

**GRUPO ARGOS S.A.**  
**PROFIT DISTRIBUTION PROPOSAL**  
(In Colombian pesos)

Profit distribution proposal submitted by the Board of Directors to the consideration of the General Assembly of Shareholders.

To distribute the net profits of the year ended on December 31, 2014, as follows:

**NET PROFIT FOR THE YEAR** **389.758.314.302**

**AVAILABLE TO THE ASSEMBLY** **389.758.314.302**

**APPROPRIATIONS**

*For a non-taxable dividend of \$268 per year per ordinary share and preferred share on a total of 793,154,437 shares, of which 645,400,000 are ordinary shares and 147,754,437 are preferred shares. This dividend shall be earned as non-taxable income that does not represent capital gains, shall accrue immediately once it is decreed by the Assembly of Shareholders, and shall be paid in cash in four quarterly installments in the amount of \$67 per share per quarterly installment, starting in April of 2015.*

212.565.389.116

Reserve for future investments

177.192.925.186

*The following shall be the payment dates: the April 2015 dividend will be paid between the 20<sup>th</sup> and 27<sup>th</sup> of the month; the July and October 2015 dividends will be paid between the 8<sup>th</sup> and 15<sup>th</sup> of the respective months; the January 2016 dividend will be paid between the 14<sup>th</sup> and 21<sup>st</sup> of the month.*

**EQUAL SUMS**

**389.758.314.302**

**389.758.314.302**

*Given that distributable dividends are sufficient to pay each Preferred Share and each Ordinary share a dividend that is greater than the Preferred Dividend prescribed in the issue of Preferred Shares approved by the extraordinary meeting of the General Assembly of Shareholders of November 24, 2011, the dividend shall be paid in the same amount for all shares, regardless of the class.*

*In the event a Shareholder wishes to receive the assigned dividend as taxable income, he/she must notify so for each payment on the first trading day of the ex-dividend period by means of a written communication addressed to Fiduciaria Bancolombia, Shareholder Service Center – Administrator of Grupo Argos S. A. Shares, either by e-mail or delivered to the offices of Fiduciaria Bancolombia in Medellín, Bogotá, Barranquilla or Cali.*

*According to what is established in Decree 4766 of 2011 and in the General Rules of the Securities Exchange, notice is given that the ex-dividend period shall be of 4 trading days. Consequently, any shares traded between the first day of dividend payment and the previous four trading days do not include the right to receive dividends.*