ecopetrol	INTERNAL REGULATIONS OF ECOPE	F THE BOARD OF DI TROL S.A.	RECTORS OF
	CORPORATE SOCIAL RESPON OFFICE OF THE O	SIBILITY MANAGEI GENERAL SECRETAR	
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#### **1. CHAPTER 1: PURPOSE AND SCOPE OF APPLICATION**

**Article 1. Purpose:** The purpose of these Regulations is to establish the process for appointing the Board of Directors of ECOPETROL S.A. (hereinafter "Ecopetrol" or the "Company"), set the basic rules for its organization and functioning, as well as determine the action principles and standards of conduct of its members.

In aspects not provided for in these regulations, the provisions of the Company's Corporate Bylaws and those considered in the applicable laws shall apply, with respect to the actions of the Board of Directors.

**Article 2. Scope of Application:** These Regulations shall be subject to general and mandatory application for all members of the Ecopetrol Board of Directors.

#### **2. CHAPTER 2: COMPOSITION OF THE BOARD OF DIRECTORS**

#### 2.1 SUBCHAPTER 1: INTEGRATION, ELECTION, TERM AND RESIGNATIONS

**Article 3. Integration:** The Board of Directors shall consist of nine (9) principal members without alternates, elected for periods of two (2) years by the General Shareholders' Meeting, under the electoral quotient system, and they may be reelected indefinitely. Elected individuals may not be replaced in partial elections, without holding a new election under the electoral quotient system, unless vacancies are filled unanimously.

An appointment as a Board member may be effected personally or as holder of a specific public position.

**Paragraph.** The term for members of the Board of Directors elected at the 2018 ordinary General Shareholders' Meeting is one (1) year, starting from their election and until the holding of the 2019 ordinary General Shareholders' Meeting.

**Article 4. Procedure for composing the slate of candidates for members of the Board of Directors:** The Federal Government, Ecopetrol's majority shareholder, represented by the Colombian Ministry of Finance and Public Credit, by holding the majority of the Company's outstanding voting shares, shall present to Management its list of candidates to comprise the nine positions on the Board of Directors, together with their respective CVs.

To fulfill the regulations applicable to the Company, the proposed slate must meet the following requirements:

- The majority of candidates must be independent.
- At least one (1) of the members must be an expert in financial matters, as set forth in the applicable United States securities market regulations.
- The eighth and ninth positions, respectively, must include a representative of the producing departments of the hydrocarbons exploited by ECOPETROL and a representative of the minority shareholders, appointed by the 10 minority shareholders with the largest equity stakes.

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## INTERNAL REGULATIONS OF THE BOARD OF DIRECTORS OF ECOPETROL S.A.

## CORPORATE SOCIAL RESPONSIBILITY MANAGEMENT SYSTEM OFFICE OF THE GENERAL SECRETARY

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The Office of the General Secretary shall perform due diligence or a review of the candidates' CVs. Candidates for members of the Board of Directors are responsible for the truthfulness, integrity and accuracy of the information contained in their respective CVs. During the review process, the following topics are identified:

- Proven experience
- Degrees earned
- Positions held
- Boards of Directors on which the candidate is currently sitting
- Fulfillment of general and technical requirements
- Review of disciplinary, tax and criminal history
- Review of history on disqualification lists
- Fulfillment of independence requirements; only required of candidates nominated as independent members
- Availability; the candidate must guarantee that they have the time available to assume the duties and responsibilities of their position as a member of the Board of Directors. Availability includes attending meetings of the Board and Board Committees, reviewing and studying supporting documents for the respective Board and Committee meetings, as well as reviewing and commenting on minutes.

The work carried out by the Office of the General Secretary is an input for the Board of Directors, through the Committee appointed for that purpose, to review the CVs of proposed candidates to verify that they have knowledge and experience in the activities corresponding to Ecopetrol's corporate purpose, and/or have knowledge and experience in industrial and/or commercial, financial, stock-market, administrative, legal or similar fields, enjoy a good reputation and are recognized for their professional capacity and integrity.

The Committee appointed by the Board of Directors to participate in this procedure shall also verify that candidates for the Board of Directors have not incurred any grounds for disqualification and incompatibility as defined by law.

**Article 5. Election of the Board of Directors:** The Board of Directors is elected by the General Shareholders' Meeting through the electoral quotient system.

Once the Committee appointed by the Board of Directors to review the profiles of proposed candidates verifies that they meet the profile defined by the Company in its Corporate Bylaws, Ecopetrol shall proceed to publish the candidates' CVs on the Company's website, for them to be available at the start of the shareholders' right of inspection.

During the Meeting, shareholders may also nominate slates alternative to the one proposed by the Ministry of Finance and Public Credit as the majority shareholder. The slate must be complete, i.e., it must offer candidates for the nine (9) seats on the Board of Directors and meet the requirements set in the Law, the Corporate Bylaws and the provisions of these Regulations.

During the Meeting, shareholders may not nominate individual candidates for the Ecopetrol Board of Directors because according to the mechanism defined by law for election of the Board of Directors, it is only possible to propose complete slates.

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**Article 6. Reelection of Members of the Board of Directors:** For the reelection of members of the Board of Directors, upon reviewing the proposed slate, the Committee appointed for that purpose by the Board of Directors must keep in mind the results of the self-evaluation or external evaluation performed of the Board of Directors, as well as the following criteria:

- Average attendance at Board and Board Committee meetings, which except in the case of justified *force majeure*, may not be less than 80% of the total annual meetings scheduled for the Board or the respective Committee.
- Participation on and contributions to the Board of Directors and Committees, measured through the evaluation.
- Fulfillment of duties and responsibilities.
- Whether the Board member continues to meet the attributes, capacities and qualifications that were considered in electing him or her as a member of the Board of Directors.

**Article 7. Resignations or vacancies on the Board of Directors:** In the event of a resignation or vacancy of members of the Board of Directors before the end of their term or prior to the ordinary General Shareholders' Meeting, the vacancy shall be filled at the next ordinary Shareholders' Meeting at which election of the Board of Directors is submitted for shareholder consideration. This is, provided that the quorum of the Board of Directors is not affected. In the event that the quorum is affected, the President of the Company may convene an extraordinary meeting to restore the Board of Directors.

# 2.2 SUBCHAPTER 2: REMUNERATION AND OTHER EXPENSES

**Article 8. Remuneration of members of the Board of Directors and its Committees:** Fees for attending sessions of the Board of Directors and Board Committees that are received by Directors are set by the General Shareholders' Meeting in the form of the current monthly legal minimum wages (CMLMW).

**Article 9. Other expenses:** Ecopetrol directly assumes the following expenses, provided that they are necessary for the exercise of the duties of the Board of Directors and Board Committees:

- a) Expenses of lodging, food, and air or ground transport, for the purpose of being able to fully exercise their duties.
- b) Expenses related to training, updates and contracting of external advisers required by the Board of Directors as a collegial body.
- c) Costs associated with the Civil Liability Policy for Ecopetrol Directors and Management.

Members of the Board of Directors receive no economic compensation in the form of Ecopetrol shares, nor any type of variable remuneration.

Members of the Steering Committee and other Ecopetrol employees who attend meetings of the Board of Directors and Committees as guests shall receive no remuneration for their attendance and participation in them.

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## 2.3 SUBCHAPTER 3: CHAIR, VICE CHAIR AND SECRETARY OF THE BOARD OF DIRECTORS

Article 10. Chair and Vice Chair: The Board of Directors shall elect a Chair and a Vice Chair from among its independent members. They shall be elected for terms of one (1) year, and from 2019 onwards, for terms of two years.

The Chair shall have the duty of chairing and leading ordinary and extraordinary meetings of the Board of Directors, in addition to any such duties that are assigned thereto by these Regulations.

The Vice Chair shall replace the Chair in the event of temporary or permanent absence, and in the latter case, until the Board appoints a new Chair.

At sessions at which both the Chair and the Vice Chair are absent, attendees may appoint from among their members a person to chair the respective meeting.

**Article 11**. **Duties of the Chair:** The principal duties of the Chair of the Board of Directors are the following:

- a) Ensure that the Board of Directors sets and efficiently implements the Company's strategic direction.
- b) Promote actions by Company management, acting as a link between shareholders and the Board of Directors.
- c) Coordinate and plan the functioning of the Board of Directors through the annual topical work schedule proposed by Management.
- d) Convene meetings, directly or through the Secretary of the Board of Directors.
- e) Prepare the Agenda for meetings, in coordination with the President of the Company, the Secretary of the Board of Directors, and other members.
- f) Ensure timely and complete issuance of information to Members of the Board of Directors, directly or through the Secretary of the Board of Directors.
- g) Chair meetings and manage discussions.
- h) Ensure the execution of agreements of the Board of Directors and monitor its duties and decisions.
- i) Monitor the active participation of members of the Board of Directors.
- j) Manage the process of the annual evaluation of the Board of Directors and the Committees, except its self-evaluation.

**Article 12. Secretary of the Board of Directors:** The Ecopetrol General Secretary, or the individual serving as such, shall act as the Secretary of the Board of Directors. The appointment and removal of the Secretary falls to the Board of Directors at the proposal of the President of the Company.

The Secretary of the Board of Directors shall be responsible for supporting the Chair of the Board of Directors in his or her tasks and must ensure the Board's proper functioning, assuming responsibility for:

- a) Convening meetings in accordance with the annual schedule.
- b) Timely and sufficient delivery of decision-making information for the deliberation and taking of decisions.

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INTERNAL REGULATIONS OF THE BOARD OF DIRECTORS OF ECOPETROL S.A.



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- c) Providing members of the Board of Directors with advice or collaboration required for execution of their duties.
- d) Maintaining corporate documentation.
- e) Duly reflecting on the books of minutes and advancement of the sessions.
- f) Attesting to the decisions of the corporate body.
- g) Ensuring the formal legality of the actions of the Board of Directors.
- h) Guaranteeing that the procedures and rules of governance are complied with and regularly reviewed as provided for in Ecopetrol's internal regulations.

## **3. CHAPTER 3: MEETINGS**

**Article 13. Meetings:** The Board of Directors shall ordinarily meet at least eight times per year, at the Company's domicile or at a location it identifies, on the date and time it sets, and on an extraordinary basis when convened by itself, the President of Ecopetrol, the Chair of the Board of Directors, the Statutory Auditor or two of its members.

The Board of Directors may also hold universal meetings as set forth in paragraph two, Article 22 of the Corporate Bylaws.

In addition to in-person meetings, the Board of Directors may meet remotely, as set forth in Articles 19 of Law 222 of 1995.

**Article 14. Convocation:** Ordinary meetings shall be convened annually with the Board of Directors' approval of the annual schedule of sessions of the Board of Directors, and shall be ratified by the Office of the Secretary a minimum of five (5) calendar days in advance. Extraordinary meetings shall be convened by means of communications sent to each member no less than five (5) calendar days in advance; said communications may be sent through any suitable medium.

Convocations for meetings of the Board of Directors must contain at a minimum the general data for the meeting, such as place, date, time, as well as the agenda the Board of Directors shall follow on each occasion.

**Article 15. Meeting Attendance:** All members of the Board of Directors shall be convened to all meetings of the Board of Directors, with a view to maintaining the level and continuity of the information and analysis of issues that this body is responsible for deciding.

The President of Ecopetrol shall attend meetings of the Board of Directors, with a voice but no vote.

Under no circumstances may the President of Ecopetrol be appointed Chair of the Board of Directors.

Individuals whose attendance is considered necessary and timely for the development of the meeting may also attend, as guests.

**Article 16. Meeting Agenda:** The meeting agenda shall be organized by the Secretary of the Board, in accordance with the instructions from the Chair of the Board of Directors and taking into account the requests of Company Management. In all cases, members of the Board of Directors must be sent the available support materials and information concerning each specific topic to be addressed at the respective meeting.

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Members of the Board of Directors may request that other topics be included on the agenda, presenting the respective request to the Chair of the Board of Directors and/or Secretary for inclusion at the next meeting or scheduling for a subsequent meeting, at all times informing the requester of the decision, with the required details.

The agenda must at all times include a point assigned to the topics of the President of Ecopetrol, for him or her to present an activities report or refer to last minute issues to be covered.

The agenda may undergo changes, even after being notified of the convocation of the members of the Board of Directors, if in the judgment of the Chair and/or Secretary, the importance of the issues so requires.

In any case, and by agreement of the Board of Directors itself, new topics may be included even during the course of the respective meeting.

**Article 17. Conclusion of the Meeting:** After having addressed the entire agenda and declared the results of the votes, the Chair of the Board of Directors may conclude the meeting, closing the session.

### 4. CHAPTER 4: QUORUM, DECISIONS AND MINUTES

**Article 18. Quorum for Deliberations and Resolutions:** Both ordinary and extraordinary meetings require as a quorum for deliberations a number greater than or equal to five members of the Board of Directors. Decisions shall be approved by a majority of votes from the members present.

**Article 19. Mechanism for Approving Resolutions:** As set forth in Article 20 of Law 222 of 1995, or the regulations that replace or modify it, resolutions of the General Shareholders' Meeting or Board of Directors shall be valid when all shareholders or members express their votes in writing. In this event, the respective majority shall be calculated over the total shares outstanding or members of the Board of Directors, as the case may be. If shareholders or members have expressed their votes in separate documents, these must be received no later than one (1) month from the first communication received. The legal representative shall inform the General Shareholders' Meeting or the Board of Directors (as applicable) of the sense of the resolution, within five (5) business days following receipt of the documents in which the vote is expressed.

**Article 20. Strategic Decisions:** The Board of Directors may instruct the President of the Company to consider a Board decision "strategic" and, depending on the Board of Directors' instructions, the Chair may provide for measures to disseminate them. "Strategic" status may be temporary or permanent.

**Article 21. Communication of Board of Directors Resolutions:** The Secretary of the Board shall communicate to the Company areas responsible for each issue, the resolutions adopted by this entity and the instructions it imparts.

**Article 22. Minutes:** The meeting Secretary shall prepare minutes of the session, to be incorporated into the Book of Minutes, in accordance with the Law and the Corporate Bylaws. The minutes shall be signed by the Chair and Secretary of the Board of Directors.

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### **5. CHAPTER 5: DUTIES**

**Article 23. Duties:** In accordance with the Company's Corporate Bylaws, the Board of Directors shall have the following duties:

- 1. Develop its own Regulations.
- 2. Approve the meeting schedule annually. It shall also set the semi-annual calendar of dates for holding the work meetings it is prepared to carry out.
- 3. Approve the Board of Directors' annual topical work schedule annually.
- 4. The other functions set forth in the Ecopetrol Corporate Bylaws.

**Article 24. Access to Information:** In complete fulfillment of its duties, the Company shall guarantee to the Board of Directors, as a collegial body, access to the necessary Company information, except reserved information as defined by law and the Corporate Bylaws.

# 6. CHAPTER 6: RESPONSIBILITIES, DISQUALIFICATIONS AND ACTION PRINCIPLES OF THE MEMBERS OF THE BOARD OF DIRECTORS

**Article 25. Responsibilities, Disqualifications and Incompatibilities:** Members of the Board of Directors acquire no employment relationship whatsoever with the Company. Their responsibilities, as well as their disqualifications and incompatibilities, shall be governed by the applicable regulations in the area.

**Article 26. Action Principles of Members of the Board of Directors:** To maintain the greatest objectivity, independence and knowledge in decision-making, members of the Board of Directors must be governed, both individually and as a collegial body, by the following principles:

- a) Once elected, they represent all shareholders, and consequently they may not act in the interest of any specific shareholder or group of shareholders.
- b) They shall perform their duties in good faith, independently, with all due diligence and care, seeking at all times that their decisions be in the best interest of the Company and all shareholders.
- c) They shall treat all shareholders equitably and fairly in their decisions.
- d) With regard to their duties, they shall promote compliance with the law, the Corporate Bylaws, the Code of Good Governance, the Code of Ethics and other current and applicable Company regulations in their capacity as members of the Board of Directors or as a collegial body.
- e) They shall execute their responsibilities objectively, impartially and autonomously, establishing general guidelines.
- f) They shall be familiar with the Company's financial and operational status, and its most important business segments.

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- g) They shall participate actively in meetings of the Board and Committees to which they belong, becoming familiar with and reviewing in advance the study materials and analyses for the meetings.
- h) They shall review the drafts of minutes submitted for their consideration and approval.
- i) They shall avoid any situation of real or potential conflict between their duties to the Company and their personal interests, informing the Company with due advance notice of any situation that might result in a conflict of interest with the company or its subordinates and, in general, seek to refrain from attending, intervening in and voting in deliberations on the matter.
- j) When not within the scope of public knowledge, they shall maintain secrecy of the deliberations of the Board of Directors and Committees of which they form part and, in general, shall refrain from disclosing information to which they have had access in exercise of their duties.
- k) The measures they execute within the Company shall be aimed at the general interest thereof and shall not correspond to specific interests.
- They shall act in accordance with the company's ethical principles and shall conform to the business policy of zero tolerance in cases of fraud, corruption, bribery, money laundering, and the financing of terrorism and violations of the United States Foreign Corrupt Practices Act (FCPA).
- m) As a collegial body, they shall be limited to setting general guidelines, proposals or initiatives in administrative matters that fall under the competence of Company management.

# 7. CHAPTER 7: CONFLICTS OF INTEREST

**Article 27. Conflicts of interest:** A conflict of interest is understood as applying in cases where, among others:

- a) There are conflicting interests between a Company Director or any employee and Ecopetrol's interests, which may lead the former to adopt decisions or take actions for its own benefit or for that of third parties, to the detriment of the Company's interests, or
- b) There is any circumstance that might lead to the detriment of the independence, equity or objectivity of the actions of an Ecopetrol Director or any employee, which might lead to the detriment of the Company's interests.

To this end, directors shall be considered the individuals defined as such in Article 22, Law 222 of 1995 or any regulation that supplements, amends or replaces it.

**Article 28. Status as members of the Board of Directors:** Members of the Board of Directors have the status of Company Directors and must work in good faith, with fairness and diligence as a prudent person of business. Their actions shall be executed in the company's interest, taking into consideration the interests of their associates, as set forth in Article 23, Law 222 of 1995.

In view of the above, and pursuant to Number 7, Article 23 of the aforementioned Law, members of the Board of Directors must refrain from participating on their own, or through the intermediation of

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another party of personal interest or of the interest of third parties, in activities involving competition with the company or actions in which there is a conflict of interest, unless expressly authorized by the board of partners or the general shareholders' meeting.

**Article 29. Procedure for disclosing to Ecopetrol possible or potential conflicts of interest:** Members of the Board of Directors must disclose any conflicts between their personal interests and Ecopetrol's interests, when dealing with its principal shareholder and subordinates, clients, suppliers, contractors and any party that undertakes or seeks to execute business with the Company or companies in which the former holds a stake or interest, directly or indirectly, through written communication to the Office of the General Secretary, together with a statement of abstaining from hearing and participating in discussions carried out by the Board of Directors on said situation.

### 8. CHAPTER 8: ACQUISITION OR TRANSFER OF SHARES

**Article 30. Acquisition or transfer of shares by members of the Board of Directors:** Pursuant to Article 404 of the Commercial Code, members of the Ecopetrol Board of Directors may not on their own, or through any intermediary, transfer or acquire shares of the same company so long as they are in exercise of their duties, except in the case of transactions unrelated to speculation and authorized by the board of directors, granted with the favorable vote of two thirds of its members, excluding the applicant.

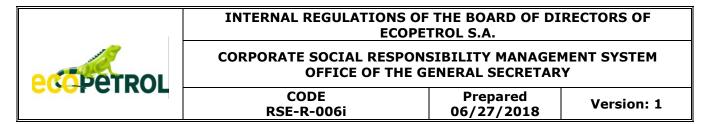
Directors who violate this prohibition shall be subject to penalties by the Colombian Superintendency of Corporations, officially or at the petition of any party.

**Article 31. Processing of requests for the acquisition or transfer of shares:** Members of the Ecopetrol Board of Directors interested in acquiring or transferring Company shares must undertake the following process:

- a) Submit a request for authorization to the Board of Directors, as stipulated in Article 404 of the Commercial Code. The request may be submitted prior to a meeting or during an ordinary or extraordinary meeting of the Board of Directors.
- b) The request for authorization must indicate the amount of money the respective transaction will involve.
- c) The request must include whether it involves an authorization to acquire or transfer shares directly or indirectly, through companies of the family, spouses or relatives to the fourth degree of consanguinity, second degree of affinity or civil union or, in general, through individuals or legal entities having the same real beneficiary, as applicable.
- d) If the request for authorization is presented prior to an ordinary or extraordinary meeting, the Board of Directors will have to report the adopted decision to the applicant at the Board meeting immediately following the date of the request.

If the request for authorization is presented during an ordinary or extraordinary meeting, the Board of Directors will have to report on the adopted decision to the applicant at the same meeting.

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- e) Since Decree 2555 of 2010 assumes that share acquisitions and transfers by directors is relevant information, the Company shall truthfully, clearly, sufficiently and in a timely fashion disclose said information to the market, through the website provided by the Financial Superintendency.
- f) Members of the Board of Directors shall have eight (8) business days, counting from the Board of Directors' authorization, to execute trades of the Company's shares. In the event that no trading of shares is executed within said period, the Board member must again request due authorization from said corporate entity.

**Paragraph:** As from knowledge of the presentation of a Public Buyout Offer (OPA) or other relevant transactions, such as mergers or splits, no Ecopetrol shares may be traded, either directly or through intermediaries. Further, no shares may be traded during the restriction periods set prior to the reporting of results, as stipulated in United States federal laws, given Ecopetrol's status as issuer of ADRs in that country.

**Article 32. Processing of requests to acquire or transfer bonds by the Board of Directors:** Members of the Ecopetrol Board of Directors interested in acquiring or transferring Company bonds must submit a request for authorization to the Board of Directors, pursuant to Article 24 of these Regulations.

### **9. CHAPTER 9: OTHER PROVISIONS**

**Article 33. Engagement of External Advisers:** The Board of Directors may request from the Office of the President of the Company the engagement of external advisers, when it deems necessary to fulfill its duties, or with the support of the Board of Directors' Committees. The Board may assign to these advisers the auditing of Ecopetrol's business units, if it so considers necessary.

**Article 34. Amendments to the Internal Regulations of the Board of Directors:** These Regulations shall be adopted and amended by the Board of Directors unanimously, at the recommendation of the Committee appointed by the Board of Directors to that end, and published on the Ecopetrol website <u>www.ecopetrol.com.co</u> or on any site that might replace it.

### LIST OF VERSIONS

Documento Anterior			
Versión	Fecha mm/dd/yyyy	Código y Título del Documento	Cambios
N.A.	08/14/2015	Internal Regulations of the Board of Directors of Ecopetrol S.A.	Document published on the Ecopetrol website and amended as stipulated by the Board of Directors at its session on August 14, 2015.
		New Document	
Version	Version	Version	
1	06/27/2018	Updated regulations taking into con Ecopetrol S.A. Corporate Byla	nsideration the amendments to the ws, approved by the General

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	Shareholders' Meeting at its session on March 23, 2018. This regulation			
	becomes effective as of May 25, 2018, the date of its approval by the			
	Board of Directors of Ecopetrol S A			

Code and version assigned as part of the Corporate Social Responsibility Management System.

# For further information see:

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IA professional	Office of the General Secretary
E0018775	E0021100
Office of the General Secretary	Office of the General Secretary
Document signed electronically, as set forth in Decree 2364 of 2012, regulating Article 7 of Law 527 of 1999 on electronic	
signatures and stipulating other provisions.	

To verify fulfillment of this mechanism, the system generates an electronic report that evidences the traceability of actions involving review and approval by those responsible. If you need to verify this information, request said report from the Service Desk.

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