

RULES OF PROCEDURE FOR THE SHAREHOLDERS' GENERAL MEETING

Rules of Procedure for the Shareholders' General Meeting

1. Definition of General Shareholders' Meeting

The General Shareholders' Meeting (GSM) is the supreme corporate body. The shareholders attending the GSM, duly called and with the corresponding quorum, can decide matters within their jurisdiction by majority established by Law and the Bylaws. Every shareholder, even dissident shareholders and those not attending the meeting, shall abide to the resolutions passed by the GSM.

2. Topics to be discussed in the GSM

The GSM can only discuss those topics included in the meeting notice, unless all the shareholders are present and unanimously decide to discuss a topic not included in the notice.

3. Meeting dates

The GSM shall regularly meet within the following three months of the end of the fiscal year. The shareholders may send the Chairman of the Board a notice not later than February 15, indicating the inclusion of an important topic that might affect the shareholders' rights.

The Chairman shall submit such notice for consideration of the Board, for the GSM notice to be approved and the agenda to be established. The Board of Directors shall assess the shareholders' requests, and if they are considered to be of social interest, they shall be included as points in the agenda. If any of such requests are rejected by the Board of Directors, the Board, through its Chairman, shall communicate such decision by writing to the interested shareholder including the proper grounds for such decision, one day after the Board of Directors session was held.

Additionally, the Board of Directors shall call a GSM when any matter competence of the GSM must be addressed; when deemed convenient to the social interests; or when one or more shareholders representing at least five per cent of the capital stock with voting powers request it via notary, indicating the matters to be addressed in such notice.

In this event, the GSM shall be necessarily called upon within the following 15 days of receiving such notice.

Nonetheless the aforementioned, if the Annual Mandatory GSM is not called within the period stated above and for the purposes therein stated, or if called, the matters of competence are not addressed, at the request of a shareholder with voting rights, such GSM shall be called by the judge of the registered office or by the *Superintendence of Securities Market*.

4. Notice of meeting

The GSM is convened according to Law, when established by the Bylaws, when the Board of Directors agrees or when a number of shareholders representing not less than 5% of the shares with voting rights requests it via notary, indicating the topics to be addressed.

- 4.1. The Board of Directors shall call the GSM when deemed necessary to inform the shareholders about material events of the company or other aspects where the GSM must take decisions to safeguard the interests of the company and their shareholders.
- 4.2. When the GSM is convened by the shareholders, they must send a letter via notary to the company's registered office, addressed to the General Manager, requesting a GSM to be held and including the topics of interest to be discussed.

The General Manager shall immediately inform the Chairman of the Board, who in turn will make the GSM notice public.

The Board will call the GSM by means of: (i) notice published in the Official Gazette El Peruano and in one of the newspapers with the widest circulation in Lima, (ii) notice in the company's website, and (iii) e-mail to the shareholders who have provided updated and complete information on their e-mail addresses.

Additionally, the Board of Directors shall inform the notice of meeting as a Material Event, both to the *Superintendencia of Securities Market* as well as to the Lima Stock Exchange, in compliance with the procedures and terms established by law. Such notice shall include the date, time and venue of the meeting, as well as the topics to be discussed. The notice shall include the items of the agenda in a detailed manner so the shareholders can decide if they attend the GSM or if they issue a power of attorney to a proxy.

The notice of meeting shall be published not less than 25 calendar days before the date when the GSM shall be held.

The GSM shall not be able to address topics other than those stated in the notice of meeting, except for certain cases allowed by Law.

In the notice of meeting, the second or third call for GSM may be included, if the quorum necessary for the meeting to be held is not obtained. Between each call for meeting, there will be not less than three days and not more than ten days.

If the GSM was not held in the first call, and two or more calls were not included in the notice of meeting, the second call for GSM shall be held within 30 days following the first call and the third call shall be made within the same period of time after the date established for the second call. In both cases, the GSM shall be called with the same requirements for release than the first one, with the clear indication that it is the second or third call, as the case may be, and at least three days before the day when the meeting shall be held.

5. Shareholders' Right to Information

From the date the notice of meeting is released, the documents, motions, and projects related to the purpose of the GSM shall be available to the shareholders in the company's website and at the office intended to assist shareholders, during office hours. The shareholders may request the information deemed necessary related to the matters comprised in the notice for meeting by visiting the company's headquarters or by writing to the e-mail address found at its website. The Board of Directors and the Management are obliged to provide such information, except in those cases where they deem that the release of requested data may harm social interest. The Company must provide shareholders a sample letter of representation which includes the representatives' data, the subject matters for which the shareholder delegates his vote and, if it is the case, the meaning of his vote for each one of the proposals.

6. Venue of the GSM

The GSM will be held in the registered office. If the Board of Directors decides not to hold the meeting in such venue, a place of easy access for the shareholders shall be designated.

7. Powers of the GSM

According to the Law and Bylaws, it is within the scope of the Regular Annual GSM to:

- Approve or disapprove the company management and the economic results of the previous year.
- Arrange the assignment of profits, if any.
- Elect on a regular basis the members of the Board of Directors according to the Bylaws and establish their compensation.
- Appoint or delegate in the Board of Directors the designation of external auditors, when applicable by Law or it is decided to do so.
- Address other matters pertinent to the GSM and any other matter included in the notice of meeting.

8. Other powers of the GSM

According to the Law and the Bylaws, it is within the scope of the GSM to:

- Remove and find a successor for any member of the Board of Directors, when necessary.
- Modify the Bylaws.
- Increase or reduce capital.
- Issue obligations, delegating in the Board of Directors the approval and execution of such issuance.
- Organize special investigations and audits.
- Agree the disposal, in a single act, of assets with an accounting value exceeding 50% of the Company's capital.
- Agree the transformation, merge, spin-off, reorganization, dissolution and liquidation of the Company.
- Resolve any other cases where the Law and Bylaws indicate its intervention and any other matter as required by the social interest, even regarding

those matters that can be resolved by the Board of Directors, except when it is the sole competence of the Board of Directors according to the Law or the Bylaws.

9. GSM Attendees

The holders of shares or their proxies, registered into the Share Registry up to 10 days prior to the holding of the GSM are entitled to attend the GSM. The Directors and the General Manager who are not shareholders may attend the GSM with right to speak, but with no voting rights. The GSM and the Board of Directors may define the attendance of officers, professionals and technical staff serving the Company or other people interested in the success of the company's businesses; all of which hold the right to speak, but no voting rights.

10. GSM Proxies

The shareholders entitled to attend the GSM may choose to be represented by another shareholder, by the institution guarding their shares, or any other person. A proxy is granted through a written document, or a letter indicating the representation shall be sent to the Company specifically for every GSM, unless these are powers granted by public instrument. These powers shall specify the way the shareholder has decided to vote for every item in the agenda eligible for voting. The powers shall be registered not less than twenty-four (24) hours before the date established for holding the GSM. The simple letter shall be addressed to the General Manager and signed by the shareholder, and shall include the number of shares owned, as well as the name and identity card of the proxy.

11. Quorum Calculation

Quorum is calculated and established upon opening the GSM. Shareholders or their proxies shall meet at the venue indicated in the notice of meeting and register with the Secretary upon arrival, identifying themselves with their original identity card and signing the attendees list. After the quorum is calculated and approved, the Chairman shall call the GSM to order. In the GSM called upon to address matters that according to the Law or Bylaws require different concurrences, the shareholders who have a conflict of interest with those of the Company, in one or more topics of the agenda, will clearly state it so and will record it when the attendees list is prepared, so as not to count their shares when the voting quorum is established. The shares of those shareholders attending the GSM after called to order are not calculated to establish the quorum, but they are entitled to vote. In case that the Secretary notices that when the GSM is called to order there is no sufficient quorum, such event shall be informed to the shareholders attending the meeting and minutes will be prepared indicating the percentage of represented shares. Such minutes shall be signed by the Chairperson of the Board in his/her capacity of Chairperson of the GSM, and by the General Manager, as Secretary, or their representatives, as well as by two shareholders attending the meeting confirming the lack of quorum.

12. Required Quorum

Except for the matters stated in the following section and for those where the Law and Bylaws require different quorums, the participation of shareholders representing not less than half the actions with voting rights is necessary to hold the GSM in first call. In the second and third call, the participation of any number of shares will suffice.

Agreements are settled by the absolute majority of shares with voting rights participating in the GSM.

For capital increase or reduction; Bylaws modification; issuance of obligations; disposal, in a single action, of assets with a value over fifty per cent (50%) of the Company's capital; the transformation, merge, spin-off, reorganization, dissolution and liquidation of the Company; the participation, in the first call, of not less than half of subscribed shares with voting rights; in the second call, the participation of at least twenty-five per cent of subscribed shares with voting rights; and, in the third call, the participation of any number of subscribed shares with voting rights shall suffice.

In the aforementioned cases, agreements must be established with the favorable vote of shareholders representing the majority of subscribed shares with voting rights represented in the GSM. However, when the agreements related to the topics indicated in the third paragraph of this subsection are reached in compliance with a legal mandate, the quorum and majority mentioned above shall not be required.

13. Right to Vote in the GSM

The owner of every share with voting rights is entitled to issue a vote.

14. Conflict of Interests

The right to vote cannot be exercised by shareholders with a conflict of their own interests or those of third parties, with the items of the agenda being voted. The Directors, Managers and Agents of the Company are unable to vote as shareholders when their responsibility in any matter is the subject of vote. Nonetheless, those shares with no voting rights can be accounted for the quorum for calling the GSM to order, but they will not be accounted for establishing the voting majority.

15. Rules of Procedure for the GSM

The GSM shall be chaired by the Chairman of the Board. In case of absence, the Vice-chairman of the Board shall chair the GSM. If both are absent, the GSM shall be chaired by a person appointed by the GSM. In every case, the General Manager will be the Secretary, and if absent, the GSM may appoint a representative. After the GSM is called to order, the Chairman shall commence the meeting by addressing the proposed agenda, unless otherwise agreed by the favorable vote of the majority of attending shareholders. After discussing every topic in the agenda, the approval of the meeting shall be submitted to the vote of shareholders by the Chairman, and the summary of interventions as well as the votes cast by the attending shareholders shall be recorded in the minutes. If the item in the agenda is

of informative nature, only the interventions and suggestions of the shareholders shall be registered in the minutes.

16. GSM Minutes

The GSM sessions and the agreements entered therein shall be recorded in a Minute Book lawfully authenticated, or, alternatively, in separate sheets typed and following the procedures established by the applicable law. The minutes shall contain the date, the venue and time of the GSM; the indication if held in first, second or third call; the name of the Chairman and Secretary; the form and result of the voting process; the resolutions passed and the attendee list with their addresses; the number of shares participating in the GSM and if they attended on their own account or in representation of a shareholder; and, when appropriate, the proof of notice according to the Law and Bylaws, indicating the dates and newspapers used for such purpose. The minutes can be taken and approved in the GSM or after it was held. When the minutes are approved in the same GSM, it shall be expressly stated on record and shall be signed at least by the Chairman, the Secretary and one appointed shareholder. When the minutes are not approved in the same GSM, not less than two shareholders shall be appointed for reviewing, approving and signing the minutes jointly with the Chairman and Secretary within ten (10) calendar days following the GSM. The minutes shall be made available to the attending shareholders or their representatives, who may state their observations or disagreements by means of a notary letter. If under any circumstance, the minutes of a GSM are unable to be recorded in the appropriate book, they will be taken on a special document which will be later recorded in the book. In the case described in subsection 7 of these rules of procedure, all shareholders are obliged to undersign the minutes, unless they have signed the attendees list and recorded therein the number of shares they own and the different topics subject of the meeting. In this case, the minutes shall be signed by the Chairman, the Secretary and one shareholder appointed to do so. The attendee list shall be considered an integral and indivisible part of the minutes. The minutes constitute a legal instrument upon approval.

17. Certified Copy of the Minute

Any shareholder, whether having attended the GSM or not, is entitled to obtain, at their own cost, a certified copy of the corresponding minutes or a specific part of it. The General Manager of the Company is obliged to issue such document, undersign and assume responsibility for it, within a period not longer than five business days from the date the request is received. The request shall be sent to the shareholder's attention office or through the Company's website.

18. Amendment of the Rules of Procedure

The approval of the Board of Directors is required for amending these rules of procedure.

19. Governing Law

For everything not provided for in these rules of procedure, the Company shall abide by the General Law of Companies, the Bylaws, the Stock Market Law and the Principles for Corporate Governance in Peruvian Companies.

PROCEDURE FOR INFORMATION REQUESTS BY SHAREHOLDERS

1. Requested Information

Company shareholders are entitled to request any type of information about the documents or inquiries, questions and/or observations related to them. They are also entitled to request information on subjects of interest to the company or matters related to their condition of shareholders, and any other information in general related to the company management and activities. The shareholders are able to request information at any moment if deemed necessary.

2. Scope

In no case, the shareholder shall request information considered as confidential or private by the company, as well as such documents or data that if released could prove detrimental for the company.

3. How to Submit a Request

In order to submit a request, the shareholders can approach the headquarters, send a letter, write an e-mail, call the office or visit the web page indicated by the company for such purpose. The request of information, whether by e-mail, fax, or letter, shall be addressed to the company's General Manager and include, besides the specific request for information, the following:

- Full name of the shareholder;
- Identity card number and a copy of ID, in case of individuals;
- Tax payer registration number and a copy, for corporate bodies;
- A document confirming the power of attorney of the shareholder, for corporate bodies.

The request of information, if made in person, will be accepted after identifying the shareholder in the corresponding company record, by confirming the following data:

- Full name of the shareholder;
- Identity card number, in case of individuals;
- Tax payer registration number, for corporate bodies;
- A document confirming the power of attorney of the shareholder, for corporate bodies.

4. Answering Requests

The shareholder request for information shall be replied in writing, using the same means of communication used by the shareholder to submit such request. The response provided to the shareholder's request for information, whether an individual or a corporate body, is totally free of charge and shall be undersigned by the shareholder's attention office.

5. Timeframe for Answering Requests

The company shall indicate a time to respond to the shareholder's request for information according to the complexity of the requested information.

6. Unsatisfactory Response

If the shareholder is not satisfied with the response provided by the company management, a new document can be addressed to the Chairman of the Board, which shall be responded in writing, with a letter, in the same period of time stated in the paragraph above.