

**BOARD OF DIRECTORS
CIRCULAR**

**Gentlemen
Legal representatives, administrators and other officials
ODINSA S.A.**

Subject: Measures to ensure compliance with Chapter Six of Title I of Part III of the Basic Legal Circular (External Circular 029 of 2014) of the Financial Superintendence of Colombia

The Board of Directors of Odinsa S.A., in a meeting held today, February 22, 2021, in compliance with Chapter Six of Title I of Part III of the Basic Legal Circular (External Circular 029 of 2014) of the Financial Superintendence of Colombia, is allowed to establish the following measures, aimed at guaranteeing effective participation and the exercise of rights. politicians of all shareholders at the ordinary session of the General Assembly to be held on March 19 , 2021.

The legal representatives, administrators and other officials of the Company are ordered to:

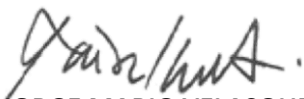
1. To grant all Shareholders a treatment that is removable and egalitarian.
2. Refrain from any conduct that contravenes the power of the Shareholders of the company to be represented at the Meeting. In this virtue, the following behaviors are prohibited, whether they are carried out directly or through an interposed person:
 - Encourage, promote or suggest to the Shareholders the granting of powers where the name of the representative is not clearly defined.
 - Receive from the shareholders powers for the meetings of the Assembly, where the name of the respective representative is not clearly defined.
 - Admit as valid powers conferred by the Shareholders, without the fulfillment of the requirements established in article 184 of the Commercial Code.
 - Suggest or determine the names of those who will act as proxies in the Assembly.
 - Recommend to Shareholders to vote for a certain list.
 - Suggest, coordinate, agree with any Shareholder or with any representative of Shareholders, the presentation of proposals to be submitted to the meeting for consideration.

- Suggest , coordinate or agree with any Shareholder or with any representative of Shareholders, the vote for or against any proposal that is presented at the Meeting.

In order to ensure compliance with the measures indicated, and in general, to ensure compliance with Chapter Six of Title I of Part III of the Basic Legal Circular (External Circular 029 of 2014) of the Financial Superintendence of Colombia, as well as the legality of the powers that the shareholders grant for the meeting, the Secretary of the Company is designated as responsible for verifying compliance with the procedures previously established, who in the event that any breach of this instruction occurs will inform the Board Board of directors before the ordinary session of the General Shareholders' Meeting and will suggest the necessary measures to avoid inconveniences or shortcomings in the application of the same.

Information will be disclosed to the market under the terms of Chapter Six of Title I of Part III of the Basic Legal Circular (External Circular 029 of 2014) of the Financial Superintendence of Colombia.

Cordialmente,



JORGE MARIO VELASQUEZ

Chairman of the Board of Directors

Odinsa S.A.

February 22, 2021