowledge to perform this task? (Standard 21)	Duties and rights of the member of the Board of Directors	21	N/A	The Board of Directors does not have alternate members.
42	Question: Does the issuer have a budgetary item which allows for the potential contracting of an external advisor, on behalf of the Board of Directors, at the request of any of its members, to provide the opinions and considerations required for the adoption of specific decisions? (Standard 22)	Duties and rights of the member of the Board of Directors	22	Yes	Since EPM is a State industrial and commercial enterprise of municipal order it is subject to the budget rules in force for State entities. For this reason, any hiring process shall have its corresponding budget certificate and registration; additionally, the company has the funds required in case the Board of Directors deems necessary to hire an external advisor.
43	Supposition: If there exists a permanent committee, different from the one that is legally required, which has as its function, among others, to support the Board of Directors in areas such as appointments and remunerations, answer the question; if not answer N/A. Question: Is the committee of Appointments and Remuneration composed of at least one member of the Board of Directors? (Standard 23)	Support committees	23	Yes	The Management Committee of the Board of Directors is knowledgeable about, and delivers opinions to the Board of Directors, regarding changes to the administrative structure and compensation and salary regime, among other subjects; this Committee is made up by three (3) members of the Board of Directors.
44	Supposition: If there exists a permanent committee, different from the one that is legally required, which has as its function, among others, to support the Board of Directors in areas such as appointments and remunerations, answer the question; if not answer N/A. Question: Does the committee of Appointments and Remuneration support the Board of Directors in the performance review of upper management, understood to mean the President and the officials of the next lower rank? (Standard 24)	Support committees	24	Yes	The Management Committee of the Board of Directors is knowledgeable about and recommends to the Board of Directors changes to the administrative structure and compensation and salary regime, among other subjects; this Committee is made up by three (3) members of the Board of Directors.
45	Supposition: If there exists a permanent committee, different from the one that is legally required, which has as its function, among others, to support the Board of Directors in areas such as appointments and remunerations, answer the question; if not answer N/A. Question: Does the committee of Appointments and Remuneration propose a payment and salary policy for the employees of the issuer, including upper management? (Standard 24)	Support committees	24	Yes	One of the duties of the Board of Directors of EPM is: "To set the general policies regarding compensation of the personnel at the service of EMPRESAS PÚBLICAS DE MEDELLÍN E.S.P., and to approve, disapprove or modify the general rules that will guide the employment, compensation regime, salary brackets and personnel management, prepared and presented to its consideration by the Chief Executive Officer, in conformity with rules in force"; to carry out this duty it has the support of the Management Committee.

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46	<p>Supposition: If there exists a permanent committee, different from the one that is legally required, which has as its function, among others, to support the Board of Directors in areas such as appointments and remunerations, answer the question; if not answer N/A.</p> <p>Question: Does the committee of Appointments and Remuneration propose the appointment, remuneration and removal of the President of the Company or the official who performs those duties? (Standard 24)</p>	Support committees	24	Yes	<p>As part of the duties of the Management Committee and in compliance with the duty set for the Board of Directors by the articles of incorporation of EPM of approving or disapproving the accounts to be rendered by the Chief Executive Officer every year, the committee conducts yearly evaluation of the CEO with recommendations of management emphasis and priority changes; it can also establish recommendations regarding the continuity or removal of the Chief Executive Officer. At any rate, according to the Colombian Political Constitution and the company's articles of incorporation, the appointment and removal of the Chief Executive Officer is competence of the Medellín Mayor who is also the Chairman of the Board of Directors of EPM.</p>
47	<p>Supposition: If there exists a permanent committee, different from the one that is legally required, which has as its function, among others, to support the Board of Directors in areas such as appointments and remunerations, answer the question; if not answer N/A.</p> <p>Question: Does the committee of Appointments and Remuneration propose the objective criteria by which the issuer hires the principal executives? (Standard 24)</p>	Support committees	24	Yes	<p>The company has a description of the competences and duties required and established for all positions, including its senior management. The Board's Management Committee sees to it that this internal ruling is complied with and proposes any adjustments it considers pertinent.</p>
48	<p>Supposition: If there exists a permanent committee, different from the one that is legally required, which has as its function, among others, to support the Board of Directors in areas such as corporate governance, answer the question; if not answer N/A.</p> <p>Question: Is the committee of Corporate Governance composed of at least one member of the Board of Directors? (Standard 23)</p>	Support committees	23	Yes	<p>The Strategy and Businesses Committee of the Board of Directors has among its functions "promoting the implementation of Corporate Governance practices both for EPM and in regard to its relation with subordinate companies belonging to EPM Group, and coordinating actions aimed at their strengthening and development. Likewise, analyzing in detail and recommending to the Board of Directors the Corporate Governance Annual Plan, which will be submitted to the consideration of the Board of Directors at the beginning of each fiscal year. Also, conducting quarterly follow-up of the advancements of the Annual Plan approved by the Board of Directors". This committee consists of three (3) members of the Board who have the quality of independent.</p>
49	<p>Supposition: If there exists a permanent committee, different from the one that is legally required, which has as its function, among others, to support the Board of Directors in areas such as corporate governance, answer the question; if not answer N/A.</p> <p>Question: Does the committee of Corporate Governance endeavor to ensure that the shareholders and the market in general have access in a complete, true and timely manner to the information that the issuer must disclose? (Standard 25)</p>	Support committees	25	Yes	<p>The Audit Committee has among its duties to see to it that the preparation, presentation and disclosure of the company's financial information conform to the provisions of the law. Non-financial information is timely disclosed according to regulations in force.</p>
50	<p>Supposition: If there exists a permanent committee, different from the one that is legally required, which has as its function, among others, to support the Board of Directors in areas such as corporate governance, answer the question; if not answer N/A.</p> <p>Question: Does the committee on Corporate Governance disclose information about the performance of the Auditing Committee? (Standard 25)</p>	Support committees	25	Yes	<p>The performance evaluation of the committees of the Board of Directors is carried out directly by the Board along its annual evaluation.</p>
51	<p>Supposition: If there exists a permanent committee, different from the one that is legally required, which has as its function, among others, to support the Board of Directors in areas such as corporate governance, answer the question; if not answer N/A.</p> <p>Question: Does the committee of Corporate Governance review and evaluate the way in which the Board of Directors fulfilled their duties during the period? (Standard 25)</p>	Support committees	25	Yes	<p>Every year, EPM's management prepares a Corporate Governance Report (part of the Sustainability Report) that is approved by the Board of Directors at the request of the Management Committee. This report includes the evaluation of the Board of Directors performance during the fiscal year based on the self-evaluation conducted in compliance with number 12 of the Board's internal ruling.</p>

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52	Supposition: If there exists a permanent committee, different from the one that is legally required, which has as its function, among others, to support the Board of Directors in areas such as corporate governance, answer the question; if not answer N/A. Question: Does the committee of Corporate Governance monitor the business activities carried out by Board members with shares issued by the company or by other companies in the same group? (Standard 25)	Support committees	25	Yes	Although EPM is not a corporation that permits the members of the board of directors to negotiate with its shares, the restrictions and incompatibilities established apply, including to the members of the Board of Directors, so that in their actions related to EPM they do not breach the restrictions and incompatibilities set by the rules in force regarding this matter.
53	Supposition: If there exists a permanent committee, different from the one that is legally required, which has as its function, among others, to support the Board of Directors in areas such as corporate governance, answer the question; if not answer N/A. Question: Does the committee of Corporate Governance supervise the fulfillment of the management remuneration policy? (Standard 25)	Support committees	25	Yes	One of the duties of the Board of Directors of EPM is: "To set the general policies regarding compensation of the personnel at the service of EMPRESAS PÚBLICAS DE MEDELLÍN E.S.P., and to approve, disapprove or modify the general rules that will guide the employment, compensation regime, salary brackets and personnel management, prepared and presented to its consideration by the Chief Executive Officer, in conformity with rules in force"; to carry out this duty it has the support of the Management Committee.
54	In addition to the functions established by law or by the Articles of Incorporation, does the Auditing Committee, through the production of a written report, make conclusions on the possible operations which are being planned with economically related parties? (Standard 26)	Support committees	26	Yes	The Strategy Committee is in charge of this subject for matters related to the operations required for the materialization of the strategy of the Economic Group. Also, these operations are disclosed to the market under the proceedings established by the applicable regulation and are compiled in the Corporate Governance Annual Report.
55	In addition to the functions established by law or by the Articles of Incorporation, does the Auditing Committee verify that the possible operations that are being planned with economically related parties are realized under market conditions and do not infringe on the equality of treatment among shareholders? (Standard 26)	Support committees	26	Yes	"The Strategy Committee is in charge of this issue for matters related to the operations required for the materialization of the strategy of the Economic Group. Also, these operations are disclosed to the market according to the proceedings established by applicable regulation and are compiled in the Corporate Governance Annual Report; in every case, it is intended that these operations respond to market conditions. Covenants for debt issues provide for the obligatoriness of carrying out operations with related parties under market conditions. Lastly, a Governance Agreement was subscribed in 2013 among all the companies of EPM Group with domicile in Colombia defining the rules for carrying out transactions among them, transactions which must be based on mutual benefit and must take into consideration market prices. This issue is reported in the 2014 Corporate Governance Report and in the periodic report submitted to the Audit Committee of EPM's Board of Directors.
56	In addition to the functions established by law or by the Articles of Incorporation, does the Auditing Committee establish the policies, criteria and practices that the issuer will use in the composition, disclosure and dissemination of its financial information? (Standard 26)	Support committees	26	Yes	The Audit Committee has a pro-positive supervision role associated to the preparation, presentation and disclosure of EPM's financial information, in accordance with applicable regulation and best administrative and corporate governance practices.
57	In addition to the functions established by law or by the Articles of Incorporation, does the Auditing Committee define mechanisms to consolidate the information from the issuer's managing bodies for the presentation of the information to the Board of Directors? (Standard 26)	Support committees	26	Yes	The Audit Committee has among its responsibilities the continuous follow-up of external and internal evaluations and of advancement of respective improvement plans defined as a consequence of such. Such follow-up shall also be reported to the Board of Directors.
III. DISCLOSURE OF FINANCIAL AND NON-FINANCIAL INFORMATION					
58	Does the issuer have a help desk or contact information available to their investors that serves as a channel of communication between them? (Standard 27)	Information Requests	27	Yes	EPM has an investors service office that can be contacted at telephone 380 5147 in Medellín or through email to investorelations@epm.com.co .
59	When, at the discretion of the issuer, it is considered that the answer to a shareholder could give him/her an advantage, does the issuer guarantee access to that answer to the remaining shareholders in an immediate manner, in accordance with the mechanisms that the issuer has established for that purpose, and in the same economic conditions? (Standard 28)	Information Requests	27	Yes	All information for investors is published on www.epm.com.co and is detailed at the quarterly meetings held with them of which a recount is published on the same page.
60	Can a shareholder group request that a specialized audit be performed? (Standard 29)	Information Requests	29	Yes	EPM's single owner can request special audits at the Board meetings.

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61	Supposition: In the event that a shareholder group may request the performance of specialized audits, answer the question; otherwise, answer N/A. Question: Is there a procedure that specifies the minimum share percentage required to request specialized audits? (Standard 30)	Information Requests	30	Yes	Since EPM is a State industrial and commercial enterprise of municipal order, any member of the Board of Directors may request the Board to conduct special audits.
62	Supposition: In the event that a shareholder group may request the performance of specialized audits, answer the question; otherwise answer N/A. Question: Is there a procedure explaining the reasons why the minimum share percentage necessary to request specialized audits was established? (Standard 30)	Information Requests	30	Yes	EPM's capital is not represented in shares; EPM is a State industrial and commercial enterprise of municipal order and its owner is the Municipality of Medellin. Since the company does not have a plural number of shareholders it has not provided in its Corporate Governance Code a procedure with a minimum shareholding percentage to request special audits. Attention is drawn to the fact that any member of the Board of Directors may propose the conduction of special audits.
63	Supposition: In the event that a shareholder group may request the performance of specialized audits, answer the question; otherwise, answer N/A. Question: Is there a procedure that specifies the requirements for specialized audit requests?	Information Requests	30	Yes	Since the company does not have a plural number of shareholders no previous procedure is required to propose special audits. Any member of the Board of Directors may propose the conduction of special audits.
64	Supposition: In the event that a shareholder group may request the performance of specialized audits, answer the question; otherwise, answer N/A. Question: Is there a procedure that specifies who should carry out the specialized audit and how the person is designated? (Standard 30)	Information Requests	30	Yes	Although there is not a plural number of shareholders, hiring of external auditing firms is subject to the procurement rules in force at the entity.
65	Supposition: In the event that a shareholder group may request the performance of specialized audits, answer the question; otherwise, answer N/A. Question: Is there a procedure that specifies who should assume the costs of the specialized audit? (Standard 30)	Information Requests	30	Yes	Although there is not a plural number of shareholders, any special audit hired by decision of the Board of Directors is paid directly by the company.
66	Supposition: In the event that a shareholder group may request the performance of specialized audits, answer the question; otherwise, answer N/A. Question: Are the deadlines foreseen for each one of the stages or steps of the procedure relating to the contracting of the specialized audit accurate? (Standard 30)	Information Requests	30	Yes	Although there is not a plural number of shareholders, the company has procurement rules that establish the required steps for subscribing a contract.
67	Are there mechanisms established by the issuer to disclose to shareholders and other investors the material findings resulting from internal control activities? (Standard 31)	Information to the market	31	Yes	EPM discloses the period's main topics regarding internal control in the annual Corporate Governance Report; it also discloses the results of audits to the quarterly financial reports delivered to investors as provided in the Corporate Governance Code.
68	(Standard 32). The issuer discloses to the market the general policies applicable to remuneration and any other economic benefit granted to: Board members X YES Legal Representation X Fiscal auditor X External advisors X External auditors X	Information to the market	32	Yes	"The remuneration of the members of the Board of Directors and top management is published in the annual Corporate Governance Report available to the public at www.epm.com.co . The remuneration of the members of the Board of Directors is set by decree of the Medellin Mayor which is published as required by regulations in force. The decree in force is decree 1165 of 2009, issued and published on August 12, 2009. Also, the practices related to remuneration of the Legal Representative and the External Auditor will be published in 2014 Corporate Governance Report.
69	Does the issuer disclose to the market the contracts concluded with its directors, administrators, main executives and legal representatives, including their relatives, partners and other related parties? (Standard 33)	Information to the market	33	Yes	Given the legal structure of the company, the restrictions and incompatibilities established by law are applied to every hiring process; therefore, this situation does not occur.

N	Question	Subject	Standard	Answer	Justification for Answer 2014
70	Does the issuer disclose to the market its internal rules on conflict resolution? (Standard 34)	Information to the market	34	Yes	<p>The relationship of the company with its owner (the Municipality of Medellín) is constitutionally and legally regulated, as is the relation of the company's management group since they are public servants. Therefore, regarding the latter there are no internal rules to disclose.</p> <p>The internal ruling of the Board of Directors establishes a procedure to be followed by any director in case of conflicts of interest. The internal ruling of the Board is published on the company's website.</p>

N	Question	Subject	Standard	Answer	Justification for Answer 2014
71	Does the issuer disclose to the market the applicable criteria for the negotiations that its directors, administrators and officials perform with the shares and the other securities issued by them, for example preferential rights? (Standard 35)	Information to the market	35	Yes	This situation does not occur due to the legal structure of the company, according to which, the restrictions and incompatibilities established by law are applied to every hiring process, and also because EPM is not a corporation.
72	Does the issuer disclose to the market the résumés of the members of the Boards of Directors and of the other internal control bodies, and in the absence thereof, of the equivalent bodies, as well as those of the legal representatives, in such a manner that permits knowing their qualifications and experience, with respect to their management capacity of the issues that they are required to handle? (Standard 36)	Information to the market	36	Yes	This information is found at the corporate website www.epm.com.co, Investors section.
73	Did the issuer designate as fiscal auditor individuals or firms that have received income from the company and/or its economically related parties, representing 25% or more of their last annual income? (Standard 37)	Fiscal Auditor	37	NO	Although given the legal structure of the company, appointment of a statutory auditor is not required, by Article 51 of Law 142 of 1994, and as good corporate governance practice, EPM appoints an external auditor that ensures integrity and veracity of the company's financial information; this auditor is selected taking into account the measure stated in the question.
74	Does the issuer or its economically related parties contract the Fiscal Auditor for services other than the audit? (Standard 38)	Fiscal Auditor	38	NO	Although given the legal structure of the company, appointment of a statutory auditor is not required, by Article 51 of Law 142 of 1994, and as good corporate governance practice, EPM appoints an external auditor that ensures integrity and veracity of the company's financial information; this auditor is selected taking into account the measure stated in the question.
75	Do the issuer's contracts with the fiscal auditor establish clauses for the rotation of the individuals that perform the auditing function every five (5) years? (Standard 39)	Fiscal Auditor	39	Yes	EPM's internal regulations are stricter regarding this issue, since the external auditor contract is signed for a maximum term of three (3) years, neither renewable nor extendible.
76	Does the issuer require the fiscal auditor to make the person who has rotated wait at least two (2) years to become the auditor again for the same company? (Standard 39)	Fiscal Auditor	39	Yes	Internal rules do not regulate this since the internal requirements regarding this issue are stricter than as recommended. See answer to question 75.
IV. DISPUTE RESOLUTION					
77	Does the issuer adopt the necessary measures to inform its shareholder of the legal procedures available to them to enforce the protection of their rights before the Financial Superintendence of Colombia? (Standard 40)	Dispute Resolution	40	Yes	Since there is no plural number of shareholders this procedure is not necessary.
78	Has the issuer adopted direct settlement as the method for the resolution of conflicts that arise between the issuer and the shareholders, between the shareholders and the administrators, and among shareholders? (Standard 41)	Dispute Resolution	41	Yes	Since there is no plural number of shareholders this procedure is not necessary.
79	Has the issuer provided an alternate form of resolution for the conflicts that arise between the issuer and the shareholders, between the shareholders and the administrators, and among shareholders? (Standard 41)	Dispute Resolution	41	Yes	Since there is no plural number of shareholders this procedure is not necessary.
Optional Question					

N	Question	Subject	Standard	Answer	Justification for Answer 2014
80	If corporate governance practices in addition to those recommended by the Code of Best Corporate Practices are being used, this section provides the option for the issuer to make them known.	Optional Question			<p>Empresas Públicas de Medellín E.S.P. has the following additional Corporate Governance practices and measures:</p> <ol style="list-style-type: none"> 1. Relationship Framework Agreement subscribed between the Medellín Municipality and Empresas Públicas de Medellín or "Governance Agreement", signed in April of 2007, to regulate the relationships between both entities. 2. Corporate Good Governance Code updated in October of 2007. 3. Board of Directors Ruling approved on October 01, 2007 and modified by Decree 259 of 2008 of the Board of Directors. 4. Corporate Governance Annual Reports (2007, 2008, 2009, 2010, 2011, 2012, 2013 and 2014). 5. Corporate Governance Committee established at EPM by Decree 1729 of September 03, 2009. 6. Governance Agreement No. CT-2013-002297 signed on November 08, 2013. 7. Intra-group Transactions Committee created through Decree 2054 of the Chief Executive Office. 8. Evaluation of the Board of Directors and annual reinforcement workshops according to results obtained. 9. Establishment of Board of Directors support committees: Strategy and Businesses, Management, and Audit. 10. Typical agenda for Board of Directors meetings of EPM and subsidiaries. 11. Coordinated calendar for Board of Directors and Shareholders' Meetings for all companies of EPM Group."