

## FINANCIAL SUPERINTENDENCE OF COLOMBIA

### COUNTRY CODE SURVEY. CODE OF BEST CORPORATE PRACTICES - COLOMBIA

Issuer's Name : DAVIVIENDA  
 Issuer's TIN : 860034313-7  
 Legal Representative's Name : MAURICIO VALENZUELA GRUESSO  
 Identification Document : 19.279.741  
 Evaluation Period : January - December 2014  
 Entity's Legal Nature : Stock Corporation  
 SFC Assigned Entity Code : 1-39

### 1. GENERAL STOCKHOLDERS' ASSEMBLY

#### Call for Assembly

#### Question 1

	YES	NO
<b>Question:</b> At the last General Assembly of Shareholders, was the documentation necessary for adequate information on the topics made available to shareholders within the term of the notice and at the corporate office? (Measure 1)	X	
<b>Explanation:</b> All the information to exercise the shareholders' right of inspection was made available at the Office of Shareholders and Investors Services at Avenida El Dorado No. 68c - 61. Office 902, Torre Central DAVIVIENDA Building.  Additionally, for purposes of the right of inspection, the following are available to shareholders: Code of Ethics of Grupo Empresarial Bolívar, Code of Corporate Governance, Board Regulations, Guide to Rights and Obligations of Shareholders, and Regulations for Shareholders of Banco Davivienda S.A.		

#### Question 2

	YES	NO
<b>Question:</b> Does the information made available to shareholders during the term of the notice of the General Stockholders' Meeting contain the candidates proposed as members of the Board of Directors? (Measure 2)	X	



**Banco Davivienda**

Tel. 330 0000

Ave. El Dorado # 68C-61

[www.davivienda.com](http://www.davivienda.com)

# DAVIVIENDA

Explanation:

During 2014 there was no appointment of Directors, because the bylaws provide periods of two years' service for members of this body.

## Question 3

	YES	NO	N/A
<p><b>Assumption:</b> If the issuer has any relation with the parent company and/or subsidiaries, answer the question, otherwise, answer N/A.</p> <p><b>Question:</b> Did the issuer make available to the shareholders the financial information on the issuer's subsidiaries and parent company? (Measure 2).</p>	X		
<p>Explanation: Individual and consolidated financial statements were made available according to the legal provisions regarding the matter.</p>			

## Question 4

	YES	NO	N/A
<p><b>Assumption:</b> If the issuer has a Web page, answer the question, otherwise answer N/A.</p> <p><b>Question:</b> Was the notice of the last General Stockholders' Meeting and any other information needed for its proceedings disclosed through the issuer's Web page? (Measure 3)</p>	X		
<p>Explanation: The notice to the General Stockholders' Meeting is disclosed in the Corporate Web page as of the date of publication in an ample circulation newspaper and up to the day of the meeting.</p>			

## Question 5

	YES	NO
<p><b>Question:</b> Were the different issues to be addressed shown separately in the agenda established for the Shareholders' Meetings held in the period under evaluation? (Measure 4)</p>	X	
<p>Explanation: The agenda was clear and with a logical sequence of issues that did not give rise to any confusion by shareholders.</p>		



**Banco Davivienda**

Tel. 330 0000

Ave. El Dorado # 68C-61

[www.davivienda.com](http://www.davivienda.com)

## Proceedings of the Meeting

### Question 6

	YES	NO	N/A
<p><b>Assumption:</b> If segregation as defined in the glossary terms was made, answer the question, otherwise, answer N/A.</p> <p><b>Question:</b> Was the segregation approved by the General Stockholders' Meeting? (Measure 5)</p>			X
Explanation: According to the glossary, segregation means scission by company; therefore this measure does not apply.			

### Question 7

	YES	NO	N/A
<p><b>Assumption:</b> If segregation as defined in the glossary terms was made, answer the question, otherwise, answer N/A.</p> <p><b>Question:</b> Was the segregation included in the Notice to the Meeting where it was adopted? (Measure 6)</p>			X
Explanation: According to the glossary, segregation means scission by company; therefore this measure does not apply.			

### Question 8

	YES	NO	N/A
<p><b>Assumption:</b> If the corporate object of the issuer has been modified, answer the question, otherwise, answer N/A.</p> <p><b>Question:</b> Was the change to the corporate object included in the Notice to the Meeting where it was adopted? (Measure 6)</p>			X
Explanation: The situation did not occur.			

### Question 9

	YES	NO	N/A
<p><b>Assumption:</b> If a waiver of the preemptive right for subscription was adopted in the Stockholders' Meeting, answer the question, otherwise, answer N/A.</p> <p><b>Question:</b> Was the waiver of the preemptive right for subscription included in the notice to the General Stockholders' Meeting where it was adopted? (Measure 6)</p>			X
Explanation: The situation did not occur.			



**Banco Davivienda**

Tel. 330 0000

Ave. El Dorado # 68C-61

www.davivienda.com

# DAVIVIENDA

## Question 10

	YES	NO	N/A
<p><b>Assumption:</b> If the General Stockholders' Meeting modified the corporate domicile, answer the question, otherwise answer N/A.</p> <p><b>Question:</b> Was the change of the corporate domicile included in the Notice to the Meeting where it was adopted? (Measure 6)</p>			X
Explanation: The situation did not occur.			

## Question 11

	YES	NO	N/A
<p><b>Assumption:</b> If the General Stockholders' Meeting adopted advance dissolution, answer the question, otherwise answer N/A.</p> <p><b>Question:</b> Was the advance dissolution included in the Notice to the Meeting where it was adopted?</p>			X
Explanation: The situation did not occur.			

## Question 12

	YES	NO
<p><b>Question:</b> Does the issuer have electronic mechanisms that permit shareholders who cannot attend the Shareholders' Meeting to have access to the information on its development? (Measure 7)</p>	X	
Explanation: The proceedings of the meetings held in 2014 were reported in real time through the Corporate Web page ( <a href="http://www.davivienda.com">www.davivienda.com</a> ).		

## Approval of Relevant Operations

### Question 13

	YES	NO	N/A
<p><b>Assumption:</b> If during the evaluation period relevant operations have been carried out with related parties other than those regarding whom the following conditions occur simultaneously:</p> <p>a. That they are performed at market prices, established generally by whoever acts as supplier of the respective good of service, and</p> <p>b. That the operations correspond to those of the ordinary course of business of the issuer that are not material?</p> <p>Answer the question, otherwise answer N/A.</p>			X



**Banco Davivienda**

Tel. 330 0000

Ave. El Dorado # 68C-61

[www.davivienda.com](http://www.davivienda.com)

<b>Question:</b> Were the relevant operations carried out with related parties referred to by the assumption, approved by the General Stockholders' Meeting, except if by express legal provision the issuer was unable to perform them? (Measure 8)		
Explanation: The operations carried out with related parties correspond to the ordinary course of business and are performed at market rates.		

## Equitable rights and treatment of shareholders

### Question 14

	YES	NO
<b>Question:</b> Does the issuer disclose to the public clearly, accurately and thoroughly, the rights and obligations inherent to the condition of shareholder? (Measure 9)	X	
Explanation: The Bank discloses this information to its shareholders through the Corporate Governance documents published in the Corporate Web page, especially through the Guide to Rights and Obligations of Shareholders.		

### Question 15

	YES	NO
<b>Question:</b> Does the issuer disclose permanently to the public the classes of shares issued? (Measure 10)	X	
Explanation: This information is disclosed to shareholders through the Corporate Web page, at the Corporate Governance/Shares link.		

### Question 16

	YES	NO
<b>Question:</b> Does the issuer disclose permanently to the public the number of shares issued? (Measure 10)	X	
<b>Explanation:</b> This information is disclosed to shareholders through the Corporate Web page, at the Corporate Governance/Shares link.		

### Question 17

	YES	NO
<b>Question:</b> Does the issuer disclose permanently to the public the number of shares in reserve for each class of shares? (Measure 10)	X	



Explanation: This information is disclosed to shareholders through the Corporate Web page.

## Question 18

	YES	NO
<b>Question:</b> Does the issuer have internal operating regulations for the General Stockholders' Meeting? (Measure 11)	X	
Explanation: The General Stockholders' Meeting adopted its internal regulations in the meeting held on March 7, 2008. The text may be consulted in the Corporate Web page, <a href="http://www.davivienda.com">www.davivienda.com</a> .		

## Question 19

	YES	NO	N/A
<b>Assumption:</b> If the issuer has internal operating regulations for the General Stockholders' Meeting, answer the question, otherwise answer N/A. <b>Question:</b> Do the Internal Operating Regulations for the General Stockholders' Meeting include measures about Notices to meetings? (Measure 11)	X		
Explanation: The approved regulations of the General Stockholders' Meeting include measures for the Notices to Meetings in Articles 3 to 7. The text may be consulted in the Corporate Web page, <a href="http://www.davivienda.com">www.davivienda.com</a> .			

## Question 20

	YES	NO	N/A
<b>Assumption:</b> If the issuer has internal operating regulations for the General Stockholders' Meeting, answer the question yes or no, otherwise, answer N/A. <b>Question:</b> Do the Internal Operating Regulations for the General Stockholders' Meeting include measures about its proceedings? (Measure 11)	X		
Explanation: The regulations approved by the General Stockholders' Meeting contemplate measures about its proceedings in Title IV. The text may be consulted in the Corporate Web page.			

## II. BOARD OF DIRECTORS

### Size, Composition and Operation



**Banco Davivienda**

Tel. 330 0000

Ave. El Dorado # 68C-61

[www.davivienda.com](http://www.davivienda.com)

## Question 21

	YES	NO
<b>Question:</b> Is the Board of Directors of the issuer composed by an odd number of members sufficient for the adequate performance of its duties? (Measure 12)	X	
Explanation: The Board of Directors of the Bank consists of 5 principal members and their respective personal alternates.		

## Question 22

	YES	NO
<b>Question:</b> Does the issuer's Board of Directors meet at least once a month? (Measure 13)	X	
Explanation: The Board of Directors meets at least once a month.		

## Question 23

	YES	NO
<b>Question:</b> Does the Board of Directors have Internal Operating Regulations? (Measure 14)	X	
Explanation: The Board of Directors approved its regulations in the meeting of December 18, 2007. The text may be reviewed on the Corporate Web page.		

## Question 24

	YES	NO	N/A
<b>Assumption:</b> If the issuer has internal operating regulations for the Board of Directors, answer the question, otherwise answer N/A. <b>Question:</b> Were the Internal Operating Regulations for the Board of Directors informed to all the issuer's shareholders? (Measure 14)	X		
Explanation: The regulations have been made available to shareholders through different mechanisms: (i) Remittance as relevant information, (ii) Publication on the Corporate Web page, (iii) Documentation made available to the shareholders for the exercise of the right of inspection.			

## Question 25

	YES	NO	N/A
<b>Assumption:</b> If the issuer has internal operating regulations for the Board of Directors, answer the question, otherwise answer N/A.	X		



<b>Question:</b> Do the Internal Operating Regulations for the Board of Directors have a binding nature for all members of same? (Measure 14)			
Explanation: The text of the regulations provides that their approval assumes acceptance of the same by the members of the Board of Directors (Article 47).			

## Question 26

	YES	NO	N/A
<b>Assumption:</b> If the issuer has internal operating regulations of the Board of Directors, answer the question, otherwise answer N/A. <b>Question:</b> Do the Internal Operating Regulations for the Board of Directors contemplate the subject of information that should be made available to Board members appointed for the first time and in general the suggestions in Measure 18? (Measure 14)	X		
Explanation: This is contemplated in Article 11 of the Board of Directors Regulations.			

## Question 27

	YES	NO	N/A
<b>Assumption:</b> If the issuer has internal operating regulations for the Board of Directors, answer the question, otherwise answer N/A. <b>Question:</b> Do the Internal Operating Regulations for the Board of Directors contemplate that the minutes of the meetings must identify the supports that serve as a basis for the making of decisions, as well as the reasons for conformity or nonconformity taken into account to make those decisions, and in general the suggestions of Measure 19? (Measure 14)	X		
Explanation: Article 29 of the Board of Directors Regulations contemplates that in the minutes of the Board of Directors meetings, evidence will be recorded of the studies, rationale and other sources of information that served as a basis for the making of decisions by the Board, as well as the reasons in favor and against that were taken into account to make those decisions.			

## Question 28

	YES	NO	N/A
<b>Assumption:</b> If the issuer has internal operating regulations for the Board of Directors, answer the question, otherwise answer N/A.			





<b>Question:</b> Do the Internal Operating Regulations for the Board of Directors contemplate the advance term before Board meetings within which information shall be presented to the members and, in general, the suggestions of Measure 20? (Measure 14)	X		
Explanation: The advance notice term is defined in Article 32 of the Board of Directors Regulations, which are published on the corporate web page, <a href="http://www.davivienda.com">www.davivienda.com</a> .			

## Question 29

	YES	NO	N/A
<b>Assumption:</b> If the issuer has internal operating regulations for the Board of Directors, answer the question, otherwise answer N/A. <b>Question:</b> Is the advance notice term before Board meetings within which the information will be presented to the Board members provided for in the Internal Operating Regulations less than two (2) days? (Measure 20)		X	
Explanation: Article 32 of the Board of Directors Regulations establishes a minimum advance notice term of 2 days; therefore, Measure 20 is adopted and put into practice.			

## Question 30

	YES	NO	N/A
<b>Assumption:</b> If the issuer has internal operating regulations for the Board of Directors, answer the question, otherwise answer N/A. <b>Question:</b> Do the Internal Operating Regulations for the Board of Directors establish the means through which the Board members may collect information presented to them before the meeting? (Measure 20)	X		
Explanation: This is contemplated in Article 32 of the Board of Directors Regulations.			

## Question 31

	YES	NO	N/A
<b>Assumption:</b> If the issuer has internal operating regulations for the Board of Directors, answer the question, otherwise answer N/A. <b>Question:</b> Do the Internal Operating Regulations for the Board			



of Directors contemplate the possibility that said body, at the request of any of its members, may hire an external advisor to contribute elements of judgment necessary for the adoption of certain decisions? (Measure 22)	X		
Explanation: This is contemplated in Article 33 of the Board of Directors Regulations.			

## Question 32

	YES	NO	N/A
<b>Assumption:</b> If the issuer has internal operating regulations for the Board of Directors, answer the question, otherwise answer N/A. <b>Question:</b> Do the Internal Operating Regulations for the Board of Directors contemplate the conditions under which said body, at the request of any of its members, may hire an external advisor to contribute elements of judgment necessary for the adoption of certain decisions? (Measure 22)	X		
Explanation: This is contemplated in Article 33 of the Board of Directors Regulations.			

## Question 33

	YES	NO
<b>Question:</b> In order to designate a member of the Board of Directors, does the issuer take into account that the potential member meets the requirements of professional background, academic training and experience for the best performance of his duties? (Measure 15)	X	
Explanation: Pursuant to Article 9 of the Board of Directors Regulations, in the election of a Board of Directors member his personal and professional qualities and specialized competences are taken into consideration.		

## Question 34

	YES	NO
<b>Question:</b> Are the majority of the members of the Board of Directors or body that substitutes it independent? (Measure 16)	X	
Explanation: They are independent in terms of Measure 16 of the Country Code; that is, there is not a number of employed people who, when gathered in a meeting and in exercise of their duties as members, can form majorities for decisions, general or special.		



**Banco Davivienda**

Tel. 330 0000

Ave. El Dorado # 68C-61

[www.davivienda.com](http://www.davivienda.com)

## Duties and rights of members of the Board of Directors

### Question 35

	YES	NO
<b>Question:</b> Do the members of the Board of Directors report the existence of direct or indirect relations they maintain with any interest group, from which conflict of interest situations could derive or influence their opinion or vote? (Measure 17)	X	
<b>Explanation:</b> Article 38 of the Board of Directors Regulations contemplates the duties of information of members of the Board. Within these duties are, among others, to report the companies in which they are shareholders, companies in which they are administrators, and the major activities carried out as advisors or consultants and the names of the companies to which they render services, if applicable.		

### Question 36

	YES	NO
<b>Question:</b> Does the issuer make available to its Board of Directors members appointed for the first time sufficient information in order that they may have specific knowledge regarding the issuer and the sector where it performs its business? (Measure 18)	X	
<b>Explanation:</b> When a new director is designated, all general information on the company that will allow him to appreciate the scope of his responsibilities is made available to him; in addition, this is contemplated in Article 11 of the Board of Directors Regulations.		

### Question 37

	YES	NO
<b>Question:</b> Does the issuer make available to its Board of Directors members appointed for the first time information related to the responsibilities, obligations and functions that derive from the position? (Measure 18)	X	
<b>Explanation:</b> The delivery of the Bylaws, Good Corporate Governance Code and Regulations of the Board of Directors, among others, is contemplated. These documents detail the functions, obligations and responsibilities of the Board of Directors members.		



**Banco Davivienda**

Tel. 330 0000

Ave. El Dorado # 68C-61

[www.davivienda.com](http://www.davivienda.com)

## Question 38

	YES	NO
<b>Question:</b> Do the minutes of the Board of Directors meetings identify the studies, rationale and other sources of information that serve as basis for the making of decisions? (Measure 19)	X	
<b>Explanation:</b> The minutes contain information related to the documents that served as bases for the making of decisions; those documents are kept as annexes to the minutes.		

## Question 39

	YES	NO
<b>Question:</b> Do the minutes of the Board of Directors meetings include the reasons for conformity or inconformity taken into account in the making of decisions? (Measure 19)	X	
<b>Explanation*:</b> The minutes of the Board of Directors meetings reflect the analysis carried out of the subject submitted for consideration and evidence is recorded of the studies, rationale and other sources of information that served as basis for the making of decisions, as well as the reasons in favor and against that were taken into account for the making of these decisions.		

## Question 40

	YES	NO
<b>Question:</b> Does the issuer make available to the Board of Directors members, at least two (2) days or more in advance, the information that may be relevant for the making of decisions, according to the agenda contained in the Notice to the meeting? (Measure 20)	X	
<b>Explanation*:</b> This information is sent by e-mail.		

## Question 41

	YES	NO	N/A
<b>Assumption:</b> If the Board of Directors of the issuer has alternate members, answer the question, otherwise, answer N/A. <b>Question:</b> Does the issuer have mechanisms that permit the Alternate Members to stay adequately informed about the subjects submitted to consideration by the Board of Directors, in such a way that when they replace the principal members, they will have the necessary knowledge to perform this job? (Measure 21)	X		



# DAVIVIENDA

Explanation\*:

The Regulations of the Board of Directors establish the mechanism used to keep alternate members of the Board duly informed in order that they will have the necessary knowledge when they have to act as principal members.

## Question 42

	YES	NO
<b>Question:</b> Does the issuer have a budget item that supports the eventual hiring of an external advisor by the Board of Directors, at the request of any of its members, in order to contribute elements of judgment necessary for the adoption of certain decisions? (Measure 22)	X	

Explanation\*:

E The budget contains an item for this purpose.

## Support Committees

### Question 43

	YES	NO	N/A
<b>Assumption:</b> If a permanent committee exists, other than the one legally required, whose function is, among others, to support the Board of Directors on subjects of appointments and remunerations, answer the question, otherwise answer N/A. <b>Question:</b> Does the Appointments and Remunerations Committee have at least one member of the Board of Directors? (Measure 23)			X

Explanation:

Currently, Article 24 of the Board of Directors Regulations defines a Committee with an informative and consulting nature, without executive powers, composed by the Grupo Empresarial Bolivar parent company.

### Question 44

	YES	NO	N/A
<b>Assumption:</b> If a permanent committee exists, other than the one legally required, whose function is, among others, to support the Board of Directors on subjects of appointments and remunerations, answer the question, otherwise answer N/A.	X		



**Banco Davivienda**

Tel. 330 0000

Ave. El Dorado # 68C-61

[www.davivienda.com](http://www.davivienda.com)

<p><b>Question:</b> Does the Appointments and Remunerations committee support the Board of Directors in the reviewing the performance of top management, understood as the President and officers of the immediately lower level? (Measure 24)</p>			
<p>Explanation: Currently, Article 24 of the Board of Directors Regulations defines a Committee in charge of proposing the principles and parameters for appointment and remuneration of employees, including top management.</p>			

**Question 45**

	YES	NO	N/A
<p><b>Assumption:</b> If a permanent committee exists, other than the one legally required, whose function is, among others, to support the Board of Directors on subjects of appointments and remunerations, answer the question, otherwise answer N/A. <b>Question:</b> Does the Appointments and Remunerations committee propose a remuneration and salary policy for employees of the issuer, including top management? (Measure 24)</p>	X		
<p>Explanation: Currently, Article 24 of the Board of Directors Regulations defines a Committee in charge of proposing the principles and parameters for appointment and remuneration of employees, including top management.</p>			

**Question 46**

	YES	NO	N/A
<p><b>Assumption:</b> If a permanent committee exists, other than the one legally required, whose function is, among others, to support the Board of Directors on subjects of appointments and remunerations, answer the question, otherwise answer N/A. <b>Question:</b> Does the Appointments and Remunerations committee propose the appointment, remuneration and removal of the President of the company or whoever replaces him? (Measure 24)</p>	X		
<p>Explanation: Currently, Article 24 of the Board of Directors Regulations defines a Committee in charge of proposing the principles and parameters for appointment and remuneration of employees, including top management.</p>			

**Question 47**

	YES	NO	N/A
<p><b>Assumption:</b> If a permanent committee exists, other than</p>			



the one legally required, whose function is, among others, to support the Board of Directors on subjects of appointments and remunerations, answer the question, otherwise answer N/A. <b>Question:</b> Does the Appointments and Remunerations committee propose objective criteria whereby the issuer hires its main executives? (Measure 24)	X		
Explanation: Currently, Article 24 of the Board of Directors Regulations defines a Committee in charge of proposing the principles and parameters for appointment and remuneration of employees, including top management.			

## Question 48

	YES	NO	N/A
<b>Assumption:</b> If a permanent committee exists, other than the one legally required, whose function is, among others, to support the Board of Directors on subjects of corporate governance, answer the question, otherwise answer N/A. <b>Question:</b> Does the Corporate Governance committee have at least one member of the Board of Directors? (Measure 23)	X		
Explanation: The committee is made up by three members, one of which is a member of the Board of Directors, in accordance with the provisions in Article 23 of the Board of Directors Regulations.			

## Question 49

	YES	NO	N/A
<b>Assumption:</b> If a permanent committee exists, other than the one legally required, whose function is, among others, to support the Board of Directors on subjects of corporate governance, answer the question, otherwise answer N/A. <b>Question:</b> Does the Corporate Governance committee endeavor to achieve that the shareholders and the market in general have full, true and timely access to the issuer's information that must be disclosed? (Measure 25)	X		
Explanation: The Committee evaluates the quality and timeliness of the information that is made available to shareholders, investors and the market in general.			

## Question 50

	YES	NO	N/A
<b>Assumption:</b> If a permanent committee exists, other than			



the one legally required, whose function is, among others, to support the Board of Directors on subjects of corporate governance, answer the question, otherwise answer N/A. <b>Question:</b> Does the Corporate Governance committee report on the performance of the Audit Committee? (Measure 25)	X		
Explanation: The Committee studies the activities carried out by the Audit Committee in order to establish that its duties conform to applicable legal regulations.			

## Question 51

	YES	NO	N/A
<b>Assumption:</b> If a permanent committee exists, other than the one legally required, whose function is, among others, to support the Board of Directors on subjects of corporate governance, answer the question, otherwise answer N/A. <b>Question:</b> Does the Corporate Governance committee review and evaluate the manner in which the Board of Directors fulfills its duties during the period? (Measure 25)	X		
Explanation: The Committee reviews the fulfillment of the Board of Directors' duties.			

## Question 52

	YES	NO	N/A
<b>Assumption:</b> If a permanent committee exists, other than the one legally required, whose function is, among others, to support the Board of Directors on subjects of corporate governance, answer the question, otherwise answer N/A. <b>Question:</b> Does the Corporate Governance committee monitor the negotiations made by Board members with shares issued by the Company or by other companies of the same group? (Measure 25)	X		
Explanation: The Committee monitors the negotiations carried out by members of the Board of Directors with shares issued by the company or by group companies that represent as a minimum 5% of the total shares of the company in which it holds shares. This duty is contemplated in Article 6 of the Regulations of the Corporate Governance Committee.			

## Question 53

	YES	NO	N/A
<b>Assumption:</b> If a permanent committee exists, other than the one legally required, whose function is, among others, to support the			





# DAVIVIENDA

Board of Directors on subjects of corporate governance, answer the question, otherwise answer N/A. <b>Question:</b> Does the Corporate Governance committee supervise compliance with the remuneration policy for management? (Measure 25)	X		
Explanation: During its meetings the committee monitors compliance with Corporate Governance policies, in accordance with the directives of Article 6, Paragraph (e) of the Rules of the Committee for Corporate Governance.			

## Question 54

	YES	NO
In addition to the duties established by law or the bylaws, does the Audit Committee issue a pronouncement, by means of a written report, regarding the possible operations that are planned with related parties? (Measure 26)		X
Explanation: Operations with related parties in Davivienda correspond mainly to financial and transactional operations in the ordinary course of business. Applicable financial legislation establishes limits and express conditions to carry out these operations, including in some cases unanimous approval by the Board of Directors. The specific regulation that exists on this subject for the financial sector is fulfilled in its entirety by Davivienda.		

## Question 55

	YES	NO
In addition to the duties established by law or the bylaws, does the Audit Committee verify that the possible operations that are planned with related parties are performed under market conditions and do not violate equal treatment among shareholders? (Measure 26)	X	
Explanation: The Audit Committee supervises that operations with related parties are performed within the limits and conditions established by financial legislation.		

## Question 56

	YES	NO
In addition to the duties established by law or the bylaws, does the Audit Committee establish the policies, criteria and practices that the issuer will use in the development and disclosure of its financial information? (Measure 26)	X	
Explanation: The Audit Committee approved such policies, criteria and practices in its meeting of April, 2008.		



**Banco Davivienda**

Tel. 330 0000

Ave. El Dorado # 68C-61

[www.davivienda.com](http://www.davivienda.com)

## Question 57

	YES	NO
In addition to the duties established by law or the bylaws, does the Audit Committee define mechanisms to consolidate information from the issuer's control bodies for presentation of the information to the Board of Directors? (Measure 26)	X	
Explanation: In its meeting of the month of April, 2008 the Audit Committee approved the policies, criteria and practices used for the consolidation, reporting and disclosure of financial information and defined the mechanisms to consolidate information from the Bank's control bodies for presentation to the Board.		

### III. DISCLOSURE OF FINANCIAL AND NON FINANCIAL INFORMATION

#### Requests for Information

## Question 58

	YES	NO
<b>Question:</b> Does the issuer have a service or contact point available to investors that serves as communication channel between the latter and the former? (Measure 27)	X	
Explanation: The Bank has an office for servicing shareholders and investors, located at Avenida El Dorado No. 68B - 31, First Floor, Torre Bolívar Building, Bogotá, D.C. In addition, it has established contact telephone numbers and a corporate web page link to receive comments. The information is available at the corporate website, under the Investors tab.		

## Question 59

	YES	NO
When, in the issuer's criterion, it is considered that the answer to an investor may place him at an advantage, does the former guarantee the access to that answer to the remaining investors in an immediate manner, according to the mechanisms that the issuer has established for that purpose and in the same economic conditions? (Measure 28)	X	
Explanation: The information will be made available through the Corporate Web page. The mechanisms are established in the Code of Good Corporate Governance and in the Guide to		



**Banco Davivienda**

Tel. 330 0000

Ave. El Dorado # 68C-61

[www.davivienda.com](http://www.davivienda.com)

Shareholder Rights and Responsibilities.

**Question 60**

	YES	NO
<b>Question:</b> Can a group of shareholders request the performance of specialized audits? (Measure 29)	X	
Explanation: This is contemplated in Article 12 of the Good Corporate Governance Code.		

**Question 61**

	YES	NO	N/A
<b>Assumption:</b> If a group of shareholders can request the performance of specialized audits, answer the question, otherwise answer N/A. <b>Question:</b> Is there a procedure that determines the shareholding percentage by which specialized audits may be requested? (Measure 30)	X		
Explanation: The mechanism is contemplated in Article 12 of the Good Corporate Governance Code.			

**Question 62**

	YES	NO	N/A
<b>Assumption:</b> If a group of shareholders can request the performance of specialized audits, answer the question, otherwise answer N/A. <b>Question:</b> Is there a procedure that determines the reasons whereby the shareholding percentage by which specialized audits may be requested was defined? (Measure 30)	X		
Explanation: This is contemplated in Article 13 of the Guide to Shareholders Rights and Obligations, which is published in the corporate web page.			

**Question 63**

	YES	NO	N/A
<b>Assumption:</b> If a group of shareholders can request the performance of specialized audits, answer the question, otherwise answer N/A. <b>Question:</b> Is there a procedure that determines the requirements of the request for a specialized audit?	X		



Explanation: This is defined in Article 12 of the Good Corporate Governance Code.

## Question 64

	YES	NO	N/A
<b>Assumption:</b> If a group of shareholders can request the performance of specialized audits, answer the question, otherwise answer N/A. <b>Question:</b> Is there a procedure that determines to whom the practice of the specialized audits corresponds and how the designation is made? (Measure 30)	X		
Explanation: This is contemplated in Article 12 of the Good Corporate Governance Code and in Article 13 of the Guide to Shareholders Rights and Obligations.			

## Question 65

	YES	NO	N/A
<b>Assumption:</b> If a group of shareholders can request the performance of specialized audits, answer the question, otherwise answer N/A. <b>Question:</b> Is there a procedure that determines who must bear the cost of the specialized audits? (Measure 30)	X		
Explanation: This is contemplated in Article 12 of the Good Corporate Governance Code and in Article 13 of the Guide to Shareholders Rights and Obligations.			

## Question 66

	YES	NO	N/A
<b>Assumption:</b> If a group of shareholders can request the performance of specialized audits, answer the question, otherwise answer N/A. <b>Question:</b> Are there exact time frames provided for each of the phases or steps of the procedure related to the contracting of specialized audits? (Measure 30)	X		
Explanation: This is contemplated in Article 12 of the Good Corporate Governance Code and in Article 13 of the Guide to Shareholders Rights and Obligations.			

## Information to the market

### Question 67

	YES	NO



**Banco Davivienda**

Tel. 330 0000

Ave. El Dorado # 68C-61

[www.davivienda.com](http://www.davivienda.com)

<b>Question:</b> Are there mechanisms provided by the issuer which allow disclosure to shareholders and other investors of material findings resulting from internal control activities? (Measure 31)	X	
Explanation: Through the Statutory Auditor's report to the General Stockholders' Meeting and the Internal Control System report.		

## Question 68

(Measure 32). The issuer discloses to the market the general policies applicable to the remuneration and to any economic benefit granted to:		
	<b>YES</b>	<b>NO</b>
Board of Directors Members	X	
Legal Representative	X	
Statutory Auditor	X	
External Advisors	X	
External Auditors	X	
Explanation: Davivienda discloses remuneration and economic benefit policies. Davivienda does not have external auditors; if they are contracted, the remuneration policy will be disclosed.		

## Question 69

	<b>YES</b>	<b>NO</b>
<b>Question:</b> Does the issuer disclose to the market the agreements entered into with its directors, administrators, main executives and legal representatives, including their relatives, partners and other related parties? (Measure 33)	X	
Explanation: The report of the Corporate Governance Committee provides information about the agreements that have a relevant nature or that do not derive from the ordinary course of business.		

## Question 70

	<b>YES</b>	<b>NO</b>
<b>Question:</b> Does the issuer disclose its internal regulations on conflict resolution? (Measure 34)	X	
Explanation: This is contemplated in Article 46 of the Good Corporate Governance Code, which is published on the Web page.		

## Question 71

	<b>YES</b>	<b>NO</b>
<b>Question:</b> Does the issuer disclose to the market the criteria applicable to negotiations that its directors, administrators and officers make		



**Banco Davivienda**

Tel. 330 0000

Ave. El Dorado # 68C-61

[www.davivienda.com](http://www.davivienda.com)

# DAVIVIENDA

with the shares and other securities issued by it, such as for example, the right to preemption? (Measure 35)	X	
Explanation: The policies for negotiation of shares by management are published In the Good Corporate Governance Code, which is available on the Web page.		

## Question 72

	YES	NO
<b>Question:</b> Does the issuer disclose to the market the resumes of the members of the Board of Directors and internal control bodies, and should these not exist, of the equivalent bodies, as well as those of legal representatives, in such a way that they allow knowledge of their qualifications and experience regarding management capacity in the matters under their charge? (Measure 36)	X	
Explanation: The information is published in the Corporate Web page.		

## Statutory Auditor

### Question 73

	YES	NO
<b>Question:</b> Did the issuer designate as statutory auditors persons or firms that have received income from the company and/or from its related parties that represent 25% or more of their latest annual income? (Measure 37)		X
Explanation: During the year 2014 the Statutory Auditor was designated. Nevertheless, the firm that performed the duty certified that 25% or more of its income does not originate from the bank or its related parties. Therefore Measure 37 is adopted and undertaken.		

### Question 74

	YES	NO
<b>Question:</b> Do the issuer or its related parties contract with the Statutory Auditor services other than auditing? (Measure 38)		X
No services other than auditing were contracted. Therefore Measure 38 is received and undertaken		

### Question 75

	YES	NO
<b>Question:</b> Do the agreements by the issuer and the Statutory Auditor establish clauses for rotation of individuals who perform the		



**Banco Davivienda**

Tel. 330 0000

Ave. El Dorado # 68C-61

[www.davivienda.com](http://www.davivienda.com)

statutory audit duties every five (5) years? (Measure 39)	X	
Explanation: The agreement entered into with the Statutory Auditor incorporates this measure.		

## Question 76

	YES	NO
<b>Question:</b> Does the issuer require from the Statutory Auditor that the person who has been rotated must wait at least two (2) years to reassume the statutory auditing of the same company? (Measure 39)	X	
Explanation: The Issuer requires from the statutory auditor that the person who has been rotated must wait at least two years to resume auditing the company.		

## IV. CONFLICT RESOLUTION

### Question 77

	YES	NO
<b>Question:</b> Does the issuer adopt necessary measures to inform its shareholders about the jurisdictional procedure they have to enforce the protection of their rights with the Financial Superintendence of Colombia? (Measure 40)	X	
Explanation: This is comprised in the Guide to Rights and Obligations published in the Corporate Web page.		

### Question 78

	YES	NO
<b>Question:</b> Has the issuer adopted the direct settlement option for the resolution of conflicts that arise between the issuer and shareholders, between the shareholders and management, and among the shareholders? (Measure 41)	X	
Explanation: This is contemplated in Article 46 of the Good Corporate Governance Code, and the bylaws were reformed to include said provision, together with arbitration, as mechanisms for settlement of controversies.		

### Question 79

	YES	NO
<b>Question:</b> Does the issuer provide an alternative settlement method for conflicts that arise between the issuer and shareholders, between the shareholders and management, and among the shareholders? (Measure 41)	X	



**Banco Davivienda**

Tel. 330 0000

Ave. El Dorado # 68C-61

www.davivienda.com

Explanation: This is comprised in Article 46 of the Good Corporate Governance Code and in Article 63 of the bylaws.

## Optional Question

### Question 80

If there are corporate governance practices additional to those recommended by the Best Corporate Governance Practices, the issuer has the option to disclose them in this section.

- φ DAVIVIENDA received recognition as an international standard issuer (Investor Relations, IR), granted by BVC and Asobolsa. (Article 1.2.6 of Single BVC Circular), for the exercise of good practices in information disclosure and relations with investors.
- φ Davivienda, in order to strengthen its information mechanisms, included in its Corporate Web page a specialized space for Corporate Governance with Bank information on this subject.
- φ Davivienda has prepared a Basic Corporate Governance Guide intended to report the scope of this subject to all stakeholders, and the disclosure of same has been made since December 2007 through the Corporate Web page.
- φ Davivienda identified its Corporate Governance bodies, disclosing the same expressly in its Corporate Governance Code. These bodies are divided into the following groups: directive bodies, administration bodies, external control bodies, conflict resolution bodies and Corporate Government disclosure and compliance bodies.
- φ Davivienda has identified a set of Corporate Governance ruling principles and norms that it has formalized in its Corporate Governance Code. Such principles and rules are: competence, priority of Corporate Governance norms, access to information, prevalence of the corporate interest in a conflict of interest, and confidentiality.
- φ In its self-regulation exercise, Davivienda adopted a new Good Corporate Governance Code in December 2007.
- φ Twice a year Davivienda prepares a Corporate Governance report, supplementary to the management report, to be presented to the General Stockholders Meeting.
- φ During the exercise of the right of inspection, Davivienda makes available to its Shareholders, in addition to the documents required by law, the Bank's Corporate Governance documents.



**Banco Davivienda**

Tel. 330 0000

Ave. El Dorado # 68C-61

[www.davivienda.com](http://www.davivienda.com)



# DAVIVIENDA

- φ Davivienda incorporated the guidelines on securities brokerage established in Decree 1121 of 2008 and Circular 021 of the Securities Market Self-regulator (AMV, Spanish acronym).
- φ Davivienda approved the Manual of Conflicts of Interest and Use of Privileged Information.
- φ Davivienda incorporated the guidelines of Circular 052 of 2008 regarding the Audit Committee and Statutory Auditing.
- φ Davivienda completed the process of incorporating the guidelines on Internal Control established in Circular 014 of 2009, modified by External Circular 038 of the same year, issued by the Financial Superintendence of Colombia.



**Banco Davivienda**

Tel. 330 0000

Ave. El Dorado # 68C-61

[www.davivienda.com](http://www.davivienda.com)