

**CORPORATE BYLAWS OF  
CONSTRUCTORA CONCRETO S.A.**

**CHAPTER I  
NAME, TYPE, OBJECT, NATIONALITY,  
REGISTERED ADDRESS AND DURATION.**

**ARTICLE 1. NAME, PURPOSE AND TYPE.** The name of the corporation is CONSTRUCTORA CONCRETO S.A. and it may use the acronym or abbreviation of Concreto S.A.

The corporation is a limited, commercial corporation and bears Colombian nationality.

**ARTICLE 2. REGISTERED OFFICE.** The main registered office of the corporation is located in the municipality of Medellin, Department of Antioquia, Republic of Colombia.

The corporation may also establish branches or agencies in Colombia or abroad. The Board of Directors shall decide the opening or closing of said dependencies, and shall set the limits of the powers conferred upon the managers, along with the powers granted to them.

**ARTICLE 3. DURATION.**

The duration is until December 31, 2100, without prejudice of its extension before that date or its dissolution for legal reasons or as decided by the shareholders. It is understood that a voluntary extension or dissolution require amending the bylaws with the approval of the Meeting of Shareholders and must be legally executed.

**CHAPTER II  
CORPORATE PURPOSE**

**ARTICLE 4. CORPORATE PURPOSE.**

1. To study, design, plan, hire and execute all types of buildings, civil works and immovable goods as well as additions, improvements, changes, restorations and repairs to the aforementioned.
2. To provide technical and consulting services in different civil engineering fields.
3. To conduct urbanism and architecture-related works, studies, consultancies and projects.
4. To acquire immovable goods to carry out a construction by itself or through third parties, including the urbanization, programming, promotion, sale of land or housing units, commercial or industrial facilities which may result from the construction.
5. To develop constructions, parcels or residential areas on properties of its own or of third parties, either for housing plans, commercial or industrial facilities.
6. To promote, incorporate and associate with companies or corporations with the purpose of building immovable goods or real estate businesses.

7. To make investments in real estate properties, to then sell them or develop building projects. The corporation is entitled to keep for its own or its shareholders the areas it deems convenient for lease or commercial use.
8. To conduct all types of businesses, in addition to purchases-sales, related to the sale of real estate, such as: financing, lease, trusteeship, administration, beneficial use, incorporation and condominium, etc.
9. To build external and underground channels for the expansion and distribution of power, phone lines, water works and sewage and in general, everything related to public utilities.
10. To conduct electromechanical assemblies of hydraulic, thermal, gas, power generation units, etc.
11. To conduct the assembly of pressure lines for power generation stations and/or pumping stations.
12. To conduct electromechanical assemblies of industrial or commercial plants or facilities, or infrastructure.
13. To build works and infrastructure for the oil sector, including the construction of pipelines, oil pipelines, gas pipelines, well platforms, pumping stations, etc.
14. To build structures for buildings, bridges and infrastructure in general, concrete or metallic.
15. To sell construction materials - both new and construction surplus.
16. To participate in civil or commercial corporations, mergers and other associations, even if the corporate purpose is not related to what is described in this article.
17. To acquire, for consideration, equipment, machinery, facilities, fittings and auxiliary attachments used for the construction of works and buildings, to use them in the works underway and also to lease them or carry out with them any type of transaction.
18. The corporation may provide services pertaining to residential public utility services, ICT's (Information and Communication Technologies) – and complementary or inherent activities. In addition, the corporation may be a member of private or private-public public utility companies and/or participate in any type of association, such as joint ventures or consortiums, and in general, associate with third parties to incorporate or not new companies or to participate in existing companies with the purpose of providing the abovementioned services or activities, including participation in promises of future corporations.
19. To purchase, build, manage and operate immovable goods, such as hotels, small warehouses, shopping centers, distribution centers, convenience stores, offices and stores, and to conduct any other type of legal activity related to the aforementioned immovable goods.
20. To sell by any means securities, such as stocks, quotas, certificates, shares, commercial paper and overall, the assets through which the corporation makes investments intended for the protection and increase of corporate equity.
21. To acquire, produce, transform, distribute and in general, to trade materials, fittings, tools and diverse types of implements used in the construction industry.

To carry out its corporate purpose, the corporation may:

Acquire, encumber, sell, limit and pledge all type of real estate, furniture, equipment and tools to carry out works and constructions to back obligations of its own and of third parties, and to enter contracts in which the corporation assumes, directly or through contractors, the planning and execution of urbanization works, parcels of urban, suburban or rural areas; the management and sale of lands, parcels and buildings; to conduct associations with third parties to develop and execute urbanization, parcels or construction programs; to establish shops to repair, maintain and build equipment; to produce materials for works or constructions and to exploit quarries, shores and other natural ores or deposits of construction materials for its works or to sell the works; to hire the execution of works under different commercial or administrative hiring modes; to associate with third parties to execute works or to conduct specific projects, either consortiums, temporary unions or any other type of association or participation; to subcontract works or part of works; to make investments in enhancements and developments to make use of fiscal incentives authorized by law or as the temporary gainful use of funds or resources not immediately required to carry out the corporate business; to obtain or grant credit from or to all manner of persons, or extend guarantees, issue bonds, receive money for consideration, or use its moveable or unmovable assets as guarantee; to enter all manner credit operations to obtain funds or other assets for the development of the company, to purchase to resell, bid, establish or promote affiliate corporations, to incorporate or organize partnerships or to build ties with other corporations or companies, or to take over or merge with them.

In general, to enter or execute all types of contracts or operations deemed necessary or convenient to meet the goals of the corporation or those which favor or develop the business, or directly relate to the corporate purpose. The corporation may also undertake activities intended to meet the obligations or to exercise the rights which legally or conventionally stem from the existence and activity of the corporation.

### **CHAPTER III**

#### **CAPITAL**

**ARTICLE 5. AUTHORIZED CAPITAL.** The authorized capital is ONE HUNDRED FIFTY FOUR THOUSAND FIVE HUNDRED MILLION PESOS (\$154.500.000.000), divided by ONE THOUSAND FIVE HUNDRED MILLION (1.500.000.000) shares of One hundred three pesos (\$103,00) of nominal value each.

**ARTICLE 6. INCREASE AND REDUCTION IN CAPITAL.** The capital authorized may be increased by any means provided by the law. Likewise, the capital authorized may be reduced subject to the requirements provided by the law by virtue of the amendment of these bylaws legally approved and formalized.

### **CHAPTER IV**

#### **SHARES, CERTIFICATES, NEGOTIATION, ISSUANCE AND UNDERWRITING**

**ARTICLE 7. THE SHARES.** The shares are represented by book entries and shall circulate in materialized or dematerialized form, as the Board of Directors may decide.

When the corporation decides to dematerialize its shares, such shares shall be represented by a macro certificate that shall be kept in custody and under the administration of a central securities deposit, which will register the underwriters thereof and keep the shareholders ledger. Shareholders may request a certificate through their direct depositor to enable them to exercise their rights as shareholders.

**ARTICLE 8. CERTIFICATES.** Each shareholder shall be issued a single certificate representing their shares, unless the issuance of certificates for a partial number of shares is requested.

The contents and characteristics of the certificates shall be subject to the pertinent legal provisions.

If the amount of the shares is not fully paid, the corporation shall solely issue provisional certificates to the subscribers. Certificates transferred are subject to the same conditions of final certificates, but the assignor and the assignee shall be jointly and severally responsible for the amount unpaid.

When the shares circulate in a dematerialized form, the book entries and recording in the corporation's stock ledger shall be enough for the owner may exercise its rights, which will be evidenced through a certification issued by the Central Securities Deposit (Depósito Centralizado de Valores).

**PARAGRAPH ONE: DUPLICATE COPY OF CERTIFICATES:** The corporation shall issue duplicate copies of certificates to shareholders on the Share Ledger solely in those cases and accordance with the rules detailed ahead: a) In the event of a stolen or lost certificate, the Board of Directors shall authorize its issuance to the owner registered in the share ledger, after submitting the respective police report. Other guarantees may be required. b) In the event of a certificate destroyed, the President shall authorize the issuance of its replacement, voiding the previous certificate.

**PARAGRAPH TWO: LOST EVIDENCES OR CERTIFICATES OF DEPOSIT:** In the event that the shares circulate in a dematerialized form and a the certificate of deposit is lost or stolen, no legal action shall ensue and the shareholder may simply request a new certificate through their direct depositor.

**ARTICLE 9. NEGOTIATION OF SHARES.** The shares may be negotiated as provided by the law and excluding the cases legally excepted.

For the sale of shares, the registration in the Share Ledger shall be made in virtue of the written order of the seller, either endorsing the certificate per se, or through a "transfer letter" signed by the seller. The assignor shall indicate on the endorsement or on transfer letter, the name of the assignee, its address, nationality and identification. For forced sales and legal awards or dissolution of corporations, the registration shall be made by presenting the original or an authenticated copy of the documents containing the order or notice from the person legally entitled to do so. In all other cases, the seller shall present the documents demanded by the regulation in force.

For a new registration and to issue the certificate to the assignee, the certificates issued to the assignor or previous holder shall be cancelled.

If the shares circulate in dematerialized form, the sale shall be legalized in the book of entries by the Central Securities Deposit (Depósito Centralizado de Valores).

**PARAGRAPH:** The corporation does not assume any responsibility whatsoever due to events or circumstances which may affect the validity of the agreement between the assignor and the assignee of shares. The consent or dissent of transfers will solely abide to the external formalities of the transfer.

**ARTICLE 10. SHARE LEDGER (REGISTRY BOOK).** The corporation shall keep a Share Ledger previously registered with the Chamber of Commerce, which will be used to place the names of shareholders, the number of shares of each shareholder, the certificate or certificates with their corresponding numbers and registration dates, the sales and transfers of shares, the pledges usufruct, liens and claims, as well as any other activity subject to the registration of shares in accordance with the law.

**PARAGRAPH:** The corporation may delegate the keeping of the Share Ledger on a Central Securities Deposit. Whenever the shares are dematerialized, a book entry and registration shall suffice for the new owner to exercise their rights, which shall be accredited through a certification issued by the Central Securities Deposit.

**ARTICLE 11. REGISTRATION OF ADDRESS.** Shareholders shall register before the Secretary General of the corporation their home address or place where information and corporate communications shall be sent. In the event of failure to register, it is understood that the corporation and its administrators are exempt from all responsibility.

**ARTICLE 12. ISSUANCE OF SHARES.** The Board of Directors is in charge of authorizing the issuance of shares in reserve which the corporation has available.

**ARTICLE 13. REGULATION OF SHARES ISSUED.** The Board of Directors is in charge of issuing and approving the regulation pertaining to the underwriting of ordinary reserved and capital shares held by the corporation.

After the aforementioned regulation is provided, the appropriate legal provisions shall be met and the preferred underwriting rights of the those who were shareholders on the date on which the sale was notified shall be respected. Such shareholders shall be entitles to underwrite the new shares pro rata to the shares they own at the time. In the event that the procedure established in Decree 4870 of 2011, which amended Decree 2555 of 2010, as well as the regulations which complement or amend it is used (creation of a book of tenders), the manner in which this right shall be guaranteed shall be indicated.

In addition, should any of the shareholders fail to exercise this preferential right, such failure shall benefit the other shareholders who may underwrite the respective unplaced shares pro rata to the number of shares they own. Hence, non-shareholders may only underwrite after the prior options have been exhausted.

However, the Meeting of Shareholders may establish that a specific issue of ordinary and of capital shares be placed without being subject to the preferential right, provided this is agreed with a favorable vote of no less than seventy per cent (70%) of the shares represented in the General Meeting of Shareholders.

**PARAGRAPH ONE:** In the event that the corporation creates privileged shares, the preemptive right for their subscription may not be object of any exception, and their creation, issuance and regulation shall be ruled by the General Meeting of Shareholders.

**PARAGRAPH TWO:** Likewise, the creation, issuance and regulation of industry shares shall be conducted by the Meeting of Shareholders.

**PARAGRAPH THREE:** Prior to its publication and application, every regulation for underwriting shares shall be approved by the competent entity or entities.

## **CHAPTER V**

### **SETTLEMENT OF CONTROVERSIES**

#### **ARTICLE 14. ARBITRATION CLAUSE.**

1. Any controversy arising among the Shareholders or between the shareholders and the corporation exclusively due to these bylaws, their development or interpretation on during the term of the corporation due to its dissolution or during its liquidation process, shall be settled by an Arbitration Court appointed by the Medellin Chamber of Commerce subject to the regulations in force for the arbitration under the following rules: (a) The Court shall consist of three (3) arbitrators; (b) The internal organization of the Court shall abide to the rules foreseen in the Center of Arbitration and Conciliation of the Medellin Chamber of Commerce; (c) The Court at law; (d) The Court shall operate at the Center of Arbitration and Conciliation of Medellin.

2. Any controversy arising from these bylaws, including the challenge of decisions made by the Meeting of Shareholders and/or Board of Directors, among two or more shareholders of the corporation, which involves no less than one shareholder which is or has been a party of the shareholders' agreement entered by and between VINCI Colombie S.A.S. and other shareholders of the corporation dated October 16, 2015 (the "Agreement") or among one or several of these shareholders and the corporation, shall be definitely settled in accordance with the Regulation of Arbitration of the International Chamber of Commerce (the "Regulation"), by three (3) arbitrators appointed pursuant to the Regulation, except that, in the event there is more than one plaintiff and/or than one defendant in any arbitration procedure, all the plaintiffs and all the defendants shall be treated as a single plaintiff and a single defendant (as appropriate) to establish the arbitration court, keeping in mind that if there is more than one defendant and if the defendants fail to appoint an arbitrator within the term established in the Regulation. The place of arbitration shall be Bogotá D.C. (Colombia). The language of the arbitration shall be English. None of the parties may or shall have the prerogative of presenting or maintaining a process before an ordinary jurisdiction, excluding precautionary or protective measures in accordance with Article 23 of the Regulation related to any controversy until it is finally settled with a judgment on the award rendered, according to the Regulation and thereafter exclusively for the execution or challenge of said award, as allowed by the applicable law. Every party waives its right to resort to an ordinary jurisdiction. The parties hereby state their consent to consolidate the arbitration under these bylaws and/or under the Agreement and/or under the investment agreement entered by and between VINCI Colombie S.A.S. and other shareholders of the corporation on October 16, 2015 (the "Investment Agreement") in accordance with Article 10 of the Regulation.

3. These bylaws shall be ruled by the laws of the Republic of Colombia notwithstanding their conflict of interests.

4. Item No. 1 shall be in force provided it does not involve one or more shareholders of the Corporation which, at any given moment, is or has been a party of the Agreement.

**CHAPTER VI**  
**REPRESENTATION**

**ARTICLE 15. COMMUNITIES AND SUCCESSIONS.** Shares pertaining to illiquid estates or to other communities shall be represented by the party determined by the law.

**ARTICLE 16. PROXIES FOR MEETINGS OF SHAREHOLDERS.** Shareholders may be represented in the meetings of shareholders using a proxy granted in writing and subject to legal demands. No shareholder may appoint more than one representative unless to provide the existence of alternates. No representative may split the vote of its represented party, voting in one sense or by certain people with a part of the shares and using the other to vote differently or for different individuals. The aforementioned shall not prevent, however, the representative of several shareholders to vote and elect independently following the instructions of each party represented. Excluding the cases of legal representation, the managers and employees of the corporation are not entitled to represent shares of others while they are in office nor substitute the powers granted to them.

**CHAPTER VII**  
**ELECTIONS AND VOTES**

**ARTICLE 17. PROHIBITION.** Management and employees are not entitled to vote with their own shares in the decisions made by the Meeting of Shareholders pertaining to the approval of balance sheets and year-end accounts or settlement accounts.

**ARTICLE 18. REGULATIONS ABOUT ELECTIONS AND VOTES.** The following rules shall prevail during the elections and votes of the Meeting of Shareholders:

- a) Votes may be in writing, private or oral and public means, but not secret. Votes shall be in writing when determined by the Meeting of Shareholders or whenever the electoral quotient legal system should be applied.
- b) Votes in writing shall be subject to the following procedure: Each ballot will bear the number of shares represented and the signature of the voter. If the result shows a larger number of ballots than of voters, those not signed shall be discarded, but if two or more ballots are signed by the same voter, only one will be calculated when the list of candidates should be identical in all; otherwise, the ballot indicated by the voter shall be calculated.
- c) The election of the Independent Auditor and its alternate shall be made by absolute majority of the shares represented in the meeting; the same decision-making quorum shall be necessary for their removal.
- d) The election of the Board of Directors shall take place using the electoral quotient legal system, keeping in mind the relevant legal provisions and the following complementary rules: 1. In the event of a countdown a person from a list is elected in another list, the next person in order of placement shall be elected; 2. In the event of a tie in the remainders, it shall be decided by chance; 3. If the name of the candidate is repeated once or more times on the same ballot, the votes obtained shall be calculated once; 4. If the repetition consists of appearing simultaneously as a principal member, this last inclusion shall not be kept in mind; 5. To declare

the legal election of the main members of the Board of Directors, the General Meeting of Shareholders shall number them in the order of the ballot.

e) Excluding the matters foreseen in the cases ruled by imperative legal regulations, the decisions taken by the General Meeting of Shareholders shall be approved with a favorable vote of a plural number of shareholders which represent no less than half plus one of the shares present in the meeting.

f) Two or more shareholders that are not managers of the corporation may enter agreements provided they commit to vote equally in the General Meeting of Shareholders. This agreement may include that one or more of them or a third party may represent them all in the Shareholders Meeting or meetings. The aforementioned agreement must be in writing and handed to the legal representative to be presented at the registered office of the corporation for its formalization; the corporation and other shareholders will not assume the responsibility of any breach of the terms of the agreement.

g) When the Meeting of Shareholders votes to authorize a manager to participate on its own or on behalf of a person in activities that compete with the corporation or in activities that cause conflicts of interest, provided the corporation is not hindered, the vote of the manager should be excluded, if he or she is a shareholder.

## CHAPTER VIII

### INDEPENDENT AUDITORS

**ARTICLE 19. APPOINTMENT AND TERM.** The Independent Auditor and its alternate shall be appointed by the General Meeting of Shareholders for two-year (2) terms, but may be removed at any time by the Meeting of Shareholders and indefinitely reelected.

The alternate shall replace the principal in all cases of absolute or temporary absence.

**ARTICLE 20. REQUIREMENTS AND INCOMPATIBILITIES.** The Independent Auditor and its alternate shall be public accountants, cannot enter any agreement with the corporation, and shall be subject to other incompatibilities, inabilities, prohibitions and responsibilities provided by law.

**ARTICLE 21. DUTIES.** The duties of the Independent Auditors are listed below:

- a. Ensure that the business and corporate activities match the bylaws and decisions made by the General Meeting of Shareholders and by the Board of Directors.
- b. Provide the General Meeting of Shareholders, the Board of Directors or the President, in writing and on a timely basis, any irregularities found in the operation of the corporation.
- c. Collaborate with the government bodies in charge of the inspection and oversight of the corporation, and provide them the reports necessary or requested.
- d. Ensure that the accounting of the corporation be kept, and that its book of minutes is fully kept along with the correspondence and accounting support documents, issuing any necessary instructions for the purpose.
- e. Inspect the assets of the corporation and procure taking timely measures for their conservation and safety as well as those it has in custody.
- f. Provide instructions, conduct inspections and requests the reports necessary to establish an ongoing control of the corporate assets.
- g. Authorize with its signature any balance sheet made, with its corresponding opinion.



- h. Present to the General Meeting of Shareholders a report of its tasks, as demanded by the law.
- i. Call the Shareholders to special meetings when deemed necessary and meet the other powers established in the law or bylaws, and any others that are compatible with the above and are assigned by the General Shareholders Meeting.

## **CHAPTER IX**

### **PROHIBITIONS**

**ARTICLE 22. GUARANTEES.** The corporation may guarantee with its signature or with its goods any obligations which are not its own. This decision requires the approval of the majority vote of the Board members.

**ARTICLE 23. CONFIDENTIALITY.** The President, advisors, employees, attorneys and consultants of the corporation are prohibited from disclosing to the shareholders or third parties their business and their economic status, except when provided permission from the Board of Directors to disclose solely the information not reserved and which helps determine the true value of the shares. This aforementioned is understood without prejudice of the duty to publish balance sheets and the right of inspection of the shareholders and the Independent Auditors. In no case may this right extend to documents of industrial secrets or data which may be used in detriment of the corporation when disclosed.

Any controversies that may arise related to the right of inspection shall be settled by the Financial Superintendence (Superintendencia Financiera) of Colombia. In the event this authority deems that the information may be provided, it shall issue the corresponding order.

Any member of the administration that hinders the exercise of this right, or the Internal Auditor who becomes aware of such noncompliance and fails to report it in a timely manner is subject to dismissal. This must be carried out by the competent person or body or by the Financial Superintendence of Colombia.

**ARTICLE 24. ACCOUNTABILITY.** The legal representative, liquidator, Board members and those who hold duties of administrators in accordance with the law, shall be accountable and submit evidenced reports of their work in the following cases: at the end of each period, within one month after the date when they leave their position, and when demanded by the competent entity. For such purposes, the pertinent financial statements and a management report shall be presented.

The approval of the preceding accounts does not exonerate the managers, legal representatives, public accountants, employees, advisors or Independent Auditors from their responsibilities.

## **CHAPTER X**

### **DIRECTION AND MANAGEMENT BODIES**

**ARTICLE 25. CORPORATE BODIES.** The corporation has the following direction and management bodies.

- a. General Meeting of Shareholders.
- b. Board of Directors.

c. President.

## **GENERAL MEETING OF SHAREHOLDERS**

**ARTICLE 26. COMPOSITION.** The General Meeting of Shareholders consists of the shareholders listed in the Share Ledger or their representatives, gathered in the conditions established in these bylaws.

**ARTICLE 27. RIGHT TO VOTE.** Each shareholder will have as many votes as it has shares, without any restriction whatsoever, but is expressly prohibited to divide the total votes it has.

**ARTICLE 28. CHAIRMAN.** The Meeting of Shareholders shall be led by the President of the corporation or in his absence, by the principal members of the Board of Directors, pursuant to their order of election in their absence by the person appointed by majority of votes of the shareholders present.

**ARTICLE 29. EQUAL NUMBER OF VOTES.** Excluding the cases of where the remainders are equal, in the elections conducted under the electoral quotient system, any tie is understood as a denial of the matter proposed or a rejection of the appointment projected.

**ARTICLE 30. MINUTES.** The meetings, deliberations, decisions and further work of the General Meeting of Shareholders shall be evidenced in Minutes which will be inserted chronologically in a book registered at the Chamber of Commerce, with a format and contents that match the pertinent legal provisions.

The minutes shall be approved by the same Meeting of Shareholders or by a commission appointed for this purpose, and signed by those who should approve them and by the Chairman and the Secretary of the meeting, or in their absence, by the Independent Auditor.

**ARTICLE 31. CALL OF MEETINGS.** The Meetings of Shareholders shall be held at the place of the registered office of the corporation, on the date, time and place indicated in the notice.

Consequently, the Meeting of Shareholders can be held anywhere, even without call, when all of the subscribed shares are represented.

The call shall be made no less than thirty (30) business days before the General Meeting of Shareholders; Special Meetings of Shareholders shall be called only fifteen (15) business days in advance. If the meeting will debate a corporate reorganization (spin-off, merger and transformation) the call shall be made thirty (30) business days before the meeting.

Every call shall be made personally and in writing to each shareholder, or by letter sent to their domicile, or by announcing the meeting in a daily circulation newspaper at the main domicile of the corporation, or through the corporate website or social media. Evidence of the call shall be included in the minutes along with its text.

Every call will include the agenda providing details of the items to be addressed as well as the Proposal of the Board, understood as a description of the matter which the Board of Directors submits to the consideration of the Meeting of Shareholders; it may include a suggestion of the Board to the shareholders about the meaning of their vote.

**PARAGRAPH 1:** Within the following five (5) business days after sending the personal notice or publishing the invitation, the shareholders are entitled, regardless of the number of shares owned, to propose the introduction of one or more items for discussion in the agenda of the General Meeting of Shareholders, or to present new Proposals of the Board provided these requests attach a justification.

The request shall be addressed to the office of Shareholder Service (Atención al Accionista), the area in charge of presenting the request to the Board's analysis. After studying the request, if the Board has reasons to refuse it, the agenda will not be modified and will not include the Proposal of the Board, replying only to the shareholder or shareholders that presented the proposal, when the petition is made by a number of shares representing no less than five (5%) per cent of the subscribed capital of the corporation. Otherwise, if the Board of Directors finds enough reasons to include the request in the agenda or to include the Proposal of the Board, it shall do so publishing a complement of the call or a Proposal of the Board for the General Meeting of Shareholders. This publication shall be made after five (5) business days have elapsed, that is, the time that shareholders have to present the requests and fifteen (15) business days before the date of the General Meeting of Shareholders.

**PARAGRAPH 2:** When the purpose is to debate an increase of the authorized capital, a reduction of the underwritten capital or an improper spin-off, the corresponding item must be included in the agenda of the invitation, or the respective decision shall be invalid. In these cases, the managers of the corporation shall prepare a report on the reasons behind the proposal which the shareholders should have available during the term of the call at the registered office of the corporation.

In the event of a spin-off, merger and transformation, the corresponding projects shall remain available for the shareholders at the registered office of the corporation no less than thirty (30) business days before the meeting which will consider the proposal. Likewise, the notice must include the item in the agenda and indicate explicitly the opportunity that shareholders have to exercise the right to withdraw, or the decision shall be invalid.

In any operation that might involve the dilution of the minority shareholders' capital, such an increase in capital waiving the preferential right to underwrite stock, mergers, spin-offs, or segregation, , the Board of Directors shall present a prior report to the shareholders, which contains a summary of the opinion of an independent external advisor with a fair opinion, appointed by the same Board of Directors. This report shall be made available to the shareholders before the Meeting of Shareholders in which the operation will be voted, under the same terms established to exercise the right of inspection.

**ARTICLE 32. GENERAL MEETINGS OF SHAREHOLDERS.** A General Meeting of Shareholders shall be held every year on any working day of January, February or March. This meeting shall be called by the President of the corporation and shall be held on the date determined by the Board. The General Meeting of Shareholders shall meet in ordinary session to examine the situation of the corporation, to appoint managers and other officers of its choice, to determine the economic guidelines of the corporation, to consider the accounts and balance sheet of the last period, to arrange the distribution of profits, and to agree on the decisions made to ensure compliance with the corporate purpose.

If not called, the General Meeting of Shareholders shall meet in its own right the first working day of April at ten A.M. (10 a.m.) at the registered office of the corporation.

**ARTICLE 33. SPECIAL MEETINGS OF SHAREHOLDERS.** Shareholders may be called to special meetings any time when deemed convenient by the Board of Directors, the President or the Accounts Auditor, or a number of shareholders representing no less than a fourth of the subscribed shares. These special meetings cannot address items not included in the agenda listed on the notice unless the absolute majority of the shares represented in the meeting decide to do so, and after completing the items of the original agenda.

**ARTICLE 34. QUORUM.** The Meeting of Shareholders shall consider and vote upon with a plural number of shareholders representing no less than half plus one of the subscribed shares. The decisions will be taken by a majority of votes present provided a valid quorum is reached, unless the law requires a special majority for certain acts.

For meetings in their own right, there will be a quorum with the presence of any plural number of shareholders, regardless of the number of shares represented, but the decisions shall require the absolute majority of the shares represented in that meeting, unless the law require a special majority for specific acts.

**ARTICLE 35. SECOND CALL MEETINGS.** If the Meeting of Shareholders is called but it cannot be held due to lack of quorum, a new meeting shall be called and held no less than ten (10) working days nor after thirty (30) working days as of the date set for the first meeting. The Meeting of Shareholders shall consider and vote with one or several shareholders, whichever the number of shares represented.

**ARTICLE 36. REMOTE MEETINGS.** Remote General Meetings of Shareholders shall be valid and held as provided by law.

**ARTICLE 37. DUTIES OF THE MEETING OF SHAREHOLDERS.** The duties are listed below:

- a. To appoint, for two-year periods, a total of ten principal members of the Board of Directors, set their fees, and remove or reelect them.
- b. To appoint for two-year periods the Independent Auditor of the corporation and its alternate, set the compensation of the Independent Auditor, and remove or reelect them.
- c. To examine, amend, approve or reject individual and consolidated financial statements, as demanded by the law, and to consider the reports of management and of the Independent Auditor.
- d. To amend the bylaws. This process involves voting separately for each article or group of articles that are substantially independent. In all cases, an article is voted on separately if a shareholder or group of shareholders, representing no less than five per cent (5%) of the authorized capital, requests it during the Meeting of Shareholders, The shareholders are notified of this right in advance.
- e. To declare the distribution of profits or the write-off of losses, to order the creation or increase of reserves, to point out the amount of the dividend as well as the manner and terms to pay the dividend, and to determine the capitalization of profits, either by converting the fully paid shares or by increasing the par value of the underwritten shares, all subject to the regulations and to these bylaws.

- f. To authorize the sale, lease or delivery, at any title, of all or a substantial part of the corporation, and to approve the projects of spin-off, merger or others similar, and convene the transformation of the corporation.
- g. To declare the issuance of bonds and to determine its basic provisions as demanded by law, delegating to the Board of Directors the approval of the corresponding prospect.
- h. To order the summons of creditors to preventive composition.
- i. To create preferred or beneficial shares, their issuance and their subscription regulation.
- j. To appoint one or several liquidators, each with its own alternate, and establish their assignments.
- k. To authorize management, when requested, a prior presentation of the pertinent information, to participate on its own behalf or a third party for personal interests or that of third parties, in activities that imply competing with the corporation or in activities which lead to conflicts of interest; provided the activity does not hurt the interests of the corporation.
- l. To adopt the decision of filing the corporate liability process against the managers.
- m. To approve the policy of succession of the Board of Directors.
- n. To request, through the Chairman of the Meeting of Shareholders, the Chairman of the Audit Committee, information of particular aspects of the work conducted by the Committee.
- o. To request, through the Chairman of the Meeting of Shareholders, the Chairman of Nominations and Remunerations, information of particular aspects of the work conducted by the Committee.
- p. To exercise all other duties established in the Law and in the Bylaws, and which in general do not correspond to another body.

**PARAGRAPH:** The duties contained in items a), f) and m) of this article are exclusive and cannot be delegated.

**ARTICLE 38. RIGHT OF INSPECTION and RIGHT TO REQUEST INFORMATION.** To exercise the right of inspection, the documents listed in the pertinent legal provisions shall be put at disposal of the shareholders at the registered office of the corporation, during thirty (30) business days prior to the meeting in which any balance sheet shall be considered.

On the other hand, to exercise the right to request information or clarifications of the agenda of the General Meeting of Shareholders, the documents received or the public information facilitated by the corporation, the shareholders may use the contact button of the corporation's website or call by phone or write to [ir@conconcreto.com](mailto:ir@conconcreto.com), to contact the Shareholder Service office. The information requested by these means may be refused by the corporation if it deems it is: (i) unreasonable; (ii) irrelevant to learn the course of the corporation's interests; (iii) confidential (including privileged information and in the setting of the securities market, includes industrial secrets, the operations underway which depend substantially of their secrecy for the success of the corporation); and (iv) others which disclosed may place the corporation's competitiveness in an imminent and serious danger.

**PARAGRAPH:** When a shareholder, using the right to request information, is placed in a privileged position by the information provided, the corporation shall guarantee access to such information to all other shareholders at the same time.

## **BOARD OF DIRECTORS**

**ARTICLE 39. COMPOSITION.** The corporation shall have a Board of Directors that consists of ten (10) principal advisors elected by the General Meeting of Shareholders for two-year periods, and may be freely removed or reelected .

The Board shall appoint among its members a Chairman to lead its tasks and meetings.

The President of the corporation may be one of the advisors of the Board. Otherwise, the advisor may attend the Board meetings with voice but no right to vote.

**ARTICLE 40. ALTERNATES.** The Board of Directors will not have alternate members.

**ARTICLE 41. BOARD MEETINGS.** The Board of Directors shall meet no less than eight (8) times a year, on the date it determines, and when called by itself, by the Legal Representative, by the Independent Auditor or by two of its members. However, the Board may meet anywhere in Colombia or overseas without a prior notice, when all of the Board members are present; remote meetings shall be valid as well under the terms established in Article 43 of these bylaws. At least one of the meetings of the year will clearly focus on the definition and follow-up of the corporation's strategy.

Consequently, the Board of Directors shall approve each year a specific calendar of ordinary sessions, without prejudice that, for special matters, it can meet as many times necessary.

The Board meetings shall be held at the main registered office of the corporation unless the Board itself in the previous session established a different location. Notices for the Board meetings shall be sent to the members if necessary either by phone or in writing.

**ARTICLE 42. DUTIES OF THE BOARD OF DIRECTORS.** The Board of Directors has the broadest attributes for the administration of the corporation and consequently, will have enough powers to order the execution or to enter any agreement within the corporate purpose, and to make the determinations necessary so the corporation can meet its goals.

Overall, the Board of Directors delegates the ordinary course of business to the Top Management team, focusing its activity on the general duties related to strategy, oversight, governance and control.

The major duties and powers of the Board of Directors are listed below:

1. To approve the annual revenue and expense budget, as well as any additions and reforms thereto. The annual approval and regular follow-up of the strategic plan, the business plan, management goals and the annual revenue and expense budget, as well as their additions or amendments.
2. To freely appoint and remove the President of the corporation and to appoint its First, Second, Third and Fourth alternates, as well as the legal representative for legal matters; to set

the compensation of the President. Likewise, to appoint one or more legal representative in charge of the ordinary, contentious-administrative and police proceedings.

3. To establish the structure of the corporation and the governance structure and/or model of the Corporate Group.

4. To approve the financial and investment guidelines or policies of the corporation or Corporate Group.

5. To approve all types of investments, divestments or operations which due to their amount and/or characteristics may be deemed strategic or may hurt the strategic assets or liabilities of the corporation.

6. To issue and rule the placement of shares in reserve, abiding to the legal requirements and subject to these bylaws.

7. To prepare prospects on the issuance of bonds in accordance with the pertinent legal regulations and subject to the general foundations determined by the General Meeting of Shareholders at the time of the issuance.

8. To point out the date of the General Meeting of Shareholders and to call the Special Meetings of the Shareholders when unforeseen events of the corporation demand them, or when a number of shareholders representing no less than a fourth of the subscribed shares requests them.

9. To serve as an Advisory body for the President.

10. To consider and analyze the test balances and to previously authorize the balance statement at the period-end, and the profit distribution project.

11. To present to the General Assembly of Shareholders any profit distribution project.

12. To prepare a justified annual management report which shall contain:

a) A fair explanation regarding the business and the legal, economic and administrative situation of the corporation.

b) Any significant facts occurred subsequent to the end of the fiscal year.

c) The foreseeable evolution of the corporation and any transactions celebrated with shareholders and managers

d) The attendance of the members of the Board of Directors to the meetings and to the committees made during the year.

e) The conflict of interest situations, being understood as those conflicts that would force the affected to refrain from attending a meeting and/or voting, where the members of the Board of Directors and the Management are involved.

The report shall be approved by majority votes of the Board of Directors and attach the explanations or opinions of those which disagreed with it. The report shall be presented, along

with the other documents required by law, together with the President of the corporation, for the consideration of the General Meeting of Shareholders.

13. To examine when necessary, on its own or through commissions, the books, vouchers and other corporate documents.

14. To authorize opening and closing branches, factories, plants, agencies and other dependencies of the corporation anywhere in Colombia or overseas; to appoint and remove the people acting as agents, administrators or trustees therefor, and determine their powers for the development of the corporate business.

15. To set corporate policies, particularly financial, economic and labor matters; to approve investment plans and establish the regulations for the organization and operations of every dependency of the corporation.

16. To ensure the strict compliance of the bylaws, their interpretation and enforcement.

17. To authorize the President to start a conciliation process with creditors or to request a declaration of bankruptcy for the corporation.

18. To provide previous authorization of operations related to:

1) To acquire loans or conduct any other type of financial operation to loan money (including bonds, borrowing facilities and leasings) and to grant guarantees when their amount is equal to or greater than twenty thousand (20,000) times the minimum monthly legal wage, per operation.

2) To acquire, sell, mortgage, encumber or limit ownership of movable or immovable assets, when its commercial price during the operation, whichever the case, exceeds twenty thousand (20,000) times the minimum monthly legal wage, per operation.

3) Commit the corporation to cover any type of obligation that exceeds twenty thousand (20,000) times the value of the monthly minimum legal wage, per operation, provided it has not been included in the corporation's annual budget of incomes y outcomes.

4) Present proposals in public bids or private invitations when the amount of the proposal exceeds two hundred thousand (200,000) times the monthly minimum legal wage, per operation.

5) Set up payment guarantees for third-party obligations.

6) Conduct any investment which exceeds twenty thousand (20,000) times the monthly minimum legal wage, per operation.

19. Delegate to the President, when deemed convenient, one or several of its duties provided this is not prohibited by the law and these bylaws.

20. Approve the procedure which rules the communication between the corporation and its shareholders.

21. Appoint an independent external advisor with a fair opinion when operations are underway which can give rise to the dilution of minority shareholders' capital



22. To decide upon the requests presented by the shareholders to add items to the agenda of the General Meeting of Shareholders or Proposals of the Board.
23. Reply in writing the requests of addition to the agenda of the General Meeting of Shareholders or the inclusion of Proposals of the Board, when these are denied, and presented by a number of shareholders representing at least five per cent (5%) of the subscribed capital.
24. Publish the supplement to the call of the General Meeting of Shareholders if the request of addition to the agenda or a Proposal of the Board is accepted by this body.
25. Approve the Corporate Governance policy.
26. Approve the Annual Corporate Governance Report.
27. Approve the information and communications policy with different types of shareholders, the markets, stakeholders and the public opinion at large.
28. Approve the risk management policy and regular monitoring of the major risks of the corporation, including those assumed in off-balance sheet operations. The Board is also responsible of setting several maximum limits of exposure to each risk identified.
29. Conduct regular supervisions of the effective exposure of the corporation to the maximum risk limits established, and establish corrective actions and follow-ups in the event of deviations.
30. The Board of Directors is responsible of the oversight of a proper internal control system adapted to the corporation and its complexity, and consistent with the risk management in force.
31. The approval, implement and follow-up of proper internal control systems, including operations with offshore companies, must be conducted in accordance with the procedures, risk control systems and alarms (red flags) approved by the Board of Directors itself.
32. Approval of the succession policies of Senior Management.
33. Succession policies proposed by the Board of Directors to be approved by the General Meeting of Shareholders.
34. Approval of policies related to whistleblowers.
35. Appointment, as proposed by the President of the corporation, of Senior Management members, and in several cases, their removal.
36. Approval of the compensation systems for members of Top Management and their indemnification clauses.
37. Creation of Board Committees, such as Audit, Risks, Nomination and Remuneration, and Corporate Governance as well as the approval of internal regulations for their operation.
38. The proposal submitted to the General Meeting of Shareholders regarding the compensation policy of the Board of Directors.

39. The proposal submitted to the General Meeting of Shareholders regarding the repurchase of own shares.
40. The proposal submitted to the General Meeting of Shareholders to hire the Independent Auditor after analyzing its experience, availability, and human and technical resources necessary to carry out its tasks.
41. Set up or acquire participation in special purpose entities or entities domiciled in countries or territories considered tax havens, and other transactions or operations of a similar nature which, due to their complexity, jeopardize the corporation's transparency.
42. Manage conflicts of interest between the corporation, shareholders, Board members and Senior Management.
43. Being aware, and in the event of material impact, approving the operations carried out by the corporation with controlling or significant shareholders, as defined by the corporation's ownership structure, or represented in the Board of Directors; with Board members and other Managers or with people related to them (operations with Related Parties) as well as with companies of the Conglomerate it belongs to.
44. Organize the annual assessment process of the Board of Directors, both as a management group as each of its members, in accordance with the methods of self-assessment commonly accepted or assessment which can consider the participation of external advisors.
45. Act as a liaison between the corporation and its shareholders, creating proper mechanisms to provide true and timely information ~~progress~~ of the corporation.
46. Overseeing the integrity and reliability of accounting and internal information system based, among others, on the reports of internal audit and of legal representatives.
47. Overseeing the financial and non-financial information, which, due to its nature as an issuer and within the framework of the information and communication policies, the corporation must disclose from time to time.
48. Supervision of the independence and efficiency of the internal audit.
49. Overseeing the efficiency of the Corporate Governance practices implemented, and the level of compliance of ethical and conduct regulations adopted by the corporation.
50. The regular control of the corporation's performance and of the ordinary course of business, and being aware of the performance evaluation of Senior Management members.
51. Ensure that the Board member proposition and election process is conducted in accordance with the formalities established by the corporation.
52. The following duties established in these items cannot be delegated: 1 to 5, y and from 25 to 51.
53. The Board of Directors is ultimately responsible for the creation of a control environment within the corporation, adapted to its type, size, complexity and risks, with the purpose of:

I. Promoting a culture of risks and control throughout the corporation which covers the entire organization.

II. Establishing roles and responsibilities relative to risk management, internal control and assessment, with clearly defined reporting lines.

III. Taking into account the risks stemming from the strategic direction of the corporation and of the business processes to conduct their proper follow-up, assessment and management.

54. If the Board of Directors believes it should uphold its opinions against the exceptions or emphatic comments of the Internal Auditor, the Board must submit to the General Meeting a written report presenting an explanation and a justification for its position, with details on the contents and the scope of the disagreement.

55. All other duties described in these bylaws or in the law.

**PARAGRAPH 1:** Without prejudice of the autonomy of all governance bodies among the companies of the Corporate Group, when a corporation acts as the headquarters, the duties of the Board of Directors is focused as a group and works with general policies, guidelines or information requests that respect the balance between the headquarters and the subordinates, and of the Corporate Group as a whole.

**PARAGRAPH 2:** Board members may classify, based on their origin, in one of the following categories:

1) Executive Member – refers to legal representatives or Senior Management which participate in the daily management of the corporation.

2) Independent Member – refers to those which, at least meet the independence requirements set forth in Law 964 of 2005 or in the regulations which amend or substitute this law, and further internal regulations issued by the corporation to deem them as such, notwithstanding the shareholder or group of shareholders which nominated and/or voted for them.

3) Equity member - refers to those members who are not independents but rather companies or individual shareholders, or to persons expressly appointed by a company or individual shareholder or group of shareholders, to be part of the Board of Directors.

**ARTICLE 43. QUORUM.** The Board of Directors shall consider and vote at meetings with the majority of its members present.

A Board of Directors meeting may be held as well using any means when all members can consider and vote simultaneously or consecutively. In the latter case, the succession of communications should take place immediately depending on the medium used.

Evidence of the above mentioned should be kept, such as a fax, bearing the time, transmitter, message or tapes with the same records.

Decisions are also valid when every Board member expresses its vote in writing. If the members express their vote in separate documents, these should be received in a term no more than one month counted as of the first communication received. The legal representative shall inform the

Board members the decision taken in the following five (5) days after receiving the documents expressing the vote.

**PARAGRAPH:** Decisions shall be void if the preceding requirements are not met.

**ARTICLE 44. MINUTES.** The Board's discussions and resolutions shall be recorded in Minutes, which shall be inserted chronologically in a book previous registered before the Chamber of Commerce.

The minutes shall be signed by the Chairman of the Board and by the Secretary, by which action they shall be deemed approved. However, when the Board deems it convenient, it may appoint two members to approve the minutes or demand signing the minute by all of the attendees.

Remote or non-physical Board meetings using other mechanisms for decision-making processes, are ruled by Article 43 of these bylaws. Minutes shall be prepared and placed in the corresponding book within thirty (30) days after the agreement has concluded. Likewise, the minutes shall be signed by the legal representative and the secretary of the corporation; if there is no secretary, the minutes shall be signed by any of the members of the Board.

**ARTICLE 45. PRESIDENT, APPOINTMENT, GENERAL DUTIES.** The direct administration of the corporation, its legal representation and the management of the corporate business will be led by a President appointed by the Board of Directors for two-year (2) periods., which may be indefinitely reelected and freely removed as well by the Board any time. The President of the corporation shall have four (4) alternates also chosen by the Board of Directors for the same period of the President. The appointment of the President and its alternates shall be registered in the Registry of Companies of the Chamber of Commerce, based on a true lo copy of the minutes in which the appointments are evidenced. After the registration, the appointed parties remain as such while no new appointments are registered. The President nor its alternates may take over their duties while the registration of their appointment is pending.

**PARAGRAPH:** Without prejudice that the President will exercise the overall legal representation, the corporation shall have a legal representative for legal matters who in turn may represent the corporation in administrative, judicial, police and arbitration processes, and before any international, national and territorial public or private entity, which will be appointed by the Board for periods of one (1) year, but who may be indefinitely reelected and its mandate is extended while the Board makes the new appointment; all without limiting the revocability of the appointment.

The Legal Representative for legal matters is entitled to confesar y por lo tanto absolver interrogatorio de parte en aquellos procesos en los cuales sea parte la sociedad y para conciliar, transigir, recibir, novar y conferir poderes, para aquellos casos en que se requiera y reasumirlos cuando lo estime conveniente.

**ARTICLE 46. ALTERNATES.** In the event of temporary or unforeseen absence of the President, or absolute absence or when the President is legally disqualified to act upon a specific matter, the President of the corporation shall be replaced by any of the alternates.

**ARTICLE 47. ABSOLUTE ABSENCE.** Absolute absence of the President is understood to his or her death or resignation, and in such cases, the Board may conduct a new appointment of that position. The appointment shall be made for the rest of the period in course.

**ARTICLE 48. SPECIFIC ATTRIBUTIONS OR POWERS.** The President is an agent with representation, holding executive and administrative duties, and as such, is responsible of the Legal Representation of the corporation, its operating, economic and financial management, the responsibility of its administrative management, the coordination and overall supervision of the corporation, which will be met abiding to the regulations of these bylaws and subject to the legal provisions and to the orders and instructions of the Board of Directors. In addition, the President is in charge of the general duties listed above:

a. Execute and enforce the agreements and decisions of the General Meeting of Shareholders and of the Board of Directors.

b. Call the General Meeting of Shareholders and of the Board of Directors in accordance with these bylaws.

c. Prepare a written management report containing the items demanded by the law and the bylaws. This report shall be presented, in association with the Board of Directors, along with the individual and consolidated financial statements and other documents demanded by the law, to the General Meeting of Shareholders.

d. To supervise the collection and investment of the corporation's funds.

e. Present to the Board the revenue and expense budget proposal.

f. Direct and supervise the activity of the corporation in all cases and enforce the orders and instructions necessary to meet the goals it sets forth.

g. Create the positions it deems necessary for the sound operation of the corporation, and determine their duties. In turn, freely appoint and remove the employees of the corporation except those whose appointment and removal is made by the General Meeting of Shareholders and by the Board of Directors, and set their respective compensation.

Notwithstanding the appointment made by the President, the candidates to top key positions must be known and evaluated by the Nomination and Remuneration Committee of the Board, which provides its opinion.

h. Enter into or sign, without any limitations other than those set forth in these bylaws for operations that require the prior approval of the Board of Directors or the Shareholders Meeting all manner of act and contracts included in the corporate objective or that are of a preparatory, accessory or complementary nature to achieve the corporate objectives and those that are directly related to the corporation's existence and operation.

i. Promote or assist in judicial, administrative or police actions in which it has an interest and use all the remedies applicable under the law, discontinue such processes, appoint judicial or extra-judicial attorneys, delegate powers on such attorneys, revoke mandates and substitutions.

j. Settle, reconcile, arbitrate and commit the corporate business, novate obligations and credits, and give or receive goods as payment.

k. In the event of a purpose to increase the authorized capital or to reduce the subscribed capital, the President shall prepare a report providing the reasons behind that proposal; said report shall be available to the shareholders during the term of the call.

l. Meet the other duties per these bylaws or the law.

## **CHAPTER XI**

### **SECRETARY**

**ARTICLE 49. APPOINTMENT AND DUTIES.** The corporation shall have a Secretary who is freely appointed and removed by the President. The duties of the Secretary are listed below:

a. Act as the Secretary of the General Meeting of Shareholders, the Board of Directors and the President.

b. Look after the files of the corporation.

c. Handle the correspondence which has not been personally reserved by the President, and subject to his authorization, by other executive officers.

d. Deliver notice of calls for Board meetings.

e. Authenticate the copies of the corporate documents which should be issued per instructions of the President or the Board of Directors.

f. Maintain the books of Minutes and the Share Ledger.

g. Other duties assigned by to the Secretary by the General Meeting of Shareholders, the Board of Directors and the President of the corporation.

## **CHAPTER XII**

### **FINANCIAL STATEMENTS, PROFITS, RESERVES AND DIVIDENDS**

**ARTICLE 50. FINANCIAL STATEMENTS.** The financial period shall be the same as the calendar year. Every December 31st, the corporation shall cut off its accounts to prepare the balance sheet, income statement for the period ending on that date, and the individual and consolidated financial statements under the legal regulations. The financial statements and notes shall be prepared and presented in accordance with the generally accepted accounting principles, which will be submitted to consideration of the General Meeting of Shareholders along with the reports, projects and other documents demanded by the law.

During the period determined by the Board of Directors, test or special balance sheets shall be made and other financial statement ordered by the Board for the purposes of the administration.

**ARTICLE 51. PROFIT DISTRIBUTION.** After the general balance sheet of the period and its respective income statement are approved, the General Meeting of Shareholders shall proceed to distribute the profits, disposing of the reserves and dividends.

Profits shall be distributed pro rata to the paid-in amount of the par value of the shares.

Profit distribution shall be approved by the General Meeting of Shareholders with the favorable vote of a plural number of shareholders representing no less than seventy eight per cent (78%) of the shares represented in the meeting. Failure to reach said majority leads to distribute at least fifty per cent (50%) of the net profits or their balance, in the event that losses from prior periods must e covered.

**ARTICLE 52. RESERVES.** The corporation shall set aside a sum or reserve of no less than 50% of the subscribed capital, which will represent 10% of the net profits of each period.

The Meeting of Shareholders may approve as well the creation of voluntary reserves provided they are necessary or convenient for the corporation, have a specific destination and meet the other legal demands.

In addition, the Meeting of Shareholders may order the appropriation of a part of the earning for charities, education and civics.

## CHAPTER XIII

### DISSOLUTION AND LIQUIDATION

**ARTICLE 53. DISSOLUTION.** The Corporation shall be dissolved:

- a. Because of the expiration of the predetermined duration, unless it has been properly extended before its expiration.
- b. Because of the decrease in the number of shareholders to less than five (5).
- c. By decision of the General Assembly, approved through the majority required for statutory reforms.
- d. Due to losses that decrease net assets to less than 50% of the underwritten capital.
- e. When ninety-five per cent (95%) or more of the underwritten shares belong to a single shareholder.
- f. Due to any of the causes provided by Law.

**PARAGRAPH:** If the type of cause allows, the shareholders may avoid the dissolution of the Corporation by making any necessary modification and following the rules established for statutory modifications, provided the agreement is formalized within six (6) months after the respective cause occurs.

**ARTICLE 54. LIQUIDATORS.** Liquidation shall be performed by one or several liquidators appointed by the General Assembly through the affirmative vote from a plural number of shareholders representing no less than one-half-plus-one of the underwritten shares.

In the event of several liquidators, all shall act in agreement and, if there are disagreements among them, the Assembly shall decide by an absolute majority of the shares represented in the respective Meeting.

After the liquidator or liquidators have been appointed and registered, the Chairman and the Board of Directors shall cease to act, but the Board may continue to operate as a consulting body for the liquidator(s).

**ARTICLE 55. LIQUIDATION PROCESS.** The liquidator or liquidators shall notify the creditors of the Corporation, shall prepare the inventory, require the administrators to submit their accounts, collect any outstanding credits, sell the assets, pay the debts and perform all other actions required by Law.

After completing the above, and when the appropriate legal time comes, the liquidators shall reimburse any remaining monies, at the same time to all shareholders, and proportionally to the shares owned by each.

The corporate assets may be reimbursed in kind if it is so decided by the General Assembly with the favorable vote of a plural number of persons representing an absolute majority of the shares present in the meeting. The same majority shall be required to determine the fair price for distribution.

## CHAPTER XIV

### MISCELLANEOUS PROVISIONS

**ARTICLE 56. EXTENSION OF APPOINTMENTS AND COMPENSATIONS.** The officers for the period shall continue to perform their respective duties even after the period has expired, until the appointed successor takes possession of the position.

The compensation set by the Assembly, the Board of Directors and by the Presidency shall remain in force until modified by those corporate bodies.

**ARTICLE 57. RULES.** Subject to the corresponding legal and statutory provisions, the Board of Directors and the President may issue rules, the former of a general nature, for the operation of the Corporation or its different areas, and the latter of a specific nature for the correct performance of the specific functions of employees and workers.

**PARAGRAPH:** The Corporation, its administrators and employees are obliged to comply with all such corporate governance measures and recommendations that the Corporation has adopted in a voluntary manner. Such measures and recommendations are included in these by-laws, the codes, manuals and/or regulations approved by the Corporation.

**ARTICLE 58. SPECIALIZED AUDITS.** A shareholder or a group of shareholders representing at least five percent (5%) of the corporate capita may request, at their own expense and under their own responsibility, a specialized audit of specific areas of the Corporation's activities, other than those that are audited by the Internal Auditor, and such audits may not refer to documents of a confidential nature, as defined by the Law, using the following procedure:

1. Specialized audits may only be carried out during the period in which the shareholders have the right to inspect the corporate documents, before the Regular Meeting of Shareholders.



2. The request for a specialized audit must be submitted in writing, addressed to the Chairman of the Board of Directors, and must include the following information:

- a) The reasons to justify the audit request.
- b) The facts and/or operations to be audited, and the duration of the audit.
- c) Two proposals from companies or individuals to be hired to perform the audit. Such individuals or companies must meet, at least, the requirements established by Law and the by-laws to commission the corporation's Internal Audit.

3. After the Chairman of the Board receives the request, he or she must submit it during the next meeting of the Board of Directors for that body to determine whether the audit is viable.

4. If the Board of Directors, after studying the request, decides that there is no justification for the audit, the parties who submitted the request shall be so notified. In the event the request is accepted, the party who requested the audit shall be notified of the name of the party or company selected and the date on which the audit shall start. In both cases, the reply must be sent within the five (5) business days after the meeting of the Board of Directors in which the viability of the request is decided.

5. Before the start of the audit, and at least five (5) days in advance, the company or individual selected must submit a document containing the following commitments:

- a) The obligation to maintain the confidentiality over the information subject of the audit, and over any corporate information obtained during the audit, for a legal term equal to the duration of the audit plus five (5) years.
- b) The commitment to become jointly liable with the parties who requested the audit for any and all damage caused to the corporation and/or its officers by the unauthorized use of the information.

6. The documents and information object of the audit may not be removed from the corporate facilities and neither may the documents be copied in any way.

7. After the audit is completed the company or expert hired by the requesting party shall submit the results of the audit to the Chairman of the Board of Directors and to the requesting party within the five (5) business days after the audit is completed.

## **CHAPTER XV**

### **AUDIT COMMITTEE**

**ARTICLE 59. AUDIT COMMITTEE.** The corporation shall have an Audit Committee consisting of three (3) independent members of the Board who shall act as the body appointed to perform the activities indicated in this Section. These members shall be elected by the Board of Directors with the favorable vote of the majority of the members.

The Audit Committee shall also include the Corporation's Legal representative and the Internal Auditor and they shall have a voice but no vote.

The Committee shall consist of three principal members and their respective alternates.

**ARTICLE 60. CHAIRMANSHIP.** The Committee shall select one of its members as the chairperson for periods on one (1) year. He or she shall preside the meetings and must be an Independent Member of the Board of Directors.

**ARTICLE 61. MEETINGS.** The Audit Committee shall meet at least once every three (3) months, after being convened by the Legal Representative of the Corporation or by the Chairman of the Committee. The meetings shall take place at the Corporate offices or in the place agreed with the Committee for special cases.

Minutes shall be prepared for every meeting according to the requirements of the Law.

**ARTICLE 62. OPERATION.** The Committee's discussions and decisions shall be valid with the presence and the votes of the majority of its members. In the event of a tied vote, the issue under discussion shall be considered as denied.

**ARTICLE 63. DUTIES.** The Audit Committee shall perform the following duties:

1. Supervise the internal audit program including the review, prevention and possible corrections involving the various areas of the Corporation and the inherent risks of the business.
2. Ensure the preparation, submission and disclosure of the corporation's financial information, always making sure that it meets the legal requirements.
3. Analyze the financial statements before they are submitted to the Board of Directors and to the General Shareholders Meeting.
4. Review and control the activities of the administrators, executives and directors and submit the reports to the competent authorities as provided in the code of good governance.
5. Any others delegated on it by the Board of Directors, provided that, by their nature, they may be delegated and their delegation is not prohibited.

## CHAPTER XVI

### CORPORATE GOVERNANCE COMMITTEE

**ARTICLE 64. CORPORATE GOVERNANCE COMMITTEE.** The corporation shall have a corporate governance committee consisting of three (3) independent or equity members of the Board of Directors and one (1) secretary, who is the secretary general of the corporation. This committee shall be the body charged by the corporation with performing the activities established in this Section. The members shall be elected by the Board of Directors through the vote of the majority of its members.

This committee may also have the participation of the corporation's Legal Representative who shall have a voice but no vote.

**ARTICLE 65. CHAIRMAN.** The committee shall name among its member a chairman for periods of on (1) year, who shall preside over the committee's meetings.

**ARTICLE 66. MEETINGS.** The Corporate Governance Committee shall meet at least two (2) times each year after being convened by the committee's secretary. The meetings shall take place at the corporate offices or where the committee itself agrees for special cases.

Minutes shall be kept of all meetings.

**ARTICLE 67. OPERATION.** The Corporate Governance Committee's discussions and decisions shall be valid with the presence and the votes of the majority of its members. In the event of a tie, the issue under consideration shall be understood to be denied.

**ARTICLE 68. DUTIES.** The Corporate Governance Committee shall have the following duties:

1. Ensure that that shareholders and the market in general have accurate, complete and timely access to the corporation's information that needs to be disclosed.
2. Report on the activities carried out by the Audit Committee.
3. Review and evaluate the way in which the Board of Director performs its duties during the period.
4. Make a regular follow-up of the negotiations by the members of the Board of Directors and administrators with the shares issued by the corporation or by other issuers when they are part of the Business Group and, in general, follow-up their actions in the public stock market.
5. Monitor compliance with the corporation's Code of Best Corporate Practices.
6. Monitor compliance with the recommendations contained in the Code of Best Corporate Practices – Country Code, and supervise the preparation of the Report on the Implementation of best corporate practices before it is submitted to the Colombian Financial Superintendence (Superintendencia Financiera de Colombia).

Submit its recommendations to the Board of Directors to adopt the necessary or helpful measures to comply with the Code of Best Corporate Practices and to adopt the recommendations of the Code of Best Corporate Practices – Country Code that it deems should be adopted.

7. Supervise compliance with the policy for the compensating the administrators.
8. Set its own internal rules.
9. Any others in line with the nature of the committee's objective.

## **CHAPTER XVII**

### **NOMINATIONS AND REMUNERATIONS COMMITTEE**

**ARTICLE 69. NOMINATIONS AND REMUNERATIONS COMMITTEE.** The corporation shall have a nominations and remunerations committee consisting of three (3) independent or equity members of the Board of Directors and one (1) secretary who shall be the Vice President for Shared Services which shall act as the body appointed by the Board to carry out the activities indicated in this Section. These members shall be elected by the Board of Directors through the vote of the majority of the Board members.

The corporation's Legal Representative may also participate in this committee with a voice but no vote.

**ARTICLE 70. CHAIRMANSHIP.** The committee shall appoint one of its members as chairman for period of one (1) year to preside over the committee's meetings.

**ARTICLE 71. MEETINGS.** The appointments and Compensation Committee shall meet two (2) times per year, convened by the Secretary of the Committee. The meetings shall take place at the corporate offices or where the committee itself agrees for special cases.

Minutes shall be kept for all meetings.

**ARTICLE 72. OPERATION.** The Appointments and Compensation Committee's discussions and decisions shall be valid with the presence and the votes of the majority of its members. In the event of a tie, the issue under considerations shall be understood to have been denied.

**ARTICLE 73. DUTIES.** The Appointments and Compensation Committee shall perform the following duties:

1. Review the performance of the corporation's Senior Management, i.e., the President and the officers immediately below that level.
2. Propose a policy for compensation and salaries for the employees of the corporation, including top management.
3. Propose the appointment and removal of the President of the corporation or whoever performs the duties of the President as well as his remuneration.
4. Propose the criteria used by the corporation to hire its top executives.
5. Set the committee's own internal rules.
6. Any other in keeping with the nature of the committee's objective.

## **CHAPTER XVIII**

### **TEMPORARY PROVISIONS**

**ARTICLE 74. TEMPORARY ARTICLE. UNDERWRITTEN CAPITAL.** The capital underwritten by the company's shareholders is the sum of one-hundred-sixteen thousand eight hundred and twenty-eight million two hundred and fifty-eight thousand seven hundred and seventeen pesos (\$116.828.258.717) equivalent to one thousand one hundred and thirty-four million two hundred and fifty-four thousand nine hundred and thirty-nine (1.134.254.939) shares having a par value of one hundred and three pesos (\$103.00) each.