Grupo-epm

Roadshow Presentation

July 2019

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All USD figures in the presentation translated at COP/USD exchange rate of 3,174.79, the published rate at March 31, 2019

Agenda



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Introduction & Key Highlights

Section 1

Indicative Terms and Conditions



Concurrent Tender Offer

On July 2, 2019, EPM launched a cash tender offer to repurchase any and all

of its outstanding Global COP 8.375% Notes due February 2021. The closing

of the Tender Offer is subject to several conditions, including the raising of sufficient funds in this

offering to finance the repurchase of the 2021 Notes tendered, on terms

satisfactory to EPM(1)

Issuer

Empresas Públicas de Medellin E.S.P.

Expected Issue Rating

Baa3 / Negative (Moody's), BBB / Negative Watch (Fitch)

Ranking

Senior Unsecured

Format

144A / Reg S

Amortization

Bullet

Use of Proceeds

The net proceeds from this offering will be used to (i) pay the consideration in respect of the Tender Offer and (ii) prepay all or a portion of certain existing indebtedness

Change of Control

City of Medellin (or Republic of Colombia) ceases to (i) own 50% of EPM's capital and voting stock or (ii) have, directly or indirectly, the power to elect the majority of the BoD. Put at 101%. Subject to a ratings downgrade

Denomination / Settlement Currency

US Dollar (USD) / US Dollar (USD) Colombian Peso (COP) / US Dollar (USD)

Tenor

New Issue of Intermediate and/or Long-Term Maturity

Tap of EPM 2027s or New Issue of Intermediate Maturity

Denominations

USD200,000 x USD1,000

COP5,000,000 x COP1,000,000

Interest Rate

Fixed, Semi-Annual, 30/360

Fixed, Annual, ACT/365

Governing Law

New York Law

Listing

Luxembourg Stock Exchange / Euro MTF Market

Joint Bookrunners

HSBC Securities (USA) Inc., J.P. Morgan, Scotia Capital (USA) Inc.

Corporate Highlights



Multi-utility, vertically-integrated operator with presence and leadership across LatAm

✓ Colombia's largest multi-utility company (i.e. power generation / transmission & distribution / water / natural gas)

• Assets⁽¹⁾: USD 16.5bn

• Revenues⁽¹⁾: USD 5.1bn

• Adj. EBITDA⁽¹⁾: USD 1.6bn

• Operating Cash Flow⁽¹⁾: USD 1.0bn

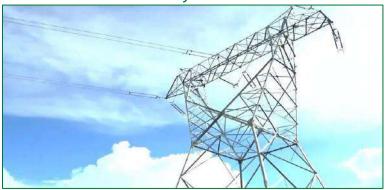
✓ One of the most relevant public-sector entities in the country

- Incorporated in 1955, 100% owned by the municipality of Medellin (Baa2 / BBB) with administrative and budgetary autonomy from its owner
- EPM distributes c.55% of its profits to the City of Medellín and accounts for 25% of its budget
- Subject to the financial oversight of the Ministry of Finance
- ✓ Provides services across 6 countries and 7 business segments
 - #1 Electricity generator in Colombia
 - #1 Electricity distributor in Colombia and Guatemala
 - #1 Wastewater treatment provider in Colombia
 - #2 Electricity distributor in Panama and El Salvador
 - #2 Water and sewage services provider in Colombia

Hydro - Porce III Dam



Transmission - Bello - Guayabal - Ancón



Water - Aguas Claras

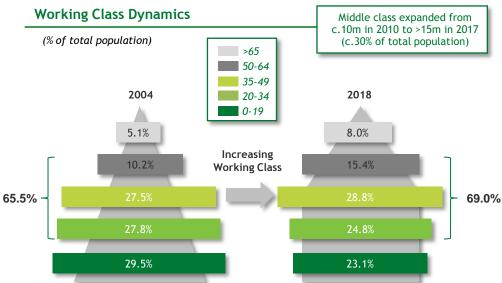


Colombian Economy Highlights



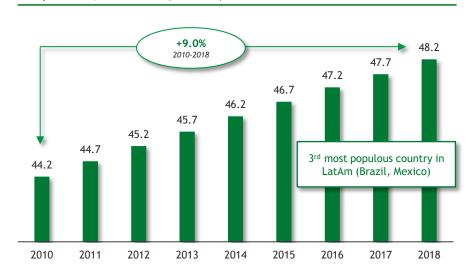
Robust country fundamentals, including above-average growth rates, a significant population base and a growing middle class, enhance EPM's business profile and prospectivity







Population, Historical (millions)



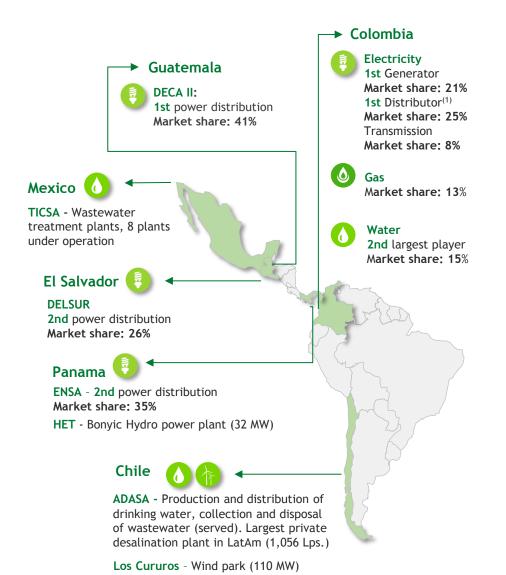


EPM Business Highlights Section 2

Corporate Overview



With total installed capacity of 3,584MW, leading distribution capabilities (Colombia / Central America) and a natural monopoly in the network business, EPM is the gold standard among LatAm utilities



Infrastructure Highlights	EPM Group (Colombia and LatAm)
Power Generation	33 hydro power plants 2 thermal power plants 1 wind park
Installed Gen. Capacity	3,584MW
Power Distribution	T&D lines: 245,646 Km Substations: 446 Transformers: 347,054
Natural Gas	Distribution network: 8,276 Km
Water	Drinking water network: 6,511 Km Sewage network: 6,509 Km

EPM Customers (in millions)	2018	New	Change
	Customers	Customers	(%)
Total	10.83	0.46	4.45%

Colombia Portfolio Breakdown

m

Vertical integration, economies of scale and focus on regulated businesses create barriers to entry and a natural monopoly that leads to unrivaled market share leadership

Gas **Electricity** Water/Waste Colombia EBITDA⁽¹⁾: c.USD1.3bn (80% of total) Full-integration (in a market in which this is no longer permitted by regulation) reinforces the barriers to entry ✓ Generation 20.8% ✓ Distribution and Commercialization ✓ Distribution 24.7% Market Share ✓ Water Treatment 15.7% 12.7% ✓ Transmission 8.4% ✓ Water and Sewage 1.3m 1.2 million **Subscribers** Over 4 million ✓ Waste Management 818k 3,443 MW of net effective capacity, through 33 plants 35 drinking water plants, Main distributor in 2 wastewater treatment the region of **Key Figures** Largest electricity generator plants, 2nd largest player in EPM Presence Antioquia and electricity distributor Colombia (91 municipalities) in the country

⁽¹⁾ Financial figures as of December 31st, 2018

¹⁰

International Portfolio Breakdown



Regional and business diversification enhances overall portfolio returns and stability

Int'l EBITDA⁽¹⁾: USD327mn (20% of total)

- ✓ Unmatched Central American coverage in distribution and commercialization
 - Guatemala (DECA): 1.3m customers / 41% of local market
 - Panamá (ENSA): 459k customers / 35% of local market
 - El Salvador (DELSUR): 394k customers / 26% of local market
- Leading developer of water treatment plants in Mexico (TICSA)
 - Designed, upgraded, built and commissioned over 200 waste water plants in Mexico
 - Customers include: Grupo Alfa, Kimberly Clark, Coca Cola, PEMEX and Grupo Modelo, among others
- ✓ Hydro power plant in Panamá (HET) has a total installed capacity of 31.8 MW

Key Businesses (yr of acquisition)	Country	Segment	Investment (USDmn)
DECA (2010)	(b)	Distribution	635
ADASA ^(*) (2015)	*	Water	965
ENSA (2011)	*	Distribution	152
DELSUR (2011)	8	Distribution	63
HET	*	Generation	314
CURUROS(*) (2013)	*	Generation	238
TICSA (2013)		Water	116
		Total	USD2.5bn

(*) Asset is part of EPM's current divestment process

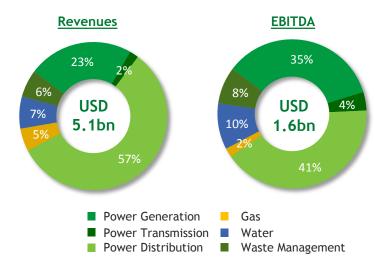
Portfolio Revenues and EBITDA Breakdown



Complementary businesses, underpinned by regulated segments, provide scale and synergies

- Highly complementary business model with vertical integration, economies of scale and high barriers to entry
 - Driven by power (80% of total consolidated EBITDA) and complemented by natural gas, water and waste management
 - Business model provides stable margins (>30% since 2017), attractive ROEs and cash flow visibility
 - Natural monopolies or dominant market shares
 - Diversification across several utility businesses with significant economies of scale and scope
 - Vertical integrated model no longer replicable in Colombia (by regulation)
 - Operation under regulated tariffs or medium-term contracts (e.g. 79% of revenues derived from regulated businesses); fair and balanced regulatory framework
 - Unmatched experienced in operating hydroelectric assets, Colombia's primary electricity source
- ✓ Regional footprint: 34% revenues / 20% EBITDA generated offshore
 - EBITDA generation comes primarily from Guatemala (distribution), Panama (generation/distribution) and Chile (generation / water and waste management)
 - Colombia exposure should grow in coming years, primarily as new assets (under construction) come on stream
- ✓ EPM plans total CapEx of USD3.0bn (COP9.5tn) between 2019-2022 as part of its current investment plan
 - 73.8% energy / 25.8% water; 65.5% by EPM / 34.5% subs

Breakdown by Segment (2018)



Breakdown by Country (2018)



Source: EPM

Sustainable Development



Responsible actor balancing environmental, social and economic aspects

Corporate Purposes







Goals



Environmental

Key Corporate Targets

- ✓ Carbon neutral operations
- ✓ Protection of water basins
- ✓ Efficient, sustainable and innovative growth
- ✓ Coverage of 100% of households in the areas where EPM has presence
- ✓ Ongoing focus on productivity and profitability

Awards and Recognitions

- Recognition of the Global Compact Network Colombia for good practices of sustainable development
- ✓ Cocier-Asocodis award for highest index of satisfaction with perceived quality
- ✓ Accenture Innovation Award
- ✓ **Seal of Excellence** in Digital Governance
- ✓ International recognition in the World Water Forum for the Medellin River Sanitation Program
- Neutral carbon certification for greenhouse gas emission offset and reduction
- Several recognitions for proper management of polychlorinated biphenyl (PCB) oils













Committed to promoting well-being and equitable progress in the areas of influence



Ituango Update & Next Steps

Section 3

Ituango, 2018 Developments & Current Status

(7)

April 28th, 2018 contingency under control, remediation in the works

Key Events (Since April 28th, 2018)

Unexpected collapse in the Auxiliary Diversion Tunnel (ADT) causing its partial obstruction

- Premature filling of the Reservoir created risk that water would overtop the unfinished Dam
- Unclogging and reclogging of Diversion Tunnel 2 caused temporary flood downstream
- ✓ Pressure Wells corresponding to the Intake Tunnels 7 and 8 ✓ (phase 2) were severely affected by collapses of their ✓ walls
- ✓ Landslides at the top of the floodgates plaza
- ✓ A cavity of about 60m in depth located at 18m depth is identified between Intake Tunnels 1 and 2

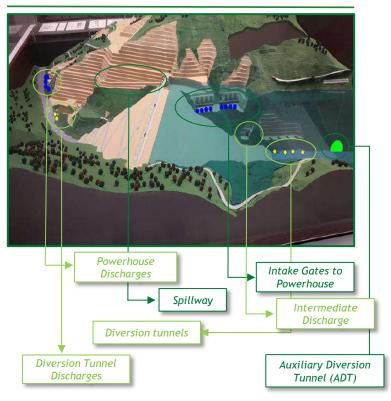
Most Relevant Actions Taken

- Expedited Dam raising works to enable water diversion to the Spillway and averting the risk of overtopping
- ✓ Allowed the river to flow through the unfinished Power House on May 10th, 2018
- Preventive evacuation of inhabitants downstream
- Spillway completion to full design specs
- ✓ Closure of Intake Gates 7 & 8
- Stoppage of water flow through the Power House on February 5th, 2019
- ✓ Closure of the left gate of the ADT on May 29th, 2019

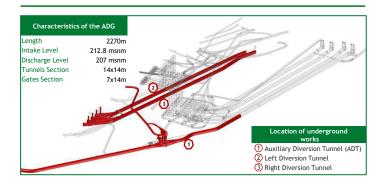
Status Main Civil Works

- ✓ Progress in Dam raising to 429 targeting the final design height of 435 m.a.s.l.
- Spillway fully operational in both designed channels
- Extraction of water at the Power House and sediment and removal of debris in progress
- Final assessment ongoing and advanced design in most damaged areas, some already fixed.
- ✓ Works to close ADT`s right gate and engineering solutions to technical plugging of diversion tunnel 1

Ituango, Layout of Intake and Discharge Points



Ituango, General Plan - Underground Works



No nearby inhabitants were injured in connection with the Ituango contingency

Ituango, Roadmap Ahead

Clearly delineated next steps to move the project forward



Main Implications & Strategic Next Steps

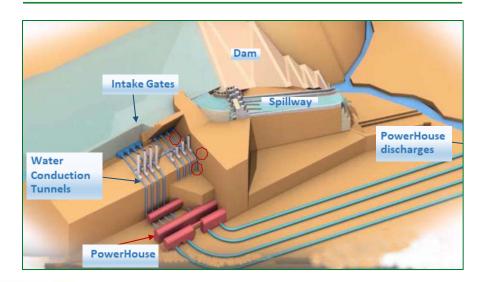
- ✓ Delay the onset of phase 1 of the project (1 power unit, 300MW) to late 2021 and the 3 power units (900 MW) to late 2022
- ✓ Remediation additional costs of USD1.2bn (direct + financial expenses), driving total costs to USD4.8bn (USD2.0mn/MW)
- ✓ EPM is taking a number of actions to address the social, environmental and financial impact of the contingency, including:
 - Work closely with affected parties and regulators
 - Divestment of non-core assets (see below)
 - Seeking insurance coverage (USD2.55bn all-risk construction & assembly insurance + delay insurance in place)
 - Reducing capex and increasing focus on cost controls
 - Target capex of c.USD3.0bn from 2019-2021 (2018: USD1.4bn, 2019 target: c.USD1.2bn, 2020-2021 target: c.USD900mn/yr)
 - Target cost cuts of 10% across the group (i.e. travel expenses, consultancy and short-term staff contracts, among others)



Ituango, Current Panoramic View - Surface Works



Ituango, General Plan - Underground Works



Ituango, Updated Milestones & Costs

Phase I coming on stream 2021-2022, +28% increase in estimated cost

Construction Milestones

✓ Raise	✓ Raise dam to 435 m.a.s.l. : 3Q'19			
✓ Powe	rhouse sediment extraction	: 3Q'19		
✓ Defin	itive Plug of ADT ⁽⁵⁾	: 1Q'20		
✓ Plug ı	✓ Plug right diversion tunnel ⁽¹⁾ : 2Q'20			
✓ Reinf	: 2Q'20			
•	Phase I (300MW, x 1 unit)	: Late 2021		
•	Phase I (300MW x 3 units)	: Late 2022		
•	Phase II (300MW x 4 units)	: Late 2024		

Social / Environmental Milestones

✓ Geological monitoring	: Ongoing
✓ Wildlife rescue & monitoring	: Ongoing
✓ Water-quality monitoring	: Ongoing

ANLA Measure

- In June 2018, ANLA(2) put a stop to all non-contingency related (risk-reducing) construction
- 3rd party needs to confirm: (a) infrastructure soundness and (b) completion of certain environmental actions prior to further work
- EPM hired Pöyry⁽³⁾ to carry out the study. Pöyry reports to ANLA and EPM provides data and access to facilities as needed
- Results expected late 2019 and EPM's plans assume the measure will be lifted by Feb/2020

Contingency Impact, Investment & Expenses (USD billions)

Concept	Before Contingency (March 31, 2018)	Contingency Impact	New Est. Total
Direct Costs	USD3.1bn	USD0.9bn (+28%)	USD4.0bn
Capitalized Interests	USD0.5bn	USD0.3bn (+69%)	USD0.8bn
Total Investment	USD3.6bn (USD1.5m/MW)	USD1.2bn (+33%)	USD4.8bn (USD2.0m/MW)

Contingency Expenses

- Contingency expenses accounted for USD4mn in 1Q'19 and USD150mn in FY2018 (not all cash)
- Contingency expenses include:
 - Trigger of reliability charge guarantee
 - Payments for delays in the connection to the national transmission grid
- CREG⁽⁴⁾ may execute the construction and commercial start-up guarantees and/or revoke firm energy obligations assigned to Ituango
- Other contingency expenses: affected parties care and compensation, environmental remediation, potential sanction and monitoring activities, among others

Left diversion tunnel plugged pre-contingency; ADT left gate closed, working on closing right gate

Environmental licensing authority

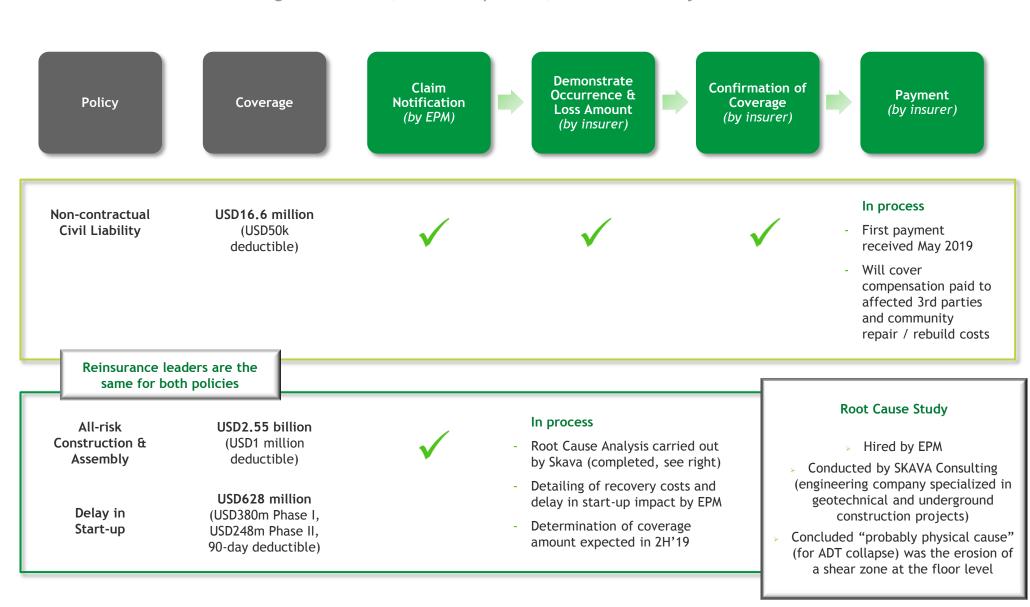
Finland-headquartered, international engineering consultant specialized in hydroelectric energy

Electric system regulator Pre-plug of ADT in 3Q'19

Ituango, Insurance Claim Status



Over USD3 billion in coverage contracted, claims in process, root cause study results



Related Non-core Divestments



Estimated USD1.15 - 1.35bn in proceeds (0.7 - 0.8x 2018 EBITDA), mainly via ISA & ADASA

	Asset	Stake	Status	Completion Target	Key Flgures	2018 Div. Contribution (USDmn)	
CONEXIONES QUE INSPIRAN	Interconexión Eléctrica S.A. (electricity transmission)	10.2%	Phase I sale settled; Phase II in process	4Q'19 - 1Q'20		18.8	Market Cap of USD6.3bn ⁽¹⁾ (implies stake valued @ c.USD694mn)
aguas antofagasta	ADASA (water desalinization)	100%	Info package delivered to investors; offers expected 3Q'19	2020	3.0% of Total Net Income / 7.0% of Total Assets		EPM paid c.USD867mn ⁽²⁾ for the asset (now much improved) in 2015
Parque Eólico Los Cururos	Parque Eólico Los Cururos (windfarm)	100%	Info package being prepared; offers expected 3Q'19	2020	0.3% of Total Net Income / 0.4% of Adj. EBITDA		

Promioriente (10% stake) and Gasoriente (6.8% stake), non-strategic assets, also in divestment process (expected combined proceeds of c.USD30-40mn)

⁽¹⁾ Bloomberg, As of June 25th, 2019

⁽²⁾ Acquisition in Chilean Pesos for total amount of CLP589,902,284,000 (translated to USD at exchange rate of CLP/USD 680.475 - March 2019) Source: EPM

Ituango Project, Hugely Relevant for Colombia

Ituango, as the largest hydro project in Colombian history, is expected to bring significant benefits to the country and the region





- Considerable energy cost savings at country level given the relative efficiency of hydro generation
- Decrease of rationing risk
- ✓ Generation of c.17% of the Colombian energy (based on current demand projections) with clean, reliable, safe and low-cost technology
- √ CO₂ reduction of 4.4 million tons per year, with benefits to the economy of USD110mn/year⁽¹⁾
- Enhanced tax revenues once Ituango is operational
- ✓ Remaining investments for the project of c.USD1.6bn (2019-2024) will contribute directly to GDP

Region Benefits



- ✓ Taxes, rates and contributions in favor of municipalities of the influence areas and regional environmental entities
- Expected surplus for the Municipality of Medellin

- √ +7,000 direct formal jobs in 2018 during the operation and construction stage
- \checkmark +300 direct jobs under the operation stage
- ✓ Entrepreneurial and agricultural production projects for more than 5,000 families
- ✓ Road and community infrastructure investments
- ✓ Improvement in the delivery of utilities

EPM Benefits



- Significant cash flow generation, increasing EPM's new investment capacity
- ✓ Increases in overall profitability given the low cost production factors
- ✓ With the Ituango project in operation, EPM will be able to sign long term contracts with their biggest clients

Ituango is a key component of Colombia's sustainable energy future



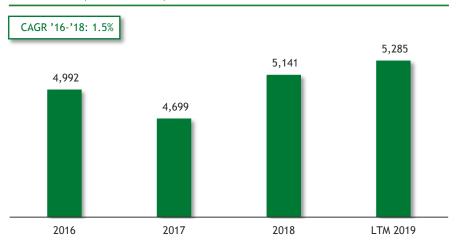
Financial Highlights Section 4

Income Statement Highlights

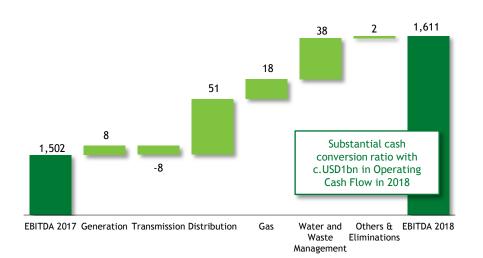


Robust EBITDA growth with consistent margins and double-digit equity returns

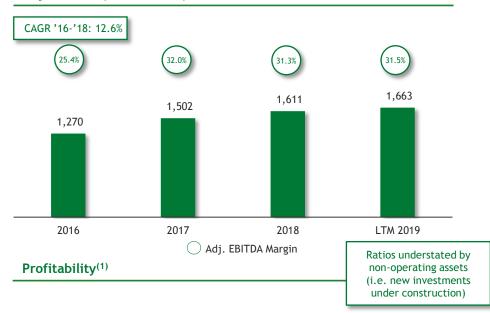
Revenues (USD millions)

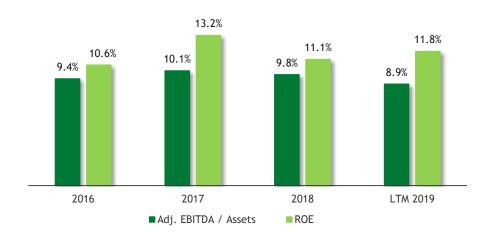


EBITDA Bridge, by Segment



Adj. EBITDA (USD millions)





⁽¹⁾ ROE and ROA are the result of dividing net income by total equity and total assets, respectively (2) Represents quarterly profitability Source: EPM

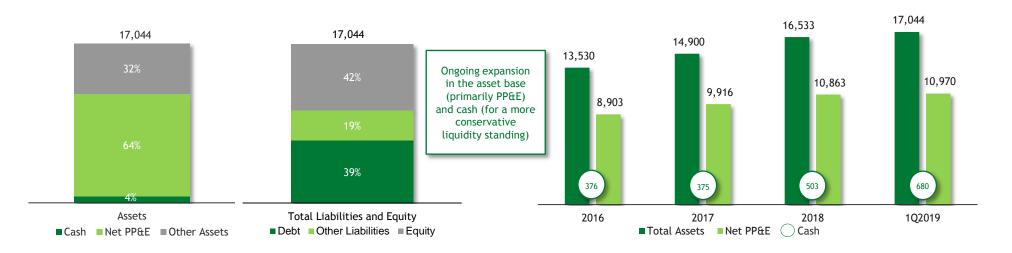
Balance Sheet Highlights



Strong expansion of the asset base; deleverage expected both organically (i.e. construction completion, assets coming on stream) and through specific actions (e.g. asset sales)

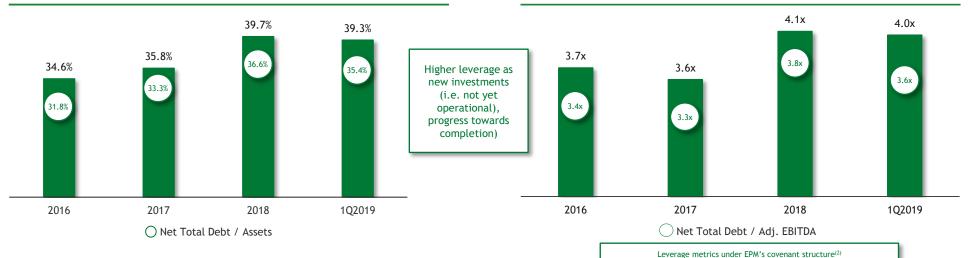


Total Assets and PP&E (USD millions)



Total Debt / Total Assets

Total Debt / Adj. EBITDA(1)



^{(1) 1}Q2019 Leverage Metrics use LTM2019 EBITDA

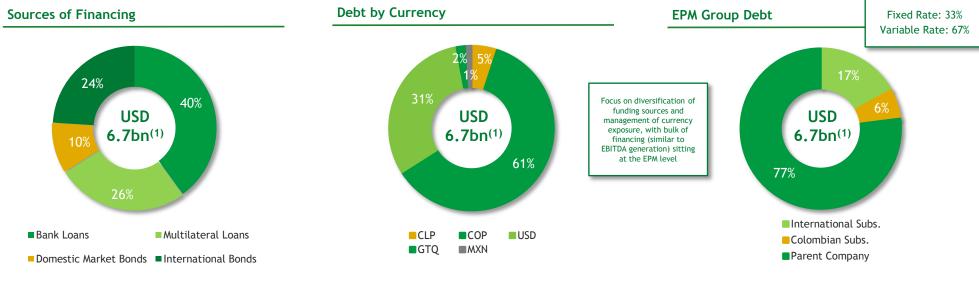
Long Term Debt/EBITDA - 2016: 3.7x, 2017: 3.4x, 2018: 3.9x, 1Q 19: 4.0x

⁽²⁾ Contractual leverage metrics (i.e. covenant calculations) are accounted for as the sum of amortizations and leasings that are >1yr; Accounting leverage metrics (i.e. displayed graphically herein and as shown in the Offering Memorandum) are accounted for as the PV of capital, interests and commissions that are >1yr
Source: EPM

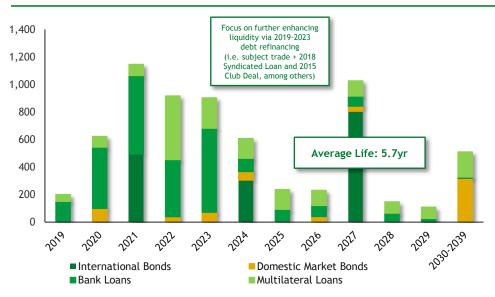
Debt Profile



Recent focus on funding source diversification (e.g. multilaterals, bank loans, return to USD international markets), liability management and enhanced liquidity management



Maturity Profile (USD millions)



Multi-pronged approach to deleveraging

- Strong management focus on reducing debt stock
- Key priority to maintain investment grade ratings
- Focus on near-term deleverage via:
 - non-core divestments
 - lower capex
 - cost-cutting
 - insurance recovery

Key Takeaways



- Colombia's largest multi-utility, vertically-integrated company with diversified regional presence that provides robustness across business cycles
- Market leadership in key segments (e.g. generation, distribution) with both natural and regulatory barriers to entry provides for monopolistic-type margins and returns
- Transparent, market-oriented and stable industry regulatory framework that provides cash flow visibility
- Solid operational track record and sound financial profile with ample access to credit markets
- Decisive and all-encompassing response to Ituango contingency positions EPM in a strong liquidity position while keeping long-term growth prospects in place
 - Quasi-sovereign entity, 100% owned by the Municipality of Medellin, with a best-in-class corporate governance model



Appendix

Section 5

Financial Statements (1/2)

(7)

Income Statement Highlights

(USD millions)	2016	2017	2018	LTM2019	1Q2018	1Q2019
Revenue	4,992	4,699	5,141	5,285	1,205	1,350
Revenue growth	14.0%	-5.9%	9.4%	N/A	7.2%	12.0%
Adj. EBITDA	1,270	1,502	1,611	1,662	406	457
Adj. EBITDA margin	25.4%	32.0%	31.3%	31.4%	33.7%	33.9%
Financial Expense	312	322	331	355	79	103
Adj. EBITDA / Financial Expense	4.1x	4.7x	4.9x	4.7x	5.2x	4.4x
Net Income	660	867	773	906	165	298
Net Margin	13.2%	18.4%	15.0%	17.1%	13.7%	22.1%
Dividends (city of Medellin)	257	318	379	N/A	N/A	N/A
Capital Expenditures	1,257	1,380	1,146	954	277	85

Source: EPM Financial Statements

Financial Statements (2/2)



Balance Sheet Highlights

(USD millions)	2016	2017	2018	1Q2019
Cash & Cash Equivalents	376	375	503	680
Total Assets	13,530	14,900	16,533	17,044
Short-Term Debt (current financial obligations)	596	895	1,514	990
Long-Term Debt (non-current financial obligations)	4,080	4,446	5,049	5,716
Total Debt	4,677	5,342	6,563	6,706
Net Debt	4,301	4,966	6,059	6,027
Total Equity	6,231	6,573	6,941	7,078
Total Capitalization	10,908	11,915	13,504	13,784
Total Debt / Total Cap.	42.9%	44.8%	48.6%	48.7%
Total Debt / Adj. EBITDA ⁽¹⁾	3.7x	3.6x	4.1x	4.0x
Net Total Debt / Adj. EBITDA ⁽¹⁾	3.4x	3.3x	3.8x	3.6x

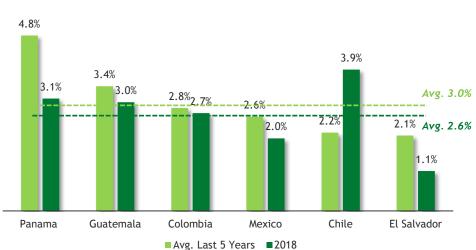
(1) 1Q2019 Leverage Metrics use LTM EBITDA Source: EPM Financial Statements

Portfolio Country Highlights



Colombia, Chile, El Salvador, Guatemala, Mexico, Panama

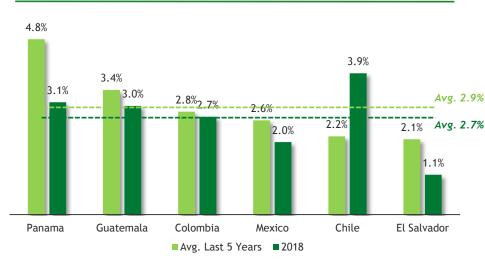
GDP Growth Rates, Historical vs Peers (%)



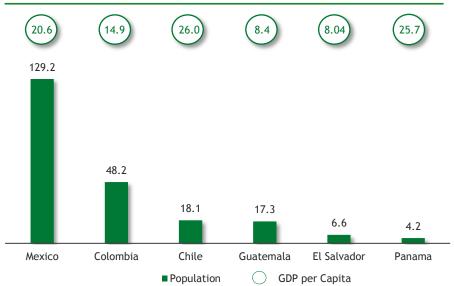
Unemployment Rates, Historical (%)



Inflation Rates, Historical vs Peers (%)



Population (millions) and GDP per Capita (USD'000)



Source: Country Central Banks, World Bank, IMF, Bloomberg

Panoramic View - Surface of Works





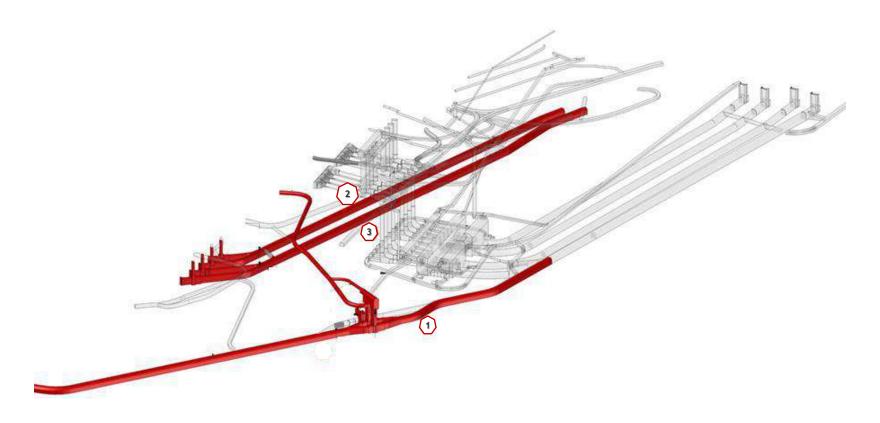
General Plan - Surface Works





General Plan - Underground Works



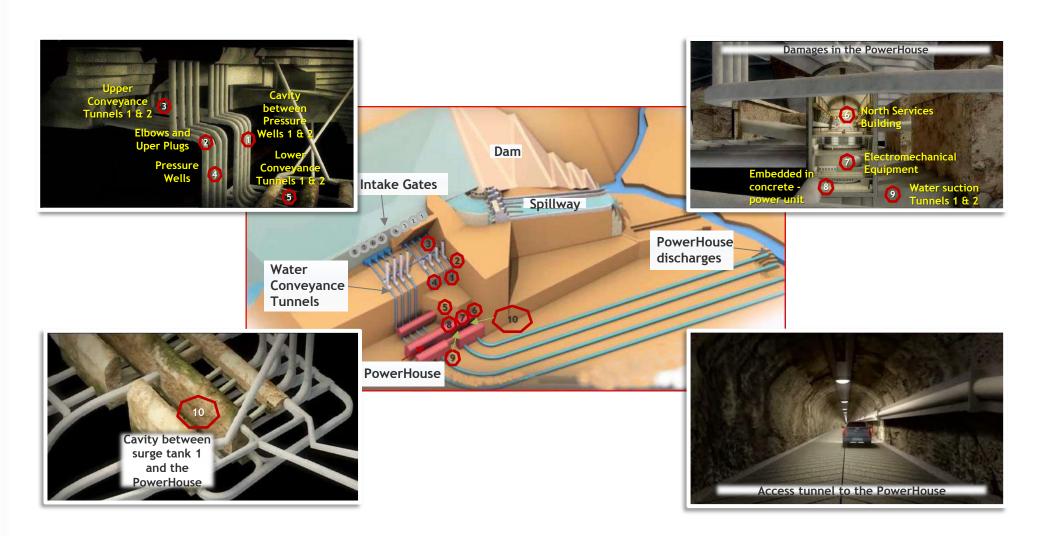


Characteristics of the ADG	
Length	2270m
Intake Level	212.8 msnm
Discharge Level	207 msnm
Tunnels Section	14x14m
Gates Section	7x14m

Location of underground works					
1	Auxiliary Diversion Tunnel (ADT)				
2	Left Diversion Tunnel				
3	Right Diversion Tunnel				

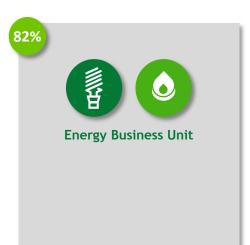
General Plan - Underground Works



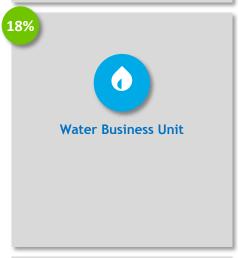


Grupo EPM Corporate Structure











Telecommunications Business⁽¹⁾

tigo

Denotes % of EBITDA

Corporate Governance Overview



General Agreement for Corporate Governance with the City of Medellín

- ✓ The City of Medellin and EPM signed an agreement (dated 4/23/07) that protects EPM from political interference as well as the administrative and financial independence of the company. Pursuant to the Agreement, the City agreed:
 - not to interact with EPM or its officers except through EPM's Board of Directors(1),
 - not to intervene in EPM's contracting process,
 - · not to interfere with EPM's financial planning and management, and
 - to appoint no less than five independent directors

BoD Committees: Audit, Projects Monitoring, Management, Strategy & Investments

Board of Directors

- ✓ BoD consists of 9 directors, comprised of the Mayor of Medellín, as Chairman, and:
 - 5 directors freely appointed by the Mayor + 3 directors appointed by the Mayor from among representatives of groups of customers registered according to the law
- ✓ Members are appointed for an indefinite period of time and may be removed at any time by the Mayor. Neither the Mayor nor any member of the BoD who is a public officer has a right to compensation

Corporate Governance Code

- ✓ In accordance with Colombian law, the BoD adopted a Corporate Governance Code which sets forth the governance, conduct and information disclosure practices that must be followed by all members of EPM
- Follows international standards regarding relationships with controlling entities, BoD roles and the control and disclosure of information