

Annex - Independence - Board of Directors Odinsa S.A. - 2024

Rule	Independence Criteria	Jorge Mario Velásquez	Alejandro Piedrahíta	Rafael Olivella	María Luisa Mesa	Miguel Piedrahíta
Law 964	That he is not an employee or director of the issuer or any of its affiliates, subsidiaries or controllers, including those persons who would have had such capacity during the year immediately prior to the appointment, unless it involves the re-election of an independent person	✘	✘	✘	●	●
	That is not a shareholder who directly or by virtue of an agreement directs, guides or controls the majority of the voting rights of the entity or who determines the majority composition of the administrative, management or control bodies of the same	●	●	●	●	●
	That they are not a partner or employee of associations or companies that provide advisory or consulting services to the issuer or to companies within the same economic group to which the issuer belongs, when the income from such services represents twenty percent (20%) or more of their operational revenue.	●	●	●	●	●
	That he is not an employee or director of a foundation, association or society that receives significant donations from the issuer. Major donations are considered those that represent more than twenty percent (20%) of the total donations received by the respective institution.	✘	●	✘	●	●
	That he is not an administrator of an entity on whose board of directors a legal representative of the issuer participates	●	●	●	●	●
	That they are not a person who receives any remuneration from the issuer other than fees for serving as a member of the board of directors, the Audit Committee, or any other committee created by the board of directors.	●	●	●	●	●
	He does not receive any remuneration other than the fees as a member of the Board of Directors of the Audit Committee or any other committee created by the Board of Directors.	●	●	●	●	●
Other indices and standards	Neither the board member nor his personal associates have been employed by the company in a director capacity within the previous five years.	●	●	●	●	●
	Has not accepted from the company or any subsidiary or related party any payment that exceeds US 60,000 during the current fiscal year or in the last three years	●	●	●	●	●
	Is not a relative of any person who is or has been during the past three years an employee of the related company or subsidiary with an executive position	●	●	●	●	●
	None of the members are advisors or consultants to the company or its board directors.	●	●	●	●	●
	They have no relationship with any significant supplier or customer of the company.	●	●	●	●	●
	Do not have a personal service contract with the company or with executives who are part of senior management.	●	●	●	●	●
	Has not been a partner or employee of an external audit company during the past three years.	●	●	●	●	●
Good Governance Code Odinsa S.A.	Neither he nor his personal associates are employees or administrators of the company, its parent company or subordinates nor have they been during the three (3) immediately preceding years unless it involves the re-election of an independent.	✘	✘	✘	●	●
	Neither he nor his personal associates or the companies in which he has the status of majority shareholder, are shareholders that directly or by virtue of an agreement direct, guide or control the majority of the voting rights of the company or that determine the majority composition of the management or control administrative bodies of the company	●	●	●	●	●
	Neither he nor his personal associates are partners or employees of associations or companies that provide advisory or consulting services to the company or to companies that belong to the same economic group, when the income from said concept represents twenty percent (20%) for them.) or more of its operating income.	●	●	●	●	●
	Neither he nor his personal associates are employees or directors of a foundation, association or society that receives significant donations from the company, a significant donation being understood as one that represents twenty percent (20%) or more of the total donations received by the respective entity.	✘	✘	✘	●	●
	Neither he nor his personal associates are administrators of an entity on whose board of directors a legal representative of the company participates.	●	●	●	●	●
	Neither he nor his personal associates are people who receive from the company any remuneration other than fees as a member of the board of directors of the Audit, Finance and Risk Committee or any other committee created by the board of directors.	●	●	●	●	●
	Neither he nor his personal associates or the companies in which he has the status of majority shareholder, are partners or employees of the firm that works as a tax auditor or as an internal auditor of the company, the parent company or its subordinates or any of them. they have been during the previous (3) years	●	●	●	●	●
Not having been elected as an independent board member for more than 10 years	✘	✘	✘	●	●	