

Corporate Governance and Strategy Committee Regulations

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Construcciones
EL CONDOR S.A.
Ingeniería de Infraestructura e Inversiones

FIRST CHAPTER **GENERAL PROVISIONS**

ARTICLE 1. PURPOSE AND SCOPE. These Regulations are intended to determine the purpose and nature of this Committee, its structure, scope, and responsibilities, and the ground rules of its Organization.

ARTICLE 2. COMMITTEE PURPOSE AND NATURE. The Corporate Governance and Strategy Committee is a body that backs the Board of Directors, created to give leverage regarding the Company's good governance and strategy. Its main objective is to provide recommendations to the Board, for the implementation and adherence to best corporate governance practices, and the definition and pursue of the Company strategy.

The Committee members, in their capacity of the Company's Board of Directors members are subject to provisions stated in the Board of Directors Internal Regulations.

SECOND CHAPTER **INTERNAL STRUCTURE AND RESPONSIBILITIES**

ARTICLE 3. STRUCTURE. The Corporate Governance and Strategy Committee will be comprised of three (3) Independent and/or Proprietary members from the Board of Directors. The following may attend Committee sessions with voice but no vote: The Company's President, the Organization's Development Manager, and the Company's Legal Affairs Manager.

As guests to the Committee sessions, the Company's employees may attend as well as other external consultants to whom the Committee had assigned specific tasks, have the knowledge or responsibilities on particular dealt with issues or, when their attendance may be regarded as needed for the meeting's proper development.

Some of the Corporate Governance and Strategy Committee have knowledge on corporate governance, strategy, best corporate practices, sustainability and other related matters, which enables them to take a stand regarding topics of Committee's competence, with sufficient level to comprehend their scope and complexity.

ARTICLE 4. COMMITTEE CHAIRMAN. The Committee members will elect their own Chairman who will be responsible to preside the ordinary and special sessions. It is the Chair's responsibility to represent the Committee before the Board of Directors, and report to it any recommendations and decisions adopted within the Committee. The Chairman must attend all General Assembly of Shareholders in order to clarify the shareholders' questions.

ARTICLE 5. SECRETARY. The Company's Legal Affairs Manager or whomever represents him will perform as the Corporate Governance and Strategy Committee Secretary, carrying out the necessary logistics for Committee scheduling, appointments check and update, and issuing of the sessions minutes containing discussed and decided upon topics.

ARTICLE 6. RESPONSIBILITIES: The following are the main responsibilities held by the Corporate Governance and Strategy Committee:

1. Regarding Corporate Governance:
 - a) To follow-up compliance with the Good Governance Code using Performance Indicators.
 - b) To suggest amendments and reforms to the Board of Directors for the proper implementation of the Good Governance Code.
 - c) To ensure that Shareholders and the General Market have full, accurate, and timely access to the Company's information.
 - d) To review the way by which the Board of Directors fulfill its duties during the period.
 - e) To monitor the negotiations carried out by the members of the Board with stocks issued by the Company, or other companies within the same Group.

- f)** To oversee the Managers' compensation policy compliance.
- g)** To follow-up the Corporate Social Responsibility (CSR) program, and recommend improvements to its implementation.
- h)** To ensure requirements and procedures are met for member election of the Company's Board of Directors, and other subordinated companies, in the case of Conglomerates, (competences, inabilities, limitations, among others)
- i)** To coordinate the instruction process of the Board's new members, and to promote their training and updating on topics related to the Board of Directors competence.
- j)** To ensure the Company's Corporate Governance practice, conduct and, corporate and administrative behavior adhere to the Corporate Governance Code, and further internal and regulatory normativity.
- k)** To respond to shareholders and investors, within ten (10) calendar days, following submission of their claims, where they may consider that the Company does not apply the adopted Corporate Governance standards.
- l)** To learn about actions regarding behaviors carried out by the Company's Board members, which may oppose the statements of the Bylaws, the Board of Directors' Regulations, and other internal Regulations reported to it, when considered necessary to the Committee's judgement.
- m)** To oversee the Company's website official, and other information broadcasting instruments.
- n)** All such that become attuned with this Committee's purpose, or that become appointed so by the Board of Directors.

2. Regarding Strategy issues:

- a)** To analyze the Company's strategy, and the needed resources for its presentation to the Board of Directors.
- b)** To guarantee the existence of various instruments to follow-up the strategy application.
- c)** To study the business model, in order to validate it adheres to strategy.
- d)** To regularly check the Company's adopted performance model, and to issue relevant recommendations.

- e) To follow-up the Corporate communication strategy

ARTICLE 7. SESSIONS. The Committee will hold ordinary sessions once (1) every four (4) months, and special sessions whenever the Company's needs them. In the case of special sessions, the Committee may be called by the Board, the President or any Committee members. Ordinary sessions called by the President.

Ordinary sessions must be called beforehand no less than eight (8) calendar days, and an annual meeting schedule be approved for its development. Special sessions must be summoned with a previous notice of three (3) calendar days. Calls may be sent to Committee members by any suitable means such as e-mail or fax.

Sessions may be held at the Company's address, at any location so appointed by the Committee, or on-line using systems that enable members' attendance check. Meeting place, date, and time must be included in the call. The Committee may hold its sessions at any time and place without the need of a previous call, provided all members are present and approve of it.

To this end, it is the Committee members' obligation to implement the needed measures to preserve the secrecy and confidential nature of information disclosed during such meetings.

ARTICLE 8. DELIBERATING AND DECISION-MAKING QUORUM. The Committee may deliberate as long as two (2) of its members attend the session at least. Decisions will be made by consensus.

ARTICLE 9. BRIEFINGS TO BE SUBMITTED TO THE BOARD OF DIRECTORS. For the good performance of its task, the Corporate Governance and Strategy Committee will submit the Board reports regarding tasks appointed.

ARTICLE 10. AMENDMENTS TO THE CORPORATE GOVERNANCE AND STRATEGY COMMITTEE REGULATIONS. The Board of Directors is entitled to

interpreting and modifying these Regulations, which must be submitted to the knowledge of Shareholders and to the market through the corporate website: www.elcondor.com, or whichever medium is used in its place.

ARTICLE 11. INTERPRETATION AND PRECEDENCE. The Good Governance Code, Corporate Statutes, and Performance Regulations will precede upon herein Regulations, in the event of gaps, inconsistencies or conflict.

VERSION CONTROL

VERSION	DATE OF APPROVAL	RESPONSIBLE	APPROVING BODY	MINUTE NO.
Original	June 24, 2011	General Secretary	Board of Directors	193
2	June 23, 2016	General Secretary	Board of Directors	262
3	May 2, 2018	General Secretary	Board of Directors	296
4	November 26, 2018	General Secretary	Board of Directors	309
5	August 31, 2020	General Secretary	Board of Directors	337
6	February 22, 2021	Legal Management	Board of Directors	349