

GRUPO NUTRESA S.A. CORPORATE GOVERNANCE CODE

ARTICLE 9- THE BOARD OF DIRECTORS, SECTION E) OPERATING RULES

• **Qualities**

The Company's Board of Directors will be made up of seven (7) members who will have no labor ties with the Company.

• **Requirements**

To be a member of the Board of Directors, the applicant must:

- Have a professional title and have high level studies in academic areas germane to the position as a member of the Company's Board of Directors;
- Have at least ten (10) years of experience related to economics in general or in high-level public positions or chief officer positions in medium-sized or large companies or in academic activities of research or teaching in such fields;
- Be well known for his or her honesty, straightforwardness, and good reputation while filling the public or private positions.
- Have analytical and managerial skills, ability to evaluate top-management charts, knowledge of the industry, corporate governance, international experience and crisis management.

• **Principles regarding the Behavior of Board of Director members**

The principles below will govern the behavior and actions of the members of the Board of Director, aimed at enabling the Board to act in an objective, straightforward, efficient and autonomous manner.

- **Objectivity and Independence:** Each member of the Board of Director represents the interest of the Company; his or her decisions shall be impartial and they shall not seek the benefit of one (1) or more shareholders in particular.
- **Good Faith:** The Board members will perform their duties in a straightforward, honest manner, with due diligence and care.
- **Fairness:** The decisions made by the Board of Directors must benefit all Company

shareholders under equal conditions.

- **Legality:** While performing their duties, the Board members will ensure compliance with the law, the Bylaws, the Code of Corporate Governance and the other Company regulations.
- **Impartiality:** The members of the Board of Directors will always loyally attend the general interest of the companies that comprise the *Grupo Empresarial* leaving aside their personal, professional or trade interests.

- **Disqualifications**

The following persons may not be Board of Director members:

- Individuals who have been sentenced by a court and deprived of their liberty, except in the case of intentional crimes.

- **Incompatibility**

While performing their duties, Board of Director members may not:

- Have a relation to provide services for, be an advisor, or have a direct or indirect interest in a company (or in its Parent Company or in a subordinate company thereof) that carries out business activities that compete against any of the businesses of the *Grupo Empresarial* or a company that belongs to any groups of companies that have investments in sectors that represent competition for any of the companies of *Grupo Empresarial*, or companies in which said groups have investments.
- Carry out activities that in some manner hinder them from performing their duties according to the principles set forth in this regulation.

- **Obligations**

- According to the principles set forth in these regulations, perform the duties proper to the position set forth by law, the Company Bylaws, the Code of Corporate Governance, and other applicable rules and regulations.
- Keep the information and documentation to which they have access while performing their duties strictly confidential, refrain from using it for their own gain or for third-party gain, mainly the information and documentation directly or indirectly related to the strategic plans of *Grupo Empresarial*, its Parent Company and its subordinate companies, even after they have ceased to perform their duties as members of the Board of Director.
- Attend the Board and Committee meetings to which they belong upon summons

and participate in them according to the principles set forth herein.

- Loyally respect and defend the interests of the *Grupo Empresarial*.
- Avoid situations that represent a conflict of interests or those that generally affect the performance of their duties with the Company, whether such situations are personal, business or family oriented.
- Inform the Company of any situation that may represent a conflict of interest with the Company or its subordinate companies and abstain from attending, intervening in, and voting on the deliberations regarding such matter.

• **Rights**

- Receive the remuneration set by the Shareholders' Assembly.
- Receive on a timely basis the information and documentation needed to perform their duties in an informed, responsible manner, except for affairs that are confidential, pursuant to law, the Code of Corporate Governance or the Bylaws.
- When a member of the Board of Directors is elected for the first time, sufficient information for him or her to have specific knowledge about the Company and the sector in which the Company operates will be available, as well as information related to the responsibilities, obligations, and attributions derived from the position.
- Have the support of internal or external experts when necessary.

• **Prohibitions**

- Not perform the duties proper to the position or those stipulated by law, in the Bylaws or in the Code of Corporate Governance.
- Act against the principles set forth herein.
- Conceal information or facts that reveal a situation of incompatibility, disqualification or conflict of interests, whether regarding the Board of Director members or third parties.
- Give information on or permit access by third parties to documents that contain confidential information regarding any *Grupo Empresarial* company.
- Use corporate assets for personal purposes or to benefit third parties.

• **Functioning**

The Board will meet at least once a month and when summoned by the Board itself, by the Company Chief Executive Officer, by the Fiscal Auditor or by two (2) board members acting as principal members. The members of the Board must attend at least 75% of the meetings held during the year.

- The Board will have the power to deliberate when four (4) of its members are present. Decisions will be made with a favorable vote of the majority of those present, except when the Bylaws or legal rules and regulations demand a special majority.
- In the event of a tie when voting upon propositions or resolutions, such propositions or resolutions will be understood as rejected. If the tie should occur regarding an appointment, the applicants who have obtained the same number of votes will immediately be rejected and the Board will proceed to ask for the postulation of a new applicant.
- The Board of Directors will elect a Chairman from among its members, who must be an independent member. The Chairman of the Board will have the following functions:
 - ✓ Ensure that the Board of Directors established and efficiently implements the strategic management of the Company.
 - ✓ Encourage the governance action of the Company, acting as a liaison between the shareholders and the Board of Directors.
 - ✓ Coordinate and plan the operation of the Board of Directors through the establishment of an annual work plan to be approved by the Board and establish the strategic topics to be dealt with throughout the year in an orderly manner and facilitate the determination of a reasonable number of regular meetings and their estimated duration. The plan must provide at least one (1) meeting that will monitor the strategic plan of the Company.
 - ✓ Convene ordinary meetings directly or through the Secretary of the Board, and extraordinary meetings when deemed necessary.
 - ✓ Prepare the Agenda of the meetings, in coordination with the Company's Chief Executive Officer, the Secretary of the Board and other members, using a structure to follow a logical order to present issues and debates.
 - ✓ Ensure the timely delivery of information to members of the Board of Directors, directly or through the Secretary of the Board.
 - ✓ Preside over the meetings and manage discussions.
 - ✓ Ensure the implementation of the agreements of the Board of Directors and monitor their orders and decisions.
 - ✓ Monitor the active participation of the members of the Board.
 - ✓ Lead the annual evaluation process of the Board and its Committees, except its own evaluation.
 - ✓ Attend the Boards' support committees when deemed appropriate.
 - ✓ Advise the Company Chief Executive Officer when so requested.
 - ✓ Serve as representative of the independent members of the Board of Directors.
 - ✓ Convene independent members to meet at least twice (2) a year. The Company

Chief Executive Officer will attend one (1) of these meetings, and the topics dealt with will be recorded in minutes.

- ✓ Prior to the meeting of the Shareholders' Assembly, and with the support of the Appointment and Remuneration Committee, coordinate the process to conform the Board of Directors, pursuant to the election procedures established in the Bylaws and the Corporate Governance Code.
- In the cases and pursuant to the requirements set forth by law, Board deliberations and decisions may be made through simultaneous or successive communication among its members, verbally by telephone or using any other form that is proper for transmitting and receiving audible messages or visual images, such as e-mail, provided that proof or certification of such communication is kept.
- Also, valid decisions may be made using written distance vote by all its current members, whether they be made in one document or in separate documents, clearly stating how each member has voted, providing that—under penalty of ineffective decisions—the document or documents are received by the Company's Legal Representative in a maximum term of one (1) month after the date of the first communication received.
- All meetings in which physical presence is required will be documented in minutes that will be kept in a Minutes Ledger registered at the Chamber of Commerce in the city where the company domicile is located, pursuant to law and to the Bylaws; said minutes will be signed by the Advisors who attended the meeting described in the minutes, as well as by the Legal Representative and the Company Secretary. Minutes of meetings in which physical presence is not required must be prepared and recorded in the corresponding Minutes Ledger within the thirty (30) days after the date on which an agreement is reached and will be signed by the Legal Representative and by the Company Secretary.
- For the proper performance of the duties of the Board of Director members, the Company Chief Executive Officer will make known, at least five (5) days prior to the meeting, the information relevant to decision making, either physically or electronically, according to the Agenda contained in the summons. Such information shall rest in the offices of the Company Chief Executive Officer.
- Without prejudice to the provisions set forth in Article 2 herein, the Advisors must inform the Board of Directors of the direct or indirect relations that they have with one another or with the Company or with suppliers, clients or any other stakeholder, from which situations of conflict of interest may be derived or situations that may influence their opinion or vote.
- The management and performance of the Board of Directors and its Committees will be evaluated as follows:
 - ✓ Annually, through a self-evaluation process, the results of which will be analyzed by the Corporate Governance and Board Issues Committee; and

- ✓ Through an external evaluation conducted by an independent firm, with the frequency determined by the Board. A summary of the result of said evaluation will be published on the Company Webpage and will be taken into account by the Board of Directors to implement improvement plans.
- Upon request by any of its members, the Board of Directors may contract an external advisor to contribute elements of judgment needed to make certain decisions, under the following conditions:
 - ✓ The topic for which the advisor is sought is unknown to all of the Board members and the Company does not have an officer or advisor who is versed in the matter.
 - ✓ The external advisor has the professional background and experience needed to handle the matter.
 - ✓ The advisor must commit to keeping the topics on which he/she/it was consulted confidential as well as the information that was delivered and the result of the assessment.

The remuneration of the external advisors contracted will be determined according to the market parameters and the responsibilities assumed, for which the Company will allocate an item in its annual budget for such type of contracting.

- The Board of Directors will have the following Support Committees, to assist it in its management. The functions of the different committees are indicated in Article 10 herein:
 - ✓ Finance, Audit and Risk Committee
 - ✓ Appointment and Retributions Committee
 - ✓ Corporate Governance and Board Issues Committee
 - ✓ Strategic Planning Committee