

Bogotá D.C., March 7<sup>th</sup>, 2016

**To**

**ALMACENES ÉXITO S.A.**

**Carrera 48 # 32 B sur 139**

**Envigado – Antioquia**

**Reference: Board of Directors nomination acceptance and certificate of independence**

I hereby accept, by way of this communication, and in compliance with requirements of the Decree 3923 of 2006, that my name may be included in the list of candidates for the Board of Directors, which will be submitted for consideration to the Shareholders of Almacenes Éxito S.A. at its annual meeting to be held on March 30<sup>th</sup>, 2016.

In addition, I certify that:

1. I meet the independence requirements provided for in paragraph 2, Article 44 of Law 964 of 2005.
2. That, except for my membership to the Board of Directors, I have not been employed or have been director in Almacenes Éxito S.A. or any of its affiliates, subsidiaries or linked parties both national and abroad, controlling or significant shareholders, understood as those who had such quality during the immediately preceding year.
3. I am not a shareholder or representative of a shareholder who directly or under agreement direct, orient or control the majority of voting rights of Almacenes Éxito S.A. or determine the majority composition of the administration bodies, those of management or of control.

4. I am not a member or employee of associations or companies selling products or providing advisory or consulting services to Almacenes Éxito S.A., or companies belonging to the same economic group of these associations or companies, and whose Income for this concept represent twenty percent (20%) or more of its operating income.
5. I am not an employee or director of a corporation, association or partnership that receives significant donations from Almacenes Éxito S.A., defined as those that represent more than twenty percent (20%) of total donations received by the respective institution.
6. I'm not an entity manager in which a member or candidate member for the Board of Directors or senior management at Almacenes Éxito S.A. serves as board member.
7. I do not receive or will receive from Almacenes Éxito S.A. remuneration different from those of fees as a member of the Board of Directors or by the Supporting Committees.

Finally, in the event the Annual Meeting of Shareholders approves my appointment, I express in advance my acceptance to become member of the Board of Directors of the company.

Sincerely,

**SIGNATURE**

**FELIPE AYERBE MUÑOZ**