



## CALL OF MEETING

### **ANNUAL GENERAL ASSEMBLY OF SHAREHOLDERS.**

Under clauses Thirteenth and Fifteenth of the Bylaws of the Company and the Articles 181 and 182 of the Mexican Corporations Act (Ley General de Sociedades Mercantiles), by resolution adopted by the Board of Directors of the Company at its meeting held on **February 21<sup>st</sup>, 2013**, is summoned to the shareholders of **GRUPO HERDEZ, S.A.B. DE C.V.**, to the Annual General Assembly of Shareholders to be held on **April 25<sup>th</sup>, 2013 at 17:30** hours (Mexico City time), at the Company's registered office, located in Monte Pelvoux No. 215, 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 in terms of section IV of article 28 of the Mexican Securities Market Act (Ley del Mercado de Valores), regarding the conduct of business of the Company during the financial year from January 1<sup>st</sup>, 2012 to December 31<sup>st</sup>, 2012, which include: i) the Financial Statements of the Company for the mentioned year, ii) the annual reports on the activities of the Audit and Corporate Practices Committee of the Company, in terms of Article 43 of the Mexican Securities Market Act, iii) the Report of the of the Company's CEO in terms of Section XI of article 44 of the Mexican Securities Market Act, together with the opinion of the External Auditor; iv) Board of Directors' opinion on the content of the report of the CEO, v) Report in terms of Article 172, paragraph b) of the Mexican Corporations Act, and vi) report on the operations and activities in which the Company intervened in terms of the Mexican Securities Act.
2. Resolutions on the implementation of the results of the Company for the fiscal year, from January 1<sup>st</sup>, 2012 to December 31<sup>st</sup>, 2012, proposal and, if applicable, approval of a dividend payment.
3. Appointment or, if applicable, ratification of the members of the Board of Directors, qualification of their independence, in terms of article 26 of the Mexican Securities Market Act, and the appointment or ratification of the Secretary, who is not a member of the Board of Directors of the Company.
4. Presentation and, if applicable, approval of the emoluments or remuneration of the members of the Board, Secretary non-member Board of Directors, the members of the Audit and Corporate Practices and other attendees.
5. Discussion and, if applicable, resolution of the maximum resources that the Company may allocate, to purchase its own shares, in terms of Section IV of Article 56 of the Mexican Securities Market Act.
6. Appointment or, if applicable, ratification of the persons who will chair the Audit and Corporate Practices Committee of the Company.
7. Presentation of the report on the fulfillment of tax obligations of the Company under the provisions of Section XX of Article 86 of the Income Tax Law (Ley del Impuesto Sobre la Renta.).
8. Designation of special delegates.
9. Reading and approval of minutes of the Assembly.

#### **Attendance Requirements**

To be admitted to the meeting, Shareholders must be duly registered in the Register of Shares of the Company. Additionally, Shareholders should request to the Secretary of the Board of Directors of the Company at the offices of the Secretariat, located in Monte Pelvoux No. 215, Lomas de Chapultepec, C.P. 11000 Mexico City, not later than the last business day preceding the holding of the Assembly, the admission card, which will be issued against the deposit of provisional certificates or shares certificates or against the deposit of the document in terms of Article 290 of the Mexican Securities Market Act, that certifies the deposit of the same documents in any of the institutions for the deposit of securities, or in any Trust institution or any domestic or foreign credit institution or stock broker licensed in terms of the Mexican Securities Market Act.



Shareholders may attend personally to the said Assembly or may be represented in the Assembly with the power of attorney forms prepared by the Company, which meet the requirements of section III of article 49 of the Mexican Securities Market Act and which are available through the intermediaries of the securities market or at the Company's offices with the anticipation that the Mexican Securities Market Act provides, it means, at least 15 calendar days prior to the meeting of the Annual General Assembly of Shareholders.

Mexico City, at April 9<sup>th</sup>, 2013.

---

C.P. MARTIN ERNESTO RAMOS ORTÍZ.  
Secretary non Member of the Board of Directors of the Company