

# CORPORATE GOVERNANCE REPORT 2024



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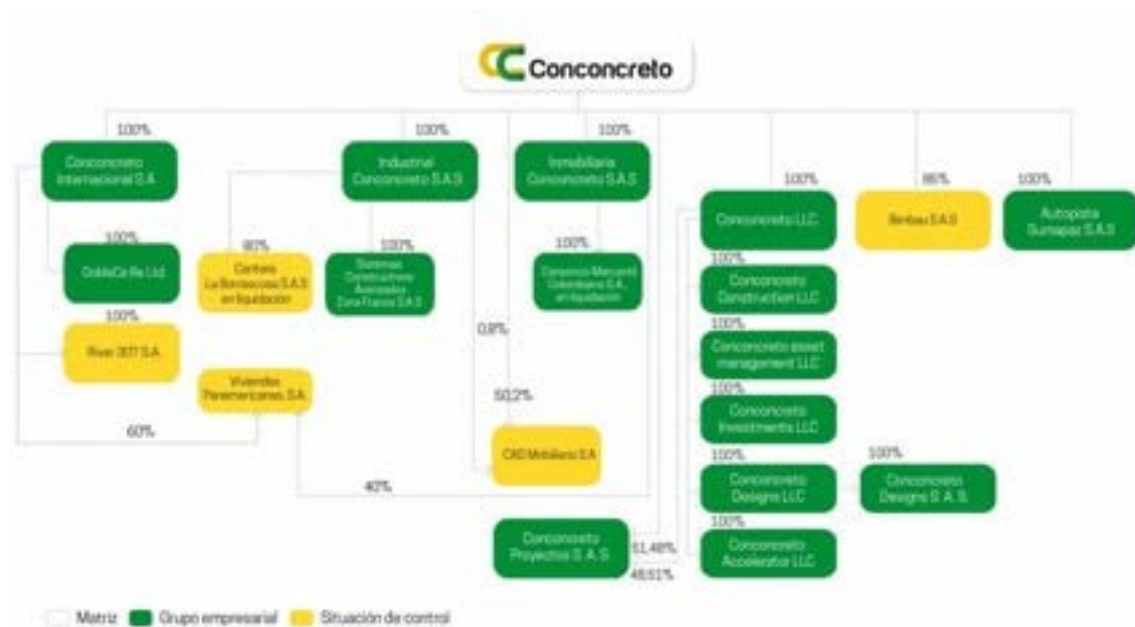
# 1

## Structure of the **Property**

# I. STRUCTURE OF THE PROPERTY OF THE COMPANY .

## a. Capital and ownership structure of the Company.

Constructora Conconcreto S.A. is the parent company of the Constructora Conconcreto S.A. Business Group. In addition, although not part of the Business Group, there are a number of companies over which the Company exercises control, which is duly registered in the Commercial Registry. These relationships are illustrated graphically as follows<sup>1</sup>:



The companies that make up the Group carry out their activities in Colombia, and some of them have a presence in other countries, participating in the construction business, infrastructure, production and marketing of construction supplies, design, management, and sale of real estate projects, among others.

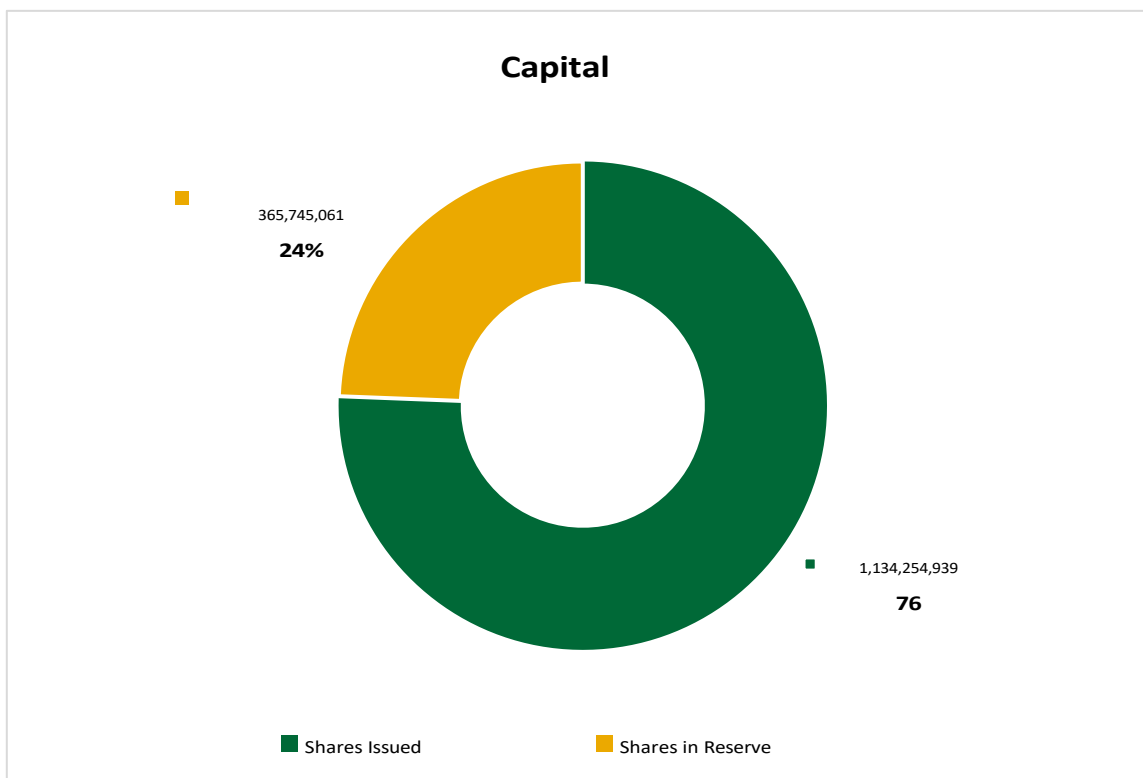
As of December 31, 2024, the capital subscribed by the shareholders of Constructora Conconcreto S.A. was one hundred sixteen billion, eight hundred twenty-eight million, two hundred fifty-eight thousand, seven hundred seventeen pesos (COP \$116,828,258,717), equivalent to one hundred thirty-four million two hundred fifty-four thousand nine hundred thirty-nine (1,134,254,939) shares with a par value of one hundred three pesos (COP 103) each.

Considering that the Company's authorized capital is one billion five hundred million shares (1,500,000,000), there are currently three hundred sixty-five

<sup>1</sup> It is noted that the company Cantera la Borrascosa S.A.S. was liquidated during 2024.



seven hundred forty-five thousand sixty-one shares (365,745,061) in reserve, as detailed below:



**b. Identity of shareholders with significant holdings.**

In accordance with the guidelines of the Country Code, a significant shareholder is one who, alone or by virtue of an agreement with other shareholders, holds voting rights that exceed a certain limit (currently set at 10% of the total voting rights) and whose participation is of a stable nature. Below, we list the shareholders who, at the end of 2024, have a percentage stake in the Company greater than the limit set for the concept of significant shareholder:

NAME OF SHAREHOLDER	NO. OF SHARE	% OF SHARES
Vinci Colombie S.A.S.	226,850,988	20.00

Furthermore, it should be noted that the Company updates information on the 25 shareholders with the largest shareholdings in the Company on its corporate website on a monthly basis. This information can be consulted via the following link: <https://conconcreto.com/detalle-de-la-accion/#id-composicion-accionaria>

The ownership structure of Constructora Conconcreto S.A. as of December 31, 2024:

SHAREHOLDERS	
Individuals and Legal Entities	79.74%
Vinci Colombia S.A.S.	20.00
Pension funds	0.26

Information on shares owned directly (in a personal capacity) or indirectly (through companies or other vehicles) by members of the Board of Directors and the voting rights they represent.

NAME	No. OF SHARES DIRECTLY	SHARES THROUGH VEHICLES	VOTING RIGHTS
Nora Cecilia Aristizábal López	0	0	0
Carlos Eduardo Restrepo Mora	610,201	52,837,590	4.71
Luis Fernando Restrepo Echavarría	0	0	0
José Alejandro Gómez Mesa	33	0	0.00
Álvaro Enrique Jaramillo Buitrago	0	0	0
Carolina Angarita Barrientos	0	0	0
Ana Karina Quessep Alcové	0	0	0
Orlando Enrique Cabrales Segovia	0	0	0
Christophe Pélissié du Rausas	0	0	0
Patrick Sulliot	0	0	0
Juan Luis Aristizábal Vélez	2,128,687	0	0.19
Angela Maria Orozco Gomez	0	0	0
Juan Manuel González Garavito	0	0	0
Stéphane Abry	0	0	0

**C. Family, commercial, contractual, or corporate relationships that exist between the holders of significant shareholdings and the company, or between the holders of significant shareholdings themselves.**

During 2024, there were no transactions of this type between the Company and holders of significant interests.

**d. Transactions carried out by members of the Board of Directors, senior management, and other administrators with shares and other securities issued by the company.**

During 2024, administrators did not carry out any transactions involving the Company's shares.

**e. Agreements between shareholders of which we are aware.**

For the period from January to December 2024, no agreements between shareholders were filed with the Company's administrative offices.

**f. Treasury shares held by the company.**

During 2024, the Company did not repurchase any of its own shares.



# 2

## Structure of the **Management**

## II. STRUCTURE OF THE ADMINISTRATION OF THE COMPANY.

**a. Composition of the Board of Directors and its committees.** In 2024, the Board of Directors of Constructora Conconcreto S.A. was made up of 10 members, who were elected at the ordinary meeting of the General Shareholders' Meeting on March 22, 2024. By statutory provision, there are no alternates on the Board of Directors.

NAME	POSITION	FIRST		DATE OF WITHDRAWAL
		NO	MBRAMIE NO	
Nora Cecilia Aristizábal López	Patrimonial	March 26, 2010		N/A
Carlos Eduardo Restrepo	Equity and		March 30, 2011	N/A
Delinquency	Executive			
Luis Fernando Restrepo	Independent		March 31, 2004	July 25, 2024
Echavarría				
José Alejandro Gómez Mesa	Patrimonial		March 22, 2013	N/A
Álvaro Enrique Jaramillo	Independent		March 22, 2013	April 1, 2024
Buitrago				
Carolina Angarita Barrientos	Independent		May 26, 2020	N/A
Orlando Enrique Cabrales	Independent		May 26, 2020	N/A
Segovia				
Ana Karina Quessep Alcové	Independent		March 31, 2022	February 16, 2024
Christophe Pélissié du Rausas	Patrimonial	December 9		N/A
		2019		
Patrick Sulliot	Patrimonial	March 31, 2022		4deOctoberof
				2024
Juan Luis Aristizábal Vélez	Patrimonial	October 28,		N/A
Angela María Orozco Gómez	Independent	March 22, 2024		
		2024		
Juan Manuel González Garavito	Independent	October 28,		N/A
		2024		
Stéphane Abry	Heritage	October 28,		N/A
		2024		

It is mentioned that Ana Karina Quessep Alcové, Álvaro Enrique Jaramillo Buitrago, Luis Fernando Restrepo Echavarría, and Patrick Sulliot resigned from their positions as members of the Company's Board of Directors on February 16, 2024, April 1, 2024, July 25, 2024, and October 4, 2024, respectively. Likewise, it is mentioned that Mr. Juan Luis Aristizábal Vélez was appointed as



a member of the Company's Board of Directors at the regular shareholders' meeting held on March 22, 2024, and Ms. Ángela María Orozco Gómez, Mr. Juan Manuel González Garavito, and Mr. Stéphane Abry were appointed as members of the Board of Directors at the extraordinary shareholders' meeting held on October 28, 2024.

The Company has three standing committees within the Board of Directors, which deal with specific issues:

- 1. Audit Committee:** composed of Orlando Enrique Cabrales Segovia, Angela María Orozco Gómez, and Juan Manuel González Garavito. The Statutory Auditor and the Vice President of Corporate Affairs of the Company, who acts as secretary of the Committee, attend the meetings of the Audit Committee with voice but without vote.
- 2. Human Resources Committee:** composed of Carolina Angarita Barrientos, Orlando Cabrales Segovia, and Juan Luis Aristizábal Vélez. The Vice President of Corporate Affairs of the Company attends the meetings of the Human Resources Committee with voice but without vote, acting as secretary of the Committee.
- 3. Corporate Governance Committee:** composed of Carlos Eduardo Restrepo Mora, José Alejandro Gómez Mesa, and Nora Cecilia Aristizábal López. The Director of Corporate Affairs and the Vice President of Corporate Affairs of the Company, who acts as secretary of the Committee, attend the meetings of the Corporate Governance Committee with voice but without vote.

The functions of the Board of Directors, as well as the functions of its standing committees, are set forth in the internal regulations of the Board and each committee, which can be consulted on the Company's website via the following link: <https://conconcreto.com/gobierno-corporativo/#id-comites-de-la-junta-directiva>

**b. Resumes of the members of the Board of Directors NORA CECILIA ARISTIZÁBAL**

**LÓPEZ.**

**Equity member.**

She was born on December 29, 1955. She graduated in architecture from the Pontifical Bolivarian University and has a master's degree in Urban Design from the Massachusetts Institute of Technology (MIT). She has also completed several specialized studies in design management, land management in large urban projects, and skills and leadership development. Her work experience in various positions is noteworthy, including assistant to Professor Horacio Caminos (MIT), head of the design workshop at Condiseño Ltda., director of the projects department at Conconcreto S.A., founding partner and manager of the company Contexto Urbano S.A., director of the District Planning Department and technical formulation of the POT (Land Use Plan), Territorial Planning Plan of Bogotá, and general manager of Renta Urbana S.A.S.

**CARLOS EDUARDO RESTREPO MORA.**

**Patrimonial and executive member.**

He was born on November 25, 1963. He graduated as a civil engineer from the Antioquia School of Engineering (EIA) and holds a master's degree in Construction Engineering and Management from the Georgia Institute of Technology (GA-Tech). He has held various positions within Constructora Conconcreto since joining the company more than 28 years ago. He is currently an advisor to the president and director of the Bogotá branch. He has served on the board of directors of Conconcreto during several intermittent periods and is currently a member of the boards of directors of Concesiones CCFC S.A.S. as an alternate member and of Administración de Recursos y Oportunidades S.A.

#### **JOSÉ ALEJANDRO GÓMEZ MESA.**

##### **Equity member.**

He was born on February 1, 1964. He holds a degree in Corporate Finance from EAFIT University and an undergraduate degree in Civil Engineering from the University of Texas at Austin. He has been a founding partner and director of SBI Banca de Inversión S.A. for more than twenty years. Since 2009, he has been a member of the board of directors of Inversiones Conconcreto and later joined the board of Constructora Conconcreto S.A. when the two companies merged. He is a member of other boards of directors, such as West Química S.A. and Inmel S.A.S.

#### **JUAN LUIS ARISTIZÁBAL VÉLEZ.**

##### **Equity Member.**

He was born on April 20, 1959. He is a Systems Engineer and Marketing Specialist from EAFIT University. He holds an MS in Computer Science from Iowa State University and completed a special program in Strategic Management at Javeriana University. He was CEO of Conconcreto for more than 20 years, a leading company in the construction and structuring of projects (USD 2.5 billion) in Colombia, Panama, and the United States, and is currently a member of its board of directors.

#### **ÁNGELA MARÍA OROZCO GÓMEZ.**

##### **Independent Member.**

Born on September 16, 1965. She is a lawyer from Javeriana University, with a specialization in economic law from Externado University of Colombia and an LLM – Master's Degree in Comparative Jurisprudence from the University of Texas at Austin. She has more than 30 years of experience in the public and private sectors, in management and executive positions in ministries, public entities, companies, and private sector associations in the export, industrial, energy, infrastructure, and transportation sectors, as well as in business consulting and strategic private project support. He is currently a member of the boards of directors of the Juan Felipe Gómez Escobar Foundation, TGI – Transportadora de Gas Internacional S.A. E.S.P., Collective Mining Ltd. and Colgas S.A. E.S.P.

#### **JUAN MANUEL GONZÁLEZ GARAVITO.**

##### **Independent Member.**

He was born on April 12, 1968. He is a lawyer from the Nueva Granada Military University, specializing in Administrative Law from the Rosario University, with more than 25 years of experience in urban planning and real estate law, with experience in the creation of urban development instruments for the legal and financial viability of

partial implementation, regularization, and zonal management and urban renewal plans developed in the construction, real estate, and law firm sectors.

#### **CAROLINA ANGARITA BARRIENTOS.**

##### **Independent member.**

She was born on December 19, 1971. She graduated in Social Communication-Journalism from Javeriana University, has a master's degree in International Journalism from the University of Westminster, and studied Leading Innovative Change at Berkeley University. She is a member of the board of directors of AIESEC Colombia, the advisory committee of the Latino Impact Summit, and the advisory board of the MET Community. She is an international speaker, one of the country's 100 leaders in the Merco ranking, and passionate about innovation and digital transformation with human transformation.

#### **ORLANDO ENRIQUE CABRALES SEGOVIA.**

##### **Independent member.**

He was born on September 28, 1969. He holds a law degree from Pontificia Universidad Javeriana and a master's degree in philosophy from Boston College. He worked at British Petroleum for 16 years, where he served as vice president of legal affairs for Latin America. He was also deputy minister of energy and president of the National Hydrocarbons Agency. He currently serves as CEO of Frontera Energy and sits on the board of directors of Isagen.

#### **CHRISTOPHE PÉLISSÉ DU RAUSAS.**

##### **Patrimonial member.**

He was born on August 11, 1958. He holds degrees from École Polytechnique and École Nationale des Ponts et Chaussées (France), and a postgraduate degree in Finance from Université Paris-Dauphine. He began his career at the Ministère de l'Équipement (now the French Ministry of Ecology) and then moved to the Spie Batignolles group, where he held various management positions at Spie Enertrans. He joined the VINCI Group in 1997 as Director of Concessions at Campenon Bernard (1997-1998), Executive Vice President of Campenon Bernard, which later became VINCI Construction Grands Projets (1999-2001), and Managing Director of VINCI Energies Nord (2002-2003). He moved to VINCI Concessions in 2004, where he served as Deputy Director for Southeast Europe (2004-2009), then as Director of Client-Side Project Management and President of VINCI Railways. In that role, he was appointed President of AGIFI (French Association of Independent Railway Infrastructure Administrators) from its inception in 2014 until 2017. He has been Director of Business Development at VINCI since March 2017.

#### **STÉPHANE ABRY.**

##### **Equity Member.**

He was born on July 19, 1970. He is a civil engineer and has training in negotiation in difficult environments from Harvard University. He has more than 32 years of experience. He began his career at Vinci Construction, where he initially worked for more than 21 years, holding positions such as site engineer and project manager at Sogea Afrique, director of major projects and center manager at Sogea Sud, branch manager at Compagnie Générale des Eaux, and director of operations at Vinci Construction Grands Projets. He then joined Eiffage, where he

He held positions as CEO of Eiffage Métal and Managing Director of Eiffage Infraestructuras. Finally, he rejoined Vinci Construction, serving as Managing Director and Deputy Managing Director of Soletanche Bachy. He is currently CEO of Vinci Construction, in charge of the Oceania and Americas division.

The following members were part of the Company's Board of Directors at some point during 2024, but are no longer members of that body:

**ANA KARINA QUESSEP ALCOVÉ.**

**Independent Member.**

Born on January 21, 1971. She graduated in business administration from the Externado University of Colombia and has a specialization in marketing management from the Externado University of Colombia. Her work experience in different positions stands out, such as: executive president of the Colombian BPO Association, corporate client manager, sales and distribution, and customer service at Comcel – Claro. She is currently a member of several organizations, including: founding member – Women in ICT, WIC – Women in Connection Colombia, Global Impact Sourcing Coalition – GISC.

**ÁLVARO ENRIQUE JARAMILLO BUITRAGO.**

**Independent Member.**

He was born on January 30, 1952. He holds a degree in business administration from Universidad del Norte (Barranquilla). He began his professional career at Philadelphia National Bank, where he rose to the position of vice president, then served as president of Invercrédito and later at Banco de Colombia. In 1997, he founded IQ Outsourcing. He then served as president of Avianca Holdings, where he is currently a member of the board of directors. He also serves on other boards, including PetroWorks, Tribeca Asset Management, and Grupo Daabon.

**LUIS FERNANDO RESTREPO ECHAVARRÍA.**

**Independent Member.**

Born on April 21, 1958. He holds a degree in Industrial Management from the Georgia Institute of Technology (GA-Tech) and an MBA from the University of Chicago. His professional experience includes e i g h t years at The Marmon Group ( Chicago), followed by Crystal S.A.S. He has held various positions, including international vice president, executive vice president, and, since 2004, corporate president. He also serves on the boards of directors of Bancolombia S.A., Etiflex S.A., MAS S.A.S., ANDI Antioquia Chapter, and ANDI General Management.

**PATRICK SULLIOT.**

**Equity Member.**

He was born on October 30, 1959. He is a chartered engineer from École Nationale des Arts et Métiers in France, with more than 30 years of experience in project management and business unit management for the EUROVIA Group. He is currently President and CEO for the Americas & Oceania for EUROVIA Canada. He is a member of the Boards of companies located in Canada, the United States of America, Chile, Australia, and New Zealand.

**C. Changes to the Board of Directors during the financial year.**

On February 16, 2024, Ms. Ana Karina Quessep Alcové submitted her resignation as a member of the Board of Directors. For this reason, the Company's General Shareholders' Meeting, at its regular meeting held on March 22, 2024, appointed Mr. Juan Luis Aristizábal Vélez as a member of the Board of Directors. Likewise, Álvaro Jaramillo Buitrago, Luis Fernando Restrepo Echavarría, and Patrick Sulliot submitted their resignations as members of the Board of Directors on April 1, 2024, July 25, 2024, and October 4, 2024, respectively. For this reason, at an extraordinary meeting of the Board of Directors held on October 28, 2024, the General Shareholders' Meeting appointed Ángela María Orozco Gómez, Juan Manuel González Garavito, and Stéphane Abry as new members of the Board of Directors to complete the term.

**d. Members of the parent company's Board of Directors who sit on the Boards of Directors of subsidiaries or hold executive positions in them.** The subsidiaries of Constructora Concreto S.A. do not have Boards of Directors; consequently, no member of the parent company's Board of Directors sits on the boards of the subsidiaries. With regard to the performance of executive positions, no member of the parent company's Board of Directors holds executive positions in the subsidiaries. Dr. Carlos Eduardo Restrepo Mora currently serves as General Manager of the Constructora Concreto S.A. branch in Bogotá, D.C.

**e. Policies approved during the period.**

During 2024, the Board of Directors did not approve any new policies. However, the Company's management will continue to develop guidelines and policies, which it will progressively submit for consideration and approval in the coming years. This process will ensure that corporate governance remains aligned with industry best practices and the needs of the Company.

**f. Process for appointing members of the Board of Directors.**

The Bylaws and Internal Regulations of the Board of Directors regulate the process for appointing members to this collegiate body, a function that falls to the Shareholders' Meeting.

The Board of Directors of Constructora Concreto S.A. is made up of ten directors, who will be elected for two-year terms using the electoral quotient system. Those elected may be replaced in by-elections, in which case their term will be the remainder of the previous member's two-year term. There are no alternates on the Board of Directors. Appointment as a member of the Company's Board of Directors is made on a personal basis. The electoral quotient system will apply when all members of the Board are to be elected, without prejudice to the reelection of any of them.

The professional profiles of the members of the Board of Directors are disclosed to shareholders on the website so that the various stakeholders, mainly controlling shareholders, significant shareholders, families, shareholder groups, and institutional shareholders

and the Board of Directors itself, are able to identify the most suitable candidates.

Currently, the functional and personal profiles required for the formation of the Board of Directors were approved at a meeting of the Human Resources Committee on December 13, 2019, and ratified by the Board of Directors at a meeting on February 21, 2020. The aforementioned profiles are as follows:

- Commercial: Understanding of market needs and players, product penetration strategies, and network of contacts and leads.
- Construction sector: Technical and market knowledge, as well as trends, behavior, and players in the sector.
- Project-based business specialist: Project portfolio management, with the ability to understand the specific dynamics of projects and their impact on the overall portfolio.
- Digital transformation: Understanding of the content and future of digital transformation, as well as the monetization of innovation models.
- Relationships with government entities and public officials: ability to establish opportunities for dialogue and interaction with entities and officials.
- Financial: Technical and market knowledge, as well as knowledge of trends, behavior, and players in the sector, and a network of contacts and leads.
- Vinci
- Families

The members of the Board of Directors shall be elected based on criteria of professional competence, suitability, and recognized moral integrity, and in any case, at least thirty percent (30%) of them shall be Independent Members, who, together with the Equity Members, shall constitute a majority with respect to the Executive Members. In the event that the Board of Directors is composed of Executive Members, the latter shall be the minimum number necessary to meet the information and coordination needs between the Board of Directors and the Company's Senior Management.

The evaluation of the suitability of the candidates shall be carried out prior to the General Shareholders' Meeting, so that the shareholders have sufficient information (personal qualities, suitability, track record, experience, and integrity) about the candidates proposed to join it, with sufficient time to allow for their proper evaluation.

Candidates for Independent Member are required to make a double declaration of independence: (i) by the candidate to the Company, its shareholders, and members of Senior Management, implemented through their Letter of Acceptance, and (ii) by the Board of Directors, regarding the candidate's independence. Independent members are required to notify the Company of any circumstances that may affect their independent status.

It should be noted that the Human Resources Committee's functions with regard to the procedure for appointing members of the Board of Directors include the following:



- Establishing the procedures required for the Board of Directors to achieve the following objectives:
  - Identify the tentative composition of functional profiles (associated with aspects such as knowledge and professional experience) that are needed on the Board of Directors in each circumstance.
  - Identify the personal profiles (related to career history, recognition, prestige, availability, leadership, and group dynamics) most suitable for the Board of Directors.
  - Assess the time and dedication required for members of the Board of Directors to properly perform their duties.
- Propose and review the criteria to be followed for the composition of the Board of Directors and the evaluation of the suitability of candidates for Board membership proposed by shareholders.
- Report, when applicable, on the independent status of candidates for Board membership, for their proposal to the General Shareholders' Meeting by the Board of Directors or directly by the shareholders.
- In cases of reelection or ratification of members of the Board of Directors, formulate a proposal that will contain an evaluation of the work that the proposed member has been performing, and their effective dedication to the position during the last term.
- Establish an internal procedure and/or questionnaire to be submitted for consideration by candidates, allowing for the evaluation of legal incompatibilities and disqualifications and the suitability of candidates for the Board of Directors, through the evaluation of a set of criteria that must be met by the functional and personal profiles of the candidates, and the verification of compliance with objective requirements to be a member of the Board of Directors and other additional requirements to be an Independent Member.
- Support the Chairman of the Board of Directors by centralizing and coordinating, prior to the General Assembly, the process of forming the administrative body, so that shareholders who, based on their shareholding, aspire to be part of the Board of Directors, can learn about the needs of the Board of Directors and express their aspirations, negotiate share balances and distribution among the different categories of members, present their candidates, and accept that the suitability of their candidates be evaluated by the Human Talent Committee before the vote at the General Shareholders' Meeting.

**g. Board of Directors remuneration policies.**

The remuneration of the members of the Company's Board of Directors is set by the General Shareholders' Meeting, based on objective business criteria. This remuneration is transparent, and for this purpose, its amount is disclosed in the annual information made available to the Company's shareholders.

Company. The Company has a Board of Directors remuneration policy approved by the General Shareholders' Meeting, which can be consulted on the corporate website.

**h. Remuneration of the Board of Directors and Senior Management.**

In accordance with the resolution approved by the General Shareholders' Meeting at its ordinary meeting held on March 22, 2024, the remuneration of the members of the Board of Directors was set at COP \$7,800,000 per meeting attended. The remuneration paid to members of Senior Management is disclosed in accordance with the guidelines of Article 446 of the Commercial Code in the annual information made available to the Company's shareholders at the ordinary meeting.

**i. Quorum of the Board of Directors.**

The Board of Directors shall deliberate and make valid decisions with the presence and votes of the majority of its members. Likewise, executives and officials of the Company or other persons whose presence is deemed appropriate for the proper handling of the matters submitted for consideration by the Board of Directors may be invited to the meetings, if so decided by the Chairman of the Board of Directors or the President of the Company.

**j. Attendance data for Board of Directors meetings.**

During 2024, the company's Board of Directors met on seven occasions. All meetings were held in a mixed format, and member attendance was as follows:

1. Nora Cecilia Aristizábal López: 7 meetings attended out of 7 meetings to attend.
2. Carlos Eduardo Restrepo Mora: 7 meetings attended out of 7 meetings to attend.
3. Luis Fernando Restrepo Echavarría: 3 meetings attended out of 4 meetings to attend.
4. José Alejandro Gómez Mesa: 7 meetings attended out of 7 meetings to attend.
5. Álvaro Enrique Jaramillo Buitrago: 1 meeting attended out of 1 meeting to attend.
6. Carolina Angarita Barrientos: 7 meetings attended out of 7 meetings to attend.
7. Orlando Enrique Cabrales Segovia: 5 meetings attended out of 7 meetings to attend.
8. Ana Karine Quessep Alcové: 1 meeting attended out of 1 meeting to attend.
9. Christophe Pelissie du Rausas: 7 meetings attended out of 7 meetings to attend.
10. Patrick Sulliot: 5 meetings attended out of 6 meetings to attend.
11. Juan Luis Aristizábal Vélez: 1 meeting attended out of 1 meeting to attend.
12. Stéphane Abry: 7 meetings attended out of 7 meetings to attend.
13. Ángela María Orozco Gómez: 1 meeting attended out of 1 meeting to attend.
14. Juan Manuel González Garavito: 1 meeting attended out of 1 meeting to attend.

It should be noted that Ana Karina Quessep Alcové, Álvaro Enrique Jaramillo Buitrago, Luis Fernando Restrepo Echavarría, and Patrick Sulliot submitted their resignations to the Board of Directors on February 16, 2024, on April 1, 2024, on July 25, 2024, and on October 4, 2024, respectively. For this reason, the attendance of these directors is

includes in proportion to the meetings they should have attended in their capacity as members of the Board of Directors. Likewise, it is mentioned that Juan Luis Aristizábal Vélez was appointed as a member of the Board of Directors on March 22, 2024, and Stéphane Abry, Ángela María Orozco Gómez, and Juan Manuel González Garavito were appointed as members of said Body on October 28, 2024, which is why the meetings they should have attended during the period since their appointment were taken into account.

**k. Attendance data for Board of Directors Committee meetings.**

○ Audit Committee.

During 2024, all meetings of the Audit Committee of the Board of Directors of Constructora Conconcreto S.A. were held remotely, and member attendance was as follows:

1. Luis Fernando Restrepo Echavarría: 4 meetings attended out of 4 meetings to attend.
2. Álvaro Enrique Jaramillo Buitrago: 1 meeting attended out of 1 meeting to attend.
3. Orlando Enrique Cabrales Segovia: 5 meetings attended out of 5 meetings to attend.
4. Carolina Angarita Barrientos: 1 meeting attended out of 1 meeting to attend.
5. Ángela María Orozco Gómez: 0 meetings attended out of 0 meetings to attend. Ms. Angela María Orozco Gómez was appointed as a member of the Audit Committee at the Board of Directors' meeting on December 20, 2024. However, between that date and December 31, 2024, no meetings of the aforementioned Committee were held.
6. Juan Manuel González Garavito: 0 meetings attended out of 0 meetings to attend. Mr. Juan Manuel González Garavito was appointed as a member of the Audit Committee at the Board of Directors' meeting on December 20, 2024. However, between that date and December 31, 2024, no meetings of the aforementioned Committee were held.

○ Corporate Governance Committee.

During 2024, all meetings of the Board of Directors' Corporate Governance Committee were held remotely, and member attendance was as follows:

1. Nora Cecilia Aristizábal López: 5 meetings attended out of 5 meetings to attend.
2. Carlos Eduardo Restrepo Mora: 5 meetings attended out of 5 meetings to attend.
3. José Alejandro Gómez Mesa: 5 meetings attended out of 5 meetings to attend.

○ Human Resources Committee.

During 2024, all meetings of the Human Resources Committee of the Board of Directors were held remotely, and member attendance was as follows:

1. Luis Fernando Restrepo Echavarría: 2 meetings attended out of 2 meetings to attend.
2. Carolina Angarita Barrientos: 3 meetings attended out of 3 meetings to attend.

3. Juan Luis Aristizábal Vélez: 2 meetings attended out of 2 meetings to attend.
4. Orlando Cabrales Segovia: 0 meetings attended out of 0 meetings to attend. Mr. Orlando Cabrales Segovia was appointed as a member of the Human Resources Committee at the Board of Directors meeting on December 20, 2024. However, between that date and December 31, 2024, no Committee meetings were held.
5. Ana Karina Quessep Alcové: 0 meetings attended out of 0 meetings to attend. Ms. Ana Karina Quessep Alcové was a member of the Human Resources Committee until February 16, 2024; however, from January 1 to that date, no Committee meetings were held.

**l. Chairman of the Board of Directors.**

In accordance with the Internal Regulations of the Board of Directors, the Board shall have a President elected from among its members, who may be removed at any time. Currently, the position of Chair of the Board of Directors is held by Dr. Nora Cecilia Aristizábal López. The main functions of the Chair of the Board of Directors include convening Board meetings, setting the agenda for meetings jointly with the President or independently, chairing meetings, and ensuring that the Board's decisions are implemented.

Details of the duties of the Chairman of the Board of Directors can be found in the Internal Regulations of the Board of Directors, which are published on the Company's website and can be accessed via the following link: <https://conconcreto.com/gobierno-corporativo/#id-junta-directiva>

**m. Secretary of the Board of Directors.**

In accordance with the provisions of Article 49 of the Bylaws, the Secretary of the Board of Directors shall be the Secretary General of the Company; in special cases, an ad hoc secretary may be appointed for meetings. Notwithstanding the foregoing, in order to safeguard the independence of the Secretary of the Board of Directors vis-à-vis the President of the Company, his or her appointment and removal shall be the responsibility of the Board of Directors, at the proposal of the President of the Company, with a prior report from the Human Resources Committee. The Secretary of the Board of Directors may be a member of the Board of Directors. Currently, the Secretary of the Board of Directors is Dr. Candelaria Rodríguez Jaramillo, who holds the position of Vice President of Corporate Affairs of the Company.

The Secretary is responsible for keeping, in accordance with the law, the minutes books of the Board of Directors and authorizing with his or her signature the copies that are issued from them. The Secretary shall assist the Chairman of the Board in his duties and shall ensure the proper functioning of the Board of Directors, providing the Directors with the advice and information necessary for the proper performance of their duties, keeping the corporate documentation, duly recording the proceedings of the meetings in the minutes books, and certifying the decisions of the Board of Directors.

The details of the duties of the Secretary of the Board of Directors can be found in the Internal Regulations of the Board of Directors, which are published on the Company's website and can be accessed via the following link: <https://conconcreto.com/gobierno-corporativo/#id-junta-directiva>

**n. Relationships during the year between the Board of Directors and the Statutory Auditor, financial analysts, investment banks, and rating agencies.**

During 2024, the Statutory Auditor attended four of the Board of Directors' Audit Committee meetings. The Board of Directors did not engage in any activities with financial analysts, investment banks, or rating agencies.

**o. External advice received by the Board of Directors.**

During 2024, the Company's Board of Directors was assisted by an external advisor who guided the Board in negotiations with banks and financial institutions, and the Corporate Governance Committee received external advice in reviewing the Board of Directors' evaluation.

**p. Management of Board of Directors information.**

In accordance with the provisions of the Internal Regulations of the Board of Directors, the agenda for the meeting shall be attached to the notice of meeting; other matters may be included if the Chairman of the Board deems it appropriate in the interests of the company, and it may also be decided, even after the notice of meeting has been issued, that a particular matter will not be dealt with at the meeting. The information and/or documentation to be discussed at the respective meeting shall be sent with the notice of meeting. If, exceptionally, all or part of the information is not available at the time of the notice of meeting, it may be sent at a later date, but in any case at least three (3) calendar days prior to the date of the meeting.

**q. Activities of the Committees of the Board of Directors.**

- Audit Committee: In accordance with its duties, the Audit Committee of Constructora Concreto met five times during 2024 to conduct a detailed review and follow-up of the financial results of the operation, risk management, and relevant business situations. In addition, it reviewed developments in anti-money laundering and terrorist financing controls and the recommendations and requests of the Statutory Auditor.

- Corporate Governance Committee: During 2024, the Corporate Governance Committee held five meetings, during which it defined the Committee's work plan for 2024, reviewed the work proposal for the self-assessment of the Board of Directors, and analyzed corporate documents with an emphasis on the internal regulations of the Committees and the Board of Directors.

- Human Resources Committee: During 2024, three meetings of the Human Talent Committee were held, at which topics related to setting the remuneration of senior management members, setting the work plan for 2024, reviewing the profiles for existing vacancies on the Board of Directors, reviewing the corporate structure, and employee compensation were discussed.

**r. Information on the evaluation processes carried out by the Board of Directors and Senior Management, as well as a summary of the results.**

For 2024, a self-evaluation of the Board of Directors was established through the completion of a survey. As a result of this exercise,

the Board's commitment to strategic guidelines and issues was highlighted, with room to continue consolidating its role in these areas.

Likewise, the growing diversity in the composition of the Board was positively valued, strengthened by the incorporation of new members with complementary profiles. Looking ahead, work will continue to expand knowledge of investments in the US, and the Board's participation in defining the internationalization strategy, the development of the housing business line, innovation, and the Company's long-term vision will be deepened.





# 3

## Transactions with **Related parties**

# III. TRANSACTIONS WITH RELATED PARTIES

## RELATED PARTIES.

### **a. Powers of the Board of Directors regarding this type of transaction and situations of conflict of interest.**

The Code of Good Governance of Constructora Conconcreto S.A. defines conflict of interest as a situation in which the interests of the Company are in opposition to the personal interests of employees or their family members, in such a way that it leads the employee to act under parameters other than those established to ensure the real and ethical fulfillment of their responsibilities to the company.

Likewise, it stipulates that members of the Board of Directors, Legal Representatives, members of Senior Management, and other administrators of the Company must periodically inform the Board of Directors of any direct or indirect relationships they may have with each other or with other entities or structures belonging to the Business Group, or with the Company, or with suppliers, or with customers, or with any other interest group (the latter being understood as all those persons who, due to their connection with the Company, have an interest in it. These include the general public, shareholders, employees, customers, users, economic and tax authorities, and the official supervisor), which could give rise to conflicts of interest or influence the direction of their opinion or vote.

If the Company, its administrators, managers, or other employees find themselves in a situation that gives rise to a conflict of interest, the following procedures shall be followed, depending on whether the conflict is sporadic or permanent:

If the conflict is sporadic, it will be mandatory, in the first instance, for the person directly involved to inform the Board of Directors or their immediate superior, as the case may be, about the situation giving rise to the conflict and obtain their consent to initiate or continue with the operation. With this mechanism, it may not be possible to eradicate the conflict of interest, but it will be possible to maintain the transparency of the operation. On the contrary, if the conflict of interest is permanent and affects the Company's operations as a whole, this situation will constitute grounds for mandatory resignation on the part of the affected party, since they are unable to perform their duties.

In the case of administrators, the provisions of Article 23 of Law 222 of 1995, paragraph 7, and its Decree No. 46 of 2024 shall apply, and in this regard, it will be necessary to obtain the respective authorization from the General Shareholders' Meeting when it comes to signing contracts or submitting commercial offers in which the respective administrator has an interest, either directly or through an intermediary.

The Company has a Conflict of Interest Policy approved by the Board of Directors, which applies at all levels of the Organization and seeks consistency between corporate values and the actions of its employees. This Policy has been

widely disseminated within the Company and published on the Company's website.

**b. Details of the most relevant related party transactions in the Company's opinion, including transactions between companies in the Conglomerate.**

Related party transactions are disclosed in detail in the notes to the financial statements, as well as in the Business Group Report, which are made available to shareholders in the annual information available to them during the period for exercising their right of inspection.

**c. Conflicts of interest and actions taken by members of the Board of Directors**

No conflicts of interest arose during 2024.

**d. Mechanisms for resolving conflicts of interest between companies in the same conglomerate and their application during the fiscal year.**

The Company has a Corporate Group Policy that establishes the guidelines to be followed for intra-group transactions. This Policy was approved by the Board of Directors and is published on the Company's website. In addition, there is a Conflict of Interest Policy that applies at all levels of the Organization.



# 4

Systems

## Risk Management

## IV. COMPANY OR CONGLOMERATE RISK MANAGEMENT SYSTEMS

### CONGLOMERATE.

**a. Explanation of the Internal Control System (ICS) of the company or conglomerate and its modifications during the fiscal year:**

The general architecture and control system is the mechanism by which the organization groups internal and external control processes, ensuring the coherence and consistency of the different administrative and management processes.

Internal control processes include all verification, monitoring, and control mechanisms carried out by agents who are part of the different areas of the company. These strategies include self-control, monitoring plans, periodic review of strategic risks, financial results, and relevant business information that are made available to the Board of Directors' audit committee, facilitating the achievement of strategic objectives and ensuring the continuous improvement of the Company.

External control processes are led by the statutory auditor, third-party auditors, and quality management system certification bodies. These entities verify compliance with legal, regulatory, contractual, and organizational guidelines in accordance with national and international standards.

**b. Description of the risk policy and its application during the fiscal year.**

The organization's risk management focuses on periodic activities to identify and update strategic and operational risks that may affect project execution and the achievement of the organization's objectives. The results of these reviews were presented in a timely manner during 2024 to the administrative and management bodies in order to take the necessary actions to reduce both the probability of occurrence and the financial impact resulting from their materialization.

**c. Materialization of risks during the fiscal year and response and monitoring plans for the main risks.**

2024 posed significant challenges for construction companies, and Concreto was no exception. For this reason, the Organization worked to strengthen the culture of strategic and operational risks in the business.

During the fiscal year, the liquidity risk associated with the Company's ability to meet its payment obligations was monitored on an ongoing basis. In

2024, Conconcreto made progress in negotiations with the financial sector to alleviate pressure on the Company's cash flow.

As a result, in the last quarter of this year, Bancolombia, Banco de Bogotá, Banco de Occidente, Banco Comercial AV Villas, Banco Popular, Banco Santander de Negocios Colombia, BBVA Colombia, and Itau Colombia approved the proposal to accept Pactia's participation units in lieu of payment for the debt and interest on the syndicated loan. This event was an important achievement for the Organization, resulting in an improvement in its capital structure.

In addition to the above, in November 2024, the sale of three Pactia assets was finalized. This represents income of COP 112 billion for Conconcreto and the consequent release of cash.

Likewise, it is mentioned that the financial deterioration and technical difficulties in executing the projects underway with the IDU were on the agenda of the executive risk committee. This risk includes situations attributable to the contractor or subcontractor that prevent the proper development of the contract, hinder the completion of the work within the initially agreed deadlines, and represent higher costs and efforts for the Company. This category includes delays in decisions by the competent authorities related to traffic management plans, environmental licenses, land delivery, network transfers, among others, as well as economic deviations from the project with respect to the initial structuring stage.

To manage this risk, Conconcreto has conducted a thorough review of contractual and procedural strategies that allow the terms of contracts to be adjusted to changes in conditions. As a result, progress has been made in:

1. Requests for extensions of contractual terms
2. Requests for recognition of events exempt from liability
3. Arbitration tribunals to achieve economic restoration in contracts
4. Claims to recover losses in projects

**d. Internal audit.**

The annual internal audit program for the management system is governed by ISO 9001:2015, 14001:2015, 45001:2018 standards, and the RUC safety, occupational health, and environmental system guide for contractors. These are applied to eleven (11) infrastructure projects, eight (8) design projects, two (2) construction projects, fourteen (14) organizational processes between strategic and support processes. As a result of the 2024 internal audits, action plans were implemented in pursuit of continuous improvement to optimize the Company's processes, contribute to the effectiveness of operations, and achieve strategic objectives.





5

Report on  
**Risk Management**

## V. RISK MANAGEMENT REPORT

### RISK MANAGEMENT REPORT.

#### **a. Monitoring Risk Map.**

Conconcreto is aware that operational efficiency and timely compliance with obligations strengthen stakeholder confidence. Therefore, it reiterates its commitment to the permanent control and monitoring of the company's strategic risks by quarterly evaluating the impact and probability of occurrence of situations that may arise in the ordinary course of business with the aim of preventing, managing, and mitigating future effects on the development of the corporate purpose, financial condition, or business growth prospects that would result from the materialization of those risks.

#### **b. Money Laundering.**

Conconcreto complies with current regulations on risk management systems associated with corruption, fraud, bribery, money laundering, and terrorist financing (AML/CFT). For this reason, it has a risk management system approved by the Board of Directors through the Money Laundering Prevention Manual and the Fraud and Corruption Risk Protocol, which establish guidelines for information verification controls, validation processes, and consultations on restrictive lists and reports in public information sources, with the purpose of protecting the business from possible risks related to unusual or suspicious operations that tend to serve as an instrument for the concealment, management, investment, or exploitation in any form of money or property derived from illegal activities. During the reviews carried out by the Company, some alerts were detected, but none of them materialized and they were disclosed to the Audit Committee.

It is mentioned that, at a meeting on April 26, 2024, the Company's Board of Directors appointed Carlos Alberto Fernández Tabares as chief compliance officer, replacing Candelaria Rodríguez Jaramillo, and Juan Esteban Bedoya Betancur as deputy compliance officer, replacing Ana Isabel Villegas García.



# 6

## General Meeting of **Shareholders**

## VI. GENERAL ASSEMBLY OF SHAREHOLDERS OF .

### **a. Differences in the functioning of the Shareholders' Meeting between the minimum requirements of current legislation and those defined by the Company's Articles of Association and Shareholders' Meeting Regulations.**

Both the Articles of Association and the Internal Regulations of the General Shareholders' Meeting have adopted measures that are more rigorous than those established by law in order to protect the rights of shareholders, in line with the recommendations of the Country Code. The most significant improvements are as follows:

- The call for the General Shareholders' Meeting for the ordinary meeting shall be made at least 30 calendar days prior to the date on which the meeting is to be held; for extraordinary meetings, it shall be made fifteen (15) calendar days prior to the date scheduled for the meeting.
- When discussing an increase in authorized capital, a decrease in subscribed capital, or an improper spin-off, the respective item must be included in the agenda indicated in the call notice, under penalty of the respective decision being invalid. In such cases, the Company's administrators shall prepare a report on the reasons for the proposal, which shall be made available to shareholders during the term of the call at the Company's administrative offices.
- In cases of spin-offs, mergers, and transformations, the respective projects must be made available to shareholders at the Company's main offices at least thirty (30) calendar days prior to the meeting at which the proposal will be considered. Likewise, the agenda of the meeting must include this item and expressly indicate the possibility for shareholders to exercise their right of withdrawal, under penalty of the decision being invalid.
- In transactions that may result in the dilution of minority shareholders' capital, such as a capital increase with waiver of preemptive rights in the subscription of shares, merger, spin-off, or segregation, the Board of Directors shall submit a prior report to the shareholders containing a summary of the opinion of an independent external advisor of recognized standing, appointed by the Board of Directors itself. This report shall be made available to shareholders prior to the Meeting at which the transaction in question is to be voted on, under the same terms established for the exercise of the right of inspection.
- The call may be made by electronic means, written communication addressed to each of the shareholders at the address registered in the Company's books.  
or by publication on the Company's website, or its equivalent,  
or by notice published in a national newspaper or through social media. Likewise, notice of the call shall be given to the relevant control body, if applicable.

- During the term of the call, all documents and information related to the items on the meeting agenda will be available to shareholders, both physically, at the Company's facilities, and electronically, on the corporate website.
- The notice specifies the items on the agenda to be dealt with by the General Shareholders' Meeting and the Proposed Resolution, which is understood to be the literal description of the matter that the Board of Directors submits for consideration by the Meeting, and which may include a suggestion from this body to shareholders on how to vote.
- Within five (5) calendar days following personal notification or publication of the notice, shareholders shall have the right, regardless of their shareholding, to propose the introduction of one or more items for discussion on the agenda of the ordinary meeting of the General Shareholders' Meeting or to submit new Proposed Resolutions, provided that such requests are accompanied by a justification.
- Shareholders who are unable to attend one or more sessions may attend the General Shareholders' Meeting through a proxy who will prove their status with a power of attorney duly granted in writing. The company provides a power of attorney form on its website that shareholders may use for this purpose.
- To ensure greater dissemination of the meetings of the assembly, they are broadcast via *streaming*.

**b. Measures adopted during the fiscal year to encourage shareholder participation.**

Once the Shareholders' Meeting has been called, a link called "Meeting" is added to the website, where documents related to the topics to be discussed at the meeting are published. It is possible to follow the meetings via *streaming*, so that shareholders who are unable to attend can connect remotely and learn firsthand about the decisions made at each meeting.

Quarterly conferences are organized to present the financial results for the period, which are broadcast on the Company's website, during which questions from investors and other stakeholders are answered. The Company's website has a link called "investors," which seeks to communicate the Company's financial and non-financial information accurately and in a timely manner. This allows our investors to learn firsthand about content that is of interest to them. It is important to note that the Company has been adopting the recommendations of the Country Code to ensure greater shareholder participation.

**c. Information for shareholders and communication with them.**

The Code of Good Corporate Governance adopted by Constructora Conconcreto S.A. has defined a procedure that establishes the mechanisms available to the Company for interacting with its shareholders on matters such as:

- **Access to information:** All shareholders of Constructora Conconcreto S.A. shall have equal rights to access information about the Company, with the right to equal treatment in exercising such rights. The Company will endeavor to ensure that all its shareholders are fully and promptly informed about the ordinary course of business, disclosing the Company's financial and non-financial information in a timely and truthful manner, allowing them to have a detailed and complete understanding of the Company's performance.

- **Resolution of requests for information:** By virtue of the right to access Company information, Constructora Conconcreto has permanently open channels of communication through which shareholders can express their concerns and receive answers to them, provided that this does not involve the disclosure of confidential information or information relating to trade secrets, or information whose disclosure could be used to the detriment of the Company.

Thus, the website has a link exclusively for investors, with a button called "Investor Relations," where a series of frequently asked questions are listed with their respective answers and where messages to the Company can be left. Constructora Conconcreto has an Investor Relations office, where during business hours there is a person available to respond to shareholder requests and an email address set up to receive these messages.

- **Company communication channels with shareholders:** Constructora Conconcreto has developed the following communication channels with its shareholders:

- Website <https://conconcreto.com/inversionistas/>
- Quarterly teleconferences via a website, where the most relevant news of the period is presented, along with financial information and results for the period
- Email [ir@conconcreto.com](mailto:ir@conconcreto.com)
- Via the telephone line+ 57 (604) 204 3707
- Through press releases
- Social media
- Website of the Financial Superintendency of Colombia, under the link for relevant information

- **Form of interaction between shareholders and the Company, its Board of Directors, and other administrators:** interaction between shareholders and the Company mainly takes place at the Ordinary Shareholders' Meeting or at



extraordinary meetings of the Meeting. However, if a shareholder submits a request for information to the Company addressed specifically to the Board of Directors or to a specific administrator, these requests will be channeled through the Investor Relations office, which, after consulting with the General Secretariat, will respond to the shareholder in a timely manner.

**d. Requests and matters about the that the shareholders have requested information from the company.**

During 2024, the following requests were received directly by the Company from the Investor Relations department:

TYPE	# REQUESTS
Written requests	80
Telephone inquiries	0
In-person assistance	0
<b>Total</b>	<b>80</b>

SUBJECT OF REQUEST	# REQUESTS
Certificates	63
Shareholders' Meeting	4
Publication of results	2
General questions	10
Meeting requests	1
<b>Totals</b>	<b>80</b>

**e. Attendance data for the General Shareholders' Meeting.**

The following is the most relevant data regarding attendance at the Company's ordinary Shareholders' Meeting on March 22, 2024:

<b>Shareholders represented</b>	70
<b>Attendees</b>	33
<b>Shares represented</b>	888,202,536
<b>Shares outstanding</b>	1,134,254,939
<b>Percentage represented</b>	78.31

The following is the most relevant information regarding attendance at the extraordinary meeting of the Company's Shareholders' Meeting on October 28, 2024:

<b>Shareholders represented</b>	32
<b>Attendees</b>	10
<b>Shares represented</b>	634,374,869
<b>Shares outstanding</b>	1,134,254,939
<b>Percentage represented</b>	55.93

**f. Details of the main resolutions adopted.**

During the Company's ordinary General Shareholders' Meeting held on March 22, 2024, which took place in person at Carrera 43A #6 Sur – 150, Panamericana, Cultural Center, Medellín, Antioquia, the Sustainability Management Report, the Corporate Governance Report, and the Company's Financial Statements as of December 31, 2023, were approved. In addition, the Board of Directors was appointed to complete the statutory two-year term from April 2023 to March 2025.

Likewise, on October 28, 2024, an extraordinary meeting of the Company's General Shareholders' Meeting was held, which took place in person at Calle 16A #34 – 950, Club Campestre, Gran Salón, Medellín, Antioquia. At this meeting, the Board of Directors was appointed to complete the statutory two-year term from April 2023 to March 2025.