

**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., by decision adopted through the written voting mechanism on June 29, 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 the effective participation and exercise of the political rights of all shareholders in the extraordinary session of the General Assembly to be held on August 27, 2021.

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

1. To grant all Shareholders equal and equal treatment.
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 poderes 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 name of those who will act as proxies in the Assembly, unless special authorization of the Financial Superintendence of Colombia and according to the scheme adopted under the Covid-19 Pandemic.
 - 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 extraordinary session of the General Shareholders' Meeting and will suggest the necessary measures to avoid inconveniences or shortcomings in the application of it.

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.

Cordially



JORGE MARIO VELASQUEZ
Chairman of the Board of Directors
Odinsa S.A.

July 22, 2021