



ANNUAL GENERAL SHAREHOLDERS' MEETING OF GRUPO HERDEZ

Mexico City, Mexico, April 1, 2014 - Grupo Herdez, S.A.B. de C.V. ("Grupo Herdez" or the "Company") (BMV: Herdez, OTC: GUZBY) announces to its shareholders the proposals that the Board of Directors will present at the Annual General Shareholders' Meeting to be held on April 24, 2014 at 17:30 hours (Mexico City time), at the Company's headquarters located on 215 Monte Pelvoux, Lomas de Chapultepec, Zip Code 11000, Mexico City.

DIVIDEND PAYMENT

As approved by the Shareholders' General Meeting held on December 13, 2013, an extraordinary dividend payment was made on December of last year, and therefore, no dividend payment will be proposed at this Shareholders' Meeting.

BOARD OF DIRECTORS

The re-election of the Board of Directors and Secretary Non-Member of the Board will be proposed, according to the following:

Proprietary Directors

	Position
Hector Ignacio Hernández-Pons Torres	Chairman
Enrique Hernández-Pons Torres	Vice-chairman
Flora Hernández-Pons Torres De Merino	Director

Independent Directors

	Position
Enrique Castillo Sánchez Mejorada	Director
Carlos Autrey Maza	Director
Eduardo Serrano Ortiz Tirado	Director
José Roberto Danel Díaz	Director
José Manuel Rincón Gallardo	Director
Luis Rebollar Corona	Director

Martin Ernesto Ramos Ortíz	Secretary (non-member)
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Accordingly, a brief summary of the resumes of the proposed Board members is presented:

Héctor Hernández-Pons Torres

Héctor holds a Bachelor's degree in Law from Anáhuac University and a MBA (Master's in Business Administration) from National University of San Diego. He joined the Company in 1978, in 1999 he was appointed as General Manager and in March 2004 he was elected as Chairman and Chief Executive Officer. He has managed the following areas of the Company: Legal, Finance and Administration, Human Resources, Systems and Corporate Services. He is an active member of various industrial associations and groups.

Enrique Hernández-Pons Torres

Enrique obtained his Bachelor's degree in Business Administration from UVM (Universidad del Valle de México) and a postgraduate degree from abroad. He joined the Company in 1971 and has performed various roles throughout the Administrative, Sales and Marketing areas, as well as Chairman of the Board. He is an active member of diverse business groups and associations.

Enrique Castillo Sánchez Mejorada

Enrique holds a Bachelor's degree in Business Administration from Universidad Anáhuac. He started his professional career at Banco Nacional de México S.A. Afterwards, he occupied various executive positions in diverse financial institutions in Mexico, including Nacional Financiera S.N.C., Casa de Bolsa Inverlat S.A. de C.V., Seguros América S.A., Invermexico, S.A. de C.V. Casa de Bolsa, Credit Suisse Investments México and Grupo Financiero Banorte S.A. He was Vice-President and President of the Asociación de Bancos de México A.C. and Chairman of the Board of IXE. He is currently an advisor to the General Management of Banorte and member of the following Boards: Organización Cultiba, Grupo Alfa, Southern Copper Corporation, Médica Sur and Grupo Aeroportuario del Pacífico.

Carlos Autrey Maza

Carlos graduated with a degree in Business Administration from Universidad Anáhuac. He obtained an MBA (Master's in Business Administration) from University of California, Berkeley and a Master's in Administration Science from MIT (Massachusetts Institute of Technology), as well as Advanced Administration Program certificate from INSEAD (Institut Européen d'Administration des Affaires), in France. He serves as Chairman of the Board of Corporación Autrey, Laboratorios Autrey, Desarrolladora y Operadora Inmobiliaria Premier, Trilenio, Pi Farma and Scienta. He is a member of the Boards of: San Luis Corporación, Principia and Globalstar.

Eduardo Ortíz Tirado Serrano

Eduardo earned his degree in Business Administration from Universidad Anáhuac. He started his professional career at Herdez in 1976, where he worked in the Marketing area for almost 6 years; he later joined the area of Marketing at Richardson Vicks. In 1988 he joined SC Johnson and Son, S.A.

de C.V. as Marketing Director. In 1992 he was part of a sales training program as an International Associate in Los Angeles, California. In 1993, he was promoted as Commercial Director of SC Johnson – México and in 1995, named Chief Executive Officer of Mexico and Central America. In 2001 he was appointed as Vice-President at a corporate level and Chief Executive Officer of Mexico and Central America. In January 2013 he retired from SC Johnson. He was a member of the Board of the CONAR (Council for Advertising Self-Regulation in Mexico). He is a member of the Board of CEMEFI (Mexican Center for Philanthropy), Fundación Xochitla and Un Mañana para la Comunidad (A Tomorrow for the Community).

José Roberto Danel Díaz

Roberto graduated with a Public Accountant Degree from Universidad Iberoamericana. He completed postgraduate studies in Administration at the ITAM (Instituto Tecnológico Autónomo de México), in Management at the IPADE (Instituto Panamericano de Alta Dirección de Empresa), and in Corporate Governance at the Yale School of Management, the Stanford Graduate School of Business and Harvard Business School. Throughout his career, he has held the most senior position in the finance area at Vitro (1970-76), Desc (1976-88) and Industrias Peñoles (1988-92). Since 1993 he has served as Managing Partner at Control de Gestión de Negocios, S.C. a Corporate Governance consulting firm. He is a member of the Colegio de Contadores Públicos de México (Mexican Certified Public Accountants), Instituto Mexicano de Contadores Públicos (Mexican Institute of Public Accountants) and was a member of the Instituto Mexicano de Ejecutivos de Finanzas (Mexican Institute of Finance Executives).

José Manuel Rincón Gallardo

José Manuel graduated as a Public Accountant from UNAM (Universidad Nacional Autónoma de México). He completed diverse courses in various Universities throughout the United States and Europe. He is a member of the Instituto Mexicano de Contadores Públicos (Mexican Institute of Public Accountants), the Instituto Mexicano de Ejecutivos de Finanzas (Mexican Institute of Finance Executives), Comité de Gobierno Corporativo del Consejo Coordinador Empresarial (Corporate Governance Committee of the Mexican Business Council) and founding member of the CINIF (Mexican Financial Reporting Standards Board). He was Managing Partner at KPMG México, member of the International Board of the firm, Latin America Chairman and member of the U.S. Board.

Currently, he is an Independent Director for the following Companies: Cementos Mexicanos, Banamex, Cinépolis, Citelis, Sonoco Operadora, Grupo Invekra, Peña Verde, Grupo CP, Fondo WAMEX and Grupo PROA (Laboratorios Chopo).

Luis Rebollar Corona

Luis graduated as a Chemical Engineering from UNAM (Universidad Nacional Autónoma de México). He has 25 years of experience as CEO of Companies such as Fábrica de Papel San Rafael, Compañía Industrial de San Cristóbal, Alcatel, Sidek and Situr. During this period, he also served as a Board member, and was Chairman of the Board of Sidek and Situr.

He is currently a member of the Boards of: Grupo Gigante, Grupo Sánchez and Corporación San Luis. He was part of the Satélites Mexicanos restructure as Chairman.

REMUNERATION FOR THE MEMBERS OF THE BOARD

A remuneration of a net amount of two gold coins of \$50.00 (Fifty Mexican Pesos 00/100 Local Currency) (Gold), or its equivalent in Mexican pesos after deducting the income tax, to all the members of the Board of Directors, the non-member Secretary of the Board of Directors, as well as the members of the Audit and Corporate Practices Committees and other assistants, for attending each meeting of the Board of Directors and of any of the Committees of the Board of Directors will be proposed.

INTENDED AMOUNT FOR THE REPURCHASE OF OWN SHARES

A figure of Ps. 600 million will be proposed as the maximum amount the Company may allocate for the repurchase of its own shares, in terms of Article 56 section IV of the Securities Market Act (Ley del Mercado de Valores).

AUDIT COMMITTEE

The re-election of Public Accountant José Roberto Danel Díaz as Chairman of the Audit Committee of the Company will be proposed. His resume is included in the “Board of Directors” section of this document.

CORPORATE PRACTICES COMMITTEE

The re-election of Public Accountant José Roberto Danel Díaz as Chairman of the Corporate Practices Committee of the Company will be proposed. His resume is included in the “Board of Directors” section of this document.

REPORT ON COMPLIANCE WITH FISCAL OBLIGATIONS

The approval of the report elaborated by the authorized Public Accountant, who certified the financial statements, on the revision of the fiscal situation of the taxpayer regarding the previous year will be proposed.

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About Grupo Herdez

Grupo Herdez is a leading producer of shelf-stable foods and frozen yogurt in Mexico, and a leader in the Mexican food category in the United States. The Company participates in a wide range of categories including burritos, coffee, guacamole, frozen yogurt, homemade salsas, honey, ketchup, marmalade, mayonnaise, mini tacos, mole, mustard, pasta, spices, tea, tomato puree, tuna, vegetables and organic foods, among others. These products are commercialized through an exceptional portfolio of brands, including Aires de Campo, Barilla, Chi-Chi's, Del Fuerte, Don Miguel, Doña María, Embasa, Herdez, La Victoria, McCormick, Nutrisa, Wholly Guacamole and Yemina. In addition, the Company has distribution agreements for the Herdez GoGo Squeeze, Kikkoman, Ocean Spray, Reynolds and Truvia products in Mexico. Grupo Herdez has 14 plants, 9 distribution centers, 7 tuna vessels, 418 points of sale of Nutrisa and a workforce of more than 8,750 associates. The Company was founded in 1914 and has been listed in the Mexican Stock Exchange since 1991 and in the OTC market since 1997. For more information, visit www.grupoherdez.com.mx

Forward-Looking Statement

The information herein contained ("Information") has been prepared by Grupo Herdez, S.A.B. de C.V., its associates, subsidiaries and/or affiliates companies ("Grupo Herdez") and may contain forward-looking statements that reflects Grupo Herdez current expectations and views which could differ materially due to different factors, risks and uncertainties. Therefore, Grupo Herdez or any of their respective officers, employees or agents, have no responsibility or liability for such differences in the Information. In particular, but without prejudice to the generality of the foregoing, no warranty is given as to the achievement or success of any future variation of such Information or other written or oral Information. This Information has been delivered only for informative purposes. The issue of this Information shall not be taken as any form of commitment on the part of Grupo Herdez to proceed with any transaction.