

**REPORT ON THE IMPLEMENTATION STATUS OF
BEST CORPORATE PRACTICES**

**ISSUER'S CORPORATE NAME:
GRUPO DE INVERSIONES SURAMERICANA S.A.**

**PRINCIPAL LEGAL REPRESENTATIVE:
DAVID BOJANINI GARCÍA**

**LEGAL REPRESENTATIVE APPOINTED FOR REMITTING THE IMPLEMENTATION REPORT: FERNANDO
OJALVO PRIETO**

**REPORTING PERIOD:
JANUARY – DECEMBER 2016**

**REPORT DATE:
JANUARY 31 OF 2017**

RECOMMENDATION	ANSWER	RECOMMENDATIO	IMPLEMENTATION DATE	DATES WHEN AMENDED
1.1. The Company shall provide equal treatment to all shareholders, all of whom shall enjoy the same conditions inherent to the same type of shares held, without this involving access to privileged information for certain specific shareholders as opposed to the rest.	YES	In accordance with that stipulated in Article 10 of the Company's Articles of Association as well as Chapter I of its Code of Good Governance. Likewise, the Company has fully complied with that laid out in External Circular 024 of 2010.	1997-12-24	
1.2.The Board of Directors shall have approved a specific procedure governing how the Company engages with shareholders entitled to different conditions, with regard to aspects such as access to information, information requests, communication channels as well as the interaction between shareholders and the Company, its Board of Directors and Senior Management	YES	In accordance with that stipulated in our Reputation Management, Stakeholder Engagement and Brand Management Policies, the Company's Articles of Association (Articles 15 and 24); and Chapter I of its Code of Good Governance.	2015-10-29	
2.1. The Company shall disclose to the general public, via its website, in a clear, accurate and complete fashion the different types of shares it has issued, the number of shares issued for each type as well as the amount of shares held in reserve, together with all those rights and obligations inherent to each type of share.	YES	Information regarding the shares the Company has issued is duly published on its website. Likewise, through its articles of association, codes and regulations the Company discloses the rights and obligations of its shareholders. These documents have also been made available on the Company's website	2010-01-01	
3.1. In the event of all those transactions that could result in a dilution of the capital held by the Company's minority shareholders (in the case of a capital increase for which the right of first refusal is waived with regard to the subscription of shares, a merger, spin-off or segregation, among others), the Company shall provide a detailed explanation of such to the shareholders in the form of a prior report from the Board of Directors, together with a fairness opinion on the terms of this type of transaction from a well-recognized independent outside consultant, to be appointed by the Board. These reports shall be made available to shareholders prior to the corresponding Shareholders' Meeting within	YES	<p>In accordance with that stipulated in Article 4 of the Rules and Regulations governing the General Assembly of Shareholders.</p> <p>No transactions were conducted In 2017 that could have resulted in the dilution of shareholders' equity.</p>	2015-06-25	

<p>the terms stipulated for exercising their right of inspection.</p>				
<p>4.1.The Company shall maintain its own corporate website, in both its Spanish and English versions, that shall feature Corporate Governance and/or Shareholder and Investor Relations tabs or their equivalent, where both financial and non-financial information shall be made available according to the terms proposed in Recommendations 32.3 and 33.3, Under no circumstance shall this include confidential information concerning the Company or its trade secrets, or any disclosure that could be used to the detriment of the Company.</p>	<p>YES</p>	<p>The Company's website (www.gruposura.com) offers corporate governance and investor information tabs, where the recommended information is provided</p>	<p>2015-12-01</p>	
<p>4.2.The Company shall have laid on mechanisms for the exclusive use and access of its shareholders and/or investors, such as the Shareholder tab on its website, a Shareholder/Investor Relations Office, as well as regular briefings and other meetings where shareholders and investors may express their opinions, raise concerns or make suggestions regarding how the Company is evolving or ask questions regarding their shareholder status.</p>	<p>YES</p>	<p>The Company has laid on various mechanisms for this purpose, including its website that provides shareholders with access to all Company information, both in English and Spanish (this information is available to all those visiting the site). The Company has its own Shareholder/Investor Relations Office and stages quarterly briefings.</p>	<p>2007-01-01</p>	

<p>4.3. The Company shall present its quarterly results, to both its shareholders and market analysts alike, through means such as personally attended meetings or remotely held presentations (conference calls, videoconferencing, etc.).</p>	<p>YES</p>	<p>For the purpose of presenting its results for the previous quarter, the Company holds quarterly conference calls which are broadcast on-line to shareholders, analysts and the general public.</p>	<p>2010-01-01</p>	
<p>4.4. With regard to the fixed-income market, the Company shall organize or participate in presentations, events or forums mainly for investors and market analysts, providing information regarding its performance indicators, liability management, financial policies, credit ratings and covenant compliance in its capacity as issuer.</p>	<p>YES</p>	<p>An investor's Day is held every year at which the Company presents its results and discusses its overall situation with analysts from all those fixed income markets where the company's securities are traded. This same information is provided in the Company's quarterly report and respective conference call.</p>	<p>2010-01-01</p>	
<p>4.5 Pursuant to the Company's Articles of Association, a single shareholder or group of shareholders representing at least five percent (5%) of its share capital may request Specialized Audits to be carried out on matters other than those audited by the Company's Statutory Auditor. Depending on its capital structure, the Company may decide on lowering this percentage to less than five percent (5%).</p>	<p>YES</p>	<p>This specific right is stipulated in Article 24 of the Company's Articles of Association. No specialized audits were commissioned by our shareholders in 2016.</p>	<p>2015-03-26</p>	
<p>4.6. To exercise this right, the Company shall have a documented procedure in place in keeping with that stipulated in Recommendation 4.6</p>	<p>YES</p>	<p>The procedure for exercising this particular right is prescribed in Section 1.3 of the Company's Code of Good Governance.</p>	<p>2015-12-17</p>	
<p>5.1. In their respective Letters of Acceptance or contracts, members of the Board of Directors and Senior Management shall have expressly agreed that as of the moment they become aware of a takeover bid or other similar changes, such as mergers or spin offs, there shall be periods during which they shall undertake not to buy or sell Company shares either directly or indirectly through an intermediary.</p>	<p>YES</p>	<p>The entire contents of this recommendation are expressly included in the letters of acceptance submitted by members appointed to the Board of Directors as well as in the employment contracts of members of senior management.</p>	<p>2015-04-16</p>	

<p>6.1. Without prejudice to the autonomy of each company making up an economic conglomerate as well as the responsibilities of their administrative bodies, there shall be an organizational structure in place that defines for all three (3) levels of governance of the economic conglomerate in question, namely the shareholders, the Board of Directors and the Senior Management, the corresponding governing bodies and their key positions, along with the relationships between all three. Such structure shall be clear, transparent and placed in the public domain and shall enable clear lines of responsibility and communication to be determined, and facilitate the strategic planning, oversight, control and effective management of the conglomerate itself</p>	<p>YES</p>	<p>The SURA Business Group has an organizational structure in place that clearly identifies the interaction existing between its companies, wich could be found on the website of the company.</p>	<p>2015-12-01</p>	
<p>6.2. The parent company and its principal subsidiaries shall have defined a framework for its institutional relations through a duly signed and published agreement approved by the Boards of Directors of each of these companies, which regulates the issues indicated in Recommendation 6.2.</p>	<p>YES</p>	<p>Grupo SURA has a framework firmly in place for its institutional relations, which has been duly approved by its Board of Directors. This articulates the corresponding engagement model for other companies belonging to the SURA Business Group and is currently being approved by its various subsidiaries</p>	<p>2016-01-28</p>	
<p>7.1.Except for those disputes amongst shareholders, or between shareholders and the Company or its Board of Directors, that shall by law be brought before an ordinary court of law, the Company's Articles of Association shall include the means for resolving conflicts such as direct negotiations, amicable settlements and conciliation or arbitration procedures.</p>	<p>YES</p>	<p>These means of conflict resolution are stipulated in Article 49 of the Company's Articles of Association.</p>	<p>2015-03-26</p>	
<p>8.1. In addition to other functions prescribed by law for the General Assembly of Shareholders, the Company's Articles of Associations shall explicitly stipulate the functions of the General Assembly of Shareholders as described in Recommendation 8.1., and shall underscore their exclusive and non-delegable nature.</p>	<p>YES</p>	<p>In accordance with that stipulated in the first paragraph of Article 23 of the Company's Articles of Association. Furthermore, these same functions are reiterated in the Rules and Regulations governing the General Assembly of Shareholders.</p>	<p>2015-03-26</p>	

<p>9.1.The Company shall have drawn up Rules and Regulations governing its General Assembly of Shareholders, which shall regulate all matters involving this governing body, including calling for and attending shareholder meetings, preparing information for the shareholders, exercising shareholder ownership rights, so that they may be fully informed of the manner in which shareholder meetings are held.</p>	YES	<p>The Company has put into place Rules and Regulations for the General Assembly of Shareholders, which were approved by the Board of Directors and have been made available on its website.</p>	2015-06-25	
<p>10.1.To facilitate the shareholders´ right to information, the Company’s Articles of Association shall stipulate that notice for ordinary shareholder meetings shall be given not less than thirty (30) calendar days in advance and extraordinary meetings shall be called for not less than fifteen (15) calendar days beforehand. The foregoing is without prejudice to all applicable legislation governing corporate reorganizations (e.g. mergers, spin offs or restructurings).</p>	YES	<p>Pursuant to that laid out in Article 15 of the Company’s Articles of Association, for meetings at which year-end balance sheets are to be discussed, the corresponding notice shall be given at least thirty (30) calendar days beforehand; and in all other cases, a fifteen (15) calendar day notice shall suffice.</p> <p>Notice for the Annual Shareholders´ Meeting that took place in 2016 was duly given on February 29, 2016, thereby complying with the term stipulated for such notices.</p>	2015-03-26	
<p>10.2.In addition to the traditional and mandatory communication channels provided by law, the Company shall ensure that such notices are disseminated and placed in the public domain to the maximum extent possible using electronic means, such as its corporate website, individual email messages and even via social networks, should this be considered appropriate in the circumstances.</p>	YES	<p>Besides being published in a widely-circulating national newspaper, the notice for meetings of the General Assembly of Shareholders shall also be posted on the Company’s website (pursuant to Article 15 of its Articles of Association) Furthermore, in the days leading up to the date on which the meeting is scheduled, reminders shall be published also in a widely-circulating national newspaper.</p>	2010-01-01	
<p>10.3. In order to ensure transparent decision-making at shareholder meetings, in addition to the specific agenda of such meeting which shall contain an itemized list of the matters to be discussed, and at the same time as notice was given or at least fifteen (15) calendar days before the date of the meeting, the Company shall place at the disposal of its shareholders the proposed resolutions to be submitted by the Board of Directors for each item of the agenda to be discussed at the shareholders´ meeting in question.</p>	YES	<p>In accordance with that stipulated in the second paragraph of Article 11 of the Rules and Regulations of the General Assembly of Shareholders.</p>	2015-06-25	

<p>10.4. Any irregular de-merger shall only be examined and approved by the General Assembly of Shareholders when the corresponding item has been expressly included in the notice of the meeting in question.</p>	<p>YES</p>	<p>In accordance with that stipulated in paragraph of Article 23 of the Company's Articles of Association as well as Article 11 of the Rules and Regulations of the Association as well as Article 11 of the Rules and Regulations of the General Assembly of Shareholders. In 2016 no proposals for any irregular de-mergers were presented to the Shareholders.</p>	<p>2015-03-26</p>	
<p>10.5. The meeting's agenda, as proposed by the Board of Directors shall contain an exact list of the matters to be discussed, guarding against the possibility of any issues of importance being hidden or masked by vague, generic, too general or sweeping mentions such as "others" or "proposals and miscellaneous".</p>	<p>YES</p>	<p>No issues of importance are ever included as part of the "Proposals" and/or "Miscellaneous Items" to be discussed, since the sole purpose of both of these sections is to allow the shareholders to actively participate at the meeting and make their respective comments.</p>	<p>1997-12-24</p>	
<p>10.6. In the case of any amendments that should be made to the Company's Articles of Association, each article or group of articles that are substantially different from each other shall be subject to a separate ballot. In any case, separate ballots shall be held on any single article should any shareholder or group of shareholders representing at least five percent (5%) of the Company's share capital so request during the meeting itself, and the shareholders shall be informed of this right beforehand.</p>	<p>YES</p>	<p>Based on Article 6 of the Rules and Regulations governing the General Assembly of Shareholders, all those shareholders holding a 5% stake or more of the Company's share capital are entitled to propose that any amendment to the Company's Articles of Association be voted on separately. No shareholder exercised this right at the meeting held in 2016.</p>	<p>2015-06-25</p>	
<p>10.7. Without prejudice to the provisions of Article 182 of the Colombian Code of Commerce, and in order to guarantee and reinforce shareholders' rights to inspect information prior to any shareholders' meeting, the Company's Articles of Association shall duly recognize the right on the part of the shareholders, regardless of the stakes held, to propose one or more items to be included in the agenda of matters to be discussed at shareholder meetings, within reason and provided that justification for discussing such items is provided. Shareholders must request additional items to be included in the meeting's agenda five (5) calendar days following the date on which notice of such meeting is given</p>	<p>YES</p>	<p>In accordance with that stipulated in paragraph of Article 15 of the Company's Articles of Association as well as Article 11 of the Rules and Regulations governing the General Assembly of Shareholders.</p> <p>In the case of the Annual Shareholders' Meeting held in 2016, no proposals were received for including additional items in the corresponding agenda.</p>	<p>2015-03-26</p>	

<p>10.8. Should the Board of Directors decide not to allow additional items to be included in the meeting's agenda, then it shall provide a written response to all those requests received from shareholders holding at least five percent (5%) of the Company's share capital, or a lower percentage, as established by the Company according to the degree of concentration of ownership, explaining the reasons for its decision and informing shareholders of the right they have to present their proposals at the meeting in question in accordance with the provisions of Article 182 of the Colombian Code of Commerce.</p>	<p>YES</p>	<p>This is duly set out in the paragraph of Article 15 of the Company's Articles of Association as well as Article 11 of the Rules Regulations of the General Assembly of Shareholders.</p> <p>In the case of the Annual Shareholders' Meeting held in 2016, no proposals were received for including additional items in the corresponding agenda.</p>	<p>2015-03-26</p>	
<p>10.9. Should the Board of Directors agree to additional items being included in the meeting's agenda, then once the term allowed for shareholders to put forward different items for discussion has elapsed, according to the aforementioned recommendations, a supplement shall be incorporated in the notice calling for the Shareholders' meeting which, in turn, shall be given at least fifteen (15) calendar days prior to when the meeting is scheduled to be held.</p>	<p>YES</p>	<p>This is duly set out in the paragraph of Article 15 of the Company's Articles of Association as well as Article 11 of the Rules Regulations of the General Assembly of Shareholders.</p> <p>In the case of the Annual Shareholders' Meeting held in 2016, no proposals were received for including additional items in the corresponding agenda.</p>	<p>2015-03-26</p>	
<p>10.10. Within the same term prescribed in Section 10.7. Shareholders may also propose wellfounded new resolutions on matters previously included in the meeting's Agenda. Upon receiving such requests for new resolutions to be proposed, the Board of Directors shall proceed in a similar fashion to that prescribed in the aforementioned sections 10.8 and 10.9.</p>	<p>YES</p>	<p>This is duly set out in the paragraph of Article 15 of the Company's Articles of Association as well as Article 11 of the Rules Regulations of the General Assembly of Shareholders.</p>	<p>2015-03-26</p>	
<p>10.11. The Company shall also be obliged to use electronic media, mainly its corporate website to which shareholders are given exclusive access so that they may examine the documents and information relating to each of the items contained on the agenda for the meeting in question.</p>	<p>YES</p>	<p>All information relating to items included on the meeting's agenda and scheduled to be put before the General Assembly of Shareholders can be found on the Company's website for the benefit of both the shareholders and the public at large. This, in accordance with Article 24 of the Company's Articles of Association and Articles 4 and 11 of the Rules and Regulations of the General Assembly of Shareholders.</p>	<p>2012-01-01</p>	

<p>10.12. The Company's Articles of Association shall grant shareholders the right to request, sufficiently in advance, any information or clarifications they consider appropriate, through the Company's traditional channels and/or, where appropriate, new technologies, or they may submit their questions in writing with regard to any matters contained in the meeting's agenda, the documents received or the information that the Company has made publicly available. Depending on the term chosen by the Company to call for a meeting of the General Assembly of Shareholders, the Company shall establish the period within which shareholders may exercise this right.</p>	<p>YES</p>	<p>This, in accordance with Article 24 of the Company's Articles of Association and Article 4 of the Rules and Regulations of the General Assembly of Shareholders.</p>	<p>2015-03-26</p>	
<p>10.13. The Company shall have provided for refusing any such request if, according to internal procedures, the information thus requested can be described as: i) unreasonable; ii) irrelevant for gauging the direction in which the Company is moving or its interests; iii) confidential, since this constitutes privileged information concerning the stock market, trade secrets, ongoing transactions whose successful completion depends substantially on the Company being able to maintain the corresponding negotiations in strict reserve; and iv) any other information whose disclosure could threaten and/or seriously jeopardize the Company's competitiveness.</p>	<p>YES</p>	<p>In accordance with that stipulated in paragraph 1 of Article 24 of the Company's Articles of Association as well as Article 4 of the Rules and Regulations of the General Assembly of Shareholders.</p>	<p>2015-03-26</p>	
<p>10.14. Should a shareholder receive a response which could place him or her at an advantage, the Company shall guarantee all the other shareholders simultaneous access to this same reply, through the channels laid out for that purpose, and under the same terms and conditions.</p>	<p>YES</p>	<p>In accordance with that stipulated in paragraph 1 of Article 24 of the Company's Articles of Association as well as Article 4 of the Rules and Regulations of the General Assembly of Shareholders.</p>	<p>2015-03-26</p>	

<p>11.1. Without prejudice to the restrictions established in Article 185 of the Colombian Code of Commerce, as well as in External Circular 24 of 2010 and any other regulations that should amend, supplement or replace these, the Company shall not in any way limit the right of shareholders to be represented at a Shareholders' Meeting, who may appoint any other person to cast a vote on their behalf, whether said person is a shareholder or not.</p>	<p>YES</p>	<p>In accordance with that stipulated in Article 8 of the Company's Articles of Association and Article 5 of the Rules and Regulations of the General Assembly of Shareholders. Also, the notice calling for a shareholders' meeting states that shareholders may appoint another person to represent them by means of a duly completed power of attorney.</p>	<p>2010-01-01</p>	
<p>11.2. The Company shall have taken care to minimize the possibility of representatives casting blank votes, without adhering to the voting instructions given, by actively promoting the use of a standard model of representation letter that the Company sends to its shareholders or makes available on its website. This model shall include the items contained on the meeting's agenda together with the proposed resolutions in accordance with the previously established procedure, which shall be submitted for the consideration of the shareholders, so that the shareholders, should they so wish, may request their representative to vote for or against on their behalf.</p>	<p>YES</p>	<p>For the Shareholders Meeting held in 2016, the Company facilitated on its website an example of a valid power of attorney, in accordance with Article 5 of the Rules and Regulations of the General Assembly of Shareholders.</p>	<p>2015-03-26</p>	
<p>12.1. In order to revive the role that the General Assembly of Shareholders plays in forming the Company's corporate intent, and make it a much more participatory body, the rules and regulations governing Shareholder Meetings shall require that members of the Board of Directors and the Chairmen of the different Board Committees as well as the Company's Chief Executive Officer, attend these meetings in order to respond to any concerns raised by the shareholders</p>	<p>YES</p>	<p>This recommendation is addressed in the paragraph included in Article 5 of the Rules and Regulations of the General Assembly of Shareholders. All the members of the Board of Directors attended the Shareholders' Meeting held in 2015.</p>	<p>2015-06-25</p>	
<p>13.1. The Company's Articles of Association shall expressly indicate all those functions that cannot be delegated to Senior Management, including those set out in Recommendation</p>	<p>YES</p>	<p>These functions are indicated in the first paragraph of Article 31 of the Company's Articles of Association, and in Chapter II of the Rules and Regulations governing the Board of Directors.</p>	<p>2015-03-26</p>	

<p>13.2. Without prejudice to the autonomy of the governing bodies of subsidiaries, with regard to which the Company acts in its capacity as parent company of the business group, the functions of the Board of Directors shall encompass the entire group and shall be carried out based on general policies, guidelines or requests for information that strike a perfect balance between the interests of the parent company, its subsidiaries, and the business group as a whole.</p>	<p>YES</p>	<p>This is duly provided for in sub-section 2.1 of the Rules and Regulations governing the Board of Directors and sub-section 2.4 of the Company's Code of Good Governance, as a result of which, the Board has adopted a number of policies, codes and guidelines that cover the entire SURA Business Group.</p>	<p>2015-04-23</p>	
<p>14.1. The Board of Directors shall have approved the internal rules and regulations governing its structuring and working order, as well as the roles and responsibilities of its members, its Chairman and the Secretary to the Board, along with their respective rights and duties. These rules and regulations shall be amply disseminated among the shareholders, and are binding on the members of the Board of Directors.</p>	<p>YES</p>	<p>The Board of Directors has approved its own internal rules and regulations, which may be freely consulted by shareholders on the Company's website. This is precisely one of the functions of the Board of Directors, based on that contained in sub-section ab) of paragraph 1 of Article 31 of the Company's Articles of Association.</p>	<p>2015-04-23</p>	
<p>15.1. The Company shall have statutorily chosen not to appoint Alternate Members to its Board of Directors</p>	<p>YES</p>	<p>In 2007 the General Assembly of Shareholders decided not to continue appointing alternate members to the Board of Directors.</p> <p>This provision is duly stated in Article 25 of the Company's Articles of Association.</p>	<p>2007-03-29</p>	
<p>16.1. Based on the premise that once appointed all members of the Board of Directors shall act in the Company's best interests and with the utmost transparency, the Company shall have researched the background of the different members of the Board of Directors based on that stipulated in Recommendation 16.1.</p>	<p>YES</p>	<p>The profiles and background information pertaining to the members of the Board of Directors have been made available on the Company's website, along with their corresponding status as independent or equity members</p>	<p>2015-12-01</p>	

<p>16.2. The Company shall have a procedure in place, handled by its Appointments and Remuneration Committee or any other body that should carry out its functions, allowing the Board of Directors, through its own efforts and with reference to the conclusions of the annual performance evaluations carried out, to achieve the goals stated in Recommendation 16.2.</p>	<p>YES</p>	<p>Based on the performance evaluations carried out both internally and externally with regard to the members of the Board of Directors, as well as the analyses conducted by this same governing body, the recommended profiles were identified along with the requirements that must be fulfilled in order to serve on the Board of Directors; all of which is contained in the Board of Directors' General Appointment, Remuneration and Succession Policy. The contents of this recommendation are provided for in accordance with the functions set out in Article 4 of the Rules and Regulations governing the Appointments and Remuneration Committee, the selection criteria specified in the General Appointment, Remuneration and Succession Policy governing the Board of Directors, as well as the process for electing Members of the Board of Directors.</p>	<p>2015-12-17</p>	
<p>16.3. The shareholders shall be duly informed of the professional profiles that the Company requires from members of its Board of Directors, so that different shareholders, mainly those holding controlling or significant stakes, or belonging to a single family, or to groups of shareholders as well as institutional shareholders, if applicable, and the Board of Directors itself, are in a position to identify the most suitable candidates</p>	<p>YES</p>	<p>The profiles required for serving on the Board of Directors are stipulated in sub-section 1.3 of the Rules and Regulations as well as the General Appointment, Remuneration and Succession Policy governing the Board of Directors, all of which have been made available on the Company's website.</p>	<p>2015-03-26</p>	
<p>16.4. The Company believes that shareholder assessments of the resumes offered by the different candidates are not enough to determine the suitability of these same, and consequently it shall have put into place an internal procedure to evaluate any incompatibilities and disqualifications of a legal nature that may exist and ensure that the candidates are fit for purpose in terms of what is required from the Board of Directors, through evaluating a set of criteria that the candidates' functional and personal profiles shall fulfill, thus guaranteeing that these these same fulfill certain objective requirements for serving on the Board of Directors as well as all those other requirements applicable to independent members.</p>	<p>YES</p>	<p>In compliance with the General Appointment, Remuneration and Succession Policy governing the Board as well as the Member Selection procedure and the Rules and Regulations governing the Appointment and Remuneration Board Committee. In 2016, an analysis was carried out on the possible incompatibilities and disqualifications, or conflicts of interest, on the part of the candidates to serve on the Board. Similarly, this same Committee reviewed the skills and abilities of said candidates with a view to examining whether the requirements for serving on the Board were duly fulfilled, all of which was duly signed off on by the Board of Directors. In accordance with the Election Procedure for Members of the Board of Directors, the General Appointment, Remuneration and Succession Policy governing the Board and the Rules and Regulations of the Appointments and Remuneration Committee.</p>	<p>2015-12-17</p>	

16.5. In addition to the requirements pertaining to members offering an independent status, as stipulated in Law 964 of 2005, the Company shall have voluntarily adopted a stricter definition than that stipulated in the aforementioned legislation. This definition shall have been adopted as a frame of reference in the form of the Rules and Regulations governing the Company's Board of Directors, and shall include, among other requirements that may well be taken into account, any relationship or connection of any kind that should link the candidate running for an independent seat on the Board with any controlling or significant shareholders and their related parties, both at home and abroad, which would otherwise require a dual statement of independence, that is to say: (i) on the part of the candidate and with regard to the Company, its shareholders and members of senior management through the corresponding Letter of Acceptance; and (ii) on the part of the Board of Directors, concerning the independent status of the candidate.

NO

The Company has duly adopted the concept of independence, as enshrined in Law 964 of 2005. However, it does go one step further in setting out additional selection criteria as stipulated in paragraphs 1.2 and 1.4 of the Rules and Regulations governing the Board of Directors.

Consequently, upon drawing up their letters of acceptance, all those members of the Board of Directors who enjoy an independent status must expressly state in writing that they fully comply with the corresponding requirements, pursuant to Law 964 of 2005.

In 2016, no independent members were appointed and consequently no statements of independence were made.

<p>16.6. The Company, through its internal rules and regulations, considers that the Board of Directors of Directors, through its Chairman and with the support of the Appointments and Remuneration Committee or the body responsible for carrying out the corresponding functions, is the most appropriate body for determining and coordinating, prior to the shareholders' meeting, the process of structuring a new Board of Directors. Consequently, any shareholder based on the stakes held, who aspires to become a member of the Board of Directors, may ascertain what is required from the Board of Directors and put forward their own aspirations, negotiate equity balances and distributions between different categories of members, present their own candidates and agree to the eligibility of the candidates be assessed by the Appointments and Remuneration Committee before any votes are cast in this respect at the shareholders' meeting.</p>	<p>YES</p>	<p>In accordance with Article 4 of the Rules and Regulations of the Appointments and Remuneration Committee, sub-section 1.4. of the Rules and Regulations governing the Board of Directors as well as the Board's General Appointment, Remuneration and Succession Policy.</p>	<p>2015-04-23</p>	
<p>16.7. The Rules and Regulations governing the Board of Directors shall stipulate that the eligibility of the proposed candidates shall be examined prior to the shareholders' meeting at which these appointments are to be made, so that shareholders are provided with sufficient information (personal qualities, suitability, track record, experience, integrity, etc.) so as to make informed decisions as to whom to vote for.</p>	<p>YES</p>	<p>Based on that stated in Section 1.5. of the Rules and Regulations governing the Board of Directors, the Appointments and Remuneration Board Committee must perform evaluations on the proposed candidates and the conclusions reached are published on the Company's website prior to the date on which the Annual Shareholders' Meeting is scheduled to be held;</p> <p>This in accordance with that stipulated in Section 1.5. of the Rules and Regulations governing the Board of Directors Regulations.</p>	<p>2015-04-23</p>	
<p>17.1. The Rules and Regulations governing the Board of Directors shall stipulate that Independent and Equity Members shall hold majority over Executive Members, whose number, should the latter be appointed to the Board of Directors, shall be the minimum number established for attending the information requirements and coordinating between the Company's Board of Directors and its Senior Management team.</p>	<p>YES</p>	<p>In accordance with that stipulated in sub-section 1.1 of the Rules and Regulations governing the Board of Directors.</p> <p>The Board of Directors does not currently have any executive members.</p>	<p>2015-04-23</p>	

<p>17.2. Based on a minimum percentage of twenty five percent (25%) of Independent Members, as prescribed by Law 964 of 2005, the Company shall analyze and voluntarily make upward adjustments to the number of Independent Members serving on its Board, so that the number of such members bears a direct relation with the amount of floating capital held</p>	<p>YES</p>	<p>Currently, the Board has four (4) independent members who form the majority, thus exceeding the minimum 25% required by law.</p>	<p>2007-03-29</p>	
<p>18.1. The functions of the Chairman of the Board of Directors shall be stipulated in the Company's Articles of Association and his or her main responsibilities shall be those set out in Recommendation 18.1</p>	<p>YES</p>	<p>In accordance with Article 32 of the Company's Articles of Association. In addition to this, the Board is responsible for furthering the Company's governance, which is one of their functions that cannot be delegated, acting as a liaison between shareholders and the Company.</p>	<p>2015-03-26</p>	
<p>18.2. The Company's internal rules and regulations shall provide for the possibility that the Chairman of the Board of Directors may be subject to differentiated treatment as opposed to the other members, both in terms of his or her corresponding obligations as well as remuneration, this due to the scope of the specific functions to be carried out and a greater amount of time that must be dedicated to his or her work as Chairman.</p>	<p>YES</p>	<p>In accordance with subsection 1.7.1. of the Board's Rules and Regulations of the Board, as well as in section 3.1. of its General Appointment, Remuneration and Succession Policy.</p>	<p>2015-03-26</p>	
<p>18.3. The Company's Articles of Associations shall contain the rules and regulations for appointing the Secretary to the Board including those stipulated in Recommendation 18.3.</p>	<p>YES</p>	<p>In accordance with Article 33 of the Company's Articles of Association.</p>	<p>2015-03-26</p>	
<p>18.4. The Rules and Regulations governing the Board of Directors shall also set out the functions of the Secretary, which include those stated in Recommendation 18.4.</p>	<p>YES</p>	<p>The functions of the Secretary are set out in section 3.2.1. the Rules and Regulations governing the Board of Directors.</p>	<p>2015-04-23</p>	
<p>18.5. The Board of Directors shall have set up an Appointments and Remuneration Committee</p>	<p>YES</p>	<p>The Board of Directors has set up an Appointments and Remuneration Committee.</p>	<p>2007-04-26</p>	
<p>18.6. The Board of Directors shall have set up a Risk Committee.</p>	<p>YES</p>	<p>In 2007, the Company set up a Committee with risk management functions. Then in 2015 a new Independent Risk Committee was formed. and this continues to function at the present time.</p>	<p>2006-04-27</p>	
<p>18.7. The Board of Directors shall have set up a Corporate Governance Committee.</p>	<p>YES</p>	<p>In 2005, the Company set up a Committee with corporate governance functions. Then in 2015 a new Independent Corporate Governance Committee was formed and this continues to function at the present</p>	<p>2005-01-27</p>	

		time.		
18.8. Should the Company have decided that it is not necessary to set up all of these committees, the functions of the non-existent committees shall have been either distributed among the existing committees or have been taken over by the Board of Directors.	YES	The Company has set up the following Board Committees: the Auditing and Finance Committee; the Risk Management Committee, the Corporate Governance Committee and the Appointment and Remuneration Committee.	2015-04-23	
18.9. Each of the Board Committees shall have its own Internal Rules and Regulations governing the details of its structure as well as the matters and functions on which the Committee should work together with its operating structure, paying particular attention to the communication channels between the Committees and the Board of Directors and, in the case of business groups, the means used for liaising and coordinating between the Parent's Board Committees and those of its subsidiaries, should these exist.	YES	Each committee has its own rules and regulations governing its functions and other recommended topics, all of which have been made available on the Company's website. Pursuant to that set out in the Company's Institutional Relations Framework, the Board of Directors approved a protocol to strengthen the communication and interaction between the Companies' Boards of Directors and those of other companies belonging to the Sura Business Group.	2015-04-23	2016-11-24
18.10. The Board Committees shall be made up of a minimum of three (3) members who shall be independent or equity members only and shall be chaired by an independent member. In the case of the Appointments and Remuneration Committee, independent members shall always hold the majority.	NO	The Board's committees are comprised of a minimum of three independent or equity members. They are also chaired by an independent member. The Board's Appointment and Remuneration Committee is made up of three people, one independent and the other two equity members		
18.11. The Board Committees may receive the ongoing or specific support from members of Senior Management who are experienced with matters within their sphere of competence and / or from outside experts.	YES	In accordance with subsection 4 of the Rules and Regulations governing the Board of Directors.	2015-04-23	
18.12. In setting up its Support Committees, the Board of Directors shall take into account the profiles, knowledge and professional experience of their members with regard to the Committee's own particular field of responsibility.	YES	According to section 4 of the Rules and Regulations governing the Board of Directors.	2015-04-23	

<p>18.13. Minutes shall be written up of all meetings held by Board Committees, and a copy of which is sent to all members of the Company's Board of Directors. Should the Committees have been delegated with decision-making powers, then the minutes of the meetings held shall be in keeping with that stipulated in Articles 189 and 431 of the Colombian Code of Commerce.</p>	<p>YES</p>	<p>Pursuant to paragraph 4 of the Rules and Regulations of both the Board of Directors and its respective Committees, the Company Secretary is responsible for drawing up the minutes of all meetings held, which are then sent to all members of the Board of directors. Directiva.</p>	<p>2015-04-23</p>	
<p>18.14. Unless currently applicable legislation or regulations stipulate the setting up of the aforementioned committees, in the case of business groups, internal rules and regulations provide for Boards of Directors of Subsidiaries being able to choose not to set up Board Committees specifically for addressing certain matters and instead for these to be handled by the Parent Company's own Board Committees, without this entailing any transfer of responsibilities from the subsidiary's board of directors to that of the Parent Company.</p>	<p>YES</p>	<p>The Company's subsidiaries have set up their own Board Committees, based on their respective scale, lines of business and other relevant factors, who have directly assumed these functions.</p>	<p>2016-01-01</p>	
<p>18.15. The Audit Committee's main task is to assist the Board in its supervisory role by evaluating accounting procedures, the Company's relationship with its Statutory Auditing firm and, generally speaking, reviewing the Company's control architecture, including the auditing of the Company's risk management system.</p>	<p>YES</p>	<p>In accordance with Article 4 of the Rules and Regulations governing the Audit and Finance Committee.</p>	<p>2015-05-28</p>	
<p>18.16. The members of the Audit Committee shall be highly knowledgeable of all accounting, financial and other related matters, allowing them to provide informed opinions on the issues within the Committee's sphere of competence along with a sufficient grasp of the scope and complexity of the subject matter in question.</p>	<p>YES</p>	<p>The members of the Audit and Finance Committee are experienced in these matters, as evidenced by their professional profiles, which have been made available on the Company's website. Experience and knowledge constitute a prerequisite for serving on a Board Committee in accordance with the provisions of Article 1 of the corresponding Committee's Rules and Regulations.</p>	<p>2015-03-26</p>	

<p>18.17. At the request of the Chairman of the Shareholders' Meeting, the Chairman of the Audit Committee shall report to the Shareholders on specific aspects of the work carried out by said Committee, such as the scope and contents of the Statutory Auditor's Report.</p>	<p>YES</p>	<p>The Audit and Finance Committee presented to the Board, for subsequent presentation to the Shareholders, a report on the working order of the Company's internal control system including the work carried out during the period in review. This function is specified in Article 3 of the Rules and Regulations pertaining to the Audit and Finance Committee.</p> <p>Likewise, the Chairman of this Committee attends all meetings of the General Assembly of Shareholders so as to be able to respond to any concerns therein raised in accordance with Article 5 of the Rules and Regulations governing the General Assembly of Shareholders.</p>	<p>2015-03-26</p>	
<p>18.18. The Audit Committee's Internal Regulations shall stipulate the functions indicated in Recommendation 18.18.</p>	<p>YES</p>	<p>The Rules and Regulations pertaining to the Audit and Finance Committee stipulate all those functions contained in this recommendation</p>	<p>2015-05-28</p>	
<p>18.19. The main function of the Appointments and Remuneration Committee shall be to assist the Board of Directors with its decision-making tasks or provide advice on matters regarding the appointment and remuneration of the members of the Board of Directors and Senior Management and monitor adherence to the Company's Corporate Governance regulations, regularly reviewing compliance, recommendations and principles (whenever such functions are not expressly attributed to any other Board Committee).</p>	<p>YES</p>	<p>In accordance with the Rules and Regulations governing the Appointments and Remuneration Committee.</p>	<p>2015-04-23</p>	
<p>18.20. Some members of the Appointments and Remuneration Committee shall be knowledgeable in matters concerning strategy, human resources (recruiting, selecting, hiring, training and handling employees), salary/wage policies and other related issues, allowing them sufficient grasp of the scope and complexity of the subject matter in question.</p>	<p>YES</p>	<p>Members of the Appointments and Remuneration Committee offer extensive experience in these matters, as can be seen by their corresponding profiles which have been made available on the Company's website.</p>	<p>2007-04-26</p>	

<p>18.21. At the request of the Chairman of the Shareholders' Meeting, the Chairman of the Appointments and Remuneration Committee shall provide the General Assembly of Shareholders with information regarding specific aspects of the work of said Committee, such as monitoring the remuneration policies of the Board of Directors and Senior Management.</p>	YES	<p>The main function of the Appointments and Remuneration Committee is to report on its activities as well as the Remuneration Policy governing members of the Board and Senior Management, in accordance with Article 4 of the Rules and Regulations pertaining to the Appointments and Remuneration Committee.</p> <p>Likewise, the Chairman of this Committee attends all meetings of the General Assembly of Shareholders so as to be able to respond to any concerns therein raised in accordance with Article 5 of the Rules and Regulations governing the General Assembly of Shareholders.</p>	2015-04-23	
<p>18.22. The Internal Regulations of the Appointments and Remuneration Committee shall stipulate the functions indicated in Recommendation 18.22.</p>	YES	<p>The Rules and Regulations pertaining to the Appointments and Remuneration Committee set out these recommended functions.</p>	2015-04-23	
<p>18.23. The main objective of the Risk Committee is to assist the Board of Directors in fulfilling its oversight responsibilities with regard to risk management.</p>	YES	<p>In accordance with the Rules and Regulations governing the Risk Committee</p>	2015-04-23	
<p>18.24. At the request of the Chairman of the Shareholders' Meeting, the Chairman of the Risk Committee shall report to the Shareholders on specific aspects of the work carried out by this Committee</p>	YES	<p>The role of the Risk Committee is to report to the General Assembly of Shareholders. Likewise, the Chairman of this Committee attends all meetings of the General Assembly of Shareholders so as to be able to respond to any concerns therein raised in accordance with Article 5 of the Rules and Regulations governing the General Assembly of Shareholders.</p>	2015-04-23	
<p>18.25. In keeping with the required adjustments for distinguishing between companies belonging to the financial sector and those pertaining to the real sector of the economy, and without prejudice to the functions assigned to this committee by current legislation, the Internal Rules and Regulations governing the Risk Committee</p>	YES	<p>The Rules and Regulations governing the Risk Committee sets out all of the functions contained in this recommendation.</p>	2015-04-23	

<p>stipulate all those functions listed in Recommendation 18.25.</p>				
<p>18.26. The main task of the Corporate Governance Committee is to assist the Board of Directors with its functions of proposing and supervising the different Corporate Governance measures adopted by the Company.</p>	<p>YES</p>	<p>In accordance with the Rules and Regulation of the Corporate Governance Committee.</p>	<p>2015-04-23</p>	
<p>18.27. The Internal Rules and Regulations governing the Corporate Governance Committee stipulate the functions indicated in Recommendation 18.27.</p>	<p>YES</p>	<p>The Rules and Regulations of the Corporate Governance Committee sets out all of the functions contained in this recommendation.</p>	<p>2015-04-23</p>	
<p>19.1 The Chairman of the Board of Directors with the help of the Company Secretary and the Chief Executive Officer shall prepare a work plan for the Board of Directors for the period in question that shall specify a reasonable number of regular board meetings to be held during the year and their estimated length.</p>	<p>YES</p>	<p>The Chairman of the Board, in conjunction with the Secretary to the Board, drew an annual work plan for the purpose of properly organizing board meetings and the topics to be discussed. This function is stipulated in sub-section 3.1 of the Rules and Regulations governing the Board of Directors.</p>	<p>2015-04-23</p>	
<p>19.2. Except in the case of all those entities coming under the oversight of the Colombian Superintendency of Finance who are obliged to hold one (1) board meeting per month, the Company's Board of Directors may hold between eight (8) and twelve (12) regular meetings per year.</p>	<p>YES</p>	<p>In accordance with subsection 1.6 of the Rules and Regulations governing the Board of Directors. In 2016, a total of 15 Board meetings were held</p>	<p>1997-12-24</p>	
<p>19.3. One (1) or two (2) board meetings per year shall be devoted to defining and monitoring the Company's strategy</p>	<p>YES</p>	<p>Pursuant to that set out in Section 1.6. of the Rules and Regulations governing the Board of Directors as well as in first paragraph of Article 31 of the Company's Bylaws, several board meetings are held each year to analyze the strategic risks facing the Group as well as to monitor the implementation of its corporate strategy.</p>	<p>1997-12-24</p>	

<p>19.4. The Board of Directors approves a specific schedule of regular meetings, but may hold extraordinary meetings as often as necessary.</p>	<p>YES</p>	<p>In accordance with subsection 1.6 of the Rules and Regulations governing the Board of Directors of Directors and Article 28 of the Company's Articles of Association.</p>	<p>1997-12-24</p>	
<p>19.5. Together with the notice of the corresponding meeting and, at least of five (5) calendar days beforehand, the members of the Board of Directors shall be provided with all those documents or information regarding each item included on the agenda for said meeting, so that its members may actively participate in the discussions to be held and make reasoned decisions on the matters put forward.</p>	<p>NO</p>	<p>The Company sends to each Board member, the agenda for the upcoming meeting as well as the bulk of the information relating to each item to be discussed therein, this within the recommended term for such. However, in some cases, not all the information required was sent within this time frame, due to difficulties in consolidating the financial information based on the newly adopted IFRS. However corrective measures shall be put into place in 2017 in order to rectify this anomaly.</p>		
<p>19.6. The Chairman of the Board of Directors, with the help of Secretary to the Board, shall be ultimately responsible for members receiving the required information sufficiently in advance and that the information is useful, so that quality over quantity shall prevail over the set of documents thus provided (the Board's Dashboard).</p>	<p>YES</p>	<p>In accordance with subsection 3.1 of the Rules and Regulations governing the Board of Directors as well as Article 32 of the Company's Articles of Association</p>	<p>2010-01-01</p>	
<p>19.7. The person who is ultimately responsible for drawing up the agendas for board meetings shall be the Chairman of the Board and not the Company's Chief Executive Officer, and said agenda shall be structured following certain parameters to ensure a logical order of issues to be discussed.</p>	<p>YES</p>	<p>These responsibilities are stipulated in sub-section 1.6 of the Rules and Regulations governing the Board of Directors, as well as Article 32 of the Company's Articles of Association. In 2015, the Chairman of the Board, together with the Secretary to the Board, drew an annual work plan that allowed for the proper organization of meetings and the topics discussed.</p>	<p>2015-04-23</p>	
<p>19.8. The Company shall report on the attendance rates corresponding to both Board and Board Committee meetings both on its website and as part of its Annual Corporate Governance Report.</p>	<p>YES</p>	<p>The Company's Corporate Governance Report, which in turn forms part of its Annual Report, shows the attendance rates corresponding to the members of both the Board and its Committees. These reports are made available on the Company's website.</p>	<p>2015-03-26</p>	

<p>19.9. Every year the Board of Directors shall assess the effectiveness of its work as a governing body, together with that of its committees as well as the performance of its individual members, including peer reviews. This shall also include evaluating how reasonable its internal rules and regulations are and assessing the dedication and performance shown by the Board and Committee members, proposing any changes to their structuring and working order, whenever required. On a Group level, the parent company's Board of Directors also requires that these evaluations are performed on the Boards of Directors at subsidiary level.</p>	<p>YES</p>	<p>In accordance with Section 2.1 of the Company's Code of Good Governance, the first paragraph of Article 31 of the Company's Articles of Association, and paragraph 2.1 of the Board's Rules and Regulations. A report on these evaluations is made available on the Company's website.</p>	<p>2007-04-18</p>	
<p>19.10. The Board of Directors alternates internal self-evaluations with outside evaluations carried out by independent consultants.</p>	<p>YES</p>	<p>In accordance with Section 2.1 of the Company's Code of Good Governance, the first paragraph of Article 31 of the Company's Articles of Association, and paragraph 2.1 of the Board's Rules and Regulations.</p> <p>In addition to the external evaluation, the members of the Board of Directors carried out self-evaluations.</p>	<p>2007-03-01</p>	
<p>20.1. The Rules and Regulations governing the Board of Directors shall supplement the provisions contained in current legislation regarding the rights and duties of the members of the Board of Directors.</p>	<p>YES</p>	<p>In accordance with subsection 5 of the Rules and Regulations governing the Board of Directors.</p>	<p>2015-04-23</p>	
<p>20.2. The Rules and Regulations of the Board of Directors shall embody the Company's understanding of the duties of the members of its Board of Directors as referred to in Recommendation 20.2.</p>	<p>YES</p>	<p>These duties are duly stipulated in sub-section 5 of the Rules and Regulations governing the Board of Directors</p>	<p>2015-04-23</p>	
<p>20.3. The Rules and Regulations of the Board of Directors shall list the rights of members of the Board of Directors as set out in Recommendation 20.3.</p>	<p>YES</p>	<p>These rights are duly stipulated in sub-section 5 of the Rules and Regulations governing the Board of Directors.</p>	<p>2015-04-23</p>	

<p>21.1. The Company shall have a formal well-defined policy and procedure in place, duly stipulated in its internal rules and regulations, for the purpose of ascertaining, managing and resolving conflicts of interest that may involve members of the Board of Directors and Senior Management, either directly or indirectly through Related Parties.</p>	<p>YES</p>	<p>In accordance with that laid out in the Company’s Policy for Ascertaining, Managing and Resolving Conflicts of Interest as well as in Chapter VI of its Code of Good Governance, and paragraph 4 of its Code of Conduct.</p>	<p>2015-06-25</p>	
<p>21.2. The procedure for managing conflicts of interest depends on their nature, that is to say whether they are sporadic or permanent conflicts of interest. Should the conflict of interest be considered sporadic, the corresponding procedure sets out the corresponding rules and steps to be taken that should be relatively easy to administer and difficult for the person involved to avoid. In the case of conflicts of interest that are considered to be of a permanent nature, then the procedure to be followed shall consist of ascertaining whether this affects the Company’s entire operations, and if so shall be construed as grounds for the mandatory resignation of the person involved given the impossibility of continuing in their position</p>	<p>YES</p>	<p>Upon drawing up the Company’s Policy for Assessing, Managing and Resolving Conflicts of Interest, the Company’s Board of Directors approved a procedure embracing these recommendations and detecting whether such conflicts are sporadic and permanent in nature.</p>	<p>2016-01-28</p>	
<p>21.3. The members of the Board of Directors, Legal Representatives, members of Senior management and other Company executives periodically report to the Board of Directors on any relations they may have, either directly or indirectly, amongst themselves or with other entities or structures belonging to Business Group which forms part of the issuer, or are maintained with the issuer or its suppliers or customers or with any other group of stakeholders, which could result in a conflict of interest or influence their opinions or votes, so as to be able to draw up a “Related Party Map” for high-level management.</p>	<p>YES</p>	<p>Pursuant to that set out in Chapter VI of the Company’s Code of Good Governance and its Policy for Assessing, Managing, and Resolving Conflicts of Interest, the Company has been made fully aware of the relationships existing between its high-level management and related parties, and these are handled based on the procedures contained in said rules and regulations.</p>	<p>2015-12-17</p>	

<p>21.4. Conflicts of interest - these being understood as situations that would oblige the person involved to refrain from attending and / or casting a vote at a meeting, at which the Board of Directors and other senior managers are present - are made known through the information published on an annual basis on the Company's website.</p>	YES	<p>In 2016, Company handled all conflicts of interest as and when they arose and disclosed the most relevant ones in the Company's Corporate Governance Report which was duly submitted to its shareholders at their Annual Shareholders' Meeting.</p>	2016-03-31	
<p>21.5. For this purpose, the definition of a related party as upheld by the Company is consistent with International Accounting Standard 24 (IAS 24).</p>	YES	<p>The Company has a Related Party Transaction Policy which contains the definition of related parties based on that contained in IAS 24.</p>	2015-12-17	
<p>22.1. The Company shall have a policy in place that sets out the specific procedure for evaluating, approving and disclosing transactions with related parties, including outstanding balances and the relationships between these same, except for those transactions that are subject to other specific rules and regulations.</p>	YES	<p>The Company has a Related Party Transaction Policy in place which regulates some of the aspects herein referred to, and is currently drawing up specific procedures for its implementation.</p>	2015-12-17	
<p>22.2. The Company's policy governing transactions with related parties shall cover all those issues contained in Recommendation 22.2.</p>	YES	<p>This policy covers all those aspects contained in this recommendation, for which specific procedures are being drawn up to ensure its implementation.</p>	2015-12-17	
<p>22.3 This policy shall stipulate that no explicit approval is required from the Board of Directors, for transactions between related parties that are regularly conducted as part of the normal course of business and governed by adhesion or framework contracts, containing standardized terms and conditions that are collectively applied, and are carried out based on market prices, generally set by the person supplying the goods or services in question and where the individual amounts are not material for the Company.</p>	YES	<p>In accordance with that stipulated in the Company's Related Party Transaction Policy.</p>	2015-12-17	

<p>23.1. The Company shall uphold a remuneration policy for its Board of Directors as approved by the General Assembly of Shareholders to be reviewed each year, identifying all those components of the Board's remuneration that can be effectively paid. These components may be either fixed or variable in nature, and may include fixed fees for being a member of the Board of Directors, fees for attending meetings of the Board of Directors and / or its Board Committees and other emoluments of any kind accruing during the Board's tenure, whatever the reason, either in cash or in kind as well as the obligations on the part of Company to pay pensions or life insurance premiums, or other items, involving both the past and present members of the Board as well as the payment of civil liability insurance (D & O policies) taken out by the Company to cover members of its Board of Directors.</p>	<p>YES</p>	<p>In accordance with the Board's Appointment, Remuneration and Succession Policy.</p>	<p>2015-03-26</p>	
<p>23.2. Should the Company prefer to adopt a remuneration system that includes a variable component linked to the Company's performance in the mid to long term, the remuneration policy shall include limits as to the amounts to be paid to the Board of Directors; and, should this variable component be related to the Company's earnings or other performance indicators produced at the end of period in question, any possible qualified opinions on the part of the Statutory Auditing firm which could indicate a reduction in the results for said period shall be borne in mind.</p>	<p>YES</p>	<p>Although the Company has a remuneration system in place that consists of a variable component, this does not apply to the Board of Directors, since it has never been authorized by the General Assembly of Shareholders.</p>	<p>2015-03-26</p>	
<p>23.3. The Equity and Independent Members of the Board of Directors shall be expressly excluded from remuneration systems that include share purchase options or a variable remuneration linked to the absolute change in the Company's share price.</p>	<p>YES</p>	<p>The General Assembly of Shareholders has not approved this type of remuneration as part of the fees to be paid to member of the Board of Directors.</p>	<p>2015-03-26</p>	

<p>23.4. For each period under review, and as part of the remuneration policy in effect, the Shareholders shall approve a cap for all the components approved regarding the remuneration of the Board of Directors.</p>	<p>YES</p>	<p>At their Annual Ordinary Meeting held in 2016, the Shareholders, in addition to approving the fees to be paid to the Board of Directors, also determined the maximum running costs for this governing body.</p>	<p>2016-03-31</p>	
<p>23.5. The total effective cost of the Board of Directors during the period under review, which includes all of the components of the remuneration paid to the members of the Board of Directors as well as reimbursed expenses shall be made known to the shareholders and posted on the Company's website. The level of detail and breakdown of such costs shall be approved by the Board of Directors.</p>	<p>YES</p>	<p>The remuneration received by the Board of Directors is published in the Company's Annual Report, which in turn is made available on its website.</p>	<p>1997-12-24</p>	
<p>24.1. The Company's governance model shall set out a clear division between the Company's governing body (its Board of Directors) and its normal course of business (for which the Company's Senior Management shall be responsible under the guidance of its Chief Executive Officer).</p>	<p>YES</p>	<p>The roles and responsibilities of each of the Company's governing bodies are clearly defined and specified in the Company's Articles of Association, rules and regulations as well as codes.</p>	<p>1997-12-24</p>	
<p>24.2. Generally speaking, the Board of Directors' policy shall consist of delegating the running of the normal course of business to the Company's Senior Management, while focusing the Board's own activities on general strategic, monitoring, governance and control functions.</p>	<p>YES</p>	<p>In accordance with the Board's Rules and Regulations, its prime functions are of a strategic, monitoring, governance and control nature.</p>	<p>1997-12-24</p>	

<p>24.3. As a general rule, members of Senior Management are identified, evaluated and appointed directly by the Company's Chief Executive Officer since these are his or her direct reports. Alternatively, the Company may decide that members of Senior Management be appointed by the Board of Directors, based on the proposals made by the Chief Executive Officer. Regardless of who makes the final appointment, candidates for key executive positions in the Company shall be evaluated by the Board's Appointments and Remuneration Committee, who shall provide its opinion on such.</p>	<p>YES</p>	<p>In accordance with Article 4 of the Rules and Regulations governing the Appointments and Remuneration Committee as well as the Senior Management Succession Policy, all of which have been duly approved by the Board.</p>	<p>2015-09-24</p>	
<p>24.4. Company shall uphold a clearly defined policy for delegating authority as approved by the Board of Directors and / or a framework of empowerment stipulating the powers granted to the Company's Chief Executive Officer and other members of Senior Management.</p>	<p>YES</p>	<p>The functions of Senior Management are laid out in the Company's Articles of Association as well as its internal rules and regulations, clearly indicating all those functions of the Board of Directors and the Shareholders which cannot be delegated, as well as the powers and authority conferred on the Company's Chief Executive Officer other members of its Senior Management team.</p>	<p>1997-12-24</p>	
<p>24.5. The Board of Directors, through its Appointments and Remuneration Committee, or the body that should take over its functions, shall ensure that annual performance evaluations are carried out on the Company's Chief Executive Officer and shall be informed of the performance evaluations carried out on other members of Senior Management.</p>	<p>YES</p>	<p>In accordance with Article 4 of the Rules and Regulations pertaining to the Appointments and Remuneration Committee. In 2016, the Board of Directors evaluated the performance of the Company's Senior Management</p>	<p>2015-04-23</p>	
<p>24.6. The Company shall uphold a remuneration policy for its Chief Executive Officer and other members of Senior Management, as approved by the Board of Directors, which shall stipulate the corresponding components of their remuneration which shall be linked to their ability to achieve the long-term goals and risk levels set.</p>	<p>YES</p>	<p>The Company has a remuneration policy in place for all its employees, including members of senior management.</p>	<p>2015-09-24</p>	

<p>24.7. Should the remuneration of the Company's Chief Executive Officer include both a fixed and a variable component, such remuneration shall be designed and calculated in such a way as to prevent the variable component exceeding the maximum limit set by the Board of Directors.</p>	<p>YES</p>	<p>The performance-based remuneration model corresponding to the Company's Chief Executive Officer is duly approved by the Board, after analyzing the inherent components of such and establishing the calculations and indicators to be used. The variable component paid to the Chief Executive Officer does not exceed his or her fixed salary.</p>	<p>2015-03-09</p>	
<p>25.1. The Board of Directors is ultimately responsible for maintaining a robust control environment within the Company, which shall be in keeping with its nature, size, complexity and degree of risk exposure, this in order to comply with all that stated in Recommendation 25.1.</p>	<p>YES</p>	<p>In accordance with subsection 2.1. of the Board's Rules and Regulations.</p>	<p>2015-04-23</p>	
<p>25.2. In the case of a business group, the Board of Directors of the Parent Company shall ensure that a control architecture exists with a sufficiently consolidated formal scope that encompasses all the group's subsidiaries, establishing responsibilities with regard to the corresponding policies and guidelines that govern such subsidiaries and defining clear reporting lines that allow for a consolidated overview of the risks to which the business group is exposed while taking the required control measures.</p>	<p>YES</p>	<p>In accordance with subsection 2.1 of the Board's Rules and Regulations as well as Chapter V of the Company's Code of Good Governance.</p>	<p>2015-12-17</p>	
<p>26.1. The Company's goals in terms of its risk management function shall be those referred to in Recommendation 26.1.</p>	<p>YES</p>	<p>The Company's goals in terms of its risk management function are consistent with those stated in this recommendation, in accordance with that stipulated in the Group's Risk Management Policy Framework. The Company also has an Internal Risk Management Manual which includes these recommendations.</p>	<p>2012-01-01</p>	<p>2016-04-28</p>
<p>26.2. The Company shall have drawn up a risk map which serves as a tool for identifying and monitoring the financial and non-financial risks to which it is exposed.</p>	<p>YES</p>	<p>The SURA Business Group has drawn up a strategic risk map, which was updated with the active involvement of both the Companies and Grupo Sura's Board of Directors, the latter through its Risk Management Board Committee. This strategic risk map can be found in the Company's Annual Report.</p>	<p>2015-03-26</p>	

26.3. The Board of Directors shall be responsible for defining a risk management policy and setting maximum limits of exposure for each risk thus identified.	YES	In accordance with subsection 2.1 of the Rules and Regulations governing the Board of Directors.	2015-04-23	
26.4. The Board of Directors is regularly informed and periodically monitors the Company's risk exposure to ensure that this remains within the maximum limits set, and proposes corrective measures and follow-ups in the case of any departures from such.	YES	In 2016, a Board meeting was held devoted to reviewing the strategic risks facing the Business Group, in keeping with that set out in Section 2.1 of the Rules and Regulations governing the Board of Directors.	2015-04-23	
26.5. As part of this Risk Management Policy, Senior Management shall serve as process "owner" and shall be responsible for the risk management function, that is to say, identifying, assessing, measuring, controlling, monitoring and reporting risks, defining the corresponding methodologies, and ensuring that the risk management function is in keeping with the defined risk management strategy and policy along with the maximum limits set.	YES	The Company's Risk Management Framework Policy and its Internal Risk Management Manual clearly stipulate Senior Management's responsibilities with regard to risk management.	2015-11-26	
26.6. The Company upholds a risk delegation policy, as approved by the Board of Directors, which sets risk limits that can be directly handled on each level of the Company.	YES	GRUPO SURA has drawn up an Internal Risk Management Manual, which was duly approved by its Board of Directors, that sets out guidelines regarding roles and responsibilities regard to risk management. Furthermore, the Board of Directors has defined limits for some of its operations and stipulated different levels of intervention in dealing with strategic issues, which include those that are handled at senior management level as well as those that must be reported to the Board of Directors for their analysis and approval.	2016-04-28	
26.7. In the case of business groups, the risk management function should be carried out on a consolidated level so as to ensure that a cohesive control is maintained over the companies that make up the group	YES	The guidelines and mechanisms laid on for the strategic articulation of the Group's risk management function are stipulated in the Group's Risk Management Framework Policy.	2015-11-26	
26.8. Should the company have a complex business and operating structure, it shall have a CRO - Chief Risk Officer to manage this on a group level in the event that the Group exercises control over such or the company belong to the business group in question.	YES	The companies that make up the Business Group have their own Chief Risk Officer (CRO), who is responsible for ensuring that information is clearly reported back to the Company.	2012-01-01	

27.1. The Board of Directors shall be responsible for ensuring that an adequate internal control system is maintained, in keeping with the complexity of the Company's business, and its risk management function.	YES	This responsibility is enshrined in section 2.1 of the Rules and Regulations governing the Board of Directors.	2015-04-23	
27.2. The Board of Directors shall be responsible for overseeing the effectiveness and adequacy of the Company's internal control system, which may be delegated to the Audit Committee, without this being considered as a means in which the Company's Board of Directors may relinquish their oversight responsibilities.	YES	In accordance with paragraph 2.1 of the Rules of the Board.	2015-04-23	
27.3. The Company requires the principle of self-control to be applied this being defined as the "ability of the people involved in the various processes to consider control as an inherent part of their responsibilities, fields of activity and decision making".	YES	In accordance with Section 5.3 of the Company's Code of Good Governance.	2015-12-17	
28.1. The Company's organizational culture, philosophy and risk policies shall be disseminated on a top-down, straight across basis along with the exposure limits set, so that the whole organization is able to consider the risks and control activities as applicable to the employee's specific activity	YES	The Company disseminates on a top-down basis its corporate culture and risk policies, and is working on the formalization of powers and the delegation of risk.	2012-01-01	
28.2. There shall be a mechanism in place for reporting accurate, comprehensible and complete information in a bottom to top direction (that is to say, to the Board of Directors and Senior Management), so as to provide support for and enable more informed decisionmaking as well as ensure optimum risk management and control.	YES	The different areas of the Company constantly inform senior management and the Board on the risk management and control system.	1997-12-24	
28.3. The Company's communication and reporting mechanism allows: i. Senior Management to involve the entire Company in complying with the responsibility for handling risk and defining controls; and ii. for the Company's staff to understand the roles they play in terms of risk management, identify the controls in place as well as their individual contribution to the work of others.	YES	Senior Management places a great deal of emphasis on Company staff having the necessary knowledge and expertise with which to handle the risks inherent to their activities while understanding the role they play in the wider internal control system.	1997-12-24	

<p>28.4. There shall be internal whistle blower help lines set up allowing employees to anonymously report any illegal or unethical conduct that may infringe upon the Company's risk management culture and controls. The Company's Board of Directors shall be provided with a report on such allegations.</p>	<p>YES</p>	<p>As covered by its Code of Ethical Conduct and the Rules of Regulations of its Ethics Committee, the Company has laid on an Ethics Hot Line where this type of conduct can be reported and which has been made available to all employees and other stakeholders. Our Corporate Governance Report also contains the number of complaints or grievances received and the procedures by which they were handled.</p>	<p>2010-07-01</p>	
<p>29.1. The Board of Directors, through its Audit Committee, shall be responsible for monitoring the effectiveness of the various components that make up the Company's control architecture.</p>	<p>YES</p>	<p>In 2016, no complaints or grievances were reported through the Group's Ethics Hot Line This responsibility is enshrined in sub-section 2.1 of the Board's Rules and Regulations.</p>	<p>2015-04-23</p>	
<p>29.2. The monitoring carried out throughout the Company shall provide assurance as to the effectiveness of its control architecture and shall mainly involve the internal auditing staff together with the Statutory Auditor with regard to matters within their sphere of competence particularly the financial information reported by the Company.</p>	<p>YES</p>	<p>In accordance with subsection 5.5 of the Company's Code of Good Governance. adequate monitoring is carried out in order to identify risks and the effectiveness of their corresponding treatment and remedial procedures.</p>	<p>2015-12-17</p>	
<p>29.3. The Company's internal auditing function shall have its own Internal Auditing Charter as approved by the Audit Committee, which shall explicitly include the scope of its duties in this respect, including the issues referred to in Recommendation 29.3.</p>	<p>YES</p>	<p>The Company's Board of Directors has approved its Internal Auditing Charter based on the guidelines contained in this recommendation.</p>	<p>2015-05-28</p>	
<p>29.4. The head of the internal auditing department shall maintain an independent professional relationship with the Senior Management of the Company or Business Group, and who shall functionally report to the Audit Committee.</p>	<p>YES</p>	<p>In accordance with the Company's Internal Auditing Activity Charter, as approved by the Audit and Finance Committee.</p>	<p>2015-05-28</p>	

<p>29.5. The Board of Directors shall be responsible for appointing and dismissing the head of the Internal Auditing Department upon the recommendation of the Audit Committee, and his or her dismissal or resignation shall be relayed to the market.</p>	<p>YES</p>	<p>De conformidad con el numeral 2.2 del Reglamento de la Junta Directiva y el artículo 4 del Comité de Auditoría y Finanzas. In accordance with subsection 2.2 of the Board's Rules and Regulations as well as Article 4 of those pertaining to the Audit and Finance Committee.</p>	<p>2015-04-23</p>	
<p>29.6. The Statutory Auditor of the Company or Business Group in question shall exercise complete independence with regard to the aforementioned bodies, which must be stated in the corresponding audit report.</p>	<p>YES</p>	<p>In accordance with the Framework Policy governing the appointing of a Statutory Auditor, he or she must confirm his or her independent status when first appointed as well as when the corresponding Statutory Auditor reports are presented at the Annual Shareholder Meetings.</p>	<p>2015-08-27</p>	
<p>29.7. Should the Company act as the parent company of a Business Group , the Statutory Auditor shall be the same for all companies, including offshore companies that belong to said Group.</p>	<p>YES</p>	<p>In compliance with the Group's Framework Policy for appointing a Statutory Auditor, as duly approved by its Board of Directors, in 2016, the shareholders of Grupo Sura and its subsidiaries appointed Ernst & Young as the statutory auditing firm for all those companies belonging to the Sura Business Group.</p>	<p>2016-03-31</p>	
<p>29.8. The Company shall have a policy in place for appointing a Statutory Auditor, as approved by the Board of Directors and duly disclosed to the Shareholders, which shall contain the provisions set out in Recommendation 29.8.</p>	<p>YES</p>	<p>The Board of Directors has approved a policy framework for appointing a statutory auditor, which contains all that stipulated in this recommendation.</p>	<p>2015-08-27</p>	
<p>29.9. In order to avoid excessive ties between the Company and its Statutory Auditing Firm and / or staff and with the aim of preserving their independent status, the Company shall have set out a maximum period of between six (5) and ten (10) years in which a statutory auditing firm may provide its services to the Company. In the case of the Statutory Auditor being a private individual as opposed to a corporate person, the maximum term of his or her contract shall be for five (5) years</p>	<p>YES</p>	<p>In accordance with subsection 7 of the Framework Policy for Appointing a Statutory Auditor.</p>	<p>2015-08-27</p>	

<p>29.10. Within the maximum period of service allowed, the Company shall ensure that the Statutory Auditor assigned by his or her firm to the Company are rotated, along with his or her staff half way through said period, at the end of which a new Statutory Auditing Firm must be appointed.</p>	<p>YES</p>	<p>In accordance with subsection 7 of the Framework Policy for Appointing a Statutory Auditor.</p>	<p>2015-08-27</p>	
<p>29.11. In addition to the current prohibition of hiring professional services other than account auditing from a Statutory Auditor as well as any other functions recognized by current legislation, the Company shall extend this limitation to persons or entities associated with the Statutory Auditing Firm, including the companies belonging to the Company's own business group, as well as companies broadly sharing the same auditing staff as belonging to the Statutory Auditing Firm in question.</p>	<p>YES</p>	<p>GRUPO SURA has drawn up an Internal Risk Management Manual, which was duly approved by its Board of Directors, that sets out guidelines regarding roles and responsibilities with regard to risk management.</p>	<p>2015-08-27</p>	<p>2016-04-28</p>
<p>29.12. As part of the information released to the public, the Company shall disclose the total amount of the contract signed, as well as the relative importance of fees paid by the Company to the Statutory Auditor in question.</p>	<p>YES</p>	<p>The fees paid to the Statutory Auditing Firm are disclosed as part of the Company's Annual Report. In 2016, this information shall be extended to include the percentage that this represents of the firm's total revenues.</p>	<p>1998-03-26</p>	<p>2016-03-31</p>
<p>30.1. Board of Directors shall have approved a disclosure policy, which covers at least the information described in this Recommendation</p>	<p>YES</p>	<p>In accordance with that laid out in the Group's policies governing Reputation Management; Stakeholder Engagement, and Brand Management, in addition to all those official reporting requirements and the Company's own Information Management Policy.</p>	<p>2015-10-29</p>	
<p>30.2. In the case of business groups, all information disclosed to third parties shall be comprehensive and cross-cutting, with regard to the group of companies in question, so as to allow outside parties to form an opinion based on the real situation, organization, complexity, activities, size and governance model of said group.</p>	<p>YES</p>	<p>In addition to complying with official reporting requirements, the Company uses various channels to disclose any information it considers important with regard to all those companies that form part of its business group.</p>	<p>2010-01-01</p>	

<p>31.1. Should the Statutory Auditor issue a qualified opinion on the Company's financial statements then all measures taken by the Company to remedy the situation shall be explained to the shareholders at their annual meetings by the Chairman of the Audit Committee.</p>	<p>YES</p>	<p>In accordance with Article 4 of the Rules and Regulations governing the Audit and Finance Committee.</p>	<p>2015-01-28</p>	
<p>31.2. In the event of the Statutory Auditor issuing a qualified opinion and/ or including emphasis paragraphs in the corresponding audit report, and when the Board of Directors believes that its own opinion should prevail, given the degree of uncertainty involved, this should be properly explained and justified to the Shareholders in the form of a written report, specifying the content and scope of the discrepancy.</p>	<p>YES</p>	<p>In accordance with Article 4 of the Rules and Regulations governing the Audit and Finance Committee.</p>	<p>2015-05-28</p>	
<p>31.3 Transactions with or between related parties, including transactions between companies belonging to the same group that, based on objective parameters such as the scale of the transaction, its value as a percentage of the Company's assets, sales or other indicators, when these are considered to have a material significance, shall be disclosed in the form of detailed financial information made available to the public as well as whether these corresponding to offshore transactions.</p>	<p>YES</p>	<p>Through the Business Group's Special Report and its financial statements, the Company discloses the main contractual agreements and the more important transactions carried out with its affiliates and subsidiaries at year end.</p>	<p>2015-03-26</p>	
<p>32.1. As part of the Company's Information Disclosure Policy, the Board of Directors (or the Finance, Audit and Risk Management Committee) shall adopt the necessary measures to ensure that all financial and non-financial information concerning the Company as required by current legislation is transmitted to the financial and capital markets, in addition to all information that is relevant to investors and customers.</p>	<p>YES</p>	<p>In accordance with Article 4 of the Rules and Regulations governing the Audit and Finance Committee.</p>	<p>2015-05-28</p>	
<p>32.2. The Company's website shall be organized in a user friendly fashion, enabling the user to readily access information relating to the Company's corporate governance.</p>	<p>YES</p>	<p>The Company's website offers a Corporate Governance tab which is just two clicks away from the home page.</p>	<p>2010-01-01</p>	

<p>32.3. The Company's website shall include at least the links addressed in Recommendation 32.3.</p>	<p>YES</p>	<p>The information published on the Company's website contains all the recommended information tabs and links, so that shareholders and other stakeholders can keep themselves well informed about all that concerning the Company and the wider Business Group.</p>	<p>2015-12-01</p>	
<p>32.4. The supporting documentation corresponding to the market information released by the Company, shall consist of documents that can be printed, downloaded and shared.</p>	<p>YES</p>	<p>The documents that the Company publishes on its website can be printed, downloaded, shared and are available in both their English and Spanish versions.</p>	<p>2010-01-01</p>	
<p>32.5. In the case of large-scale, complex companies, an annual report on the structuring, methods and procedures relating to the entity's control architecture shall be published on the entity's website for the purpose of ensuring that financial and non-financial information is securely provided, that the entity's assets are duly protected and that its operations are efficiently and securely carried out. Information regarding the Company's Control Architecture shall be supplemented by a risk management report.</p>	<p>YES</p>	<p>Every year, the Company, in its annual report, presents a chapter on its internal control and risk management systems, which is made available on its website. Similarly, the Board of Directors presented the shareholders at their Annual Shareholders' Meeting, its own internal control report, which included all that carried out by the Audit and Finance Committee during the year.</p>	<p>2015-03-26</p>	
<p>33.1. The Company shall draw up an Annual Corporate Governance Report, with the Board of Directors being responsible for the corresponding content, after the Audit Committee has duly reviewed and issued a favorable opinion on such, which is then presented together with the rest of the year-end documents.</p>	<p>YES</p>	<p>This responsibility is enshrined in Article 4 of the Rules and Regulations governing the Audit and Finance Committee, as well as Section 2.1 of the Rules and Regulations governing the Board of Directors. In 2016, a Corporate Governance Report was presented to the shareholders at their Annual Shareholders' Meeting which formed part of the Company's Annual Report.</p>	<p>2015-03-26</p>	
<p>33.2. The Company's Annual Corporate Governance Report, shall not consist of a mere transcription of its Corporate Governance Rules and Regulations, as included in its Articles of Associations, internal regulations, codes of good governance and other corporate documents. It shall neither be used to describe the Company's governance model, but rather to provide a detailed account of the reality of its</p>	<p>YES</p>	<p>The Corporate Governance Report submitted to the General Assembly of Shareholders highlighted the most important events that occurred in 2015.</p>	<p>2005-01-01</p>	

<p>business situation and any relevant changes occurring</p>				
<p>33.3. The Company's Annual Corporate Governance Report shall contain year-end information that describes the way in which the Company complied with all corporate governance recommendations that have been adopted along with any major changes made to such.</p> <p>The Company's Annual Corporate Governance Report shall be structured in accordance with the outline contained in Recommendation 33.3.</p>	<p>YES</p>	<p>The Corporate Governance Report presented to the shareholders at their Annual Shareholders' Meeting held in 2016 included the required information and followed the recommended structure.</p>	<p>2016-03-31</p>	
<p>.</p>				