



Grupo Nutresa S.A.
Carrera 43A No. 1A Sur 143 Teléfono: (574) 266 97 35
Fax: (574) 268 18 68
Medellín – Colombia NIT 890.900.050-1

PROPOSALS TO BE SUBMITTED FOR THE CONSIDERATION OF THE GENERAL ASSEMBLY OF SHAREHOLDERS AT THE UPCOMING ANNUAL SHAREHOLDERS' MEETING TO BE HELD ON MARCH 21ST, 2023

1. Discussing and approving the Management Report from the Company's Chief Executive Officer and the Board of Directors

The Management Report from the Company's Chief Executive Officer and Board of Directors shall be submitted for the consideration of the General Assembly of Shareholders.

2. Discussing and Approving the Company's Financial Statements.

The Company's financial statements for year-end 2022 shall be submitted for the consideration of the General Assembly of Shareholders. The financial statements can be found on the following link: <https://gruponutresa.com/en/investors/quarterly-results/?yr=2022&tr=4>

3. Discussing and Approving the Proposed Dividend Distribution and the Setting up of Reserves.

The Board of Directors of Grupo Nutresa S. A., in its meeting held on February 23rd, decided that it shall submit a proposal to the Shareholders' Meeting for its approval, which contemplates:

Of the net profit of COP 883.029 million, to distribute a total of COP 618.135 million, which corresponds to an annual dividend per share of COP 1.350,36, payable as follows:

- An ordinary monthly dividend per share of COP 96,45; for a total of COP 529.807 million.
- An extraordinary quarterly dividend per share of COP 48,24 in the months of June, September, and December of 2023, and March of 2024; for a total of COP 88.329 million.

The proposed dividends represent an increase of 42,4% compared to the current monthly dividend of COP 79,00, which equals to COP 948,00 per year.



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The complete text of the proposal that will be submitted to the Shareholders' Meeting is the following:

**ANNUAL SHAREHOLDERS' MEETING
MARCH 21st, 2023
DIVIDEND PROPOSAL**

FIRST: *Allocate from the net income of the year 2022, which amounts to COP 883.029.291.375, the non-taxable amount of COP 577.453.575.475, in order to pay the dividend stipulated within the third paragraph.*

SECOND: *To take from the "Occasional Reserve for Free Disposal by the Shareholders" the non-taxable amount of COP 40.681.639.788, for the payment of the dividend referred to in the following paragraph.*

THIRD: *To declare an annual dividend of COP\$1.350,36, payable as follows:*

- *An ordinary monthly dividend per share of COP 96,45, to be paid between the 15th and the 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.*
- *An extraordinary quarterly dividend per share of COP 48,24, to be paid between the 15th and the 25th day of the months of June, September and December of 2023, and March of 2024. 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*

FOURTH: *To place the amount of COP 305.575.715.900 in the "Occasional Reserve for Free Disposal by the Shareholders".*

4. Statutory Auditor's Report.

The Board's Auditing Committee evaluated the performance of the external auditing firm, PWC Contadores y Auditores Ltda. (PWC), for the period 2022-2023, as well as the work proposal presented by this same firm for the period 2023-2024.

This evaluation covered the following aspects:

1. *The suitability and experience offered by this firm and the individuals appointed to carry out this work.*



2. *The application of well-recognized international standards to ensure top quality auditing work.*
3. *The scope of the work planning function, the methodology used and the staff appointed by the firm to carry out the work involved.*
4. *Public credibility and trust.*
5. *The added value provided.*
6. *Swift and efficient performance.*
7. *The cost-benefit ratio.*
8. *Fee proposal 2023-2024.*

This Committee concluded that PWC scored an excellent performance in 2020 and that it complies with the abovementioned aspects. Likewise, the Committee considered that PWC possesses extensive knowledge of both the Organization and its business; offers a wide range of services of an excellent quality; under the features and professionalism that Grupo Nutresa S.A. requires for this function; and attends to the Company's specific needs in an immediate and efficient fashion.

Bearing in mind the conclusion reached with the aforementioned evaluation and as suggested by this Board Committee, the Board of Directors shall propose that the General Assembly of Shareholders re-appoint PWC as the Company's Statutory Auditing firm for the period beginning on April 1, 2023 and ending on March 31, 2024.

5. Fixing of the Board of Directors' monthly fee.

The Appointment and Remuneration Committee shall propose that the General Assembly of Shareholders approve a monthly fee for the Board of Directors of COP \$9,946,000 payable from April 2023 to March 2024.

Likewise, and taking into account these fees and other compensation factors, the proposal will include a maximum annual cost for the Board of Directors of COP \$ 1,680,000 million.

6. Fixing of the External Auditor's monthly fee

The Auditing Committee shall propose that the General Assembly of Shareholders approve a monthly fee for the Statutory Auditing firm of COP \$9,068,762 payable from April 2023 to March 2024.