

NOTICE OF PUBLIC OFFERING TO ACQUIRE COMMON SHARES OF ORGANIZACIÓN DE INGENIERÍA INTERNACIONAL S.A. - ODINSA S.A., PRESENTED BY GRUPO ARGOS S.A. THROUGH A PUBLIC OFFERING TO ACQUIRE SHARES (“OPA” for its Spanish initials) IN THE SECONDARY SECURITIES MARKET

GRUPO ARGOS S.A., pursuant to the provisions of Articles 6.15.2.1.1. et seq. of Decree 2555 of 2010 (“Decree 2555”), offers to purchase common shares of **ORGANIZACIÓN DE INGENIERÍA INTERNACIONAL S.A. - ODINSA S.A.**, (“ODINSA” or the “Issuer”) a corporation headquartered in Bogota D.C. and registered in the National Registry of Securities and Issuers (“RNVE”) and the Stock Exchange of Colombia (“BVC”) on the terms set out below:

1. Identification of Offeror: Grupo Argos S.A., a company legally incorporated under the laws of Colombia and domiciled in Medellin, identified by NIT 890.900.266-3.

2. Offerees: The Offer is intended for all shareholders of Odinsa.

3. Maximum and minimum amount of shares that the Offeror intends to acquire: the offeror bids to purchase a minimum of 39,209,360 common shares, representing 20% of the subscribed, paid and outstanding capital stock of the issuer on the date of publication of this notice of public offering to acquire shares (the “Minimum Amount”); and a maximum of 49,011,706 common shares representing 25% of the subscribed, paid and outstanding capital stock of the Issuer (the “Maximum Amount”). Without prejudice to the foregoing, pursuant to Public Notice 002 of 2007 of the SFC and Article 3.3.3.14 of the BVC rules, if the number of shares covered in the acceptance notices of the OPA is less than that Minimum Amount, the Offeror may, through the stockbroker BTG Pactual S.A., modify the minimum amount of shares initially offered. Therefore, if the number of shares included in the acceptance notices is less than the Minimum Amount and the Offeror does not release the minimum, the OPA will be declared void. On the contrary, if the number of shares included in the valid acceptance notices of the Offer exceeds the Maximum Amount, the apportionment mechanism must be applied, under the terms of Article 6.15.2.1.17 of Decree 2555, Articles 3.3. 3.14 et seq. of the BVC Rules and Article 3.9.1.5 of the BVC Circular. Also, for matters not covered in the Offer Booklet, the awarding process between the accepting parties will be subject to the procedure established in those articles.

4. Percentage of voting capital stock of which the Offeror is real beneficiary: On the date of publication of this Notice of Public Offering to Acquire Shares, the Offeror is real beneficiary of 48,619,611 common shares of Odinsa, representing 24.8% of the outstanding capital stock of the Issuer.

5. Consideration offered for the shares and price: The Offeror offers as consideration for the shares of the Issuer a purchase price per common share of nine thousand five hundred Colombian pesos (COP 9,500), payable in cash in Colombian Pesos (the “Price”).

6. Payment term and method: Pursuant to the provisions of Article 3.3.3.15 of the BVC rules and regulations, payment will be made in cash, within three trading days (t+3) following the date of award, under the terms set forth in the BVC Regulations and the BVC Circular for public offerings to acquire shares. Compensations and payments of the transactions will be made through the compensation and liquidation system of the BVC. The respective brokerage firm through which transactions are executed will be responsible for verifying the validity and effectiveness of the ownership of such shareholder on the shares offered for sale and as provided for in Article 3.6.1.1. of the BVC Circular, and ensure that the shares sold are transferred to the Offeror free and clear of any encumbrances, claims, limitations of property or other rights of third parties that could affect the ownership or free negotiability and must deliver the total amount sold in identical form, i.e. by delivering the total amount sold by electronic transfer in the Centralized Securities Depository of Colombia - DECEVAL SA (“Deceval”). The resulting transactions may not be executed by delivering physical securities. In any case, the transfer must comply with the provisions of Articles 3.6.1.1 et seq. of the BVC Circular, Article 3.3.3.15 of the BVC Regulations, Deceval’s operating regulations and other applicable regulations.

7. Guarantees: Pursuant to Article 6.15.2.1.11 of Decree 2555, Article 3.3.3.2 et seq. of the General Regulations of the BVC and Article 3.9.1.1 et seq. of the BVC Circular, the Offeror posted a guarantee to ensure compliance with the obligations resulting from the OPA in the form of an irrevocable bank guarantee payable on demand for a total amount of COP 162,963,922,450. The original guarantee document was sent to the BVC as proof that the guarantee was issued in accordance with the terms and percentages required by applicable regulations. These regulations require a guarantee of thirty-five percent (35%) of the Maximum Amount multiplied by the price, that is, COP\$ 162,963,922,450. This guarantee must be adjusted in accordance with the requirements of the BVC or any other grounds provided for in the third paragraph of Article 3.3.3.3 of the General Regulations of the BVC.

8. Stock Exchange and Brokerage Firm: This OPA will be carried out in the BVC, where the Issuer’s shares are listed, through the BTG Pactual S.A. Brokerage Firm. Offerees interested in accepting this OPA must do it through any brokerage firm member of the BVC.

9. Opening and closing date and time for submission of acceptances of the offering: the acceptances of the offering must be submitted within ten (10) working days from the opening date for submission of acceptances, i.e. from the fifth (5th) working day following the date of the first publication of this Notice of Public Offering to Acquire Shares. Therefore, acceptances must be submitted between May 25 of 2015, and June 5, 2015, at the BVC, between 9:00 a.m. and 1:00 p.m. (hereinafter “Acceptance Period”), in accordance with the provisions of Article 6.15.2.1.7, Article 6.15.2.1.12, Article 6.15.2.1.13 of Decree 2555 and Article 3.9.1.2 of the BVC Circular. Notwithstanding the foregoing, the Offeror may extend the term by written notice published in the economic section of the same newspaper in which the first Notice of the Public Offering was published, at least three (3) working days prior to the set deadline. This notice must be also published in the BVC’s Daily Bulletin, in that same period.

10. Acceptance submission procedure: Offerees of the offering may submit acceptances through any brokerage firm member of the BVC within the Acceptance Period, or any extensions of the Acceptance Period as provided for in Paragraph 5 of Article 6.15.2.1.7 of Decree 2555, if applicable. Acceptances must be made using the form designed by the BVC for this purpose and must be deposited by the brokerage company, through which the offeree of the bid submits the acceptance, in the boxes supplied by the BVC for that purpose. Submission of acceptances must meet the provisions and requirements set forth in Articles 3.3.3.10 of the BVC General Regulations, Articles 3.9.1.2 of the BVC Circular and the provisions of the operating instructions prepared by the BVC for this OPA.

11. Indication of the existence, or not, of pre-agreements for the completion of the transaction: As stated in the document attached as Annex VII to the Offer Booklet, the legal representative of the Offeror has stated, under oath, that there are no previous agreements relating to the offerees, other than those contained in the booklet.

12. Information about offer-related authorizations: The Board of Directors of the Offeror Company authorized this OPA on April 16 of 2015, as stated in the Minutes number 2641 of that company. This OPA is made after obtaining the authorization of the Office of the Superintendent of Financial Institutions of Colombia. This authorization was given through the Official Document No. 2015035868-007 - 000 dated May 11, 2015.

13. Offer Booklet: The Offer Booklet is available to shareholders of the Issuer at (i) the Office of the Superintendent of Financial Institutions of Colombia, located at Calle 7 No. 4-49, Bogota; (ii) the Bolsa de Valores de Colombia S.A., on the following website: <http://www.bvc.com.co/empresas/prospectos>; (iii) at the offices of the legal advisors of the Offeror, Philippi, Prietocarrizosa & Uría S.A.S., located at Carrera 9 No. 74-08 Office 105, Bogota; (iv) the offices of the Offeror located at Carrera 43A No. 1A Sur – 143 Torre Sur Piso 2, Medellin, and (v) in the offices of the brokerage firm, BTG Pactual S.A. Stockbroker, located at Carrera 7 No. 71 -21, Torre A, Piso 10, Bogota, D.C. and Carrera 43 A No. 1-50 Torre 2 Piso 10, San Fernando Plaza, Medellin.

WARNING

THE REGISTRATION WITH THE NATIONAL REGISTRY OF SECURITIES AND ISSUERS AND THE AUTHORIZATION OF THIS PUBLIC OFFERING TO ACQUIRE SHARES DO NOT IMPLY ANY RATING ACTIONS, LIABILITY OR RESPONSIBILITY WHATSOEVER ON THE PART OF THE OFFICE OF THE SUPERINTENDENT OF FINANCIAL INSTITUTIONS OF COLOMBIA WITH REGARD TO REGISTERED LEGAL ENTITIES, PRICE, INTEGRITY OR MARKETABILITY OF THE SECURITIES, OR THE RESPECTIVE ISSUE, OR THE SOLVENCY OF THE ISSUER. THE REGISTRATION OF SHARES OF ORGANIZACIÓN DE INGENIERÍA INTERNACIONAL S.A. – ODINSA S.A. IN THE STOCK EXCHANGE OF COLOMBIA AND THE IMPLEMENTATION OF THIS PUBLIC OFFERING TO ACQUIRE SHARES IN THE BOLSA DE VALORES DE COLOMBIA S.A. DO NOT IMPLY ANY RATING, LIABILITY OR RESPONSIBILITY WHATSOEVER ON THE PART OF BOLSA DE VALORES DE COLOMBIA S.A. REGARDING REGISTERED LEGAL ENTITIES, PRICE, INTEGRITY OR MARKETABILITY OF THE SECURITIES OR THE RESPECTIVE ISSUE, OR THE SOLVENCY OF THE ISSUER.

