



**General Assembly of Shareholders
Barranquilla, March 25, 2014**

Profit Distribution Project Accounting Period July 1 - December 31, 2013

PROMIGAS S.A. E.S.P. proposes the following distribution of profits for consideration at the Ordinary General Shareholders' meeting:

Net profit for the period July 1st - December 31th, 2013 for distribution:	\$ 161,966,966,302
Release of the Reserve for Future Expansion:	\$ 61,519,061,750
For the payment of extraordinary dividends for shares at a rate of 1 share for every 85 subscribed shares as of March 25, 2014, delivered at a value of \$ 4,770 pesos each, which will be issued on April 1st, 2014. (1)	\$ 61,658,174,340
Payment of a cash dividend at the rate of \$ 131.00 per share as follows:	
Ordinary monthly dividends of \$14.00 per share for the total number of shares in circulation after the issue of April 1st., 2014, specifically 1,111,688,222 shares, which will be credited every month from April to September 2014 and will be paid on the 21st of each respective month. (2):	\$ 93,381,810,648
An extraordinary dividend of \$47.00 per share for the total number of shares in circulation after the issue of April 1st., 2014, specifically 1,111,688,222 shares, which will be paid on April 21, 2014 (2).	\$ 52,249,346,434
Legal Reserve 10%:	\$ 16,196,696,630
Amount available to the Assembly for Future Distributions	\$ -

EQUAL AMOUNTS	\$ 223,486,028,052	\$ 223,486,028,052
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(1): The unit value of the 12,926,242 new shares, subject to the capitalization, which will be delivered on April 1st., 2014, correspond to the closing price of the Promigas shares to February 28th, 2014, of which \$100 will be recorded in the capital account and \$4,670 in the "shares placement premium" account, resulting in a total of 1,111,688,222 shares in circulation.

If fractions result from the distribution of the dividend of shares, the integer value will be taken and in no case will the number of shares to be delivered be rounded up. Fractions will not be tradable and will be made available to the Assembly for Future Distributions.

(2) : In accordance with Decree 4766 of December 14, 2011 and Article 2.23.1.1.4 of Decree 2555 of 2012 issued by the Ministry of Finance and Public Credit, if shares are disposed of in the 4 trading days immediately preceding the first date of dividend payment, the pending dividends shall belong to the transferor. The foregoing is without prejudice to Art.3.1.1.12. of the Regulations of the Colombian Stock Exchange, in accordance with supplementary Article 2.23.1.1.5 of Book 23 of Part 2 of Decree 2555 of 2010.



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Project to release the Reserve for Future Expansion

The Board of PROMIGAS S.A. E.S.P. proposes the following project to authorize the release of the "Reserve for Future Expansion" account for consideration at the Ordinary General Shareholders' meeting gathered together on the date in question:

Reserve for Future Expansion	\$ 127,616,379,959
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Transfer of reserves at the disposal of the Assembly for the distribution of dividends.	\$ 61,519,061,750
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New balance in the Reserve for Future Expansion account	\$66,097,318,209
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EQUAL AMOUNTS	\$ 127,616,379,959	\$ 127,616,379,959
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