

2016 CORPORATE GOVERNANCE REPORT



A FUTURE TOGETHER



2016 CORPORATE GOVERNANCE REPORT

Grupo Nutresa has established the corporate governance as one of the pillars of its corporate philosophy and performance, and it is permanently striving to align its practices with the highest worldwide standards in this regard.

Thus, ensuring that the performance of the Company and its governance bodies is carried out within an institutional and ethics-based framework focused on transparency and integrity is a priority for the Organization.

One of the mechanisms used to achieve transparency is the delivery of clear, unabridged and timely information, which is something that generates trust among the diverse stakeholders and helps in retaining and attracting both local and foreign investors.

In order to be consistent with this strategy and complying with the provisions of Article 25 from the Code of Good Governance, Grupo Nutresa's Board of Directors presents the Corporate Governance Report for 2016.

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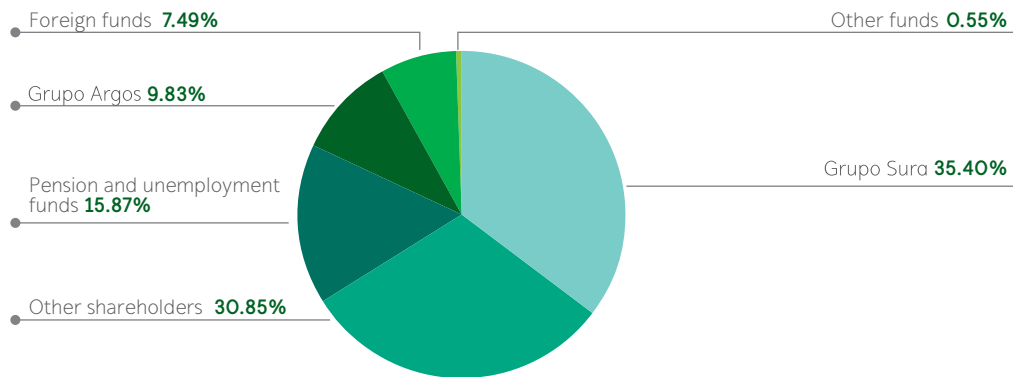
1. STRUCTURE OF THE OWNERSHIP



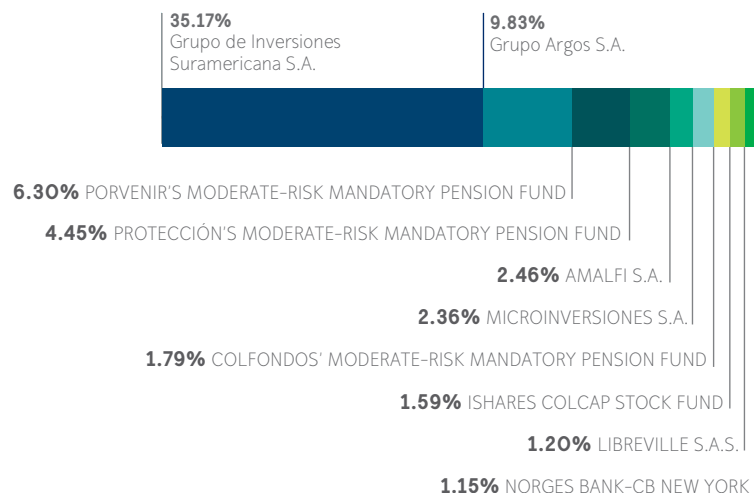
Capital and structure of the company's ownership as of December 31, 2016

IPO	March 21, 1961
Type of stock	Common
Number of outstanding shares	460,123,458
Number of shares held in reserve	19,876,542
Own shares reacquired	0

Structure of the ownership of Grupo Nutresa S.A.



Identity of the shareholders that directly or indirectly own significant stock, as of December 31, 2016.



The Company permanently publishes the list of the twenty (20) shareholders with the biggest ownership interest on its website. Said list is updated on a quarterly basis and it can be directly found through this link: <https://www.gruponutresa.com/inversionistas/perfil-de-la-compania/detalle-de-la-accion/>

Information about the stock directly (in a personal capacity) or indirectly (through Companies or other means) owned by the members of the Board of Directors and about the voting rights represented by said stock.

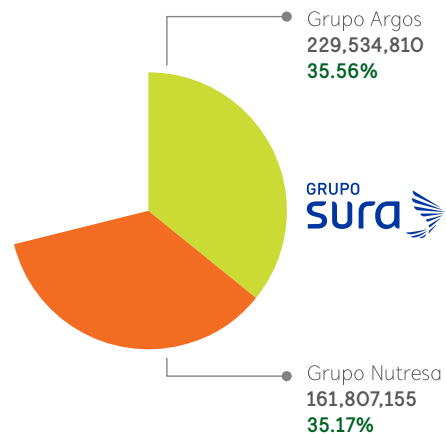
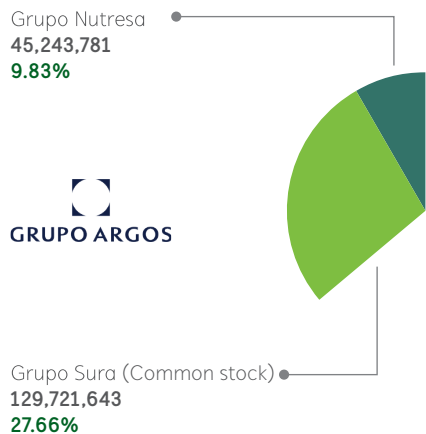
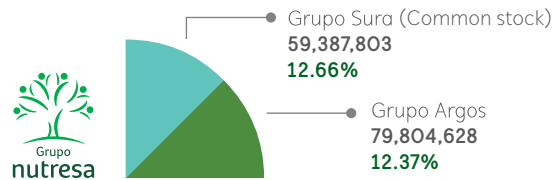
As of December 31, 2016, the members of the Board owned an aggregate total of 54,407 shares, equivalent to 0.011% of the total outstanding common stock.

Relations of family, commercial, contractual or corporate nature existing between the holders of significant share interests and the Company, or among the holders of significant share interests themselves.

Grupo Nutresa and its subsidiary companies had relations typical of the ordinary course of their activities with some holders of significant share interests in 2016. All the relations were held under market conditions and strictly complying with the law and the Company's Policy of Transactions Among Related Parties.

The details of the business transactions carried out with related parties in 2016 are included in the notes to the Company's Financial Statements.

Additionally, and as it is publicly known in the market, two significant stock interest holders, namely Grupo Sura and Grupo Argos, own cross-shareholdings, which are illustrated in detail below.





Negotiations of shares (and other securities issued by the Company) carried out by the directors, the senior management and other executive managers

There were no negotiations of Grupo Nutresa S.A. shares carried out by the directors, the senior management or other executive managers in 2016.

The Organization's employees who participate in the System of the Award to the Superior Achievement (abbreviated SPLS in Spanish), as explained further ahead, earn part of their variable yearly remuneration in units of a fund that invests in Grupo Nutresa S.A. stock, which is managed by the Protección Pension and Unemployment Fund.

Summary of the agreements among shareholders known by the Company

To date, no information about any agreement among shareholders has been submitted or delivered to the Company, and no knowledge of such type of agreements has come to the attention of the Organization by any other means.

Own stock owned by the Company

The Company has an Own Stock Acquisition Policy that establishes the general guidelines according to which Grupo Nutresa can acquire its own stock. The Policy determines that the acquisition of the Company's own stock will constitute an option to return part of the invested capital to the shareholders. This option can be considered by the Company in events of excess liquidity and according to the result of the financial analysis that considers the best investment options to be the activities included in the corporate purpose and the cost of capital.

However, there was no acquisition of Grupo Nutresa's own stock in 2016. And, the Company currently does not own any of its own stock.

2. STRUCTURE OF THE ADMINISTRATION OF THE BUSINESS GROUP



Composition of the Board of Directors

- The Board of Directors of the Company is formed by seven (7) members elected for terms of one (1) year. It does not include substitute members because said positions were eliminated in the reform of the bylaws approved by the Shareholders Assembly in its ordinary meeting held in March 2015, considering the worldwide trends in corporate governance.
- Four (4) of the seven (7) members are independent due to the fact that they fulfill the corresponding legal requirements as well as the requirements voluntarily adopted by the Company. The Company's requirements are more rigorous than those established by the law and they are established in Article 9 of the Code of Good Governance.
- The Chairman of the Board of Directors, Antonio Celia, is one of the independent members and he presides over the support Committees, except for the Committee of Finance, Audit and Risks, which is headed by Mauricio Reina, who is also an independent director.
- No member of the Board of Directors is an employee of the Company.
- All the members of the Board meet the requirements in terms of professional background, academic training and experience established in the Code of Good Governance for occupying their positions. Additionally, the directors have the necessary skills to ensure that the administration body performs an efficient work and contributes to the achievement of the Company's strategic goals.
- All Board members have diverse profiles, knowledge and experience in finance, business and strategy, and they fulfill the skill-set requirements defined as necessary for said governance body.

The Company has a Board of Directors Profile Matrix that allows to identify the desired skills and features for the Board and the fulfillment of said characteristics by its current members:

GRUPO NUTRESA S.A. BOARD OF DIRECTORS SKILLS MATRIX							
	Antonio Celia Martínez-Aparicio	Mauricio Reina Echeverri	Jaime Palacio Botero	Gonzalo Pérez Rojas	David Bojanini García	María Clara Aristizábal Restrepo	Cipriano López González
Has experience as a senior manager in stock exchange-listed companies with international presence	X			X	X	X	
Has experience in the food, beverage or tobacco sectors, or has knowledge on the industry			X	X	X		X
Has knowledge on sustainability (environmental, social or economic) matters	X	X	X	X	X	X	
Has experience in risk assessment and management	X	X		X	X	X	X
Contributes to the diversity of the Board						X	
Has a high-level academic background in financial, administrative or economic fields	X	X	X	X	X	X	X
Has analytical and managerial skills	X	X	X	X	X	X	X
Has the capacity to assess managerial sheets	X	X	X	X	X		X
Has knowledge or experience related to corporate governance	X			X	X		
Has knowledge or experience related to strategic planning	X	X	X	X	X	X	X
Has knowledge or experience related to innovation	X	X	X	X	X		X

Curricula vitae of the members of the Board of Directors, including identification of the origin or background of each one of the members; committees they are part of; date of their first appointment and subsequent appointments



- 1. Antonio Mario Celia Martínez-Aparicio
 - 2. Jaime Alberto Palacio Botero
 - 3. Mauricio Reina Echeverri
 - 4. Cipriano López González
 - 5. David Emilio Bojanini García
 - 6. Gonzalo Alberto Pérez Rojas
 - 7. María Clara Aristizábal Restrepo
- Independent members ● Non-independent members

NAME	ANTONIO MARIO CELIA MARTÍNEZ-APARICIO	JAIME ALBERTO PALACIO BOTERO	MAURICIO REINA ECHEVERRI	CIPRIANO LÓPEZ GONZÁLEZ
CURRENT POSITION	CEO, Promigas S.A.	CEO, Coldeplast S.A. and Microplast S.A.	Associate Researcher, Fedesarrollo	CEO, Industrias Haceb
ORIGIN	Colombian	Colombian	Colombian	Colombian
TYPE OF MEMBER	Independent member	Independent member	Independent member	Independent member
COMMITTEE MEMBERSHIP	<ul style="list-style-type: none"> • Committee of Finance, Audit and Risks. • Committee of Appointments and Remunerations. • Committee of Corporate Governance and Board Matters. • Committee of Strategic Planning and Sustainability 	<ul style="list-style-type: none"> • Committee of Finance, Audit and Risks. • Committee of Corporate Governance and Board Matters. 	<ul style="list-style-type: none"> • Committee of Finance, Audit and Risks. • Committee of Appointments and Remunerations. • Committee of Corporate Governance and Board Matters. • Committee of Strategic Planning and Sustainability 	<ul style="list-style-type: none"> • Committee of Finance, Audit and Risks.
PRIOR EXPERIENCE	<ul style="list-style-type: none"> • CFO, Promigas S.A. • Executive Manager, Terpel del Norte. 	<ul style="list-style-type: none"> • Associate Executive Director, Microplast S.A. 	<ul style="list-style-type: none"> • Associate Director, Fedesarrollo. • Colombian Vice-Minister of Foreign Trade. 	<ul style="list-style-type: none"> • Chief Production Planning and Control Director, Imusa. • Employee of Grupo Danone's Purchase and Negotiation Department responsible of the cereal category for Europe. • Purchase and Negotiation Executive Director, SABMiller Group (Bavaria).
ACADEMIC BACKGROUND	<ul style="list-style-type: none"> • Degree in Engineering, Worcester Polytechnic Institute. • Executive studies at the MIT, Wharton and Universidad de los Andes. 	<ul style="list-style-type: none"> • Degree in Business Administration, Universidad Eafit. • Management studies focused on marketing at Wharton University. • Advanced training in packaging at the JICA (Japan). 	<ul style="list-style-type: none"> • Degree in Economics, Universidad de los Andes. • Master's degree in Economics, Universidad de los Andes. • Master's degree in International Relations, Johns Hopkins University. 	<ul style="list-style-type: none"> • Degree in Mechanical Engineering, Universidad Pontificia Bolivariana. • Master's degree in Business Administration, Bordeaux Business School. • TEP Tuck Executive Program, Dartmouth College. • Design Thinking & the Art of Innovation, Stanford University. • China Executive Program, Notre Dame University.
DATES OF APPOINTMENT AND REELECTION	Appointed for the first time in 2005 and reelected in 2007, 2009, 2011, 2013, 2015 and 2016.	Appointed for the first time in 2005 and reelected in 2007, 2009, 2011, 2013, 2015 and 2016.	Appointed for the first time in 2007 and reelected in 2009, 2011, 2013, 2015 and 2016.	Appointed for the first time in 2016.
MEETINGS ATTENDED vs. MEETINGS HELD OVER THE YEAR	12/12	12/12	12/12	9/9

NAME	DAVID EMILIO BOJANINI GARCÍA	GONZALO ALBERTO PÉREZ ROJAS	MARÍA CLARA ARISTIZÁBAL RESTREPO
CURRENT POSITION	President, Grupo de Inversiones Suramericana S.A.	CEO, Suramericana S.A.	President, Situm S.A.S. Grupo Argos
ORIGIN	Colombian	Colombian	Colombian
TYPE OF MEMBER	Non-independent member	Non-independent member	Non-independent member
COMMITTEE MEMBERSHIP	<ul style="list-style-type: none"> • Committee of Appointments and Remunerations. • Committee of Corporate Governance and Board Matters. • Committee of Strategic Planning and Sustainability 	<ul style="list-style-type: none"> • Committee of Finance, Audit and Risks. 	<ul style="list-style-type: none"> • Committee of Strategic Planning and Sustainability
PRIOR EXPERIENCE	<ul style="list-style-type: none"> • CEO, Fondo de Pensiones y Cesantías Protección S.A. • Actuarial Manager, Suramericana de Seguros S.A. 	<ul style="list-style-type: none"> • Insurance and Capitalization Executive Director, Suramericana de Seguros. • Corporate Business Executive Director, Suramericana de Seguros. 	<ul style="list-style-type: none"> • Assistant to the CEO and Investors Relations Executive Director, Grupo Argos S.A. • Economic Research Executive Director, Bolsa y Renta S.A. • Corporate Strategy Executive Manager, Grupo Argos S.A.
ACADEMIC BACKGROUND	<ul style="list-style-type: none"> • Degree in Industrial Engineering, Universidad de los Andes. • Master's degree in Management focused on Actuarial Studies, University of Michigan. 	<ul style="list-style-type: none"> • Law Degree, Universidad de Medellín. • Specialized insurance studies, Swiss Re. 	<ul style="list-style-type: none"> • Master's degree in Business Administration, New York University. • Specialized studies in Finance and Law, New York University. • Specialized studies in Finance, Universidad Eafit. • Degree in Economics focused on Mathematical Economics, Universidad Eafit.
DATES OF APPOINTMENT AND REELECTION	Appointed for the first time in 2005 and reelected in 2007, 2009, 2011, 2013, 2015 and 2016.	Appointed for the first time in 2007 and reelected in 2009, 2011, 2013, 2015 and 2016.	Appointed for the first time in 2013 and reelected in 2015 and 2016.
MEETINGS ATTENDED vs. MEETINGS HELD OVER THE YEAR	12/12	10/12	11/12

Changes to the Board of Directors in 2016

In 2016, the Shareholders Assembly re-elected for the April 2016–March 2017 term the six members who formed the Board from April 2015 to March 2016, namely:

Antonio Mario Celia Martínez–Aparicio
Jaime Alberto Palacio Botero
Mauricio Reina Echeverri

David Emilio Bojanini García
Gonzalo Alberto Pérez Rojas
María Clara Aristizábal Restrepo

And it elected a new independent member, Cipriano López González, for the same term.



Members of the Board of Directors from the Matrix included in the Boards of Directors of the subsidiary companies or who occupy executive positions in them

Grupo Nutresa has determined that its companies in Colombia shall be simplified stock companies (abbreviated S.A.S. in Spanish) without a board of directors as part of their structure. Only those subsidiary companies in which Grupo Nutresa S.A. is not directly or indirectly the holder of 100% of their ownership interest have a board of directors.

In the case of the foreign companies, they have a board of directors formed by executive members if it is required by the local corporate regulations.

In 2016, none of the members of Grupo Nutresa S.A.'s Board of Directors was part of the boards of directors of the subsidiary companies that have such administration body or occupied executive positions in them.

Policies approved by the Board of Directors in 2016

No new policies were approved by the Board of Directors in 2016. Over the past year, the Company focused on monitoring the compliance with the reforms of both the Code of Good Governance and the bylaws. And it also focused on following up on the new policies that were implemented in 2014 and 2015 with the purpose of ensuring that the designed plans are effectively fulfilled in practice and in the

daily activities of both the Company and the administration, and that they have a positive impact on the Organization's sustainable management.

All the policies approved over the past years are currently published on the Company's website and they can be found in the following routes: www.gruponutresa.com – Investors – Corporate Governance – Policies, and www.gruponutresa.com – Investors – Corporate Governance – Code of Good Governance.

The Board of Directors Remuneration and Assessment Policy was reviewed by the Committee of Appointments and Remunerations.

Appointment process for the members of the Board of Directors

The election of the Company's directors was carried out by strictly complying with the legal and statutory procedure established for such purpose. The procedure indicates that the election must be carried out by applying a voting quotient system, unless the appointment is made by unanimity of the votes corresponding to the total stock represented in the meeting.

For the ordinary meeting of the General Shareholders Assembly held in March 2016, the shareholders presented only one list of candidates to form the Board of Directors, proposing the reelection of all the members who were part of the Board as of that date and nominating a new independent member. The proposal was approved with the affirmative vote of 93.29% of the shareholders attending and represented in the meeting.

The list of candidates, being in compliance with the provisions of the Shareholders Assembly operation rules, was

submitted fifteen (15) days prior to the meeting. This allowed to verify that the nominated candidates met all the requirements demanded by the Code of Good Governance to be part of the Board and to be independent members, as the case may be.

Additionally, the Committee of Appointments and Remunerations presented before the shareholders a report on the assessment and availability of the members whose reelection was proposed and an opinion regarding the new candidate nominated to become part of the Board of Directors for the April 2016–March 2017 term. This report was part of the Proposals of Resolutions published on the Company's website fifteen (15) days prior to the date of the Assembly's ordinary meeting.

Remuneration policy for the Board of Directors

The remuneration of the Directors is approved every year in the ordinary meeting of the General Shareholders Assembly. In 2016, the General Shareholders Assembly established the professional fees for the members of the Board for the April 2016–March 2017 term.

The Company has a Board of Directors Remuneration and Assessment Policy that includes the guidelines for the definition of the compensation and any other economic benefit that would be granted to the directors, and it also contains the criteria and procedures for assessing their management. The aforementioned policy is published on the Company's website and it can be found following the following route: www.gruponutresa.com – Investors – Corporate Governance – Policies.

In compliance with the Policy, the expenditures related to the operation of the Board of Directors in 2016 were the following:

BOARD OF DIRECTORS EXPENDITURES IN 2016	
Professional fees	805,000,000
Other expenses	63,000,000
Local travels	22,000,000
International travels	6,000,000
Services	6,000,000
Total	902,000,000

Remuneration of the Board of Directors and the Senior Management according to both the Company's policies and the law

The Organization has a Corporate Committee Remuneration and Assessment Policy that includes the guidelines for the definition of the remuneration and all other economic benefits that would be granted to the members of the Corporate Committee, and it also contains the criteria and procedures for assessing their management.








The Corporate Committee is formed by Grupo Nutresa's CEO, the Executive Directors of the business units, Comercial Nutresa's President, Servicios Nutresa's President, the Corporate Finance Vice-President and the Secretary General Vice-President.

In 2016, the remuneration earned by the members of the Corporate Committee complied with the provisions of the Corporate Committee Remuneration and Assessment Policy. An important component of the remuneration of the Company's Senior Management is the variable compensation. The System of the Award to the Superior Achievement (abbreviated SPLS in Spanish) has the purpose of acknowledging the superior achievement and the constant generation of value, and it comes from the profits shared by the shareholders with the employees who fulfill goals that contribute to the achievement of the Organization's strategic goals.

The SPLS also has these purposes: aligning the Organization's goals with the shareholders' goals, finding greater competitiveness levels, attracting and retaining the human talent, stimulating both individual and team work, promoting the high performance and the contribution of people, inviting the leaders to think strategically in the long term, and giving meaning to the performance management and to the conversations between superior and subordinate in the context of the achievement of goals.

The variable compensation of the members of the Corporate Committee represented 20.28% of their remuneration in average in 2016.

The main indicators considered for the calculation of the variable compensation of the members of the Corporate Committee were the following:

STRATEGIC GOALS	INDICATORS	GOAL	AVERAGE PERCENTAGE OF THE SPLS
 Profitable growth	Cost-to-serve	23%	15%
	Savings	\$47.70 billion	
	SN operation expenses	\$110.07 billion	
	EBITDA	\$977.80 billion	
	ROIC	8.1%	
	Net profit	\$412.90 billion	
	Net sales	\$8.29 trillion	
	Special projects for each Business	Variable per project	
 Market growth and leadership	Growth in leading markets	3.9%	15%
	Effective equity	Points per brand	
 Development of our people	Organizational climate	82.5%	10%
 International expansion	Sales in the strategic region	USD 671,700,000	12%
 Effective innovation	Sales of new products	17.1%	10%
 Customer satisfaction	Service quality	2.0	13%
	Information timeliness	99.9%	
	Customer service survey	78.9%	
 Sustainable development	Improvement in the DJSI	99.9%	11%
	Fulfillment of the gap-bridging plan	79.9%	
	Staying in the DJSI	99.9%	
	Portfolio with nutritional standards	1,934	
	Implementation of the Sustainability Plan	99.9%	

The following are the details of the main environmental indicators that were part of the Sustainability Plan and that were considered for the calculation of the variable compensation of the Corporate Committee members in 2016:

Indicator	Environmental Sub-indicators	Goal for 2016
Implementation of the Sustainability Plan	Water consumption (m3/t.p.)	-25.3%
	Energy consumption (kWh/t.p.)	-19.0%
	GHG (CO2 eq./t.p.)	-16.4%
	Waste generation (kg of waste/t.p.)	-2.9%
	Packaging materials (kg P.M./t.p.)	-9.0%
	Solid waste recovery	90.1%
	Use of cleaner energies	99%

Quorum of the Board of Directors

The Organization's articles of association stipulate that the Board of Directors shall be able to officially hold a meeting and deliberate with the presence of four (4) of its members. All the Board of Directors meetings held in 2016 had the necessary quorum for being official and for the members to be able to make valid decisions.

The record of attendance of the Board members to the meetings held over the year is permanently published on the Company's website <https://www.grupo-nutresa.com/junta-directiva/>.

Record of attendance to the Board of Directors meetings and to the support committees

The following chart contains the details of the attendance of the Board members to the ordinary meetings in 2016:

GRUPO NUTRESA S.A. BOARD OF DIRECTORS ATTENDANCE TO MEETINGS IN 2015	JANUARY 29	FEBRUARY 26	MARCH 18	APRIL 29	MAY 18	JUNE 24	JULY 29	AUGUST 26	SEPTEMBER 30	OCTOBER 28	NOVEMBER 25	DECEMBER 16
Antonio Mario Celia Martínez-Aparicio	X	X	X	X	X	X	X	X	X	X	X	X
David Bojanini García	X	X	X	X	X	X	X	X	X	X	X	X
María Clara Aristizábal Restrepo	X	X	X	X	X	X	X	X	X	X	X	X
Jaime Alberto Palacio Botero	X	X	X	X	X	X	X	X	X	X	X	X
Mauricio Reina Echeverri	X	X	X	X	X	X	X	X	X	X	X	X
Alberto Velásquez Echeverri*	X	X	X	X	X	X	X	X	X	X	X	X
Gonzalo Alberto Pérez Rojas	X	X	X	X	X	X	X	X		X	X	X
Cipriano López González**				X	X	X	X	X	X	X	X	X

The following is a summary of the attendance of the support committees members to the corresponding meetings in 2016:

- **Committee of Finance, Audit and Risks:**
Its members attended 100% of the meetings.
- **Committee of Appointments and Remunerations:**
All its members attended 100% of the meetings.
- **Committee of Corporate Governance and Board Matters:**
All its members attended 100% of the meetings.
- **Committee of Strategic Planning and Sustainability:**
All its members attended 87.5% of the meetings.

Chairman of the Board of Directors (duties and key aspects)

The Chairman of the Organization's Board of Directors has important responsibilities related to the adequate operation of the Board as an administrative collegiate body. The Chairman is also the leader of the independent members and heads the meetings said directors must hold over the year.

The following are some of the most relevant duties of the Chairman of the Board of Directors:

- Ensuring the Board of Directors establishes and efficiently implements the strategic plans of the Company.
- Promoting the Company's governance actions by acting as the bridge between the shareholders and the Board of Directors.
- Coordinating and planning the operation of the Board of Directors by defining a yearly work plan (which should be approved by the Board) that allows to orderly establish the strategic matters that will be addressed throughout the year, and that facilitates the definition of a reasonably necessary number of ordinary meetings and their estimated duration.
- Watching over the execution of the Board of Directors agreements and monitoring the corresponding assignments and decisions.
- Monitoring the active involvement and participation of the members of the Board of Directors.
- Providing support to the CEO of the Company when requested.
- Acting as the representative of the independent members of the Board of Directors.
- Summoning the independent members to hold at least two meetings per year.

Throughout the entire term, the Board Chairman, Antonio Celia, satisfactorily fulfilled all the corresponding tasks and duties of his position, including the task of heading a meeting with the independent members, which was held in July 2016, and a Board meeting without the presence of the Management, which was held in December 2016.



Secretary of the Board of Directors (duties and key aspects)

In 2016, the Secretary of the Board fulfilled all the responsibilities established for such position in the Company's by-laws. The Secretary attended 100% of the Board meetings held over the year, supported the CEO of the Company by watching over the adequate operation of the Board and kept, pursuant to the law, the minute books of both the Shareholders Assembly and the Board of Directors, duly recording in them the developments of the sessions.

The Secretary of the Board and the CEO of the Company jointly presented to the Chairman of the Board the agenda for the sessions that would be held in 2016, as well as the top priority matters that should be addressed in each meeting of both the Board and its support committees.

Relations of the Board of Directors with the External Auditor, the financial analysts, the investment bankers and the rating agencies in 2016

In the term reported, the External Auditor had the due interaction with the Board and fulfilled the corresponding responsibilities. In accordance with the provisions of the Operation Regulations of the Committee of Finance, Audit and Risks, the External Auditor attended all the meetings of the committee.

In September 2016, a plenary session of the Board of Directors was held with the participation of a financial analyst specialized in the Company's region of interest.

Additionally, in May 2016, the Company presented to the risk rating agencies the progress achieved with regard to its strategy, its global results and its business units throughout 2015. In the same month, Fitch Ratings confirmed the AAA rating (Col.) of the ordinary bonds issued by Grupo Nutresa in August 2009.



External consultancy received by the Board of Directors

The Board of Directors, in its session of September 30, was joined by Juana Téllez, chief economist of the BBVA bank, who gave a presentation on the analysis of the Company's business environment, the economic outlook and the outlook of the food industry in both Colombia and the region of interest.

Information management by the Board of Directors

In compliance with the provisions of the Company's Code of Good Governance, the members of the Board received, at least five (5) days in advance, the information related to the matters addressed in each one of the meetings held in 2016.

Activities of the Board of Directors committees

The Board has four (4) support committees formed exclusively by Directors:

- Committee of Finance, Audit and Risks.
- Committee of Appointments and Remunerations.
- Committee of Corporate Governance and Board Matters.
- Committee of Strategic Planning and Sustainability.

All the committees are headed by independent members of the Board, and in 2016 the committees supported the Board of Directors by fulfilling all their tasks and duties.

The Committee of Finance, Audit and Risks is formed by five (5) members, four (4) of whom are independent members:

- Antonio Mario Celia Martínez-Aparicio (independent member)
- Mauricio Reina Echeverri (independent member)
- Jaime Alberto Palacio Botero (independent member)
- Cipriano López González (independent member)
- Gonzalo Alberto Pérez Rojas (non-independent member)

In 2016, this Committee analyzed the performance of the External auditing firm in 2015 and its offer for 2016. Also, the Committee presented in the 2016 General Shareholders Assembly meeting a proposal to reelect PricewaterhouseCoopers as External Auditor for the April 1, 2016-March 31, 2017 term.

The Committee of Appointments and Remunerations is formed by three (3) members, two (2) of whom are independent. In 2016, based on the analysis conducted by Prospecta, a consulting company specialized in corporate governance matters that is currently part of AtKearney, the Committee analyzed the most convenient personal profiles for the Board of Directors, the tentative profile composition, the necessary availability the members would need to adequately perform their duties, and the existing gaps between the profiles of the current directors and the profiles identified as necessary for the Company.

The Committee presented to the Board and the investors, through the Company's website, a report of the aforementioned analysis, which included a training plan for 2016 and 2017 with regard to the improvement opportunities identified. Following the training plan proposed, the Board of Directors received training in nutrition, health, well-being, and risk management throughout the year.

Additionally in 2016, the Committee of Appointments and Remunerations analyzed each one of the requirements established in the Code of Good Governance for a person to become a Board member, as well as the independence criteria with regard to each one of the candidates nominated for becoming part of the Board for the April 2016-March 2017 term. According to the foregoing, the Committee concluded that the following members met the requirements for being independent Board members: Antonio Celia Martínez-Aparicio, Jaime Palacio Botero, Mauricio Reina Echeverri and Cipriano López González. The same analysis regarding Mr. David Emilio Bojanini García, Mr. Gonzalo Pérez Rojas and Ms. María

Clara Aristizábal Restrepo resulted in the conclusion that these members are non-independent.

The aforementioned analysis was included in the proposals of resolutions which were published on the Company's website fifteen (15) days prior to the meeting in which the Board members were elected, and it can be consulted at the following webpage: <https://www.gruponutresa.com/wp-content/uploads/2016/03/propuesta-de-acuerdo.pdf>.

The Committee of Appointments and Remunerations is formed by the following members:

- Antonio Mario Celia Martínez-Aparicio (independent member)
- David Emilio Bojanini García (non-independent member)
- Mauricio Reina Echeverri (independent member)

The Committee of Corporate Governance and Board Matters is formed by four (4) members of the Board, three (3) of whom are independent members. In 2016, this committee monitored the results of the Dow Jones Sustainability Index, the "Código País 2016" survey and all other indicators through which the performance of the Company was assessed in terms of corporate governance over the year.

This committee is formed by the following members:

- Antonio Mario Celia Martínez-Aparicio (independent member)
- Jaime Alberto Palacio Botero (independent member)
- Mauricio Reina Echeverri (independent member)
- David Emilio Bojanini García (non-independent member)

The Committee of Strategic Planning and Sustainability is formed by four (4) members of the Board, two (2) of whom are independent members. It discussed and analyzed matters related to the strategy of the business group's companies. In April 2016, the Committee gathered and discussed the progress of the strategic plan defined the previous year (2015) and, in September 2016, it held a special strategic planning session which included the support from a financial analyst. In this last meeting, the committee defined the supplies that were used as the basis for the Corporate Committee's strategic planning meeting which was held in October 2016.

This committee is formed by the following members:

- Antonio Mario Celia Martínez-Aparicio (independent member)
- Mauricio Reina Echeverri (independent member)
- David Emilio Bojanini García (non-independent member)
- María Clara Aristizábal Restrepo (non-independent member)

Information on the execution of the processes regarding the assessment of both the Board of Directors and the Senior Management, and summary of the corresponding results

The Company's Code of Good Governance stipulates that the management and performance of the Board and its committees shall be assessed as follows:

- On a yearly basis by means of a self-assessment process, whose results will be analyzed by the Committee of Corporate Governance and Board Matters, and
- Through an external assessment conducted by an independent firm with the frequency determined by the Board. A summary of the results of said assessment shall be published on the Company's website and will be considered by the Board in order to implement improvement plans.

In 2016, Grupo Nutresa commissioned A.T. Kearney to conduct the third external and independent assessment of the performance of its Board of Directors as a collegiate body in terms of four different dimensions: 1) Structure / Governance; 2) Coordination; 3) Interaction; and 4) Strategic approach.

This assessment measured the key aspects of the

Board's performance, and allowed to identify its strengths and the fields to improve. Additionally, this assessment compared the results with the ones obtained from the last assessment conducted in 2014 by the same consultant firm (currently A.T. Kearney, formerly named Prospecta).

The evaluation rendered positive results from which it was identified that, with regard to the main recommendations which arose from the 2014 evaluation, the Board of Directors has exhibited important progress in relation to the definition of a plan to train its members and formally bring them up to date. Today, according to the Code of Good Governance, the Committee of Appointments and Remunerations is in charge of designing the training plan. However, the interviews evidenced that external experts are invited to the planning sessions, contributing thus to the training of the Board members. In 2016, the Board of Directors received training in the fields of nutrition, health, well-being, and risk management.

Another aspect worth highlighting is the progress in the Senior Management succession plans. The assessment underlined the high level of commitment of the Committee of Appointments and Remunerations regarding this matter, as well as in relation to other relevant matters such as the policy on retirement and the decrease in the pension gap.

Additionally, the Board conducted its annual self-evaluation through which it assessed the qualities, attributes and experience of the Board itself and its support committees, and several improvement opportunities were also identified.



3. TRANSACTIONS WITH RELATED PARTIES



Powers of the Board of Directors over the transactions with related parties and situations of conflicts of interest

The Company has a Policy on Transactions between Related Parties that defines the scope and the procedure for the assessment, approval and disclosure of the transactions carried out between Grupo Nutresa's related parties.

This policy indicates that the Committee of Finance, Audit and Risks is in charge of the knowledge and assessment of the transactions between Grupo Nutresa's related parties and that this committee must submit a report on the conclusions of the corresponding assessment to the Board.

Additionally, the policy stipulates that all the transactions between Grupo Nutresa's related parties must be carried out under market conditions and need to be approved by the Board of Directors, with the exclusion of the interested party, if it is the case. When there is a relevant transaction that is not carried out under market conditions, and that could eventually end up altering the fairness of treatment among the shareholders, and if its volume or complexity makes it worth to conduct it, the transaction has to be approved by the General Shareholders Assembly.

The approval of the relevant transaction by the Board requires, additionally to the report from the Committee of Finance, Audit and Risks, a qualified majority formed by the affirmative vote of three quarters of the Board and the affirmative vote from the independent members.

None of the transactions between related parties conducted in 2016 required the approval from the Board of Directors or from the General Shareholders Assembly.



Details of the most relevant transactions with related parties for the Company, including the transactions among the business group's companies

The transactions with related parties and among Nutresa business group's companies carried out in 2016 through agreements or contracts were recurring transactions typical of the ordinary course of the Company's business. Said transactions were conducted complying strictly with the general guidelines established in the Code of Good Governance and the Policy on Transactions between Related Parties in that context. Said guidelines stipulate, in general, that all the aforementioned transactions should be carried out under market conditions.

None of the transactions conducted in 2016 was aimed at benefiting third parties or negatively affected the interests of the shareholders. All said transactions were carried out fulfilling the corporate goals of the ordinary course of the businesses of the companies involved, abiding by the guidelines established in the Code of Good Governance and in the Organization's policies.

As a general rule, and according to the Policy on Transactions between Related Parties, there should be no conflicts of interest among the companies that form the Nutresa business group due to the fact that all of them pursue the same unity of purpose and direction determined by Grupo Nutresa S.A. as the parent company.

The details of the business transactions carried out between related parties in 2016 are included in the notes to the Company's Financial Statements, and the characteristics and amounts of the transactions conducted among Grupo Nutresa's companies are included in the Special Report of the Business Group.

Conflicts of interest that have occurred and performance of the members of the Board of Directors

The Company has a Committee of Ethics, Transparency and Conflicts of Interest that watches over the compliance with the Code of Good Governance and, especially, with the provisions of the chapter on "Rules of Conduct for Executives and Employees."

The Committee is formed by the Company's CEO, the CFO and the Vice-President General Counsel, and it has, among other, the following duties:

- Watching over the compliance with the rules of conduct established in the Code of Good Governance, especially the ones stipulated in the chapter on "Rules of Conduct for Executives and Employees."
- Analyzing and making decisions about the possible conflicts of interest.
- Having knowledge about any situation that, due to its characteristics, could clash with the interests of the Company and/or of any of the business group's companies.

The members of the Board of Directors, the legal representatives and all other executive managers of the Company should inform the committee about the relations, direct or indirect, there are among them or with other organizations or structures of the business group, with Grupo Nutresa S.A., or with suppliers, customers or any other related party, from which conflict of interest situations could arise or have influence over the direction of their opinions, vote or decisions.

In 2016, the Committee of Ethics, Transparency and Conflicts of Interest analyzed and decided upon a case related to a possible conflict of interest between employees and executives from the business group's companies. The case was settled taking measures that allowed to protect the interests of the Organization.

Two conflict of interest cases were reported through the Ethics Line and other means available in the Company. These cases were addressed by the corresponding companies with support from the Internal Audit Management. All the cases were investigated and the decision in all of them was to terminated the employment contract of the employees involved. The applicable legal actions were started in each case, and none of them represented a significant damage for the Company.

Mechanisms for resolving conflicts of interest between the business group's companies and their application in the reported term

The Company has an institutional relations reference framework aimed at aligning the interest of the business group with the one of all the companies that form it. Said reference framework can be found at the Company's website:

<https://www.gruponutresa.com/wpcontent/uploads/2016/11/Marco-de-referencia-de-relaciones-institucionales-Grupo-Nutresa.pdf>.

The mechanisms for resolving possible conflicts of interest between the companies that form the business group are established in the Code of Good Governance of each company.

In 2016, there were no conflicts of interest between any of the business group's companies. All the transactions carried out among the companies that are 100% owned by Grupo Nutresa S.A. and those with minority shareholders were conducted under market conditions. And the transactions carried out between companies that do not include minority shareholders were part of the development of synergies approved by Grupo Nutresa S.A. as the parent company of the business group and in alignment with the unity of purpose and direction that govern the operations of all the companies forming the group.



4. RISK MANAGEMENT SYSTEMS OF THE BUSINESS GROUP



Explanation of the Internal Control System of the business group and the modifications it underwent in 2016

Within the framework of its corporate governance model, the Company has taken on the best practices for the design, implementation and monitoring of the internal control system. This system includes, among other components, the necessary resources to guarantee the safekeeping of the Company's assets, the efficiency of its operations, the compliance with the applicable laws and regulations, and the accuracy and reliability of the information required to plan, direct, control and measure the performance of its businesses, and to ensure an adequate disclosure of the financial information to its shareholders and other investors, as well as to the market and the general public.

These resources include comprehensive risk management processes, the internal audit, accountability systems, control plans and programs, budget and cost tools, chart of accounts, standardized policies and procedures, integrated information systems and templates for documenting and recording operations, as well as dashboards for the Senior Management to continuously monitor the processes.

For the management of the resources related to the internal control system, the Company relies on the duties and responsibilities in terms of internal control and risks of the Board of Directors, its Committee of Finance, Audit and Risks, the Senior Management, and the Internal Audit Management and Risk and Insurance Management Departments of Servicios Nutresa (which operates as a shared service center for all of Grupo Nutresa's companies).

These duties and responsibilities are described in the Code of Good Governance and in several of its related policies, such as the Comprehensive Management Policy, the Anti-Fraud and Anti-Corruption Policy and the Management Policy for the Prevention and Control of the Risk of Asset Laundering and Terrorism Financing, as well as in the Internal Audit Bylaws, which can all be found on Grupo Nutresa's website.

Moreover, the management of the internal control system is ensured through the job executed by the External Auditor, which is performed by a specialized firm that is widely recognized in the industry and has been appointed by the General Shareholders Assembly. Based on a constructive analysis outline and on independence of both operation and criterion, the External Auditor verifies and publicly certifies the compliance with the legal, statutory and administrative regulations; the adequate protection, use and preservation of the Company's assets; and the reasonableness of the financial statements and the disclosures contained in them, generating assurance among the shareholders, the Board of Directors, the Administration and the Government.

With the purpose of guaranteeing an adequate management of the risks inherent to the performance of its operations, Grupo Nutresa has a comprehensive risk management system that covers all the companies and instances of the Organization: from the Board of Directors, through its Committee of Finance, Audit and Risks; to the operating departments, through the integrated management systems, among other.

Additionally, the system includes the comprehensive risk management policy and manual, which are aligned with the ISO 31000 standard and provide the general framework and guidelines for the development of the risk assessment and management processes.

To facilitate these activities, Servicios Nutresa's Risk and Insurance Management Department enables and supports Grupo Nutresa's companies in the implementation of the process through the proposal and disclosure of risk management methodologies, communication, monitoring and culture-building, and through the design and implementation of effective plans and measures for handling risks with the purpose of preventing them from occurring and mitigating their impact in case of materialization.

The Internal Audit Department, through an independent and comprehensive assurance management, veri-





fies the achievement of the Organization's goals and objectives in all processes and watches over the adequate protection, use and conservation of the assets. To guarantee the independence of the internal auditors, allowing them to perform their job freely and objectively, they are under the supervision of the Internal Audit Manager, who is in turn functionally dependent on Grupo Nutresa's Committee of Finance, Audit and Risks. In December 2016, after an external quality assessment, the Institute of Internal Auditors –IIA Global– certified Grupo Nutresa's Internal Audit Department with regard to its international framework for professional practice. This framework is a benchmark recognized by global organizations such as the OECD, the IMF and the World Bank, and it is applicable in more than 190 countries worldwide.

In 2016, the results of the Administration's continuous monitoring activities and of the independent assessments carried out by the Internal Audit Department and by the External Auditor were communicated in each case in a timely manner to the corresponding authorities, including the Committee of Finance, Audit and Risks, allowing thus to confirm that the Company's internal control system is adequate. Based on the aforementioned activities, it was also reported that, over the year, there were no significant deficiencies in the design and operation of said system that could have prevented the achievement of its objectives. Furthermore, no fraud cases were identified with a significant effect on Grupo Nutresa and its businesses.

Description of the risk policy and how it was applied in 2016

The risk policy stipulates the comprehensive risk management purpose within Grupo Nutresa's context and strategy, and it defines the general criteria and main elements for its implementation, monitoring and continuous improvement. The risk policy includes the description of the methodology flow and stages, the criteria for the assessment and construction of risk maps, the risk catalog, the process planning cycle, and the tools defined for its management, as well as the details for the application of the ISO 31000 standard, which is used as an important reference.

The methodology comprises the stages for establishing the context, identification, analysis, assessment and handling of current and emerging risks through efficient and sustainable measures. The purpose of this is to prevent the risk events from occurring and, in case of materialization, to mitigate the possible negative impact on the Organization's human, financial, reputational, information and environmental resources, allowing thus to ensure the continuity of the operations of Grupo Nutresa's companies.

In the application of said policy in 2016, the Organization performed the yearly update of its risk maps for Grupo Nutresa's eight (8) business units, the marketing companies and the shared services center. More than 11,300 risk assessments were conducted at the strategic, tactical and operational levels, including financial, strategic, operational, Human Rights, climate and nature-related risks across the entire region. And, approximately 800 employees from all Businesses and the members of the Board of Directors received training in risk, crisis and operational-continuity management, totaling more than 15,700 hours invested in these training activities, which generated new capabilities among Grupo Nutresa's human resources. As a result, the corporate risk catalog was updated, totaling 21 risks for the entire business group in the following categories:



STRATEGIC:

connected with the strategic formulation of the Organization and its relationship with the business environment.

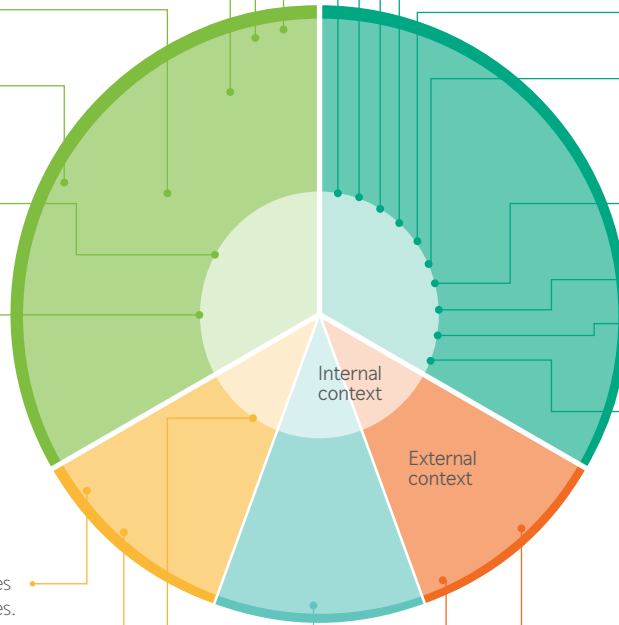
- Negative impact of a highly competitive environment on the Businesses.
- Negative impact on the Organization due to changes in public policies (economic, social and environmental).
- Regulatory changes with regard to nutrition, health and obesity.
- Lack of availability of human talent.
- Negative impact on the commercial management due to changes in the structure and composition of the distribution channels.
- Dissatisfaction among customers or consumers due to the noncompliance with product specifications, service or value promise.
- Lack of opportunity to respond to changes in consumer preferences.



OPERATIONAL:

related to failures in internal processes or management or technological systems, or by people.

- Negative impact on the integrity or safety of the employees in the performance of their jobs.
- Negative impact on the environment.
- Interruption in the sourcing chain.
- Negative impact on the consumers due to product contamination.
- Internal or external violations of Human Rights.
- Negative impact on third parties due to the execution of the operations, or on customers and visitors at restaurants and points of sale.
- Collapse of information and communication systems and technologies.
- Loss of the Company's key information.
- Ethical offenses or inappropriate behavior of employees or third parties.
- Regulatory noncompliance.



- Volatility in raw material prices and exchange rates.
- Counterparty risks.
- Indebtedness and liquidity risks.

- Changes in the preferences of consumers and buyers.
- Water-related risks (availability, quality and accessibility).

Negative impact caused by climate and natural phenomena.



FINANCIAL:

associated with the fluctuation of financial variables such as price, exchange rates and interest rates, and factors such as the liquidity and position of counterparties.



CLIMATE AND NATURE RELATED:

caused by climate, hydrological, geophysical, biological and epidemiological conditions.



EMERGING:

new risks currently developing or changing.

Materialization of risks in 2016

In 2016, both external and internal events occurred, representing the materialization of risks for the Organization.

The external events were related to changes in public policies in the economic, social or environmental contexts in the countries where Grupo Nutresa operates; regulatory changes in terms of nutrition, health and obesity; and the volatility in the prices of raw materials and exchange rates. The materialized risks had been identified and assessed in accordance with the comprehensive risk management methodology. And the Organization had all the corresponding management measures in place, allowing it to mitigate the impact of the events within the risk appetite limits defined by the Company.

Among the internal events, it is worth mentioning an accidental fire that occurred in one of the distribution centers. The distribution center was adequately covered through the corporate insurance program, so it will be possible to recover the amounts of the losses through the corresponding indemnification policy. Moreover, the impact of the event was further reduced through the execution of the continuity plan that was previously and duly defined.

Response and supervision plans for the main risks

Based on the corporate risk assessment conducted in 2016, Grupo Nutresa identified the main risks related to the operation of its businesses according to their probability and their impact on the strategic goals. Then, the Organization defined management and mitigation measures as follows:

MAIN RISKS	MITIGATION STRATEGY
Volatility in commodity prices and exchange rates.	<ul style="list-style-type: none"> » Coverage policies with clearly defined risk levels, aligned with market changes, and managed by a specialized committee. » A highly trained team dedicated to monitoring and negotiating supplies. » Permanent search for new opportunities and models for an efficient and competitive commodity sourcing at a worldwide scale. » Commodity diversification.
Negative impact of a highly competitive environment on the Businesses.	<ul style="list-style-type: none"> » Brands and Networks Management Model based on the deep and integrated understanding of the market: consumers, buyers and customers. » Leading brands which are well recognized and appreciated. » Broad distribution network with differentiated and specialized value propositions for each customer segment. » Attractive propositions with an excellent price-value ratio. » High-value innovation and portfolio differentiation. » Profitable market development. » Identification of opportunities based on cultural changes.
Regulations in terms of nutrition and health in the countries where the Organization operates.	<ul style="list-style-type: none"> » Monitoring the Organization's business environment to study the situation of both nutrition and health in the strategic region. Anticipating the needs of the communities to offer improvement alternatives for malnutrition situations. Learning about the regulatory processes and participating in their definition. » Compliance with applicable standards and preparation for those that are being developed. » Application of the nutrition policy defined by Grupo Nutresa. » Development of health and nutrition research to improve the quality of life of the population through innovative food proposals. » Support to and participation in programs that promote healthy lifestyles. » Vidarium: center for research on nutrition.

In 2016, the Company's Board of Directors led the supervision of the Comprehensive Risk Management. And the Committee of Finance, Audit and Risks periodically informed and reported the progress on the implementation of Grupo Nutresa's Comprehensive Risk Management Policy, ensuring thus that the risks, both financial and non-financial, balanced or off-balance, were adequately identified, managed and communicated.

5. SHAREHOLDERS ASSEMBLY



Differences in the operation of the Assembly between the minimum regime of the currently applicable legal regulations and the one defined in the bylaws and rules of the Company's Assembly

The Company has established Shareholders Assembly operation rules that surpass the minimum regime stipulated by the currently applicable legal regulations in Colombia. Among said rules, the following stand out:

- The stipulation of broader prior notice terms for summoning the shareholders to the Assembly meetings: thirty (30) common days for the ordinary meetings and fifteen (15) common days for the extraordinary meetings.
- In addition to the traditional and mandatory means established by the law, the Company must publish the summons to the Shareholders Assembly meeting on its website. Additionally, the Organization must publish all the documents and information related to each one of the matters of the agenda in order to provide the shareholders with timely and unabridged information, allowing them to make decisions and to exercise the right to request additional information or clarifications in advance according to the procedure established in the Assembly Operation Rules.
- Simultaneously to the summons or, at least, fifteen (15) common days prior to the meeting, the Proposals of Resolutions for each matter of the agenda must be made available to the shareholders.
- The agenda proposed by the Board of Directors for the meetings must contain the details of the matters that will be submitted for consideration of the shareholders, preventing thus the most important matters from being hidden or concealed under generic mentions.
- A clear and simple mechanism was established with the purpose of allowing the shareholders, regardless the size of their ownership interest, to propose the inclusion of one or more matters into the agenda.
- The shareholders can also submit, in a duly grounded manner, new Proposals of Resolutions about matters previously included in the agenda.



Measures implemented in 2016 to promote the participation of the shareholders

The Code of Good Governance and the bylaws of the Company include corporate governance measures that facilitate the participation and communication between the shareholders and the Company.

Some of the most relevant measures include mechanisms that enable the shareholders to: i) commission the execution of specialized audits; ii) demand before the Board of Directors the fulfillment of the provisions established in the Code of Good Governance; iii) ensure a fair treatment of all shareholders; iv) monitor the internal control systems; v) request to summon the shareholders to an extraordinary Assembly meeting, this, in the applicable cases and with the fulfillment of the stipulated conditions; vi) submit proposals for the election of the Board members or the External Auditor; vii) demand the External Auditor to disclose to the shareholders the relevant findings encountered in the exercise of the corresponding legal and statutory capacities; and viii) submit proposals to the Board of Directors with prior fulfillment of the established requirements.

The Shareholders Assembly Operation Rules contain procedures that allow the shareholders to propose new matters for the agenda of the Assembly meeting, present new Proposals of Resolutions, and request clarifications or additional information related to the matters that will be addressed in the Assembly meetings, among other aspects.

Information for the shareholders and communication with them

Grupo Nutresa has several communication channels available to its investors, shareholders and all other stakeholders. Through these media, the Company disclosed in a timely, clear, transparent and reliable manner all the information related to the performance of its businesses, outlooks, risks and opportunities.

The communication mechanisms used by the Organization in 2016 were the following:

- Relevant information ([www.superfinanciera.gov.co/Informacion Relevante](http://www.superfinanciera.gov.co/InformacionRelevante)).
- Management report of both the CEO and the Board of Directors, presented to the Shareholders Assembly in the meeting.
- Corporate website (www.gruponutresa.com), on which the Organization permanently, timely and amicably publishes all the information of interest for the shareholders, investors and the market in general. The website allows to continuously monitor the results of the Company and its businesses, it contains information related to the corporate governance, and it provides real-time access to the news, statements, announcements, relevant information and the behavior of the Company's stock.
- Deceval, as the keeper of the Company's Shareholders Registry Book, is in charge of answering questions and clarifying concerns related to stock exchange and over-the-counter operations, payment of dividends, certificates, among other.
- Investor Relations Support Department, which receives and resolves the requests and queries of the institutional investors. It is the permanent communication channel between the capital market and the Company.
- Official twitter account (@grupo_nutresa), which the Company uses to share news and relevant information related to its performance with the market.
- Quarterly bulletin for shareholders, which includes the results of the quarter and a summary of the accrued totals of each one of Grupo Nutresa's companies and their businesses. Additionally, the bulletin includes news on the market, the businesses and new products, as well as information regarding the behavior of the stock.

With the Information Disclosure Policy, the Organization took on the commitment of disclosing to the stock market all the information that would be of interest so that the investors can decide whether to purchase, sell or keep the securities issued by the Company.



Number of requests and matters about which the shareholders have requested information to the Company

The Investor Relations Support Department held several conferences for investors in diverse markets around the world with the purpose of explaining Grupo Nutresa's business model, answering questions, and giving response to the information requests from current or potential investors. This coverage, which is frequently carried out in the main markets, was supplemented with non-deal road shows in specific markets, by answering calls from investors, and with visits guided by the Company to the production plants or to the market.

In 2016, Grupo Nutresa attended eleven events around the world, through which it established contact with more than 368 representatives of foreign and local investors. The Company answered more than 36 calls and received 55 visits in which questions from investment funds, shareholders and investors were answered.

The operational management through Deceval in 2016 was the following:

OPERATIONAL MANAGEMENT — GRUPO NUTRESA S.A. STATISTICS — SUPPORT PROVIDED TO SHAREHOLDERS IN 2016

1. SUMMARY BY SUPPORT SERVICE CHANNEL

	Jan.	Feb.	Mar.	Apr.	May.	Jun.	Jul.	Aug.	Sept.	Oct.	Nov.	Dec.	2016 TOTAL
WRITTEN REQUESTS	11	10	27	36	13	20	14	14	9	13	5	15	187
CONTACT CENTER MANAGEMENT	5	22	71	241	81	49	60	119	55	30	20	7	760
IN-PERSON SUPPORT	-	4	9	28	16	13	5	10	8	1	1	4	99
REQUESTS VIA E-MAIL	-	1	-	-	-	-	-	-	-	-	-	0	1
TOTAL	16	37	107	305	110	82	79	143	72	44	26	26	1,047

2. SUMMARY BY TYPE OF REQUEST

	Jan.	Feb.	Mar.	Apr.	May.	Jun.	Jul.	Aug.	Sept.	Oct.	Nov.	Dec.	2016 TOTAL
CHANGE OF DEPOSITOR	5	2	10	7	4	11	3	4	4	2	1	6	59
SPECIAL OPS	-	8	6	-	1	10	1	3	4	2	2	4	41
DATA UPDATES	-	-	-	2	4	2	8	25	16	5	13	1	76
ISSUER REQUESTS	3	1	5	2	-	1	-	-	-	6	-	4	22
DIVIDENDS	3	3	2	3	3	4	7	9	5	12	1	2	54
SECURITIES CERTIFICATES	-	3	6	5	-	-	-	1	4	1	2	2	24
TAX RETURNS	-	4	48	258	62	42	41	76	33	2	-	3	569
OTHER CERTIFICATES	1	9	6	4	2	-	-	3	-	1	3	0	29
GENERAL INFORMATION	4	7	24	24	34	12	19	22	6	13	4	4	173
TOTAL	16	37	107	305	110	82	79	143	72	44	26	26	1,047

Shareholders Assembly attendance data

The ordinary meeting of the Shareholders Assembly was held on March 18, 2016, at 10:00 a.m. at the Grand Assembly Hall in the Plaza Mayor Exhibitions and Conventions Center in Medellín.

The meeting was summoned twenty-four (24) working days (thirty-two [32] common days) in advance (excluding the day of the summons and the day of the meeting). The call was published on February 14, 2016 on the Company's website, as relevant information on the Colombian Financial Superintendency's website, and on a high-circulation countrywide newspaper. The summons included the list of all the matters that would be addressed in the meeting.

Since February 26, 2016, the documents required by the law were made available to the shareholders at the address Carrera 52 No. 2-38 in Medellín. And, since the same date, the agenda for the meeting, the management report, the financial statements, the verdict of the External Auditor and the profit distribution project were published on the Company's website (www.gruponutresa.com).

The quorum of the meeting was the following:

	SHARES	NUMBER OF PEOPLE
Attorneys in fact	14,304,959	415
Shareholders (natural persons)	16,877,989	727
Shareholders (legal entities)	364,229,034	253
General total	395,411,982	1,395
<i>QUORUM</i>	85.94%	
Number of outstanding shares	460,123,458	

No extraordinary meetings of the Shareholders Assembly were summoned in 2016.



Details of the main agreements voted affirmatively

The following decisions were made in the last Shareholders Assembly meeting:

Approval of the Integrated Management Report of both the CEO and the Board of Directors of the Company, the financial statements and the verdicts of the External Auditor.

- Votes in favor: 369,869,972 shares
- Abstention: 6,674,386 shares
- Invalid votes: 0
- Votes against: 0

Approval of the profits distribution project proposed by the Administration.

- Votes in favor: 376,544,358
- Abstention: 0
- Invalid votes: 0
- Votes against: 0

Election of the members of the Board of Directors for the statutory April 2016–March 2017 term.

- Votes in favor: 351,286,746 shares
- Abstention: 22,476,119
- Invalid votes: 0
- Votes against: 2,781,493

Election of the Company's External Auditor for the statutory April 2016–March 2017 term.

- Votes in favor: 376,544,358
- Abstention: 0
- Invalid votes: 0
- Votes against: 0

Determination of professional fees for the Board of Directors.

- Votes in favor: 376,544,358
- Abstention: 0
- Invalid votes: 0
- Votes against: 0

Determination of the fees for the External Auditor.

- Votes in favor: 376,544,358
- Abstention: 0
- Invalid votes: 0
- Votes against: 0

Allocation of the Wealth Tax against the Capital Reserves.

- Votes in favor: 376,544,358
- Abstention: 0
- Invalid votes: 0
- Votes against: 0



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