



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

In accordance with Sections Thirteen and Fifteen of the Bylaws of Grupo Herdez, S.A.B. de C.V. (the "Company"), and Articles 180, 181 and 186 of the General Law of Corporations, and the resolution of the Board of Directors of the Company at its meeting held on February 28th, 2024 the shareholders of the Company are invited to the ANNUAL GENERAL SHAREHOLDERS MEETING to be held on **April 17th, 2024**, at **16:00 p.m.** at Monte Pelvoux No. 215, Col. Lomas de Chapultepec, C.P. 11000, Mexico City, the main offices of the Company, for the purpose of discussing the matters included in the following:

**AGENDA**

1. Presentation, discussion and, if applicable, approval of audited and consolidated financial statements of the Company, as well as the reports and opinion referred to in Article 28, Section IV of the Securities Market Law, regarding the fiscal year from January 1st, 2023 to December 31st, 2023:
  - a. Audited and consolidated financial statements of the Company;
  - b. Annual report of the Corporate Practices Committee Chairman, in terms of article 43 of the Securities Market Law;
  - c. Annual report of the Audit Committee Chairman, in terms of article 43 of the Securities Market Law;
  - d. The report of the Chief Executive Officer accompanied by the External Auditor's Report, in terms to article 44, Section XI of the Securities Market Law;
  - e. The Opinion of the Board of Directors regarding the report of the Chief Executive Officer;
  - f. The report of the Board of Directors referred to in Article 172, Subsection B) of the General Law of Corporations containing the accounting and information policies and criteria followed in the preparation of the Company's financial information and
  - g. The report the activities regarding of the Board of Directors;
  
2. Discussion and, if applicable, resolution regarding the allocation of the Company's results for the fiscal year starting on January 1st, 2023, and ending on December 31st, 2023. Proposal and, if applicable, approval of a dividend payment at the rate of \$1.50 Mexican pesos (one 50/100 Mexican pesos) per share, payable in two installments on May 13th, 2024, and October 14th, 2024;



3. Proposal, discussion and, if applicable, approval of:

- a. The performance of the Board of Directors and the Chief Executive Officer of the Company for the fiscal year ended on December 31st, 2023;
- b. The resignation, appointment or, if applicable, ratification of the Members of the Board of Directors of the Company, as well as the Secretary and Alternate Secretary, (non- members) of the Board of Directors of the Company:

- The resignation of Ms. Anasofía Sánchez Juárez Cardoze as an independent member of the Board of Directors of the Company.
- The appointment of Ms. Ángela Gómez Aiza as a new Independent member of the Board of Directors of the Company.
- Ratification (individually) of the Members of the Board of Directors of the Company, as well as the Secretary and Alternate Secretary, (non-members) of the Board of Directors of the Company

- c. Appointment or ratification (individually) of the Members of the Board of Directors of the Company, as well as the Secretary and Alternate Secretary, (non-members) of the Board of Directors of the Company:

Name	Position	Resignation, Appointment or Ratification
Héctor Ignacio Hernández-Pons Torres	Chairman	Ratification
Enrique Hernández-Pons Torres	Vice-Chairman	Ratification
Flora Hernández-Pons Torres	Director	Ratification
Enrique Castillo Sánchez Mejorada	Independent Director	Ratification
Eduardo Ortiz Tirado Serrano	Independent Director	Ratification
José Roberto Danel Díaz	Independent Director	Ratification
Michael Bernhard Jost	Independent Director	Ratification
Luis Rebollar Corona	Independent Director	Ratification
Claudia Lorena Luna Hernández	Secretary (non-member)	Ratification
Martín Ernesto Ramos Ortiz	Alternate Secretary (non-member)	Ratification

- d. Appointment or ratification of (a) the Chairman of the Audit and Corporate Practices Committees;



- e. Qualification of the independence of the Members of the Board of Directors individually, in compliance with Article 26 of the Mexican Securities Market Law; and
  - f. Determination of the compensation of the members of the Board of Directors, Secretary and Alternate Secretary (non-members) of the Board of Directors, for the net amount of three (3) coins of \$50.00 (Fifty Pesos 00/100) (GOLD), for attendance to each meeting of the Board of Directors or its equivalent in pesos, for the net amount after income tax withholding, as well as for the members of the Audit and Corporate Practices Committees, for the net amount of two (2) coins of \$50.00 (Fifty Pesos 00/100) (GOLD), for attendance to each meeting of Committees of the Board of Directors or its equivalent in pesos, for the net amount after income tax withholding.
4. Proposal, discussion and, if applicable, approval:
- a. Of the maximum amount of resources that the Company may allocate to the stock re-purchase fund of the Company in the amount of \$2,500,000,000.00 (Two Billion five hundred million Mexican Pesos 00/100 ) for the 2024 fiscal year in terms of Section IV of Article 56 of the Securities Market Law;
  - b. Of the report referred to in Section (III) of Article 60 of the General Provisions applicable to securities issuers and other participants in the securities market; and
  - c. Cancellation of the Company's shares (representing the variable portion of the capital) acquired through the share repurchase program.
5. Report on compliance with tax obligations by the Company in accordance with Section XIX of Article 76 of the Income Tax Law.
6. Appointment of Special Representatives to hope execute with the resolutions adopted by the Shareholders Meeting and, if applicable, to formalize them as appropriate.

For further information please access the following link <https://grupoherdez.com.mx/asamblea-accionistas/>

### **ATTENDANCE REQUIREMENTS**

To attend the Shareholders Meeting, shareholders must be duly registered in the Company's Share Registry Ledger of the Company or proof ownership of shares in accordance with the provisions of Articles 290 and 293 of the Securities Market Law. In addition, shareholders must request an admission card from the Secretary (non-member) 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 the Meeting **(1)** in person or be represented by proxies appointed by means of a simple power of attorney signed before two witnesses, by means of a form in terms of Section III of Article 49 of the Securities Market Law or by any other form of proxy granted in accordance with the law, it being understood that the members of the Board of Directors of the Company may not exercise such power of attorney, or **(2)** by proxies of brokerage firms, trusts, funds, national or foreign credit institutions and/or entity of the financial sector and/or the securities market in the meetings, who may prove their personality by means of a power of attorney granted on the forms prepared by the Company itself and which are available to shareholders through the intermediaries of the Securities Market, at <https://grupoherdez.com.mx/asamblea-accionistas/> or at the offices of the Company itself at least 15 calendar days prior to the Annual General Shareholders Meeting. Such original forms must be delivered to the Secretary (non-member) of the Board of Directors at the Company's offices located at Monte Pelvoux No. 215, Col. Lomas de Chapultepec, C.P. 11000, Mexico City.

The share certificates, if any, deposited with the Company in order to have the right to attend the Meeting, will not be returned to their holders until after the Meeting has been held, upon delivery of the receipt issued for them to the shareholder or his representative.

Mexico City, March 25, 2024.

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