

**Proxy Statement**  
**Virtual Mandatory Annual Shareholders Meeting of**  
**Ferreycorp S.A.A.**  
**July 30<sup>th</sup>, 2020**

**Ferreycorp S.A.A.'s shareholders**  
(ISIN **PEP736001004**; SEDOL **2320126**)

Dear Madam / Sir:

We are pleased to inform you that, as shareholders of Ferreycorp S.A.A. ("Ferreycorp"), you will receive sufficient and proper information from the corporation on all matters related to the upcoming Virtual Mandatory Annual Shareholders Meeting to be held on July, instead of the one we planned for March and that was cancelled due to isolation measures. The purpose of this communication is to provide information on the agenda and the board proposals.

We are fully available to answer any questions related to your participation in the meeting and, if necessary, to provide you with supplementary information or documents you might require.

For any additional information, please refer to the contact below:

**Investor Relations Manager**

Ms Elizabeth Tamayo Maertens

Jr. Cristóbal de Peralta Norte N° 820, Monterrico, Lima 33, Perú

E-mail: [junta2020@ferreycorp.com.pe](mailto:junta2020@ferreycorp.com.pe)

Cell: 988-909576

**Date of the Meeting:** July 30<sup>th</sup>, 2020, at 11:00 am, in first summons. In case the meeting cannot be held at the date indicated before, for not having reached the statutory quorum, the second summons will be held on August 3<sup>rd</sup>, 2020, at the same time and in third summons on August 6<sup>th</sup>, 2020 at the same time.

**Celebration of the Meeting:** it will be a virtual meeting through Cisco Webex Events platform. The "Information Document on the Procedure for Virtual Mandatory Annual Shareholders' Meeting" contains, among others, the procedures for registration and accessing the virtual meeting, participating therein and exercising voting rights, and other technical details on the use of the platform.

**Agenda:** the items of the agenda were published as "Important Matters" (Hechos de Importancia) and in Ferreycorp website (in the section Annual Shareholders Meeting 2020) on June 24<sup>th</sup>, 2020 and are described in this document.

**Record date:** The shareholders entitled to participate in the Mandatory Annual Shareholders Meeting will be those whose shares are recorded as of July 24<sup>th</sup>, 2020.

**Documentation:** The following additional documents are available on Ferreycorp's website and at the "Superintendencia del Mercado de Valores-SMV": Agenda, audited financial statements, annual report and other documents

**Voting representation in the Shareholders Meeting:** Shareholders entitled to attend the Shareholders Meeting may be represented by another shareholder, custodian bank of their shares or by any other person. According to Regulations of Shareholders Meetings, the voting representation must be granted in writing, for which we attach a proxy form.

This proxy form is addressed to Ferreycorp S.A.A. and is signed by the shareholder, indicating the number of shares held by the shareholder, the name and the identity of the appointed representative, including the voting instructions for each of the items of the Agenda.

The proxys must be registered in the company with an anticipation of not less than 24 hours before the Annual Meeting (July 29<sup>th</sup>, 2020 at 11:00 a.m. Lima time). We strongly recommend sending the proxys earlier to receive the ID and password for the platform and assure the correct operation of the system.

When the representation and delegation of votes is conferred to the Chairman of the Board of Directors, to a director or to the general management of the company, a limit will be applied in accordance with good corporate governance practices. The limitation has been set at 20%. This means that it will only be assigned to the Chairman, directors and general manager the first powers of attorney receive up to 20% of the capital. In order to be able to compute this cap, the allocation of powers will be made according to the date and time of entry of the letters sent to the company. The power of attorneys received once the 20% cap has been reached, will be assigned to a second representative; for this reason, we request to include a second representative in the document. Otherwise, the company will assign it.

**Good Corporate Governance Practices:** Ferreycorp is committed with its shareholders and in maximizing the value of the company in the long term. Therefore, it is constantly studying the incorporation and / or adaptation of practices that allow it to remain at the forefront of corporate governance, in line with its conviction of maintaining excellent relations with its shareholders and creating more value for them.

This commitment has led Ferreycorp to integrate the Good Corporate Governance Index (IBGC: Índice de Buen Gobierno Corporativo) of the Lima Stock Exchange since the launch of this distinction in 2008; to be considered among the TOP companies with best corporate governance practices in 2019, according to La Voz del Mercado, study conducted by EY and the Lima Stock Exchange (BVL); and, awarded in 2019 with The Lima Stock Exchange Key as the company with best corporate governance practices.

**About 2019 Shareholders Meeting and its resolutions:** The last Mandatory Annual Meeting was held on March 27<sup>th</sup>, 2019 with a quorum of 74.1033%, which approved all items of the Agenda. The active participation of shareholders, either directly or through power of attorneys, offered a renewed stimulus for the corporate governance initiatives developed by the corporation.

During the Meeting in March 2019, the general manager - responsible for the follow-up of the resolutions adopted at the shareholders meetings - informed the shareholders the compliance of the agreements approved in the last Shareholders' Meetings held in March 2018, which was previously informed to the Board and disclosed to the market. In the same way, the implementation of 2019 Shareholders' Meeting agreements, have been informed to the Board and the market and will be shown at the next Shareholders Meeting.

**Regarding the items of the Agenda for 2020 Shareholders Meeting:** for your best participation in the next Shareholders Meeting, or for your decision via proxy representation, we are pleased to send you detailed information regarding each of the items of the agenda, approved by the Board in the session celebrated on June 24<sup>th</sup>, 2020, as well as the proposals to the shareholders. It should be noted that the agenda and board proposals are the same as the ones agreed on February, when the meeting was convened, which was cancelled later due to the quarantine.

**1. Review and approval of the 2019 Annual Report, which includes the analysis and discussion of the financial statements as well as the corporate management.**

The audited financial statements and the Annual Report were approved by the Board and notified as "Important Matter" (Hecho de Importancia) on February 26<sup>th</sup>, 2020, registered in the website of the securities regulator, the "Superintendencia del Mercado de Valores (SMV)", as well as on the company's website. Due to the health emergency, the meeting could not be held on the date convened, which is why on June 24<sup>th</sup>, 2020 the Board convened for a new call and the aforementioned documents were published again on the regulator website as well as in Ferreycorp's website.

The financial statements, separated and consolidated, have been audited by PwC audit firm. The Annual Report has been prepared according to the rules and standards of the securities regulator (SMV).

**2. Profits distribution.**

The company's dividend policy states that:

**"The cash dividend will be equal to 5% of the nominal value of the shares issued at the time the shareholders' meeting is called. The amount to be distributed may reach up to 60% of the free disposal profits of the fiscal year.**

**In the event that 5% of the nominal value of the shares issued at the time the shareholders' meeting is called is less than 60% of the free disposal profits obtained at the closing of the fiscal year, the shareholders meeting may distribute a larger cash dividend, up to the highest limit equal to 60% of the profits of the year.**

**Notwithstanding the aforementioned the general meeting, upon the recommendation of the Board, may approve a distribution of extraordinary dividends that exceeds the upper limit established by the dividend policy when extraordinary income is generated or there is a significant variation in the market circumstances or in the business that produce an excess of liquidity.**

**In addition, the Board may propose and agree to distribute advance dividends during the corresponding fiscal year, or upon closing the fiscal year up to the moment when dividends are determined. This decision is based on information from the financial statements that show the existence of distributable profits in the current fiscal year.**

**The payment of extraordinary dividends and the distribution of advance dividends will take place when not considered alternative uses to surpluses such as debt payment, working capital increase or new investments, among others. Likewise, the payment of extraordinary dividends or distribution of**

**advanced dividends, must not result in a breach of obligations and failure to achieve financial ratios agreed upon with third parties or affect the company's financial capacity to pay its obligations, based on the report submitted by general management."**

The proposal of the Board of Directors is to deliver a cash dividend of S/ 146,912,816.15, amount that represents the 60% of the free disposal profits of the fiscal year and is equivalent to the upper limit of the dividend policy.

The dividend per share to be payed will be determine at the Shareholders Meeting, taking into consideration the outstanding shares at that moment. As a referce, cash dividend should be equal to S/0.15057432771 per share and represents 15.057432771% of the 975,683,029 issued shares nominal value, without removing for the calculation the treasury shares.

Nevertheless, if we discount the treasury shares to date, the dividend per share is S/ 0.15328898843 considering the 958,404,238 outstanding shares. As mentioned before, the final dividend per share will be agreed at the Shareholders Meeting, taking into consideration the net outstanding shares at that moment.

Given that the Company still has retained earnings of S/ 579,191,630 from previous years, the proposed cash dividend will come from retained earnings from those years, according to a recent mechanism that establishes an order for the delivery of retained earnings, starting with the oldest ones. Thus, the proposed cash dividend will come from retained earnings from 2017 and 2018.

After the delivery of cash dividends, the balance of retained earnings will amount to S/ 432,278,814.20. This will allow Ferreycorp to have adequate financial ratios and resources to finance the growth of the Company.

### **3. Election of the Board of Directors for the period 2020 - 2023**

The Board of Directors at Ferreycorp is elected by shareholders, based on the list of proposed candidates.

The Board of Directors, considering the recommendations received and after deliberations at the Nominations, Remuneration, Corporate Governance and Sustainability Committee of Ferreycorp, proposes to the AGM a list of candidates seeking for a diverse Board that includes different profiles and, that taking into consideration the proposals of shareholders with voting power, allow to have an appropriate presence of independent directors. The list of candidates considers criteria based on good performance, experience and professional profile as well as their knowledge, personal and professional qualities.

The list includes all the nominees, who fully comply with the legal and statutory requirements to assume the position.

Also, the Board received the proposal regarding the number of directors to continue to be composed by nine (9) members.

The Board presents the following candidates to the AGM:

#### **1. Proposal for the election of Mr. Thiago de Orlando e Albuquerque, as a member of the Board of Directors of Ferreycorp S.A.A. for a term of three years.**

Founding partner of Onyx Equity Management, he has over sixteen years of experience in financial markets. Mr. Albuquerque holds an Engineering degree from Universidade

Federal do Rio de Janeiro and a Master degree of Business and Finance from Fundação Getulio Vargas. He also is a CFA charterholder and has participated in higher education programs at Harvard Kennedy School and Columbia Business School. In addition to his career in Finance he has been an Assistant Professor of Valuation in the Graduate School of Finance at Insper.

**2. Proposal for the re-election of Mr. Manuel Bustamante Olivares, as a member of the Board of Directors of Ferreycorp S.A.A. for a term of three years.**

Member of the Board of Ferreycorp S.A.A. since 2011 and the Board of Ferreyros S.A. since 2012; Vice President of the Board of Directors and member of the Risk Committee of La Positiva EPS (2017 - march 2019); Vice President of the Board of Directors of La Positiva Vida Seguros y Reaseguros (2005 - march 2019) and alternate director since march 2019; Chairman of the Investment Committee and member of the Audit Committee of La Positiva Vida Seguros y Reaseguros (2016 – march 2019); vice president of La Positiva Seguros y Reaseguros (since 1975 – march 2019) and member of the board since march 2019; Chairman of the Investment Committee and member of the Audit Committee of La Positiva Seguros y Reaseguros (2016 – march 2019); director of La Positiva Sanitas (2012-2015); Director of Transacciones Financieras S.A. (since 2000); Chairman of the Board of Fundación Chilca S.A. (since 2010); Chairman of Inmobiliaria Buslett (since november 2019); Chairman of Buslett (since 2013); Director of Corporación Financiera de Inversiones S.A. (since 2005); Director of Mastercol S.A. (2008 – august 2019); director of Dispercol S.A. (from 1998 - july 2018); Director of Sociedad Andina de Inversiones en Electricidad (since 1996); founding member and member of Estudio Llona & Bustamante Abogados (since 1963); and president of the Manuel J. Bustamante de la Fuente Foundation (since 1960). He is a benefactor member of the Riva-Agüero Institute (since October 2017). He is director of Futuro Invest and Futuro Inmobiliario Camacho (since 1994); President of Profuturo AFP (1993-1999) and member of its Executive Committee (1993-2010); first vice president of the Banco Interandino (1991-1995); President of Banco de la Nación and member of the Committee of External Debt of Peru (1980-1983); and member of the Board of Directors of Corporación Financiera de Desarrollo- Cofide (1980-1983); foreign trainer member of Shearman & Sterling in New York (1962-1963). Lawyer by profession, graduated from the Faculty of Law of the Pontifical Catholic University of Peru.

**3. Proposal for the election of Ms. Mariela García Figari de Fabbri, as a member of the Board of Directors of Ferreycorp S.A.A. for a term of three years.**

CEO of Ferreycorp S.A.A. since 2008 (previously integrated with the General Management of Ferreyros). Ms. García held several positions in the Finance Division between 1988 and 2005, including Finance Manager from 2001 to 2005. She served as deputy general manager of the company between 2005 and 2008. She is director of all the companies of the corporation. She is also member of Caterpillar Advisory Councils in which other distributors participate. She is president of the American Chamber of Commerce (Amcham Peru), since 2017, and member of its Board of Directors since 2007. She is also a member of the Board of Peru 2021 since 2011, member of the board of Inretail and member of the board of the Sociedad Nacional de Minería, Petróleo y Energía. She was president, during the 2010-2013, of the Círculo de Compañías de la Mesa Redonda Latinoamericana de Gobierno Corporativo (Companies Circle). She is member of the Advisory Board of some faculties of Universidad del Pacífico and the UTEC University of Engineering and Technology. She is director of Shift and member of the network of angel investors of UTEC. She has been a member of the Board of Directors

of Procapitales and president of its Corporate Governance Committee until 2006, as well as director of IPAE; of Cosapi; and the National Mining, Petroleum and Energy Society. She holds a degree in Economics from the Universidad del Pacífico and an MBA from the Adolfo Ibáñez University in Chile and the Incae in Costa Rica.

**4. Proposal for the re-election of Mr. Humberto Nadal del Carpio, as a member of the Board of Directors of Ferreycorp S.A.A. for a term of three years.**

Independent member of the Board of Directors of Ferreycorp and Ferreyros S.A. since March 2017. He is CEO and Director of Cementos Pacasmayo, as well as CEO and Vice President of Inversiones ASPI, holding company that controls Cementos Pacasmayo. He is CEO and director of Fosfatos del Pacífico, Fossal and Salmueras Sudamericanas; director of the Association of Cement Producers (Asocem); and former president, now member of the Patronato of Universidad del Pacífico. Previously, he was chairman of the Board of the Mi Vivienda Fund. Member of the G-50 group. Economist from Universidad del Pacífico, he holds a Master degree in business administration from Georgetown University.

**5. Proposal for the re-election of Mr. Gustavo Noriega Bentín, as a member of the Board of Directors of Ferreycorp S.A.A. for a term of three years.**

Independent member of the Board of Ferreycorp S.A.A. and the Board of Ferreyros S.A. since 2017. He was Central Manager of Administration and Finance of Grupo El Comercio (2017-2019), as well as member of the Board of some of the companies of the group such as Coney Park, Amauta Impresiones Comerciales and Instituto Educativo Avansys. He was previously vice president of Supply Chain of Union de Cervecerías Peruanas Backus and Johnston S.A.A. (2011- 2016) and Vice President of Finance of Cervecería Hondureña S.A., subsidiary of SABMiller in Honduras (2010-2011). He led the Information Systems and Technologies function (2006-2010) as well as the Financial Planning (2004-2006) of Union de Cervecerías Peruanas Backus and Johnston S.A.A. He was member of the Board of the Club Sporting Cristal S.A. (2014 – 2019) and vicepresident of the Asociación Peruana de Profesionales en Logística – Approlog (2014 – 2016). He is a business administrator from the Universidad del Pacífico and an MBA from the IESE Business School of the University of Navarra, Spain.

**6. Proposal for the election of Mr. Raúl Ortiz de Zevallos Ferrand, as a member of the Board of Directors of Ferreycorp S.A.A. for a term of three years.**

Member of the Board of Ferreycorp S.A.A. between 2011 and 2017 and, member of the Board of Ferreyros S.A. since July 2012 to date. He is partner at Ortiz de Zevallos Abogados SCRL; Chairman of Consorcio La Parcela S.A. and member of the Board of MEDLOG PERÚ S.A., Almacenera Grau S.A., Agrícola Comercial & Industrial (Acisa) and advisor of the Board of the Mining Union of Orcopampa S.A., where he was member of the board between 1999 – 2009. He is president of the Textile Committee of the National Society of Industries and was vice Minister of Tourism and Commerce, as well as director of several companies such as Inversiones Cofide, Fertilizantes Sintéticos, Prolansa (Grupo Armco) y Cervecería del Norte (Grupo Backus). Former President of Club Nacional (2002 – 2004). Lawyer by profession, graduated from the Faculty of Law of the Pontifical Catholic University of Peru where he also was a professor.

**7. Proposal for the re-election of Mr. Javier Otero Nosiglia, as a member of the Board of Directors of Ferreycorp S.A.A. for a term of three years.**

Independent member of the Board of Ferreycorp S.A.A. and of Ferreyros S.A. since March 2017. Was member of the Board of Nexa Peru and Nexa Atacocha until March



2018. He has been a member of the Board of AFP Prima and Visanet, as well as Chairman of the Board of Expressnet. Since 1978 he developed his professional career in various banking entities. During the years 1993 and 1994 he was general manager of AFP Unión and for the following 17 years he worked in various management positions in Banco de Crédito del Peru. He has a bachelor's degree in Economics and Administration, graduated from the University of Málaga, Spain.

**8. Proposal for the election of Ms. Alba San Martin Piaggio, as a member of the Board of Directors of Ferreycorp S.A.A. for a term of three years.**

Director of Distribution Channels for Latinoamérica in Cisco Systems since 2017; previously General Manager of Cisco Systems Perú and Bolivia, as well as Commercial Manager for Perú, Ecuador and Bolivia. She was Commercial Director at Microsoft Perú; Director – General Manager and Alliance and Channels Manager at Oracle Perú; Channels Manager for Perú, Ecuador and Bolivia in Hewlett Packard as well as Intel Servers Manager for Perú, Ecuador and Bolivia and Sales and Marketing Manager, among other positions. She holds a bachelor's degree in Administration from Universidad de Lima, MBA from Universidad del Pacífico and Master in Corporate Social Responsibility and Environment from EUDE Business School, Madrid.

**9. Proposal for the re-election of Mr. Andreas von Wedemeyer Knigge, as a member of the Board of Directors of Ferreycorp S.A.A. for a term of three years.**

Member of the Board of Ferreycorp S.A.A. since 2003 and member of the Board of Ferreyros S.A. since 2012. He is currently also the Executive Chairman and CEO of Corporación Cervesur, as well as Chairman of various companies from that group (Creditex, Alprosa, Transaltisa and Proagro, among others). He is Chairman of Euromotors; Altos Andes; Euro Camiones; Euroinmuebles; EuroRenting S.A.C.; and International Camiones del Perú S.A. Likewise, he is the Chairman of La Positiva, Seguros y Reaseguros; La Positiva Vida, Seguros y Reaseguros; and La Positiva Entidad Prestadora de Salud - EPS. He is also member of the Board of Corporación Aceros Arequipa; Corporación Financiera de Inversiones; and Transportes Barcino, among others. He is past-president of the National Society of Industries; director of Cómex Peru, where he is also a member of the Executive Committee; as well as director of the German – Peruvian Chamber of Commerce and Industry. He has been director and general manager of Cía. Cervecera del Sur del Peru, Chairman of Profuturo AFP, President of Asociación de AFP and member of the Board of Directors of Tecsup. He is a business administrator, graduated in Hamburg, Germany, with studies in the Program for Management Development, Harvard Business School and the University of Piura.

**4. Appointment of external auditors for fiscal year 2020.**

The Board proposes to the Shareholders Meeting to re-appoint the audit firm Gaveglío, Aparicio y Asociados Sociedad Civil de Responsabilidad Limitada, member of Price Waterhouse Coopers (PwC) for external audit services in 2020, due to the winning combination of its technical and economic proposal; requesting to delegate to the Board and management the negotiation and contracting of the aforementioned services for Ferreycorp and its subsidiaries in Peru and its companies abroad.

This proposal occurs within the approved policy regarding the hiring of external auditors of Ferreycorp, which includes the possibility of hiring and/or renewing the contract of the audit firm for 5 renewable years and up to 10 consecutive years, but ensuring the

independence of opinions through appropriate rotations of the partner and manager in charge and with the satisfaction from the Audit and Risk Committee regarding the services provided by the firm.

With this new appointment, the auditing company PwC would complete its fifth year as external auditors of the corporation.

PwC provided the external financial audit services in 2019 within the satisfaction from the Audit and Risk Committee, as well as transfer pricing studies, review of affidavits of Income tax accrued for 2019. Also, during 2019, the audit firm provided other services such as the accompaniment on the adoption of new IFRS and the review of the operation under the scope of Rule XVI. Income from these additional services corresponded to 5.4% and 3.2%, respectively, of the total invoiced by the auditing company during 2019.

It should be mentioned that the the Audit and Risk Committee has the following functions:

- Supervise the integrity of accounting systems through an appropriate external audit.
- Review and periodically analyze the financial statements of the company.
- Review the external audit reports on the Financial Statements.
- Supervise the annual work plan of the internal auditor and receive the relevant reports
- Propose the appointment of external auditors in coordination with management.

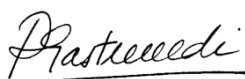
The composition of the Audit and Risk Committee is chaired by Mr. Javier Otero Nosiglia (independent director) and are members: Óscar Espinosa Bedoya, Carlos Ferreyros Aspíllaga, Juan Manuel Peña Roca and Gustavo Noriega Bentín (independent director).

#### **5. Empowerment to sign public and/or private documents with respect to the resolutions adopted by this shareholders' meeting**

As in previous years, it will be asked to Shareholders to delegate powers to the executive chairman and to the general manager to sign public and/or private documents as may be required to execute the resolutions approved at the Meeting.

Having explained the Board's proposals to the shareholders, we thank you in advance for your attention and your participation in the Mandatory Annual Shareholders Meeting of Ferreycorp. We hope that the explanation of the proposals of the Board has been clear and that it facilitates your support to them.

Best regards



**Patricia Gastelumendi Lukis**  
**CFO**