

**MEMORANDUM
BOARD OF DIRECTORS
Celsia S.A.**

February 24, 2022

Dear:

Legal representatives, administrators, and other officials
Celsia S.A.

Subject: Measures to ensure compliance with Chapter Six of Title I of Part III of the Basic Legal Circular (External Circular 029 of 2014) of the Superintendencia Financiera de Colombia.

The Board of Directors of Celsia S.A. ("Celsia"), in order to fully comply with Chapter Six of Title I of Part III of the Basic Legal Circular (External Circular 029 of 2014) of the Superintendencia Financiera de Colombia, establish the following measures to guarantee the effective participation of all Shareholders in the ordinary meeting of the General Assembly of Shareholders to be held on March 23, 2022.

The legal representatives, administrators, and other officials of Celsia are ordered to:

1. Grant all Shareholders fair and equal treatment.
 2. Refrain from engaging in any conduct that contravenes the power of the Company's Shareholders to be represented at the Meeting. By virtue of this, the following behaviors are prohibited, whether they are carried out directly or through an intermediary:
 - Encourage, promote or suggest to Shareholders the granting of powers where the name of the representative is not clearly defined.
 - Receive powers of attorney for the Assembly from the Shareholders, where the name of the representative is not clearly defined.
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- Admit as valid powers of attorney conferred by the Shareholders, without fulfilling the requirements established in Article 184 of the Commercial Code.
- Suggest or determine the name of those who will act as proxies in the Assembly.
- Recommend to Shareholders that they vote for a certain list.
- Suggest, coordinate or agree with the Shareholders or with any representative of Shareholders, the presentation of proposals that must be submitted for consideration by the Assembly.
- Suggest, coordinate or agree with any Shareholder or with any representative of Shareholders, the vote in favor or against any proposal that is presented at the Meeting.

In order to ensure compliance with the indicated measures, and in general, to ensure compliance with Chapter Six of Title I of Part III of the Basic Legal Circular (External Circular 029 of 2014) of the Superintendencia Financiera de Colombia, as well as the legality of the powers of attorney that the Shareholders grant for the Assembly, a Special Committee will be constituted and will be made up of the Secretary of the Company and the Auditor of Celsia. Said Committee will render a report to the Board of Directors prior to the Assembly on compliance with this Circular and will suggest the necessary recommendations to avoid inconveniences in its application.

Information will be disclosed to the market under the terms of Chapter Six of Title I of Part III of the Basic Legal Circular (External Circular 029 of 2014) of the Superintendencia Financiera de Colombia.

Sincerely,

Jorge Mario Velasquez
President of the Board of Directors
Celsia S.A.
