

BYLAWS OF THE BOARD OF DIRECTORS



BYLAWS OF THE BOARD OF DIRECTORS OF CONSTRUCTORA CONCRETO

INTRODUCTION

The purpose of these regulations is to set forth the principles, rules, and procedures governing the operation of the Board of Directors of Constructora Concreto, thereby seeking to facilitate its management and provide greater transparency, efficiency, and certainty in its actions.

These regulations shall apply to the Board of Directors as a collegiate body and to its members, as well as to all employees of Constructora Concreto, insofar as they relate to the aforementioned governing body. All of them shall be obligated to know, comply with, and enforce these Regulations.

ARTICLE ONE: General Principles

The actions of the members of the Board of Directors shall be conducted in accordance with the general principles of good faith, equality, morality, promptness, economy, impartiality, effectiveness, efficiency, participation, publicity, accountability, and transparency.

ARTICLE TWO: Composition of the Board of Directors and Appointment of Its Members

The Board of Directors shall consist of ten (10) members, who shall be elected for terms of two (2) years using the electoral quotient. Elected members may be replaced in special elections, in which case their term shall be the remaining period needed to complete the two-year term of the previous member. There are no alternates on the Board of Directors.

Appointment as a member of the Company's Board of Directors shall be in a personal capacity.

The electoral quotient system shall 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 candidates for the Board of Directors are published on the website so that the various stakeholders—primarily shareholders and the Board of Directors itself—can identify the most suitable candidates.

ARTICLE THREE: Qualifications of Members

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 Non-Executive 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 needs for information and coordination between the Board of Directors and the company's Senior Management.

The assessment of the suitability of the candidates shall be conducted prior to the General Shareholders' Meeting, so that shareholders have sufficient information (personal qualities, suitability, track record, experience, and integrity) regarding the proposed candidates for the Board, with sufficient advance notice to allow for their proper evaluation.

A person shall be deemed independent if they are in no way:

1. An employee or executive of the Company or any of its domestic or foreign affiliates, subsidiaries, or parent companies, including any person who held such a position during the year immediately preceding the appointment, unless the appointment involves the reelection of an independent director.
2. Shareholders who, directly or by virtue of an agreement, direct, guide, or control the majority of the Company's voting rights or who determine the majority composition of its administrative, management, or supervisory bodies.
3. A partner or employee of associations or companies that provide advisory or consulting services to the Company or to companies belonging to the same economic group of which the Company is a part, when the income from such services represents twenty percent (20%) or more of their operating income.
4. An employee or executive of a foundation, association, or company that receives significant donations from the Company or from companies belonging to the same economic group of which the Company is a part. Significant donations are those that represent more than twenty percent (20%) of the total donations received by the respective institution.
5. An administrator of an entity on whose board of directors the Company's legal representative serves.
6. A person who receives or has received, within the last five (5) years, any compensation from the Company, its affiliates, subsidiaries, or domestic or foreign controlling entities, other than fees as a member of the board of directors, and where such fees do not constitute a significant portion of their annual income.

7. A person who participates in schemes or options to acquire an interest in the Company or in a pension plan or scheme of the Company, its affiliates, subsidiaries, or domestic or foreign controlling entities.

8. Legal representative of a company in which a member of the Company's Senior Management is a member of the Board of Directors.

9. Is or has been, within the last five (5) years, an affiliate or employee of the Company's statutory audit firm, its affiliates, subsidiaries, or domestic or foreign parent companies.

10. Is a direct family member of the persons indicated above. Only relatives up to the second degree of consanguinity and the first degree of affinity or civil union shall be considered as such.

In accordance with the foregoing, candidates for Independent Director are required to provide a two-part declaration of independence: (i) a declaration by the candidate to the Company, its shareholders, and members of senior management, made through their Letter of Acceptance; and (ii) a declaration by the Board of Directors regarding the candidate's independence.

Independent members shall be required to notify the Company of any circumstance that may affect their status as independent members.

ARTICLE FOUR: Compensation

The remuneration of the members shall be set by the General Shareholders' Meeting, based on objective business criteria. Such remuneration shall be transparent, and to this end, its amount shall be disclosed in the annual information provided to the Company's shareholders.

ARTICLE FIVE. Notice of Meetings

Meetings of the Board of Directors shall be convened by any appropriate means, with a minimum of five (5) calendar days' notice, indicating the location of the meeting, by the Secretary, the Chairman of the Board of Directors, or the President of the Company.

At the last meeting of the year, the schedule of regular meetings for the entire year will be approved. However, the Board of Directors may meet on dates other than those set forth in the annual meeting schedule, whenever it so decides, provided that notice of the meeting is given at least forty-eight (48) hours in advance, unless this is not possible due to urgent circumstances.

The notice of meeting shall be accompanied by the agenda for the session, but other matters may be included if the Chairman of the Board so decides, considering it to be in the best interests of the company, and such matters may also be decided, even after

the notice of meeting, no matter what the agenda may be. The notice of meeting shall be accompanied by the information and/or documentation to be discussed at the respective meeting. If, exceptionally, all or part of the information is not available at the time of the notice, it may be sent later, but in any case, at least three (3) calendar days prior to the meeting date, except for matters that exceptionally require special confidentiality, in which case they shall only be disclosed during the course of the Board of Directors meeting.

ARTICLE SIX: Board Members Appointed for the First Time

Every Board member appointed for the first time shall receive an orientation from the company's President, along with the necessary information to gain a comprehensive understanding of the company and its environment. The member shall also be provided with a copy of the Board's Internal Regulations and informed of the responsibilities, obligations, and powers associated with the position.

ARTICLE SEVEN: Meetings

Notwithstanding the provisions of Article 5 of these Bylaws, the Board of Directors shall meet in extraordinary session when convened by the Chairman, the Statutory Auditor, or two (2) of its members, and in regular session at least eight (8) times a year. One of these meetings shall be specifically focused on defining and monitoring the Company's strategy.

Remote Meetings: Remote meetings of the Board of Directors may be held, and decisions may also be made through the written expression of voting intentions, provided that all members agree, in accordance with the provisions of Articles 19, 20, and 21 of Law 222 of 1995 or any regulations that amend or replace them.

In any case, the Board of Directors may meet, deliberate, and validly make decisions on any day and at any location, provided that all its members are present.

ARTICLE EIGHT: Meeting Minutes

After each session, the Secretary shall prepare the draft minutes, which shall be submitted for approval by the members of the Board of Directors at the next session or in advance via written communication from the Board members. Once approved, the minutes shall be recorded in the respective books and signed by the Chair of the Board of Directors and the Secretary. In the case of remote meetings or those conducted via the mechanism specified in Article 19 of Law 222 of 1995, the minutes shall be signed by the President of the Corporation and the Secretary.

Each meeting minutes, where applicable, must identify the studies, rationale, and other sources of information that served as the basis for the decisions,

as well as the arguments for and against that were taken into account in making them.

ARTICLE NINE: Quorum

The Board of Directors shall validly deliberate and decide with the presence and votes of a majority of its members. Furthermore, executives and officers of the Company or other persons whose presence is deemed appropriate for the proper handling of matters submitted to the Board of Directors for consideration may be invited to the meetings, if so determined by the Chairman of the Board of Directors or the President of the Company.

ARTICLE TEN: Functions

The Board of Directors is granted the broadest authority to manage the Company and, consequently, shall have sufficient powers to direct the execution or conclusion of any act or contract falling within the scope of the Company's corporate purpose, provided that such authority is not expressly reserved by the Articles of Incorporation or by law for the General Shareholders' Meeting.

Furthermore, and in addition to the provisions of the Company's Articles of Incorporation, the Board of Directors shall have the following powers:

- To periodically receive, analyze, and evaluate reports regarding the operations of subsidiary companies, provided that such operations are of significant importance and may materially affect the operations of Concreto S.A.

Instruct management to ensure that, in consortium agreements entered into with third parties, clauses are included requiring prior authorization from the Board of Directors of Concreto S.A. for transactions whose value exceeds the amounts established in the Company's Articles of Incorporation, making every effort to ensure their effective incorporation and compliance.

- Request that management provide timely and systematic periodic reports regarding transactions carried out by subsidiaries, ensuring that such information is sufficient, clear, and accurate for the exercise of its supervisory functions.
- To conduct the continuous review and supervision of the internal control system implemented in the subsidiary companies, in order to verify its suitability, effectiveness, and compliance with the corporate policies and guidelines of Concreto S.A.

ARTICLE ELEVEN: Duties

The members of the Board of Directors shall have the duties set forth in the law and in the bylaws, in particular the following:

1. Duty to act in good faith, understood as the “consciousness of having acted by legitimate means, free from fraud and any other defect,” as defined in Article 768 of the Civil Code.
2. Duty to act loyally toward the company.
3. Duty to act with the diligence of a prudent businessperson.
4. Duty not to misuse corporate assets: As a general rule, members of the Board of Directors may not dispose of the company’s assets nor use their position in the company to obtain a financial advantage to which they are not entitled by virtue of their duties, unless they have provided adequate consideration.
5. Duty of confidentiality: This duty implies that:
 - a) Members of the Board of Directors, both during their tenure and after ceasing to hold office, must keep confidential any confidential information, data, or background information they become aware of as a result of their position. Except as provided by law, the aforementioned information may not be communicated or disclosed.
 - b) Members of the Board of Directors may not use the company’s non-public information for private purposes without prior approval from the Board of Directors.
6. Non-competition obligation: This obligation implies that:
 - a) Members of the Board of Directors must disclose any equity interest they hold in the capital of competing companies, as well as any positions or functions they hold in such companies, and the performance, on their own behalf or on behalf of others, of activities analogous to the Company’s corporate purpose.
 - b) A person who ceases to serve as a member of the Board of Directors may not accept an appointment as a director of another competing company for a period of one (1) year from the date of such cessation, unless expressly authorized by the Board of Directors.
7. Act in the best interests of the company and take into account the interests of the shareholders.
8. Make every effort to ensure the proper fulfillment of the corporate purpose.
9. Ensure strict compliance with legal provisions, provisions of the Articles of Incorporation, or provisions set forth in the Company’s internal regulations and policies.

10. Attend Board of Directors and committee meetings to which they belong in a diligent manner, except for just cause, and participate in the deliberations, discussions, and debates that arise regarding the matters submitted for their consideration.

11. Conduct themselves in a manner that respects applicable regulations, best practices of corporate governance, and the Company's values.

12. Each member of the Board of Directors must inform the Board of any direct or indirect relationships they maintain with one another, with the Company, with suppliers, with customers, or with any other stakeholder group that could give rise to conflicts of interest or influence the direction of their opinion or vote.

13. To inform the Board of Directors and seek its authorization regarding the acquisition or disposal of Company shares by a member of the Board of Directors, whether directly or indirectly, through family companies, spouses, relatives up to the second degree of consanguinity, first degree of affinity, or sole civil relationship, or generally through natural or legal persons with whom they constitute the same beneficial owner.

14. Not to trade, directly or indirectly through a third party, in the Company's shares once they become aware of the filing of a tender offer or other relevant transactions such as mergers or spin-offs. This restriction shall remain in effect for a period beginning from the moment they become aware of the relevant transaction and ending two (2) months after the transaction is completed.

ARTICLE TWELVE: Rights

1. Right to Information: In exercising this right, members of the Board of Directors may:

a) Gather information on any aspect of the Company, examine its books, records, and documents, contact the heads of the various departments and the Company's Statutory Auditor, and visit the facilities, provided that such actions are necessary for the performance of their duties, unless the information is particularly confidential and subject to the availability of the Company's Presidency.

b) Obtain and have access to information regarding the matters to be discussed at each Board of Directors meeting sufficiently in advance and in a proper manner to allow for its review, except for matters that exceptionally require special confidentiality, in which case such information shall only be disclosed during the course of the Board of Directors meeting.

2. Right to seek the assistance of experts: Members of the Board of Directors, in the performance of their duties, may seek the assistance of the Company's internal experts, as well as propose to the Board of Directors the hiring of external advisors to assist them with regard to potential issues that may arise in the performance of their duties, provided such issues are specific, significant, and complex in nature.

Notwithstanding the foregoing, the Board of Directors may refuse to hire external consultants if the cost is disproportionate to the significance of the issue or to the Company's assets and revenues, or if the advice can be adequately provided by the Company's own experts and technical staff.

3. Right to Compensation. Members of the Board of Directors shall have the right to receive the compensation established by the Shareholders' Meeting.

4. Right to Induction and Ongoing Training. Members of the Board of Directors shall have the right to receive the induction and training required for the proper performance of their duties.

ARTICLE THIRTEEN: The Chairman of the Board of Directors

The Board of Directors shall have a Chairperson elected from among its members, who may be removed at any time. The duties of the Chairperson of the Board of Directors shall be as follows:

1. To convene the Board of Directors when deemed appropriate, or at the request of the Statutory Auditor or two (2) of its members. In the latter two cases, the Chairperson shall convene the meeting within ten (10) days following such request.

2. Set the agenda for meetings, either jointly with the company's president or independently, if deemed appropriate. The agenda shall be structured in a way that ensures a logical sequence for the presentation of topics and discussions.

3. Preside over meetings, direct discussions, and put matters to a vote when they are deemed sufficiently discussed.

4. Ensure the effective implementation of the Board of Directors' decisions and follow up on its assignments and decisions.

5. Ensure that the Board of Directors efficiently establishes and implements the Company's strategic direction.

6. Promote the governance of the Company, acting as a liaison between the shareholders and the Board of Directors.

7. Ensure the timely and proper delivery of information to the members of the Board of Directors, either directly or through the Secretary of the Board of Directors.
8. Monitor the active participation of the members of the Board of Directors.
9. Lead the annual evaluation process of the Board of Directors and the Committees in conjunction with the Corporate Governance Committee, except for its own evaluation.
10. Prepare, with the assistance of the Secretary and the Company's President, a Board of Directors work plan for the period under review, a tool that facilitates determining the reasonable number of regular meetings per year and their estimated duration.

The Chair of the Board of Directors, in conjunction with the Secretary of the Board of Directors, assumes ultimate responsibility for ensuring that members receive information sufficiently in advance and that the information is useful; therefore, in the set of documents provided, quality must take precedence over quantity.

Given that the Chairman of the Board of Directors has additional obligations beyond those of the other members of the Board of Directors, which entail greater responsibilities and a greater time commitment, the Chairman's compensation may exceed that of the other board members at the discretion of the Shareholders' Meeting.

ARTICLE FOURTEEN: The Secretary of the Board of Directors

The Secretary of the Board of Directors shall be the General Secretary of the Company; in special cases, an ad hoc secretary may be appointed for meetings.

Notwithstanding the foregoing, to safeguard the independence of the Secretary of the Board of Directors from the President of the Company, his or her appointment and removal shall be the responsibility of the Board of Directors upon 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.

The Secretary shall be responsible for maintaining, in accordance with the law, the minutes of the Board of Directors and for certifying, with his or her signature, any copies issued thereof. 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, maintaining corporate records, duly recording the proceedings of the meetings in the minutes books, and certifying the decisions of the Board of Directors.

In addition to the duties already mentioned, the Secretary shall have the following responsibilities:

1. To issue notices of meetings, in accordance with these bylaws and the annual plan, for regular or special meetings.
2. To forward to the members of the Board of Directors the documentation necessary for the proper conduct of the meetings, within the time and in the manner stipulated for that purpose.
3. Verify that a quorum is present at the beginning of each meeting, and whenever necessary during the meeting.
4. Take minutes of the meetings and submit them to the members of the Board of Directors for approval.
5. Sign the minutes and resolutions approved by the Board of Directors and issue certifications regarding the approved matters.
6. Maintain the Board of Directors' minute book.
7. Communicate the Board of Directors' decisions to the relevant authorities and follow up on actions leading to their full implementation.
8. Maintain corporate records, accurately record the proceedings of meetings in the minutes, and certify the resolutions of the corporate bodies.
9. Ensure the formal legality of the Board of Directors' actions and guarantee that its procedures and rules of governance are respected and regularly reviewed, in accordance with the provisions of the Bylaws and other internal regulations of the Company.
10. Perform any other duties assigned by the Board of Directors and the President.

ARTICLE FIFTEEN: Information

Board members shall carry out their duties based on the information provided to them and may request additional information if they deem it appropriate or necessary.

The exercise of the right to information shall be channeled through the Company's President or the Secretary of the Board, who shall respond to requests by providing such information directly or by establishing the appropriate channels for doing so within the Company.

ARTICLE SIXTEEN: Committees and Advisors

The Company has four standing committees that address specific matters, namely: (a) the Audit Committee, which is established and governed in accordance with the Articles of Incorporation, these bylaws, and its own rules of procedure; (b) the Corporate Governance Committee, which is formed and governed in accordance with these regulations and its own bylaws; (c) the Human Resources Committee, which is formed and governed in accordance with these regulations and its own bylaws; and (d) the Projects Committee.

Likewise, the Board may establish other committees, whether permanent or temporary, to carry out certain strategic functions.

Additionally, the Board of Directors and/or any of its members may seek the opinion of independent specialists in specific cases where it deems it appropriate; such specialists shall be hired in accordance with the company's general hiring criteria and policies, and in accordance with the provisions of the Board of Directors' Internal Regulations.

In forming its committees, the Board of Directors takes into consideration the profiles, knowledge, and professional experience of the members in relation to the subject matter of the committee.

ARTICLE SEVENTEEN: Conflicts of Interest

Members of the Board of Directors are in a conflict of interest when they must make a decision, or take or refrain from taking an action, in the course of their duties, and are faced with a choice between the interests of the Company and those of a client, user, or supplier involved in the situation at hand, and their own interest or that of a third party, such that by choosing either of the latter two, they would obtain an undue pecuniary and/or non-pecuniary benefit that they would not otherwise receive, thereby disregarding a legal, contractual, statutory, or ethical duty.

Members of the Board of Directors must inform the Board of Directors of any situations that could give rise to potential conflicts of interest.

In the event that members of the Board of Directors find themselves in a situation giving 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, the directly involved party must inform the Board of Directors and may not participate in the decision, which will be made by the remaining members of the Board of Directors.

Conversely, if the conflict of interest is permanent and affects the Company's overall operations, this situation shall constitute grounds for mandatory resignation by the affected party, as they are unable to perform their duties.

In the case of transactions with parties related to the directors, the General Shareholders' Meeting periodically reviews the parameters and conditions under which such transactions are permitted, ensuring that they are beneficial to the company and conducted on market terms.

Members of the Board of Directors who have no impediment to reviewing the respective contract must analyze the financial evaluation and the corresponding recommendation, which must demonstrate that the contract will be executed under market conditions so as not to harm the interests of Constructora Concreto. The Director(s) involved in the conflict must abstain from participating in any review and/or decision.

Likewise, the Chairman of the Board of Directors must provide in advance to the members of the Board of Directors who are not affected by the conflict all relevant information that is necessary or requested by them so that they may complete their analysis.

The Board of Directors shall verify compliance with the procedure, ensuring the selection of the best alternative.

ARTICLE EIGHTEEN: Validity and Disclosure.

These regulations shall take effect upon their approval and will be published on the company's website so that they may be made available to stakeholders who interact with the company.

ARTICLE NINETEEN: Evaluation and Self-Evaluation.

Annually, the Board of Directors evaluates the effectiveness of its work as a collegiate body, that of its committees, and that of individual members, including peer evaluations, as well as the evaluation of Senior Management, with the support of the Human Resources Committee. To this end, the Board of Directors may alternate between internal self-evaluation and external evaluation conducted by independent consultants.

ARTICLE TWENTY: Audit Committee.

The Audit Committee's primary responsibility is to assist the Board of Directors in its oversight role by evaluating accounting procedures, liaising with the external auditor, and, in general, reviewing the internal audit or its equivalent, including the audit of the risk management system implemented by the Company. Likewise, it shall assist the Board of Directors in fulfilling its oversight responsibilities regarding risk management.

The Audit Committee consists of three (3) independent members of the Board of Directors. These members shall be elected by the Board of Directors itself with

a majority vote of its members for terms equal to that of the Board of Directors. The Chair of this Committee shall be one of the independent members of the Board of Directors, who shall be elected by the members of the Committee for terms of one (1) year, but may be reelected indefinitely, and their term is deemed extended until the Committee makes a new appointment. This Committee shall also have a Secretary.

Likewise, the Company's Legal Representative and its Statutory Auditor shall be members of the Committee, with the right to speak but not to vote.

The Committee shall meet regularly at least once every three (3) months, upon notice from the Company's Legal Representative or the Committee Chair; meetings shall be held at the Company's registered office or at such other location as the Committee may agree upon in special cases.

The members of the Audit Committee must possess knowledge of accounting, finance, and other related matters, enabling them to make informed judgments on matters within the Committee's purview at a level sufficient to understand their scope and complexity.

ARTICLE TWENTY-ONE: Corporate Governance Committee.

The primary role of the Corporate Governance Committee is to advise the Board of Directors on its functions of proposing and overseeing the corporate governance measures adopted by the company.

The Corporate Governance Committee consists of three (3) members of the Board of Directors, who shall be elected by the Board itself by a majority vote 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 Chairperson, who shall be elected by the members of the Committee for terms of one (1) year, but may be reelected indefinitely, and their term is deemed extended until the Committee makes a new appointment.

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

ARTICLE TWENTY-TWO: Human Resources Committee

The primary objective of the Human Resources Committee is to advise the Board of Directors and the Company's President in the performance of their duties related to the appointment and compensation of members of the Board of Directors and Senior Management.

The Human Resources Committee consists of three (3) members of the Board of Directors, who shall be elected by the Board itself by a majority vote 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 Committee members for terms of one (1) year, but may be reelected indefinitely, and their terms shall be deemed extended until the Committee makes a new appointment.

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

Some committee members must possess knowledge of strategy, human resources (recruitment and selection, hiring, training, personnel administration or management), compensation policy, and related matters, at a level sufficient to understand the scope and complexity of these matters within the Company.

ARTICLE TWENTY-THREE: Meeting Attendance. In the Annual Corporate Governance Report and on the corporate website, the Company shall disclose the attendance of members at meetings of the Board of Directors and its Committees.

These regulations were discussed and approved at the Board of Directors meeting held on June 20, 2025.