



Grupo Nutresa S.A.

Carrera 43A No. 1A Sur - 143

Phone number: (574) 266 97 35

Fax number: (574) 268 18 68

Medellín – Colombia

TIN number: 890.900.050-1

**PROPOSALS OF RESOLUTIONS
SHAREHOLDERS ASSEMBLY
EXTRAORDINARY MEETING SCHEDULED FOR FEBRUARY 24TH, 2022**

The following matters shall be addressed by the Assembly during the upcoming extraordinary meeting:

1. Appointment of commissioners for the approval of the meeting minutes.

The Shareholders Assembly shall address all matters related to the election of a commission formed by three Assembly meeting attendees for them to review and approve the meeting minutes. This commission shall also be in charge of supervising the vote count.

2. Decision on the authorization required by several members of the Company's Board of Directors due to potential conflicts of interest regarding the deliberations and decisions on the takeover bid made by JGDB Holding S. A. S. for ordinary shares of Grupo Sura S. A., as follow:

- i. Decision on the authorization for Mr. Gonzalo Alberto Pérez R.*
- ii. Decision on the authorization for Mr. Jorge Mario Velásquez J.*
- iii. Decision on the authorization for Ms. Juana Francisca Llano C.*
- iv. Decision on the authorization for Mr. Jaime Alberto Palacio B.*

The Shareholders Assembly shall address all matters related to the authorizations required by several members of the Company's Board of Directors who have informed about potential conflicts of interest regarding the takeover bid made by JGDB Holding S. A. S. for ordinary shares of Grupo Sura S. A. considering the following premises:

- a) Based on the provisions of the Company Bylaws, the Board of Directors is the governance body authorized to deliberate and decide whether Grupo Nutresa S. A. shall or shall not accept the takeover offer.*
- b) Several directors have informed the Company about having potential conflicts of interest related to the takeover bid, namely Ms. Juana Francisca Llano, Mr. Gonzalo Alberto Pérez, Jorge Mario Velásquez, and Mr. Jaime Alberto Palacio.*
- c) According to the provisions of section 7, Article 23, Law 222 of 1995, the Shareholders Assembly is the governance body that has the faculties to authorize the members of the Board of Directors who have stated potential*



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conflicts of interest to make deliberations and decisions, provided that the act does not damage the Company's interests.

Thus, the following proposals are submitted to the Shareholders Assembly for its consideration:

FIRST: Not to authorize Mr. Gonzalo Alberto Pérez R. to deliberate and decide on the takeover bid.

SECOND: Not to authorize Mr. Jorge Mario Velásquez J. to deliberate and decide on the takeover bid.

THIRD: Not to authorize Ms. Juana Francisca Llano C. to deliberate and decide on the takeover bid.

FOURTH: Authorize Mr. Jaime Alberto Palacio B. to deliberate and decide on the takeover bid.