

ODINSA S.A. CORPORATE BYLAWS

(Estatutos Sociales)

Unofficial English Translation – American English

Approved by the Ordinary General Shareholders' Meeting – March 24, 2026

This document is an unofficial translation for reference purposes only. In the event of any discrepancy, the original Spanish text shall prevail.

CHAPTER I

Name, Type, Nationality, Registered Office, Term, and Corporate Purpose

Article 1. Odinsa S.A. is a commercial corporation (sociedad anónima) of Colombian nationality, with its principal registered office in the city of Medellín, Department of Antioquia, Republic of Colombia (the "Company").

Article 2. The Company shall exist until December 31, 2100, without prejudice to the possibility of extending such term or dissolving early, in accordance with these Bylaws and applicable law.

Article 3. The Company shall engage in the following activities:

(a) Entering into and performing concession contracts with governmental or private entities of any level, directly or through companies formed for that purpose.

(b) Studying, carrying out, financing, and exploiting, on its own behalf or in association with third parties, all activities and works related to engineering and architecture in all their forms, modalities, and specialties, within or outside the country, regardless of the legal form of the transactions entered into for such purposes, provided they are lawful.

(c) Designing, manufacturing, purchasing, selling, exchanging, managing, leasing, storing, brokering, promoting, exploiting, and operating assets owned by or necessary for the construction industry, whatever the nature or characteristics of the work, or for the practice of engineering, architecture, or the construction industry.

(d) Promoting, creating, and developing entities of any type whose purpose is to carry out or support activities related to the Company's corporate purpose.

(e) Investing, on any basis, its own resources in other legal entities, funds, trust estates, business collaboration arrangements, or any other legal vehicle, with the aim of obtaining returns.

(f) Economically exploiting collection activities of any nature and related activities, such as implementing technology platforms, custody, transportation, and transaction reconciliation.

(g) Managing, collecting, and operating tolls, fares, fees, or levies.

(h) Providing value-added and telematics services; installing, operating, and maintaining telecommunications, telephony, Internet connectivity, and related services projects.

(i) Structuring, managing, and executing projects related to the exploration, exploitation, production, distribution, and commercialization of hydrocarbons and gas, the petrochemical industry, mining, as well as the exploration, exploitation, generation, distribution, and commercialization of all types of energy.

In furtherance of its corporate purpose, the Company may, among other things:

(a) Participate in bids or tenders before any type of domestic or foreign entity, on its own behalf or in association with third parties, and enter into contracts of any nature that allow it to develop its corporate purpose.

(b) Acquire title or any class of right over movable or immovable property, tangible or intangible, including intellectual property rights, the acquisition of which is necessary or convenient for the development of its corporate purpose, and enter into all types of transactions with respect to such property.

- (c) Form civil, commercial, or other types of entities, or participate in existing ones.
 - (d) Grant its movable or immovable, tangible or intangible assets as collateral.
 - (e) Issue, acquire, transfer, draw, accept, endorse, protest, secure, and collect negotiable instruments of any type.
 - (f) Issue, offer, and acquire securities.
 - (g) Borrow and lend money at interest, and enter into all types of contracts with financial entities.
 - (h) Erect buildings and other works necessary or convenient for the development of its business, as well as participate in construction projects or the execution of any civil works.
 - (i) Obtain concessions for the use of water, the electromagnetic spectrum, beaches and tidal-lands, for the exploitation of minerals and other natural resources related to its corporate purpose.
 - (j) Enter into, in its own name, on behalf of third parties, or jointly with them, all types of civil, commercial, industrial, or financial transactions, over movable or immovable, tangible or intangible assets, that are necessary or convenient for the development of its corporate purpose or that may benefit companies in which the Company has an interest.
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CHAPTER II

Share Capital and Shares

Article 4. The Company's authorized share capital is TWENTY BILLION PESOS (COP \$20,000,000,000), divided into TWO HUNDRED MILLION (200,000,000) registered shares, each with a par value of ONE HUNDRED PESOS (\$100).

Paragraph 1. The authorized share capital shall consist of common shares; however, the General Shareholders' Meeting may at any time, with the required legal approvals, issue preferred dividend shares without voting rights of the same par value. Each share shall grant its holders the rights set forth in these Bylaws, applicable law, or the respective share issuance and placement regulations.

Paragraph 2. Common shares may be converted into preferred dividend shares without voting rights when approved by the General Shareholders' Meeting pursuant to the procedure to be defined.

Article 5. The General Shareholders' Meeting may issue new shares or increase the par value of existing ones by capitalizing any reserve fund, share premium, or distributable profit.

Paragraph . Any share issuance may be revoked or modified by the General Shareholders' Meeting before the shares are placed or subscribed, subject to applicable legal requirements.

Article 6. The shares into which the Company's capital is divided are registered shares, shall circulate in dematerialized form, and shall be represented by a macro-certificate held in custody and managed by the Central Securities Depository (Depósito Centralizado de Valores), which shall record subscribers and maintain the Share Registry. Shareholders may request a certificate through their direct depository to establish their entitlement to the rights inherent to their status as shareholders.

Article 7. Shareholders must register with the Company's secretary the address of their residence or the place to which communications or reports should be sent; notices or reports sent to the

registered address are presumed to have been delivered.

Article 8. The Company may repurchase its own shares only by decision of the General Shareholders' Meeting with the favorable vote of the number of subscribed shares required by law, using funds taken from liquid profits, and provided the shares are fully paid up.

The repurchase must be carried out through mechanisms that guarantee equal conditions for all shareholders. The repurchase price shall be determined based on a study conducted in accordance with technically recognized procedures.

The rights inherent to repurchased shares shall be suspended while the shares belong to the Company.

Paragraph . The Company may take any of the actions authorized by law with respect to repurchased shares. The disposal of repurchased shares shall be carried out through mechanisms that guarantee equal conditions for all shareholders, without the need to prepare a share subscription regulation.

CHAPTER III

Transfer and Encumbrance of Shares

Article 9. The Company shall maintain a share registry in accordance with these Bylaws and applicable law. The transfer of shares, as well as any attachment, lawsuit, pledge, and any other encumbrance or limitation on title related thereto, shall be effected by account entry by the Central Securities Depository and registration in the Share Registry, in accordance with applicable law. The Company may delegate maintenance of the Share Registry to a third party. Shareholder status shall be evidenced by a certificate issued by the Central Securities Depository.

Article 10. If the shares are listed on a stock exchange, share purchases and sales must be carried out through such exchange, except as otherwise provided by law. The transfer of registered shares may be made by simple agreement of the parties; to be enforceable against third parties, it must be noted and registered as provided in these Bylaws. In forced sales and judicial assignments of shares, registration shall be effected upon presentation of the original or certified copy of the relevant documents.

Article 11. The Company assumes no liability for facts not registered in the transfer letter that may affect the validity of the contract between the transferor and the transferee. Only the external formalities of the assignment shall be taken into account for the purposes of accepting or rejecting transfers, in accordance with applicable law.

Article 12. Subscribed but not fully paid shares are transferable in the ordinary manner, but such transfer does not extinguish the obligations of the transferor in favor of the Company. The transferor and the transferee shall be jointly and severally liable for the amounts owed, without prejudice to the penalties and enforcement measures provided by law.

Article 13. Unless otherwise agreed between a shareholder and its creditor, a pledge shall not grant the creditor the rights inherent to shareholder status. Once the relevant agreement is registered, the document evidencing such agreement shall be sufficient to exercise against the Company the rights it grants to the creditor.

Article 14. Unless expressly stated otherwise, usufruct shall confer all rights inherent to shareholder status, except for the rights to transfer, encumber, and receive reimbursement upon liquidation. The relevant document shall be sufficient to exercise the rights reserved to the bare owner.

Article 15. Unpaid dividends shall belong to the acquirer of the shares from the date the transfer letter is received, unless otherwise agreed by the parties in the transfer letter. Notwithstanding the foregoing, if the Company lists its shares on a stock exchange, the rules regarding minimum values for share transactions through such exchange and the ex-dividend date shall apply in accordance with applicable regulations.

Article 16. The acquisition of shares in the Company on any basis implies acceptance of all provisions in the Bylaws, the Corporate Governance Code, and any other document issued by the Company regulating the rights and duties of shareholders and the operation of its corporate bodies.

CHAPTER IV

Share Subscription

Article 17. Shares held in reserve are at the disposal of the Board of Directors for issuance and placement as it deems appropriate. The issuance and placement regulation for common shares shall be approved by the Board of Directors. For preferred dividend shares without voting rights, the respective regulation must be approved by the General Shareholders' Meeting, unless the Meeting, upon ordering the issuance, delegates such authority to the Board of Directors. For privileged shares or bonus shares, the respective regulation must be approved by the General Shareholders' Meeting.

Article 18. Holders of common shares shall have the right to subscribe, on a preemptive basis, in any new issuance of common shares a number proportional to the shares they hold on the date the competent corporate body approves the issuance and placement regulation. Notice of the share offering shall be given through the communication channels specified in the Bylaws for calling the General Shareholders' Meeting. The subscription right shall be transferable from the date of the offering notice. The right of first refusal on the subscription of shares other than common shares shall be governed by the respective regulation in each case.

Article 19. The share issuance and placement regulation shall contain:

1. The quantity of shares to be offered, which shall not be less than the shares issued.
2. The proportion and manner in which they may be subscribed.
3. The offering period, which shall not be less than 15 business days nor exceed 1 year.
4. The price at which they shall be offered.
5. The payment terms for the shares, expressly indicating the amount to be paid at the time of subscription and the maximum deadline for paying outstanding installments.

Such regulation shall be submitted for approval by the competent authority if required by law.

Paragraph 1. Under no circumstances shall it be required that the price at which shares are offered be determined by independent studies conducted in accordance with technically recognized procedures.

When a shareholder is in arrears in paying installments on subscribed shares, the shareholder may not exercise the rights inherent to those shares. For this purpose, the Company shall record payments made and outstanding balances.

If the Company has overdue obligations against shareholders for unpaid installments on subscribed shares, it shall, at the Board's election, proceed by judicial collection, or sell through a broker, at the expense and risk of the defaulting party, the shares the shareholder subscribed, or apply the amounts received to release the number of shares corresponding to the installments paid, after deducting 20% as liquidated damages, which shall be presumed to have been incurred. The Company shall immediately place the shares withdrawn from the defaulting shareholder.

Paragraph 2. If shares are paid by means of promissory notes or other credit instruments, they shall be considered fully paid only when the relevant instrument is collected.

CHAPTER V

Representation and Proxy

Article 20. Shareholders may be represented before the Company for any statutory or legal purpose through proxies designated by any written means or electronic document. The Company shall recognize such proxy from the time it receives the relevant communication.

Paragraph . A proxy granted for a shareholders' meeting shall indicate the name of the proxy holder, the person who may act as substitute if applicable, and the date or period of the relevant meeting. A proxy may cover two or more General Shareholders' Meetings.

Article 21. Each shareholder, whether an individual or a legal entity, may designate only one individual to represent it at the General Shareholders' Meeting, regardless of the number of shares held.

Article 22. Shares shall be indivisible with respect to the Company; consequently, when a share belongs to more than one person for any legal or contractual reason, those persons must designate a single common representative to exercise the rights corresponding to shareholder status. In the absence of agreement, the judge of the registered office shall designate a representative for such shares upon request by any interested party.

Article 23. An executor with possession of assets shall represent the shares belonging to the unsettled estate. If there are multiple executors, they shall designate a single representative, unless one of them has been authorized by the judge for that purpose. In the absence of an executor, the heirs recognized in the proceeding shall elect a representative by majority vote.

Article 24. A proxy or agent of a shareholder may not split its principal's vote; that is, the proxy may not vote with one group of shares in one direction and with another group of shares in a different direction. However, this indivisibility of the vote does not prevent a proxy acting for several shareholders from voting in each case in accordance with each principal's instructions, provided the vote corresponding to one person's shares is not split. Except in cases of legal representation, officers and employees of the Company may not represent shares other than their own at General Shareholders' Meetings while holding office, nor substitute proxies granted to them. The statutory auditor (revisor fiscal) may not act as a proxy under any circumstances.

CHAPTER VI

Shareholder Rights

Article 25. Each share shall grant its owner the following rights:

1. To participate in the decisions of the General Shareholders' Meeting and to vote thereat.
2. To receive a proportionate share of the corporate profits established by the year-end financial statements, subject to applicable law and these Bylaws.
3. To freely transfer shares, unless a right of first refusal is stipulated in favor of the Company, the shareholders, or both.
4. To freely inspect the Company's corporate books and records during the notice period for General Shareholders' Meetings at which year-end financial statements are reviewed.
5. To receive a proportionate share of the Company's assets upon liquidation, after payment of the Company's external liabilities.
6. To have access to relevant information regarding the Company's governance in accordance with applicable law, as well as to receive objective information as set forth in the Company's Corporate Governance Code.

Article 26. Two or more shareholders who are not officers of the Company may enter into shareholder agreements in accordance with applicable law.

Article 27. In cases of transformation, merger, or spin-off in which shareholders are subject to greater liability or their economic rights are impaired, as provided by law, dissenting or absent shareholders shall have the right to withdraw from the Company.

CHAPTER VII

General Shareholders' Meeting

Article 28. The General Shareholders' Meeting is formed by shareholders or their representatives or proxies convened with the quorum and other formalities set forth in these Bylaws. Each shareholder shall have as many votes as shares held, subject to any mandatory restrictions imposed by law.

Article 29. The General Shareholders' Meeting shall be chaired by the Company's President, by any of the alternate legal representatives, or, in the absence of the foregoing, by the shareholder or share representative designated by the Meeting itself.

Article 30. General Shareholders' Meetings shall be ordinary or extraordinary. Ordinary meetings shall be called within the first 3 months of the calendar year to review the Company's situation, appoint officers and other officials of its election, determine the Company's economic guidelines, review the separate and consolidated general purpose financial statements for the last fiscal year, decide on profit distribution, and adopt any other decisions within its purview. If no meeting is called, the General Shareholders' Meeting shall convene by operation of law on the first business day of April at 10:00 a.m. at the Company's principal administrative offices. In such case, the presence of one or more shareholders shall be sufficient to hold a valid session and make valid decisions,

regardless of the number of shares represented. Extraordinary meetings shall be held when the Company's needs so require, upon call by the Board of Directors, the Company's President, or the statutory auditor, or when ordered by official bodies with legal authority to do so.

Paragraph 1. Those entitled under this Article to call the General Shareholders' Meeting must also do so when requested by shareholders representing at least 10% or more of the Company's capital stock. In such case, the meeting must be called within 5 calendar days following the date on which the written request is submitted.

Paragraph 2. The foregoing does not preclude the holding of non-in-person, hybrid meetings, or the making of decisions by written vote as permitted by law.

Article 31. General Shareholders' Meetings shall be called by notice published in any newspaper circulating at the Company's registered office, or by any written means directed to all shareholders. When the meeting is extraordinary, the notice shall include the agenda. For meetings at which year-end separate and consolidated general purpose financial statements are to be approved, notice shall be given at least 15 business days in advance. In all other cases, 5 calendar days' advance notice shall be sufficient, except for meetings at which members of the Board of Directors are to be elected, in which case notice shall be given at least 15 business days in advance.

Paragraph . When an increase in authorized capital or a reduction in subscribed capital is to be discussed, the relevant item must be included in the agenda stated in the notice, under penalty of invalidity of the relevant decision. In such cases, the Company's officers shall prepare a report explaining the reasons for the proposal, which must be available to shareholders during the notice period at the Company's administrative offices. In cases of spin-off, merger, and transformation, the respective plans must be available to shareholders at the Company's principal registered office during the same notice period, and the notice must include the relevant item and expressly state shareholders' right of withdrawal, under penalty of invalidity of the decision. Notwithstanding the foregoing, the General Shareholders' Meeting may convene at any location, deliberate, and validly decide without prior notice when all subscribed shares are represented.

Article 32. Quorum for deliberation in both ordinary and extraordinary meetings shall require the presence of a plural number of shareholders representing at least a majority plus one of the subscribed shares. If a meeting cannot be held for lack of quorum, it shall be called for a second date at which it shall validly deliberate and decide with one or more shareholders, regardless of the number of shares represented. The new meeting must be held no earlier than 10 business days and no later than 30 business days after the date set for the first meeting.

Paragraph . Repurchased shares held by the Company shall not be counted toward quorum.

Article 33. The General Shareholders' Meeting shall have the following powers and duties:

- Freely elect and remove Board of Directors members and set their compensation.
- 1. Freely appoint and remove the statutory auditor (revisor fiscal) and its alternate and set their compensation.
- 2. Approve the Board of Directors' Appointment, Compensation, and Succession Policy.
- 3. Resolve that a given issuance of common shares be carried out without preemptive rights.
- 4. Review, approve, disapprove, modify, and discharge the separate and consolidated general purpose financial statements as required by law, and consider the reports of officers and the statutory auditor.

5. Declare profit distributions, set the dividend amount and the form and timing of payment, decide on reserves in addition to those required by law, and allocate a portion of them for charitable, civic, or educational purposes. Allocations for the latter purposes may also be authorized as Company expenses.
6. Amend the Bylaws in accordance with applicable law.
7. Approve the issuance of preferred dividend shares without voting rights and the respective regulation, unless such authority is delegated to the Board of Directors.
8. Approve the issuance of privileged or bonus shares and the respective regulation.
9. Decide to bring a derivative lawsuit against officers.
10. Decide on the separation (segregación) of the Company. For this purpose, separation means a transaction whereby a company, referred to as the "transferring company," allocates one or more parts of its assets to form one or more companies or to increase the capital of existing companies, referred to as "beneficiary companies." As consideration, the transferring company receives shares, quotas, or equity interests in the beneficiary company. An in-kind contribution is considered a separation only when, as a result thereof, a line of business, commercial establishment is transferred, or a significant change in the development of the transferring company's corporate purpose occurs. It is presumed that a significant change has occurred when the net value of the assets equals or exceeds 25% of the company's total equity or when the contributed assets generate 30% or more of the company's operating revenues, based on the financial statements for the immediately preceding fiscal year.
11. Approve the valuation of in-kind contributions.

Paragraph . Subject to applicable legal limitations, the General Shareholders' Meeting may delegate powers, for specific cases, to the Board of Directors. Under no circumstances may the powers considered non-delegable under applicable regulations be delegated to the Board of Directors or Senior Management.

Article 34. All decisions, agreements, decrees, work, and deliberations of the General Shareholders' Meeting shall be recorded in a minute book. Each set of minutes shall bear the signatures of the Chair and Secretary of the General Shareholders' Meeting and shall be approved by a committee of at least 2 persons designated by the Meeting, who shall record their approval or objections at the end of the document.

CHAPTER VIII

Decision-Making Majorities, Elections, and Bylaw Amendments

Article 35. Decisions of the General Shareholders' Meeting shall be made by majority of votes present, except for the following:

1. Not distributing the minimum percentage of profits required by law: majority of 78% of the shares represented at the meeting.
2. Placing shares without preemptive rights: majority of 70% of the shares represented at the meeting.

3. Paying dividends with the Company's fully paid bonus shares: majority of 80% of the shares represented at the meeting.

Article 36. Bylaw amendments shall be approved and executed as a public deed by a legal representative and registered with the Chamber of Commerce corresponding to the Company's registered office.

CHAPTER IX

Board of Directors

Article 37. The Board of Directors shall consist of 7 members elected for 2-year terms and eligible for re-election indefinitely. Board members shall be elected using the electoral quotient system. Slates submitted for election must include at least 3 independent members, who must meet the criteria set forth in Paragraph 2 of Article 44 of Law 964 of 2005 (or the law that replaces, supplements, or amends it) and in the Corporate Governance Code.

If two or more slates are submitted for the election of Board members, two separate votes shall be held: one to elect independent members and one to elect the remaining members, without prejudice to including in the slates for the remaining members' election persons who meet the independence criteria.

Proposals for the election of Board members must be submitted within 10 calendar days following the notice for the General Shareholders' Meeting at which the election is to take place, attaching the documents required by the Board of Directors' Appointment, Compensation, and Succession Policy.

Paragraph 1. Board members may be removed at any time by the General Shareholders' Meeting, without the need to state reasons or obtain the consent of the member being removed. A new Board election or filling of vacancies prior to the end of the statutory term shall only proceed when the Board lacks the number of members required to deliberate and decide, or when approved by majority vote of the shareholders present at the meeting, such approval to be granted before holding the new election as part of the relevant agenda item. Members elected outside the statutory term shall not begin a new term but shall complete the term of the member they replace.

Paragraph 2. Candidates in any of the following circumstances shall not be eligible for election as Board members:

(a) Candidates who, directly or through an intermediary, or whose spouse, permanent partner, or relatives within the second degree of consanguinity or affinity or first degree of civil relationship: (i) participate in activities that compete with the Company or any of its subsidiaries, or with companies in which the Company holds more than 25% of the capital; or (ii) are shareholders, beneficial owners, or serve as officers of companies that compete with the Company or any of its subsidiaries, or with companies in which the Company holds more than 25% of the capital. Exceptionally, candidates in any such situations may be included if they expressly state in writing their intention to resign the relevant management positions or to transfer the relevant equity interests, in both cases before their term as Board member begins.

(b) Candidates who, directly or through an intermediary, or whose spouse, permanent partner, relatives within the second degree of consanguinity or affinity or first degree of civil relationship,

advisors, attorneys, employees, employers, partners, or entities of which they are shareholders, beneficial owners, or officers, (i) are litigation counterparties of the Company or any of its subsidiaries or companies in which the Company holds more than 25% of the capital, or (ii) have in the past three years, directly or indirectly, initiated litigation against the Company or its subsidiaries, or against their respective officers, or against companies in which the Company holds more than 25% of the capital.

(c) Candidates who serve as principal board members in more than four additional Colombian corporations (sociedades anónimas) other than the Company.

(d) Candidates who are on restrictive lists due to acts related to money laundering, terrorist financing, fraud, bribery, corruption, or any other illegal activity, or who have been criminally convicted by final judgment, except for negligent offenses.

(e) Candidates who have engaged in any improper conduct under the Company's Code of Conduct, or who have been removed from the Board following approval of a derivative lawsuit.

(f) Candidates who resigned from the Board in office at the time of the relevant election.

If elected, candidates may not form a majority on the Board with persons to whom they are related by marriage, permanent partnership, or kinship within the third degree of consanguinity or second degree of affinity, or first degree of civil relationship.

Paragraph 3. If a cause of ineligibility arises with respect to a Board member after the election, the Board member is obligated to notify the Company in writing and to resign the position with immediate effect. In the absence of notification or resignation, the Board member with respect to whom a cause of ineligibility arises after the election shall cease to serve on the date on which the Company notifies such member in writing that it is aware of the ineligibility, clearly stating the applicable cause or causes.

Paragraph 4. There shall be no alternate Board members.

Article 38. The Company's President may or may not be a Board member; if not, the President shall have voice but no vote in deliberations. Under no circumstances shall the Company's President receive additional compensation for attending Board meetings.

Article 39. The Board of Directors shall elect from among its members, and for the same term as the Board, a Chairman of the Board. The Chairman of the Board shall have the following duties:

1. Facilitate the Board's ability to set and effectively implement the Company's strategic direction.
2. Coordinate and plan the Board's operations by establishing an annual calendar and action plan based on assigned functions.
3. Call meetings, directly or through the Board Secretary.
4. Prepare the agenda for meetings, in coordination with the Company's President and the Board Secretary.
5. Ensure the timely and appropriate delivery of information to Board members, directly or through the Board Secretary.
6. Chair meetings and manage discussions.
7. Monitor the implementation of Board agreements and follow up on its assignments and decisions.
8. Monitor Board member participation.

9. Lead the annual evaluation process for the Company's President, the Board, and its support committees.

10. Lead interactions among directors and between the Board and shareholders.

Article 40. The Board of Directors shall meet in ordinary session at least 8 times per year in accordance with the annual calendar approved by the Board itself, and may convene in extraordinary session as it deems appropriate or when called by the Company's President, the statutory auditor, or 2 of its members. Ordinary and extraordinary meetings may be called by any means without a specific notice period being required.

Article 41. The Board of Directors shall validly deliberate and decide with the presence and votes of a majority of its members at the location it determines. The foregoing does not preclude the holding of non-in-person or hybrid meetings, or the making of decisions by written vote as permitted by law.

Article 42. The Board of Directors shall have the following duties:

1. Direct the general conduct of the Company's business.
2. Approve and periodically monitor the strategic plan, business plan, management objectives, and annual budgets.
3. Define the Company's organizational structure.
4. Approve investments, divestitures, or transactions of any type that, due to their size and/or characteristics, may be considered strategic or that affect the Company's strategic assets or liabilities.
5. Approve the Company's financial and investment policies and guidelines.
6. Approve the information disclosure and communications policy for all stakeholder groups.
7. Approve the risk detection and management policy and monitor risk management.
8. Approve and monitor the implementation and effectiveness of internal control systems.
9. Approve the Company's ethics, conduct, and transparency policy, which shall include, among other measures, anonymous reporting systems such as ethics hotlines or similar.
10. Supervise the independence and efficiency of the internal audit function.
11. Freely appoint, evaluate, and remove the Company's President, as well as appoint and remove other legal representatives.
12. Set the Company's President's compensation.
13. Appoint and remove, upon the Company's President's proposal, Vice Presidents, who together with the President constitute Senior Management.
14. Approve the selection, training, compensation, succession, and evaluation policy for Senior Management and other employees.
15. Review performance evaluations of Senior Management members.
16. Decide on leaves of absence and resignations of employees whose appointment falls within the Board's authority.
17. Provide advisory votes to the Company's President upon request.
18. Call extraordinary General Shareholders' Meetings.

19. Submit to the General Shareholders' Meeting a reasoned annual management report containing a faithful account of the evolution of the business and the Company's legal, financial, and administrative situation, as well as indications of important events occurring after the fiscal year, the foreseeable evolution of the Company, and transactions entered into with shareholders and officers. The report must be approved by majority vote of the Board, and explanations or reservations of those who did not concur shall be attached. This report, along with other legally required documents, shall be presented jointly with the Company's President.
20. Submit to the General Shareholders' Meeting a proposed policy governing the appointment, compensation, and succession of Board members.
21. Submit to the General Shareholders' Meeting a recommendation for engaging the statutory auditor, following an analysis of its experience, availability, and human and technical resources.
22. Ensure that the process for nominating and electing Board members is conducted in accordance with the Company's formal requirements.
23. Decree and regulate the issuance and placement of shares, bonds, and commercial paper.
24. Authorize execution of contracts (other than a spin-off) in which the Company acquires control or that entail the transfer, disposal, or lease of a portion of the Company's assets whose value exceeds 25% of the Company's fixed assets or 40,000 current monthly minimum wages in Colombian legal currency, whichever is less.
25. Approve the formation or acquisition of interests in entities domiciled in countries or territories classified as tax havens.
26. Approve transactions with Affiliated Companies as provided in the Policy on Transactions with Companies Affiliated to Grupo Empresarial Argos.
27. Review, directly or through a committee, the Company's accounting books, documents, and funds.
28. Establish branches or agencies in other cities of the country or abroad.
29. Ensure strict compliance with the Bylaws, General Shareholders' Meeting mandates, and its own resolutions.
30. Authorize the execution of any act or contract whose value exceeds the equivalent of 40,000 current monthly minimum wages in Colombian legal currency.
31. Ensure effective compliance with the legal requirements related to the Company's good governance.
32. Adopt and amend the Company's Corporate Governance Code, which shall define the policies and principles to guarantee shareholder rights, the mechanisms for adequate disclosure and transparency regarding the Company's operations and officers' conduct, and ensure its effective compliance.
33. Submit to the General Shareholders' Meeting proposals for amendment and updating of the corporate Bylaws.
34. Periodically supervise, as it deems appropriate, the efficiency of the corporate governance practices implemented, the level of compliance with the ethical and conduct standards adopted, and the effectiveness of the ethics hotline.

35. Approve the Annual Corporate Governance Report.
36. Approve the internal operating regulations of the Board's support committees established in the Corporate Governance Code.
37. Organize the annual evaluation process for the Board, both as a collegial management body and for its individual members, using commonly accepted self-evaluation or evaluation methodologies that may include external advisors.
38. Coordinate the induction process for new directors and promote their training and updating on matters related to the Board's competencies and the Company's business.
39. Act as a liaison between the Company and its shareholders, creating appropriate mechanisms to provide truthful and timely information on the Company's operations and monitoring their effectiveness.
40. Approve an annual calendar of Board meetings and a work plan.
41. Perform any other duties not assigned to the General Shareholders' Meeting or the Company's President.

Paragraph 1. Unless otherwise provided in the Bylaws, the Board of Directors is presumed to have sufficient authority to order the performance or execution of any act or contract within the corporate purpose and to adopt all measures necessary for the Company to fulfill its objectives.

Paragraph 2. Subject to applicable legal, statutory, or Corporate Governance Code limitations, the Board of Directors may delegate powers to the Company's President. Under no circumstances may powers considered non-delegable under applicable regulations be delegated to Senior Management.

Article 43. Minutes shall be prepared for each Board of Directors meeting and shall be signed by all Board members present at the session, as well as by the Company's President and the Secretary.

CHAPTER X

Presidency and Legal Representation

Article 44. The management and legal representation of the Company is in the hands of the Company's President.

Article 45. The President shall have 5 alternates who may each act separately and shall replace the President in the event of absolute, accidental, or temporary absence. Such alternates shall be elected by the Board of Directors. Additionally, there shall be 4 legal representatives for judicial and administrative matters, also appointed by the Board of Directors.

Paragraph . An absolute absence of the President means the President's death, accepted resignation, or removal from office without leave for more than 30 days.

Article 46. The powers and duties of the legal representatives are as follows:

A. Duties of the President and Alternates:

1. Legally represent the Company in judicial and extrajudicial matters.
2. Implement the resolutions of the General Shareholders' Meeting and the Board of Directors.

3. Hire and terminate employees, set their authorities and salaries in accordance with the administrative structure, and ensure strict compliance with their duties.
4. Appoint judicial and extrajudicial attorneys-in-fact and delegate certain functions to them within legal limits.
5. Perform acts and enter into contracts to fulfill the Company's corporate purpose, submitting to the Board those within the Board's exclusive authority, including transactions whose value exceeds the equivalent of 40,000 current monthly minimum wages in Colombian legal currency.
6. Present to the General Shareholders' Meeting, jointly with the Board of Directors and after initial review and approval by the Board, a management report, the separate and consolidated general purpose financial statements, the proposed profit distribution, and any other documents required by law.
7. Direct and ensure efficient performance of the activities related to the corporate purpose.
8. Present to the General Shareholders' Meeting, where a business group exists, a special report describing the intensity of economic relationships between the Company and any controlling or controlled entity.
9. If the authorized capital is to be increased or subscribed capital reduced, prepare a report explaining the reasons for such proposal and make it available to shareholders during the notice period.
10. Comply with and enforce the Corporate Governance Code.
11. Call the Board of Directors to extraordinary meetings.
12. Prepare, with the assistance of the Secretary and the Board Chairman, a Board work plan for the evaluated period, a tool that helps determine a reasonable number of ordinary meetings per year and their estimated duration.
13. Present to the Board of Directors information relating to the Company's performance, particularly on corporate strategies, business risks, and financial and management reports, clearly, accurately, and in a timely manner.
14. Perform the functions delegated by the Board of Directors.
15. File tax returns and request tax refunds before the relevant authorities, in both cases regardless of the amounts involved.
16. Represent the Company in all matters relating to the general shareholders' meeting or governing body of the entities in which the Company is a shareholder or holds a participation on any basis.

B. Duties of the Legal Representatives for Judicial and Administrative Matters:

1. Represent the Company in judicial and extrajudicial matters in all types of administrative proceedings and judicial processes, including conciliation, settlement, acquiescence, and withdrawal, including tax proceedings.
2. Carry out all types of proceedings before the relevant authorities, including those directly related to the Company's tax obligations.
3. Appoint judicial and extrajudicial attorneys-in-fact and delegate certain functions to them within legal limits.

Article 47. The Company's President is prohibited from being present when the Board of Directors proposes to decide on the President's election, re-election, removal, or compensation.

CHAPTER XI

Control Bodies

Article 48. The control function in the Company's governance shall be performed by the following bodies, without excluding or limiting the Board of Directors' own responsibility:

1. Audit, Finance, and Risk Committee.
2. Internal Auditor.
3. Statutory Audit (Revisoría Fiscal).

Article 49. To support the Board of Directors, there shall be an Audit, Finance, and Risk Committee composed of 3 independent members of the Board, designated by the Board itself. The Committee's Secretary shall be the Company's General Secretary or a person designated thereby, who must be a Company employee. The Company's President, the CFO, the statutory auditor, and the Internal Audit may attend Committee meetings as guests.

Article 50. The Committee is established to assist the Board in overseeing the effectiveness of the internal control system, making decisions related to the control and improvement of the Company's activities, and managing its officers and directors. The Committee orders and monitors that internal control procedures meet the Company's needs, objectives, goals, and strategies, and that such procedures align with internal control objectives, such as operational efficiency and effectiveness, and the sufficiency and reliability of financial information.

Paragraph 1. The Committee does not replace the functions of the Board or management regarding the supervision and execution of the Company's internal control system.

Paragraph 2. Company employees or third parties may be invited to attend Committee meetings.

Article 51. The duties of the Audit, Finance, and Risk Committee shall be set forth in applicable law and the Company's Corporate Governance Code.

Article 52. The Company shall have a statutory auditor (revisor fiscal) appointed by the General Shareholders' Meeting for the same term as the Board, eligible for re-election as provided in the Corporate Governance Code. The appointment shall be made to a first-tier firm meeting the requirements set forth in the Corporate Governance Code. The statutory audit firm shall designate the natural person serving as principal statutory auditor and may appoint up to 4 alternate auditors. The election shall be conducted based on an objective and fully transparent evaluation; the Corporate Governance Code shall govern the applicable procedure.

Paragraph . The statutory auditor may be removed at any time by the General Shareholders' Meeting without the need to state reasons. The statutory auditor may not be subject to any incompatibilities provided by law.

Article 53. The statutory auditor's duties are as follows:

1. Verify that the transactions carried out or performed on behalf of the Company comply with the provisions of these Bylaws and the decisions of the General Shareholders' Meeting and the Board

of Directors.

2. Report in a timely manner, in writing, to the General Shareholders' Meeting, the Board of Directors, or the President, as appropriate, any irregularities in the Company's operations and the development of its business.
 3. Cooperate with the government entities that supervise and monitor the Company, and submit the reports required or requested by them.
 4. Ensure that the Company's accounting, the minute books of General Shareholders' Meetings and Board of Directors meetings, and the Company's correspondence and account vouchers are duly maintained, providing the necessary instructions for such purposes.
 5. Diligently inspect the Company's assets and ensure that timely measures are taken for their conservation or safeguarding, as well as for assets held in custody or under any other title.
 6. Issue instructions, conduct inspections, and request reports necessary to establish permanent control over the Company's assets.
 7. Countersign any financial statement submitted with the statutory auditor's opinion or report.
 8. Call extraordinary General Shareholders' Meetings when deemed necessary.
 9. Perform any other duties established by law or these Bylaws or entrusted by the General Shareholders' Meeting, provided they are compatible with the foregoing.
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CHAPTER XII

Secretary

Article 54. The Company shall have a General Secretary who shall act as Secretary of the General Shareholders' Meeting and the Board of Directors. The General Secretary shall be a senior employee of the Company and shall be appointed by the Board of Directors upon the Company's President's proposal. The Secretary's duties and powers shall be those set forth in the Corporate Governance Code.

CHAPTER XIII

Financial Statements, Profits, and Reserves

Article 55. At the end of each fiscal year and at least once a year on December 31, the Company shall close its accounts and prepare and publish duly certified general purpose, separate, and consolidated financial statements. Such financial statements shall be published together with the corresponding professional opinion.

Article 56. The legal reserve shall be funded with 10% of the liquid profits obtained in each fiscal year until it reaches at least 50% of the subscribed capital. When this reserve reaches the aforementioned percentage, the Company shall not be obligated to continue allocating 10% of liquid profits thereto, but if it decreases, the allocation of 10% of such profits shall resume until the reserve reaches the established limit. In addition to the legal reserve, the General Shareholders' Meeting

may establish contingency or special reserves and direct that a portion of liquid profits be allocated for charitable, civic, or educational purposes.

Paragraph . After establishing the legal reserve and any other reserves the General Shareholders' Meeting may require, if the Meeting orders distribution of liquid profits among shareholders, such distribution shall be made in accordance with applicable law and the terms approved by the General Shareholders' Meeting. The Meeting may direct that liquid profits with different tax treatment be distributed and determine the manner of distribution. In any event, the dividend per common, registered capital share shall be identical.

Article 57. The Company may pay dividends only from liquid profits established in the financial statements approved by the General Shareholders' Meeting. Dividends may be fixed only after deducting the legal reserve if required and after establishing or increasing any reserves determined by the General Shareholders' Meeting, as well as allocations for tax payments.

Article 58. The Company shall not pay interest on dividends not timely claimed; such dividends shall remain in the Company's cash, available for deposit, at the disposal of the interested party.

Article 59. Shareholders shall not be obligated to return to the Company amounts received in good faith as dividends as declared by the General Shareholders' Meeting, except when the Company has erroneously paid a shareholder an amount in excess of the exact amount due per subscribed share pursuant to such declaration.

CHAPTER XIV

Dissolution and Liquidation of the Company

Article 60. The Company shall be dissolved:

1. Upon expiration of the term established as its duration, if not validly extended beforehand.
2. Due to impossibility of carrying out the corporate purpose, termination of such purpose, or extinction of the asset or assets whose exploitation constitutes the corporate purpose.
3. If the number of shareholders falls below the minimum required by law.
4. Upon the opening of compulsory liquidation proceedings in accordance with applicable law.
5. By resolution of the General Shareholders' Meeting with the vote required for bylaw amendments.
6. By order of competent authority in cases expressly provided by law.
7. Due to failure to meet the going-concern assumption as provided by law.
8. When 95% or more of the subscribed shares come to be held by a single shareholder.
9. For any other cause expressly stated in law.

Paragraph . When the nature of the cause so permits, shareholders may prevent the Company's dissolution by adopting the appropriate amendments in accordance with applicable law.

Article 61. Once the dissolution agreement is formalized, the Company's assets shall be liquidated and, after payment of external liabilities or earlier if permitted by law, shareholders shall receive the amount corresponding to them as reimbursement of their contributions in cash, simultaneously and in proportion to their shares, subject to any preferential arrangements. The liquidation shall be

carried out by the person or persons designated by the General Shareholders' Meeting. The Meeting may appoint multiple liquidators, each of whom must have an alternate. These appointments shall be registered with the Mercantile Registry of the registered office and branches, and the appointees shall have the powers and obligations of liquidators only from the date of registration. If there are multiple liquidators, they shall act jointly unless the General Shareholders' Meeting decides otherwise; in the former case, any disagreement among them shall be resolved by the Meeting by majority vote of the shares represented. Until a liquidator is appointed and registered, the person serving as President at the time of dissolution shall act as such; in such case, the President's alternates shall be the liquidator's alternates. The foregoing does not prevent any shareholder, once all means have been exhausted, from requesting the appointment of a liquidator from the competent authority.

Paragraph . If the General Shareholders' Meeting so decides, the Company's assets may be distributed in kind at their commercial value at the time of liquidation, to be determined by an expert appointed by the Meeting. In-kind distribution may not be made before payment of external liabilities, except as permitted by law.

Article 62. During the liquidation period, the General Shareholders' Meeting shall function and exercise all powers compatible with such period, particularly those of freely appointing and removing the liquidator(s). The Board of Directors may also function if the Meeting expressly so decides, but its functions shall be limited to serving as an advisory body to the liquidator(s), and its opinions shall not be binding.

Article 63. During the liquidation period, all shareholders shall have the right to inspect the accounting books, vouchers, and related papers, except those containing trade secrets. Under no circumstances may books and papers be removed from the offices.

Article 64. The General Shareholders' Meeting shall require the President, Board members, liquidators, and any person who has managed or is managing the Company's interests to submit an account of their management. The Meeting shall be responsible for reviewing such accounts, discharging them, enforcing the resulting liabilities (including through attorneys-in-fact), and resolving when the liquidation is definitively closed.

CHAPTER XV

Arbitration Clause

Article 65. Corporate disputes or any controversies arising from or related to the corporate agreement or applicable regulations, between (i) shareholders, (ii) former shareholders and shareholders, (iii) shareholders and the Company, (iv) shareholders and officers, or (v) the Company and officers, shall be resolved by an arbitral tribunal composed of 3 arbitrators, governed by the Rules of the Conciliation, Arbitration, and Amicable Composition Center of the Medellín Chamber of Commerce for Antioquia. The arbitrators shall be designated by mutual agreement of the parties or, failing that, by said Center. The Tribunal shall decide in law and shall hold sessions at said Center's facilities. Acceptance of the position of officer implies acceptance of this arbitration clause.

CHAPTER XVI

Miscellaneous Provisions

Article 66. Company officers may not, directly or through an intermediary, sell or acquire Company shares while in office, except when the transactions are unrelated to speculative motives and with the authorization of the Board of Directors, granted by the favorable vote of at least two-thirds of its members, excluding the vote of the requesting party.

Article 67. When the term of a Board member expires and no replacement has been designated, the member's term shall be deemed extended until such designation is made.

Article 68. Unless otherwise expressly stated at the time of the relevant election, the terms of the Board of Directors, the statutory auditor, and those generally contemplated in the Bylaws shall begin on the Monday following the election. If the election is held during an ongoing term, it shall be deemed made for the remainder of such term.

Article 69. All matters not covered by these Bylaws shall be governed by Colombian law, which shall also serve to resolve any ambiguities, contradictions, incompatibilities, and gaps found therein.

Article 70. Any person affiliated with the Company who possesses information about it is prohibited from disclosing it to other persons, whether or not affiliated with the Company, unless prior written authorization from the Board of Directors or the Company's President is obtained. Disputes arising in connection with the right of inspection shall be resolved by the Financial Superintendence. If the Superintendence considers that information should be provided, it shall issue the relevant order. Officers who prevent the exercise of this right, or the statutory auditor who, aware of such violation, fails to report it in a timely manner, shall be subject to removal. The measure must be implemented by the person or body hierarchically superior to the officer in question, or by the General Shareholders' Meeting in the case of the statutory auditor, or in lieu thereof by the Financial Superintendence.

Article 71. The Company's President, liquidator, factor, Board members, and those who exercise management functions under applicable law must render documented accounts of their management: at the end of each fiscal year, within one month of leaving their position, and when required by the person or body hierarchically superior. For this purpose, they shall submit the relevant financial statements together with a management report. Approval of the accounts shall not release officers, legal representatives, public accountants, employees, advisors, or statutory auditors from liability.

Article 72. The Company may act as guarantor of third-party obligations or encumber its assets for that purpose, provided the third party is a company, consortium, joint venture (unión temporal), trust, or any similar entity regardless of its name, that is developing a project in which the Company participates, directly or indirectly. Under no other circumstances may the Company guarantee third-party obligations, except with authorization from the General Shareholders' Meeting.

Article 73. The Company, its officers, and employees are obligated to comply with and enforce the provisions of these Bylaws, the Corporate Governance Code approved by the Board of Directors, and the internal policies and guidelines adopted by the Company's various governance bodies.

Paragraph . In the event of a conflict between the Bylaws and any other corporate document, the Bylaws shall prevail.

Partial bylaw amendment approved by the Ordinary General Shareholders' Meeting on March 24, 2026.