



PROCEDURE FOR THE ELECTION OF CANDIDATES TO THE BOARD OF DIRECTORS

Almacenes Éxito S.A. Board of Directors Whereas

First: Pursuant to Article I of Almacenes Éxito S.A. Board of Directors Election and Succession Policy approved by the General Shareholders' Meeting at its ordinary session on March 17, 2015, the Board of Directors, through its Chairman and with the support of the Appointment, Remuneration and Corporate Governance Committee, is the most suitable body to centralize and coordinate the process of forming the Board of Directors prior to the Ordinary General Meeting

Second: Pursuant to the provisions of Article 30 of the Company Bylaws, Directors shall be designated for two (2) year periods;

Third: The Appointment, Remuneration and Corporate Governance Committee has prepared the recommendations necessary for this decision;

Resolves

Chapter I: Procedure

First. The Deadline for Appointing Candidates. Shareholders may present their lists of candidates to form the Board of Directors starting on the day the announcement is published, submitting it to any General Meeting of Shareholders that has scheduled an election of Board of Directors members on its agenda, and up until: (i) the ten (10) business days prior to the the meeting for ordinary meetings, and (ii) the ten calendar days prior to the meeting, for extraordinary meetings

Similarly, Shareholders that intend to appoint lists of names jointly with other Shareholders may avail themselves of the same term to conduct said negotiations. In any case, they shall present the agreements reached to appoint candidates and the lists resulting from said agreements before the term expires

Second. Appointing Candidates. Shareholders who wish to appoint candidates, individually or jointly, or appoint themselves, shall submit a written notice to the Board of Directors with the names of the candidates who will form the list of independent members and the list of non-independent candidates, along with the following documents for each candidate:

- i. Résumés of the candidates which must include at least their education, professional and job experience, and the Boards of Directors or collegiate bodies they have belonged to or are currently a part of.



ii. Letter written by the candidate expressing:

- His or her acceptance of being included on the list of candidates and the position if elected;
 - Any relations, connections and potential conflicts of interest in which he or she may or could be involved in relation to Almacenes Éxito, its main shareholders and/or its subsidiaries; or lack thereof;
 - Independent Board member candidates shall include declaration of independence with respect to Almacenes Éxito, its controlling or significant shareholders and its related parties, both domestic and foreign, and the Pension Fund Management Firms;
- iii. A photocopy of his or her citizenship ID, alien ID card or passport.

This communication must be sent to the following email: junta.directiva@grupo-exito.com and include the identification of the shareholder or shareholders who are submitting the respective list for consideration, the number of shares corresponding to the respective shareholder or shareholders, address, telephone number and other contact information of the respective shareholders.

In the event that current Board of Directors members are appointed as candidates, it will not be necessary to present the documents described in section one of this article, since they are already held by the Company.

The proposed lists shall include at least three candidates to independent members, in compliance with the provisions of Law 964 / 2005.

The lists of candidates that are presented, must ensure the diversity of its members, both in professional and academic aspects, as in personal, such as gender, nationality, age, race, among others, in order to ensure complementarity of the proposed candidates.

Third: Evaluating Candidates. Candidates proposed by Shareholders shall be individually evaluated by the Appointment, Remuneration and Corporate Governance Committee, verifying that they meet each of the aspects and requirements contained in Articles Four, Five and Six of the Board of Directors Election and Succession Policy, as well as any other requirement that may be relevant to the specific election in the opinion of the Board of Directors.

Candidates to independent members of the Board of Directors shall fulfill the independence requirement stipulated in paragraph two of Article 44 of Law 964 / 2005 regarding the issuer, its controlling or significant shareholders and its related parties, both domestic and foreign.

The Appointment, Remuneration and Corporate Governance Committee shall prepare a report on each candidate, which shall be presented to the Board of Directors so it can conduct a final, decisive evaluation of the list of candidates it will recommend to Shareholders to form the Board of Directors. To that end, the Board of Directors shall ensure that the candidates it recommends, considered as a whole, fulfill the necessary requirements pursuant to the provisions of Article Seven of the Board of Directors Election and Succession Policy, taking into account the diversity of the different proposed lists.



The results of said evaluation shall be published on the web page www.grupoexito.com.co/inversionistas prior to the date on which the General Meeting of Shareholders is held, as follows: (i) five (5) business days for ordinary meetings, and (ii) five calendar days for extraordinary meetings

Chapter II Candidates' Functional Profiles

Fourth. The Composition of Candidate Profiles. Pursuant to Article Two of the Board of Directors Election and Succession Policy, and in the opinion of the Board of Directors, candidates must meet the following profiles:

4.1. Functional Profile.

- Professional education and complementary university studies in areas related to: accounting, engineering, economy, finance, administration, corporate strategy, risk management, control, corporate governance, law and regulatory compliance, audits, information and capital markets technology. This knowledge must be accredited by means of work experience, academic studies, research work or publications on such matters.
- Experience as member of Boards of Directors, Managing Boards or any other executive governing body.
- Ample experience (minimum of 5 years) or knowledge of strategic management, finance, human resources, socio-economic analysis or knowledge complementary or related to retail, real estate, e-commerce, mobile telephony, trips, insurance, financial retail, logistics or transportation is desirable.
- International training is desirable.
- Fluency in English.

4.2. Personal Profile

- Leadership, administration and management skills
- Capacity to influence and persuade
- Communication
- Teamwork
- Respect diversity and promote inclusion
- Excellent reputation in the personal and professional fields
- Public recognition of his or her ethical and moral integrity
- Enough time availability to fulfill commitments and responsibilities related to the position
- Actions show recognition and respect of stakeholders..

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