



Envigado, February 28, 2017

PROPOSAL TO AMEND THE COMPANY BYLAWS

Almacenes Éxito S.A. hereby informs its shareholders and the market in general that in compliance with the legal dispositions in force and in particular in accordance with the provisions of article 5.2.4.1.5 of Decree 2555 of July 15, 2010, during a meeting held yesterday, the Board of Directors approved the proposal to reform the Company Bylaws to be submitted for approval at the Ordinary General Meeting of Shareholders to be held on Friday, March 31, 2017, at 8:00 a.m. at Carrera 48 No. 32 B South - 139, on the fifth floor of the Gustavo Toro Quintero building in the city of Envigado, Antioquia.

The text detailing the proposal to amend the Company Bylaws is attached.

Yours sincerely,

Signed
Manfred Heinrich Gartz
Registered Agent

**PROPOSAL TO AMEND THE COMPANY BYLAWS
ALMACENES ÉXITO S.A.**

Original Article	Proposed Text	Justification
<p>Article 4 - Corporate purpose. - The social enterprise or constitutive business of the company's purpose consists of the following:</p> <p>a) The acquisition, processing, transformation of and, in general, distribution and sale under any trading figure, including the funding thereof, all kinds of goods and products, sourced domestically or internationally, including pharmaceutical, medical or similar supplies, sold on a wholesale or retail basis, physically or online. Additionally, it corresponds to the provision of complementary services such as granting loans for the acquisition of goods, the provision of insurance, performing drafts and remittances, the provision of mobile services, offering travel and tourism packages, repair and maintenance of personal property, conducting procedures, and delivery under lease or under any other title of premises or commercial spaces in stores, galleries and shopping centers. (...)</p>	<p>Article 4 - Corporate purpose. - The social enterprise or constitutive business of the company's purpose consists of the following:</p> <p>a) The acquisition, processing, transformation of and, in general, distribution and sale under any trading figure, including the funding thereof, all kinds of goods and products, produced either locally or abroad, including pharmaceutical, medical or similar supplies, sold on a wholesale or retail basis, physically or online. Additionally, it corresponds to the provision of complementary services such as granting loans for the acquisition of goods, the provision of insurance, performing drafts, remittances and activities of support to an operator of postal services of payment duly authorized and registered by the Ministry of Information and Communication Technologies; the provision of mobile services, offering travel and tourism packages, repair and maintenance of personal property, conducting procedures, and delivery under lease or under any other title of premises or commercial spaces in stores, galleries and shopping centers.</p>	<p>Amend the Corporate Purpose of the company, in relation to new tendencies in forms of association and new business areas that the company is expanding into, including that of the postal payments (Resolution 3680 of 2013) and real estate services.</p>

	(...)	
<p>d) To establish, fund, promote and compete with other natural or legal persons in the establishment of companies or businesses whose core activity is the manufacture of goods, merchandise, articles or components, or the provision of services related to the above, and establish connections to such companies as an associate, through contributions in cash, in properties or in services.</p>	<p>d) To establish, fund, promote and compete with other natural or legal persons in the establishment of companies or businesses whose core activity is the manufacture of goods, articles or components or the provision of services related to <u>the corporate purpose</u>, and establish connections to such companies as an associate, through contributions in cash, in properties or in services.</p>	
<p>e) To acquire real estate intended for the establishment of stores, shopping centers or other places adapted for the distribution of merchandise and the sale of goods or services; to build commercial premises for the company to use for its own commercial intents, notwithstanding, the criterion of rational use of the land, floors, apartments, premises or departments may be transferred, given under lease or made available in another convenient manner. Likewise, to invest in real estate, to promote and to execute real estate projects of any type and to invest in them, whether directly or indirectly, which may be able to incorporate societies, consortiums or joint ventures, whether on land belonging to the company or not, to take part in programs or plot division or division of real estate, for housing, shopping and industrial centers or office space, and the sale, lease and exploitation of the corresponding lots, plots,</p>	<p>e) The development, construction, management, marketing, administration, operation, lease and economic exploitation of company or third party real estate assets with any type of destiny or use. The promotion and execution of, or investment in projects that are carried out on properties belonging to the company or to third parties, whether directly or indirectly, and may form partnerships or any other form of association, to participate in programs or plans for plot division plans or division of real estate intended for housing, commerce, industry, office space, among others, and the sale, lease and economic exploitation of the lots, plots, premises, offices, houses, apartments and, in general, real estate units resulting from the aforementioned real estate projects. The provision of services for structuring, promotion, development and project management and administration and</p>	

<p>houses, apartments, offices or other premises. (...)</p>	<p>management of real estate assets and company and third party vehicles. (...)</p>	
<p>In development of its corporate purpose, the company may acquire tangible and intangible property, required for the accomplishment of the corporate purpose; and also acquire and own assets, social insurance contributions and shares in commercial or civil companies, securities all kinds with stable investment purposes, or as investment for promotion or to take advantage of tax incentives as established by law; temporary investments in early liquidity shares for the purpose of temporary productive use of a cash surplus of cash or liquidity assets or other which are not required immediately for the development of company business; to import and to export goods, products, manufactures of any type; to issue bonds and/or commercial papers or other massive securities emissions authorized by the legal or regulatory standards for public placement, to offer consumer loan agreements, to perform firm factoring operations with funds belonging to the company, to provide guarantees on its real estate, and to conduct financial operations that for the acquisition of funds or other assets, or assure the supply of goods and/or services, some of which may be necessary for the development of the company; to act as an agent or representative of national or foreign business people, and to uphold all kinds of contracts</p>	<p>In development of its corporate purpose, the company may acquire tangible and intangible property, required for the accomplishment of the corporate purpose; and also acquire and own assets, social insurance contributions and shares in commercial or civil companies and any other form of association, securities of all kinds with stable investment purposes, or as investment for promotion or to take advantage of tax incentives as established by law; temporary investments in early liquidity shares for the purpose of temporary productive use of a cash surplus or liquid assets or other which are not required to immediately for the development of company business; to import and to export goods, products, manufactures of any type; to issue bonds and/or commercial papers or other massive security emissions authorized by the legal or regulatory standards for public placement, to offer consumer loan agreements, to perform firm factoring operations with funds belonging to the company, to constitute guarantees on its real estate, and to conduct financial operations that for the acquisition of funds or other assets, or assure the supply of goods and/or services, some of which may be necessary for the development of the company; to act as an agent or representative of national or foreign entrepreneurs, and to uphold all kinds of</p>	

<p>related to the distribution and/or sale of goods and services; promote and establish or invest in companies for the development of any activities included within the aforementioned corporate purpose merge with, absorb, or split from other companies; to acquire brands, emblems, trade names, patents or other industrial property or intellectual property rights, to exploit them or to outsource its development to third parties under contractual license; and, in general, to execute all the acts and to uphold all contracts, irrespective of their nature, related to the corporate purpose or which have as a purpose to exercise the rights and to fulfill the obligations, whether legally or conditionally derived from the existence and activities carried out by the company.</p>	<p>contracts related to the distribution and/or sale of goods and services; promote and establish or invest in companies or any other form of association, for the development of any activities included within the aforementioned corporate purpose, merge with, absorb, or split from other companies; to acquire brands, emblems, trade names, patents or other industrial property or intellectual property rights, to exploit them or to outsource its development to third parties under contractual license; and, in general, to execute all the acts and to uphold all contracts, irrespective of their nature, related to the corporate purpose or which have as a purpose to exercise the rights and to fulfill the obligations, whether legally or conditionally derived from the existence and activities carried out by the company.</p>	
<p>Article 58. - Conflicts of Interest Committee. - The company will establish a Conflicts of Interest Committee, which will be ultimately responsible for the compliance and definition of everything related to the regulations referred to in the Manual of Conflicts of Interest and Use of Privileged Information.</p>		<p>This article will be combined with article 58 bis, and only article 58 shall remain. This is a formal matter, seeking statutory regulation.</p>
<p>Article 58 bis. - Committees of the Board of Directors. – The Board of Directors will establish committees to support their management, and as a minimum it will include an Audit and Risk Committee, as well as an Appointment, Remuneration and Corporate Governance Committee. The Board of Directors</p>	<p>Article 58. Board of Directors Committees. - The Board of Directors will establish committees to support their management, and as a minimum this will include an Audit and Risk Committee, as well as an Appointment, Remuneration and Corporate Governance Committee. The Board of Directors will</p>	

<p>will however be able to divide the duties of these committees to other committees created for such functions. The committees will include at least 3 Board members. The chairman of the aforementioned committees will in each case be an independent member. Furthermore, the Audit Committee will include all independent members, as well as the statutory auditor, who will attend and is entitled to participate but not vote.</p> <p>The Board shall adopt a regulation for the operation of the committees previously mentioned, which will indicate the frequency of its meetings and corresponding functions, which must comply with the legal requirements and standards of corporate governance which the Board of Directors voluntarily embraces, in accordance with the recommendations of the Código País enacted by the Financial Superintendence.</p>	<p>however be able to divide the duties of these committees to other committees created for such functions. The committees will include at least 3 Board members. The chairman of the aforementioned committees will in each case be an independent member. Furthermore, the Audit and Risk Committee will include all independent members, as well as the statutory auditor, who will attend and is entitled to participate but not vote.</p> <p>The Board shall adopt a regulation for the operation of the committees previously mentioned, which will indicate the frequency of its meetings and corresponding functions, which must comply with the legal requirements and standards of corporate governance which the Board of Directors voluntarily embraces, in accordance with the recommendations of the Código País enacted by the Financial Superintendence.</p> <p>In addition to the previous statement, the Board of Directors shall regulate the establishment and operation of the Conflicts of Interest Committee.</p>	
<p>Article 59°.– Internal Audit or Internal Control. - The company will have on an Internal Audit unit, responsible for auditing both the operations and finances, as well as the audit for information and technology. Furthermore, this Audit unit will ensure reliability of financial reporting and compliance with processes established in the</p>	<p>Article 59°.– Internal Audit or Internal Control. - The company will have an Internal Audit area, whose mission will be to provide assurance (audit) and consultation (advice), independently and objectively, of the processes of governance, risk and control, in order to improve the operations of the company, helping it meet its</p>	<p>This modification is proposed in order to amend the function of the Internal Auditor, for the sake of making it consistent with international audit standards, and the international policies defined within the Internal Audit Charter.</p>

<p>company. The head of this area will be the Internal Auditor, who will depend both professional and operationally on the Board of Directors, which shall be responsible for the appointment and removal of candidates proposed by the Audit Committee.</p>	<p>objectives. The head of this area will be the Internal Auditor, who will depend both professional and operationally on the Board of Directors, which shall be responsible for the appointment and removal of candidates proposed by the Audit and Risk Committee.</p>	
<p>Article 61. – Corporate Governance. The company, its management and employees or officials are obliged to comply with corporate governance regulations as established in the law, in the current bylaws, as well as with the other policies to be subsequently adopted at the General Meeting of Shareholders, in accordance with the recommendations of the Código País enacted by the Financial Superintendence.</p>	<p>Article 61. – Corporate Governance and Transparency. The company, its management and employees or officials are obliged to comply with corporate governance regulations, transparency, prevention of fraud of corruption, as established in the law, in the current bylaws, as well as with the other policies to be subsequently adopted at the General Meeting of Shareholders, in accordance with the recommendations of the Código País enacted by the Financial Superintendence, and the standards and regulations issued in relation to transparency and the prevention of fraud and national and international corruption.</p>	<p>References to transparency as well as to the prevention of fraud and corruption are incorporated, emphasizing the commitment of the organization in these matters. Additionally, the recommendations made by the President's Secretary for Transparency are also welcomed, in the sense that this commitment is reflected statutorily.</p>

- In addition to these amendments, a revision of the title of the Operations Chairman *Retail* Colombia will take place, in line with the new corporate structure.
- Finally, in order to facilitate the consultation of the Company Bylaws, it is proposed to amend the nomenclature of the articles.

