



**ANNUAL GENERAL SHAREHOLDERS' MEETING
OF GRUPO HERDEZ, S.A.B. DE C.V.**

In accordance with Sections Thirteen and Fifteen of the Bylaws of the Company, and articles 181 and 182 of the General Law of Corporations, by a resolution of the Board of Directors of the Company at its meeting held on February 25th, 2021, the shareholders of Grupo Herdez, S.A.B. de C.V. (the Company) are invited to the ANNUAL GENERAL SHAREHOLDERS' MEETING to be held on April 22th, 2021, at 5:30 p.m. at the Company's main offices located at Monte Pelvoux No. 215, Col. Lomas de Chapultepec, C.P. 11000, Mexico City.

The Shareholders' Meeting will be held in accordance with the following:

AGENDA

1. Presentation and, if applicable, approval of the reports referred to in Article 28, Section IV of the Securities Market Law, regarding the operations of the Company during fiscal year 2020, which include: i) Financial Statements for 2020; ii) Annual Reports regarding the Activities of the Company's Audit and Corporate Practices Committees referred to in Article 43 of the Securities Market Law; iii) the report by the Company's Chief Executive Officer, pursuant to Section XI of Article 44 of the Securities Market Law, as well as the report of the External Auditor; iv) the opinion of the Board of Directors regarding the contents of the report of the Chief Executive; v) the report referred to in Article 172, Subsection b) of the General Law of Corporations; and vi) the report regarding the operations and activities in which the Company participated pursuant to the Securities Market Law.
2. Resolutions regarding the allocation of the Company's results for the fiscal year starting on January 1, 2020, and ending on December 31, 2020. Proposal and, if applicable, approval of a dividend payment at the rate of 1.20 pesos per share, payable in two installments: May 12th, 2021, and October 13th, 2021.
3. Election or, if applicable, ratification of the members of the Board of Directors, qualification of their independence in compliance with Article 26 of the Securities Market Law, and election or ratification of the Secretary and Alternate Secretary (non-members) of the Board of Directors of the Company.
4. Resolution regarding the remuneration of the members of the Board of Directors, Secretary and Alternate Secretary (non-members), as well as the members of the Audit and Corporate Practices Committees.
5. Discussion and determination of the maximum amount of resources that the Company may allocate to the stock repurchase fund of the Company in the amount of \$1,500,000,000.00 (one billion five hundred million pesos 00/100), pursuant to Section IV of Article 56 of the Securities Market Law; and, cancellation of the Company's shares (representing the variable portion of the capital) acquired through the share repurchase program..
6. Election or, ratification of the Chair the Company's Audit and Corporate Practices Committees.
7. Report on compliance with tax obligations by the Company in accordance with Section XIX of Article 76 of the Income Tax Law.
8. Appointment of Special Representatives.



9. Reading and approval of the Meeting Minutes.

For further information please access the following link:

<https://grupoherdez.com.mx/investors/shareholders-assembly/?lang=en>

ATTENDANCE REQUIREMENTS

To attend the Shareholders' Meeting, shareholders must be duly registered in the Company's Share Registry Ledger of the Company. In addition, shareholders must request an admission card from the Secretary of the Board of Directors, at the offices located at Monte Pelvoux No. 215, Col. Lomas de Chapultepec, C.P. 11000, Mexico City, on the last business day preceding the date of the Shareholders' Meeting, at the latest. Such card will be issued after the deposit of provisional stock certificates or securities, or against delivery of the document which, pursuant to article 290 of the Securities Market Law, certifies the deposit of provisional certificates or securities with any Securities Deposit Institution, or with any fiduciary institution, or any domestic or foreign lending institution or brokerage house authorized pursuant to the Securities Market Law.

Shareholders may attend in person, or they may be represented at the Meeting through a proxy letter granted using the forms drafted by the Company that comply with the requirements listed under Section III of Article 49 of the Securities Market Law and that are available to shareholders through stock brokers or at the Company's offices, sufficiently in advance as provided by the Securities Market Law, that is, at least 15 calendar days prior to the date the Annual General Shareholders Meeting.

Mexico City, April 6, 2021

Claudia Lorena Luna Hernández
Secretary (non-member) of the Board of Directors