

# **Internal Regulations of the Corporate Governance Committee**



By means of this document, the Board of Directors of Constructora Concreto S.A. (hereinafter the "Company") adopts the Internal Regulations of the Corporate Governance Committee.

#### **Article 1 - GENERAL PRINCIPLES**

The actions of the members of the Corporate Governance Committee shall follow the general principles of good faith, equality, morality, speed, economy, impartiality, effectiveness, efficiency, participation, publicity, responsibility, and transparency.

#### **Article 2 - APPLICABLE REGULATIONS**

The Corporate Governance Committee is governed by the provisions of these Regulations, the Bylaws, and the regulations issued by the Financial Superintendency of Colombia and the Law.

#### **Article 3 – FUNCTIONING AND COMPOSITION OF THE COMMITTEE**

The Corporate Governance Committee is composed of three (3) members of the Board of Directors, who shall be elected by the Board itself with the votes of the majority of its members, for terms equal to that of the Board of Directors. In the event of a vacancy, the Board shall elect a replacement, who shall serve until the end of the term.

This Committee shall also have a Secretary and a Chair, who shall be elected by the members of the Committee for terms of one (1) year, but may be re-elected indefinitely, and their term of office shall be deemed to be extended until the Committee makes a new appointment.

#### **Article 4 – MEETINGS, QUORUM, AND NOTICE**

The Corporate Governance Committee shall meet at least twice (2) a year, following a notice sent by the Secretary of the Committee at least five (5) calendar days in advance.

The Corporate Governance Committee shall deliberate and decide validly with the presence and votes of the majority of its members. Notwithstanding the foregoing, this Committee may meet remotely. In the event of a tie vote, the matter under discussion shall be deemed denied.

The decisions adopted by the Committee shall be of an advisory nature. Minutes shall be taken of the Committee meetings, a copy of which shall be kept by the General Secretariat and made available to all members of the Company's Board of Directors, who shall also be provided with a brief report on the matters discussed. The minutes shall comply with the requirements of Articles 189 and 431 of the Commercial Code.

#### **Article 5 - FUNCTIONS**

The main task of the Corporate Governance Committee is to advise the Board of Directors on its duties of proposing and supervising the corporate governance measures adopted by the company.

It shall also have the following functions:

1. Reviewing that the company's corporate governance practices, business conduct, and administrative behavior comply with the provisions of the Corporate Governance Code and other internal and regulatory standards.
2. To supervise the efficiency of the corporate governance practices implemented and the level of compliance with the ethical and conduct standards adopted by the company.
3. Study proposals for amendments to the Bylaws and Corporate Governance Code that relate to the good governance of the Company and submit to the Board of Directors any modifications, updates, and repeals of provisions related to corporate governance.
4. Respond within ten (10) calendar days of their submission to complaints from shareholders and investors who consider that the company is not applying the adopted corporate governance policies.
5. To be aware of any actions related to the conduct of members of the Company's Board of Directors that may be contrary to the provisions of the Bylaws, the Board of Directors' Regulations, and other internal regulations, which shall be reported to the Board when, in the Committee's opinion, it is necessary.
6. Support the Chairman of the Board of Directors in conducting the annual evaluation of that body, review the results of the process, and make suggestions for its improved functioning.
7. Inform the Board of Directors about the topics discussed at its meetings and submit for its consideration those decisions that must be approved by the Board.
8. Ensure that the actions of the management, the Board of Directors, and its internal committees comply with the provisions of the Bylaws and the Company's policies and regulations.
9. Any other matters consistent with the nature of the Committee's purpose.

#### **Article 6 - TRAINING**

Once the Corporate Governance Committee has been formed, its members shall endeavor to receive, at least at the beginning of their term of office, training in corporate governance and conflicts of interest.

#### **Article 7 - DEPENDENCY AND SUBORDINATION**

The members of the Committee shall not be dependent on or subordinate to any executive or officer of the Company. Their dependence is limited to the Board of Directors.

#### **Article 8 – PARTICIPATION OF OTHER PERSONS**

Committee members may invite any other person from the Company or an independent expert, when they deem it necessary and appropriate to the nature of the topic under discussion. These expenses shall be borne by the Company.

#### **Article 9 – CONFLICTS OF INTEREST**

Committee members shall observe the same rules established in the Internal Regulations of the Board of Directors in relation to conflicts of interest.