



Medellín, February 23, 2015

Mrs.

**SANDRA PATRICIA PEREA DÍAZ**

*Deputy Superintendent for Issuers, Investment Portfolios and Other Agents*

*The Office of the Financial Superintendent*

*Bogotá, D. C.*

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*Cordial Greetings,*

*As Chairman of the Board of Directors of GRUPO NUTRESA S.A., I wish to inform you that, in order to ensure compliance with the order contained in Article 2.3.1.1 of Resolution 1200 of 1995 (added by Resolution 116 dated February 27, 2002), the prohibitions directed to the legal representatives, administrators, and other officials of the Company have been reiterated, to ensure that they give all shareholders equitable treatment in everything related to the Shareholders' Meeting to be held on March 27, 2015. These prohibitions are:*

- 1. Encouraging, promoting or suggesting to the shareholders that they award proxies, for the Shareholders' meetings, in which the representative's name is not clearly defined.*
- 2. Receiving proxies from the shareholders for the Shareholders' meetings, in which the representative's name is not clearly defined.*
- 3. Admitting as valid proxies conferred by the shareholders, to participate in the Shareholders' meetings, without fulfilling the requirements established in Article 184 of the Commercial Code.*



*4. Suggesting or determining the name of the persons who will act as proxies at the Shareholders' meetings.*

*5. Recommending that the shareholders vote for a particular list of candidates.*

*6. Suggesting, coordinating or agreeing with any shareholder or any shareholder representative to present proposals to the Shareholders' meetings.*

*7. Suggesting, coordinating or agreeing with any shareholder or any shareholder representative to vote in favor or against any proposition that is presented at the Shareholders' meetings.*

*8. Doing any of the conducts described in the preceding paragraphs through a third party.*

*Notwithstanding the above, the representatives, administrators and other officials may exercise the political rights pertaining to their own shares and those they represent when they act as legal representatives.*

*In the case of violation of any of the above prohibitions, the corresponding complaint must be presented, in writing, to the CEO of the Company, who is responsible for verifying proper compliance, and shall respond to the person concerned within the ten (10) working days following receipt of the complaint and immediately report the occurrence to the immediate supervisor of the transgressor, in order to take the measures and apply the sanctions that might arise.*

*Cordially,*

**ANTONIO CELIA MARTÍNEZ – APARICIO**  
*Chairman, Board of Directors*  
GRUPO NUTRESA S. A.