

**“Código País” Survey. Code of Best Corporate Practices - Colombia**

Issuer Name: Celsia S.A. E.S.P.  
 Issuer TIN number: 811.030.322-7  
 Name of Legal Representative: Rafael José Olivella Vives  
 ID Number: 7.143.397  
 Assessment Period : January 1 of 2014 to December 31 of 2014  
 Entity code assigned by CFS : 261-05  
 Legal Nature of the Society: Stock company

**I. GENERAL SHAREHOLDERS´MEETING**

**Notice of Meeting**

**Question 1**

	YES	NO
<b>Question:</b> Was the necessary documentation regarding the topics to be discussed made available to the shareholders during the last General Shareholders' Meeting, within the term of the call to the meeting and at the registered offices? (Measure 1)	X	
<b>Explanation*:</b> The information of the Company was available for the shareholders for the exercise of the Right of Inspection for the calling term of the Meeting. Additionally, the financial information and the propositions to be considered by the Stockholders Meeting were published in the web page of the company.		

**Question 2**

	YES	NO
<b>Question:</b> Does the information made available to the shareholders during the term of the call to the General Shareholder's Meeting contain the proposed candidates for the Board of Directors? (Measure 2)	X	
<b>Explanation*:</b> At the General Shareholder´s Meeting held in 2014, there was no election of Board of Directors. In case proposals for the integration of the Board of Directors are known, they are made available to the shareholders during the call term.		

**Question 3**

	YES	NO	N/A
<b>Supposition:</b> If the issuer has links to a parent company and/or subsidiaries, answer Yes or No to the question. Otherwise, answer N/A. <b>Question:</b> Did the issuer make available to the shareholders the financial information of the issuer's subsidiaries and parent company? (Measure 2)	X		
<b>Explanation*:</b> During the call term and the exercising the inspection right, the financial information of the companies in which there was a participation in the subscribed and paid capital higher than 50% was available to the shareholders. The financial information of the parent company (Grupo Argos) was also available for the shareholders. The consolidated financial statements were given to the shareholders at the General Shareholders Meeting.			

**Question 4**

	YES	NO	N/A
<b>Supposition:</b> If the issuer has a website, answer yes or no to the question. Otherwise, answer N/A. <b>Question:</b> Was the call to the last General Shareholders' Meeting, and any other information necessary for the meeting, published on	X		

the issuer's website? (Measure 3)			
<b>Explanation*:</b> The call for the General Shareholders Meeting and information required by the shareholders during the Meeting was published in the Company's web site. The calling was also published in a widely circulation newspaper of the social domicile and additionally in a national newspaper of wide circulation.			

**Question 5**

	YES	NO
<b>Question:</b> Were specifically disaggregated the different issues included at the agenda set for the Shareholders' Meeting held during the assessment period? (Measure 4)	X	
<b>Explanation*:</b> All the matters of the agenda were clearly discriminated. Prior to the General Shareholders Meeting the agenda was published at the website of the company. Additionally, at the meeting were followed one by one, in a logical order, all matters on the agenda published so there was not confusion in the discussion. The matters were treated in a clear and understandable language.		

**Execution of the Meeting**

**Question 6**

	YES	NO	N/A
<b>Supposition:</b> If there was a segregation according to the terms included in the glossary, answer yes or no to the question. Otherwise, answer N/A. <b>Question:</b> Was the segregation approved the General Shareholders' Meeting? (Measure 5)			X
<b>Explanation*:</b> In the evaluated term there were not segregation.			

**Question 7**

	YES	NO	N/A
<b>Supposition:</b> If there was a segregation according to the terms included in the glossary, answer yes or no to the question. Otherwise, answer N/A. <b>Question:</b> Was the segregation included in the Call of the Meeting where it was adopted?			X
<b>Explanation*:</b> In the evaluated term there were not segregation.			

**Question 8**

	YES	NO	N/A
<b>Supposition:</b> If the corporate purpose of the issuer has changed, answer yes or no to the question. Otherwise, answer N/A. <b>Question:</b> Was the change in the corporate purpose included in the call of the Meeting where it was adopted? (Measure 6)			X
<b>Explanation*:</b> In the evaluated term there was not any modification to the corporate purpose.			

**Question 9**

	YES	NO	N/A
<b>Supposition:</b> In the case of the adoption in the Meeting of Shareholders of the resignation preference rights in the subscription, answer the question, otherwise answer N/A			X

<b>Question:</b> Was the renounce to the right of preference included in the call for the General Shareholder's Meeting where it was adopted? (Measure 6)			
<b>Explanation*:</b> In the evaluated term there were not renounce to the right of preference.			

#### Question 10

	YES	NO	N/A
<b>Supposition:</b> In the event that in the Shareholders Meeting were changed the registered office of the company, answer the question, otherwise answer N/A. <b>Question:</b> Was the change of registered office address included in the Call to the Meeting where it was adopted? (Measure 6)			X
<b>Explanation*:</b> In the evaluated period there was not change on the registered office.			

#### Question 11

	YES	NO	N/A
<b>Supposition:</b> If the Shareholders' Meeting decided on anticipated dissolution, answer Yes or No to the question. Otherwise, answer N/A. <b>Question:</b> Was the anticipated dissolution included in the Call to the Meeting where it was adopted?			X
<b>Explanation*:</b> In the evaluated term there were not anticipated dissolution.			

#### Question 12

	YES	NO
<b>Question:</b> Does the issuer have electronic median available that allows shareholders who are unable to attend the Shareholders' Meeting to follow its development? (Measure 7)	X	
<b>Explanation*:</b> The Shareholders General Meeting was transmitted online in the web page of the company, allowing the shareholders who were unable to attend, follow online the development of the meeting. Likewise, the possibility to follow the meeting online was reported through the mechanism of relevant information of the Financial Superintendence.		

### Approval of Relevant Operations

#### Question 13

	YES	NO	N/A
<b>Supposition:</b> If during the assessed period there have been relevant operations undertaken with economic associates other than those made with following conditions: a. Operations carried out at market rate, generally set by the supplier of the good or service in question, and b. Ordinary operations of the issuer that are not material. Answer yes or no to the question, otherwise answer N/A.. <b>Question:</b> Were the relevant operations made with the economic associates referred to in the supposition, unless the issuer is unable to advance due to an express legal provision, approved by the General Shareholders' Meeting? (Measure 8)			X
<b>Explanation*:</b> During the assessed period no relevant operations were carried out with related companies that had to be approved by the Shareholders General Meeting as those were made under market conditions and treated of operations made in the ordinary course of the company that does not have the quality of materials.			

## Rights and equitable treatment of shareholders

### Question 14

	YES	NO
<b>Question:</b> Does the issuer disclose to the public the rights and obligations inherent to the shareholders in a clear, accurate and comprehensive manner? (Measure 9)	X	
<b>Explanation*:</b> The Corporate Governance Code and the Social Bylaws of the Company include the rights and obligations of the shareholders. Both the Code of Good Governance and the Social Bylaws have been widely disclosed and they are published in the web page of the Company. The rights and obligations of shareholders are published clearly and accurately and in a simple and accessible language.		

### Question 15

	YES	NO
<b>Question:</b> Does the issuer permanently disclose to the public the types of shares issued? (Measure 10)	X	
<b>Explanation*:</b> The company has on circulation ordinary shares and bonds. Such information is published in the web page of the company and additionally, at the Social Bylaws and the Corporate Governance Code, which are also published in the above-mentioned web page. Additionally, such information is available for the market in the web page of the Financial Superintendence of Colombia and the webpage of the Colombia Stock market		

### Question 16

	YES	NO
<b>Question:</b> Does the issuer permanently disclose to the public the amount of shares issued? (Measure 10)	X	
<b>Explanation*:</b> The information about the number of the shares issued by Celsia is published in the web page of the Company and additionally, it is included in the Social Bylaws, which are also published in the above-mentioned web page. Additionally, this information is available for the market in the web page of the Financial Superintendence of Colombia, of the Stock Market in Colombia (BVC) and in the certificate of existence and representation of the Company.		

### Question 17

	YES	NO
<b>Question:</b> Does the issuer permanently disclose to the public the amount of shares held in reserve for each class of shares? (Measure 10)	X	
<b>Explanation*:</b> In the web page of the Company is published the number of reserved shares. This information is available for the shareholders at any time.		

### Question 18

	YES	NO
<b>Question:</b> Does the issuer have an internal regulation for the operating of the General Shareholders' Meeting? (Measure 11)	X	
<b>Explanation*:</b> The Company has an Internal Regulations for the General Meeting of Shareholders, which are contained in the Bylaws and the Corporate Governance Code documents that are available to shareholders on the website of the company.		

### Question 19

	YES	NO	N/A
<b>Supposition:</b> If the issuer has internal regulations for the General Shareholders' meeting, answer yes or no to the question. Otherwise, answer N/A.	X		
<b>Question:</b> Does the Internal Regulations for the Shareholders' Meeting include measures regarding the Call to the Meeting? (Measure 11)			

**Explanation\*:** The Regulations of the General Shareholders are contained in the company Bylaws and the Corporate Governance Code, which include measures about the call of the meeting. These stipulates, among other things, that the call should inform the date, time, place and agenda of the meeting, the call must be published in a newspaper that circulates in the main address of the company, and when in the regular meeting aim to approve year-end balances, this notice shall be done with a minimum anticipation that in our case exceed the legal call term (for the assessed period it was considered twenty (20) business days for the call, this article was modified in 2015 maintaining a longer term the legally required). Additionally, it is determined that to promote greater involvement of shareholders, the notice of the call shall be published on the website of the company.

#### Question 20

	YES	NO	N/A
<b>Supposition:</b> If the issuer has internal regulations for the General Shareholders' meeting, answer yes or no to the question. Otherwise, answer N/A. <b>Question:</b> Do the Internal Regulations for the Shareholders' Meeting include measures regarding its execution? (Measure 11)	X		
<b>Explanation*:</b> In the Bylaws and in the Corporate Governance Code of the company, measures to be taken into account to hold the Shareholders General Meeting are established. For example, the anticipation for the call, the way to operate the Meeting by its own right, the reports the shareholders have to submit to its administration to be approved, the quorum to deliberate and decide the representation of the shareholders in the meeting among other topics.			

## II. BOARD OF DIRECTORS

### Size, Composition and Operation

#### Question 21

	YES	NO
<b>Question:</b> Is the issuer's Board of Directors made up of an odd number of members sufficient for the adequate performance of its duties? (Measure 12)	X	
<b>Explanation*:</b> In accordance of the company Bylaws and the Corporate Governance Code, the Board of Directors of the Company consists of seven (7) principal without alternates.		

#### Question 22

	YES	NO
<b>Question:</b> Does the issuer's Board of Directors meet at least once a month? (Measure 13)	X	
<b>Explanation*:</b> During the assessed period the Board of Directors of the company celebrated 13 meetings, taking into account the presential and not presential meetings. With the reform made to the company Bylaws approved by the Shareholders meeting of 2015, the Board of Directors shall meet at least monthly.		

#### Question 23

	YES	NO
<b>Question:</b> Does the Board of Directors have Internal Operating Regulations? (Measure 14)	X	
<b>Explanation*:</b> The Bylaws of the company provide, among others, provisions about the composition, performance, features, of the presidency and vice-presidency, delegation, disabilities and remuneration of the Board of Directors. Additionally , the Corporate Governance Code contains Regulations for the Board of Directors, which includes the main		

responsibilities of the Board, the requirements to be considered independent member, incompatibilities, election, shaping and compensation, and duties of the President, Vice-president, external advisors , regulations about the Board of Director's meetings (including meetings without the presence of company officials), quality of information to be transmitted to the Board, training and induction of members of the Board of Directors , evaluation and duties of the President and secretary of the company in relation to the Board , committees of management and support, among other issues.

**Question 24**

	YES	NO	N/A
<p><b>Supposition:</b> If the issuer has internal regulations for the Board of Directors, answer yes or no to the question.  <b>Question:</b> Were all of the issuer's shareholders informed of the Board of Directors' Internal Operating Regulations?</p>	X		
<p><b>Explanation*:</b> The Internal Regulations of the Board of Directors is contained in the Corporate Governance Code and the Bylaws of the company, documents that have been disseminated to shareholders and are published on the website of the company, permanently available for consultation.</p>			

**Question 25**

	YES	NO	N/A
<p><b>Supposition:</b> If the issuer has internal regulations for the Board of Directors, answer yes or no to the question. Otherwise, answer N/A.  <b>Question:</b> Are the Board of Directors' Internal Operating Regulations mandatory for all of its members? (Measure 14)</p>	X		
<p><b>Explanation*:</b> All provisions of the Corporate Governance Code and the Bylaws regarding the operation of the Board of Directors are binding for all its members. In case of breach or violation of its rules and procedures, appropriate sanctions will be applied in each case, in accordance with current regulations and the company Bylaws.</p>			

**Question 26**

	YES	NO	N/A
<p><b>Supposition:</b> If the issuer has internal regulations for the Board of Directors, answer yes or no to the question. Otherwise, answer N/A.  <b>Question:</b> Does the Board of Directors' Internal Operating Regulations consider the topic of the information that must be made available to the members of Board who are appointed for the first time and in general the suggestions of Measure 18? (Measure 14)</p>	X		
<p><b>Explanation*:</b> In the internal regulations of the Board of Directors included in the Corporate Governance Code is provided that when a member is appointed for the first time, shall be available enough information so an specific knowledge about company and the electricity sector , as well as information on the responsibilities, obligations and duties.</p> <p>Also in the Regulations of the Board of Directors is determined that the company will design the induction, updating, and training program for people who serve as members of the Board of Directors.</p> <p>In line with the above, the Sustainability and Corporate Governance Committee is responsible for promoting the training of members of the Board, as well as proper training and education in areas related to the business of the company.</p>			

**Question 27**

	YES	NO	N/A
<p><b>Supposition:</b> If the issuer has internal regulations for the Board of Directors, answer yes or no to the question. Otherwise, answer N/A.</p> <p><b>Question:</b> Do the Board of Directors' Internal Operating Regulations ask that the minutes of the meetings shall identify the support documents that served as the basis for decision-making, as well as the reasons for agreement or disagreement when reaching decisions, and do they generally take into account the suggestions of Measure 19? (Measure 14)</p>	X		
<p><b>Explanation*:</b> The regulation of operations of the Board of Directors contained in the Corporate Governance Code, establishes that as long as there are relevant decisions, the minutes from the meetings of the Board of Directors should refer to the studies, reasons and the other information sources that were the base to make the decision, as well as the reasons in favor and against to be taken into account to made them.</p>			

**Question 28**

	YES	NO	N/A
<p><b>Supposition:</b> If the issuer has internal regulations for the Board of Directors, answer yes or no to the question. Otherwise, answer N/A.</p> <p><b>Question:</b> Do the Board of Directors' Internal Operating Regulations consider the time prior to the Board meeting within which the information must be submitted to the members, and in general the suggestions of Measure 20? (Measure 14)</p>	X		
<p><b>Explanation*:</b> The Regulations of the Board of Directors contained in the Corporate Governance Code, states that the members of the Board have access to the relevant information necessary for the decision making in a term not less than three (3) business days prior to the Board meeting, the information should be sent by mail or any other way.</p> <p>In compliance with the Corporate Governance Code, the company implemented in 2014, an application for electronic tablets, among other features, is designed so that the information prior to the meetings of Board is consulted on that application.</p>			

**Question 29**

	YES	NO	N/A
<p><b>Supposition:</b> If the issuer has internal regulations for the Board of Directors, answer yes or no to the question. Otherwise, answer N/A.</p> <p><b>Question:</b> Do the Board of Directors' Internal Operating Regulations stipulate that the time prior to the meeting within which the information is to be submitted to the members of the Board is less than two (2) days? (Measure 20)</p>		X	
<p><b>Explanation*:</b> The information required by members of the Board of Directors, shall be sent in not less than three (3) business days prior to the Board meeting at which it is intended to consider topic related to the information submitted.</p>			

**Question 30**

	YES	NO	N/A
<p><b>Supposition:</b> If the issuer has internal regulations for the Board of Directors, answer yes or no to the question. Otherwise, answer N/A.</p> <p><b>Question:</b> Does the Board of Directors' Internal Operating Regulations establish the ways by which the Board members may request the information before the meeting? (Measure 20)</p>	X		

**Explanation\*:** In accordance with that established in the internal regulation, the Board of Directors and each of its members shall have direct access to the officials that they consider a required to perform the tasks related to its quality. It includes the possibility to access the installations of the company to known closely and directly the company operations.

Likewise, the internal regulations for the Board of Directors established the duty to have an electronic information system for the members of the Board of Directors. That electronic information system was adopted in the company and it consists in an application to be installed in electronic tablets. This application allows the members of the Board to have permanent access to information related with the meetings of the Board and general information of the company.

### Question 31

	YES	NO	N/A
<p><b>Supposition:</b> If the issuer has internal regulations for the Board of Directors, answer yes or no to the question. Otherwise, answer N/A.</p> <p><b>Question:</b> Does the Board of Directors' Internal Operating Regulations consider the possibility that by request of any of its members, may hire an external consultant in order to contribute judgment elements needed to adopt certain decisions? (Measure 22)</p>	X		
<p><b>Explanation*:</b> In agreement with that established in the regulation of operation of the Board of Directors included in the Corporate Governance Code of the Company, upon the request of any of its members or its committees, it may directly contract or order to the administration the contracting of external advisors for the service of the Board of Directors, independent from the ones contracted by the management, when deemed necessary for the proper performance of their duties and not limited to legal, financial, strategic, governance, sustainability or compensation advising. For this purpose the company will allocate an item in its annual budget.</p>			

### Question 32

	YES	NO	N/A
<p><b>Supposition:</b> If the issuer has internal regulations for the Board of Directors, answer yes or no to the question. Otherwise, answer N/A.</p> <p><b>Question:</b> Does the Board of Directors' Internal Operating Regulations consider the conditions under which said entity, by request of any of its members, may hire an external consultant in order to contribute judgment elements needed to adopt certain decisions? (Measure 22)</p>	X		
<p><b>Explanation*:</b> The only condition defined by the regulations is that the one asking for the advisory considers that it is required by the better performance of the Board of Directors, and its members will be free to request the external advise they consider relevant and required for a better performance of its position.</p>			

### Question 33

	YES	NO
<p><b>Question:</b> In order to appoint a member of the Board, does the issuer consider if the potential member meets the professional background, education and experience requirements for the best possible performance of his/her duties? (Measure 15)</p>	X	
<p><b>Explanation*:</b> As contained in the Code of Good Governance for the election of the members of the Board of Directors, should be take into account gender diversity, the company should have a team of members of recognized professional, experience in business management, as well as outstanding personal and moral qualities.</p>		

**Question 34**

	YES	NO
<b>Question:</b> Are the majority of the members of the Board, or the entity that acts as such, independent? (Measure 16)	X	
<p><b>Explanation*:</b> In accordance with the Bylaws of Celsia, most of the members of the Board of Directors elected must meet the requirements to be considered as independent members, and so must declare at the time to accept the inclusion in the corresponding proposal. Note that the requirements of the company to consider a Board member as an independent are more demanding than those brought by Law 964 of 2005.</p> <p>Four (4) of the seven (7) members of the Board appointed for the period between April 2013 and March 2015, are eligible to be considered as independent members.</p>		

**Rights and duties of the members of the Board of Directors****Question 35**

	YES	NO
<b>Question:</b> Do the members of the Board report the existence of direct or indirect relationships they may have with any interest group that may result in conflicts of interest or influence their opinion or vote? (Measure 17)	X	
<p><b>Explanation*:</b> At the Code of Corporate Conduct which is related on what and how conflicts of interest are handled. In this code is established that the members of the Board of Directors should complete an Annual Statement of Potential Sources of Conflict of Interest, in addition, in the event that the conflict of interest is presented in the period between two annual statements must disclose it to the Business Conduct Officer who will decide on the conflict or submit it to the Board of Directors or Shareholders as appropriate according to the Bylaws and the Law.</p>		

**Question 36**

	YES	NO
<b>Question:</b> Does the issuer provide its first-time Board members enough information for them to have specific knowledge about the issuer and the industry in which it operates? (Measure 18)	X	
<p><b>Explanation*:</b> The Regulations of the Board of Directors contained in the Corporate Governance Code provides that when a member of Board of Directors is appointed for the first time, the company must give enough information so they can have a specific knowledge about the company and the electricity sector, as well as information related to the responsibilities, obligations and duties arising from his office. For this purpose, the company designs induction updates, and training programs for people who serve as members of the Board.</p> <p>Although during 2014 were not elected Board of Directors, the members of the Board elected for the period between April 2013 and March 2015 (within which there are three new members) participated in training on corporate governance, specifically in operation boards. Additionally, during this year international experts presented to the Board global trends in the electricity sector and its possible implications for the company, as well as the issue of non-conventional renewable energies.</p> <p>Also in 2014 the company implemented an application for electronic tablets that allows directors to have permanently available information of interest related to the company and the business, among other features</p>		

**Question 37**

	YES	NO
<b>Question:</b> Does the issuer make available to its members of the Board of Directors first appointed, the information related to the responsibilities, obligations and responsibilities arising from the charge? (Measure 18)	X	
<b>Explanation*:</b> As above-mentioned in the previous question, pursuant to the prescriptions of the Corporate Governance Code of Celsia, is an obligation of the company to supply the relevant information so the members of the Board of Directors know the Company and its business, including the information under its responsibilities, obligations and functions. Such obligations, attributions and responsibilities are contained in Law, Bylaws and in the Code of Corporate Governance. This program was implemented for the training of new Board members elected for the period 2013-2015.		

**Question 38**

	YES	NO
<b>Question:</b> Do the minutes of the Board meetings identify the studies, grounds and other sources of information that served as the basis for decision-making? (Measure 19)	X	
<b>Explanation*:</b> When requested and being relevant decisions, the Minutes from the Board of Directors shall identify the studies, legal basis or any other information source in which the decisions were based.		

**Question 39**

	YES	NO
<b>Question:</b> Do the minutes of the Board meetings include the reasons for agreement or disagreement considered during the decision-making process? (Measure 19)	X	
<b>Explanation*:</b> When necessary, and in compliance with the provision of the Code of Corporate Governance in the case of important decisions, the minutes of the meetings of the Board of Directors must identify the foundations and sources of information that forms the basis for the decision likewise the reasons for and against it that were considered for the decision.		

**Question 40**

	YES	NO
<b>Question:</b> Does the issuer provide to the Board members the relevant information for decision-making (based on the agenda included in the Call) at least two (2) days prior to the meeting? (Measure 20)	X	
<b>Explanation*:</b> In accordance with the Corporate Governance Code of the company, when in accordance to the agenda of the meeting are to discuss relevant issues for the company, the relevant information is forwarded or available to members of the Board of Directors at least three (3) business days in advance.		

**Question 41**

	YES	NO	N/A
<b>Supposition:</b> If the issuer's Board of Directors has alternate members, answer yes or no to the question. Otherwise, answer N/A. <b>Question:</b> Does the issuer make sure that the alternate members are adequately informed of the topics submitted for consideration by the Board, so that whenever they need to replace a core member they are sufficiently knowledgeable to perform this task? (Measure 21)			X
<b>Explanation*:</b> By regulation from the Bylaws, the Board of Directors of the Company does not have alternate members.			

**Question 42**

	YES	NO
<b>Question:</b> Does the issuer have a budget item to support the eventual hiring of an external consultant by the Board of Directors, at the request of any of its members, to contribute judgment elements needed to adopt certain decisions? (Measure 22)	X	
<b>Explanation*:</b> At the request of any member, the Board may hire outside advisors as it deems necessary for the proper performance of their duties, to that end, the company allocates an item in its annual budget.		

**Support committees**

**Question 43**

	YES	NO	N/A
<b>Supposition:</b> If there is a permanent committee, other than the one required by law, whose purpose is among other things to support the Board of Directors in matters of appointments and remuneration, answer yes or no to the question. Otherwise, answer N/A. <b>Question:</b> Is the Appointments and Remuneration Committee integrated of at least one Board of Directors member?	X		
<b>Explanation*:</b> In accordance of the Corporate Governance Code, the Human Committee of the company is composed by three (3) members of the Board of Directors of which at least one (1) must be independent.			

**Question 44**

	YES	NO	N/A
<b>Supposition:</b> If there is a permanent committee, other than the one required by law, whose purpose is among other things to support the Board of Directors in matters of appointments and remuneration, answer yes or no to the question. Otherwise, answer N/A. <b>Question:</b> Does the Appointments and Remuneration Committee support the Board of Directors in reviewing the performance of senior management, meaning the President and the officials of the next lower level? (Measure 24)	X		
<b>Explanation*:</b> In agreement with the Corporate Governance Code of the company, one of the duties of the Human Committee is to establish the policies to observe in the selection, evaluation, development and remuneration processes of every employee, including the company's President and senior management.			

**Question 45**

	YES	NO	N/A
<b>Supposition:</b> If there is a permanent committee, other than the one required by law, whose purpose is among other things to support the Board of Directors in matters of appointments and remuneration, answer yes or no to the question. Otherwise, answer N/A. <b>Question:</b> The Appointments and Compensation Committee proposes a policy of wages and salaries for employees of the issuer, including senior management? (Measure 24)	X		
<b>Explanation*:</b> In accordance with the Corporate Governance Code of Celsia, the Human Committee is responsible for defining and indeed defines the compensation policy of the employees of the company, including the President and senior management.			

**Question 46**

	YES	NO	N/A
<b>Supposition:</b> If there is a permanent committee, other than the one	X		

required by law, whose purpose is among other things to support the Board of Directors in matters of appointments and remuneration, answer yes or no to the question. Otherwise, answer N/A. <b>Question:</b> Does the Appointments and Remuneration Committee propose the appointment, remuneration and removal of the company's President, or acting President? (Measure 24)			
<b>Explanation*:</b> As set forth in the Corporate Governance Code, one of the duties of the Human Committee is to recommend the appointment or removal of the President of the company. The Committee on the Human also establishes the policies to be followed in the selection process, evaluation, compensation and development of the President.			

**Question 47**

	YES	NO	N/A
<b>Supposition:</b> If there is a permanent committee, other than the one required by law, whose purpose is among other things to support the Board of Directors in matters of appointments and remuneration, answer yes or no to the question. Otherwise, answer N/A. <b>Question:</b> Does the Appointments and Remuneration Committee propose the objective criteria the issuer shall use to hire its top executives? (Measure 24)	X		
<b>Explanation*:</b> One of the duties of the Human Committee is to establish policies to be followed in the selection processes for all company employees, including the senior management.			

**Question 48**

	YES	NO	N/A
<b>Supposition:</b> If there is a permanent committee, other than things to support the Board of Directors in corporate governance matters, answer yes or no to the question. Otherwise, answer N/A. <b>Question:</b> Is the Corporate Governance Committee made up of at least one Board of Directors member? (Measure 23)	X		
<b>Explanation*:</b> In accordance with the Corporate Governance Code, the Sustainability and Corporate Governance Committee of the company is composed of three (3) members of the Board of Directors. The President of the Board is one of the members of this committee and further, at least one (1) of the members of the Committee must be independent.			

**Question 49**

	YES	NO	N/A
<b>Supposition:</b> If there is a permanent committee, other than the one required by law, whose purpose is among other things to support the Board of Directors in corporate governance matters, answer yes or no to the question. Otherwise, answer N/A. <b>Question:</b> Does the Corporate Governance Committee encharge to give the shareholders and the market in general complete, accurate and timely access to the information about the issuer that must be disclosed? (Measure 25)	X		
<b>Explanation*:</b> The Sustainability and Corporate Governance Committee has among its duties the communications with shareholders, other stakeholders and the general market. This Committee is in charge that the shareholders and the market in general have access to complete, accurate and timely to the company information to be disclosed.			

**Question 50**

	YES	NO	N/A
<p><b>Supposition:</b> If there is a permanent committee, other than the one required by law, whose purpose is among other things to support the Board of Directors in corporate governance matters, answer yes or no to the question. Otherwise, answer N/A.</p> <p><b>Question:</b> Does the Corporate Governance Committee reports about the performance of the Audit Committee? (Measure 25)</p>	X		
<p><b>Explanation*:</b> One of the duties of the Sustainability and Corporate Governance Committee is to inform and report about the activities made by the Audit and Finance Committee of the company.</p>			

**Question 51**

	YES	NO	N/A
<p><b>Supposition:</b> If there is a permanent committee, other than the one required by law, whose purpose is among other things to support the Board of Directors in corporate governance matters, answer yes or no to the question. Otherwise, answer N/A.</p> <p><b>Question:</b> Does the Corporate Governance Committee review and evaluate the manner in which the Board of Directors complied with its duties throughout the period? (Measure 25)</p>	X		
<p><b>Explanation*:</b> The Sustainability and Corporate Governance Committee is responsible for reviewing and evaluating the manner in which the Board of Directors complied with their duties during the period. In late 2014, an independent firm conducted the evaluation of the Board, whose main findings and recommendations are published on the website of the company.</p>			

**Question 52**

	YES	NO	N/A
<p><b>Supposition:</b> If there is a permanent committee, other than the one required by law, whose purpose is among other things to support the Board of Directors in corporate governance matters, answer yes or no to the question. Otherwise, answer N/A.</p> <p><b>Question:</b> Does the Corporate Governance Committee monitor the negotiations made by the members of the Board of Directors that involve shares issued by the company or by other companies within the same group? (Measure 25)</p>	X		
<p><b>Explanation*:</b> One of the duties of the Sustainability and Corporate Governance Committee is monitoring the negotiations made by the members of the Board of Directors with shares issued by the company. None of the Board members owns shares of the company. During the evaluation period was not registered any negotiation of company shares made by any member of the Board of Directors</p>			

**Question 53**

	YES	NO	N/A
<p><b>Supposition:</b> If there is a permanent committee, other than the one required by law, whose purpose is among other things to support the Board of Directors in corporate governance matters, answer yes or no to the question. Otherwise, answer N/A.</p> <p><b>Question:</b> Does the Corporate Governance Committee supervise the compliance of the remuneration policy for managers? (Measure 25)</p>	X		

Explanation\*: It is the duty of the Sustainability and Corporate Governance Committee to ensure compliance of the Corporate Governance Code, and in that sense, it should verify that the remuneration of the Board of Directors is made as provided in the Code.

For its part, the Human Committee, who is also a committee of management support of the Board of Directors, should ensure the compliance of the remuneration of employees of the company, including President.

#### Question 54

	YES	NO
Question: Aside from the duties established by law or in the Bylaws, does the Audit Committee pronounce itself through a written report about the possible operations in which the company may engage in with economic associates? (Measure 26)	X	
<b>Explanation*:</b> It is a duty of the Audit and Finance Committee to issue a concept, by written report regarding the possible operations planned with economic associates under the terms defined in the Bylaws.		

#### Question 55

	YES	NO
<b>Question:</b> Aside from the duties established by law or in the Bylaws, does the Audit Committee verify that the possible operations that the company may engage in with economic associates are carried out under market conditions and that they do not violate the equal treatment of shareholders? (Measure 26)	X	
<b>Explanation*:</b> The Audit Committee verifies that the transactions with the economic associates are held under market conditions as set, out in the Bylaws and the Code of Corporate Governance of the company. The company has not made any transaction contrary to the market conditions or its stockholders' equality.		

#### Question 56

	YES	NO
<b>Question:</b> Aside from the duties established by law or in the Bylaws, does the Audit Committee establish the policies, criteria and practices the issuer will use to put together disclose and disseminate its financial information? (Measure 26)	X	
<b>Explanation*:</b> In fulfilling its duties, the Audit and Finance Committee proposes to the Board of Directors policies, criteria and construction practices, about the disclosure and dissemination of financial information of the company.		

#### Question 57

	YES	NO
<b>Question:</b> Aside from the duties established by law or in the Bylaws, does the Audit Committee define the mechanisms to consolidate the information of the issuer's supervisory bodies that needs to be presented to the Board of Directors? (Measure 26)	X	
<b>Explanation*:</b> The Audit and Finance Committee is responsible for the establishment of mechanisms to consolidate the information from the Company's control bodies for the submission of the information to the Board of Directors.		

### III. DISCLOSURE OF FINANCIAL AND NON-FINANCIAL INFORMATION

#### Requests of Information

##### Question 58

	YES	NO
<b>Question:</b> Does the issuer have a point of contact available to its investors that serves as a channel of communication between them? (Measure 27)	X	
<p><b>Explanation*:</b> Celsia has an attention office for Shareholder who telephonically, by email or in person (at the offices of their principal residence) serves its shareholders. Information contact for shareholder services is posted on the website of the company. Additionally, Fiduciaria Bancolombia also attends nationally at its offices concerns and requests of the shareholders of Celsia.</p> <p>Likewise, the Corporate Governance Code includes the possibility for the shareholders to present solicitation or complaints by intermediate of the General Secretary of the company.</p>		

##### Question 59

	YES	NO
<b>Question:</b> When the issuer considers that the answer to an investor may put him/her at an advantage, does the issuer guarantee the other investors immediate access to said answer under the same economic conditions and in accordance with the mechanisms the issuer has established for this purpose? (Measure 28)	X	
<p><b>Explanation*:</b> When at the discretion of the company, the response or the information given to a shareholder or an investor confers an advantage in him/her, access to such response will be immediately provided to the rest of shareholders and/or investors, through the mechanisms established in the Corporate Governance Code, as are the publication of the relevant information in the page of the Financial Superintendence or disclosure at the company's web site.</p>		

##### Question 60

	YES	NO
<b>Question:</b> Can a group of shareholders request specialized audits? (Measure 29)	X	
<p><b>Explanation*:</b> In the Bylaws and the Code of Corporate Governance of the company is provided that a diverse group of shareholders representing at least twenty percent (20%) of the paid capital of the company or plural number of investors with at least twenty percent (20%) of the total amount of the various securities outstanding shares, in case of other securities issued by the company, may apply to the Board the authority to perform specialized audits.</p> <p>With the reform of the company Bylaws approved on march 2015, this percentage will decrease from 20% to 5%.</p>		

##### Question 61

	YES	NO	N/A
<b>Supposition:</b> If a group of shareholders can request specialized audits, answer yes or no to the question. Otherwise, answer N/A. <b>Question:</b> Is there a procedure that specifies the percentage of shares needed to request a specialized audit? (Measure 30)	X		
<p><b>Explanation*:</b> As stated in the Bylaws and the Corporate Governance Code, a plural group of shareholders representing at least twenty percent (20%) of the paid up capital of the company or plural number investors with at least twenty percent (20%) of the total amount of the various securities outstanding shares, in case of other securities issued by the company, may apply to the Board the authority to perform specialized audits.</p>			

**Question 62**

	YES	NO	N/A
<p><b>Supposition:</b> If a group of shareholders can request specialized audits, answer yes or no to the question. Otherwise, answer N/A.  <b>Question:</b> Is there a procedure that specifies how the share percentage needed to request specialized audits was determined? (Measure 30)</p>	X		
<p><b>Explanation*:</b> The minimum stock percentage to request specialized audits was established considering the historic floating the company. To December 31, 2014, the floating of Celsia was 47.65% of the Company's shares, including the participation of pension funds and severance and other minority.</p>			

**Question 63**

	YES	NO	N/A
<p><b>Supposition:</b> If a group of shareholders can request specialized audits, answer yes or no to the question. Otherwise, answer N/A.  <b>Question:</b> Is there a procedure that specifies the requirements for the specialized audit request</p>	X		
<p><b>Explanation*:</b> The Corporate Bylaws and the Corporate Governance Code regulate the development of the specialized audits, establishing some requirements and a specific procedure that allows shareholders or investors to know the requirements to be entitled to this right.</p>			

**Question 64**

	YES	NO	N/A
<p><b>Supposition:</b> If a group of shareholders can request specialized audits, answer yes or no to the question. Otherwise, answer N/A.  <b>Question:</b> Is there a procedure that specifies who is to carry out the specialized audit and how the auditor is appointed? (Measure 30)</p>	X		
<p><b>Explanation*:</b> The company Bylaws provides that the practice of the audit requested by the shareholders or investors must be done by an auditor who must be a firm or specialized and recognized in the field of auditing and control.</p>			

**Question 65**

	YES	NO	N/A
<p><b>Supposition:</b> If a group of shareholders can request specialized audits, answer yes or no to the question. Otherwise, answer N/A.  <b>Question:</b> Is there a procedure that specifies who should bear the cost of the specialized audit? (Measure 30)</p>	X		
<p><b>Explanation*:</b> The Corporate Governance Code defines that the cost of the audits must be assumed by the Shareholder or Investor who has requested it.</p>			

**Question 66**

	YES	NO	N/A
<p><b>Supposition:</b> If a group of shareholders can request specialized audits, answer yes or no to the question. Otherwise, answer N/A.  <b>Question:</b> Are the deadlines foreseen for each stage or step of the specialized auditing hiring procedure accurate? (Measure 30)</p>	X		
<p><b>Explanation*:</b> In the description of the application process and practice of specialized audits defined in the Bylaws and the Corporate Governance Code, is established clear and precise deadlines for the fulfillment of the different stages.</p>			

## Market Information

### Question 67

	YES	NO
<b>Question:</b> Are there mechanisms provided by the issuer that allow the dissemination to shareholders and investors of the material findings that result from internal control activities? (Measure 31)	X	
<b>Explanation*:</b> In case of any material findings resulting from activities of internal control, they shall be entered in the Minutes of the Audit Committee which are available to the shareholders as provided by the Right of Inspection. In addition, in the opinions of the Statutory Auditor, which are made available to shareholders during the Right of Inspection and that are delivered with the information for development of the Assembly, the internal control activities of the company are evaluated.		

### Question 68

<b>Question:</b> (Measure 32) The issuer shall disclose to the market the general policies applicable to remuneration and to any economic benefit granted to:		
	YES	NO
Miembros de Junta Directiva	X	
Representante legal	X	
Revisor Fiscal	X	
Asesores externos	X	
Audidores externos	X	
<b>Explanation*:</b> The company has defined and published the policy for the remuneration of its Board of Directors members, legal representatives, advisers and external auditors. As Auditor, you will apply the general remuneration policies of suppliers of goods and services of the company.		
On the other hand the Corporate Governance Code provides that the company will not contract with the Statutory Auditor, other than audit services.		

### Question 69

	YES	NO
<b>Question:</b> Does the issuer disclose to the market the contracts entered into with its directors, managers, top executives and legal representatives, including relatives, partners and other related parties? (Measure 33)	X	
<b>Explanation *:</b> During the assessment period, the company and its directors, managers, senior management and their legal representatives have had only had labor and ordinary statutory relations.		

### Question 70

	YES	NO
<b>Question:</b> Does the issuer disclose to the market its internal rules on conflict resolution? (Measure 34)	X	
<b>Explanation*:</b> The internal rules on conflict resolution are set forth in the Corporate Bylaws and Corporate Governance Code and the Conduct Corporate Code of the company, documents that have been widely spread, not only through their physical delivery, but that are disclosed on the company's web page..		

### Question 71

	YES	NO
<b>Question:</b> Does the issuer disclose to the market the criteria applicable to the negotiations its directors, managers and employees make with the shares and securities issued by them, such as preemptive rights? (Measure 35)	X	

**Explanation\*:** The Corporate Governance Code and the Corporate Conduct Code of Celsia S.A. E.S.P. define the related with the negotiation of shares by directors, managers, and officers of the company.

**Question 72**

	YES	NO
<b>Question:</b> Does the issuer disclose to the market the curriculum of the Board of Directors members and of the internal supervisory bodies, or their equivalent if these do not exist, as well as those of the legal representatives so as to reveal their qualifications and experience in relation to their capacity to perform their assigned tasks? (Measure 36)	X	
<b>Explanation*:</b> At the company's web page is available the curriculums of the members of the Board of Directors, legal representatives and internal control bodies.		

**Statutory Auditor**

**Question 73**

	YES	NO
<b>Question:</b> Has the issuer appointed as statutory auditor an individual or firm who have received income from the company and/or its economic associates that represented 25% or more of their income last year? (Measure 37)		X
<b>Explanation*:</b> The Corporate Governance Code sets forth the criteria that must be observed for the election of the Statutory Auditor of the company. Thereof it is established that no people of firms who have received income from the company and/or economic group representing twenty-five percent (25%) or more of its last annual income from the firm of Statutory Auditing shall be appointed. The Auditor elected in the evaluated period, has not received income from the company that represent 25% or more of their annual income.		

**Question 74**

	YES	NO
<b>Question:</b> Do the issuer or its economic associates hire the Statutory Auditor for more than auditing services? (Measure 38)		X
<b>Explanation*:</b> As provided under the Corporate Governance Code, the company shall not contract with the Statutory Auditor, services other than auditing. During the assessed period there were no other services contracted with the Statutory Auditor different from those of Statutory Auditor.		

**Question 75**

	YES	NO
<b>Question:</b> Do the contracts between the issuer and the statutory auditor have clauses about a five (5) year rotation of the natural persons who perform the auditing tasks? (Measure 39)	X	
<b>Explanation*:</b> Following the instructions of the Corporate Governance Code, the contract celebrated with the audit firm established that the natural person who act as Statutory Auditor must be rotated with a frequency of at least three (3) years.		

**Question 76**

	YES	NO
<b>Question:</b> Does the issuer demand from the statutory auditor that the rotated person must wait at least two (2) years before they resume auditing the same company? (Measure 39)	X	
<b>Explanation*:</b> As provided by the Corporate Governance Code, the person who has been rotated, can only resume the Statutory Auditing of the Company after a period of two (2) years, in this way is established in the corresponding contract.		

#### IV. CONFLICT RESOLUTION

##### Question 77

	YES	NO
<b>Question:</b> Does the issuer take steps to inform its shareholders of the legal procedure at their disposal to enforce the protection of their rights before the Colombian Financial Superintendence? (Measure 40)	X	
<b>Explanation*:</b> The web page of the company and the Corporate Governance Code provides information to shareholders and investors on the procedures they have to resort to the Financial Superintendence of Colombia when requiring effective protection of any right.		

##### Question 78

	YES	NO
<b>Question:</b> Has the issuer adopted the route of direct settlement to resolve conflicts between the issuer and the shareholders, between the shareholders and the managers and among the shareholders? (Measure 41)	X	
<b>Explanation*:</b> During the assessed period, there were no conflicts between the company and its shareholders, between the shareholders and administrators, nor the company has had knowledge of conflicts between shareholders or investors, for this reason there has been no unresolved conflicts, noting that the direct settlement is established as the first way of conflict resolution as indicated in the Corporate Bylaws and Corporative Governance Code.		

##### Question 79

	YES	NO
<b>Question:</b> Does the issuer provide an alternate way to resolve conflicts between the issuer and the shareholders, between the shareholders and the managers and among the shareholders? (Measure 41)	X	
<b>Explanation*:</b> At the Bylaws and the Corporate Governance Code are defined alternative forms of conflict resolution, which states that in case of conflict resolution not be achieved by direct settlement, any parties may attend the decision of an arbitration tribunal, which will decide on the law.		

#### Optional Question

##### Question 80

In addition to the measures recommended by the Country Code Survey, Celsia has adopted other measures of good governance during 2014.

A statutory amendment was approved at the regular meeting of the General Assembly held on March 25, 2014, to adopt good governance measures that were already included in the Corporate Governance Code, and included the amendment of Article 30 of the Bylaws consistent in: (i) indicate that the majority of Board members elected for a certain period must meet the requirements to be considered as independent members, and (ii) make more stringent criteria established by law to consider a member of Board of Directors as an independent. Similarly, Article 50 of the Statute was amended to include a minimum of five (5) business days for the submission of proposals related to the establishment of the Board.

The company adopted relevant policies such as anti-trust and anti-fraud policies.

Also during the year the company worked on the implementation of more and better content on the corporate website, which had a reorganization and new version of its interface, allowing the shareholder to easily identify the contents and navigate the web site of a friendlier way.

Similarly, as a measure of good governance, the company implemented an application for electronic tablets that allows directors to have permanently available, relevant information

regarding the company and the business, performing feedback for the not presential meetings, discuss draft minutes, consult the agenda of the meetings of the year, among other features.

Finally, the award for the second year of the IR recognition by the Colombia Stock Exchange which promotes among issuers adopting best practices for disclosure and investor relations, which will be reversed in interest stands public investor.

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**\* This model requires a specific pronouncement on the recommendations adopted from the Country Code and allows the entities to voluntarily add any further information, clarification or modality related to its corporate governance practices to the extent that it is relevant for the understanding of the responses, therefore, the space intended for the explanation of the recommendations is unlimited.**