



**REGULATIONS OF THE GENERAL SHAREHOLDERS'  
MEETING of ENGIE Energía Perú S.A.**

(these Regulations have been approved at the Board Meeting held on November 10,  
2021)

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## **REGULATIONS OF THE GENERAL SHAREHOLDERS' MEETING of ENGIE Energía Perú S.A.**

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### **Article 1: The Regulations**

The purpose of the Regulations of the General Shareholders' Meeting (the "Regulations") is to facilitate the organization and operation dynamics of the General Shareholders' Meeting of ENGIE Energía Perú S.A. (the "Company").

These Regulations shall be interpreted and applied pursuant to the Company's Bylaws and the General Corporation Law and shall not be interpreted in the sense of modifying the Company's Bylaws. Likewise, in case that legal regulations are issued to establish exceptional temporary regimes for the holding of General Shareholders' Meetings, the provisions set forth in the Regulations may not be construed as impediment for the application of such legal regulations.

In case of detecting any discrepancy between the provisions set forth in the Regulations and the provisions set forth in the Company's Bylaws or in the General Corporation Law, the provisions in the Company's Bylaws or General Corporation Law, as the case may be, shall prevail.

### **Article 2: Attendance**

- 2.1 The holders of shares with voting rights registered in the share registry or in the Accounting Registry of CAVALI up to two (2) calendar days prior to the date of the corresponding General Shareholders' Meeting, are entitled to attend the General Shareholders' Meeting, with the right to speak and vote.
- 2.2 In addition, the Directors and Chief Executive Officer of the Company who are not shareholders are entitled to attend with the right to speak but not to vote, unless the General Shareholders' Meeting expressly agrees otherwise in each case.
- 2.3 With invitation of the General Shareholders' Meeting or the Board of Directors, the attorneys, auditors, officers of the Company who are not shareholders, as well as the advisors of the latter, except as otherwise provided by the General Shareholders' Meeting at the opening session of the corresponding meeting, may attend the General Shareholders' Meeting, which may restrict their attendance only for discussion of certain items in the agenda, in which case they will be required to leave to discuss other items in the agenda and for deliberation purposes.

### **Article 3: Representation**

- 3.1 Shareholders may be represented at the General Shareholders' Meeting by any person (whether a shareholder or not). The same person may represent more than one shareholder at the General Shareholders' Meeting.
- 3.2 The representation shall be made official with a simple letter and special character for every General Shareholders' Meeting, except in case of powers granted by public deed, which may be conferred for more than one General Shareholders' Meeting. To such effect, a sample "Power of Attorney Letter" is attached in Appendix I of these Regulations, which may be used by the shareholders to confer special powers for every General Shareholders' Meeting.
- 3.3 The power of attorney shall be registered with the Company at least twenty-four (24) hours before the time of the first call of the General Shareholders' Meeting, it being

sufficient to submit to the Company, in hard or electronic format, to the following addresses, as applicable:

- Electronic mail: [juntaeep@engie.com](mailto:juntaeep@engie.com)
- Address: Av. República de Panamá 3490, San Isidro
- Subject: Powers of representation at the General Shareholders' Meeting
- Attention: Chief Executive Officer

3.4 The power of attorney shall contain, at a minimum, the following information:

- full names and identification documents of the shareholder granting the power of attorney or, in case of a legal entity, full company or business name and tax or corporate identification number, as applicable, together with the full names, title(s) and identification document(s) of the legal representative(s) who sign(s) the power of attorney on behalf of the legal entity;
- full names and identification documents of the person who is appointed as proxy for representation at the General Shareholders' Meeting and a copy of the identification document of the proxy; and
- the date of the General Shareholders' Meeting for which the power of attorney is granted, except in the case of a power of attorney granted by public deed.

If deemed necessary or convenient, the Company may require the submission of additional information or documentation, as may be deemed pertinent, to review the appointment of the proxy.

In addition, the shareholders may, at their own judgment and discretion, indicate in the Power of Attorney the sense of the vote for some or each of the items in the agenda of the General Shareholders' Meeting for which the power of attorney is granted. In the absence of express indication of the respective sense of the vote in the Power of Attorney, it shall be understood, without admitting proof to the contrary, that the sense of the vote is left at the discretion of the proxy.

Likewise, the power of attorney must indicate whether the power of attorney will be valid in case the General Shareholders' Meeting is held on second call. If not expressly indicated, the shareholder shall inform the Company of a new designation pursuant to the aforementioned terms, at least twenty-four (24) hours before the time set for the General Shareholders' Meeting at the second call.

A sample power of attorney is attached to Appendix I of these Regulations for reference purposes.

#### **Article 4:      Calls and meetings**

- 4.1 The General Shareholders' Meeting will convene as scheduled in the Company's Bylaws and, as appropriate, in the General Corporation Law.
- 4.2 The call to the General Shareholders' Meeting shall be made according to the provisions set forth in Article Seventeen of the Company's Bylaws.

In addition to the provisions set forth in Article Seventeen of the Company's Bylaws, the notice of call shall indicate the place or the mechanisms through which shareholders will be provided with (i) the information relating to the items in the agenda pursuant to the provisions set forth in Article 5 of this Regulation; and, in case of a Non-Personal Shareholders' Meeting, (ii) the information necessary for virtual participation of the shareholders in such Non-Personal General Shareholders' Meeting.

#### **Article 5:      Information**

Within the framework of a call for the General Shareholders' Meeting, the Company shall, from the date of publication of the notice of call to such General Shareholders' Meeting, make available to shareholders at the Company's office the information relating to the items in the agenda subject matter of the notice of meeting to help shareholders to make decisions regarding such items at the General Shareholders' Meeting. By decision of the Company, the Company may also make such information available on its corporate website.

In case of queries regarding the information related to the agenda items of the notice of call to be made prior to the General Shareholders' Meeting, the shareholders shall make their requests to the contact data of the Investor Relations indicated on the Company website.

#### **Article 6: Shareholders' proposal for agenda**

6.1 Any shareholder has the right to put forward matters of interest to be included in the agenda for the Annual Stockholders' Meeting. To such effect, the following procedure shall be followed:

- the request shall be submitted latest by January 15 of each year to the Investor Relations email address posted on the Company website.
- the request shall contain the topic(s) that they want to be addressed at the Annual Stockholders' Meeting and the reasons behind the proposal, attaching the information they deem relevant.

If deemed convenient, the Finance and Investor Relations Management will request further information to the shareholder(s) who submitted the corresponding request.

- the Finance and Investor Relations Management shall convey such request to the Chief Executive Officer, which will present it to the Board of Directors for evaluation and decision whether to incorporate or not the matters requested in the agenda of the notice of meeting to the Annual Stockholders' Meeting.

The Board of Directors will evaluate the requests of the shareholders at the meeting of the Board of Directors held to call the Annual Stockholders' Meeting and, if the requested topics are deemed necessary or convenient for the interest of the Company, will include them as items in the agenda of the notice of the Annual Stockholders' Meeting.

In the event the Board of Directors decide not to include the requested topics in the agenda of the Annual Stockholders' Meeting, the Finance and Investor Relations Management shall communicate of such decision to the corresponding shareholder(s).

6.2 The provisions set forth in this article is without prejudice to the provisions set forth in Article Sixteen of the Bylaws.

#### **Article 7: Chairman, Secretary and Conduct of the General Shareholders' Meeting**

7.1 For the conduct of the General Shareholders' Meeting, the Chairman (as per the provisions set forth in Article Twenty-Four of the Company's Bylaws), the Chairman shall:

- (i) Verify, based on the list of attendance referred to in Article 8 hereunder and depending on the matters to be addressed, whether there is the necessary quorum to instate the General Shareholders' Meeting.

- (ii) If there is a quorum to hold the General Shareholders' Meeting, declare its instatement and start, and specify which items in the agenda may be addressed based on the quorum reached.

It is expressly established that the General Shareholders' Meeting will be started after verifying that the minimum quorum required by the Company's Bylaws has been reached, which under no circumstance shall be later than thirty minutes after the time of call for the General Shareholders' Meeting pursuant to the provisions set forth in Article Eighteen of the Company's Bylaws.

- (iii) After the General Shareholders' Meeting has been instated and before proceeding with the presentation of the items in the agenda, inform the shareholders in attendance about the participation of Directors, the Chief Executive Officer and/or other guests pursuant to the provisions set forth in article 2 of these Regulations, so that, if any shareholder opposes to the participation of any such persons, he/she can expressly state it and, consequently, submit to vote of the General Shareholders' Meeting the decision to permit the participation of the person(s) which was opposed by the aforementioned shareholder.
- (iv) In the absence of the Secretary of the Board of Directors, submit to vote the designation of the person who shall act as Secretary at the General Shareholders' Meeting.
- (v) Present the topics listed in the agenda and, with respect to each topic, direct the exchange of opinion among the shareholders and all other attendees at the General Shareholders' Meeting, where appropriate, organizing and moderating the interventions.
- (vi) Clear the questions posed by the shareholders about the items in the agenda, with the support of the Directors and/or the Chief Executive Officer and/or the guests attending the General Shareholders' Meeting pursuant to the provisions set forth in article 2 of these Regulations.
- (vii) Submit to vote each of the topics in the agenda after completing the exchange of opinions and clearing of queries referred to in the preceding paragraphs. This will occur once, at its discretion, the debate has been sufficient for the shareholders to make an informed decision.
- (viii) Declare the approval or rejection of the items in the agenda, whether or not there is the required majority in each case pursuant to the Company's Bylaws.
- (ix) Clear the queries about the operation of the General Shareholders' Meeting or about these Regulations.
- (x) Once the items in the agenda have been covered, request the General Shareholders' Meeting to designate one (1) shareholder to sign the minutes, together with the Chairman and the Secretary. In addition, any shareholder attending the General Shareholders' Meeting has the right to sign these minutes.
- (xi) After the minutes have been approved, close and adjourn the General Shareholders' Meeting.

7.2 The Secretary of the Board of Directors or, in his/her absence, the person appointed by the General Shareholders' Meeting in each case shall act as the Secretary. The Secretary shall:

- (i) Keep the list of attendees as provided in Article 8 hereunder.
- (ii) Count the votes cast by the shareholders regarding each item in the agenda.

- (iii) Draft the minutes of the General Shareholders' Meeting.
- (iv) Assist the Chairman in his/her duties.
- (v) Read the minutes and/or make it available to the General Shareholders' Meeting for review and approval.

**Article 8: Roll Call**

The shareholders, or their proxies, as appropriate, shall accredit their identity (by means of a Nations Identity Card, alien cards, passports or any other reliable identification) before entering the General Shareholders' Meeting and, in case of an in-person General Shareholders' Meeting, sign the list of attendees. The shareholders, or proxies, as appropriate, who enter after the in-person General Shareholders' Meeting has been instated shall also sign the list of attendees.

It shall be verified that the shareholders, or their proxies, as appropriate, qualify to attend the General Shareholders' Meeting pursuant to the provisions set forth in Articles 2 and 3 of the Regulations.

In the case of shareholders, or their proxies, as appropriate, who enter after the General Shareholders' Meeting has been instated, it will be put on record that their shares were not counted for the quorum. It shall also be put on record that the shareholders who are in default as to the payment of their contributions and those contemplated in the circumstances provided by article 105 of the General Corporation Law.

In addition, it shall also be put on record when any shareholder expressly states its decision not to have its shares counted for any matter requiring qualified quorum.

**Article 9: Follow-up of agreements of the General Shareholders' Meeting**

The Legal Vice-President (Legal Division) of the Company shall follow up on the performance of and compliance with the agreements adopted at the General Shareholders' Meeting.

**Article 10: Preparation of the minutes**

The Secretary shall prepare the minutes of the General Shareholders' Meeting which, in addition to including the contents established in article 135 of the General Corporation Law, shall expressly put on record all interventions and/or the sense of vote of the shareholders should they request it.

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## APPENDIX I

### SAMPLE POWER OF ATTORNEY (for reference only)

#### **First paragraph:**

Alternative 1, as may be applicable:

Through this Power of Attorney, **[full name]**, holder of **[type of ID document]** No. **[number of ID document]** (the "Proxy") is hereby authorized to act on behalf and in representation of **[full name of the shareholder or full company name of the shareholder, as appropriate]**, holder of **[type of ID document]** No. **[number of ID document]**, shareholder of ENGIE Energía Perú S.A. (the "Company") at the General Shareholders' Meeting of the Company to be held on the **[day]** of **[month]**, **[year]** (the "Meeting") in accordance with the following agenda:

Alternative 2, as may be applicable:

Through this Power of Attorney, **[full name]**, holder of **[type of ID document]** No. **[number of ID document]** and **[full name]**, holder of **[type of ID document]** No. **[number of ID document]**; and (repeat the foregoing as many times as may be necessary according to the number of people to be appointed as proxy) (each of them, as applicable to the person who will attend the Meeting, the "Proxy") for any of them, **individually**, is hereby authorized to act on behalf and in representation of **[full name of the shareholder or full company name of the shareholder, as appropriate]**, holder of **[type of ID document]** No. **[number of ID document]**, shareholder of ENGIE Energía Perú S.A. (the "Company") at the General Shareholders' Meeting of the Company to be held on the **[day]** of **[month]**, **[year]** (the "Meeting") in accordance with the following agenda:

#### **Second paragraph:**<sup>1</sup>

1. **[Item of the Agenda No. 1 according to the notice of meeting]**.
2. **[Item of the Agenda No. 2 according to the notice of meeting]**.
3. **[Item of the Agenda No. 3 according to the notice of meeting]**.
4. **[Item of the Agenda No. 4 according to the notice of meeting]**.
5. (repeat the foregoing as many times as necessary according to the items in the agenda).

#### **Third paragraph:**

In this sense, the Proxy is conferred powers to attend with voice and vote the General Shareholders' Meeting and exercise all corresponding rights pursuant to the General Corporation Law, the Company's Bylaws and the Regulations of the General Shareholders' Meeting, with the possibility, especially, to request to put on record the sense of his/her votes and shareholding interest in the corresponding minutes and sign it.

**[month] [day], [year]**

**[Signature(s)]**

**[Full name or company or business name of the shareholder]**

**[Full name(s) and title(s) of the signatory(ies) in case of a corporation]**

**[Number of ID document(s) of the signatory(ies)]**

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<sup>1</sup> It is suggested that in case the Shareholder, at his/her own judgement and discretion, wishes to indicate the sense of vote in the Power of Attorney for any or for each of the items in the agenda of the General Shareholders' Meeting, he/she indicates the sense of vote (vote in favor or vote against) next or below the item of the agenda with respect of which he/she wishes to expressly indicate the sense of vote.