

BANCO DE BOGOTÁ
BOARD OF DIRECTORS'
CORPORATE GOVERNANCE COMMITTEE
RULES OF PROCEDURE

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This document specifies the details that rule the functionality of the Board's Corporate Governance Committee, which refers to applicable regulation, the Bylaws, the Corporate Governance Code and other internal policies.

Purpose.

The purpose of this committee is to know the status of implementation of corporate governance best practices within the Bank and, in relation to these matters and other matters submitted for its consideration, assist the Board of Directors in the continuous improvement process on the adoption of good governance standards and the oversight of compliance with Corporate Governance directives adopted by the Bank.

Functions.

The Committee shall have the following responsibilities:

1. To favor for shareholders and the market in general, to have access in a complete, true and timely manner to the Bank's information that should be disclosed in accordance with the Bylaws, the Corporate Governance Code, the Rules of Procedure for the General Shareholders' Meeting and other governance documents.
2. To review and assess the manner in which the Board of Directors has complied with its duties during the fiscal period.
3. To promote training and update on matters related to its purpose for the Board of Directors.
4. To review that the Bank's Corporate Governance practices and the corporate and business conduct, adjust themselves to the provisions included in the Corporate Governance Code and other internal and legal regulation.
5. To consider proposed reforms to the Bylaws, Corporate Governance Code, Code of Ethics, Conduct and Transparency, as well as to the Rules of Procedure for the Shareholders' Meeting, the Board of Directors and the Board's committees, when such reforms are related to the Company's

corporate governance. To present changes, updates and elimination of dispositions related to Corporate Governance.

6. To review, if applicable, answers given by Management and/or the Statutory Auditor to claims from shareholders and investors on compliance with Corporate Governance policies included in the Corporate Governance Code.
7. When so delegated by the Board of Directors, to know about conducts from members of the Bank's Board of Directors that might be contrary to provisions included in the Bylaws, in the Rules of Procedure for the Board of Directors and other internal regulations, which shall be informed to the Board when the Committee considers it necessary.
8. When so delegated by the Board of Directors, to follow up on negotiations with shares issued by the Bank or other companies that are part of the same Conglomerate, carried out by Board members and Senior Management.

Frequency.

The Board's Corporate Governance Committee shall meet ordinarily once a year, with the possibility of meeting extraordinarily when considered necessary.

Members.

The Corporate Governance Committee shall be designated by the Board of Directors and shall be dependent to the Board. It is comprised of two members from the Board of Directors, one of them independent, and two (2) members from Senior Management, who shall be elected for a one year term and who may be reelected indefinitely.

Other Bank employees may also attend as guests whenever deemed appropriate by the Committee.

Quorum and deciding majorities.

This Committee will meet with the presence of an absolute majority of its members. Decisions will be valid with the favorable vote of the majority of the participants at each meeting.

Committee's Secretary.

Banco de Bogotá's General Secretary will act as Secretary of the Corporate Governance Committee. Otherwise, the employee appointed by the Committee who will be in charge of summoning, delivering information to be reviewed and registering in the Minutes, quorum, discussions and decisions.

Approval and Modifications to this document .

Banco de Bogotá's Board of Directors will have sole competency to approve and modify these rules of procedure.

Banco de Bogotá's Board of Directors shall resolve any doubts or differences referring to the application or interpretation of this document, in accordance with corporate governance principles and recommendations adopted by the Bank.