



INTERNAL RULES OF THE GENERAL ASSEMBLY OF SHAREHOLDERS OF BAVARIA S.A.

It was approved by the general assembly of shareholders of BAVARIA S.A.,
at its meeting held on March 31, 2008

Article 1. Scope. These rules establish, based on current legislation, the company's by-laws and the good governance code, the rules the general assembly of shareholders of Bavaria S.A. is to abide by, in order to propitiate debate and decision-making by this corporate body within an environment of total respect for and the full participation of all shareholders.

CHAPTER ONE

Composition of the assembly; meeting place and time; summons; inspection, attendance and representation rights; quorum

Article 2. Composition. The general assembly of shareholders is composed by the shareholders present at the meeting with sufficient quorum and according to the terms established in the company by-laws and the law.

Shareholders are considered to be those who are registered in the respective log book at the time the assembly begins.

Shareholders may participate in the meetings of the general assembly of shareholders with speaking and voting rights, directly or through their legal representatives.

Article 3. Meeting place. The meetings of the general assembly of shareholders will be held at the main corporate offices at the location established in the summons notice.

Article 4. Ordinary meetings. The ordinary meetings of the general assembly of shareholders will be held within the first three months following the end of the respective fiscal year.



The ordinary meetings of the general assembly of shareholders will address matters related to the review of the financial statements, profit distribution proposals, reports of the company's management and the statutory auditor, elections, and any matters required by law or the company by-laws.

Article 5. Extraordinary meetings. Any other assembly held by the company will be considered to be extraordinary. These may be held any time the board of directors, the chairman or the statutory auditor considers it convenient to do so, or when any of the above is requested to do so by a number of shareholders that represents at least twenty five percent (25%) of the total number of subscribed shares.

Article 6. Own right meetings. The general assembly of shareholders may also meet, in its own right, on the first working day of the fourth month following the end of the respective fiscal year, at ten in the morning (10:00 a.m.), in the city of Bogotá, D.C., at the company's administrative offices.

Article 7. Distance meetings. In addition to meetings where the members are physically present, the general assembly of shareholders may also hold distance meetings as specified in articles 19 and 20 of law 222 of 1995, or any disposition that may modify, substitute or add to them.

Article 8. Summons. The summons to ordinary and extraordinary meetings in which the company's financial statements are to be considered shall be made fifteen (15) working days in advance through a notice that is to be published in at least two (2) newspapers in Bogotá, D.C., and in one newspaper in each of the cities of Cali, Barranquilla and Medellín.

The summons to all other meetings shall be made five (5) working days in advance in the same manner as stated above.

These notices must state the day, the time and the location where the general assembly of shareholders is to meet, and should also include the agenda, both for ordinary and extraordinary meetings.

However, the assembly may meet without the need for a prior summons at any time, as long as all the subscribed shares are represented.

Article 9. Inspection Right. The inspection right shall be exercised in the manner and terms established by law.

Article 10. Attendance and representation. Any shareholder who wishes to personally attend a meeting of the general assembly of shareholders of Bavaria S.A. must go at the established time to the location where the meeting is to be held.

For the effects of registration, a personal shareholder must present his/her identification document, and the legal representative of an institutional shareholder must present his/her identification document along with the certification of legal existence and representation of the institution he/she represents. In the case of shareholders who are minors, their legal representatives must present their respective identification document along with the birth registration certificate, NUIP or identity card of the minor shareholder he/she represents.

Article 11. Granting of powers of attorney. The shareholders who are unable to personally attend a meeting may name a representative for the meeting through a power of attorney granted through a letter, telegram, fax or any other written means allowed by the law, addressed to the company at Calle 94 N° 7 A - 47 or fax number 638 92 54, in the city of Bogotá, D.C.

Article 12. Requirements of the powers of attorney. All powers of attorney must fulfil the following requirements:

Clearly state the full first and last names and the numbers and place of issue of the identification documents both of the grantor and grantee of the power of attorney, as well as the full information of the person who the latter may substitute the power of attorney to, if such is the case; the date on which the power of attorney is granted, and the date or general time period for which the power of attorney is granted.

If the grantor is an institution (company, foundation, religious community, etc.), the power of attorney document must include an attachment with certification from the competent entity that indicates the name of the legal representative and proof that said representative is authorized to confer said power of attorney.

The representatives of the incapacitated (parents, guardians, curators) must demonstrate their status through the appropriate legal documents.

The heirs to a deceased shareholder must credit their status through a certification from the court or notary where the succession is being processed.

Powers of attorney that have sections crossed out or amendments will not be accepted.

Powers of attorney may not be granted to stock brokers. By law, any power of attorney granted to a stock broker will be totally ineffective.

Any power of attorney that does not meet the above requirements will not be admitted as valid and the company will abstain from receiving them or will return them to the grantee, as appropriate.

Under no circumstance may powers of attorney be granted to company managers or employees to represent shares at assembly meetings. These persons may exercise the political rights on their own shares and those they represent in their capacity of legal representatives.

A power of attorney issued that does not meet all the above requirements will not be valid.

In all cases regarding the representation of shareholders, the company will fully comply with what is established in articles 185 of the Code of Commerce and 2.3.1.1 of resolution 1200 of 1995, modified by article 1 of resolution 116 of 2002, or any disposition that may modify, substitute or add to them.

Article 13. Determination of quorum. All the shares represented at the assembly will be taken into account to calculate the quorum.

The powers of attorney granted for the first meeting will be understood to be valid for any other meeting derived from it.

Article 14. Quorum for deliberation. A quorum for deliberation exists at ordinary or extraordinary meetings of the general assembly of shareholders whenever a plural number of shareholders represent at least half plus one of the subscribed shares.

If a meeting is summoned and it is not held due to a lack of quorum, a new meeting will be summoned which will be held and will be valid for decision-making with one or several shareholders, regardless of the number of shares represented. The new meeting must be held no sooner than ten (10) work days and no later than thirty (30) work days from the date set for the first meeting. The quorum of an assembly by own right shall be established in the same manner.

Article 15. Decision-making quorum. The decisions will be taken based on a majority of the votes present at the meeting, with the following exceptions:

- 1) Distribution of profits that are below 50% of liquid profits, which requires the favourable vote of 78% of the shares present at the meeting.
- 2) A decision to issue a specific amount of shares not subject to preferential rights, which requires the affirmative vote of 70% of the shares present.
- 3) Approval of a dividend payment to be made in the company's own shares, which requires the favourable vote of 80% of the shares present. However, whenever there is a situation of control in the conditions established by law, the dividend payment in the form of company-issued shares may only be made to those shareholders that accept it.
- 4) Unanimous approval by the shares present at the assembly is required in the case the shareholders of a spun-off company have a proportion of ownership in the capital of the beneficiary company that is different from their ownership in the spun-off company.

CHAPTER TWO

**On the president and the secretary of the general assembly of
shareholders
On the delegate of the board of directors**

Article 16. President of the general assembly of shareholders. According to the company statutes, the general assembly of shareholders will be presided by the chairman of the board of directors or his/her designee, or in their absence by any of the members of the board of directors present, or in their absence by a shareholder appointed by the assembly itself.

Consequently, if the chairman of the board of directors is not present at the general assembly of shareholders, the meeting will be presided by the vice-chairman of the board. If the vice-chairman is not present at the general assembly of shareholders either, the meeting will be presided by the member of the board of directors appointed by the board as its delegate to the assembly.

The secretary of the assembly will inform the shareholders as to the person who is to preside over the general assembly of shareholders, or whether the president is to be elected from among the shareholders present at the meeting.

Article 17. Responsibilities of the president of the general assembly of shareholders. The following are the responsibilities of the president of the general assembly of shareholders, among others:

- 1) Preside the meeting.
- 2) Formally open and close the meeting.
- 3) Grant permission to speak and require the speaker to end his/her intervention once the time assigned for the intervention is up.
- 4) Maintain internal order during the meeting.
- 5) Comply with and ensure compliance with these rules.

- 6) Decide on any questions or doubts that should arise on the application of these rules.
- 7) Any other responsibilities established by law, in the by-laws and in the good governance code.

Article 18. Secretary of the general assembly of shareholders. The secretary of the company shall be the secretary of the general assembly of shareholders.

If the company secretary is not present, the general assembly of shareholders will elect a secretary for the respective meeting.

Article 19. Functions of the General Shareholders Meeting Secretary. The Secretary of the General Shareholders Assembly shall have the following functions, among other:

- 1) To verify of the powers of attorney, before the Chairman calls the meeting to order.
- 2) To verify the Quorum.
- 3) To certify to the Assembly the manner in which the summons was made, together with fulfillment of legal requirements in the granting of powers of attorney; the inspection right; and the notices to surveillance entities.
- 4) To give instructions to the Administration to record the development of General Shareholders' Meetings.
- 5) To prepare the respective minutes of the meeting and to send it to the appointed Commission for its approval or revision and observations.
- 6) To manage the Minutes Book of the General Shareholders' Meeting.
- 7) All other functions established by law, the By-Laws and the Good Governance Code.

Article 20. Delegate of the board of directors to the general assembly of shareholders. The board of directors will appoint one of its members as its delegate to represent the board before the general assembly of shareholders.

The delegate of the board of directors to the assembly of shareholders shall preside over the meeting in the event that the chairman and the vice-chairman of the board do not attend the assembly meeting.

CHAPTER THREE

On the development of the meetings

Article 21. Opening. The president of the assembly will declare the formal opening of the meeting once the secretary has informed on the summons and the compliance of the legal requirements in the granting of powers of attorney, the right to inspection and the notifications to the oversight agencies.

Article 22. Assistants to the meetings The shareholders and/or their proxies may to assist to the meeting.

Additionally, at the meeting may to assist the members of the board of directors, the president, the vice-presidents and the secretary of the company, the legal representatives, the statutory auditor, the internal auditor, the representatives of specialized auditors in the event they must present a report to the respective assembly, the candidates to offices to be elected at the respective meeting, the administrative staff that may be required in the opinion of the president and the secretary of the company, and any public authority with the legal authority to attend the meeting.

The president of the assembly may authorize the entry of other individuals to the meeting, as long as the normal development of the meeting is not affected.

Article 23. Participation rights of shareholders. The meetings of the general assembly of shareholders will be held in a manner that guarantees the participation and the exercise of the political rights of the shareholders.

Once the meeting of the general assembly of shareholders of the company has begun, any shareholder who wishes to address the assembly or to request information or clarifications on the respective point of the agenda that is currently being addressed, he/she will request permission to speak, which shall be granted by the president of the assembly once the intervention of the respective speaker has ended.

Once permission has been granted to speak, the shareholder should identify himself/herself with his/her full name and the number of shares he/she owns or represents, in which case he/she must also identify the name of the person he/she represents.

The president of the assembly may request those who ask permission to speak to provide the written text of their intervention.

Article 24. Interventions. The interventions before the general assembly of shareholders will be made in the order established by the president of the assembly. No shareholder may intervene more than twice on the same topic, and the time limit will be five (5) minutes for the first intervention and three (3) minutes for the second intervention.

The president of the general assembly of shareholders of the company may, without excluding any other actions to be adopted:

- 1) Extend the amount of time allowed for an intervention, if he/she considers it appropriate;
- 2) Request clarification from shareholders on any point of their interventions and,
- 3) Demand shareholders who intervene to limit their intervention to the respective point of the agenda or to make appropriate use of their rights.

The presentation and support of the reports presented by management, the statutory auditor, the audit committee, the internal auditor and the representatives of specialized auditors, when appropriate, are not subject to the aforesaid limits.

The representatives of specialized audits requested by the shareholders and which have been performed during the time period prior to the date of the meeting of the general assembly of shareholders will intervene to present the facts and the matters audited and the results of their audit. Immediately afterwards the person appointed by the company to provide any explanation on the specialized audit will intervene, also not subject to any time limit.

During debates, the participants must keep to the subject matter that is being discussed, and dialogs will not be allowed. Any interruptions (i.e., when someone is speaking and another participant requests a few second to complement or explain what is being discussed at the time) will be granted by the president of the assembly.

Once the general assembly of shareholders has voted on a topic and the presentation has begun on the next point of the agenda, no further debate will be allowed on the subject matter that the shareholders have already voted on, and the subject matter may not be presented again to the consideration of the assembly.

Article 25. Voting rights. Each share entitles the holder to one vote, without restrictions, and under the principle of single representation and vote.

Article 26. Single representation and vote. Each shareholder, be it an individual or a legal entity, may designate only one representative to the General Assembly of Shareholders of Bavaria S.A., regardless of the number of shares held.

The shareholder representative may not fractionate the vote of the represented person, which means that it is not allowed to vote part of the shares one way or for someone and vote the other part of the shares the other way or for someone else.

However, this individuality of the vote does not prevent the representative of several shareholders from voting in each case following separate instructions from each represented person.

Article 27. Voting Rules. In meetings, elections and polls held by the General Assembly of Shareholders, the following rules will be adhered to:

- 1) All elections will be made by ballots; therefore, any election by acclamation will be declared null and void. However, this mechanism may be set aside when the election is adopted by unanimous decision.
- 2) When the name of a candidate is repeated in the same ballot, the votes in favor thereof on said ballot will be computed only once.
- 3) The election of the Statutory Auditor will be approved by absolute majority of votes of the shares represented in the assembly.
- 4) Any ballots containing more names than they should will be counted in order up to the number that is legally permissible, in accordance with the corporate bylaws.

Article 28. Elections. Whenever two or more people are to be elected to the same board, commission or decision-making body, the electoral quotient system will be applied. It will be determined by dividing the total number of votes cast by the number of people to be elected. The count will begin with the list with the most votes and continues in descending order. As many names as the quotient fits in the number of votes cast in a given list will be declared elected. If any seats remain to be filled, they will go to the highest remainders in descending order. In the event of a tie in remainders, the decision will be made randomly. Blank votes will only count to determine the electoral quotient. Individuals so elected may not be replaced by partial elections without proceeding to a new election by the system of electoral quotient, unless the vacancies are filled by unanimous decision...

In the event where the vacancy occurs during the course of a given period, the election will be for the remaining term.

Article 29. Binding Decisions. The decisions of the General Assembly, made in conformity with the law and corporate bylaws, are binding on all shareholders, including absent or dissenting shareholders. However, in a situation of control, as provided by law, dividends on released shares of the same corporation will be paid only to those shareholders who so accept it.

Article 30. Measures to preserve order. The corporation will implement the measures deemed necessary to preserve the order and normal development of the meetings.

The Chair of the Assembly may impose one of the following penalties to any attendee to who disrespects the assembly or other attendee, be it or not a shareholder, depending on the seriousness of the offense:

- 1) Call to order
- 2) Public statement of disruption and failing to show due respect
- 3) Suspension of the right to take the floor

Article 31. Closing of the Assembly. With no further business to discuss, the Chair of the General Assembly of Shareholders will formally close the meeting and the session will be adjourned.

Article 32. Minutes. The corporation will keep a duly registered book, in which all minutes of the assembly meetings will be kept in chronological order. The minutes will be signed by the Chair and the Secretary of the meeting, or otherwise signed by the statutory auditor.

The minutes must be numbered and must include at least the place, date and time of the meeting; the number of subscribed shares; form and notice of the call; list of attendees showing the number of own or represented shares; topics to be discussed; adopted decisions and number of votes cast in favor, against an blank; written statements presented; appointments made, and closing date and time.

The Secretary must certify in the respective minutes, citing the newspapers in which the public notice was placed, that the statutory call provisions were duly complied with.

CHAPTER FOUR Reporting

Article 33. Reporting Obligation. The following persons must submit reports to the Ordinary General Assembly of Shareholders:

1. Board of Directors, President and Administrators of the corporation must submit performance reports for the relevant fiscal year
2. The Auditing Committee must submit a report of their compliance with their obligations.
3. The Statutory Auditor must submit a report of the financial statements audit for the respective fiscal year.
4. The internal auditor must submit a report of the corporation's internal control systems.
5. Other bodies, as required by law, the bylaws or the Code of good Governance.

CHAPTER FIVE Final Provisions

Article 34. Interpretation and priority. The law, bylaws and Code of Good Governance, in that order, will prevail over these rules in the event of any inconsistency or conflict and will serve as the basis for its interpretation.

Article 35. Term. These rules will come into force as of the date of their approval.

Article 36. Publication. The complete text of these rules will be published in the relevant page