

**ADDENDUM NO. 3  
PROSPECTUS  
ISSUANCE AND PLACEMENT PROGRAM OF ORDINARY BONDS AND COMMERCIAL PAPERS  
OF GRUPO ARGOS S.A.  
July 2020**

TIN: 890.900.266-3

Registered Office: Carrera 43A No. 1A Sur - 143 Medellin

This Addendum No. 3 amends and adds the following provisions of the prospectus published in August 2014, as amended by Addendum No. 1 of June 2017 and Addendum No. 2 of August 2019 (hereinafter the "Prospectus") corresponding to the Issuance and Placement Program of Ordinary Bonds and Commercial Papers (hereinafter the "Program") of Grupo Argos S.A. (the "Issuer"). The registration of the Program in the National Registry of Securities and Issuers and the respective public offering were authorized by the Finance Superintendence of Colombia by means of Resolution No. 1381 of August 12, 2014, as amended by Resolution No. 0846 of June 20, 2017, and by Resolution No. 1017 of July 31, 2019.

This Addendum No. 3 is an integral part of the Prospectus. The terms used in this Addendum No. 3 shall have the same meaning given to them in the Prospectus, unless otherwise expressly stated herein. The amendments included in Addendum No. 3 in relation to the Prospectus, Addendum No. 1 and Addendum No. 2 are underlined.

The following sections are amended, and the new text is as follows:

- 1. The Approvals and Authorizations section of the Prospectus is amended to read as follows:**

***"APPROVALS AND AUTHORIZATIONS***

*The Board of Directors of Grupo Argos approved the Program through Minutes number 2627 of June 16, 2014. In addition, the Board of Directors of Grupo Argos approved through Minutes number 2629 of July 18, 2014 the Issuance and Placement Regulations.*

*The registration of the Program in the National Registry of Securities and Issuers and its respective Public Offering were authorized by the Finance Superintendence of Colombia ("SFC") through Resolution 1381 of August 12, 2014.*

*On May 24, 2017, as recorded in Minutes No. 2674 of the Board of Directors of Grupo Argos, the increase of the global quota of the Program and the renewal of the term of the Program were authorized. The increase of the global quota of the Program and the renewal of the term of the Program were authorized by the SFC through resolution No. 0846 of June 20, 2017.*

*On June 26, 2019, as recorded in minutes No. 2706 of the Board of Directors of Grupo Argos, said body authorized the increase of the global quota of the Program and amended the Issuance and Placement Regulations to include what is required by paragraphs 3.1*

and 3.2 of article 6.1.1.1.5 of Decree 2555/2010. The amendments to the Program were authorized by the SFC through resolution No. 1017 of July 31, 2019.

On May 27, 2020, as recorded in minutes No. 2718 of the Board of Directors of Grupo Argos, said body authorized the renewal of the term of the Program for three (3) additional years and amended the Issuance and Placement Regulations to include the possibility of receiving Outstanding Ordinary Bonds as Payment in Kind of new issuances of Ordinary Bonds. The renewal of the term of the Public Offer authorization and the modification of the authorization granted through Resolution 1381 of August 12, 2014 were authorized by the SFC through Resolution No. 0622 of July 2, 2020.

Such registrations and approval do not constitute an opinion of the SFC regarding the quality of the securities or the solvency of the Issuer."

**2. The following definitions are included in the Glossary of the Prospectus, as follows:**

**"Bonds to be Delivered in the Form of Payment in Kind"** are the Outstanding Ordinary Bonds specified by the Issuer in the Public Offering Notice to make the Payment in Kind in the respective Issuance.

**"Outstanding Ordinary Bonds"**: The ordinary bonds issued by Grupo Argos S.A. and which are outstanding at the time of the publication of the respective Public Offering Notice. These Outstanding Ordinary Bonds may be delivered as Payment in Kind in future Issuances".

**"Payment in Kind"**: It is the payment made by the Investor to the Issuer by delivering as benefit Outstanding Ordinary Bonds for the acquisition of Ordinary Bonds in the new Issuances, as established in the Public Offering Notice".

**"Recognized Price for the Bonds to be Delivered as Payment in Kind"**: It is the price that the Issuer shall recognize for the Bonds to be Delivered as Payment in Kind and that shall be published on the day of the Issue in the Public Offering Notice or in the informative bulletin issued for such purpose by the BVC, at the latest before the opening thereof".

**"Exchange Term"**: It shall correspond to the ratio between the Subscription Price and the Recognized Price for the Bonds to be Delivered in the Form of Payment in Kind, rounded to the nearest value with six (6) decimals".

**3. The following definitions are modified in the Glossary of the Prospectus, as follows:**

**"Coupon Rate"**: It is the interest rate of the Security that corresponds to the percentage that the Issuer recognizes to the Securities Holder (face rate), for each subseries offered of each Issuance. For each Issuance, the Coupon Rate may be defined in the respective Public Offering Notice. In case the Coupon Rate is not defined in the respective Public Offering Notice, it shall be the Cutoff Rate when the placement is made through the auction mechanism, and the Offered Rate of Return when the placement is made through the firm demand mechanism".

**4. Letter H of Chapter 1 of Part I of the Prospectus is amended to read as follows:**

***H. ECONOMIC AND FINANCIAL OBJECTIVES OF THE PROGRAM***

*The proceeds from the placement of the Program Securities shall be used one hundred percent (100%) either to finance the Issuer's growth plan, leverage its expansion plan, finance its short-term needs, or for the substitution of its financial liabilities. The specific use of the proceeds of each of the Issuances shall be determined, in percentage terms, in the respective Public Offering Notice.*

*Notwithstanding the foregoing, the Offer Notices may state that the Investors may pay the Ordinary Bonds by means of Payment in Kind, which is understood as a substitution of the Issuer's financial liabilities. The cash resources received as a result of the differential between the amount of the Issuance and the Bonds to be Delivered in the Form of Payment in Kind may be used one hundred percent (100%) either to finance the Issuer's growth plan, leverage its expansion plan, finance its short-term needs, or for the substitution of its financial liabilities.*

*In some cases and on a temporary basis, the proceeds from the placement of the Issuances may be invested, while their application materializes, in fixed income financial instruments whose rating is not lower than double A plus (AA+) and/or high liquidity collective investment funds, managed by entities supervised by the SFC.*

*In the event that more than ten percent (10%) of the proceeds from the placement of each of the Issuances is destined to the payment of liabilities with related companies or partners of the Issuer, it must be disclosed in the respective Public Offering Notice.*

*The use of the proceeds from the placement of Commercial Papers shall not violate the provisions of numeral 2 of article 6.6.1.1.1 of Decree 2555, according to which: "The proceeds obtained through the placement of commercial papers may not be used for the performance of activities of credit institutions or for the acquisition of shares or bonds convertible into shares".*

**5. Letter H is included in Part I, Chapter 2 of the Prospectus, as follows:**

***"H. PAYMENT IN KIND IN NEW ISSUANCES OF ORDINARY BONDS***

*The Issuer may receive Outstanding Ordinary Bonds as Payment in Kind of Ordinary Bonds of the new Issuances it makes. In such event, since the Issuer is both creditor and debtor with respect to the Outstanding Ordinary Bonds, in accordance with article 1724 of the Civil Code and paragraph 2 of article 2 of Law 964/2005, the phenomenon of confusion shall operate and the obligation derived from such Outstanding Ordinary Bonds shall be extinguished.*

*The particular conditions applicable to the Issuances that admit Payment in Kind shall be those indicated in letter F of Chapter 3 of Part I of this Prospectus.*

*In the event that the Public Offering Notice establishes that the form of payment of the Ordinary Bonds is the Payment in Kind, the award and compliance shall be made through the mechanism indicated in the operating instructions issued by the BVC for such purpose,*

*which shall be described in the Public Offering Notice of the corresponding Issuance and published by the Issuer for the knowledge of the market".*

**6. Letter F is included in Part I, Chapter 3 of the Prospectus, as follows:**

***"F. REGARDING TRANSACTIONS WITH PAYMENT IN KIND FOR NEW ISSUERS OF ORDINARY BONDS***

**1. *Ordinary Bonds requiring Payment in Kind***

*The Issuer may establish that certain Ordinary Bonds offered in one or several Issuances may be acquired through Payment in Kind. In such case, the respective Public Offering Notice shall expressly indicate the payment conditions and the Bonds to be Delivered in the Form of Payment in Kind. The foregoing notwithstanding the fact that in some cases it may be necessary to pay a cash differential as provided in number 5 of this letter F of Chapter 3 of Part I.*

*What is described in this numeral does not constitute a purchase option in favor of the Issuer or a prepayment of the Outstanding Ordinary Bonds, given that the acceptance of the Ordinary Bondholders of the Public Offer that establishes that such Ordinary Bonds must be acquired through Payment in Kind is voluntary; that is to say, it does not entail for the Ordinary Bondholders the obligation to accept it.*

**2. *Method for perfecting the Payment in Kind***

*The Ordinary Bonds that establish as payment method the Payment in Kind may only be paid by the Investors with the Bonds to be Delivered by Payment in Kind, by means of the transfer of such securities in favor of the Issuer, as specified in the Public Offering Notice and in the operative instructions published by the BVC for such purpose. The foregoing notwithstanding that in some cases it may be necessary to pay a cash differential as provided in paragraph 5 of this letter F of Chapter 3 of Part I.*

*The Bonds to be Delivered as Payment in Kind must be available and without any type of encumbrance that limits their negotiability at the time of the Book Entry.*

*In addition, the Investor submitting a claim for Ordinary Bonds in which the form of payment is Payment in Kind must: (i) have the amount of Ordinary Bonds available so as to be able to cover the nominal value of the Ordinary Bonds awarded to it, and (ii) present the demand posture of the Ordinary Bonds with the full legal requirements and through the channels authorized for such purpose, as established in the respective Public Offering Notice and in the operating instructions published by the BVC for such purpose.*

**3. *Award Mechanisms in case of Payment in Kind***

*The awarding of the new Ordinary Bonds and compliance with the Payment in Kind shall be carried out through the mechanism indicated in the operating*

*instructions issued by the BVC for such purpose and which shall be described in the respective Public Offering Notice.*

**4. Value at which the Bonds to be Delivered as Payment in Kind shall be received**

*The Recognized Price for the Bonds to be Delivered as Payment in Kind shall be expressed as a percentage (at par, premium or discount) of their nominal value. Such price shall be defined based on criteria such as the sum of i) the average of the clean closing price of the Bonds to be Delivered as Payment in Kind of the last 3 - 5 days (as deemed by the Issuer), prior to the publication of the Public Offering Notice, ii) the accrued interest of the Ordinary Bonds to be Delivered as Payment in Kind until the Subscription Date of the Ordinary Bonds, and iii) if deemed by the Issuer, a premium or discount to reflect in the price the market conditions at the time of its determination.*

*The issuance of Ordinary Bonds to be acquired through Payment in Kind does not imply a change in the characteristics and conditions of the Ordinary Bonds that have been established in the Prospectus. Likewise, considering the criteria for the definition of the Recognized Price for the Bonds to be Delivered as Payment in Kind, the Investors who are interested in subscribing the new Ordinary Bonds that allow this payment modality shall receive values that, although they have different characteristics from those of the Ordinary Bonds to be Delivered as Payment in Kind, are comparable in market terms and therefore their quality as creditor of the Issuer with respect to the preceding obligation is not impaired.*

**5. Payment of value differential between the Ordinary Bonds**

*Considering that the value at which the Bonds to be Delivered as Payment in Kind may be received may be different from the Subscription Price of the new Ordinary Bonds issued, any difference shall be paid in cash in accordance with the provisions of the respective Public Offering Notice and the operating instructions issued by the BVC for such purpose.*

**7. The following letters are included in Part II, Chapter 10 of the Prospectus:**

***"X. Operational Risks Associated with Payment in Kind***

The Payment in Kind modality may involve in the demand submission process the risk of an erroneous determination by the Investor of the amount of Bonds to be Delivered as Payment in Kind necessary to make the Payment in Kind of an order that is awarded.

In order to mitigate this risk, in this Prospectus, as well as in the respective Public Offering Notice, the definition and manner of calculating the Exchange Term is included. In order for the Investor to be able to determine the Exchange Term and therefore, the amount of Bonds to be Delivered as Payment in Kind, the Recognized Price for the Bonds to be Delivered as Payment in Kind shall be published on the day of the Issue in the informative bulletin issued for such purpose by the BVC, at the latest before the opening of the Issue. Likewise, the definition of the Subscription Price is included in this Prospectus and in the respective Public Offering Notice.

Likewise, the Investors shall have the possibility of consulting through their Direct Depositor, the amount of Outstanding Ordinary Bonds of which they are holders. Direct Depositors have this information available through Deceval's SIIDJ application (Deceval's Integrated Information System).

***Y. Valuation Risks associated with Payment in Kind***

*For the Ordinary Bondholders subject to the inspection and surveillance of the SFC that accept the offer and have accounted at maturity or available for sale the Outstanding Ordinary Bonds, there is a risk of an impact on the valuation of their portfolio.*

*Before making an investment decision, it is recommended that the Investors evaluate the potential risk derived from a differential that may exist between the Recognized Price for the Bonds to be Delivered as Payment in Kind and their valuation price. It should be noted that the valuation risk corresponds to a risk inherent to the market and to the way in which the valuation curves are constructed, which cannot be mitigated neither by the Issuer nor by the Investors.*

***Z. Risk of possible loss of liquidity and/or marketability of the Outstanding Ordinary Bonds***

*A public offering of Ordinary Bonds that allows Payment in Kind does not in itself imply a risk of liquidity and/or loss of marketability of the Outstanding Ordinary Bonds, in the event of scenarios of low demand in the market.*

*However, as would occur in any public offering of securities, the greater or lesser marketability of the Securities shall depend on the market players acquiring the Ordinary Bonds and their investment time horizon."*

Except for the amendments expressly stated in this Addendum No. 3, all other provisions of the Prospectus, Addendum No. 1 and Addendum No. 2 remain in effect and unchanged.

**CERTIFICATION BY THE LEGAL REPRESENTATIVE OF THE ISSUER**

**THE UNDERSIGNED LEGAL REPRESENTATIVE OF**

**GRUPO ARGOS S.A.**

**CERTIFIES:**

That, within my competence, I have used due diligence in verifying the Addendum No. 3 to the Prospectus of the Issuance and Placement Program of Ordinary Bonds and Commercial Papers of Grupo Argos S.A., in such a way that I certify the veracity thereof and that it does not contain omissions of information that are material and may affect the decision of future investors.

Issued in Medellín on May 27, 2020.

[SIGNED]

**Rafael Olivella**

**Legal Representative**

**GRUPO ARGOS S.A.**

**CERTIFICATION OF THE STRUCTURER AND LEAD PLACEMENT AGENT**

THE UNDERSIGNED LEGAL REPRESENTATIVE OF

**BANCA DE INVERSIÓN BANCOLOMBIA S.A. CORPORACIÓN FINANCIERA**

CERTIFIES:

That, within the scope of its functions as Structuring and Lead Placement Agent, it used due diligence in the verification of the contents of Addendum No. 3 of the Prospectus of the Issuance and Placement Program of Ordinary Bonds and Commercial Papers of Grupo Argos S.A., in such a way that we certify the veracity thereof and that it does not contain omissions of information that are material and may affect the decision of future investors.

Issued in Medellín on May 13, 2020.

[SIGNED]

**CAMILO OROZCO SIERRA**

Legal Representative

**BANCA DE INVERSIÓN BANCOLOMBIA S.A. CORPORACIÓN FINANCIERA**





**CERTIFICATION OF THE LEGAL REPRESENTATIVE OF BONDHOLDERS**

THE UNDERSIGNED LEGAL REPRESENTATIVE OF

**ALIANZA FIDUCIARIA S.A.**

CERTIFIES:

That, within her competence as Legal Representative of Bondholders, she used due diligence in the verification of the content of Addendum No. 3 of the Prospectus of the Issuance and Placement Program of Ordinary Bonds and Commercial Papers of Grupo Argos S.A., in such a way that she certifies the veracity thereof and that it does not contain omissions of information that are material and may affect the decision of future investors.

Issued in Medellín on May 08, 2020.

[SIGNED]

**CATALINA POSADA MEJIA**

Legal Representative

**ALIANZA FIDUCIARIA S.A.**

Reviewed by: NAAJ