



ANNUAL GENERAL SHAREHOLDERS' MEETING

Mexico City, Mexico, April 07, 2017 - 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 20, 2017 at 17:30 hours (Mexico City time), at the Company's headquarters located on 215 Monte Pelvoux, Lomas de Chapultepec, 11000, Mexico City.

DIVIDEND PAYMENT

The dividend payment to be proposed at this Shareholders' Meeting will be at a rate of Ps. 0.90, payable in two exhibitions.

BOARD OF DIRECTORS

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

Proprietary Members

Hector Ignacio Hernández-Pons Torres
Enrique Hernández-Pons Torres
Flora Hernández-Pons Torres De Merino

Position

Chairman
Vice-chairman
Director

Independent Members

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

Position

Director
Director
Director
Director
Director
Director

Secretaries

Martin Ernesto Ramos Ortiz
Claudia Luna Hernández

Position

Secretary (non-member)
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 by Universidad Anáhuac, with a Masters in Business Administration by the National University of San Diego, California. He joined the Company in 1978 in the Corporate Legal area and since then he has directed several administrative areas, including the Corporate Direction. In 2004 he was appointed Chairman and Chief Executive Officer of the Company.

In addition to his responsibilities within the Group, he has held several positions in industry groups such as CONCAMIN (Industrial Chamber Confederation), BASC (Business Alliance for Secure Commerce) and in CANAINCA (National Food Preserves Chamber of Commerce).

Enrique Hernández-Pons Torres

He holds a bachelor's degree in Business Administration with a postgraduate degree abroad in Marketing and Business Management. He joined the Company in 1971, serving in various positions in Accounting and Vice-president of the Board. He is currently Deputy General Manager of the Company and Chairman of MegaMex in USA.

Enrique Castillo Sánchez Mejorada

He holds a bachelor's degree in Business Administration. He began his professional career at Banco Nacional de México. He was Vice-Chairman and President of the Asociación de Bancos de México (Banking Association of Mexico). Is the Chairman of the Board of Maxcom Telecomunicaciones and Non-executive Chairman of the Board of Banco Nacional de México and is member of the Boards of Directors of 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 was Vice-Chairman of the Board of Directors of Grupo Financiero Inverlat (now Scotiabank Inverlat) and Board member of several companies in the manufacturing and financial sectors. He was also member of the Board of Sloan School of Management of the Massachusetts Institute of Technology, President and Founder of Papalote Museo del Niño, and funding member of several non-profit organizations



Eduardo Ortíz Tirado Serrano

His professional career includes several Marketing positions in Herdez, Richardson-Vicks, Procter and Gamble and SC Johnson and Son. In SC Johnson and Son was appointed as Corporate Vice President and General Manager for Mexico and Central America.

He was Board Member in CONAR (Self-regulation and Advertising Ethics Council), in CEMEFI (Mexican Center for Philanthropy) and member of the advisory council for Great Place to Work-Mexico. He currently is Director in Aerobal and Gridimex. Board Member of ENACTUS, Un Mañana para la Comunidad and member of the Advisory Council of Fundación Xochitla.

José Roberto Danel Díaz

Certified Public Accountant graduated from the Universidad Iberoamericana. He has postgraduate studies in Business Administration at the Instituto Tecnológico Autónomo de México (ITAM), in Business Management at the Instituto Panamericano de Alta Dirección de Empresa (IPADE) and in Corporate Governance at Yale University, Stanford University and University of Harvard.

He held the highest positions in Finance in Grupo Vitro, Grupo Desc and Industrias Peñoles. He serves as Board Member 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), Chairman of the Consejo Coordinador Empresarial (Corporate Governance Best Practices Committee), member of the Latin American Corporate Governance Institute (OECD-World Bank), the National Association of Corporate Directors (USA) and in the International Corporate Governance Network in United Kingdom.

José Manuel Rincón Gallardo

Certified Public Accountant graduated from the Universidad Autónoma de México (UNAM). He completed several courses at universities in the United States and Europe. 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 partner in KPMG México, member of the International Board of the firm, Chairman for Latin America and member of the U.S. Board. He currently is an independent Board Member at several public and private companies.



Luis Rebollar Corona

Chemical Engineer from the Universidad Autónoma de México (UNAM), with experience as Chief Executive Officer and Chairman of the Board at manufacturing and telecommunication companies. He participated in the restructuring of Satélites Mexicanos serving as Chairman of the Board. Is Member of the Board of Grupo Gigante, Grupo Sánchez and Grupo Industrial Mexicano.

REMUNERATION FOR THE MEMBERS OF THE BOARD

Remuneration will be proposed of a net amount of three 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, 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 ratify 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

Submission of a report prepared by an authorized Public Accountant, certifying the financial statements of the Company, and the fiscal situation of the Company regarding the previous fiscal year, according with the article 76 section XIX of the IRS Mexico Act.

SHARE PLAN

Submission of the increase up to Ps. 40 million 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 operate.



DESIGNATION OF SPECIAL DELEGATES

Special delegates will be designated.

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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, 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®, Búfalo®, Chi-Chi's®, Del Fuerte®, Don Miguel®, Doña María®, Embasa®, Helados Nestlé®, Herdez®, La Victoria®, McCormick®, Nutrisa®, Wholly Guacamole® and Yemina®. In addition, the Company has distribution agreements for the Kikkoman®, Ocean Spray® and Reynolds® products in Mexico. Grupo Herdez has 16 plants, 22 distribution centers, 8 tuna vessels, 496 points of sale of Grupo Nutrisa and a workforce of more than 9,100 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.