



## 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, 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 32 of the Company Bylaws, Directors shall be designated for two (2) year periods;

#### 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) five (5) calendar days after the date of the call to the meeting for ordinary meetings, and (ii) three (3) calendar days after the date of the call 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. Confidentiality agreement and use of information.
- iv. Declaratory form of disqualifications, incompatibilities and independence requirements.
- v. 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](mailto: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 must include the minimum number of independent members in accordance with the regulations applicable to the Company.

The lists of candidates that are presented, shall tend for 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 Board of Directors, 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 for independent members of the Board of Directors must comply with the independence criteria established in the Corporate Governance Code and other regulations to which the Company is subject as an issuer in the different markets in which it is an issuer of securities.

The Board of Directors will evaluate each of the candidates that 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 Fourth 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 <https://www.grupoexito.com.co/en/investors-assembly> prior to the date on which the General Meeting of Shareholders is to be held.



## 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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