

CORPORATE GOVERNANCE REPORT

JANUARY - DECEMBER 2019

Pursuant to Article 8 of the regulations governing the Corporate Governance Committee, we hereby present to the Banco Davivienda General Shareholders' Assembly the Corporate Governance Report for 2019.



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I. COMPANY'S OWNERSHIP STRUCTURE

1. COMPANY CAPITAL¹

AUTHORIZED CAPITAL	SUBSCRIBED CAPITAL	PAID-IN CAPITAL
\$77,350 millions of pesos	\$76,784 millions of pesos	\$76,784 millions of pesos

Share Value: \$170.

2. INFORMATION REGARDING SHARES

To date, Banco Davivienda has issued common and preferred shares.

TYPE OF SHARES	TOTAL
Common	343,676,929
Preferred	107,993,484

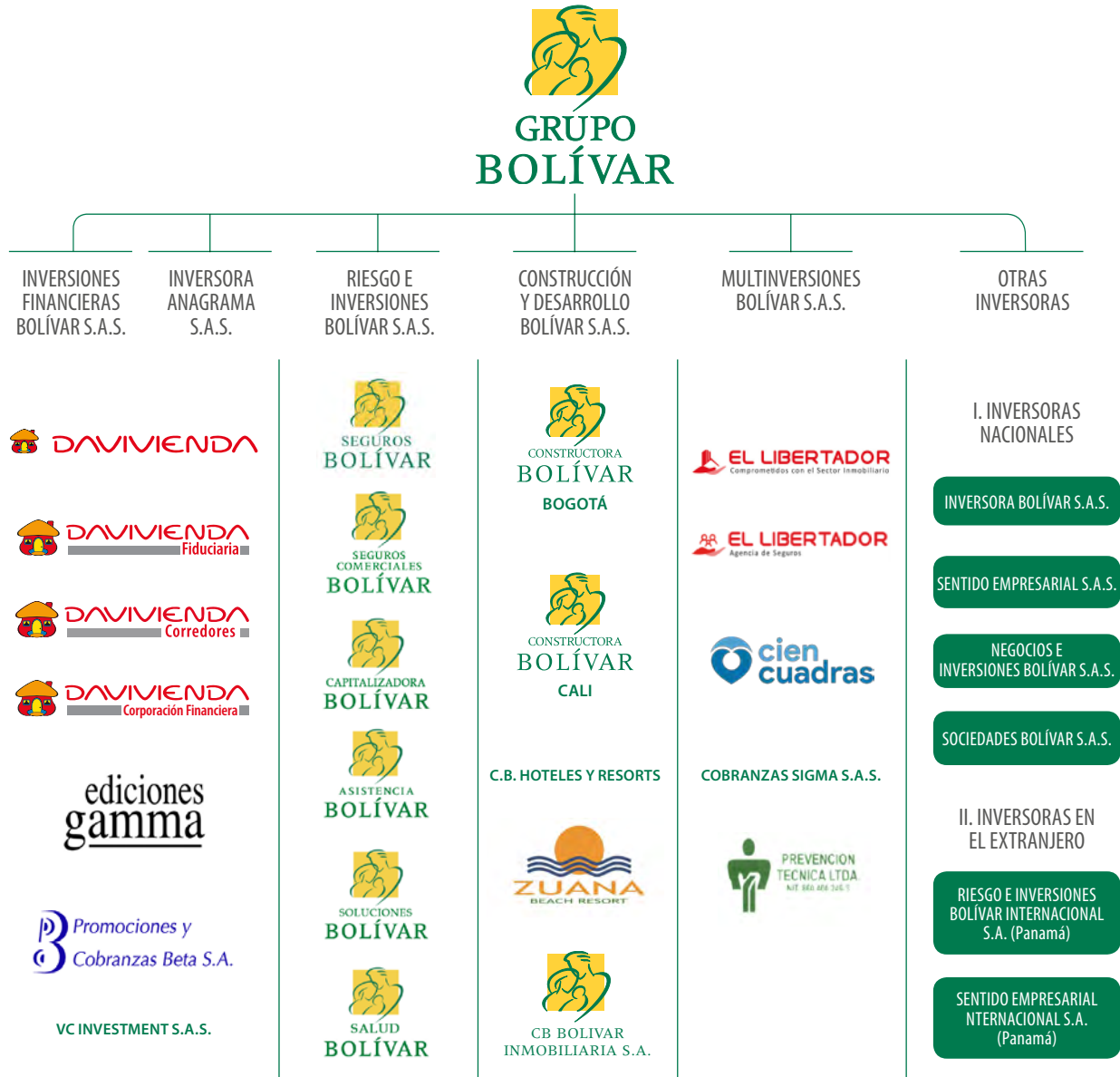


1. Notes to the EEFF to 2018.



3. BOLÍVAR GROUP COMPANIES GROUP ORGANIZATIONAL CHART:

The main companies of the Bolivar Group are presented in the following chart:



Note: This organization chart is organized in accordance with the shareholders who hold the largest participation in the capital stock of the companies of the Bolívar Group.

INTERNATIONAL
PRESENCE

DAVIVIENDA
Salvador, Honduras, Costa Rica, Panamá

DAVIVIENDA
Corredores Panamá

It is important to note that Grupo Bolívar S.A. is the parent company of the Group and Banco Davivienda one of its subordinates.



II. COMPLIANCE WITH THE GOVERNANCE SCHEME

1. GENERAL SHAREHOLDERS ASSEMBLY

During 2019, the General Shareholders' Assembly met on the following dates:

Date	March 15 / 2019
Type of meeting	Ordinary
Minutes No.	126
No. of shares represented	343,003,420
Quorum	99.804 %

The meeting was held in compliance with applicable regulations and the necessary information was provided for decision-making by the shareholders.

The call, the rights and obligations of the shareholders, the characteristics of the shares and the rules of operation for the Shareholders' Meeting were disclosed to shareholders and to the market in general through the website, www.davivienda.com.

In addition, developments in the meeting were transmitted online to the Bank's shareholders, in compliance with recommendations in the Code of Best Corporate Practices, Country Code, which establishes that electronic media are highly useful in disclosing information.

It is important to note that Banco Davivienda's shareholders and investors have an exclusive and personalized service channel as (+57 1) 2203495, and the email address: atencionainversionistas@davivienda.com and IR@davivienda.com.

Additionally, the attention to the shareholders of Banco Davivienda is carried out through Deceval, whose attention line for shareholders is (571) 307-7127 in Bogotá and 018000111901 nationwide (toll free). The Deceval shareholder service office in Bogotá is located at Calle 24A # 59 - 42 Torre 3, piso 6 (Ciudad Empresarial Sarmiento Angulo), Bogotá, D.C.

Likewise, in compliance with the current regulations, the Bank's relevant information was published through the Financial Superintendence's website.



2. BOARD OF DIRECTORS

a. Composition of the Board of Directors

At the General Shareholders' Assembly held on March 15, 2019, the following persons were elected as members of the Board of Directors for the period 2019 - 2021:

LINE	NAME	POSITION TYPE
FIRST LINE	Carlos Guillermo Arango Uribe* (President of the Board)**	Principal
	Roberto Holguín Fety	Alternate
SECOND LINE	Javier José Suárez Esparragoza*	Principal
	Olga Lucía Martínez Lema	Alternate
THIRD LINE	Álvaro Peláez Arango***	Principal
	Federico Salazar Mejía***	Alternate
FOURTH LINE	Andrés Flórez Villegas***	Principal
	Daniel Cortés McAllister***	Alternate
FIFTH LINE	Diego Molano Vega***	Principal
	Ana Milena López Rocha***	Alternate

* Non independent members.

** The Chairman of the Board of Directors does not occupy any administrative position in the company.

*** Independent members.

b. Resumes of the Board Members and Legal Representatives

In order to disclose the suitability of the company's directors, the professional profile and the experience of each of the members of the Board, the President and his alternates are published on the corporate website. The resumes of the Board of Directors members' are published on the website, at the following link: [www.davivienda.com / Information for investors / Corporate Governance / Board of Directors and Support Committees](http://www.davivienda.com/Information%20for%20investors/Corporate%20Governance/Board%20of%20Directors%20and%20Support%20Committees).



c. Board Meetings

During the year 2019, the Board met on the following occasions:

MINUTES No.	DATE	TYPE OF MEETING	QUORUM
974	29/01/2019	ORDINARY	100 %
975	12/02/2019	ORDINARY	80 %
976	20/02/2019	NON-PRESENTIAL	100 %
977	05/03/2019	ORDINARY	80 %
978	26/03/2019	ORDINARY	80 %
979	09/04/2019	ORDINARY	80 %
980	23/04/2019	ORDINARY	80 %
981	21/05/2019	ORDINARY	100 %
982	04/06/2019	ORDINARY	100 %
983	25/06/2019	ORDINARY	100 %
984	09/07/2019	ORDINARY	100 %
985	23/07/2019	ORDINARY	100 %
986	20/08/2019	ORDINARY	100 %
987	03/09/2019	ORDINARY	100 %
988	08/10/2019	ORDINARY	80 %
989	22/10/2019	ORDINARY	100 %
990	05/11/2019	ORDINARY	100 %
991	22/11/2019	ORDINARY	100 %
992	03/12/2019	ORDINARY	100 %
993	17/12/2019	ORDINARY	100 %



The participation in and timeliness of the meetings have allowed that body to guide the company's direction and to perform an adequate follow-up function.

The Board also carried out its functions based on the compliance program defined for this body, and has been supported by Committees that report on compliance with its guidelines, and propose modifications in accordance with regulatory and/or market requirements.



d. Appointment Process for the Board of Directors

According to Article 11 of the Board of Directors' Regulations, its members "shall be appointed by the General Shareholders' Assembly in accordance with the provisions contained in law and in the bylaws, through the electoral quotient system or any other which the law provides. Alternates shall be personal.

When a member of the Board of Directors is appointed for the first time, Banco Davivienda S.A. will provide him or her with the necessary information to have specific knowledge about the main activities of the Bank and its sector, as well as its obligations and attributions".

Prior to the election of the new member of the Board of Directors, the Corporate Governance Committee shall have the obligation to verify that the candidate complies with the requirements of the Financial Superintendency of Colombia and applicable regulations and report the results of the process to the Board of Directors.

e. Compensation for the Board of Directors

Compensation for the members of the Board of Directors was set at three million five hundred thousand pesos (\$3,500,000) pesos (\$3,500,000) for attendance at each meeting.

During 2019, the Board of Directors was paid a total of three hundred sixty seven million five hundred thousand pesos (\$367,500,000), broken down as follows:



LINE	NAME	COMPENSATION
FIRST LINE	Carlos Guillermo Arango Uribe	\$ 63 millions
	Roberto Holguín Fety*	\$ 7 millions
SECOND LINE	Javier José Suárez Esparragoza	\$ 56 millions
	Olga Lucía Martínez Lema*	\$ 14 millions
THIRD LINE	Álvaro Peláez Arango	\$ 63 millions
	Federico Salazar Mejía*	\$ 0
FOURTH LINE	Andrés Flórez Villegas	\$ 59,500,000
	Daniel Cortés McAllister*	\$ 38,500,000
FIFTH LINE	Diego Molano Vega	\$ 35 millions
	Ana Milena López Rocha*	\$ 31,500,000
Total:		\$ 367,500,000

* Alternates

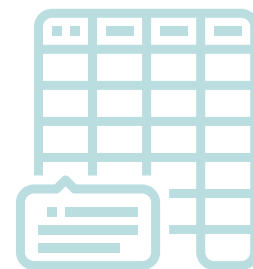


f. Attendance data for meetings of the members of the Board of Directors

PRINCIPAL MEMBERS OF THE BOARD OF DIRECTORS	MEETINGS ATTENDED
Carlos Guillermo Arango Uribe	18 Meetings
Javier José Suárez Esparragoza	16 Meetings
Álvaro Peláez Arango	18 Meetings
Andrés Flórez Villegas	17 Meetings
Diego Molano Vega	10 Meetings

It is important to mention, that the Financial Superintendency of Colombia authorized Diego Molano Vega as of June 6, 2019. Therefore, Diego Molano Vega began to act as the main member of the Board of Directors of Banco Davivienda from the meeting of June 25, 2019.

As for the two new alternate members of the Board of Directors, Daniel Cortés Mcallister and Ana Milena López Rocha, both the Financial Superintendence of Colombia authorized their mandate.



g. External Consulting to the Board of Directors

Pursuant to Article 33 of the Board of Directors Regulations, its members may request hiring by the Bank of legal, accounting, technical, financial, commercial or other consultants for the analysis of particular issues or issues and those of special complexity, arising within Banco Davivienda S.A., and that must be analyzed in depth by the Board of Directors.



3. SUPPORT COMMITTEES OF THE BOARD OF DIRECTORS

To be considered a committee in support of the Board of Directors, it must comply with the following: the constitution and bylaws of the committee must be approved by the Board of Directors and at least one of the members of these committees must be a member of the Board. Davivienda Bank Directive.

3.1 Composition of the Audit Committee

The Audit Committee is the body that supports the Board of Directors in its management, implementation and supervision of the Entity's Internal Control System.

This Committee is composed of three (3) Board members, two (2) of whom are independent.

Its members are:

Javier José Suárez Esparragoza	Member, Board of Directors
Andrés Flórez Villegas	Independent Member, Board of Directors
Álvaro Peláez Arango	Independent Member, Board of Directors

a. Meetings of the Audit Committee

The composition and functioning of this Committee follows the Internal Control System (ICS) guidelines and policies established in External Circular 038 of 2009, issued by the Superintendence of Finance, and other rules that modify or complement it.

In addition, the Committee developed its functions based on its rules and current regulations.

The functions of the Audit Committee are published on the website www.davivienda.com, through the following link: *Information for investors / corporate governance / Board of Directors and Support Committees*.



MINUTES No.	DATE
101	February 12 th
102	March 27 th
103	May 7 th
104	July 23 th
105	October 22 th



b. Attendance to Audit Committee Meetings

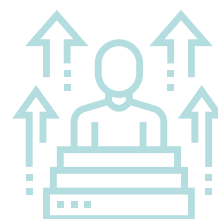
AUDIT COMMITTEE MEMBERS	MEETINGS ATTENDED
Javier José Suárez Esparragoza	5 Meetings
Andrés Flórez Villegas	4 Meetings
Álvaro Peláez Arango	5 Meetings

3.2 Corporate Governance Committee

This is a body made up of senior management and a member of the Board, which supports the Board of Directors management of good Corporate Governance practices and compliance with related policies.

Its members are:

Enrique Flórez Camacho	Member, Board of Directors
Ricardo León Otero	Executive Vicepresident for Risk
Mauricio Valenzuela Gruesso	Vicepresident for Legal Affairs
Olga Lucía Martínez Lema ²	Member, Board of Directors



The functions of the Corporate Governance Committee are published on the website www.davivienda.com, at the following link: Information for investors / corporate governance / Board of Directors and Support Committees.

a. Meetings of the Corporate Governance Committee

The Corporate Governance Committee performed its support duties to the Board of Directors regarding implementation of good governance practices established within the entity.

In addition, in 2019, the Committee fulfilled its functions within the parameters established by the Board of Directors and its regulations.

MINUTES No.	DATE
26	February 21 th
27	March 14 th
28	November 28 th

2. On October 8 (2019), the Board of Directors by unanimous decision approved the election of Olga Lucía Martínez Lema, as a member of the Corporate Governance Committee, replacing Enrique Flórez.



b. Corporate Governance Committee Attendance Data

CORPORATE GOVERNANCE COMMITTEE MEMBERS	ATTENDANCE
Enrique Flórez Camacho	2 Meetings
Ricardo León Otero	3 Meetings
Mauricio Valenzuela Gruesso	3 Meetings
Olga Lucía Martínez Lema	1 Meeting

3.3 Corporate Risk Committee

This is a supporting body for the Board of Directors, in charge of defining risk management guidelines and keeping the Board of Directors and Senior Management informed of the corporate risks affecting the Bank and its subsidiaries.

Its members are:

Javier José Suárez Esparragoza	Principal, Board of Directors
Roberto Holguín Fety	Alternate, Board of Directors
Olga Lucía Martínez Lema	Alternate, Board of Directors

To carry out this comprehensive function, there are other risk committees specializing in issues such as credit, market and liquidity, operational, and fraud, among others.



a. Meetings and Attendance Date of the Corporate Risk Committee

DATE	MEETINGS ATTENDED
April 8th	Olga Lucía Martínez Lema Roberto Holguín Fety
August 03	Javier Suarez Esparragoza Olga Lucía Martínez Lema Roberto Holguín Fety
October 10	Javier Suarez Esparragoza Olga Lucía Martínez Lema Roberto Holguín Fety
December 12	Olga Lucía Martínez Lema Roberto Holguín Fety



3.4 Compliance Committee

It is an organ of decision and support for the management carried out by the Board of Directors in terms of supervision and monitoring of the Entity's compliance program. Its main attribution is to support its management regarding the implementation, supervision and monitoring of the entity's compliance program.

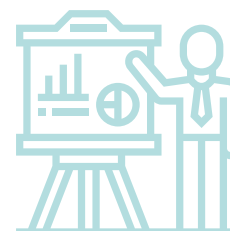
Its members are:

PRINCIPAL MEMBER

Efraín Enrique Forero Fonseca	President of Banco Davivienda
Olga Lucía Martínez Lema	Alternate Member of the Board of Directors
Jorge Horacio Rojas Dumit	Commercial vicepresident
Ricardo León Otero	Executive Vice President of Risk and Financial Control
Luz Maritza Pérez Bermúdez	Executive Vice President of Personal Banking and Marketing
Alberto Patricio Melo Guerrero	Executive Vice President of Media
Álvaro Carrillo Buitrago	Corporate Executive Vice President
Liliana Alvis Cruz	Vice President of Compliance

ALTERNATE MEMBER

Roberto Holguín Fety	Alternate Member of the Board of Directors
Margarita Henao Cabrera	Vice President of Personal Banking Products
Félix Roza Cagua	Vice President of Operations
Nancy Motta Uribe	Assistance Vice Presidency of Operational Risk
Reinaldo Rafael Romero Gómez	Vice President Corporate Credit
Carmen Alicia Pérez Montenegro	Compliance Director - Compliance Unit



a. Meetings of the Compliance Committee

MINUTES NO.	DATE OF MEETING
01-2019	April 23, 2019
02-2019	June 13, 2019
03-2019	November 1, 2019
04-2019	December 20, 2019



b. Attendance to the Compliance Committee

CORPORATE GOVERNANCE COMMITTEE PRINCIPAL MEMBERS	ATTENDANCE
Efraín Enrique Forero Fonseca	4 Meetings
Olga Lucía Martínez Lema	4 Meetings
Jorge Horacio Rojas Dumit	4 Meetings
Ricardo León Otero	2 Meetings
Luz Maritza Pérez Bermúdez	1 Meetings
Alberto Patricio Melo Guerrero	3 Meetings
Álvaro Carrillo Buitrago	1 Meetings
Liliana Alvis Cruz	4 Meetings



3.5 Sustainability committee

This is the body that proposes to the Board of Directors for its approval and reviews current and future policies, guidelines and procedures regarding sustainability, guaranteeing compliance with international standards and voluntary agreements. Similarly, it is responsible for monitoring progress in this area.

Its members are:

Olga Lucía Martínez Lema	Alternate Member of the Board of Directors
Efraín Enrique Forero Fonseca	President of Banco Davivienda
Alejandra Cuéllar Vanegas	Director of Social Responsibility and Public Relations
Nancy Motta Uribe	Assistance Vice Presidency of Operational Risk

b. Meetings and Attendance Date of the Sustainability committee

DATE	MEETINGS ATTENDED
August 8	Efraín Enrique Forero Fonseca Olga Lucía Martínez Lema Alejandra Cuéllar Vanegas Nancy Motta Uribe
September 4	Olga Lucía Martínez Lema Alejandra Cuéllar Vanegas Nancy Motta Uribe
November 1	Olga Lucía Martínez Lema Alejandra Cuéllar Vanegas Nancy Motta Uribe



4. SUPPORT BODIES FOR HIGH MANAGEMENT

4.1 Presidency Committee

This is a supporting body for Senior Management that ensures execution and monitors strategic and risk management within Banco Davivienda, in accordance with the guidelines set by the Board of Directors.

Among its main functions is to define the main priorities of the strategic programs of Banco Davivienda and its Subsidiaries, as well as sustainability, innovation, environmental risk and efficiency, among others.

Its members are:

Efraín Enrique Forero Fonseca	President of Banco Davivienda
Mauricio Valenzuela Gruesso	Legal Vice President
Danilo Cortés Cortés	Vice President of Auditing
Maritza Pérez Bermúdez	Executive Vice President of Personal Banking and Marketing
Ricardo León Otero	Executive Vice President for Risk
Álvaro Carrillo Buitrago	Corporate Executive Vice President
Pedro Alejandro Uribe Torres	International Executive Vice President
Martha Luz Echeverí	Executive Vice President for Human Talent
Patricio Melo Guerrero	Executive Vice President for Media
Liliana Alvis Cruz	Vice President of compliance
Jorge Rojas Dumit	Commercial executive vice president

4.2 Integrated Committee On Accounting & Taxation Regulation And Disclosure

This Committee supports the Board of Directors in the analysis of accounting and tax policies and procedures, to ensure applicable regulatory compliance in Colombia. Likewise, it works to ensure and validate disclosure of the Financial Statements.

This Committee is composed of four principals, who are:

Juan Carlos Hernández	Vice President, Accounting and Taxation	Principal
Ricardo León	Vice President Accounting and Taxation	Principal
Adriana Darwisch	International Financial Vice President	Principal
Reinaldo Romero	Vice President of Corporate Credit	Principal
Anilsa Cifuentes	CFO	Alternate
William Clavijo	Tax Director	Alternate
Pedro Bohorquez	Director of Planning and Risks	Alternate
William Lenis	National Director of Standardization of Business Banking	Alternate

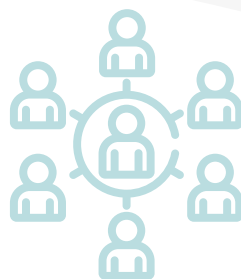
Additionally, in 2019, the Committee fulfilled its functions, within the parameters established by the Board of Directors and its regulations.



5. BOLIVAR GROUP COMMITTEE

5.1 Compensation Committee

This is a Group Committee whose function is to establish guidelines on the compensation of employees in Group companies, specifically its Presidents, seeking fairness and correspondence between their positions and their counterparts in the sector. It also strives for balance within each of the companies, without prejudice to what each Board establishes.



III. FUNCTIONS OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

Pursuant to Article 42 of the Bank's Articles of Association and Article 18 of the Board Regulations, the Chairman of the Company's Board of Directors has the following duties:

1) Under the Bylaws:

- a) Chair the meetings of the Board of Directors and manage the debates.
- b) Ensure the execution of the Board decisions and follow up on its orders and resolutions.
- c) Monitor the active participation of the members of the Board of Directors.
- d) Lead the annual evaluation process of the Board of Directors and its Committees, except for its own evaluation.

2) Under the Board of Directors' Regulations:

- a) Preside over the meetings of the Board of Directors.
- b) Submit to the Board such proposals as it deems appropriate for a good performance by the Bank, especially those related to the functioning of the Board and other company bodies, whether prepared by the Board or by another Board member.
- c) Make the necessary recommendations to the Board of Directors on issues related to good Corporate Governance.

The above are without prejudice to the duties established in current regulations.



IV. FUNCTIONS OF THE SECRETARY OF THE BOARD OF DIRECTORS

In accordance with Article 20 of the Board of Directors' Regulations, the Secretary of the company's Board of Directors has the following duties:

- a) Coordinate with the Bank President the organization of Board meetings and attend them.
- b) Coordinate, together with the Bank President and the persons appointed by him, the collection and transfer of information to be analyzed by the Board of Directors.
- c) Custody of company documents. Duly reflect in the minutes the developments in the sessions and attest to the agreements made in the course of the meetings.
- d) Ensure compliance with the legal norms applicable to the Board of Directors and its members.
- e) Channel, in a general way, the Bank's relations with its directors in all matters related to the functioning of the Board of Directors, in accordance with instructions given by the Company's President.
- f) Process directors' requests regarding information and documentation of those matters that fall under the Board of Directors' purview.
- g) Act as Secretary at the General Shareholders' Meetings, unless otherwise decided by the highest corporate body.
- h) Inform the Board of Directors and promote the adoption of developments and trends in Corporate Governance.

The foregoing is without prejudice to provisions in the bylaws and current regulations.

V. REMUNERATION MODEL FOR THE PRESIDENT, SENIOR MANAGEMENT OF BANCO DAVIVIENDA S.A.



1. Criteria a. remuneration of the president

The president of BANCO DAVIVIENDA S.A. is entitled to receive a fixed amount, approved by the Board of Directors, and a variable remuneration in accordance with the Bank's annual results determined mainly by the following variables: economic results, compliance with the strategy, efficiency and quality of service.

2. Remuneration of the members of the senior management

2.1 Fixed Compensation of Senior Management: The members of the Senior Management have the right to a fixed monthly salary, which increases on the date of completion of the work anniversary. The increase approved for 2019 was 4.18 %. In exceptional cases, the Administration may submit additional increases for merit to the Board of Directors for consideration.

2.2 Variable Compensation of Senior Management: The members of the Senior Management will be entitled to receive a variable additional remuneration, which may be up to four (4) salaries per year.



VI. INTERNAL CONTROL SYSTEM

The Bank currently has a control system composed of principles for self-control, self-regulation and self-management, which identifies the elements of the internal control system throughout the organization's structure.

VII. MANAGEMENT OF CONFLICTS OF INTEREST

In order to avoid conflicts of interest arising in decisions that have to be taken by shareholders, directors, senior executives and Bank officials in general, rules of conduct have been defined so that decisions taken in all cases are carried out with the highest objectivity and for the benefit of the Bank.

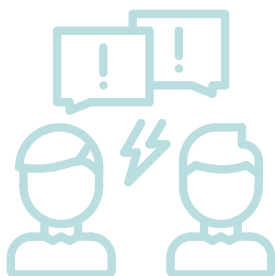
Accordingly, the Manual on Conflicts of Interest and the Code of Ethics contain a catalog of possible conflicts of interest, and the mechanisms for managing them.



Regarding the Bank's brokerage activities in the securities market, the manual includes principles and policies that allow the detection, prevention and management of potential conflicts of interest.

It is important to mention that on December 3, 2019, the Board of Directors approved a modification to the Conflict of Interest Manual and the use of privileged information, which includes the following: The incorporation of new procedures for the disclosure and resolution of conflicts of interest in articles 7,8,9,10 (officers, senior management, Board of Directors and President of the Bank) and the definition of conflict of interest and the definition related to the acceptance of gifts and invitations by the administrators, managers and officers of Banco Davivienda S.A.

The Conflicts of Interest and use of Inside Information Manual is published on the website, at the following route: [www.davivienda.com/Information for investors / Corporate Governance / Manual of Conflicts of Interest and use of Inside Information](http://www.davivienda.com/Information%20for%20investors/Corporate%20Governance/Manual%20of%20Conflicts%20of%20Interest%20and%20use%20of%20Inside%20Information).



VIII. TRANSACTIONS BETWEEN RELATED PARTIES

Banco Davivienda S.A. Informs the general public of transactions carried out with related parties in accordance with applicable legal regulations, in particular those established for the disclosure of information in the notes to the financial statements.

The notes to the Financial Statements are published on the website, at the following link: www.davivienda.com / *Financial Information / Notes and Financial Statements*.



IX. INFORMATION PROVIDED TO THE MARKETS

During 2019, the Bank disclosed to shareholders, investors and the market in general timely and accurate information regarding the company, its financial performance, the corporate governance system and general relevant information. The Bank provides this information through institutional channels and through a space on its website, www.davivienda.com.

X. COMPLAINTS ON COMPLIANCE WITH THE CODE OF GOOD GOVERNANCE



During 2019, no claim was reported regarding a breach of the Bank's Code of Good Governance.

XI. OTHER RELEVANT INFORMATION

The Bank is not aware of the existence of contracts with members of the Board of Directors, Directors, Principal Executives or Legal Representatives, including their relatives and partners, of a relevant nature and not arising from the ordinary course of business.



The Bank does not have evidence that any of its Board of Directors members is in direct or indirect conflict with the company's interests.

This Corporate Governance Report has been submitted to the Bank's Board of Directors.

The present report can be consulted through the corporate website, www.davivienda.com, and has been unanimously approved by the members of Corporate Governance Committee.

XII. REPORTS ON CORPORATE BEST PRACTICES - COUNTRY CODE

In compliance with External Circular 028 of 2014 from the Financial Superintendence of Colombia, the Report on Best Corporate Practices (Country Code) is published on the company's website.

The Report on Best Corporated Practices (Country Code 2019) can be consulted through the corporate website, at the following link: www.davivienda.com / *Information for investors / Corporate Governance / The Report on Best Corporated Practices (Country Code 2019)*.

