



## GRUPO ARGOS

### NOTICE OF ABBREVIATED MERGER BY ABSORPTION

(i) GRUPO ARGOS S.A., a company domiciled in Medellín (Colombia), and incorporated by public deed No. 472 of February 27, 1934 of Notary 2<sup>nd</sup> of Medellín (hereinafter, the “Absorbing Company”) and (ii) Inversiones Fortcorp S.A.S. en liquidación (hereinafter “Fortcorp”), a company incorporated in Bogota (Colombia) by Public Deed No. 765 of February 13, 2012, of Notary 72<sup>nd</sup> of Bogotá; (iii) Inversiones Roundcorp S.A.S. en liquidación (hereinafter “Roundcorp”), a company domiciled in Medellín (Colombia), incorporated by public deed No. 749 of February 20, 2012, of Notary 29 of Medellín; and (iv) Situm S.A.S. (hereinafter “Situm”), a company incorporated in Medellín (Colombia) incorporated by Public Deed No. 1600 of June 18, 1974 of Notary Three in Barranquilla (Situm, Roundcorp and Fortcorp hereinafter the “Absorbed Companies”) give notice to all their creditors and other third parties that the General Shareholders Meeting of each of the Absorbed Companies in meetings held on March 23 and March 28, 2017 respectively and the Board of Directors of the Absorbing Company on February 26, 2017 approved the abbreviated merger by absorption by which the Absorbing Company absorbs the Absorbed Companies. Information on the abbreviated merger by absorption is the following, based on the financial statements as of December 31, 2016:

1. The Absorbing Company and the Absorbed Companies have the following capital composition:

Company	Authorized capital.	Subscribed and paid-in capital	Nominal Value
Grupo Argos S.A.	\$75,000,000,000 divided in 1,200,000,000 shares	\$53,933,100,750 divided in 862,929,612 shares	\$ 62.50
Situm S.A.S.	\$6,000,000,000 divided in 6,000,000 shares	\$1,056,000,000 divided in 1,056,000 shares	\$ 1,000
Inversiones Roundcorp S.A.S. en liquidación	\$1,000,000,000 divided in 1,000,000 shares	\$824,484,000 divided in 824,484 shares	\$ 1,000
Inversiones Fortcorp S.A.S. en liquidación	\$500,000,000 divided in 500,000 shares	\$339,956,000 divided in 339,956 shares	\$ 1,000

2. The Absorbing Company and the Absorbed Companies have the following assets, liabilities and equity in millions of pesos as of December 31, 2016:

Company	Assets	Liabilities	Equity
Grupo Argos S.A.	\$16,995,199	\$1,765,301	\$15,229,898
Situm S.A.S.	\$91,074	\$73,407	\$17,667
Inversiones Roundcorp S.A.S. en liquidación	\$32,681	\$1,840	\$30,841
Inversiones Fortcorp S.A.S. en liquidación	\$102,129	\$3,735	\$98,394

3. After the abbreviated merger by absorption, the Absorbing Company will have the following assets, liabilities and equity, in millions of pesos:

Company	Assets	Liabilities	Equity
Grupo Argos S.A.	\$17,131,471	\$1,901,573	\$15,229,898

4. The valuation of the Absorbed Companies was made through the book value method. Because it is the same corporate group, and the Absorbed Companies are already subsidiary companies of the Absorbing Company, which owns 100% of their shares, the equity transfers carried out as a result of the Abbreviated Merger between these companies are completely neutral from the equity point of view as the Absorbing Company becomes direct owner of equity that indirectly it already owns. Assets that it will receive and liabilities that it will assume are already included in its Financial Statements, and therefore, this operation does not increase or decrease equity.

5. Taking into account the indicated equity neutrality, after the merger the Absorbed Companies shall cease to exist and therefore there will be no interchange relationship.

6. The statutory auditors of the Absorbing Company and of the Absorbed Companies certify the evaluation method used for the Abbreviated Merger by Absorption and have audited the December 31, 2016 financial statements.

Grupo Argos S.A.	Situm S.A.S	Inversiones Roundcorp S.A.S.	Inversiones Fortcorp S.A.S.
María Uriza Pardo Legal Representative	Ilva Gómez Crespo Legal Representative	En liquidación Dora Maya Legal Representative	En liquidación María Uriza Pardo Legal Representative
Daniel Augusto Bernal Member of Deloitte & Touche Ltda Statutory Auditor	Leidy Katherine Zuluaga Cano Member of Deloitte & Touche Ltda Statutory Auditor	Andrés David Caballos Muriel Member of Deloitte & Touche Ltda Statutory Auditor	Cristian Jesús Ramos Herrera Member of Deloitte & Touche Ltda Statutory Auditor