



TRANSLATION FOR INFORMATION PURPOSES ONLY

CALL

SHAREHOLDERS' GENERAL MEETING

In accordance with clauses 13 and 15 of the By-laws of the company and pursuant to the provisions included under Articles 181 and 182 of the General Mercantile Corporations Act, the shareholders of GRUPO HERDEZ, S.A.B. DE C.V. are called to the Shareholders' General Meeting to be held on **December 13th, 2013 at 09:00 hours** (Mexico City time), at the Company's registered office, located at 215 Monte Pelvoux St., Lomas de Chapultepec, Zip Code 11000, Mexico City, Federal District.

The Shareholders Meeting will discuss the matters included in the following:

AGENDA

1. Discussion and, if appropriate, approval of an extraordinary dividend payment of MXcy\$0.85 (eighty five cents) for each outstanding shares.
2. Appointment of special delegates.
3. Reading and approval of minutes of the shareholders meeting

Attendance Requirements

In order to have the right to attend the Meeting, the shareholders must be registered in the Stock Register Book of the Company. Additionally, the shareholder must request the Secretary of the Board of Directors of the Company at the Company's registered office, located at 215 Monte Pelvoux St., Lomas de Chapultepec, Zip Code 11000, Mexico City, Federal District, the admission card which may be obtained not later than the last business day preceding the holding of the meeting, which shall be issued against the deposit of provisional or share certificates or against the delivery of the document in accordance with article 290 of the Securities Exchange Act, that proves the deposit of said certificate with any of the Institutions for the Deposit of Securities, on any trust institution or foreign or national credit institutions or brokerage firm authorized in accordance with the provision of the Securities Exchange Act.

The shareholders may attend the meeting personally or through a representative that must prove his or her capacity through a Proxy Statement form prepared by the Company, in accordance with the provisions included under section III of article 49 of the Securities Exchange Act. Such forms shall be available to the shareholders or their representatives with brokerage firms or at the address of the Company, with the anticipation provided under the Securities Exchange Act, with at least 15 calendar days prior to the holding of the Shareholders General Meeting.

Mexico City, November 27th, 2013


MARTIN ERNESTO RAMOS ORTIZ.
Secretary (non-member) of the Board of Directors.