



## GRUPO HERDEZ

# BOARD OF DIRECTORS, COMMITTEES, AND THEIR COMPENSATION, DIVIDEND PAYMENT AND FUND FOR THE PURCHASE OF OWN SHARES PROPOSAL

Subject to approval by the Ordinary General Shareholders' Meeting to be held on April 19, 2023.

### **BOARD OF DIRECTORS** VOTED SEPARATELY

#### **Proprietary Members**

Héctor Ignacio Hernández-Pons Torres  
Enrique Hernández-Pons Torres  
Flora Hernández-Pons Torres de Merino

#### **Position**

Chairman  
Vice-Chairman  
Director

#### **Independent Members**

Anasofía Sánchez Juárez Cardoze  
Eduardo Ortiz Tirado Serrano  
Enrique Castillo Sánchez Mejorada  
José Roberto Danel Díaz  
Luis Rebollar Corona  
Michael Bernhard Jost

Director  
Director  
Director  
Director  
Director  
Director

#### **Secretaries**

Claudia Lorena Luna Hernández  
Martín Ernesto Ramos Ortiz

Secretary (non-member)  
Pro-Secretary (non-member)

### **AUDIT COMMITTEE**

#### **Members**

Eduardo Ortiz Tirado Serrano  
José Roberto Danel Díaz  
Michael Bernhard Jost

### **CORPORATE PRACTICES COMMITTEE**

#### **Members**

Héctor Ignacio Hernández-Pons Torres  
Enrique Hernández-Pons Torres  
José Roberto Danel Díaz  
Luis Rebollar Corona  
Enrique Castillo Sánchez Mejorada



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## **CHARIMAN OF THE AUDIT COMMITTEE**

The ratification of Public Accountant José Roberto Danel Díaz as Chairman of the audit committee of the Company will be proposed.

## **CHARIMAN OF THE CORPORATE PRACTICES COMMITTEE**

The ratification of Public Accountant José Roberto Danel Díaz as Chairman of the corporate practices committee of the Company will be proposed.

Accordingly, below are the executive profiles of the proposed board and committees' members:

### **Héctor Hernández-Pons Torres**

He is an attorney at Law graduated from the Universidad Anáhuac, with a Master's degree in business administration from the National University of San Diego, California. He joined the Company in 1978 and was appointed Chairman and Chief Executive Officer of Grupo Herdez in 2004.

In addition to his responsibilities within the Company, he has held various positions in industry groups, such as Confederación de Cámaras Industriales (CONCAMIN), Business Alliance for Secure Commerce (BASC) and Mexico's National Chamber of the Food Preserves Industry (CANAINCA). He participates as a Board member of Mexican Business Board of Trustees and the Communications Council.

### **Enrique Hernández-Pons Torres**

Bachelor's degree in business administration with an international post-graduate degree in marketing and business management. He joined the Company in 1971 and currently serves as Vice president of the Board and Deputy General Manager of the Company and Chairman of the Board of MegaMex in the U.S.

### **Flora Hernández-Pons De Merino**

She has a bachelor's degree in Psychology from Universidad Anáhuac, with degrees in Economics and Finance and Contemporary History, she is a member of the Board since 2004. She has also been a member of the Board of Directors of Centro Mexicano para la Filantropía, Fundación para la Salud, and is currently an advisor to Fundación Herdez.



### **Anasofía Sánchez Juárez Cardoze**

Professional in the technology field, she has a degree in Marketing from the Tecnológico de Monterrey, and a Master's degree in Communication, Advertising and New Media from the National Institute of Economics and Commercial Economics (INSEEC) of France. She also has studies at HEC Paris and the University of Wharton, Philadelphia. She is a professor in the Internet Business Master at the Instituto Superior para el Desarrollo de Internet (ISDI). Anasofía is the CEO of Waze Mexico, before she was Director of Business in Mexico and Central America on Facebook, a position she held for over five years.

### **Eduardo Ortiz Tirado Serrano**

His professional career includes several marketing positions in Grupo Herdez, Richardson-Vicks, Procter and Gamble and S.C. Johnson & Son. In S.C. Johnson & Son, was appointed as corporate vice president and general manager for Mexico and Central America.

He currently serves as Director of Aerobal and Gridime Grupo Inverka, a Board member of Grupo Herdez, ENACTUS, Un Mañana para la Comunidad, and a member of the Advisory Council of Fundación Xochitla.

### **Enrique Castillo Sánchez Mejorada**

Professional in the financial field, he has a bachelor's Degree in Business Administration. He began his professional career at Banco Nacional de México and held various executive positions at Nacional Financiera, Casa de Bolsa Inverlat, Seguros América, Invermexico/Banco Mexicano, Credit Suisse México and was Chairman of the Board of IXE Grupo Financiero. He was also Vice Chairman and Chairman of the Asociación de Bancos de México (Mexican Bankers Association). He is currently Chairman of the Board of Directors of Maxcom Telecomunicaciones, non-executive Chairman of the Board of Banco Nacional de México (Citibanamex) and is also a member of the Board of Directors of Grupo Financiero Citibanamex, Grupo Alfa, Southern Copper Corporation, Grupo Inverkra and Médica Sur.

### **José Roberto Danel Díaz**

He is a certified public accountant graduated from the Universidad Iberoamericana. He has postgraduate studies in Business Administration at the Instituto Tecnológico Autónomo de México (ITAM), in business management at the Instituto Panamericano de Alta Dirección de Empresa



(IPADE) and in corporate governance at Yale University, Stanford University and University of Harvard.

He serves as a Board member and belongs to various committees in public and private companies, including financial institutions. He is a member of the Colegio de Contadores Públicos de México (Mexican Institute of Chartered Accountants), Instituto Mexicano de Contadores Públicos (Mexican Institute of Public Accountants), and Instituto Mexicano de Ejecutivos de Finanzas (Mexican Institute of Finance Executives).

He is the Chairman of the Consejo Coordinador Empresarial (Corporate Governance Best Practices Committee), and a member of the Latin American Corporate Governance Institute (OECD-World Bank), the National Association of Corporate Directors (USA) and the Risk Committee at the International Corporate Governance Network in the United Kingdom.

### **Michael Bernhard Jost**

Professional in the financial field, graduated in Economics and Business Administration from the University of Bern, has 25 years of experience in Latin America, of which for 17 years he held the position of CFO in different entities of the Nestlé Group. He has led initiatives in matters of mergers, acquisitions, divestments and implemented restructuring initiatives. He has supported strategic planning processes and business risk management. He served as a member of the Remuneration Committee and the Compliance Committee at Nestlé Brazil and Nestlé Mexico. Member of the Board of Directors of Fundes Digital.

### **Luis Rebollar Corona**

Chemical Engineer graduated from the Universidad Nacional Autónoma de México (UNAM), with experience as Chief Executive Officer of Fábrica de Papel San Rafael, Cia. Industrial de San Cristóbal, Alcatel, Sidek and Situr. He was also a member of the Board of Directors, serving as Chairman of Sidek and Situr. He is currently a member of the Board of Directors of Grupo Gigante, Grupo Sanchez and Grupo Industrial Mexicano. He participated in the restructuring of Satélites Mexicanos, serving as Chairman of its Board. For a period of 18 years, he was Chairman of the Board of Sandvik de México.



## **COMPENSATION FOR THE BOARD AND COMMITTEES MEMBERS**

A compensation of a net amount of three gold coins of MXN\$50.00 each, or its equivalent in Mexican pesos after deducting income tax, will be proposed for all members of the board of directors, non-members secretary and pro-secretary of the board of directors, for attending each meeting of the board of directors.

A compensation of a net amount of two gold coins of MXN\$50.00 each, or its equivalent in Mexican pesos after deducting income tax, will be proposed for all members of the audit and corporate practices committees and other assistants, for attending each meeting of the committees of the board of directors.

## **DIVIDEND PAYMENT PROPOSAL**

The payment of a dividend will be proposed at a rate of MXN 1.20 (one peso 20/100 M.N.) per share, payable in two exhibitions: May 11 and October 11, 2023.

## **FUND FOR THE PURCHASE OF OWN SHARES**

The amount of MXN 2 billion pesos will be proposed as the maximum amount of resources that the Company may allocate for the purchase of own shares, in terms of article 56 section IV of the Securities Market Law.

## **CANCELLATION OF SHARES**

Cancellation of the Company's shares (representing the variable portion of the capital) acquired through the share repurchase program.

