## PROPOSAL OF AMENDMENT TO THE RULES OF PROCEDURE OF THE GENERAL SHAREHOLDERS' ASSEMBLY

Almacenes Éxito S.A. informs its shareholders and the market in general, the proposal of amendment to the Rules of Procedure of the General Shareholders' Assembly to be submitted for approval before the General Shareholders' Assembly, at the extraordinary meeting to be held in person on Thursday, April 27, 2023, at 9:00 a.m.

The text of the proposal is attached below:

## PROPOSAL OF AMENDMENT TO THE RULES OF PROCEDURE OF THE GENERAL SHAREHOLDERS' ASSEMBLY

The Board of Directors submit for consideration of the General Shareholders' Assembly the following proposal of amendment to the Rules of Procedure of the General Shareholders' Assembly:

Original Article	Proposed text	Justification
Article 2 Presidency and General	Article 2 Presidency and General	In accordance with the amendment to
Counsel. The General Meetings of	Counsel. The General Meetings of	article 25 of the bylaws, it is intended
Shareholders shall be chaired by the	Shareholders shall be chaired by the	to clarify who are the Company
Company CEO and the Chairman of the	Company CEO and the Chairman of the	employees empowered to chair the
Company's Board of Directors shall act as the	Company's Board of Directors shall act as the	General Shareholders' Assembly
Deputy Chairman. In their absence, the	Deputy Chairman. In the absence of this, the	meetings, in order to guarantee
meetings shall be chaired by any of the	meetings will be chaired by the Chief	consistency in the meetings and
members of the Board of Directors appointed	Operating Officer and in the absence of this,	avoid delays -and potential
at the respective meeting by the General	by the Chairman of the Board of Directors. In	unnecessary discussions- derived
Meeting of Shareholders. The Secretary of the	their absence, the meetings shall be chaired	from the inclusion of the election of
General Meeting of Shareholders shall be the	by any of the members of the Board of	President and Secretary within the
Company's General Counsel.	Directors appointed at the respective meeting	agenda of the meetings.
	by the General Meeting of Shareholders. The	
The Board of the General Meeting of	Secretary of the General Meeting of	
Shareholders is comprised of the Company	Shareholders shall be the Company's General	
CEO, the Chairman of the Board of Directors	Counsel.	
and the Secretary of the General Meeting of		
Shareholders.	The Board of the General Meeting of	
	Shareholders is comprised of the Company	
	CEO, the Chairman of the Board of Directors	
	and the Secretary of the General Meeting of	
	Shareholders.	

Original Article	Proposed text	Justification
Article 4 Meetings. The General Meeting of Shareholders shall have ordinary and	Article 4 Meetings. The General Meeting of Shareholders shall have ordinary and	In line with the amendment to article 19 of the bylaws, this amendment is
extraordinary sessions:	extraordinary sessions:	intended to:
()	()	<ul> <li>Decrease the percentage to reflect the provisions of article 6 of Law 2069 of 2020, according to which the assembly must be</li> </ul>
4.2. Extraordinary Meetings:	4.2 Extraordinary Meetings:	called when requested by a number of associates
They shall be held when required due to	They shall be held when required due to	representing 10% or more of the social capital, thus modifying the
unforeseen or urgent needs of the Company,	unforeseen or urgent needs of the Company,	Article 182 of the Commercial
following announcement by the Board of	following announcement by the Board of	Code.
Directors, the CEO or Statutory Auditor, either	Directors by resolution approved with legal	Clarify that in accordance with
on their own initiative or at the request of a	and statutory majorities, the CEO or Statutory	Clarify that, in accordance with the position of the
number of Shareholders representing one	Auditor, either on their own initiative or at the	Superintendency of Societies, the
fourth (1/4) or more of the subscribed shares.	request of a number of Shareholders	board acts as a collegiate body,
	representing one fourth (1/4) or more of the	therefore the call by this body
The agenda shall necessarily be inserted in	subscribed shares ten percent (10%) or more of the capital stock. If the announcement is	requires a resolution approved in accordance with the law and the
the announcement of the meeting. Except	requested by a plural number of shareholders,	bylaws.
where there are legal provisions to the contrary, extraordinary sessions of the	the announcement will be subject to the	by.a.io.
General Meeting of Shareholders cannot deal	following rules:	o Include a regulation of the regime
with topics that are not included in the agenda		for calling extraordinary meetings
indicated in the announcement of the meeting,	(i) Shareholders requesting the	at the request of a plural number of shareholders that ensures,
unless decided by the majority of the shares	announcement must send a	among other things. (i) a rational
represented at the meeting, once the end of	communication addressed to the Board of	use of the mechanism, (ii) an
the agenda has been reached.	<u>Directors, the CEO or the Statutory Auditor,</u> as applicable, with a copy to the General	adequate use of the Company's resources, and (iii) the right of

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	Secretary of the Company, in which they must indicate (a) the name of the shareholders requesting the announcement, (b) the number of shares owned by each of the shareholders requesting the call, (c) the proposed agenda for the meeting that would be included in the announcement, and (d) the justification of the proposals that will be submitted to the consideration of the General Shareholders' Assembly meeting so that said justification is made available to the shareholders on the Company's website during the term of the announcement for the Assembly. Once the	shareholders to vote in an informed manner. To achieve these objectives:  O All requests must be reasoned and attributable to a shareholder, so that all shareholders know who is requesting the call and what are the reasons for requesting it. In this way, it is possible for shareholders to vote informed and evaluate whether the purpose of the meeting is, as required by article 423 of the Commercial Code, to meet unforeseen or urgent needs of
	request is sent, the shareholders who sent it may not modify the proposed agenda, unless the Company agrees to it. Shareholders who sent the announcement request may withdraw the announcement at any time before it is published. Shareholders who have requested an announcement under the provisions of this article, may not request a new announcement until the Company has ruled on their pending announcement request.	the Company.  In order for shareholders to properly evaluate the proposals prior to the meeting, several additional measures are proposed. Thus, it is contemplated that:  The Board evaluates the proposals and prepares a report that is made available to shareholders. In this way, shareholders can count on the orientation of the directors

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(ii) The call will include the date of the meeting, which may not be earlier than the fifteenth (15) business day or later than the forty-fifth (45) business day following the date of receipt of the call request, as defined by the body to which the request was submitted.  (iii) The meeting will take place at the address within the registered office that the body authorized to announce includes in the respective announcement. If the meeting is called by the Statutory Auditor, the meeting will take place where meetings take place in their own right, unless the Statutory Auditor and the CEO of the Company agree to another place within the registered office.  (iv) Shareholders who request the announcement shall try not to include on the agenda issues that: (a) cannot be debated or approved in an extraordinary Assembly, (b) imply a usurpation of functions of other bodies, (c) deal with issues that are not within the period in which they must be considered, (d) involve the delivery of information available to shareholders during the right of inspection prior to the Assembly meetings in which end-of-year	regarding the content and convenience of the proposal. This can mitigate information asymmetry problems regarding aspects of the Company that may be important for decision-making.  That between the request and the call there is a reasonable term for the Board to prepare its report, publish it, and for the shareholders to evaluate it. To that extent, terms are proposed for holding the announced assembly.  In order for the mechanism to be used reasonably and to meet truly urgent or unforeseen needs of the Company (Commercial Code, art. 423), it is proposed that the call cannot deal with issues that have already been recently debated (which are not unforeseen or urgent) or that it are not up to the assembly to decide. In this way, the organic competencies of the

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	balances must be considered, or (e) addresses matters that were debated by the Assembly within the three (3) months prior to the date of request of the announcement, except in the case of removing members of the board of directors or approve a social responsibility action.  (v) During the annoucement period, the Board of Directors will meet and evaluate the suitability of each of the items on the agenda to be included in the announcement. The report of the Board of Directors, together with the indication of the way in which the members of the Board of Directors voted, will be published on the Company's website before the date of the Assembly meeting.	assembly are respected in accordance with article 420 of the Commercial Code.  Finally, to rationalize the use of the company resources, rules regarding domicile, terms and content are proposed, so that the number of annual meetings does not consume excessive company resources.
	As a general rule, the announcement will be made in advance not less than fifteen (15) calendar days, without prejudice to compliance with legal regulations, by one of the means indicated in article twenty, and the agenda shall necessarily be inserted in the announcement of the meeting.  Except where there are legal provisions to the contrary, extraordinary sessions of the General Meeting of Shareholders cannot deal with topics that are not included in the agenda indicated in the announcement of the meeting,	

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	unless decided by the majority of the shares represented at the meeting, once the end of the agenda has been reached.	
Article 5 Announcement ()	Artículo 5 Announcement ()	In accordance with the amendment to articles 10, 11, 12 and 15 of the bylaws, this language is proposed for the purpose of adjusting the provisions to the shares dematerialization that was perfected
The announcement shall contain the agenda for the meeting, indicating each of the topics to be subject to discussion, and shall be communicated to the Shareholders by any of the following means: a) Letter or written communication sent to the address registered	The announcement shall contain the agenda for the meeting, indicating each of the topics to be subject to discussion, and shall be communicated to the Shareholders by any of the following means: (a)(i) Letter or written communication sent to the address registered	on November 15, 2022. As of this reform, and in accordance with the law, the shares circulate in a dematerialized manner and the operations on them are perfected by book entry.
by each Shareholder with the Company to be noted in the Share Ledger; b) Personal notification signed by each and every one of the Shareholders; c) Notice published in a widely circulated newspaper where the Company headquarters are located.	by each Shareholder with the Company or Depósito Centralizado de Valores to be noted in the Share Ledger in charge of said entity; (ii) Personal notification signed by each and every one of the Shareholders; (c) (iii) Notice published in a widely circulated newspaper where the Company headquarters are located.	Therefore, the proposed reforms reflect this legal regime applicable to shares and operations on them.
[The rest of the article would remain the same].	[The rest of the article would remain the same].	
Article 7 Right of Inspection. Prior to the Ordinary General Meeting, or the	Article 7 Right of Inspection.	In accordance with the amendment to article 20 of the bylaws, it is intended

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extraordinary meetings when required by law,	During the fifteen (15) business days	to clarify the scenarios in which the
the Company shall provide the information	immediately prior to the meeting of the	exercise of the right of inspection by
required by legal regulations at least fifteen	General Shareholders' Assembly in which the	the shareholders proceeds.
(15) business days prior to the meeting date at	end-of-year Balance is to be considered, or in	
its administrative offices of the main	the other events provided in the applicable law	Likewise, with this provision it is
headquarters in order to exercise the right of	in which it has to be considered the	clarified that in order to exercise the
inspection. In no case shall the right of	transformation, merger, spin-off or	right of inspection, the provisions of
inspection be extended to the documents	cancellation of the registration of the	the law, the bylaws, the Corporate
regarding industrial secrets, or data that, if	Company's shares in the National Registry of	Governance Code and the
disclosed, could be used to the detriment of	Securities and Issuers and in the Colombian	regulations issued by the Board of
the Company.	Stock Exchange, the documents required by	Directors will be observed.
	law for the exercise of the right of inspection	
	will be made available to the shareholders at	
	the administration offices. The shareholders	
	will be informed of this fact in the call of notice.	
	During the indicated period, shareholders may	
[The rest of the article would remain the	exercise the right of inspection in their favor, in	
same].	the terms established by law, the bylaws, the	
	Company's Corporate Governance Code and	
	the regulations issued for this purpose by the	
	Board of Directors.	
	In no case will the right of inspection extend to	
	(i) information on specific operations, such as	
	commercial contracts, and other documents	
	excluded by the applicable regulations; (ii)	
	information that deals with industrial secrets or	
	whose disclosure results in a violation of the	

Original Article	Proposed text		Justification
	commercial and industrial confidentiality of the		
	Company; (iii) information that, if disclosed,		
	could be used to the detriment of the		
	Company; or (iv) that is not subject to		
	inspection in accordance with the regulations		
	contained herein and with the applicable law.		
	Prior to the Ordinary General Meeting, or the		
	extraordinary meetings when required by law,		
	the Company shall provide the information		
	required by legal regulations at least fifteen		
	(15) business days prior to the meeting date at		
	its administrative offices of the main		
	headquarters in order to exercise the right of		
	inspection. In no case shall the right of		
	inspection be extended to the documents		
	regarding industrial secrets, or data that, if		
	disclosed, could be used to the detriment of		
	the Company.		
Article 8 Right of Information. Within five	Article 8 Right of Information. Within five	•	Align this provision with articles
(5) calendar days following the publication of	(5) calendar days following the publication of		34.8-h and 58 of the bylaws,
the ordinary meeting announcement, any	the ordinary meeting announcement, any		which establish that the board of
Shareholder can: (i) make a well-founded	Shareholder owner of at least five (5%) of the		directors must consider proposals
proposal for the introduction of one or more	share capital can: (i) make a well-founded		submitted by a plural number of
items to the agenda of the General Meeting of	proposal for the introduction of one or more		shareholders representing more
Shareholders; (ii) submit well-founded, new	items to the agenda of the General Meeting of		than 5% and that any shareholder

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proposals for decision about items already included on the agenda; and (iii) request information or ask questions about the items included on the agenda. The Board of Directors shall regulate the way in which the Shareholders' requests shall be managed. If a Shareholder's proposal to include one or more items on the agenda is accepted by the Board of Directors, a supplement to the announcement of the General Meeting of Shareholders shall be published at least fifteen (15) calendar days prior to said meeting, or fifteen (15) business days prior, if the new item to be included confers the right of inspection to the shareholders.	Shareholders; (ii) submit well-founded, new proposals for decision about items already included on the agenda; and (iii) request information or ask questions about the items included on the agenda. The Board of Directors shall regulate the way in which the Shareholders' requests shall be managed.  Notwithstanding compliance with the law, Iif_a Shareholder's proposal to include one or more items on the agenda is accepted by the Board of Directors, a supplement to the announcement of the General Meeting of Shareholders shall be published at least fifteen (15) calendar days prior to said meeting, or fifteen (15) business days prior, if the new item to be included confers the right of inspection to the shareholders.	who has at least 5% may carry out a specialized audit, respectively. Thus, this amendment seeks to provide greater uniformity to corporate governance instruments.  This modification does not limit the right of any shareholder, regardless of their percentage of participation, to propose topics not included in the call to a regular meeting. The modification only intends to rationalize the intervention of the board. Specifically, it seeks that the Board should only rule, ex ante, on proposals from shareholders with significant holdings. The
[The rest of the article would remain the same].	If substitute proposals are presented as alternatives to the items included in the agenda, the original proposal included in the call will be voted on first and then those from the shareholders that formulate the substitute proposals, in the order that they were formulated. When one of the proposals receives the necessary number of votes for its approval, the others that follow in order will not be put to a vote.	proposals of other shareholders will be considered, only that they will be submitted directly to the assembly during the ordinary meeting. To this extent, the proposal complies with the provisions of article 182 of the Commercial Code.

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	[The rest of the article would remain the same].	The law does not contain a regulation on the handling of substitute proposals that are proposed during a meeting of the shareholders' meeting. However, it is possible that a shareholder presents a substitute proposal. When this occurs, in the absence of a rule that regulates the issue, the administration faces a difficulty in advancing the meeting of the assembly. To this extent, the proposal seeks to include a regulation of the substitute proposals that allows them to be processed appropriately, thus providing adequate procedures that allow the meetings to function correctly and, in this sense, avoid confusion about how to proceed in the event that substitute proposals are submitted.
		The content of the proposal is based on a rational criterion for the processing of proposals: temporality. The proposals will be evacuated in order of

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		presentation. In this way, the shareholders decide first on the proposal that they were able to evaluate in advance of the shareholders' meeting. If it is not approved, they will rule on the proposals in order of presentation. In this way, the administration has objective and predetermined criteria for submitting proposals to a vote. This ensures fair treatment for shareholders, as required by article 23 of Law 222 of 1995.
Article 9 Minutes of the General Meetings	Article 9 Minutes of the General Meetings	In accordance with the amendment to
of Shareholders. A record will be made of	of Shareholders. A record will be made of	article 25 of the bylaws, it is intended
what occurs at the General Meetings of	what occurs at the General Meetings of	to clarify who are the Company
Shareholders in the minutes book, registered	Shareholders in the minutes book, registered	employees empowered to preside
at the Chamber of Commerce of the	at the Chamber of Commerce of the	and act as Secretary in the
Company's headquarters. The minutes shall	Company's headquarters. The minutes shall	shareholders' assembly meetings, in
be signed by the Chairman of the meeting, the	be signed by the Chairman of the meeting, the	order to guarantee consistency in the
principal or ad hoc Secretary who acted	principal or ad hoc General Secretary, who will	meetings and avoid unnecessary
therein and, in the absence thereof, by the	always act as Secretary at the General	delays -and potential discussions-
Statutory Auditor, and they shall be approved	Shareholders Meetings, who acted therein	derived from the inclusion of the
by the General Meeting of Shareholders,	and, in the absence thereof, by the Statutory	election of President and Secretary
which can delegate this authority to a plural	Auditor, and they shall be approved by the	within the agenda of the meetings.

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commission appointed for this purpose. The minutes shall list the details and statements required by the legal provisions.	General Meeting of Shareholders, which can delegate this authority to a plural commission appointed for this purpose. The minutes shall list the details and statements required by the legal provisions.	
[The rest of the article would remain the same].	[The rest of the article would remain the same].	
Article 12 Right to Vote. Each share listed in the Shareholder Register shall confer the right to one vote at the General Meeting of Shareholders, without restriction regarding the number of votes that can be placed by the holder or the representative thereof, except for the prohibitions and ineligibilities established by law to vote on certain decisions, such as for Company Administrators and employees to vote on the balance sheets, year-end accounts and settlement accounts. The votes corresponding to a single Shareholder cannot be split.	in the Shareholder Register shall confer the right to one vote at the General Meeting of Shareholders, without restriction regarding the number of votes that can be placed by the holder or the representative thereof, except for the prohibitions and ineligibilities established by law to vote on certain decisions, such as for Company Administrators and employees to vote on the balance sheets, year-end accounts and settlement accounts. The votes corresponding to a single Shareholder cannot be split. In any case, it will be understood that the exercise of voting rights in the hypotheses described below is consistent with the principle of voting unity:  a) When the right to vote has been conferred on a third party through an act by virtue of which the rights inherent to the shares are dismembered, such as when a pledge,	In accordance with the ademndment to article 24 of the bylaws, it seeks to specify the hypotheses that do not constitute fractioning of the vote, in line with recent comparative references of other issuers and with the position of the Superintendency of Societies, an entity that has recognized in multiple trades the possibility of dismembering the right of domain over the shares through legal instruments such as pledge, usufruct and trust. This also avoids possible discussions about the mechanisms by which the deposit certificate programs (ADRs and BDRs) are implemented, through which the distribution of company

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	antichresis or usufruct is constituted over	shares will be made to GPA
	them, in which case the owner of the right to	shareholders, in accordance with the
	vote may vote in a different direction than the	strategic project disclosed to the
	holder of the right of domain over the shares;	market.
	b) When the registered holder of the shares is	
	a trust company, in its capacity as	
	administrator of an autonomous patrimony, in	
	which case the trust company may vote with	
	the trust shares in accordance with the voting	
	<u>instructions given by each trustor or</u> beneficiary of the autonomous patrimony; and	
	beneficiary of the autonomous patrimony, and	
	c) When the registered holder of shares is a	
	depositary or custodian, in which case the	
	shares registered in his name may be voted in	
	accordance with the voting instructions given	
	by each depositor of such shares.	
Article 15 Functions and Responsibilities	Article 15 Functions and Responsibilities	Adjust the functions of the General
of the General Meeting of Shareholders.	of the General Meeting of Shareholders.	Shareholders' Assembly, in
The General Meeting of Shareholders shall	The General Meeting of Shareholders shall	accordance with the amendment of
have the functions established in Article 27 of	have the functions established in Article 27 of	the bylaws approved at the ordinary
the Company Bylaws, namely:	the Company Bylaws, namely:	meeting of the General Shareholders'
		Assembly held on March 24, 2022,
	h) Allocate profits for the reserve to	which had the purpose of aligning the
	repurchase shares subject to the Company	bylaws with the Law, taking into
h) Allocate profits for the reserve to	Bylaws and legal regulation and authorize the	account that in accordance with the
repurchase shares subject to the Company	acquisition of the Company's own shares. On	article 396 of the Commercial Code,
Bylaws and legal regulation. On the basis of	the basis of such allocations, the Board of	it is the responsibility of the Assembly
such allocations, the Board of Directors is	Directors is hereby authorized to use the	. ,

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hereby authorized to use the reserve to purchase shares issued by the Company provided that they are paid in full and in compliance with the applicable regulations for trading on the securities market, and it is authorized to use such shares at a later stage, whenever deemed appropriate, for any of the purposes prescribed by Article 417 of the Code of Commerce.	reserve to purchase shares issued by the Company provided that they are paid in full and in compliance with the applicable regulations for trading on the securities market, and it is authorized to use such shares at a later stage, whenever deemed appropriate, for any of the purposes prescribed by Article 417 of the Code of Commerce.	to authorize the acquisition of the Company's own shares.
[The rest of the article would remain the same].  Article 16 Delegation. The General Meeting of Shareholders may delegate some of its functions to the Board of Directors or the Company CEO in specific cases or for a specific period of time, provided that they can be delegated by their nature and their delegation is not forbidden. However, the functions contained in subsections a), b), f), g) and k) of Article 15 herein shall be deemed exclusive functions of the General Meeting of Shareholders and, therefore, may not be delegated.	[The rest of the article would remain the same].  Article 16 Delegation. The General Meeting of Shareholders may delegate some of its functions to the Board of Directors or the Company CEO in specific cases or for a specific period of time, provided that they can be delegated by their nature and their delegation is not forbidden. However, the functions contained in subsections a), b), f), g), i) and k) of Article 15 herein shall be deemed exclusive functions of the General Meeting of Shareholders and, therefore, may not be delegated.	Align the Rules of Procedure with the provisions of article 28 of the Company's bylaws, making it clear that the function of the Assembly contemplated in literal i) of article 27 of said bylaws, which is to order the corresponding legal actions against administrators, executive officers or the Statutory Auditor, is also non-delegable.

Original Article	Proposed text	Justification
	Article 22. Duties of the Company's Shareholders. The following are the duties of the Company's Shareholders:  a. Use the mechanisms made available by the Company to report cases of Conflict of Interest in which the Shareholder may be involved, as well	Incorporate in the document that regulates the main issues regarding the General Sharholders' Assembly, the duties that correspond to the shareholders in accordance with the Company's Corporate Governance Code. In this way, it is guaranteed
	as the cases that they come to know and that involve Company personnel.  b. Properly handle the information that is delivered to them and of which they are aware in their capacity as a Shareholder.	that this document contemplates the main issues on the matter, which are duly approved by the General Shareholders' Assembly.
	Article 23. Prohibitions of the Company's Shareholders. The following are prohibitions of the Company's Shareholders:  a. Request Privileged Information of the Company, or regarding its commercial secrets, except for that expressly authorized by the Company's Board of Directors or the CEO, under the terms of the law and in the opportunities expressly established in the regulations. This authorization will be granted only in those cases that warrant it, do not cause harm to the Company or imply inequitable treatment to shareholders and for purposes other than speculation.	Incorporate in the document that regulates the main issues regarding the General Sharholders' Assembly, the prohibitions that, in accordance with the Company's Corporate Governance Code, shareholders must abide by. In this way, it is guaranteed that this document contemplates the main issues on the matter, which are duly approved by the General Shareholders' Assembly.

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	b. Exercise any type of pressure on the Company that may imply unfair treatment to the detriment of other Shareholders.	
	c. Carry out transactions related to the Company's shares without complying with legal and statutory requirements.	
	d. Failure to comply with the duties established in these Rules of Proceduere, in the laws and in the bylaws.	

The administration is urged to make the adjustments in the numbering of the articles that occur as a consequence of this amendment proposal.