

## **ANNEX TO THE ANNUAL REPORT**

**ANNUAL CORPORATE  
GOVERNANCE REPORT 2018**



**Attachment: BOARD COMMITTEE REPORTS**

**REPORT FROM THE AUDIT AND FINANCE COMMITTEE TO THE GENERAL ASSEMBLY OF SHAREHOLDERS**

**MANAGEMENT REPORT - 2018**

Grupo SURA's Board of Directors hereby presents the shareholders with the following report from the Audit and Finance Committee which contains basic information regarding this Committee and the main activities carried out in 2018:

<b>INFORMATION REGARDING THE FINANCE AND AUDIT COMMITTEE</b>			
<b>MEMBERS</b>	<b>PERSONS ATTENDING BY INVITATION</b>	<b>No. MEETINGS HELD</b>	<b>ATTENDANCE</b>
Jaime Bermúdez Merizalde Luis Fernando Alarcón Mantilla Carlos Antonio Espinosa Soto	David Bojanini García - Grupo SURA's Chief Executive Officer Juan Carlos Llanos - Internal Auditor Ricardo Jaramillo - Chief Corporate Finance Officer Representative - Statutory Auditing Firm Juan Luis Múnera - Chief Corporate Legal Affairs Officer	5	100%

Overview of the performance and the more important matters discussed by the Committee which were then submitted for to the Board for their final decision:

<b>Subject</b>	<b>Detailed Description</b>
<b>Financial performance</b>	Separate and Consolidated Quarterly Financial Statements
	Review of the amendments and impacts on accounting policies
<b>Company Reports</b>	Findings of the Auditing and Internal Control Report for 2017
	Approving the 2018 Audit Program
	Follow-ups on the Audit Plan
	Approval was given to the Company's Annual Corporate Governance Report.
	Review of the status of the Internal Auditing Activities
<b>Subsidiary Reports</b>	Subsidiary Internal Control reports
	Maturity Levels of the Individual Control Systems
	Follow-up on the role played by Internal auditing
	Assurance Auditing Report
<b>Special topics</b>	Selecting candidates for the position of internal auditor
	Recommending a Tax Framework Policy to the Board of Directors
	Quality Assurance and Improvement Program
<b>Statutory Auditing Firm</b>	Evaluating candidates for the post of Statutory Auditor
	Statutory Auditing Opinions on the Financial Statements
	Progress made with the External Auditing Plan

JAIME BERMÚDEZ MERIZALDE  
Committee Chairman

JUAN LUIS MÚNERA GÓMEZ  
Company Secretary

## REPORT FROM THE SUSTAINABILITY AND CORPORATE GOVERNANCE COMMITTEE TO THE GENERAL ASSEMBLY OF SHAREHOLDERS

### MANAGEMENT REPORT - 2018

Grupo SURA's Board of Directors hereby presents the shareholders with the following report from the Corporate Governance Committee which contains basic information regarding this Committee and the main activities carried out in 2018:

INFORMATION REGARDING THE SUSTAINABILITY AND CORPORATE GOVERNANCE COMMITTEE			
MEMBERS	PERSONS ATTENDING BY INVITATION	No. MEETINGS HELD	ATTENDANCE
Sergio Michelsen Jaramillo Jorge Mario Velásquez Jaramillo Carlos Ignacio Gallego Palacio	David Bojanini García - Grupo SURA's Chief Executive Officer Tatiana Orozco - Chief Corporate Affairs Officer Juan Luis Múnera - Chief Corporate Legal Affairs Officer	5	100%

Overview of the performance and the more important matters discussed by the Committee which were then submitted to the Board for their final decision:

Subject	Subtopics
<b>Periodic reports</b>	Annual Corporate Governance Report
	Reports: Relevant information reporting, ballot abstentions, Board and Board Committee Meeting Attendance, External Requirements, and all those cases relating to Grupo SURA's Ethics Committee.
	Progress made with the Corporate Governance Work Plan
	Comprehensive Report on the Ethical Help Lines operated by the SURA Business Group.
<b>Corporate Governance Issues</b>	Closing gaps with the Dow Jones Sustainability Standards
	Compliance program
	Progress made with the plan to close gaps in terms of Corporate Governance.
	Review of Grupo SURA's Internal Rules and Regulations
	Dissemination and training plan for the Ethics and Corporate Governance System.
	Recommendations to the Board for approving the Company's Gift and Personal Investment Policies.
<b>Sustainability Issues</b>	Drafting the Sustainability Declaration of both Grupo SURA and SURA Asset Management
	Sustainability projects
	Recommendations to the Board for approving the Company's Sustainability Commitment, Social Investment and Responsible Investment Policies.
	Analysis of the results obtained by the Company with the Dow Jones Sustainability index.

SERGIO MICHELSEN JARAMILLO  
Committee Chairman

JUAN LUIS MÚNERA GÓMEZ  
Company Secretary

## REPORT FROM THE RISK COMMITTEE TO THE GENERAL ASSEMBLY OF SHAREHOLDERS

### MANAGEMENT REPORT - 2018

Grupo SURA's Board of Directors hereby presents the shareholders with the following report from the Risk Committee which contains basic information regarding this Committee and the main activities carried out in 2018:

INFORMATION REGARDING THE RISK COMMITTEE			
MEMBERS	PERSONS ATTENDING BY INVITATION	No. MEETINGS HELD	ATTENDANCE
Sergio Michelsen Jaramillo Jaime Bermúdez Merizalde Alejandro Piedrahita Borrero	David Bojanini García - Grupo SURA's Chief Executive Officer Tatiana Orozco - Chief Corporate Affairs Officer Juan Luis Múnera - Chief Corporate Legal Affairs Officer	1	67%

Overview of the performance and the more important matters discussed by the Committee which were then submitted for to the Board for their final decision:

Subject	Subtopics
Periodic reports	Defining the Risk Management Plan
Special topics	Projects: Inter-company coordination with regard to risk management, GTR 2.0, internal risk management and the risks inherent to the new Financial Conglomerates Law.
	Presenting the new Financial Conglomerates Law
	Recommendations to the Board for approving the Reputational Risk Management Policy.

SERGIO MICHELSEN JARAMILLO  
Committee Chairman

JUAN LUIS MÚNERA GÓMEZ  
Company Secretary

## REPORT FROM THE APPOINTMENTS AND REMUNERATION COMMITTEE TO THE GENERAL ASSEMBLY OF SHAREHOLDERS

### MANAGEMENT REPORT - 2018

The Board of Directors of Grupo SURA hereby presents the shareholders with the following report from the Appointments and Remunerations Committee which contains basic information regarding this Committee and the main activities carried out in 2018:

INFORMATION REGARDING THE APPOINTMENTS AND REMUNERATION COMMITTEE			
MEMBERS	PERSONS ATTENDING BY INVITATION	No. MEETINGS HELD	ATTENDANCE
Luis Fernando Alarcón Mantilla Jorge Mario Velásquez Jaramillo Carlos Ignacio Gallego Palacio	David Bojanini García - Grupo SURA's Chief Executive Officer Tatiana Orozco - Chief Corporate Affairs Officer Juan Luis Múnera - Chief Corporate Legal Affairs Officer	4	100%

Overview of the performance and the more important matters discussed by the Committee which were then submitted for to the Board for their final decision:

Subject	Subtopics
Periodic reports	Scoreboard Results for 2017
	Proposed KPI scorecards for 2018
	Performance remuneration
	Human Talent Results - Dow Jones
Special topics	Incompatibility analysis of candidates for the Board of Directors
	Long-term perspectives
	Upgrading the employee recognition system to include exceptional achievement
	Changes to how the work climate is measured.
	Senior Management Succession Policy
	International Allocations Policy
	Overall results on the part of the competition
	Assessment and Analysis: TAP and emerging talent
	Evaluations of candidates for the post of Internal Auditor

LUIS FERNANDO ALARCÓN MANTILLA  
Committee Chairman

JUAN LUIS MÚNERA GÓMEZ  
Company Secretary