

MOTION FOR AMENDMENT TO THE ARTICLES OF INCORPORATION

SHAREHOLDERS' MEETING
MARCH 2014





AMENDMENT TO THE BYLAWS



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DELETION OR MODIFICATION

ADDITION OR MODIFICATION



SHAREHOLDERS MEETING AMENDMENT TO THE BYLAWS RATIONALE



ISA requires the support of its shareholders to adequate the Corporate Bylaws to the new definitions of the Strategic Update ISA 2020 related to the change of corporate roles and responsibilities.

Current business reality demands that as company and parent company of Grupo ISA we shall have the technical, financial and legal capacity necessary to answer in a fast and effective way the new challenges we face, in this way making possible the development of the proposed goals and targets and compliance with the growth and return expectations posed by today's business world.

For such effect we present to the Honorable Shareholders' Meeting of ISA a proposition to amend articles 5 and 27 of the bylaws seeking to give clarity to the activities to be carried out by the corporation.

In light of the above considerations, the amendment to the bylaws that is going to be proposed is contained in the following presentation:



CHAPTER II PURPOSE AND GENERAL PROVISIONS. ARTICLE FIVE: CORPORATE PURPOSE



CHAPTER II: PURPOSE AND GENERAL PROVISIONS.

ARTICLE FIVE: CORPORATE PURPOSE: ISA's

corporate purpose is: 1) The operation and maintenance of its own transmission network. 2) The expansion of the national interconnection grid. 3) The planning and coordination of the operation of the resources of the National Interconnected System. 4) The administration of the Financial Settlement System and Trading of Energy in the Wholesale Energy Market. 5) The development of telecommunications systems, activities and services. 6) The direct and indirect participation in activities and services related to the transport of other energy sources, except for those restricted by law. 7) The provision of technical services in activities related to its corporate purpose and professional services required by the group's companies. 8) The development for third parties of any other activity related to the provision of electric power and telecommunications services within the regulation in force. 9) The direct and indirect participation in activities, services and investments related to engineering works.

CHAPTER II: PURPOSE AND GENERAL PROVISIONS. ARTICLE

FIVE: CORPORATE PURPOSE: ISA's corporate purpose is: 1) The delivery of the public service of electric energy transmission as established in Laws 142 and 143 of 1994 and any regulations amending or replacing them, as well as delivery of ancillary, supplementary and related services under the legal and regulatory framework in force. 2) The development of telecommunications systems, activities and services. 3) The direct and indirect participation in activities and services related to the transport of other energy sources. 4) The delivery of technical and non-technical services in activities related to its corporate purpose. 5) The development of infrastructure projects and their commercial exploitation, as well as the execution of activities related to the exercise of engineering under the terms of Law 842 of 2003 and the rules supplementing, amending or substituting them. 6) The investment in national or foreign companies whose purpose is the exploitation of any licit economic activity; the investment in real estate and personal property; and the investment in shares, participation rights, bonds, commercial papers or fixed-income or variable-income documents listed in the securities market or any other modality foreseen in the law that permits investment of funds. 7) The management of the companies in the Economic Group through definition of strategic, organizational, technical, and financial guidelines, among others.



CHAPTER II PURPOSE AND GENERAL PROVISIONS. ARTICLE FIVE: CORPORATE PURPOSE



PARAGRAPH ONE: In compliance with its corporate purpose, ISA may carry out its activities in the national territory and abroad, **including international interconnections.**

PARAGRAPH TWO: Through its corresponding statutory body, the corporation may: **1) Enter into any kind of agreements, covenants, contracts and legal business related to the development of its corporate purpose, and particularly to create one-person companies or any type of association or cooperation venture with individuals or legal persons to undertake activities related to the corporate purpose, as well as related or ancillary activities. 2) Participate as partner, member or shareholder in enterprises engaged in activities directed to provide services or goods essential to the fulfillment of the corporate purpose, or in any legal entity engaged in useful activities for the execution of the company's corporate purpose. 3) Promote scientific and technological activities related to its corporate purpose and avail from them technically and economically. 4) Carry out all legal businesses required for an adequate exploitation of the corporation's infrastructure, through the establishment of other services for its own use and for the benefit of third parties. In order to market these services the corporation must comply with the regulations provided to this effect by the competent authority. In these cases, the corporation may establish any legal entities required for this purpose or it may associate with any other natural or legal persons. 5) Take part in the social development of the influence areas of its projects through environmental and community-purpose action plans.**

PARAGRAPH ONE: In compliance with its corporate purpose, ISA may carry out its activities in the national territory and abroad.

PARAGRAPH TWO: Through its corresponding statutory body, the corporation may: **1) Carry out any ancillary or supplementary activity or any activity directly related to the activities included in its main corporate purpose, and to assume any type of association or cooperation venture to undertake activities related to the corporate purpose. 2) Carry out all legal business necessary for the adequate compliance with its corporate purpose. 3) Promote scientific and technological activities related to its corporate purpose and avail from them technically and economically. 4) Take part in the social development of the influence areas of its projects through environmental and community-purpose action plans.**



CHAPTER II

PURPOSE AND GENERAL PROVISIONS. ARTICLE FIVE: CORPORATE PURPOSE



PARAGRAPH THREE: The corporation, through its corporate bodies and, subject to the commercial, civil and labor legislation, may perform any kind of legal acts and business, dispose of the assets which make up its equity, and acquire any type of property and liabilities whatsoever.



CHAPTER VI: THE BOARD OF DIRECTORS



ARTICLE TWENTY-SEVEN: BOARD OF DIRECTORS: ISA's Board of Directors shall consist of seven (7) principal members, each one with a personal alternate, elected by the proportional representation voting method for a one (1) year period and they can be reelected or removed at any time by the Shareholders' Meeting. The members of the Board of Directors shall be elected taking into account the proportional representation of stock ownership of each shareholder and according to criteria of professional qualifications, capabilities and acknowledged moral solvency. Employees of the company cannot be members of the Board of Directors. The designation as member of the Board of Directors of ISA may be made to a specific individual or to a specific position. **ARTICLE TWENTY-EIGHT: CHAIR AND SECRETARY OF THE BOARD OF DIRECTORS:** The Board of Directors shall elect among its members a chairman to preside the meetings. The Secretary General of the company is the secretary of the Board of Directors. The Chairman shall submit to each regular Shareholders' Meeting a report on the performance of the Board of Directors including: a) Meetings held and their periodicity. b) Attendance to the meetings of the Board of Directors of each principal and alternate member. c) Preparation of topics to be dealt with at the meetings. **PARAGRAPH:** The members of the Board of Directors shall evaluate themselves according to the procedure defined by the Board. The Chairman shall report the results of the evaluation to the Shareholders' Meeting.

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MOTION FOR AMENDMENT TO THE ARTICLES OF INCORPORATION



For these reasons we request the Shareholders' Meeting:

FIRST: To approve the Amendment to the Corporate Bylaws that modifies articles 5 and 27.

SECOND: To authorize the President of the Corporation, once the proposed amendment is approved, to incorporate into one single public deed all the articles making up ISA's Bylaws, including this amendment.

