

Regulations for the Organizational Development, Human Talent and Compensation Committee

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

CHAPTER ONE

GENERAL PROVISIONS

ARTICLE 1. OBJECTIVE AND SCOPE. These Regulations are used to determine the object and nature of this Committee, its composition, scope and functions, and the basic rules of its organization.

ARTICLE 2. OBJECT AND NATURE OF THE COMMITTEE. The Organizational Development, Human Talent and Compensation Committee is body that backs the Board of Directors, in relation to the definition of the human talent model, its execution and monitoring. Likewise, its objective is to advise appointments and compensation of the members of the Board of Directors and Senior Management.

The members of this Committee, in their capacity as members of the Board of Directors, shall be subject to the provisions contained in the Board of Directors' Regulations.

CHAPTER TWO

INTERNAL STRUCTURE AND FUNCTIONS

ARTICLE 3. COMPOSITION. The Organizational Development, Human Talent and Compensation Committee is comprised of three (3) independent and/or proprietary members of the Board of Directors. The independent members will be a majority. The Chairman and the Development Manager of the Organization, or the person responsible for the human management of the Company, may attend the sessions with voice, but without voting rights. The members of the Committee will be elected for two-year terms.

Company employees and other external advisers to whom the Committee has entrusted specific tasks, should be knowledgeable or responsible for in the particular issues that will be discussed or whose attendance is considered necessary for the good development of the meeting - may attend the sessions of the Committee as guests.

Some of the members of the Organizational Development, Human Talent and Compensation Committee must have knowledge in strategy, human resources (recruitment and selection, hiring, training, administration or personnel management), salary policy and related matters, with sufficient level to understand the scope and complexity that these matters in the Corporation.

ARTICLE 4. CHAIRMAN OF THE COMMITTEE. The members of the Committee shall elect their own Chairman who shall lead the ordinary and special meetings of the Committee. The Chairman is in charge of representing the Committee before the Board of Directors and informing it of any recommendations and decisions adopted within the Committee. The Chairman must attend the ordinary meetings of the General Assembly of Shareholders to answer their questions.

ARTICLE 5. GENERAL SECRETARY. The Legal Affairs Manager of the Company, or whoever takes his place, will act as Secretary to the Organizational Development, Human Talent and Compensation Committee, and will be in charge of the necessary logistics, calling the Committee, reviewing and updating the commitments, and preparing the minutes of the sessions in which the topics debated and decided are recorded.

ARTICLE 6. FUNCTIONS: The following are the main functions performed by the Organizational Development, Human Talent and Compensation Committee:

1. Inform the General Assembly of Shareholders about the actions, and address the questions raised by the shareholders in matters within their competence.
2. Review the Corporation's human talent model, which includes the policies of personnel management, and of fixed and variable compensation based on the Company's results.
3. Review the performance of the strategic level of the Corporation and analyze the assessment of the Chairman.
4. Propose and review the criteria to be followed for the composition of the Board of Directors and the assessment of the suitability of the candidates for Board members proposed by the shareholders.
5. Inform, when appropriate, the qualification of independent candidates for members of the Board of Directors, to be proposed to the General

Assembly of Shareholders by the Board of Directors or directly by the shareholders.

6. In the case of reelection or ratification of members of the Board of Directors, create a proposal that will contain an assessment of the work that the proposed member has been performing, and the effective dedication to the position during the last term.
7. Report to the Board of Directors cases of members that may negatively affect the operations of the Board of Directors or the reputation of the Corporation and, particularly when they are involved in any of the cases of incompatibility, disability or legal prohibition.
8. Review the operation and assessment of the Board of Directors.
9. Establish the selection, succession, evaluation, compensation and development processes for the company's main executives, and submit them to the Board of Directors for approval.
10. Propose objective criteria to determine the hiring of the Chairman and the strategic level of the Corporation, as well as the objective criteria by which the Corporation hires and remunerates its key executives.
11. Assess and know the candidates to occupy key executive positions of the Corporation, regardless of who makes their final choice.
12. Implement an induction and update system that allows the members of the Board of Directors to get to know the Corporation, its businesses and environment.
13. Propose to the Board of Directors the Compensation Policy for the members of the Board of Directors - which must be approved by the General Assembly - and the Compensation Policy for Senior Management.
14. Ensure compliance with the Compensation Policy of the members of the Board of Directors and other managers as well as the transparency and disclosure of their compensation (if this function is not expressly attributed to another Committee.)
15. Regularly review the compensation programs of the members of the Board of Directors and Senior Management, and make pertinent recommendations to the Board of Directors.
16. Prepare the compensation policy for the members of the Board of Directors and the Senior Management Compensation Policy in the Annual Report.

17. Support the Chairman of the Board of Directors in conducting the annual assessment of said body, review the results of the process, and make suggestions for the most effective operation thereof (if such function is not expressly attributed to another Committee).
18. Propose the Policy of Human Talent of the Corporation.
19. All those functions which are consistent with the purpose of the Committee and entrusted to it by the Board of Directors.

ARTICLE 7. MEETINGS: The Committee will hold one (1) ordinary meeting every four (4) months and special meetings when the Corporation needs them. In the event of special meetings, the Committee may be called by the Board of Directors, the Chairman or any of the Committee members. The call to ordinary meetings will be made by the Chairman.

Ordinary meetings must be called no less than eight (8) days in advance and an annual meeting schedule must be approved for its development. Special meetings must be called three (3) common days in advance. The calls can be communicated to the members of the Committee by any suitable means such as e-mail or fax.

The meetings may be held either at the Corporation's headquarters or in the place indicated by the Committee or virtually through means that allow verifying the members' attendance. The place, date and time of the meeting must be included in the call to the respective meeting. The Committee may meet at any time and place, without the need for prior summon when all of its members are present and approved.

For this purpose, it is the obligation of the members of the Committee to apply the necessary measures to maintain the reserved and confidential nature of the information made available at such meetings.

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

ARTICLE 9. REPORTS SUBMITTED TO THE BOARD OF DIRECTORS: For the proper development of its work, the Organizational Development, Human Talent and Compensation Committee, will submit the reports related to the functions entrusted to the Board of Directors.

ARTICLE 10. AMENDMENTS TO THE REGULATIONS OF THE ORGANIZATIONAL DEVELOPMENT, HUMAN TALENT AND COMPENSATION COMMITTEE: The Board of Directors is entitled to interpret and amend these Regulations, which must be made known to the Shareholders and the market through the corporate website at, www.elcondor.com or any site acting as such.

ARTICLE 11. INTERPRETATION AND PRIORITY: The Code of Good Governance, the Bylaws and the Board of Directors' Regulations shall prevail over these Regulations in the event of any gap, inconsistency or conflict.

.....VERSION CONTROL.....

VERSION	DATE OF APPROVAL	RESPONSIBLE	BODY THAT APPROVES	MINUTES No.
Original	June 24, 2011	General Secretary's Office	Board of Directors	193
2	September 23, 2016	General Secretary's Office	Board of Directors	266
3	May 2, 2018	General Secretary's Office	Board of Directors	296
4	November 26, 2018	General Secretary's Office	Board of Directors	309
5	August 31, 2020	General Secretary's Office	Board of Directors	337
6	February 22, 2021	Legal Management	Board of Directors	349