



## **APPOINTMENTS AND REMUNERATION COMMITTEE REPORTS ON THE BOARD OF DIRECTORS**

In fulfillment of its functions, the Committee evaluated the proposal presented by one shareholder to integrate the Board of Directors for the period April 2019 - March 2020, in which the shareholder recommends to re-appoint the seven current members and appoint a new member, in attention to the amendment of Bylaws presented. Accordingly, the Committee issues the following reports:

### **a. Report on the current Board Members whose re-appointment has been proposed**

All seven members of Grupo Nutresa's Board of Directors, whose re-appointment is proposed for the period April 2019 - March 2020, possess the skills and experience required by the Company's By-Laws and Code of Corporate Governance in order to properly exercise their functions as members of Grupo Nutresa's Board of Directors. They also possess the skills required to ensure an efficient level of performance on the part of this governing body in ensuring that the Company's strategic objectives are duly fulfilled. In 2018, all board members fully complied with the functions inherent to their positions and amply demonstrated their commitment to the responsibilities that this entails.

Each member of the Board demonstrated an appropriate level of dedication in effectively complying with their functions. Nine of the twelve meetings held during the period were attended by 100% of its members. Board meeting attendance averaged out at 96.42%.

Meeting attendance on the part of the members of the Board Committees in 2018 is broken down as follows:

- The Finance, Audit and Risk Committee met on 5 occasions and all of its members attended 88% of the meetings.
- The Appointments and Remuneration Committee met on 2 occasions and all of its members attended all of these meetings.
- The Corporate Governance and Board Affairs Committee met on 2 occasions and all of its members attended all of these meetings.
- The Strategic Planning and Sustainability Committee met on 2 occasions and all of its members attended all of these meetings.



**b. Report on the new candidate presented to integrate the Board of Directors for the period April 2019 – March 2020**

Regarding one shareholder’s proposal for the election of the Board of Directors, the Committee has evaluated the curriculum vitae of Mr. Jorge Mario Velasquez Jaramillo and has verified that he fully complies with the requirements stipulated in the Code of Corporate Governance to become a member of the Board of Directors, as an equity member. He does not incur in any incompatibility or inability foreseen in the Code, and he complies with the professional career, academic background and work experience requirements to duly perform its functions as a member of the Board.

A brief summary of Mr. Jorge Mario Velasquez is presented below:

<b>Current position</b>	<b>Previous experience</b>	<b>Education</b>
President of Grupo Argos S. A.	President - Cementos Argos S. A.	Civil engineer – Escuela de Ingeniería de Antioquia
	Vice-president of Logistics – Cementos Argos S. A.	Postgraduate studies on Industrial Operations, with emphasis in the cement industry – England
	CEO - Cementos del Nare S. A.	Participated in the CEO’s Management Program at Kellogg School of Management and in the Supply Chain Strategies Program at Stanford University.
	President - Cementos Paz del Rio	Attended some training programs at Harvard University and Berkley University of California.
	Regional Vice-president - Cementos Argos S. A.	Graduate of the Senior Government Program of the School of Government at Los Andes University



The Appointments and Remuneration Committee reviewed the desirable abilities and characteristics for the Board of Directors as a collegiate administrative body and the existing gaps among the ideal profiles and the current profiles of the Members, and recorded in a matrix the presence of the desired characteristics in each Member. The aforementioned matrix is published at the Company's website, and it contains the desired abilities and characteristics for the Board Members and the compliance with those by the current Members whose re-appointment is proposed.

With regard to the new candidate proposed to integrate the Board of Directors for the period April 2019 – March 2020, it was verified that he complies with all the requirements.