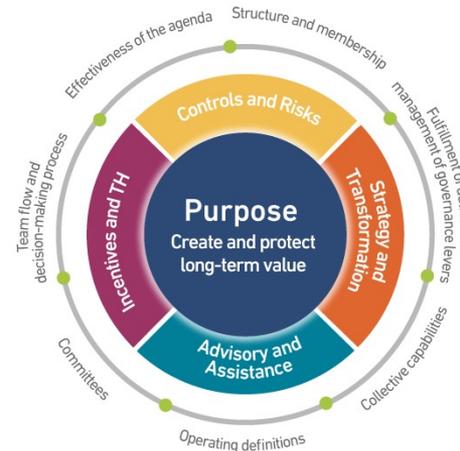


# Board of Directors Assessment Results

February 16, 2022

# Reasons for Assessing the Board of Directors

- 1** Promote a culture of continuous improvement of the highest governance body and contribute to improving decision-making processes.
- 2** Achieve a common understanding and collective commitments between the Board members and Senior Management.
- 3** Make specific agreements that contribute to the effectiveness of the Board of Directors.



# Summary of Attributes to Strengthen the Board of Directors

## Board of Directors Approach

### 1. Fulfillment of the Boards' Duties

High	Involvement in defining CEO's strategy.	High
High	Fulfillment of its duties towards CEB and the affiliates.	Medium - High
Medium - High	Adequate involvement in human talent matters, assessment of management incentives and succession risk management systems.	Medium - High
High	Monitoring of CEB's financial position and performance.	High
High	Identification and contribution to managing strategic risks.	Medium - High

### 2. Conformance vs. performance balance

Medium - High	Quality and balance of the agenda.	Medium
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"I believe the Board can more decisively embrace the digital transformation, which I believe is essential and which requires much greater evolution at CEB."

"Innovation will be a key topic in upcoming years, it will be essential to establish and monitor this topic."

### 3. Strategic focus areas of the Board moving forward

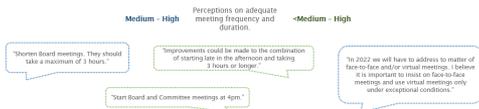
High	"Energy transformation, adaptation to climate change, strategy for CCB."	High
High	"Evolution of regulations."	High

"Cyber-security: Management of regulations that affect the Group, strategies with a view towards the future, especially its new outlook with BNC."

"We must strengthen matters related to sustainable development and ESG matters for enterprise transformation."

## Operating definitions

### 1. Meeting frequency and duration



### 2. Performance of the Chairman of the Board

High	Leadership of the Chairperson of the Board to facilitate the contributions of each Board member and of Senior Management.	High
High	Effective moderation of discussions.	High

### 3. Compliance with Formal Provisions

High	The Secretary effectively oversees compliance with regulations, good practices and internal rules of the Board.	High
High	The Secretary organizes the meetings adequately and efficiently in terms of scheduling, logistics and performance.	High

## Committees

### 1. Perceptions on the Board's Committees

High	The Committees' work fulfills expectations.	Medium
High	Current Committees are sufficient and adequate.	Medium - High

### 2. Committee Contributions to the Board

High	Audit and Risk Committee.	High
Medium - High	Financial and Investment Committee.	High
High	Corporate Governance and Sustainability Committee.	Medium - High
Medium - High	Compensation Committee.	Medium

### 3. Board - Committee interaction

High	"It is important to strengthen the role of the Committees Chairpersons and of the Committees themselves within corporate governance."	High
High	"Efficiency in the hand-over the discussions and conclusions between the Committees and the full Board of Directors."	High
High	"I believe there is no coordination between the Committees and the Board of Directors, and consequently, except in specific and sporadic cases, they are not at all useful."	High

### 4. Role of the Chairpersons of the Committees

High	"The Committee Chairpersons associated with the Board of Directors must take greater independence and leadership in presenting the topics discussed by the Committees, and the Board must empower each of these bodies."	High
High	"Under the new format of the Board of Directors, the role of the Chairpersons all but disappeared. No specific request is to once again assign relevance to the Committee Chairpersons."	High

## Team flow and decision-making process

### 1. Board - Senior Management interaction

Medium - High	Management has a model for interaction with the Board of Directors that facilitates discussions and the decision-making process.	Medium - High
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### 2. Information made available to the Board

Medium - High	Quality, sufficiency and effectiveness in the manner of relaying information to the Board.	Medium - High
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"It is important for Management to understand that the Board is not involved in day-to-day aspects of the Company, and to previously provide context or requests for authorization from the Board."

"Less tactical information, high-level progress made, risks and opportunities (overview)."

"Sometimes information on the correct is too long, and when the time comes to make a decision, further explanations are required on the meaning of the decision. This could be solved by first submitting a proposed decision to consideration, then explaining the reasons for the decision, and finally providing context."

"I create a blog or chat group to send trends, behavior of the environment, ESG management, Innovation, Culture, Talent, Technology and Digitalization."

"Strategic forums that assist in development and that are different from the meetings of the Board of Directors."

"Management should have more frequent contact with the Board members. The Chairperson hardly ever speaks to members outside of Board meetings. I think at least once a month he should have informal conversations with some members, so that within one year he has related with all of them, without this interrupting management dynamics."

## Analytics on assessment results of Group companies



<https://bit.ly/3LaTsdx>

It is intended to enable consolidated assessments to design improvement strategies.

# Board of Directors Approach

## 1. Fulfillment of the Boards' Duties

<b>High</b>	Involvement in defining GEB's strategy.	<b>High</b>
<b>High</b>	Fulfillment of its duties towards GEB and the affiliates.	<b>Medium - High</b>
<b>Medium - High</b>	Adequate involvement in human talent matters (assessment of management, incentives and succession risk management systems).	<b>Medium - High</b>
<b>High</b>	Monitoring of GEB's financial position and performance.	<b>High</b>
<b>High</b>	Identification and contribution to managing strategic risks.	<b>Medium - High</b>

## 2. Conformance vs. performance balance

**Medium - High** Quality and balance of the agenda **Medium**

"I believe the Board can more decidedly help/require the digital transformation, which I believe is essential and which requires much greater evolution at GEB."

"Innovation will be a key topic in upcoming years. It will be essential to establish and monitor this topic."

## 3. Strategic focus areas of the Board moving forward

"Energy transformation, adaptation to climate change, strategy for TGI."

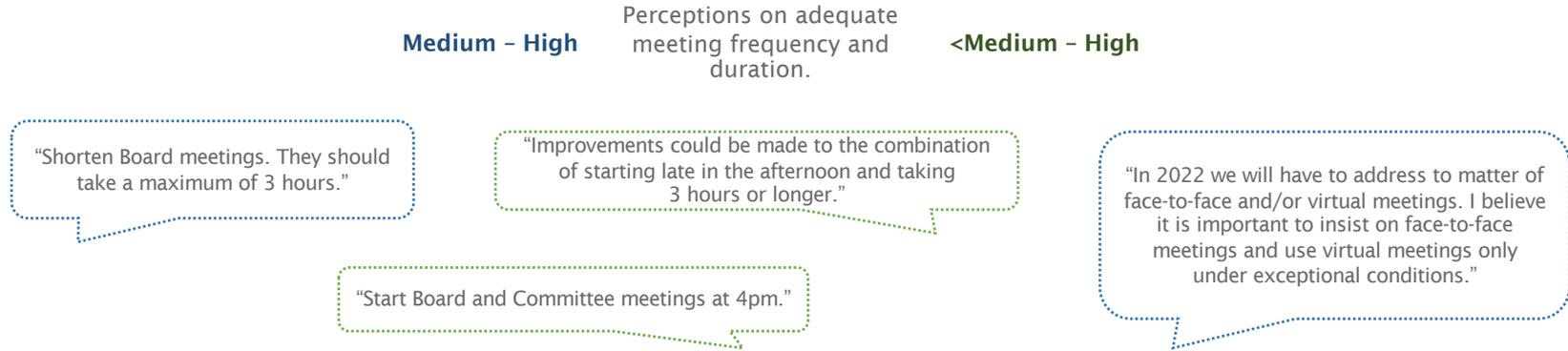
"Evolution of regulations."

"Cyber-security. Management of regulations that affect the Group. Strategies with a view towards the future, especially its new outlook with ENEL."

"We must strengthen matters related to sustainable development and EGS impacts for enterprise transformation."

# ≡ Operating definitions

## 1. Meeting frequency and duration



## 2. Performance of the Chairman of the Board

High	Leadership of the Chairperson of the Board to facilitate the contributions of each Board member and of Senior Management.	High
High	Effective moderation of discussions.	High

## 3. Compliance with Formal Provisions

High	The Secretary effectively oversees compliance with regulations, good practices and internal rules of the Board.	High
High	The Secretary organizes the meetings adequately and efficiently in terms of scheduling, logistics and performance.	High

# ≡ Committees

## 1. Perceptions on the Board's Committees

<b>High</b>	The Committees' work fulfills expectations	<b>Medium</b>
<b>High</b>	Current Committees are sufficient and adequate.	<b>Medium – High</b>

## 3. Board – Committee Interaction

"It is important to strengthen the role of the Committee Chairpersons and of the Committees themselves within corporate governance.

"Efficiency in the hand-over the discussions and conclusions between the Committees and the full Board of Directors."

"I believe there is no coordination between the Committees and the Board of Directors, and consequently, except in specific and sporadic cases, they are not at all useful."

## 2. Committee Contributions to the Board

<b>High</b>	Audit and Risk Committee.	<b>Medium – High</b>
<b>Medium – High</b>	Financial and Investment Committee	<b>High</b>
<b>High</b>	Corporate Governance and Sustainability Committee	<b>Medium – High</b>
<b>Medium – High</b>	Compensation Committee	<b>Medium</b>

## 4. Role of the Chairpersons of the Committees

"The Committee Chairpersons associated with the Board of Directors must have greater independence and leadership in presenting the topics discussed by the Committees, and the Board must empower each of these bodies."

"Under the new format of the Board of Directors, the role of the Chairpersons all but disappeared. My specific request is to once again assign relevance to the Committee Chairpersons."

# ≡ Team flow and decision-making process

## 1. Board - Senior Management Interaction

Medium – High

Management has a model for interaction with the Board of Directors that facilitates discussions and the decision-making process.

Medium – High

“Management’s presentations could be improved.”

“Sometimes information on the context is too long, and when the time comes to make a decision, further explanations are required on the meaning of the decision. This could be solved by first submitting a proposed decision to consideration, then explaining the reasons for the decision, and lastly providing context.”

## 2. Information made available to the Board

Medium – High

Quality, sufficiency and effectiveness in the manner or relaying information to the Board.

“1. Create a blog or chat group to send trends, behavior of the environment, ESG management, Innovation, Culture, Talent, Technology and digitalization.

2. Strategic forums that assist in development and that are different from the meetings of the Board of Directors.”

“It is important for Management to understand that the Board is not involved in day-to-day aspects of the Company, and to previously provide context on requests for authorization from the Board.”

“Greater in-depth knowledge by the Board of the businesses / countries where GEB is present.”

“Less tactical information; highlight progress made, risks and opportunities (outlook).”

“Management should have more frequent contact with the Board members. The Chairperson hardly ever speaks to members outside of Board meetings. I think at least once a month he should have informal conversations with some members, so that within one year he has related with all of them, without this interrupting management dynamics.”



## Analytics on assessment results of Group companies



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# ≡ Recommendations

Based on the Assessment results, the following recommendations are submitted to the consideration of the Board of Directors:

1. Make specific adjustments to the model of Board of Directors Committees, considering:
  - a) Review the way the Committees interact with the Board of Directors.
  - b) Agreements on the role of the Chairpersons.
  - c) Ensure that the approach of these bodies addresses new topics such as culture, innovation, trends and transformations in the industry.
2. Communications between Senior Management – Board of Directors:
  - a) Establish a strategy / update understandings to strengthen communications between these two bodies.
  - b) In the short term, carry out a workshop for Senior Management on effective communications to the Board.
3. Revisit the Group model:
  - a) Members of the Board of Directors of Enel
  - b) Members of the Audit Committees.
  - c) Strategy for appointments to the Boards of Directors.
  - d) Adopt common practices at GEB companies, such as periodic assessments of the companies' CEOs by the Boards of Directors.
4. Innovation governance.
5. Establish internal operating agreements on aspects such as:
  - a) Virtual vs Face-to-face meetings.
  - b) Start time and maximum duration of the meetings.
  - c) Adjustments to the way in which meeting agendas are structured.



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