



## **RELEVANT INFORMATION**

**SUBJECT:** Shareholders decisions

**DATE:** March 26, 2019

*During its meeting held on March 26th, 2019, the Shareholders of Grupo Nutresa decided to approve the following:*

- 1. The Management Report from the Company's Chief Executive Officer and Board of Directors.*
- 2. The Company's financial statements for year-end 2018.*
- 3. The Statutory Auditor's Reports.*
- 4. The Proposed Dividend Distribution:*

## **DIVIDEND PROPOSAL**

**FIRST:** *To take from 2018's non-taxable profits, which amount to \$510.161.478.339,00, the amount of \$281.595.556.296,00 for the payment of the dividend indicated in the following ordinal.*

**SECOND:** *To declare a monthly dividend of COP\$51,00 per share between April 2019 and March 2020 inclusive, on 460,123,458 outstanding shares, for a total dividend of \$281.595.556.296, to be paid between the 15th and 25th day of each month. Any share transactions carried out between the first (1st) payment day and the four (4) trading days preceding this day do not include the right to collect the corresponding dividends.*

**THIRD:** *To allocate to the "Profit Reserve for Free Disposal by the Shareholders' Meeting" the amount of COP\$228.565.922.043,00.*



5. *The Amendment of the Board of Director's Succession Policy which consist in the inclusion of the following paragraph:*

*"In diversity matters, a balance in the composition of the Board of Directors will be promoted, in aspects such as gender, age, race, nationality and experience. On a periodic basis, the Board's Corporate Governance and Issues Committee will review the matrix of desired profiles for the composition of the Board of Directors, to keep it updated, aiming to ensure that the characteristics and abilities of its members are complimentary and contribute to execute Company's strategy".*

6. *The amendment of articles 63, 70 and numeral 2 of article 71 of the Company's Bylaws. The text of these articles would be as follows:*

**ARTICLE 63.** *The Board of Directors shall be made up of eight (8) members or counselors, all of whom are appointed by the Assembly of Shareholders for periods of one (1) year, but who may be reappointed indefinitely, and freely relieved from their duties at any time by the Assembly of Shareholders.*

**PARAGRAPH.-** *Out of the eight (8) members or counselors, a minimum of three (3) shall have an independent status, and this shall be verified and reported to the Assembly of Shareholders by the person chairing the meeting at which the corresponding appointments are made.*

**ARTICLE 70.** *The Board of Directors shall meet whenever the Board, the Chief Executive Officer, the Statutory Auditor or two members shall call for a meeting. Notice of extraordinary meetings shall be given at least one day beforehand; however, whenever all the members are present, they may validly discuss matters regardless of the venue and may adopt decisions without the need for any prior notice to be given.*

**PARAGRAPH.** *Meetings to be attended in person shall be held at the Company's registered place of domicile or wherever this same Board of Directors should convene.*

**ARTICLE 71.** *The actual functioning of the Board of Directors shall be governed by legal provisions and by the following special rules and regulations:*

2. *The Board of Directors shall be able to discuss matters with the presence of five (5) of its members and this same majority shall be required to approve all decisions made, except when these bylaws or legal provision require a special majority vote.*



7. *The appointment of the following members of the Board of Directors for the period beginning in April 2019 and ending in March 2020:*

<b>NAME</b>	<b>STATUS</b>
<i>MAURICIO REINA ECHEVERRI</i>	<i>Independent Member</i>
<i>ANTONIO MARIO CELIA M.</i>	<i>Independent Member</i>
<i>JAIME ALBERTO PALACIO BOTERO</i>	<i>Independent Member</i>
<i>CIPRIANO LÓPEZ GONZÁLEZ</i>	<i>Independent Member</i>
<i>DAVID EMILIO BOJANINI GARCÍA</i>	<i>Equity Member</i>
<i>MARÍA CLARA ARISTIZÁBAL RESTREPO</i>	<i>Equity Member</i>
<i>GONZALO ALBERTO PÉREZ ROJAS</i>	<i>Equity Member</i>
<i>JORGE MARIO VELÁSQUEZ JARAMILLO</i>	<i>Equity Member</i>

8. *The appointment of PWC Contadores y Auditores Ltda., as the Company's Statutory Auditing firm for the period beginning on April 1, 2019 and ending on March 31, 2020.*
9. *The fee for the Board of Directors of COP\$7,600,000 payable for each meeting or committee, and other expenses for a maximum cost of COP\$1.170.000.000, for the period beginning on April 1, 2019 and ending on March 31, 2020.*
10. *The monthly fee for the Statutory Auditing firm of COP\$7.196.621 payable from April 2019 to March 2020.*