



ANNUAL GENERAL SHAREHOLDERS' MEETING

Mexico City, Mexico, April 12, 2018 - Grupo Herdez, S.A.B. de C.V. ("Grupo Herdez" or the "Company") (MSE: HERDEZ) announced to its shareholders the proposed agenda that the board of directors will present at the Annual General Shareholders' Meeting to be held on April 30, 2018 at 11:00 hours (Mexico City time), at the Company's headquarters located at 215 Monte Pelvoux, Lomas de Chapultepec, 11000, Mexico City.

DIVIDEND PAYMENT

A dividend payment of MXN 1.00 per share will be proposed at this Shareholders' Meeting, and payable in two equal installments.

BOARD OF DIRECTORS

The ratification of the members of the board of directors and non-member secretaries 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

Martín Ernesto Ramos Ortíz
Claudia Lorena Luna Hernández

Position

Secretary (non-member)
Pro-Secretary (non-member)



Accordingly, below are the executive profiles of the proposed board members:

Héctor Hernández-Pons Torres

Attorney at Law graduated from the Universidad Anáhuac, with a master's degree in business administration from the National University of San Diego, California. He joined the Company in 1978 to the corporate legal area and since then he has performed different director functions within the organization. He was appointed chairman and chief executive officer of Grupo Herdez in 2004.

In addition to his responsibilities within the Group, he has held various positions in industry groups, such as regional counselor to Banamex and NAFIN, vice president of CONCAMIN, chairman of the Mexico City chapter at the Business Alliance for Secure Commerce (BASC), and board of directors in the Papalote Museo del Niño and Mexico's National Chamber of the Food Preserves Industry (CANAINCA). He is currently the president of Fundación Herdez, and counselor of the Papalote Museo del Niño and CANAINCA. He participates as a board member of the Mexican Business Board of Trustees and the Communications Council.

Enrique Hernández-Pons Torres

He holds a bachelor's degree in business administration with an international post-graduate degree in marketing and business management. He joined the Company in 1971 serving in various positions. He currently serves as the deputy general manager of the Company and chairman of the board of MegaMex in the U.S.

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 different executive positions in NAFIN, Casa de Bolsa Inverlat, Seguros América, Invermexico/Banco Mexicano, Credit Suisse México and served as president of the Board of Directors of IXE Grupo Financiero, He was vice-chairman and president of the Asociación de Bancos de México (Mexican Bankers Association). He currently serves as chairman of the board of Maxcom Telecomunicaciones, non-executive chairman of the board of Banco Nacional de México and is a member of the board 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 Trilenio. He formerly served as chairman and chief executive officer of Transportes Aeromar, Organización Autrey, Casa Autrey and Casa de Bolsa México; served as vice-president of the board of directors of Grupo Financiero Inverlat (now Scotiabank Inverlat) and a board member of several companies, including NH Hoteles de México, Rassini, Grupo Bancomer, Grupo Acerero del Norte, Globalstar and Principia. He was president and founder of Papalote Museo del Niño. He is a founding member of the Centro Mexicano para la Filantropía (Mexican Center for



Philanthropy) and the Centro Cívico de Solidaridad (Civic Solidarity Center). He is a former member of the Board of Sloan School of Management of the Massachusetts Institute of Technology.

Eduardo Ortíz Tirado Serrano

His professional career includes several marketing positions in Grupo Herdez, Richardson-Vicks, Procter and Gamble and S.C. Johnson & Son. In S.C. Johnson & Son, he was appointed as corporate vice president and general manager for Mexico and Central America.

He currently serves as director of Aerobal and Gridime Grupo Inverka, a board member of Grupo Herdez, ENACTUS, Un Mañana para la Comunidad, and a member of the Advisory Council of Fundación Xochitla.

José Roberto Danel Díaz

He is a 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 serves as a board member or belongs to various committees in public and private companies, including financial institutions. He is a member of the Colegio de Contadores Públicos de México (Mexican Institute of Chartered Accountants), Instituto Mexicano de Contadores Públicos (Mexican Institute of Public Accountants), and Instituto Mexicano de Ejecutivos de Finanzas (Mexican Institute of Finance Executives).

He is the chairman of the Consejo Coordinador Empresarial (Corporate Governance Best Practices Committee), and a member of the Latin American Corporate Governance Institute (OECD-World Bank), the National Association of Corporate Directors (USA) and the Risk Committee at the International Corporate Governance Network in the United Kingdom.

José Manuel Rincón Gallardo

He is a certified public accountant graduated from the Universidad Autónoma de México (UNAM). He completed several courses at universities in the United States and Europe. He is a member of Instituto Mexicano de Contadores Públicos (Mexican Institute of Public Accountants), Instituto Mexicano de Ejecutivos de Finanzas (Mexican Institute of Finance Executives), and Consejo Coordinador Empresarial's Corporate Governance Committee. He is a founding member of the Mexican Board for Research and Development of Financial Reporting Standards (CINIF). He formerly served in senior executive positions while at KPMG México, including partner, member of the international board,



chairman for Latin America and member of the U.S. Board. He currently serves as an independent board member at several public and private companies.

Luis Rebollar Corona

He is a chemical engineer graduated from Universidad Autónoma de México (UNAM), with experience as chief executive officer and chairman of the board at manufacturing and telecommunication companies. He is a member of the board of Grupo Gigante, Grupo Sánchez and Grupo Industrial Mexicano. He participated in the restructuring of Satélites Mexicanos while serving as chairman of the board.

COMPENSATION FOR MEMBERS OF THE BOARD

A compensation of a net amount of three gold coins of MXN\$50.00 each, or its equivalent in Mexican pesos after deducting income tax, will be proposed for all members of the board of directors, 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 any of the committees of the board of directors.

INTENDED AMOUNT FOR REPURCHASE OF SHARES

The amount of MXN 1,000 million will be proposed as the maximum amount the Company may allocate for the repurchase of its shares, as relates to Article 56 section IV of the Securities Market Act.

AUDIT COMMITTEE

The ratification of Public Accountant José Roberto Danel Díaz as chairman of the audit committee of the Company will be proposed. His executive profile is included in the “Board of Directors” section of this document.

CORPORATE PRACTICES COMMITTEE

The ratification of Public Accountant José Roberto Danel Díaz as chairman of the corporate practices committee of the Company will be proposed. His executive profile is included in the “Board of Directors” section of this document.

REPORT ON COMPLIANCE WITH FISCAL OBLIGATIONS

The report prepared by an authorized public accountant, certifying the financial statements of the Company and the fiscal situation of the Company for the previous fiscal year, will be presented for approval according to article 76 section XIX of the Mexican Income Tax Law.

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 Frank's®, French's®, Kikkoman®, Ocean Spray® and Reynolds® products in Mexico. Grupo Herdez has 15 plants, 22 distribution centers, 7 tuna vessels, 471 Nutrisa stores and a workforce of more than 9,500 associates. The Company was founded in 1914 and has been listed in the Mexican Stock Exchange since 1991. 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.