

**REGULAR SHAREHOLDERS GENERAL ASSEMBLY  
OF THE CORPORACIÓN DE FERIAS Y EXPOSICIONES S.A.  
USUARIO OPERADOR DE ZONA FRANCA**

**MINUTE No. 93**

In the city of Bogotá D.C., being 9:00 a.m. on the twenty-eighth (28) of March of two thousand and nineteen (2019), by virtue of the call made on March four (4) of two thousand and nineteen (2019), by the Board of Directors and the Executive President and Legal Representative of the CORPORACIÓN DE FERIAS Y EXPOSICIONES S.A USUARIO OPERADOR DE ZONA FRANCA (CORFERIAS), by publishing a notice in the newspaper EL TIEMPO that circulated on that date, met in Hall 17, first floor of the Great Hall Óscar Pérez Gutiérrez, located at Carrera 37 No. 24 -67 from the city of Bogotá, the shareholders of CORPORACIÓN DE FERIAS Y EXPOSICIONES S.A USUARIO OPERADOR DE ZONA FRANCA listed below:

It was attended by Dr. Jaime Mantilla García, President of the Board of Directors of the Corporation, Dr. Andrés López Valderrama, Executive President and Legal Representative of Corferias, Dr. Natalia Riveros Castillo, Secretary General and Dr. Carolina González, member of KPMG Statutory Auditor of the Corporation.

As established in article thirty-six (36) of the Corporation's Bylaws, the President of the Board of Directors of the entity, Dr. Jaime Mantilla García, presided over the session and Dr. Natalia Riveros Castillo, General Secretary, acted as Secretary. from Corferias.

**1. QUORUM VERIFICATION.**

For the purposes of establishing the quorum, it is important to clarify that the Corporation has a total of 167,391,943 subscribed shares. However, of these there are 104,146 shares that were repurchased by the entity. The repurchased shares must be excluded for the accounting of the quorum since, in accordance with the provisions of article 396 of the Commercial Code and article 25 of the Company Bylaws, while these shares belong to the company, the inherent rights thereof are suspended. Thus, the quorum will be established on a total of 167,287,797 subscribed shares.

The President asked the Secretary to verify the quorum, who reported that 163,182,543 shares of the Corporation were represented at the meeting, which constitute 97.55% of the total subscribed shares, which are 167,287,797, which is why there is sufficient quorum to deliberate and validly decide.

**2. READING AND APPROVAL OF THE AGENDA**

Afterwards, the President made a summary of several of the most important milestones achieved by the Corporation in 2018 and proceeded to read the Agenda included in the call to the Assembly:

1. Verification of the quorum.
2. Reading and approval of the Agenda.
3. Installation of the Assembly by the President of the Board of Directors.
4. Appointment of the Review and Approval Committee of the Minutes.
5. Presentation of the 2018 Management Report of the Board of Directors and the Executive President.
6. Presentation and consideration of the Financial Statements as of December 31, 2018 Separate or individual and Consolidated.
7. Opinion of the Statutory Auditor.
8. Presentation and consideration of the Profit Distribution Project.
9. Approval of the Management Report, the Financial Statements, the Tax Auditor's Opinion and the Profit Distribution Project.
10. Election of members of the Board of Directors
11. Election and Appointment of the Fiscal Auditor 2019-2022 and allocation of fees.
12. Proposals and Miscellaneous.
  - 12.1. Stock Market Committee Report
  - 12.2. Tribute to the life and work of Óscar Pérez Gutiérrez

Once the Agenda was read, the President of the Assembly asked to modify the agenda to first pay tribute to Dr. Óscar Pérez Gutiérrez on the one hand and, on the other, to include a proposed amendment on the agenda to the statutes in the conformation of the Board of Directors of Corferias, which was submitted to the consideration of the Assembly and was unanimously approved by the votes present, that is, by a total of 163,182,543 votes corresponding to 97.55% of the total of the subscribed shares. So the approved agenda is as follows:

**MODIFIED AGENDA**

1. Verification of the quorum.
2. Reading and approval of the Agenda.

3. Installation of the Assembly by the President of the Board of Directors.
4. Tribute to the life and work of Óscar Pérez Gutiérrez
5. Appointment of the Review and Approval Committee of the Minutes.
6. Presentation of the 2018 Management Report of the Board of Directors and the Executive President.
7. Presentation and consideration of the Financial Statements as of December 31, 2018, individual and consolidated.
8. Opinion of the Statutory Auditor.
9. Presentation and consideration of the Profit Distribution Project.
10. Approval of the Management Report, the Financial Statements, the Report of the Statutory Auditor and the Profit Distribution Project.
11. Reform of Statutes
12. Election of members of the Board of Directors
13. Election and Appointment of the Fiscal Auditor 2019-2022 and allocation of fees.
14. Proposals and Miscellaneous.
  - 14.1. Stock Market Committee Report

### **3. INSTALLATION OF THE ASSEMBLY BY THE PRESIDENT OF THE BOARD OF DIRECTORS**

The Chairman of the Board presented a cordial welcome greeting to all the shareholders, and especially to those who accompany him on the Board of Directors of the Assembly, that is, to Dr. Monica de Greiff, President of the Bogota Chamber of Commerce, Dr. Andres Lopez Valderrama, Executive President and Legal Representative of Corferias, Dr. Enrique Vargas Lleras Vice President of the Board of Directors of Corferias and all those present, expressing their satisfaction at having your company at this important event for the Corporation. In general, he highlighted the achievements of the entity and declared the Assembly session open.

(...)

### **11. REFORM OF STATUTES (MODIFICATION OF THE FISCAL REVIEW PERIOD)**

Dr. Andrés López Valderrama begins the presentation by pointing out that the Good Governance, Risks and Audit Committee of the Bogotá Chamber of Commerce, carried out with a external consulting firm, a study regarding the Corporate Governance of the Chamber of Commerce and all its subsidiaries, in order to make a series of recommendations on the composition and composition of the administrative bodies, their functions and other activities. Faced with this, it has recommended that the Board of Directors of Corferias be made up of an odd number of members in order that decisions are always taken and there are no ties, but rather a member that settles possible controversies and assumes a position to make decisions in accordance with the majorities established in the statutes and in the law.

Therefore, it explains that the modification is focused only on the number of members that make up the Board of Directors, which would go from eight (8) members to seven (7) main members with their respective alternates, for which reason it presents the proposal for modification of article 40 of the Bylaws, as follows:

CURRENT ARTICLE	PROPOSED ARTICLE
<p><b>Article 40.</b> The Board of Directors of the company is made up of eight (8) main members, of whom at least twenty-five percent (25%) must be independent, with their respective personal alternates and will be elected by the Shareholders Assembly to periods of two (2) years, and may be reelected indefinitely. The alternates of the independent main members must also have the quality of independent, in the terms established by the law.</p> <p><b>FIRST PARAGRAPH:</b> Seven (7) full lines will be chosen under the electoral quotient system referred to in article 38 of these statutes, in compliance with the provisions set forth above in relation to the requirement of independent members.</p> <p><b>SECOND PARAGRAPH:</b> One (1) additional line, to complete the eight (8) members, will be composed in its own right by the main legal representative of the majority shareholder and its substitute will be an</p>	<p><b>Article 40.</b> The Board of Directors of the company is made up of seven (7) main members, of whom at least twenty-five percent (25%) must be independent, with their respective personal alternates and will be elected by the Shareholders Assembly to periods of two (2) years, and may be reelected indefinitely. The alternates of the independent main members must also have the quality of independent, in the terms established by the law.</p> <p><b>FIRST PARAGRAPH:</b> Six (6) full lines will be chosen under the electoral quotient system referred to in article 38 of these statutes, in compliance with the provisions set forth above in relation to the requirement of independent members.</p> <p><b>SECOND PARAGRAPH:</b> One (1) additional line, to complete the seven (7) members, will be composed in its own right by the main legal representative of the majority shareholder and its substitute will be an</p>

<p>officer of the management level of the majority shareholder designated by the main legal representative of this shareholder.</p> <p><b>THIRD PARAGRAPH:</b> The administrators or legal representatives of the shareholders who are elected as such by the Shareholders Assembly in accordance with the provisions of the statutes and the law may be members of the Board of Directors.</p> <p><b>FOURTH PARAGRAPH:</b> They may be part of the Board of Directors of the company as honorary members, who having belonged to the Board or state linked to the company, in the opinion of the General Assembly of Shareholders become creditors for their merits to such distinction. Honorary members will have a voice but no vote on the Board of Directors.</p> <p><b>FIFTH TRANSITORY PARAGRAPH:</b> This provision shall be effective from its approval by the General Shareholders Assembly and shall be binding for the Board of Directors elections that are held after its approval.</p>	<p>officer of the management level of the majority shareholder designated by the main legal representative of this shareholder.</p> <p><b>THIRD PARAGRAPH:</b> The administrators or legal representatives of the shareholders who are elected as such by the Shareholders Assembly in accordance with the provisions of the statutes and the law may be members of the Board of Directors.</p> <p><b>FOURTH PARAGRAPH:</b> They may be part of the Board of Directors of the company as honorary members, who having belonged to the Board or state linked to the company, in the opinion of the General Assembly of Shareholders, become creditors for their merits to such distinction. Honorary members will have a voice but no vote on the Board of Directors.</p> <p><b>FIFTH TRANSITORY PARAGRAPH:</b> This provision shall be effective from its approval by the General Shareholders Assembly and shall be binding for the Board of Directors elections that are held after its approval.</p>
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Some minority shareholders (Pablo Poch and Cielo Cantillo) point out that the number of members should be a greater number, that is, of 9 main members with their alternates. However, Dr. Andrés López Valderrama recalls that this proposal arises from a study carried out by an external consultant with the accompaniment of the Good Governance, Risks and Audit Committee of the Bogotá Chamber of Commerce, and the number of seven members, is a proposal technically studied and analyzed, and more for Corferias, where the main members as well as the alternate members always participate in the meetings, and in the same way, the honorary members, all members of the Board, also actively attend. Board of directors who contribute and make very important contributions to the Administration to carry out the different projects. Furthermore, it explains that the minority shareholders of Corferias are always represented.

Other minority shareholders (Gonzalo Serrano Orejarena) intervene supporting the proposal to reduce the number of members of the Board of Directors, but especially because a judicious and responsible study has been made, and it is not a proposal without arguments.

Subsequently, the shareholders at the General Assembly appreciate the explanation and presentation made and approve the present proposal, which was approved by 163,150,254 of the votes present at the Assembly, that is, by 163,150,254 subscribed shares corresponding to 97.52% of the total of the subscribed shares. Mr. Pablo Poch Figueroa, minority shareholder that owns 32,289 subscribed shares equivalent to 0.019%, votes against the proposed bylaws reform. However, the reform is approved by more than 75% of the subscribed shares present in accordance with the provisions of article 39 of the corporate statutes of Corferias, for which the amendment of article 40 of the corporate statutes of Corferias is understood to be approved. .

In accordance with the foregoing, the General Assembly instructs the administration to complete all the respective procedures to formalize the reform of the statutes before the respective authorities and that based on this, all the corresponding corporate documents and those that may be applicable are updated.

(...)

The agenda being exhausted, the President thanked all shareholders for attending and declared the meeting adjourned at 10:45 a.m.

**JAIME GARCIA MANTILLA**  
President ( Original Signed)

**NATALIA RIVEROS CASTILLO**  
Secretary (Original Signed)

Read and revised Minute No. 92 corresponding to the Ordinary General Meeting of Shareholders of CORPORACIÓN DE FERIAS Y EXPOSICIONES S.A. USUARIO OPERADOR DE ZONA FRANCA, held on March 28, 2019, we believe that its content fully reflects the development of the topics presented to shareholders at the Assembly, which is why we approve it.

**MARTHA YANETH VELEÑO QUINTERO**  
(Original Signed)

**FABIOLA SUÁREZ SANZ**  
(Original Signed)

**MANUEL ESPEJO-SAAVEDRA CUERVO**  
**(Original Signed)**

**PABLO POCH FIGUEROA**  
**(Original Signed)**

This extract is a faithful copy taken from the original that is in books and that contains the decisions that were adopted at the session of the General Shareholders' Meeting on March 28, 2019 and is issued twenty-five (25) days from the month of July of 2019.

Atentamente,

**NATALIA RIVEROS CASTILLO**  
Secretary