

**Each independent member elected for a specific period of the Board of Directors must sign the following statement:**

GENERAL MEETING OF SHAREHOLDERS OF ODINSA S.A.

Regards,

Considering my inclusion in the list for election of the Board of Directors that will be submitted for consideration by the General Shareholders' Meeting, I inform you that I fulfill all the requirements to be considered an independent member under the terms of Paragraph 2 of article 44 of Law 964 of 2005 and the Code of Good Governance of the Company, because:

- Neither I nor my personal relations are employees of the Company or its subordinates, or have been during the immediately preceding year.
- My personal relations have not been directors of the Company or its subordinates during the last year.
- Neither I nor my personal relations or the companies in which we are a majority shareholder, hold more than 10% of the outstanding shares, or is a shareholders who directly or by virtue of an agreement, guides or controls the majority of the voting rights of the Company, its parent or subordinate company, or determine majorities in the governing bodies, management or control of the Company, its parent or subordinate company.
- Neither I nor my personal relations or the companies in which we are a majority shareholder are partners or employees of associations or companies that provide consulting or advisory services to the Company, its parent or subsidiary companies, when revenues for this concept represented 20% or more of my operating income from the previous year.
- Neither I nor my personal relations are employed by a foundation, association or company that receives significant donations from the Company. (Significant donations are those which represent 20% or more of total donations received by the corresponding Company within the specific year)
- Neither I nor my personal relations are managers for an organization in which a legal representative of the Company is a member of the board of directors.
- Neither I nor my personal relations receive from the issuer any fees other than those as a member of the Board, the Audit Committee or any other committee created by the Board of Directors.
- Neither I nor my personal relations or companies in which we are a majority shareholder, are partners or employees of the Company's Statutory Auditor firm or Internal Auditor, its parent or subordinate companies, or have been during the past three years.
- Neither I nor my personal relations are employed by a company in which any of the directors of the Company are members or have been members during the past three years of the Appointments and Compensation Committee, for the Company in which the Director or personal relations are employed.

Personal relations are Relatives up to third degree of kinship, second degree of affinity and one degree of civil

I understand the limitation that accompanies this designation that establishes the restriction of participating in more than four additional Board of Directors, different from that of Odinsa S.A., in accordance with the provisions of article 202 of the Commercial Code of Colombian law.

Personal relations are Relatives up to third degree of kinship, second degree of affinity and one degree of civil