

SG-054-2020

Bogotá, D.C., March 2nd, 2021

Mr.
JORGE CASTAÑO GUTIÉRREZ
Superintendent
Colombian Superintendency of Finance
Bogotá

REF: No previous case number
Period end Financial Statements / Shareholders Meetings
31 Submission of information
Folios (4)

Dear Mr. Superintendent:

In accordance with the Basic Legal Circular 029 / 2014, Chapter VI, Title I, Part III (Resolution No. 116 from February 27 / 2002 from the Superintendence of Securities), I inform that for Banco de Bogotá's Ordinary Shareholders' Meeting to be held on Thursday, March 25th / 2021, and taking into account procedures established by Banco de Bogotá's Board of Directors, the Bank's Management has advised all staff responsible for verification of compliance with the control procedures established by said regulation, to follow appropriate measures to ensure the effective participation of shareholders at the Meeting, avoiding conducts that do not comply with Articles 184 and 185 of the Code of Commerce and Article 23 of Law 222 / 1995.

To that effect, the Bank has issued internal circulars VR-7643 and VR-7644 (copy attached), which were published and disclosed to all the Bank's staff.

Finally, through this communication we are informing to the market in general, compliance with the above mentioned Resolution.

Sincerely,

(Original Signed)
SERGIO URIBE ARBOLEDA
Board of Directors President for the meeting held on March 2nd/ 2021

Bogotá, March 2nd , 2021

CIRCULAR
VR-7643

TO : ALL BRANCHES AND GENERAL HEADQUARTERS
FROM: SECRETARY GENERAL
REF : BANCO DE BOGOTÁ'S SHAREHOLDERS' MEETING – INCOMPATIBILITIES FOR MANAGERS AND EMPLOYEES

Regarding Banco de Bogotá's Shareholders' Meeting to be held on Thursday, March 25th / 2021, we remind all staff that in accordance with Article 185 of the Code of Commerce, except in cases of legal representation, managers and employees of the Bank will not be able to represent at the Shareholder's Meeting shares different than their own, as long as they are acting employees of the Bank, nor substitute the powers of attorney received. Neither will they be able to vote on period-end financial statements nor on liquidation statements.

Any employee of the Bank who is also a shareholder and who decides to be represented at the Shareholders' Meeting by granting power of attorney to the suggested proxies, must expressly inform his/her employment condition in the respective power of attorney, so that his/her vote is not taken into account for financial statements' approval.

Sincerely,

JUANITA CUBIDES DELGADO
SECRETARY GENERAL

RESPONSIBLE AREA: SECRETARY GENERAL

Bogotá, March 2nd, 2021

CIRCULAR
VR-7644

TO : ALL BANCO DE BOGOTÁ BRANCHES AND GENERAL HEADQUARTERS

FROM: SECRETARY GENERAL

REF : ORDINARY SHAREHOLDERS' MEETING – BASIC LEGAL CIRCULAR 029 / 2014 CHAPTER VI, TITLE I, PART III (RESOLUTION No. 0116, FEBRUARY 27 / 2002 ISSUED BY THE SUPERINTENDENCY OF SECURITIES): “ILLEGAL, UNAUTHORIZED AND UNSAFE PRACTICES”.

Regarding Banco de Bogotá's Shareholders' Meeting to be held on Thursday, March 25th / 2021, we remind all staff that in compliance with the referred regulation, it has been established that in so far as they may be contrary to Articles 184 and 185 of the Code of Commerce and Article 23 of Law 222 / 1995, in particular numerals 2, 6 and 7, staff from a share-issuing company must abstain from incurring directly or indirectly into any of the following conducts:

- 1.- To encourage, promote or suggest to shareholders to grant powers of attorney, without clear definition of the name of the representative to the Shareholders' Meeting of the respective company.
- 2.- To receive from shareholders, powers of attorney for the Shareholders' Meeting, without clear definition of the name of the respective representative.
- 3.- To admit as valid, powers of attorney granted by shareholders in order to participate in the Shareholders' Meeting, when such powers do not comply with requirements established in Article 184 of the Code of Commerce.
- 4.- Regarding those who as established in the by-laws act as legal representatives of the company, the liquidators and other employees from the share-issuing company, to suggest or decide on who will act as holder of power of attorney in the Shareholders' Meeting. For the Meeting that will be held on March 25th / 2021, in an exceptional manner and with prior approval from the Financial Superintendence, this provision is exempted considering that, due to the Covid-19 pandemic, shareholders will be able to grant power of attorney including voting instructions to proxies suggested by the Bank.
- 5.- Regarding those who as established in the by-laws act as legal representatives of the company, the liquidators and other employees from the share-issuing company, to recommend shareholders to vote for a specific list.
- 6.- Regarding those who as established in the by-laws act as legal representatives of the company, the liquidators and other employees from the share-issuing company, to suggest, coordinate or agree with any shareholder or any shareholder's representative, on presenting to the Meeting propositions for its consideration.
- 7.- Regarding those who as established in the by-laws act as legal representatives of the company, the liquidators and other employees from the share-issuing company, to suggest,

coordinate or agree with any shareholder or any shareholder's representative, voting for or against any of the propositions presented at the Shareholders' Meeting.

In all cases, managers or employees of the share-issuing company, may exercise the political rights inherent to their own shares and those they represent when acting as legal representatives.

Regarding the receipt of powers of attorney to attend Banco de Bogotá's Shareholders' Meeting, it is reminded that before 3:00 pm on the day prior to the meeting, they will be received at asamblea2021@bancodebogota.com.co, for appropriate revision of compliance with requirements regarding their validity, accept them, or return them promptly for correction when they do not comply with said requirements.

It has been, and is, the Bank's policy that its employees act in a neutral way towards all shareholders, and guarantee their effective participation in the Shareholders' Meeting and in the exercise of their rights. In accordance with the latter, and as stipulated in the aforementioned Basic Legal Circular, we reiterate to all employees that they must continue to refrain from any practice that violates these principles.

Sincerely,

JUANITA CUBIDES DELGADO
SECRETARY GENERAL

RESPONSIBLE AREA: SECRETARY GENERAL