

## BBVA COLOMBIA INFORMS THE MEASURES TAKEN IN ORDER TO ENSURE EQUITABLE TREATMENT TO SHAREHOLDERS

The Board of Directors, on January 31st, 2017 meeting, established the following measures in order to ensure treatment, effective participation and compliance with the rights of all shareholders during the General Assembly convened for February 28th, 2017 at 11:00 a.m.

BBVA Colombia's legal representatives, administrators and employees are required to act with neutrality towards shareholders, they must refrain from performing conduct classified as illegal, unauthorized and unsafe practices indicated in Title III of Resolution 116 of 2002 issued by the *Superintendencia Financiera* (Colombian Banking Authority).

It is forbidden for Bank's employees:

- To represent shares other than their own, nor request or confer proxies in favour of certain people. They may not vote, even with their own shares, on approvals of balances, end of year accounts, nor liquidation ones.
- To request or confer representation powers for General Assembly meetings.
- To encourage, promote or suggest to shareholders writing representative letters, in which it is not clearly defined the proxy's name.
- To receive representative letters from shareholders in which it is not clearly stated the proxy's name.
- To admit as valid, representative letters without the legal requirements established in article 184 of the Commercial Code. The proxies must be written and stated with the proxy's name, the person on whom he can replace it, and the date and time of the meeting. Entities must attach a recent certificate that proves the existence and representation of the company.
- To recommend any specific candidate or a list of candidates.
- To suggest, coordinate or agree with any shareholder or his proxy, the submission of proposals to be addressed by the General Assembly of Shareholders, notwithstanding the capacity of the Board and the CEO to submit proposals to shareholders in order to ensure the Bank's adequate development.
- To suggest, coordinate or agree with any shareholder or his proxy, voting in a specific way.

Legal framework: Resolution 0116, 2002 from *Superintendencia Financiera* of Colombia (Colombian Banking Authority), articles 184 and 185 of the Commercial Code and article 23 of Law 222, 1995, Corporate Governance Code and Regulation of the General Assembly of Shareholders.

Procedures are controlled and supervised by:  
Legal Services Executive Vice-President and Secretary General  
Director of the Legal Advise Department

More info: Legal Services Executive Vice-Presidency: Dial number + 57 1 3471600 Exts. 11105 and 11175.  
Investor Relations: dial number + 57 1 3471600 Ext. 12764. Shareholders' Office: Dial number + 57 1 3471600 Ext. 11111.

**DISCLAIMER:** The English version is only a translation from the original in Spanish and should be used for information purposes. In case of discrepancies, the Spanish original shall prevail.