

**INTERNAL RULES OF CONDUCT  
ENGIE ENERGÍA PERÚ S.A.**

**November 2017**

**Lima, Peru**

## INTRODUCTION

1. This document contains the Internal Rules of Conduct (the "Rules") of ENGIE Energía Perú S.A. ("ENGIE" or the "Company") (formerly "EnerSur S.A.") for the securities market, which include internal procedures and everything necessary to ensure compliance with the obligations contained in the Relevant Facts and Reserved Information Regulations, approved by SMV Resolution No. 005-2014-SMV/01 (the "Relevant Facts Regulations").
2. In compliance with Article 13 of Conasev Resolution No. 107-2002-EF/94.10, Relevant Facts, Reserved Information and Other Communications Regulations, the Company's Board of Directors approved, at its meeting held on May 14, 2013, to grant powers of attorney on behalf of the Company's attorneys, so two of them may jointly, for and on behalf of the Company: (i) approve changes to the Company's Internal Rules of Conduct which may be necessary to date, and in the future, and in general when such persons may deem it appropriate, and (ii) designate and/or revoke Stock Exchange Representatives, Legal Representatives and/or the Accountant of the Company, before the Superintendencia del Mercado de Valores ("SMV"), the Bolsa de Valores de Lima S.A.A. ("BVL"), CAVALI S.A. I.C.L.V. ("CAVALI") and/or any other entity which may be competent with respect to the actions of such representatives.
3. In the exercise of the powers set out in Section 2 above, the Company's attorneys signed and approved version No. 2 of the Rules in order to contribute and strengthen the level of transparency in the securities market and the correct price formation of securities issued by the Company.
4. Having the regulations referred to in Section 2 been repealed by SMV Resolution No. 005-2014-SMV/01, which approved the new Relevant Facts Regulations, it is necessary to make amendments to version No. 2 of the Rules in order to comply with the provisions set forth in the Relevant Facts Regulations. In this regard, and in compliance with Article 19 of the Relevant Facts Regulations, the Board of Directors of EnerSur, at a meeting held on August 21, 2014, approved version No. 3 of the Rules.
5. Finally, as a result of the amendments made to the Relevant Facts Regulations, through SMV Resolution No. 033-2015-SMV/01 and SMV Resolution No. 015-2016-SMV/01, it is necessary to make adjustments to version No. 3 of the Rules in order to reflect those amendments. In that regard, and in compliance with Article 19 of the Relevant Facts Regulations, the Company's Board of Directors, at a meeting held on November 14, 2017, approved version No. 4 of the Rules.
6. As described in the sections above, the versions of the Rules are as follows:
  - Version No. 1 of Internal Rules of Conduct - version approved by Board Meeting, dated June 16, 2005.
  - Version No. 2 of Internal Rules of Conduct - version approved by attorneys of the Company in the exercise of the powers granted by Board Meeting, dated May 14, 2013.

**November 2017**

Page 2 of 40

- Version No. 3 of Internal Rules of Conduct - version approved by the Company's Board of Directors, at a meeting held on August 21, 2014.
- Version No. 4 of Internal Rules of Conduct - version approved by the Company's Board of Directors, at a meeting held on November 14, 2017.

In this regard, with the approval of Version No. 4 of the Rules contained herein, Version 3 of the Rules is fully substituted and replaced.

**November 2017**

Page 3 of 40

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## SECTION ONE

### LEGAL BASIS

- 1.1 Consolidated Text of the Securities Market Law, approved by Supreme Decree No. 093-2002-EF and its amending rules (the "LMV").
- 1.2 Relevant Facts and Reserved Information Regulations, approved by SMV Resolution No. 005-2014-SMV/01 (the "Relevant Facts Regulations").
- 1.3 Market Abuse Regulation – Rules on Misuse of Privileged Information and Market Manipulation, approved by SMV Resolution No. 005-2012-SMV-01 and its amending rules (the "Market Abuse Regulation").
- 1.4 Virtual SMV and MVNet System Regulations, approved by SMV Resolution No. 010-2013-SMV-01 (the "MVNet System Regulations").
- 1.5 Sanctions Regulations approved by CONASEV Resolution No. 055- 2001-EF/94.10 (the "Sanctions Regulations").
- 1.6 Indirect Property, Relationship and Economic Groups Regulations, approved by Superintendency Resolution No. 019-2015 (the "Economic Groups Regulations").
- 1.7 CONASEV Resolution No. 079-97-EF-94.10: Regulations of the Public Registry of the Securities Market.
- 1.8 SMV Resolution No. 016-2015-SMV-01: Rules on Preparation and Presentation of Financial Statements and Annual Report by entities overseen by the Superintendency of Securities Market.

## SECTION TWO

### TERMS AND DEFINITIONS

For the purposes of this document, the terms below will have the following meaning:

- 2.1 Advisors: Persons who, without having dependency with the Company, provide advisory services to the Board of Directors and have interference in their decisions.
- 2.2 Stock Exchange: The Bolsa de Valores de Lima S.A.A.
- 2.3 Confidential Documents: All documents produced by the Company, except those containing information that (i) become freely accessible to the general public, provided that this is not a direct or indirect consequence of the breach of the legal provisions in force; and, (ii) the information that has been communicated as Made of Importance, unless it has the quality of Reserved Information.
- 2.4 Legal Entity: (i) investment funds, trust assets and other autonomous assets managed by third parties, which do not have legal personality or, (ii) contracts in which two or more persons, who are temporarily associated, have a common right or interest to carry out a particular activity, without constituting a legal entity. Mutual securities investment funds and pension funds do not qualify as legal entities.
- 2.5 Entity or Entities: The legal person or Legal Entity.
- 2.6 ENGIE Perú S.A.: It is one of the companies that is part of the Economic Group of the Company.
- 2.7 Economic Group: It is made up of the Company and the Entities belonging to its economic group, as this term is defined in the Economic Groups Regulations, or the rule that replaces it.
- 2.8 Institutional Investor: Institutional investors are individuals who, due to their nature, characteristics or knowledge, properly understand, manage and assess the risks associated with their investment decisions. Institutional investors are the natural and legal persons set out in Annex 1 of the Institutional Investors Market Regulations approved by SMV Resolution No. 021-2013-SMV-01.
- 2.9 Privileged Information: Privileged Information means any information relating to the Company, its business or one or more Securities that it has issued or guaranteed, not disclosed to the market and whose public knowledge, due to its nature, is capable of influencing the liquidity, price or quotation of the Securities issued (and which, if made public, would influence the investment decisions of investors or potential investors). It also includes the Reserved Information and the information that is held of the acquisition or disposal transactions to be carried out by an institutional investor in the securities market, as well as that relating to public takeover offers.

November 2017

Page 5 of 40

In accordance with Article 4 of the Market Abuse Regulation, information not disclosed to the market means information which, while intended to be disclosed to the market, has not yet been disseminated through mechanisms that allow access to such information by the general public, including the RPMV, the information systems administered by the Stock Exchange or any other mass media. Information intended to be disclosed to the general public is not yet considered to become public when it has only been disseminated by the Company within the general shareholders' meetings, Board meetings, Audit Committee meetings, Transaction Review Committee meetings between Affiliated Companies or other meetings or committees, investor groups, analysts or other shareholders.

In addition, information whose public knowledge, which, due to its nature, is capable of influencing the liquidity, price or quote of a value means information not yet disclosed to the market that, if made public, would influence the investment decisions of investors or potential investors.

Including, but not limited to, Annex No. I of this document presents a list of information that could qualify as Privileged Information.

- 2.10 Reserved Information: Reserved Information is considered to be the ongoing fact or negotiation whose early disclosure may cause harm to the Company.

It is up to the Company's Board of Directors to grant the qualification of Reserved Information to a fact. The agreement by which this qualification is granted must be adopted with the favorable vote of three-quarters (3/4) of Board members. Information that would have been qualified as reserved must be communicated to the Securities Market Superintendent within the day following the adoption of the Board agreement, requesting in such communication that it be kept in reserve and attaching the required documentation under the Relevant Facts Regulations.

- 2.11 Relevant Fact: In accordance with Article 3 of the Relevant Facts Regulations, it is any act, decision, agreement, fact, ongoing trading or information relating to the Company, the Securities (shares or bonds) of the Company or its businesses, which have the ability to significantly influence:

- (i) a sensible investor's decision to buy, sell, or retain a Value, or
- (ii) the liquidity, the price (in the case of bonds) or the quote (in the case of shares) of the Securities issued.

In order to assess the capacity to significantly influence the information and its possible qualification as a relevant fact, consideration should be given to the significance of the act, agreement, fact, ongoing negotiation, decision or set of circumstances in its activity, assets, results, financial position or business or commercial position in general, or in their values or in their offerings; as well as in the price or trading of their securities.

It also qualifies as a Relevant Fact, information from the Economic Group that the Company knows, or must reasonably know, and that is able to significantly influence the Company or its Securities (shares or bonds).

- 2.12 LMV: It refers to Supreme Decree No. 093-2002-EF that approved the Consolidated Text of the Securities Market Law, as it has been or may be amended.
- 2.13 MVNET: Peruvian securities market system for information exchange, which allows storage of information, uses digital signature, authentication and channels for the exchange of secure and efficient information, between obligated entities and the SMV, in accordance with the MVNet System Regulations.
- 2.14 Rules: These are the Internal Rules of Conduct of the Company, contained herein.
- 2.15 Relatives: Those included up to the second degree of consanguinity, first of affinity and spouse. It also includes de common-law relationships, in accordance with article 326 of the Civil Code.
- 2.16 Principal Officers: Managers, administrators, executives or those who perform equivalent functions, regardless of the name given to them, who have the capacity to decide on matters of relevance, such as the planning and management of their activities or operations, among others. In the case of the Company, they are the officials who are detailed but not limited to the listing contained in Annex No. II.
- 2.17 RPMV: It is the Public Register of the SMV Securities Market.
- 2.18 Stock Exchange Representatives: They are the attorneys of the Company appointed by the Board of Directors or by delegation of powers approved in favor of legal representatives at Board Meeting dated May 14, 2013, such as persons authorized to forward the information referred to in the Relevant Facts Regulations to the SMV and to the Stock Exchange. The identity of the persons exercising the function of the Company's Stock Exchange Representatives appears on the SMV website.
- 2.16 SMV: It is the Superintendency of Securities Market (formerly known as the National Supervisory Commission for Companies and Securities – CONASEV).
- 2.17 Securities: These are securities issued by the Company and registered in the RPMV.

## SECTION THREE

### GENERAL PRINCIPLES OF ACTION

- 3.1 Rules are mandatory for all Company staff, including its shareholders, as well as for the people mentioned in these Rules. Each member of the Company's staff, including its shareholders, will be provided with a copy of them, with the charge of acceptance of its content, according to the format contained in Section Eight.
- 3.2 The Company considers it vitally important to provide caution that the information provided to the market is truthful, clear, sufficient and timely, in order, in this way, to promote the transparency of the securities market, as well as the adequate protection of shareholders and investors. In order to contribute to the proper price formation of securities, it is the permanent obligation of Principal Officers, Stock Exchange Representatives and, in general, all Company staff, to act with due diligence in the performance of each of their functions, and must therefore ensure at all times that the information they manage and transmit -within the scope of their competence- is truthful, clear, sufficient and timely.
- 3.3 The General Manager and the Vice President of Corporate Affairs of the Company are the only persons authorized to coordinate the Company's relations with national media (radio, television, internet, written press, Internet sources, social networks, etc.). In addition, the Plant/Project Superintendents are the only persons authorized to coordinate the Company's relationships with local media in the plant's influence zones or the corresponding project.
- Therefore, the other staff members must not make any kind of statement to the media in relation to the Company or its Securities, unless they are previously and expressly authorized by the persons mentioned above.
- 3.4 Principal Officers, Stock Exchange Representatives and, in general, any member of the Company's staff who has access to Privileged Information, Reserved Information or Confidential Documents are strictly prohibited from using it for their own benefit or for the benefit of third parties, making recommendations regarding the Securities for which they have Privileged Information, as well as disclosing it to their blood relatives and relatives by affinity, spouse and/or any other person.
- 3.5 The provisions set forth in the section above apply not only to that Privileged Information or Confidential Documents for which Principal Officers, Stock Exchange Representatives and/or Company staff have had access because of their position or competence, but also with respect to the Privileged Information, Reserved Information or Confidential Documents to which they have had access by any other means or circumstances.
- 3.6 Principal Officers, Stock Exchange Representatives and/or Company staff must constantly evaluate their decisions and guide their professional performance, in such a way as to ensure, at all times, the transparency and integrity of the information communicated to the market by the Company.

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- 3.7 The Company's Principal Officers must inform Stock Exchange Representatives who serve as Holders, with a copy to the Company's Ethics Officer, through the communication model attached in Annex No. III of these Rules, of any transactions that they or any of their Relatives intend to make with the Securities. Such communication must be made at least one (1) business day before the date on which such persons or any of their Relatives intends to make the aforementioned transaction with the Securities. The Company's Principal Officers must inform their Relatives of the restrictions applicable to them, provided for in these Rules.

For clarification purposes, it is put on record that the communication mentioned above must be sent one (1) business day before the date on which the corresponding order for purchase, sale or any other financial transaction is intended to be sent to the intermediary agent responsible for carrying out such transaction.

Principal Officers must comply with Article 44 of the Securities Market Law, Consolidated Text of the Securities Market Law, Supreme Decree No. 093-2002-EF, a rule contained in Annex No. IV of these Rules. According to this article, the profits earned by Principal Officers through the purchase and sale or the sale and purchase of Securities, within a period of three (3) months, must be delivered to the Company in full.

Notwithstanding the foregoing, Principal Officers and/or any Relative of these and/or Company staff who have been informed that, due to their functions accesses Privileged Information, are prohibited from making any type of transaction with the Company's Securities, for the period of thirty (30) calendar days prior to (i) the deadline set by the regulations for the approval of individual annual audited financial statements, as well as individual quarterly financial statements<sup>1</sup>, or (ii) the date of communication of such financial statements to the SMV by the Company, whichever comes first.

- 3.8 Principal Officers are prohibited from communicating or giving an opinion to the general public that constitutes a judgment of value or recommendation in relation to Securities.
- 3.9 Company staff must perform their duties in strict compliance with (i) the provisions contained in Articles 32, 41, 43, 44, 45, 47 and 51 of the LMV (to the extent applicable to them), which are detailed in Annex No. IV of these Rules, and, (ii) other rules that may be applicable in the future, which will be informed to them in a separate document at the time of receipt, if applicable.

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<sup>1</sup> In accordance with SMV Resolution No. 016-2015-SMV-01, the deadlines for the approval (and submission to the SMV) of Individual Annual Audited Financial Statements, as well as Individual Quarterly Financial Statements, are as follows:

- Financial Statements - First Quarter: March 31 of each year.
- Financial Statements - Second Quarter: July 31 of each year.
- Financial Statements - Third Quarter: October 31 of each year.
- Financial Statements - Fourth Quarter: February 15 of each year.
- Financial Statements - Annual: March 31 of each year.

Principal Officers are compelled to carry out the necessary actions, under the terms established by applicable regulations, for their subordinates to comply with the obligations referred to above, as applicable.

**November 2017**

Page 10 of 40

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## SECTION FOUR

### STOCK EXCHANGE REPRESENTATIVES

#### 4.1 Exercise of the Position

Company officers designated by the Board of Directors as Stock Exchange Representatives will be considered as the persons authorized to forward the information referred to in the Relevant Facts Regulations to the SMV and to the Stock Exchange.

The Company has and will have Regular Stock Exchange Representatives and Alternate Stock Exchange Representatives, which are identified on the SMV web portal.

Under their responsibility, Regular Stock Exchange Representatives may delegate, in whole or in part, the functions set out in points (iv), (vi), (xi), (xii) and (xiv) of subsection 4.2 below in favor of Alternate Stock Exchange Representatives.

In the absence of Regular Stock Exchange Representatives and Alternate Stock Exchange Representatives, the duties corresponding to the position will be temporarily assumed by the General Manager of the Company. Stock Exchange Representatives will exercise their duties from their appointment. The appointment and dismissal of Regular Stock Exchange Representatives and Alternate Stock Exchange Representatives will be made by the Company's Board of Directors or by the delegation of powers approved in favor of legal representatives at a Board Meeting held on May 14, 2013.

The Company assumes responsibility for any information that Regular Stock Exchange Representatives or Alternate Stock Exchange Representatives provide to the SMV and, where applicable, to the Stock Exchange or to the person responsible for the centralized trading mechanism.

#### 4.2 Duties of Regular Stock Exchange Representatives

Regular Stock Exchange Representatives (and Alternate Stock Exchange Representatives, where applicable) will be responsible for:

- (i) Promoting knowledge of these Rules within the Company, as well as informing staff about securities market regulations that may be applicable with respect to information transparency, misuse of Privileged Information and market manipulation.
- (ii) Reporting information regarding persons who violate the provisions contained in these Rules to the General Manager and Ethics Officer of the Company in order to initiate the pertinent internal disciplinary procedures.
- (iii) Interpreting Rules and resolving any questions or concerns that may arise about their application.
- (iv) Reporting the acts, facts, decisions, agreements, ongoing negotiations or information that qualifies as Relevant Facts to the SMV.
- (v) Proposing the Board of Directors the qualification of certain acts, facts, decisions, agreements or ongoing negotiations as Reserved Information.

**November 2017**

Page 11 of 40

- (vi) Keeping a documentary record of Relevant Facts and of each operation of the Company that would have been qualified as Reserved Information, containing the names of Principal Officers, the other members of the Company's staff and/or Advisors who intervene directly or indirectly in it, as well as any other person who may have access to the information, whether they work or not for the Company. The registration must specify the date on which each of the persons involved has become aware of the information relating thereto and the period for which such information will be kept in reserve.
- (vii) Expressly warning individuals, internal or external to the Company, who participate or intervene in the Company's operations that would have been qualified as Relevant Facts or Reserved Information, about the nature of the Privileged Information and its duty of confidentiality.
- (viii) Determining persons who, despite not being within the objective scope of application of these Rules, may be subject to them at any given time, and reporting this fact to the Legal Vice-President and/or to the General Manager for the purposes of the provisions set forth in Section Five, subsection 5.2.
- (ix) Demanding a commitment of confidentiality, where applicable, to those persons outside the Company who have Reserved Information or Privileged Information and who do not fall within the scope of application of these Rules, except in cases where they have previously signed confidentiality commitments with the Company.
- (x) Evaluating (ex-ante and ex-post) press releases, statements to media in general, Internet, e-mail, social networks, and exposures to journalists, investment analysts or the like, investors or shareholders, whether or not they have a significant stake in the Company's capital<sup>2</sup>, conducted by Principal Officers, Company staff or Advisors, which may prejudice the Company's business or may qualify as Relevant Facts and/or Reserved Information and, if deemed relevant, communicating such press releases, statements and/or exposures to the General Manager, so the latter decides whether to convene the Company's Board of Directors in order to report on these events. In any case, if it is determined that the information disclosed through a means of communication qualifies as a Relevant Fact, it must be communicated as such.
- (xi) Establishing the procedures and rules necessary to improve the implementation of Rules.
- (xii) Reporting Relevant Facts and Reserved Information through MVNET or any other means that the SMV may provide in the future and within the terms that this entity may establish.
- (xiii) Clarifying or denying, or, where appropriate, reporting as a Relevant Fact, after becoming aware thereof, information published in the media (which must qualify as a Relevant Fact) that is false, inaccurate or incomplete, including information that has not been generated or disseminated by the Company. Published information must meet the criteria to determine the significant influence capacity of the information established by the Relevant Facts Regulations. Clarification or denial constitutes a Relevant Fact.

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<sup>2</sup> Except for the information disclosed to them, if any, because of their position as administrators.

- (xiv) Clarifying or denying, or, where appropriate, reporting as a Relevant Fact, after becoming aware thereof, statements published in the media (which must qualify as a Relevant Fact) by representatives of the Company or by third parties that have or have had a relationship with the Company, or that, due to their condition, exercise of particular functions or circumstances, have or have had access to or know information regarding the Company. Statements must meet the criteria to determine the significant influence capacity of the information established by the Relevant Facts Regulations. Clarification or denial constitutes a Relevant Fact.
- (xv) Providing the clarifications, details, rectifications, modifications or extensions that the SMV and/or the Stock Exchange may require to the Company in the cases set out in Articles 27.2 and 28.2 of the Relevant Facts Regulations. Such requirements must be reported as Relevant Facts and in accordance with the regulations mentioned above.
- (xvi) Expediently addressing the information requirements or inquiries made by the SMV and/or the Stock Exchange.
- (xvii) Verifying that the documentation by which the Relevant Fact and the Reserved Information are reported meet the requirements in form and content, as established in the Relevant Facts Regulations.
- (xviii) The others expressly established in these Rules or those which may be imposed thereto by legal provision.

## SECTION FIVE

### CONFIDENTIAL TREATMENT OF PRIVILEGED INFORMATION

- 5.1 In the event that any member of the Company's staff or any Entity of its Economic Group, Stock Exchange Representatives or Principal Officers has doubts about the privileged nature of certain information (i.e., if it can be considered Privileged Information), they must make the respective consultation to the Regular Stock Exchange Representatives, the Legal Vice President or the General Manager, or the Chairman of the Board (the latter case only in the event that it is the General Manager who has doubts about this matter).
- 5.2 Persons who are involved in an operation that constitutes Privileged Information or that has been qualified as Reserved Information must:
- (i) Limit knowledge of the information related to such operation, strictly to those persons internal or external to the Company who are in need of knowing it in connection with the exercise of their duties, coordinating, where appropriate, the signing of the respective confidentiality commitments.
  - (ii) Adopt security measures for the custody, archiving, access, reproduction and distribution of the information related to such operation. Persons involved in an operation that constitutes Privileged Information or that has been qualified as Reserved Information, must act diligently in its use and manipulation, being responsible for safeguarding, keeping and maintaining the strict confidentiality of all the information relating to such operation.
  - (iii) Permanently treat the information related to such operation, with the utmost zeal and ensuring in any case that the file, reproduction and distribution of the same is carried out in such a way that the content of it is only known to those persons who have been authorized to access such information.
  - (iv) Observe any other instructions and/or recommendations that may be indicated to you by Principal Officers.
- 5.3 Furthermore, in order to comply with the obligations contained in Article 7, subsections 7.1, 7.2 and 7.4 of the Market Abuse Regulation, the Company will take the following measures:
- (i) It will inform its staff of applicable legal regulations regarding the use of Privileged Information, amendments thereto, as well as penalties and criminal consequences associated with its disclosure, recommendation or misuse through newsletters, internal memos, e-mails, letters or training courses.

- (ii) It will collect written statements in which such personnel claim to have read and understood applicable regulations, as well as criminal penalties and penalties related to the disclosure, recommendation or misuse of Privileged Information.
  - (iii) It will inform staff, who have access to Privileged Information and stop providing their services to the Company, the duty to respect legal obligations that safeguard their confidentiality (do not disclose, do not recommend and do not misuse such information). Also, in the case of new staff joining the Company, the internal regulation and procedures on the management of Privileged Information and its implications, if not observed, will be informed and explained in induction talks.
- 5.4 Persons who participate in an operation in which they access Privileged Information or that has qualified as Reserved Information will be prohibited from:
  - (i) Revealing or entrusting information relating to the operation to other people until such information is disclosed to the market.
  - (ii) Recommending the performance of operations with Securities.
  - (iii) Misusing and using the information obtained directly or indirectly for the own benefit or for the benefit of third parties.
- 5.5 In the event of violating the prohibitions mentioned above and without prejudice to the penalties set out in Section Seven of this document, the respective civil, criminal and administrative penalties will apply, in accordance with the regulations in force when incurring non-compliance with the prohibition.

## SECTION SIX

### FORWARDING INFORMATION TO THE SMV ON RELEVANT FACTS AND RESERVED INFORMATION

#### 6.1 Preparation of Relevant Facts

Principal Officers are compelled to inform Stock Exchange Representatives of:

- (i) Any agreement or decision, act, event or fact that qualifies as a Relevant Fact, as soon as they become aware of it.
- (ii) Press releases, media statements or presentations to analysts in which general information of the Company and its Economic Group has been delivered.
- (iii) If information that is false, inaccurate or incomplete, including information that has not been generated or disseminated by the Company, has been published in the media. Published information must meet the criteria to determine the significant influence capacity of the information established by Relevant Facts Regulations. The information referred to in this section must qualify as a Relevant Fact.
- (iv) If statements made by representatives of the Company or by third parties that have or had been related to the Company, or that, due to their condition, exercise of particular functions or circumstances, have or have had access to or know information regarding the Company, has been published in the media, statements made by representatives of the Company or by third parties who have or have been related to the Company, or who, due to their condition, exercise of particular functions or circumstances have or have had access or know information regarding the Company. Statements must meet the criteria to determine the significant influence capacity of the information established by Relevant Facts Regulations. The statements referred to in this section must qualify as a Relevant Fact.



## 6.2 Qualification as Relevant Facts

The criterion or parameter to be used to determine whether an act, decision, agreement, fact, ongoing negotiation or information relating to the Company, Securities or its businesses qualifies or not as a Relevant Fact is its ability to significantly influence: (i) a sensible investor's decision to buy, sell or retain Securities, or (ii) the liquidity, price or quote of Securities, as set out in the Relevant Facts Regulation. In addition, in order to assess the significant influence capacity of the information and its possible qualification as a Relevant Fact, the Company will consider the significance of the act, agreement, fact, ongoing negotiation, decision or set of circumstances in its activity, equity, results, financial situation or business or commercial position in general, or in its Securities or in the Securities offering, as well as in their price or negotiation.

The Finance Division and the Legal Division will be the divisions responsible for qualifying events as a Relevant Fact or submitting such events to the Distribution List, which is permanently composed of: (i) Stock Exchange Representatives of the Legal and Finance Divisions, (ii) the Legal Vice President, (iii) the Vice President of Finance, (iv) the Vice President of Corporate Affairs, and (v) any other person who must be involved in the qualification of the Relevant Fact.

In the event that the Distribution List is responsible for qualifying events as Relevant Facts, such Distribution List must submit its decision for review by the General Manager for information and/or validation.

## 6.3 Financial Information

The approval procedure for the Financial Statements is as follows:

- The Accounting area of the Company prepares the first version of the Financial Statements (quarterly and annual).
- The Accounting Manager reviews these Financial Statements and submits them to the Vice Presidency of Finance (or Vice President of Finance), as well as to the General Manager for approval.
- With the approvals set out in the point above, the Financial Statements are submitted for approval by the Board of Directors and, in the case of annual Financial Statements, for approval by the General Shareholders' Meeting, bodies that approve them, if applicable.
- Financial statements are reported to the SMV as a Relevant Fact.

It should be pointed out that the Company has an Audit Committee that assists the Board of Directors in overseeing financial reports, internal control, risk management and assessment, compliance with applicable laws and regulations, as well as verifying the transparency and integrity of the financial information that the Company makes of public knowledge.

In addition, in accordance with Article 38 of the Financial Reporting Regulation and Financial Reporting Manual, adopted by CONASEV Resolution No. 103-99-EF-94.10, companies compelled to submit audited financial information must report, as a Relevant Fact, the appointment of their independent auditors no later than June 30 of each year. They must also report, as a Relevant Fact, the date on which the audit work will begin.

#### 6.4 Reporting the SMV

Regular Stock Exchange Representatives will proceed to report Relevant Facts and Reserved Information through MVNET or through any other means that SMV may have in place in the future, within the time in which the system is available and within the terms established by SMV.

The reference of Relevant Facts will be made according to the nature of the information contained therein. Therefore, it may be sent through structured and unstructured forms, in accordance with the Technical Specifications of the Registration and Monitoring Information System – SIRyS, approved by SMV Resolution No. 080-2014-SMV/02.

#### 6.5 Reserved Information

The Company, at its own risk, may assign the nature of Reserved Information to an ongoing fact or negotiation when it determines that its early disclosure may cause harm to it.

Information qualified as Reserved Information must be reported to the Securities Market Superintendent within the day following the adoption of the Board agreement that assigns the reserved nature to the ongoing fact or negotiation. In this case, the Stock Exchange Representative will report the Reserved Information through MVNET in a manner differentiated from the reporting channel established for Relevant Facts, specifying that this is Reserved Information.

The respective reporting of Reserved Information must be forwarded by attaching the following documentation:

- (i) Detailed explanation of the ongoing fact or negotiation.
- (ii) Statement that the ongoing fact or negotiation has been the subject matter of a reserve agreement adopted with the favorable vote of at least 3/4 parts of Board members.
- (iii) Foundation of the adoption of the reserve agreement, specifying why the early disclosure of the ongoing fact or negotiation, subject matter of the agreement, may cause harm.
- (iv) Indication of the expressly determined term, during which the ongoing fact or negotiation will maintain the reserved nature, and
- (v) Company statement that it is responsible for ensuring and guaranteeing the reservation and confidentiality of the Reserved Information.

In addition, the measures adopted by the Company for that purpose will be identified and established, and must attach the following: (i) the full list of the people who know the information subject matter of the reserve agreement, whether or not they work for the Company, (ii) the statement that they have complied with demanding a commitment of confidentiality from persons outside the Company who are aware of the reserved information and who are not bound by these Rules, and (iii) statement to be compelled to permanently report any significant act related to the information subject matter of its communication during the reservation phase.

The list of people referred to in the paragraph above does not affect the presumption of access provided for in Articles 41 and 42 of the LMV.

A copy of the relevant part of Board Minutes, duly certified by the General Manager or by whoever has the powers to do so, should be attached to the communication mentioned above, including necessarily the following:

- (i) The identification of Board members who participated in the meeting, as well as the clear identification of those who voted in favor of the agreement. It should be underscored that they represent at least 3/4 parts of Board members.
- (ii) Detailed explanation of the ongoing fact or negotiation.
- (iii) Foundation of the adoption of the reserve agreement, specifying why the early disclosure of the ongoing fact or negotiation, subject matter of the agreement, may cause harm.
- (iv) The agreement adopted, indicating the expressly determined term, during which the ongoing fact or negotiation will maintain the reserved nature and the decision to report such agreement to the SMV.

Reserved Information constitutes Privileged Information.

## SECTION SEVEN

### INFRINGEMENTS AND SANCTIONS

7.1 The following constitute very serious infringements relating to the provisions contained in these Rules<sup>3</sup>:

- (i) Failure or not to implement or infringe Rules with regard to the information provided to the SMV.
- (ii) Perform any act, omission, practice or conduct that violates the integrity or transparency of the market, or that qualifies as market abuse pursuant to the regulations subject matter hereof.
- (iii) Reveal or trust Privileged Information to other people.
- (iv) Recommend performing securities transactions when owning Privileged Information on them.
- (v) Misuse and use, directly or indirectly, for its own benefit or for the benefit of third parties, the Privileged Information held.
- (vi) Failure to comply with implementing the guidelines to ensure that persons who have access to Privileged Information, due to their condition, exercise of functions or other particular events or circumstances, are aware of applicable regulations and sanctions related to their disclosure, recommendation or misuse, or not to ensure the proper dissemination or compliance with such policies or procedures.
- (vii) Make amendments to the terms of the internal regulations, participation regulations, their related rules, bylaws, model contract, contracts signed, information leaflet, and any other document without observing the provisions set forth in the regulations.

In these cases, sanctions would be those described in Article 20 of the Sanctions Regulations.

7.2 Moreover, the following constitute serious infringements relating to the provisions contained in these Rules<sup>4</sup>:

- (i) Not clarifying or denying, and if any, not reporting as a Relevant Fact, after becoming aware, the information published in the media that is false, inaccurate or incomplete and that qualifies as a Relevant Fact, including information that has not been generated or disseminated by the Company.

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<sup>3</sup> Only "very serious" infringements of the Sanctions Regulations, relating to the provisions contained in these Rules, have been considered.

<sup>4</sup> Only "serious" infringements of the Sanctions Regulations, relating to the provisions contained in these Rules, have been considered.

- (ii) Not reporting, as a Relevant Fact and within the established term, the information whose reserve character has ceased.
- (iii) Not submitting or incompletely submitting to the SMV the list of persons who know the Reserved Information, whether or not they work with the Company.
- (iv) Disclosing information that constitutes a Relevant Fact without such information having been previously reported to the SMV.
- (v) Failure to comply with the obligations established during the reserve period of information qualified as reserved.
- (vi) Agreeing to a share of net earnings for the financial year above six percent (6 percent) for their directors, unless that circumstance is disclosed as a Relevant Fact within the first month of the respective financial year.
- (vii) Not appointing, where appropriate, the representative of bondholders in a bond issue, or appointing a person who does not meet the requirements to hold such position.
- (viii) Adopting an agreement by which that information not meeting the minimum requirements required by the regulations is qualified as reserved information, or participate in the adoption of such agreement.
- (ix) Not reporting Relevant Facts that have a significant impact on the market.
- (x) Not returning to the Company the short-term earnings obtained within a period of three (3) months, in the purchase and sale or sale and purchase of Securities in that period, within the term established in the respective regulations or that granted to it by the SMV.
- (xi) Not submitting, at the request of the SMV, the list of persons who had access to Privileged Information within the established term or submitting it incompletely.

In these cases, the sanctions would be those described in Article 21 of the Sanctions Regulations.

7.3 On the other hand, minor infringements will be incurred in the following cases, including, but not limited to:

- (i) Not having at least one Regular Stock Exchange Representative and at least one Alternate Stock Exchange Representative, or appointing or maintaining persons who do not meet the requirements and conditions established in the regulations subject matter thereof to perform the role of a stock exchange representative.
- (ii) Failure to file an affidavit stating that the Stock Exchange Representatives meet the requirements and conditions established in the regulations subject matter thereof.

- (iii) Not providing the audited individual or consolidated financial information, individual or consolidated interim financial statements, management report, additional audit report, Relevant Facts, or annual reports in a timely manner, or doing so incompletely, or, without observing the technical specifications approved by the SMV or without reporting the approval by the relevant corporate body to the SMV, to the Stock Exchange, to the commodity exchange, to the entity in charge of the centralized trading mechanism or to any other entity or subject of the securities or product market.
- (iv) Not requiring the return of short-term profits, in accordance with the rules.
- (v) Failure to notify the SMV, the Stock Exchange or the entity responsible for the centralized trading mechanism about the appointment, resignation, removal, death or inability to permanently hold the position of the Stock Exchange Representative, in accordance with applicable regulations.

In these cases, the sanction would be a warning or fine of no less than one (1) Tax Unit (UIT, by its Spanish initials) or greater than twenty-five (25) UITs, as provided for in Article 22 of the Sanctions Regulations.

- 7.4 On the other hand, failure to fulfil his duties set out in the Rules and in the Relevant Facts Regulations constitutes a serious infringement by the Stock Exchange Representative, in which case a fine of no less than twenty-five (25) UITs or greater than (50) UITs will be imposed on such Stock Exchange Representative.
- 7.5 It should be highlighted that, in accordance with Article 30 of the Relevant Facts Regulations, non-compliance with the provisions established in the Relevant Facts Regulations constitutes a punishable offence and its seriousness will be determined as established in the Sanctions Regulations.
- 7.6 In view of the foregoing, all Company workers are obliged to abide by the Rules. Failure to comply with the Rules constitutes a serious work failure that is likely to be sanctioned in accordance with labor law, the Company's Internal Labor Regulations and/or the policies and/or directives and/or instructions in general that, in the exercise of its management power, the Company imparts to staff. Company officers have a duty to and are responsible for complying with the Rules. In case any worker has any doubts and/or concerns and/or queries about the scope and/or interpretation of the content of the Rules, such worker must inform such doubt to any of the Regular Stock Exchange Representatives within a term no longer than three (03) business days until obtaining a response. The respective Regular Stock Exchange Representative will absolve the worker's doubt and/or concern and/or consultation within a reasonable term. Under no circumstances may the worker claim ignorance of the Rules and/or the correct scope and/or interpretation thereof to justify any non-compliance.
- 7.7 In view of the seriousness of the non-compliance with the provisions of this document and in the exercise of its management power, the Company will apply to workers the disciplinary measures provided for in labor law. In this regard, depending on the Company's assessment of each individual case, it may apply to its workers the disciplinary measures of written reprimand, unpaid salary suspension and dismissal, without the application of a less burdensome sanction being a condition for the application of a more burdensome sanction.

**November 2017**

Page 22 of 40

- 7.8 Notwithstanding the provisions set forth in the paragraph above, the Company may resort to filing the pertinent civil and/or criminal actions. In case of the non-compliance by Directors, those determined by the SMV and/or the corresponding corporate bodies will apply, without prejudice to the pertinent civil and/or criminal consequences.
- 7.9 The sanctions that may be imposed must be recorded in the personal files corresponding to each worker.

**November 2017**

Page 23 of 40

DISCLAIMER: This document is a translation of the original version in Spanish and is for information purposes only. In case of any discrepancy between this English version and the original in Spanish, the Spanish version will prevail

**SECTION EIGHT**

**LETTER OF COMMITMENT**

Principal Officers and Company staff in general must, under signature, acknowledge receipt and certify the reading and adherence to these Rules, thereby committing to fully comply them without any reservations or limitations whatsoever.

**LETTER OF COMMITMENT**

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I hereby certify that I have received and reviewed the Internal Rules of Conduct of ENGIE Energía Perú S.A., that I understand the provisions contained therein and that I undertake to give them full compliance with everything that applies to me.

I also declare to be aware that the breach or non-compliance with this commitment makes me liable to assume full responsibility for my actions and to submit to the sanctions that the General Management, the Board of Directors or the General Shareholders' Meeting of ENGIE Energía Perú S.A. may impose on me, regardless of the legal actions they may deem relevant to carry out and the sanctions that may correspond, in accordance with applicable regulations.

**Name:** \_\_\_\_\_

**Position or Duty:** \_\_\_\_\_

**Date:** \_\_\_\_\_

**Signature:** \_\_\_\_\_

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## ANNEX No. I

### INFORMATION THAT COULD QUALIFY AS PRIVILEGED INFORMATION

In accordance with the provisions set forth in Article 5 of the Market Abuse Regulation - Rules on Misuse of Privileged Information and Market Manipulation, approved by SMV Resolution No. 005-2012-SMV-01, the following information will be considered as Privileged Information, provided that Article 40 of the LMV is complied with, which provides that privileged information is understood as information relating to an issuer, to their businesses or to one or more securities issued or guaranteed by them, not disclosed to the market, and whose public knowledge, due to its nature, is capable of influencing the liquidity, price or quotation of the securities issued, as well as comprising, the reserved information referred to in Article 34 of the LMV<sup>5</sup> and that of the acquisition or disposal transactions to be carried out by an institutional investor in the securities market, as well as that relating to takeover bids.

The information listed below that may qualify as Privileged Information includes, but is not limited to, the following:

1. Changes to the Company's decision-making or control unit.
2. Changes to the Company's control agreements.
3. Mergers, acquisitions or other corporate reorganizations.
4. Changes in expected profits or losses.
5. Transfer of share packages.
6. Changes in Board members, Management or equivalent bodies.
7. Auditors' reports with qualified opinion.
8. New patents, licenses or trademarks.
9. Contracts with the government, customers or suppliers.
10. Non-payment in the case of debt-representative instruments.
11. Share repurchase or redemption plans.
12. Payment of dividends or changes in dividend policies.
13. Report on securities risk rating and changes in the risk rating of a security.
14. Economic and financial restructuring, out-of-court settlement or bankruptcy.
15. Purchase or disposal of assets or changes in the quality or value thereof.
16. Significant legal disputes.
17. Revocation or cancellation of lines of credit.
18. Insolvency of relevant debtors.
19. Financial statements.
20. Information related to the supply or demand of Securities issued on the market by the Company, including information relating to takeover bids and information regarding purchase or sale orders to be made within or outside centralized trading mechanisms.
21. Valuation reports prepared by audit firms, banks, investment banks or consulting firms within the framework of a takeover bid or exclusion takeover bid.
22. Information on the guarantees supporting the payment of the rights conferred to security holders.

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<sup>5</sup> Article 34.- Reserved Information.- It may be assigned to an ongoing fact or negotiation with the status of reserved, where early disclosure may cause harm to the issuer.  
The respective agreement must be adopted by no less than three quarters (3/4) of the Company's Board Members or the body performing its functions.

23. Information from government entities, including, but not limited to, reports on economic trends (production, employment, exchange rate, interest rate, inflation, etc.) and economic policy decisions, with an impact on the Company's legal, economic and financial development.
24. Information on the acquisition or disposal operations to be carried out by an institutional investor in the securities market.

In addition, without prejudice to the aforementioned list of articles established by the Market Abuse Regulation, the Company will also consider as Privileged Information the Company's information related to the Budget and internal projections that it may prepare.

## **ANNEX No. II**

### **LIST OF PRINCIPAL OFFICERS**

- Board Members (Regular and Alternate Members) of the Company and ENGIE Perú S.A.
- Management Group Members, as they may be appointed by the Company.

**November 2017**

Page 27 of 40

**ANNEX No. III**

**INTERNAL COMMUNICATION**

I, \_\_\_\_\_, identified by [National Identity Document / Alien's ID Card] No. \_\_\_\_\_, holding the position of \_\_\_\_\_ at ENGIE Energía Perú S.A. ("ENGIE")<sup>6</sup>, declare my intention to carry out a transaction to [buy/sell] the amount of \_\_\_\_\_ [Shares / Bonds / other Securities] of ENGIE during the period comprised between \_\_\_\_\_ and \_\_\_\_\_<sup>7</sup>.

Lima, \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
[Name]  
[Type and Number of  
Identity Document]

<sup>6</sup> When the transfer of shares of the Company is made by or in favor of Principal Officers for an amount equivalent to 1% of the Company's issued capital stock, the amount of the transfer must also be reported.

<sup>7</sup> The reported period may not exceed five (5) calendar days, from the date on which the communication is submitted. In addition, this period may not be comprised within the term of 30 calendar days referred to in subsection 3.7 of these Rules.

**ANNEX No. IV**  
**APPLICABLE RULES**

Relevant LMV Articles:

**Article 32.- Transfer Information.-** Any transfer of securities registered in the Register equal to or greater than one percent (1%) of the amount issued, made by or in favor of any of the directors and managers of the issuer, their spouses and relatives up to the first degree of consanguinity, must be communicated by the issuer to the SMV and to the stock exchange or entity responsible for conducting the centralized mechanism in which the security is registered, where applicable, within five (5) days of notification of the transaction to the issuer. The communication should mention the number of securities, purpose of the transfer and the price paid by them. This information must be immediately disclosed by the SMV and the respective stock exchange or entity responsible for conducting the centralized mechanism.

In addition, with the same requirements of the paragraph above, issuers must inform such institutions of transfers of capital stocks registered in the Register, made by persons who directly or indirectly own ten percent (10%) or more of the issuer's capital or those that, because of an acquisition or disposal, may have or no longer own such a percentage.

**Article 41.- Presumption of Access.-** Unless proven otherwise, for the purposes of this law, the following are presumed to have privileged information:

- a) The directors and managers of the issuer and institutional investors, as well as the members of the latter's Investment Committee, where appropriate.
- b) Directors and managers of companies linked to the issuer and institutional investors.
- c) Shareholders who individually or together with their spouses and relatives up to the first degree of consanguinity hold ten percent (10%) or more of the issuer's or institutional investors' capital, and
- d) The spouse and relatives up to the first degree of consanguinity of the persons mentioned in the paragraphs above.

**Article 43.- Prohibitions.-** People who hold privileged information are prohibited from:

- a) Reveal or entrust the information to other people until such information is disclosed to the market.
- b) Recommend the realization of operations with securities for which privileged information is available, and
- c) Misuse and use, directly or indirectly, for the own benefit or for the benefit of third parties, privileged information.

These people are compelled to ensure that their subordinates abide by the prohibitions set out in this article.

**November 2017**

Page 29 of 40

People who fail to comply with the prohibitions set out in this article should provide to the issuer or fund, in the case of information relating to the operations of mutual funds, investment funds, pension funds or other funds managed by institutional investors, the profits they have obtained.

**Article 44. Return of Short-Term Earnings.-** Any profit made by directors and managers of the issuer, as well as directors, managers, investment committee members and people involved in the investment process of management companies, investment fund management companies and pension fund administrators, from the purchase and sale or sale and purchase, within a period of three months, of securities issued by the issuer, must be delivered in full to the issuer or to the estate, as appropriate. The provisions set forth in this paragraph are independent from the misuse of privileged information.

By means of general provisions, SMV can regulate the provisions set forth in this article, as well as the assumptions of exception to the obligation to return earnings.

**Article 45.- Identity Confidentiality.-** It is prohibited to the directors, officers and workers of brokerage agents, mutual fund management companies in securities and investment funds, credit risk rating companies, issuers, bondholder representatives, as well as directors, members of the Board of Directors, brokerage agents and workers and other entities responsible for conducting centralized mechanisms, as well as clearing and securities settlement institutions, providing any information on buyers or sellers of securities traded on the stock exchange or in other centralized mechanisms, unless such persons have written permission, the SMV's request is made or the exceptions referred to in Articles 32 and 47 are met.

Likewise, the prohibition referred to in the paragraph above extends to information concerning buyers and sellers of securities traded outside of centralized mechanisms, as well as for subscribers or purchasers of securities placed by primary or secondary public offering.

In case of infringement of the provisions set forth in the paragraphs above, the aforementioned subjects, without prejudice to the corresponding sanction, are jointly and severally liable for the damages they may cause.

**Article 47.- Exceptions.-** The duty of confidentiality is not applicable to directors and managers of the subjects referred to in the two Articles above, in the following cases:

a) When requests are made by judges, courts and prosecutors during the regular performance of their duties and with specific reference to a particular process or investigation, in which the person to which the request is contracted is a party.

b) When the information relates to transactions carried out by persons involved in the illicit trafficking of drugs or suspected of carrying it out, favoring or concealing it and is required directly from the SMV or, through it, to the stock exchanges, other entities responsible for conducting centralized mechanisms, clearing and securities settlement institutions, as well as to brokers, by a foreign government with which the country has signed an agreement to combat and sanction such criminal activity, and

c) When the information is requested by control bodies of countries with which the SMV has signed cooperation agreements or memorandum of understanding, provided that the request is made through the SMV and that the laws of those countries provide equal prerogatives for requests for information made to them by the SMV.

d) When the information, individual or registration, is requested by the Financial Intelligence Unit of Peru, within the framework of the performance of its investigative functions, in accordance with its laws of creation and amendments.

e) When the information is requested by the National Superintendency of Tax Administration, in the regular performance of its functions and with reference to the attribution of income, losses, credits and/or withholdings to be made to shareholders, investors and, in general, any taxpayer, in accordance with the Income Tax Law.<sup>8</sup>

**Article 51.- Obligation by the Issuer.-** Issuers with securities registered in the Register are subject to the following rules:

a) Directors and managers are prohibited from borrowing money or goods from the company, or using for their own benefit, or those who have a link to them, the Company's goods, services or credits, without the authorization of the Board of Directors.

b) Directors and managers are prohibited from taking office in order to obtain, by any other means and to the detriment of business interest, undue advantages for themselves or for persons to whom they are linked.

c) For the entering into of each act or contract involving at least five percent of the assets of the issuing company with natural or legal persons linked to its directors, managers or shareholders that directly or indirectly represent more than ten percent of the Company's capital, prior approval of the Board of Directors is required, without the participation of the director who has a link. For the purposes of the five percent determination, the last applicable financial statements should be taken into account.

In transactions in which the control shareholder of the issuing company also exercises control of the legal entity participating as a counterparty in the respective act or contract subject to prior approval by the Board of Directors, the review of the terms of that transaction by an entity outside the issuing company is additionally required. An entity outside that company will be regarded as the tax companies or other legal persons that Conasev may determine by means of general provisions.

The entity reviewing the transaction must not be linked to the parties involved in the transaction, or to the directors, managers or shareholders holding at least ten percent of the capital stock of such legal persons. The entity that has audited its financial statements over the last two years is considered, among others, as linked to the issuing company.

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<sup>8</sup> Pursuant to Article 1 of Resolution No. 039-2006-EF-94.10, published on July 15, 2006, the scope of subparagraph (e) is interpreted as follows: *The exception to the duty of confidentiality provided for in subparagraph (e) of Article 47 of the LMV constitutes a case of restricted access to information of stock market investors, so it operates only in respect of specific cases in which the exercise of powers by the tax administration relating to a taxpayer or income tax person referred to in the Income Tax Law is observed.*

*The information that SUNAT can access, in respect of fund shareholders, investors or other income taxpayers, is one that is recorded in the certificate of attribution of income referred to in the Income Tax Law Regulations, not being possible for SUNAT to access additional information with respect to participants as this would imply a breach of the duty of confidentiality.*

Conasev must define the scope of the terms *control and linkage* and regulate the participation of the entity external to the company and the other aspects of this article.

The benefits received in violation of the provisions of this Article must be derived to the Company, without this preventing from filing the corresponding claim for damages or the pertinent criminal proceedings.



**ANNEX No. V**

**CONFIDENTIALITY COMMITMENT**

Lima, [●] [●], [●].

Messrs.

**ENGIE ENERGIA PERÚ S.A.**

Av. República de Panamá No. 3490

San Isidro.-

Attention: Sr. [●]

Reference: Letter of Confidentiality

Dear Sirs:

This letter of confidentiality is intended to refer to the information that [will be] provided to me/us or will be made available to [me/us] in [our] capacity as [●], within the framework of [*Insert a brief description of the operation*] (the "Operation").

In this regard, I/we hereby [confirm] that, [in accordance with the practices of our Company], any information that is provided to [me/us] by ENGIE Energía Perú S.A. ("ENGIE" or the "Company") or its counterpart, its respective officers and staff in general, in connection with the Operation or that we generate based on the information provided by the Company [is/will be] considered as confidential and used exclusively for the purposes of the services to be provided to ENGIE.

In that regard, [I am bound/we are bound] to keep confidential the content of the Operation and any contract or document that is negotiated or signed as a result of such Operation. [My obligation/Our obligations] extend to the information provided by you.

[The obligation to maintain the confidentiality and reservation of the information to be provided by ENGIE, within the framework of the Operation, will extend to all the staff of our Company.]

[My/Our] obligation of confidentiality does not extend to that information that: (i) at the date on which [the information was provided to me/was disclosed to our Company] was of public knowledge or at any time from that opportunity when it becomes public knowledge, (ii) to date, it is already and legally in [my/our] power and, therefore, is not subject to the confidentiality commitment, or (iii) the disclosure of which is required under applicable rules or by a judicial order, decree, regulation or unappealable governmental law.

Notwithstanding the foregoing, in the case described in item (iii) above, [I undertake/our company undertakes] to communicate receipt of the request in question, as soon as possible to ENGIE.

Sincerely,

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[*Insert name of natural person / company* ]

[*Insert name of legal representative*]

[*Insert type and number of identity document*]

**November 2017**

Page 33 of 40

## **ANNEX No. VI**

### **LIST OF RELEVANT FACTS**

#### **ANNEX OF SMV RESOLUTION No. 005-2014-SMV/01**

The purpose of this list is to facilitate the Company the identification, qualification and classification of the information that could qualify as a Relevant Fact, including as a reference, but not limited to:

#### **Calls for Meetings and Agreements**

1. Call for shareholders' meetings, creditors' meeting or bondholder meeting, indicating the respective agenda and documentation available to shareholders, creditors and bondholders, as the case may be, as well as the agreements adopted therein.

In the case of a call for an annual mandatory meeting or equivalent body, the Issuer must attach a copy of the annual audited financial information and the annual report, which will be submitted for approval.

Exceptionally, in the case of a foreign Issuer with securities registered in the RPMV and another regulated foreign market, such foreign Issuer may submit the information required in the paragraph above to the SMV as soon as it has such information. This is, when, as a result of the requirements of foreign market regulations, it is not possible for have such information at the time the foreign Issuer calls for a Shareholders' Meeting or equivalent body.

In the case of calls for mergers, the information to be submitted must include the name of the company or companies with which it intends to merge, indicating for each of them the type of business activity they carry out, the merger project and, where appropriate, the existing economic relationship, thus applying the rules set out in the Indirect Property, Relationship and Economic Groups Regulations.

In the case of calls relating to spin-offs or other forms of business reorganization, the information to be submitted will include the name and activity carried out by the company or companies involved, the draft spin-off or reorganization, as well as the existing economic relationship referred to in the paragraph above, between the issuer and the other companies involved, as the case may be.

For calls referred to other forms of business reorganization, the equivalent draft or report must be submitted.

2. Adoption of agreements involving the amendment to bylaws, transformation, merger, spin-off and other forms of corporate reorganization, as well as the restructuring, dissolution, liquidation and bankruptcy of the Issuer, in which cases, in addition to the respective agreements, the information detailed below is part of the relevant fact:

2.1. In the case of merger agreements:

- a. Copy of the approved draft merger.

**November 2017**

Page 34 of 40

- b. Date of entry into force of the agreement.
- c. The financial statements and any other economic-financial information that served as a basis for the adoption of the merger agreement of the companies involved. In the event that any of the companies participating in the merger is not registered in the RPMV, the audited financial statements and their report for the last year must be submitted, unless there are justified reasons to prevent their submission.
- d. General or particular criteria, duly substantiated, to be used in the asset valuation and liability rating of each of the companies involved in the merger process, and its form of application. In addition, if applicable, the relationship between capital stock accounts and investment shares prior to the merger must be indicated.
- e. The relationship and content of the special rights existing in the company or companies that are extinguished by the merger, which are not modified or subject to compensation, benefits agreed to the holders of equity shares or, if applicable, investment shares, as well as other particular privileges.
- f. Share swap ratio, including tables with the respective substantiation and form of calculation.
- g. The present or future intention to maintain or not maintain the registration of shares on the stock exchange or in the centralized trading mechanism, or the intention to withdraw them, must be communicated.

2.2. In cases of spin-off agreements, simple reorganization or other forms of business reorganization:

- a. Copy of the approved draft spin-off or reorganization.
- b. Date of entry into force of the agreement.
- c. The financial statements and any other economic-financial information that served as a basis for the adoption of the agreement.
- d. General or particular criteria, duly substantiated, to be used in the equity block valuation of the companies involved in the spin-off or reorganization process, and its form of application.
- e. Modality of spin-off or reorganization, specifying the relationship and content of the special rights existing in the company being spin-off or extinguished by the spin-off, which are not modified or subject to compensation, as well as the rights that would have been agreed by the shareholders of the spin-off company, other additional privileges or benefits, the criteria on which they are based, their form of application and equity valuation.
- f. Detailed and valued relationship of assets and/or liabilities, if any, corresponding to each of the equity blocks resulting from spin-off, or corresponding to the equity block that is transferred, if applicable.
- g. Share swap ratio, including tables with the respective substantiation and form of calculation.
- h. The present or future intention to maintain or not maintain the registration of shares on the stock exchange or in the centralized trading mechanism, or the intention to withdraw them, must be communicated.

2.3. In cases of agreements on capital increase or reduction, share consolidation or split, share amortization or redemption, or changes in the face value of shares:

**November 2017**

Page 35 of 40

- a. In the event of an increase in capital stock and/or capitalization investment shares, the amounts and concepts that gave rise to the variation in capital stock and/or investment share account and the period to which the capitalization corresponds should be specified, as well as the new amount to which those accounts amount. In addition, the percentage in released shares that corresponds to common and/or investment shareholders, as well as the rights that those shares will have, must be specified.
- b. In the event of an increase in capital stock and/or investment shares by cash contributions from shareholders or by public offering of shares, the amount of the agreed increase, the destination of funds, the figure to which the capital stock account and/or investment share account will be raised, the rights that such shares will have, as well as the characteristics to identify them, should be specified. In addition, the characteristics and conditions of the subscription process must be specified, indicating the date of delivery of preferential subscription certificates (CSP, by its Spanish initials), the terms of validity and negotiation of CSP, in accordance with the regulations in force, the subscription price, indicating the amount of the premium, as the case may be, the terms for subscription trading and the characteristics that allow to identify provisional certificates.
- c. In the event of a decrease in the capital stock and/or investment shares, the causes of the decrease should be reported, specifying the number of shares to be withdrawn from circulation or, where appropriate, the amount of the reduction in the face value thereof. It should also indicate the dates and forms in which shares will be withdrawn.
- d. In case of changes in the capital stock account and/or investment shares for another reason, the concept and amount of the agreed increase and/or reduction should be specified, as well as the new figure of the capital stock account and/or investment shares.
- e. In the event of a change in face value, share consolidation or split, the detail of the agreement adopted should be submitted and the new number of shares should be specified, as well as the new and the previous face value, the date of swap in the cases where applicable.

Information relating to the merger, spin-off or reorganization processes and amendment to the bylaws of an Issuer must be submitted to the RPMV within fifteen (15) business days from its registration in the Public Records, in accordance with the following:

- (i) In the case of a merger, the financial statements resulting from the merger and the respective public instrument should be submitted, informing the relationship between capital and investment share accounts, as the case may be, after the merger and the date established for the swap of shares of the companies involved therein.
  - (ii) In the event of a spin-off or reorganization, the financial statements resulting from the spin-off, simple reorganization or other forms of corporate reorganization should be submitted, indicating the date set for the swap of shares of the companies involved therein.
  - (iii) In the case of all amendments to the bylaws, a copy of the notarially certified copies of the respective public instruments.
3. Change in the investment share account, detailing the concepts or causes that give rise to it, as well as their amount.

**November 2017**

Page 36 of 40

### **Directors and General Management**

4. Appointment, termination and changes in Board members and General Management and/or their equivalent bodies.
5. Approval or modification of remuneration or incentive policies of directors and general management, including those based on the distribution of shares of the issuer himself or the companies of his economic group.

### **Control and Related Unit**

6. Transfers of shares representative of the capital stock made by persons who directly or indirectly hold ten percent (10%) or more of the issuer's capital or of those that, as a result of an acquisition or disposal, may have or no longer own such a percentage.
7. Knowledge of plans, involving a change in the control unit or the acquisition or increase of significant participation in the Issuer, including agreements between shareholders.
8. Changes in the Issuer's control unit, in accordance with the provisions set forth in the SMV Indirect Property, Relationship and Economic Groups Regulations, including corporate agreements or agreements between holders of shares of the Issuer, directly or indirectly.
9. Transactions, loans and provision of significant guarantees between the issuer and companies of its economic group, and/or with members of the bodies of its administration or shareholders.

### **Financial Situation and Benefits**

10. Approval and submission of financial information, annual report, as well as their respective amendments or remedies. The respective financial information and annual report must be attached, as the case may be.
11. Appointment and termination of contract with its audit firm.
12. Relevant changes in results or net worth, stating the reasons therefor.
13. Approval or modification of the dividend policy, including the criteria for profit sharing, in such a way that, on the basis of these, an investor can estimate the dividends to be received and their opportunity to pay. Any changes in this policy must be reported at least 30 days prior to its application.
14. Information concerning the distribution or application of profits for the year, indicating the amount and year to which it may correspond, and, as the case may be, the dividend and/or percentage of released shares that may correspond per common share and/or investment, the number of shares benefited, as well as the date of registration and date of delivery of any value or benefit.

### **Investment Plans and Financing Structure**

15. Approval and changes in investment and financing plans and operations, as well as changes in their terms and conditions.

**November 2017**

Page 37 of 40

16. Acquisition, disposal or restructuring of assets and/or liabilities for significant amounts, as well as relevant levies on assets and capitalization of debts. Also, reduction in net worth by an amount equal to or greater than 10%.
17. Grant, cancel or oppose trademarks, patents, licenses, operating permits or other rights directly linked to the Issuer's business.
18. Significant acquisitions and disinvestments in financial assets, such as holdings in other companies, entering into of derivative financial instrument contracts with significant influence capacity over the issuer or its securities. This latter scenario does not apply to SBS Enterprises.
- 18.1 Monthly position in derivative financial instruments, as set out in Annex No. VII.
19. Postponement or non-compliance with payment obligations, including those arising from the issuance of debt securities, whether principal or interest, as well as any changes in the payment structure of rights or benefits, and the consequences arising from such situations.
20. Revocation or cancellation of lines of credit and execution of guarantees.

### **Securities Offerings**

21. Information on issues of securities by public or private offer inside or outside the country, including participation in American Depositary Receipt programs, detailing, inter alia, the notice of offer and/or the conditions of issuance and/or sale, as well as the result of placement, specifying the number and total amount of securities placed or sold.
22. Risk rating reports of the Issuer's securities, as well as their changes, updates or challenges, attaching a copy of the respective rating report.
23. Appointment, dismissal and change of the representative of bondholders.
24. Valuation reports prepared by specialized companies, audit firms, banks, investment banks or persons on the occasion or within the framework of public securities offerings or a due diligence.
25. Impairment of the guarantees supporting the payment of the rights conferred on the holders of securities of the Issuer.
26. The recording, suspension or exclusion of the Issuer's securities in the register of the market supervisory entity or on the Stock Exchange where its securities are recorded.
27. Approval of plans or operations and execution of repurchase, redemption, rescue, amortization, conversion or other that reduce the number of outstanding securities, as well as their exclusion from the RPMV.

## **Economic Activity**

28. Important contracts with the State, customers or suppliers, and renegotiation thereof.
29. Initiation of a due diligence process or similar requested by a shareholder or by third parties, or arranged by the issuer itself.
30. Discoveries of new resources or development, acquisition or application of new technologies, which may have a significant impact on the Issuer's Activities.
31. Strikes, interruptions or unforeseen cessations of productive activity that may have a significant effect.
32. Final resolutions of sanctions imposed on the Issuer by competent authorities .
33. Beginning and final outcome of judicial or arbitral proceedings and administrative proceedings that may affect the assets or businesses and activities of the Issuer.
34. Entry into insolvency proceedings, intervention or bankruptcy of the Issuer .
35. Information on socio-environmental impacts related to the operations developed by the company that may affect its sustainability.

## **ANNEX NO. VII.**

### **MONTHLY POSITION IN DERIVATIVE FINANCIAL INSTRUMENTS**

1. The Company must make the assessment set out in section 2 below to determine whether it is compelled to refer, as a Relevant Fact of, the monthly position of its derivative financial instruments, taking into account the content, periodicity and shipping time set out in section 3 below.
2. The evaluation should be carried out no later than the day of approval of each individual or separate interim financial information, and on such information, the Company will determine that it is compelled to submit information on the monthly position of its derivative financial instruments, if it is in any of the following cases:
  - 2.1. In accordance with International Financial Reporting Standards, it has some derivative financial instrument for trading purposes, or
  - 2.2. The result of the sum of the absolute value of the fair value of all its derivative financial instruments (trading and hedging) is greater than or equal to 5% of its total liabilities or its capital stock or greater than or equal to or equal to 3% of its total operating income for the specific quarter (last three months).
3. The Company must submit, within ten (10) business days following the close of each month, a relevant fact with the detail required by the approved format of the SMV.