



## **ANNUAL GENERAL SHAREHOLDERS' MEETING OF GRUPO HERDEZ**

**Mexico City, Mexico, March 23, 2015 - Grupo Herdez, S.A.B. de C.V. ("Grupo Herdez" or the "Company") (BMV: HERDEZ, OTC: GUZBY)** announced to its shareholders the proposals that the Board of Directors will present at the Annual General Shareholders' Meeting to be held on April 23, 2015 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.

The Record Date for the ADR holders in the United States will be on March 26, 2015.

### **DIVIDEND PAYMENT**

The dividend payment to be proposed at this Shareholders' Meeting will be at a rate of Ps. 0.90 per share, or one share for every forty (40) of tenure.

### **BOARD OF DIRECTORS**

The re-election of the Board of Directors and Non-Member Secretaries of the Board will be proposed as follows:

#### **Proprietary Directors**

	<b>Position</b>
Hector Ignacio Hernández-Pons Torres	Chairman
Enrique Hernández-Pons Torres	Vice-chairman
Flora Hernández-Pons Torres De Merino	Director

#### **Independent Directors**

	<b>Position</b>
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

#### **Secretaries**

	<b>Position</b>
Martin Ernesto Ramos Ortiz	Secretary (non-member)
Claudia Luna Hernández	Pro-Secretary (non-member)

Accordingly, a brief summary of the resumes of the proposed Board members is presented:

**Héctor Hernández-Pons Torres**

Attorney at Law with a Masters in Business Administration, he joined the Company in 1978. In 2004 he was appointed Chairman and Chief Executive Officer of the Company. He has directed the Corporate Legal area, Finance and Administration, Human Resources, IT and Corporate Services of the Company. He is a member of various associations and industry groups, currently serving as Vice President of CANAINCA (National Chamber of Canned Food Industry), member of the Mexican Council of Business, of the Food Group and of the governing board of Papalote Museo del Niño.

**Enrique Hernández-Pons Torres**

He holds a bachelor's degree in Business Administration with a postgraduate degree abroad. He joined the Company in 1971, serving in various positions administrative positions, Sales and Marketing and as Chairman of the Board of Directors of the Company. He is a member of various business associations and groups.

**Enrique Castillo Sánchez Mejorada**

He holds a bachelor's degree in Business Administration. He began his professional career at Banco Nacional de México. He held various executive positions in Mexico at Nacional Financiera, Casa de Bolsa Inverlat, Seguros América, Invermexico/Banco Mexicano, Credit Suisse Investments México and he was Chairman of the Board of IXE Grupo Financiero. He also served as Vice President and President of the Asociación de Bancos de México. Currently he is Chairman of the Board of Maxcom Telecomunicaciones and member of the Boards of Directors of Grupo Cultiba, Grupo Alfa, Southern Copper Corporation and Médica Sur.

**Carlos Autrey Maza**

Chairman of the Board of Directors of Corporación Autrey, Laboratorios Autrey, Desarrolladora y Operadora Inmobiliaria Premier and of Trilenio. He has been Chairman of the Board of Directors and General Manager of Transportes Aeromar, Organización Autrey, Casa Autrey and Casa de Bolsa México. He was Vice Chairman of the Board of Directors of Grupo Financiero Inverlat (now Scotiabank Inverlat). He has also served on the Board of Directors of Satélites Mexicanos, NH Hoteles de México, Enlaces Integra, Globalstar and Principia. He was President and Founder of Papalote Museo del Niño. Founder of Fundación Mexicana para la Salud (Mexican Health Foundation). Founding member of the Centro Mexicano para la Filantropía y del Centro Cívico de Solidaridad (Mexican Center for Philanthropy and the Civic Solidarity Center). Founder of Nuestros Niños, of Enlace Solidario Fundación Social, member of the governing board del Instituto de Estudios Superiores de Tampico and member of the Board of Sloan School of Management of the Massachusetts Institute of Technology.

### **Eduardo Ortíz Tirado Serrano**

He holds a bachelor's degree in Business Administration from Universidad Anahuac. He began his professional career in 1976 at Herdez, where he worked in the marketing area; he later entered Richardson-Vicks. He joined SC Johnson and Son in 1988 as Marketing Manager. In 1992 he participated in a sales training program in Los Angeles, California as International Associate. In 1993, he was appointed Commercial Manager of SC Johnson - México and in 1995 he was promoted to General Manager of Mexico and Central America. In 2001 he was appointed Vice President at Corporate level and General Manager of Mexico and Central America. In January 2013 he retired from SC Johnson. He was Director of the Board of CONAR (Self-regulation and Advertising Ethics). He is Board Member of the Centro Mexicano para la Filantropía (Mexican Center for Philanthropy), Fundación Xochitla, Un Mañana para la Comunidad, Enactus and Advisory Counsel for Great Place to Work.

### **José Roberto Danel Díaz**

He is a Certified Public Accountant and graduated from the Universidad Iberoamericana. He has postgraduate studies in Business Administration at the Instituto Tecnológico Autónomo de México (ITAM); in Senior Management in the Instituto Panamericano de Alta Dirección de Empresa (IPADE); and Corporate Governance in the School of Management at Yale University, in the Graduate School of Business at Stanford University and the School of Business at the University of Harvard. During his career he has held the highest positions in Finance in companies such as Vitro, Desc and Industrias Peñoles. Since 1993 he is Managing Partner of Control de Gestión de Negocios, S.C. which is a consulting firm for Corporate Governance. He serves as an independent director on the Board of Directors and chairs, or forms part of various committees, in public and private companies as well as financial institutions. He is member of the Colegio de Contadores Públicos de México (Institute of Chartered Accountants of Mexico), Instituto Mexicano de Contadores Públicos (Mexican Institute of Public Accountants) and was partner of the Instituto Mexicano de Ejecutivos de Finanzas (Mexican Institute of Finance Executives).

### **José Manuel Rincón Gallardo**

He is Certified Public Accountant and graduated from the Universidad Autónoma de México (UNAM). He completed several courses at universities in the United States and Europe. He is member of the Instituto Mexicano de Contadores Públicos (Mexican Institute of Public Accountants) and the Instituto Mexicano de Ejecutivos de Finanzas (Mexican Institute of Finance Executives); member of the Corporate Governance Committee of the Consejo Coordinador Empresarial; founding member of CINIF (Mexican Board for Research and Development of Financial Reporting Standards). He was managing partner of KPMG México, member of the International Board of the firm, Chairman for Latin America and member of the U.S. Board. Currently, he is an independent Board Member at 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**

He is a Chemical Engineer and graduated from the Universidad Autónoma de México (UNAM), with experience as General Manager of Fábrica de Papel San Rafael, Cia. Industrial de San Cristóbal, Alcatel, Sidek y Situr. During this time, he also participated as Director, serving as Chairman of the same at Sidek y Situr. He is currently involved as a Director of Grupo Gigante, Grupo Sánchez and Corporación San Luis. He participated in the restructuring of Mexican Satellites, serving as Chairman of the Board. For a period of 18 years, he was Chairman of the Board of Sandvik of Mexico.

### **REMUNERATION FOR THE MEMBERS OF THE BOARD**

Remuneration will be proposed of a net amount of two gold coins of \$50.00 (Fifty Mexican Pesos 00/100 Local Currency), or its equivalent in Mexican pesos after deducting the income tax, to all the members of the Board of Directors, the non-members Secretary and Pro-Secretary of the Board of Directors, the non-member Secretary and Pro-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.

### **INTENDED AMOUNT FOR THE REPURCHASE OF SHARES**

A figure of Ps. 600 million will be proposed as the maximum amount the Company may allocate for the repurchase of its shares, in terms of Article 56 section IV of the Securities Market Act.

### **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 prepared by the authorized Public Accountant, who certified the financial statements, on the review of the fiscal situation of the taxpayer regarding the previous year will be proposed.

### **SHARE PLAN**

Submission of the terms under which the officer and employee Share Plan of the Company (and the companies in which the Company has a participation now or in the future) shall be incorporated and shall operate.

**Contact information:**

Andrea Amozurrutia/Grecia Domínguez  
+52 (55) 5201-5636/+52 (55) 5201-5602  
[invrel@herdez.com](mailto:invrel@herdez.com)

**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, gelatins, homemade salsas, honey, jam, ketchup, mayonnaise, mini tacos, mole, mustard, organic foods, pasta, spices, tea, tomato puree, tuna and vegetables, 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 Squeez®, Kikkoman®, Ocean Spray®, Reynolds® and Truvia® products in Mexico. Grupo Herdez has 14 plants, 9 distribution centers, 7 tuna vessels, 429 points of sale of Grupo Nutrisa and a workforce of more than 8,000 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](http://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.