



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

## **RELEVANT INFORMATION**

**SUBJECT:** *Decisions made by the Shareholders' Assembly*

**DATE:** *March 17, 2025*

*The Shareholders' Assembly of Grupo Nutresa S. A., in its ordinary meeting held today, approved the following:*

- 1. The **Management Report of the President and the Board of Directors of the Company.***

*The Management Report was approved with the favorable vote of 100% of the shares present at the meeting.*

- 2. The **Financial Statements as of December 31, 2024.***

*The Financial Statements were approved with the favorable vote of 100% of the shares present at the meeting*

- 3. The **Profit Distribution Project**, consisting of distributing the total net profit of the separate financial statements, which is COP 750,442,524,730, as follows: (i) transfer COP 347,000,000,000 to the "Reserve for Share Repurchase"; and (ii) the remaining amount, COP 403,442,524,730, to the "Reserve at the disposal of the Shareholders' Meeting."*

*This decision was approved with the favorable vote of more than 99.95% of the shares present at the meeting.*

- 4. The appointment of PWC Contadores y Auditores Ltda. (PWC) as the **Statutory Auditor** for the period from April 2025 to March 2026.*

*The appointment of the Statutory Auditor was approved with the favorable vote of 100% of the shares present at the meeting.*

- 5. The **fees for the members of the Board of Directors** amounting to COP 13,000,000 per month for the period from April 2025 to March 2026, regardless*



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*of the number of meetings of the Board and support committees held during the respective month. The fees will be paid to the members of the Board, except for Jaime Gilinski and Gabriel Gilinski, who have decided to participate in the Board without receiving compensation.*

*This decision was approved with the favorable vote of 100% of the shares present at the meeting.*

- 6. The fees for the Statutory Auditor amounting to COP 10,425,681 per month, payable from April 2025 to March 2026.*

*The fees for the Statutory Auditor were approved with the favorable vote of 100% of the shares present at the meeting.*

- 7. The **Share Buyback Project** for up to 4,580,000 shares, equivalent to 1% of the total outstanding shares of the Company, at a price of COP 130,000 per share, and for this purpose: (i) the Board of Directors was authorized to allocate up to COP 594,400,000,000 to make one or more share buyback offers throughout the remainder of 2025, charged to the Share Buyback Reserve, provided that the shares to be acquired are fully unencumbered and in compliance with applicable regulations regarding share trading on the stock market; (ii) the Board of Directors was authorized to approve a General Share Buyback Regulation in furtherance of this decision; (iii) the Board of Directors was authorized to use the Share Buyback Reserve according to its purpose; and (iv) the Company's Legal Representative was authorized to execute all legal acts or contracts necessary to complete the Share Buyback Project.*

*This decision was approved with the favorable vote of 100% of the shares present at the meeting.*

- 8. The **international debt operation** for USD 2,000 million with five international banks, including (i) the subscription of the credit agreement and other related documents; (ii) the ratification of all discussions and decisions taken by all members of the Board of Directors of the Company regarding the Credit Agreement, the Term Deposit, the Pledge Agreement, and the International Bond; (iii) the ratification of all acts and contracts entered into by the Company's legal representatives concerning the Credit Agreement and, generally, the debt operation to which the credit agreement refers, as well as the Term Deposit, the Pledge Agreement, and the International Bond; (iv) the unlimited investment of the funds obtained under the Credit Agreement in*



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*financial instruments, and generally, any investment or operation using such funds, and allocating them to the purposes specified in the Loan Agreement; (v) the pledge or establishment of any type of guarantee on the economic rights derived from term deposits and fixed-term deposits or from the financial instrument created with the funds disbursed under the Loan Agreement; (vi) the issuance and placement of bonds by the Company, with the funds raised to be used for repaying the amount owed under the Credit Agreement and for other uses or authorizations specified in the issuance documents; (vii) instructing all Board members to adopt all necessary decisions to implement the decisions taken by the Shareholders' Assembly regarding the debt operation formalized through the Credit Agreement, the Term Deposit, the Pledge Agreement, and the International Bond; (viii) the waiver of any potential conflict of interest related to all members of the Board and the Company's legal representatives regarding the debt operation; (ix) the acknowledgment that the information provided has been sufficient and clear, allowing the Shareholders' Assembly to determine that the authorized acts and operations do not harm the interests of the Company or have the potential to cause damage.*

*These decisions were approved with the favorable vote of more than 99.95% of the shares present at the meeting.*

*The Shareholders' Assembly has the authority to make decisions on the matters submitted for its consideration.*

*All corresponding processes and corporate authorizations were carried out to hold the ordinary meeting of the Shareholders' Assembly of the Company.*