

# **POLICY FOR SUCCESSION IN THE BOARD OF DIRECTORS**



## **1. OBJECTIVE**

Constructora Concreto S.A. is aware of the important role played by the members of the Board of Directors for the efficient determination and implementation of the strategic direction of the Company. Consequently, it has established a Succession Policy for the members of the Board of Directors to allow the optimal integration thereof, according to the profiles that, to this effect, are defined as convenient and necessary for the composition of this body.

The determination of the Succession Policy of the members of the Board of Directors is carried out, taking into account the responsibilities associated with the position, the time available to perform the position, the profile and qualities of the candidates to be included, in the event that definitive absences occur, which are programmed, or in the event that they occur unexpectedly.

## **2. RESPONSIBLE FOR THE RECOMMENDATION**

The Board of Directors, through its Chairman and with the support of the Appointment and Retribution Committee, is the best-suited body to centralize and coordinate – prior to the General Assembly – the process to form this governing body.

In furtherance thereof, when the Board of Directors is to be designated, either at the end of the period or in the event of partial designations due to the occurrence of a vacancy, whatever the reason be that gives rise to it, the Appointment and Retribution Committee will determine the profiles necessary to integrate the Board of Directors, as well as assess the suitability of the candidates presented by shareholders.

## **3. RESPONSIBLE FOR APPROVAL**

The General Assembly of Shareholders will elect the members to serve on the Board of Directors, in accordance with the Corporate Bylaws.

## **4. PROCEDURE**

1. The Appointment and Retribution Committee will define the professional profiles identified as necessary and convenient to integrate the Board of Directors. If there is a vacancy, these profiles will be reported by the Board to shareholders, so that the different actors, primarily the controlling, significant or family shareholders, groups of

shareholders and institutional shareholders, if any, and the Board itself, are able to identify the most suitable candidates.

To define the profiles, the Committee may engage specialized advisors, if deemed necessary.

2. The candidates that are presented by shareholders to integrate the Board of Directors shall be evaluated by the Appointment and Retribution Committee, which, to do so, shall consider the suitability of the candidate to the profile defined as necessary by the Board of Directors.

3. The Board of Directors, through the Appointment and Retribution Committee, shall establish an internal procedure to this effect to evaluate the incompatibilities and disqualifications of a legal nature that may affect the candidate.

4. With regard to the candidate to be an Independent Member, the Appointment and Retribution Committee will evaluate the candidate, the relations or links of any nature that the candidate may have with controlling or significant shareholders and their national and foreign Related Parties, and will require a double declaration of independence: (i) from the candidate to the Company, its shareholders and members of Senior Management, indicated through his or her Letter of Acceptance, and, (ii) from the Board of Directors, regarding the independence of the candidate.

5. The assessment of the candidate will take into account criteria on the personal qualities, qualifications, career, experience, and integrity, among others, that are defined for this purpose as necessary to integrate the Board of Directors. The Appointment and Retribution Committee will issue a report reflecting the results of the evaluation of the candidates presented by the shareholders. This report will be available to shareholders prior to the meeting of the General Assembly of Shareholders, where the designation is to be made.

6. To ensure continuity in the Company's strategy, the Appointment and Retribution Committee may recommend the re-election of the Board members to shareholders. To do so, it will take into account the results of the self-evaluation that must be made annually.

## **5. ADVERTISING**

For each event the Board of Directors, through the Appointment and Retribution Committee, will establish the appropriate mechanism to communicate to shareholders the profiles defined as necessary to be a member of the Board of Directors, as well as

the results of the evaluation of the candidates, prior to the meeting of the General Assembly of Shareholders, where the designation of the Board members is to be made.