

BOARD OF DIRECTORS' AUDIT COMMITTEE REGULATIONS

InRetail Perú Corp.

Approved by Board of Directors Meeting on December 19, 2017

This document is a translation of the approved Spanish-language version.
In the event of any discrepancy, the Spanish-language version prevails.

Article 1.- Purpose

- 1.1. The Audit Committee of the Board of Directors of INRETAIL PERU CORP. (hereinafter, "the Committee") was created in the Board of Directors meeting on December 19, 2017, and these Regulations were approved in the same meeting.
- 1.2. The Committee has a permanent nature and is governed by these Regulations and the applicable legislation.
- 1.3. The Committee is a support body for the Board of Directors functions related to the supervision of INRETAIL PERU CORP.'s internal and external control system.

Article 2.- Scope of Application

- 2.1. The application of these Regulations is general and mandatory to the members of the Committee, and such members have the obligation to learn, follow and ensure compliance with its stipulations.

Article 3.- Composition of the Committee

- 3.1. The Committee is made up of a minimum of two (2) and a maximum of four (4) directors, who shall be appointed by the Board of Directors for a period of three (3) years, with the possibility of a reelection.
- 3.2. The election of the members of the Committee will take place, if possible, at the first meeting of the Board of Directors, immediately after the appointment of directors by the General Shareholders Meeting.
- 3.3. Officers of the Company who perform functions related to those of the Committee may also be members of the Committee.
- 3.4. The Committee shall reasonably reflect the composition of the Board of Directors and, if possible, shall be chaired or made up in its majority by independent directors.
- 3.5. If a position of a Committee member becomes vacant, the Board of Directors shall elect a new member for the term needed to complete the period. Once the period of their election has ended, the members of the Committee shall continue to perform their duties until their successors have been appointed, as long as they maintain their position as members of the Board of Directors.

Article 4.- Chairman and Secretary

- 4.1. The Committee will appoint a Chairman on its first Session by absolute majority of the member's votes. The Chairman shall have the duty to preside over and conduct the ordinary and extraordinary meetings of the Committee, representing the Committee in the Board of Directors and informing the recommendations and resolutions taken within the Committee.
- 4.2. The Committee will appoint a Secretary from within its members. The appointment of the Internal Auditor or the Finance Vice-President is recommended.

Article 5.- Duties

Notwithstanding other duties assigned by the Law and the Company's Bylaws, the Committee shall have the following main duties:

- 5.1. Monitor the correct operation of the Company's internal control.
- 5.2. Approve and update all documents related to the Company's internal control and management of risks.

- 5.3. Monitor and keep the Board of Directors informed about compliance with the policies and internal procedures and about the identification of internal control and management problems, as well as about the corrective measures taken regarding evaluations performed by the internal audit unit and the external auditors.
- 5.4. Define the criteria for the selection and recruitment of the internal auditor and his main collaborators, and evaluate his performance.
- 5.5. Appoint and/or dismiss the internal auditor of the Company. Additionally, the Committee shall ratify the internal auditor's appointment each year, based on a performance evaluation. Such ratification shall be registered in the Committee's minutes book.
- 5.6. Propose to the Board of Directors the appointment of the external auditor and supervise the conditions for hiring.
- 5.7. Approve the Annual Plan of Internal Auditing.
- 5.8. Review and analyze the Company's financial statements and, if they include reservations or qualifications, explain their content and scope to the shareholders.
- 5.9. Review the external audit reports on the financial statements.
- 5.10. Monitor the compliance of legal requirements applicable to the Company.
- 5.11. Approve the policies and organization for a comprehensive risk management.
- 5.12. Propose the risk limits that the Company is willing to assume in its course of business.
- 5.13. Recommend strategies for the mitigation of the Company's main risks.
- 5.14. Perform the evaluation and monitoring of complaints regarding violations to the ethics code related to accounting issues or when the General Management or the Finance Vice-Presidency are involved. These complaints must be presented directly to the Committee.
- 5.15. Verify that all periodic information offered to the market is prepared in accordance with the same principles and professional practices as the annual statements, supervising such information before its dissemination.

Article 6.- Duties of the Internal Auditor

- 6.1. Ensure that the audit processes are conducted properly.
- 6.2. Propose updates or improvements to the manuals, regulations and code of conduct and request the Board of Director's approval.
- 6.3. Review the monthly accounting-finance-tax information presented by the accounting area.
- 6.4. Evaluate the design, scope and operation of the internal control.
- 6.5. Design an Annual Work Plan.
- 6.6. Coordinate with the officers in charge of risk management, the supervision and monitoring of the Company's risks.
- 6.7. Analyze the complaints received related to violations to the ethics code and communicate them to the Audit Committee, depending on their nature, in order to perform the pertinent investigations.

Article 7.- External Audit

- 7.1. The Board of Directors shall propose to the General Shareholder's Meeting the designation of the external auditor, in accordance with Article 14 of the General Shareholder's Meeting Regulations.
- 7.2. The Audit Committee shall propose to the Board of Directors the designation of the external auditor, in accordance with the following criteria:
 - a. The external auditor's work team shall have the necessary experience and ability to conduct the audit in accordance with the Generally Accepted Accounting Principles (GAAP) and other relevant regulations.
 - b. The external auditors shall not have any connections with any director or manager of the Company.
 - c. The external audit shall not provide other services to the Company that may interfere with their independence of judgement.
 - d. The external auditor's work team shall rotate at least every five (5) years.

Article 8.- Meetings

- 8.1. The Committee shall have at least three (3) meetings during a period, and they shall be annually scheduled in the Board of Directors' Work Plan. Additionally, it must assemble when its chairman convenes it, when the majority of its members agree to it, or at the Board of Directors' request.
- 8.2. The Committee's meetings shall take place at the Company's headquarters or any other place that its chairman determines and is described in the notice of call.
- 8.3. The Committee may conduct remote meetings by using written, digital or other type of media that allows communication and ensures the authenticity of the agreements. Any member of the Committee may oppose the use of this procedure and demand an on-site meeting. Likewise, the Committee may adopt agreements outside the meetings, as long as they have been adopted unanimously by its members. Such resolutions shall be recorded in the Committee's minutes book.

Article 9.- Notice of Call

- 9.1. The notice of call for the meetings shall be made with proof of reception, facsimile, electronic mail or other similar communication media, as long as in each case there is written proof of receipt and the notice shall be in average five (5) days prior to the date of the meeting. The notice of call shall be issued by the chairman of the Committee or by the secretary by commission of the chairman.

Article 10.- Quorum and resolutions

- 10.1. The Committee's quorum is one half plus one of its members. If possible, it should be ensured that at least one independent director is always present. If the number of members of the Committee is odd, the quorum shall be the number immediately higher to half of the members.
- 10.2. Decisions are adopted by absolute majority of the participating member's vote. Each member has one vote. In the case of a tie, the Committee's chairman has the casting vote.

Article 11.- Minutes

11.1. The minutes of the meetings shall be recorded in a book specially opened for that purpose and legalized according to law. The minutes shall be signed by the chairman and secretary of the meeting. Any of the members of the Committee may sign the minutes if he considers it appropriate.

Article 12.- Amendments to the Regulations

12.1. These Regulations may be amended by the Committee, with a unanimous vote from its members. The amendments shall then be communicated to the members of the Board of Directors.