



ANNUAL GENERAL SHAREHOLDERS MEETING OF GRUPO HERDEZ, S.A.B. DE C.V.

In accordance with Sections Thirteenth and Fifteenth of the Bylaws of **GRUPO HERDEZ, S.A.B. DE C.V.** (the "Company") and Articles 180, 181, and 186 of the General Law of Corporations, and the resolution of the Board of Directors of the Company at its meeting held on February 19th, 2025, the shareholders of the Company are invited to the **ANNUAL GENERAL SHAREHOLDERS MEETING** (the "Meeting") to be held on **April 23rd, 2025, at 4:00 PM** at Monte Pelvoux, Number 215, Lomas de Chapultepec, Miguel Hidalgo, C.P. 11000, Mexico City, the Company's registered office (the "Registered Office"), for the purpose of addressing the matters included in the following:

AGENDA

1. Presentation, discussion, and, if applicable, approval of the audited and consolidated financial statements of the Company, the audited financial statements of the Company, separate non-consolidated, and the audited individual financial statements of the Company's subsidiary, Grupo Nutrisa, S.A. de C.V. and subsidiaries with figures as of December 31, 2024; as well as the reports and opinion referred to in section IV of Article 28 of the Securities Market Law, regarding the fiscal year from January 1, 2024, to December 31, 2024:
 - a. Audited and consolidated financial statements of the Company;
 - b. Annual report of the of the Corporate Practices Committee Chairman, in terms of Article 43 of the Securities Market Law;
 - c. The annual report of the Audit Committee Chairman, in terms of Article 43 of the Securities Market Law;
 - d. The report of the Chief Executive Officer accompanied by the External Auditor's Report, in terms of Article 44 section XI of the Securities Market Law;
 - e. The Opinion of the Board of Directors regarding the report of the Chief Executive Officer;
 - f. The report of the Board of Directors referred to in Article 172, Subsection (B) of the General Law of Corporations containing the accounting and information policies and criteria followed in the preparation of the Company's financial information; and
 - g. The report the activities regarding of the Board of Directors.
2. Discussion and, if applicable, resolutions regarding the allocation of the Company's results for the fiscal year starting on January 1, 2024, and ending on December 31, 2024. Proposal and, if applicable, approval for the payment of (i) an ordinary dividend at a rate of \$1.50 pesos (One peso 50/100 M.N.) per share, payable in two installments: on May 6th and October 7th, 2025; (ii) an extraordinary dividend at a rate of \$1.00 peso (One peso 00/100) per share payable in one installment on May 6th, 2025; and (iii) proposal for the eventual decree and payment of a dividend in kind through the delivery of shares representing the capital stock of Grupo Nutrisa, S.A. de C.V., current subsidiary of the Company.



3. Proposal, discussion, and, if applicable, approval regarding:

- a. The performance of the Board of Directors and the Chief Executive Officer of the Company for the fiscal year ended on December 31st, 2024;
- b. The resignation, appointment, or, if applicable, ratification individually of the Members of the Board of Directors, as well as the Secretary and Alternate Secretary, (non- members) of the Board of Directors of the Company:

Name	Position	Resignation, Appointment or Ratification
Héctor Ignacio Hernández-Pons Torres	President	Ratification
Enrique Hernández-Pons Torres	Vice President	Ratification
Flora Hernández-Pons Torres	Director	Ratification
Enrique Castillo Sánchez Mejorada	Independent Director	Ratification
Eduardo Ortiz Tirado Serrano	Independent Director	Ratification
José Roberto Danel Díaz	Independent Director	Ratification
Michael Bernhard Jost	Independent Director	Ratification
Luis Rebollar Corona	Independent Director	Ratification
Angela Gómez Aiza	Independent Director	Ratification

Abraham Sosa Robles	Secretary (non-member)	Appointment
Martín Ernesto Ramos Ortiz	Alternate Secretary (non-member)	Ratification

- c. Appointment or ratification, in applicable, of the Chairman of the Audit and Corporate Practices Committees;
 - d. Qualification of the independence of the Members of the Board of Directors individually, in compliance with Article 26 of the Securities Market Law; and
 - e. Determination of the compensation of the members of the Board of Directors, Secretary and Alternate Secretary, non-members of the Board of Directors, for the net amount of three (3) coins of \$50.00 (Fifty Pesos Gold), for attendance to each meeting of the Board of Directors or its equivalent in pesos, for the net amount after income tax withholding, as well as of the members of the Audit and Corporate Practices Committees, for the net amount of two (2) coins of \$50.00 (Fifty Pesos Gold), for attendance at each meeting of the Committees of the Board of Directors or its equivalent in pesos, for the net amount after income tax withholding.
4. Proposal, discussion, and, if applicable, approval regarding:
- a. The maximum amount of resources that the Company may allocate for the stock re-purchase fund of the Company in the amount of \$2,500,000,000.00 (Two billion five hundred million pesos 00/100 M.N.) for the 2025 fiscal year in terms of Article 56 of the Securities Market Law;
 - b. The report referred to in Section (III) of Article 60 of the General Provisions applicable to issuers of securities and other participants in the securities market; and
 - c. Cancellation of the Company's shares (representing the variable portion of the capital) acquired through the share repurchase program.
5. Report on compliance with tax obligations of the Company in accordance with Section XIX of Article 76 of the Income Tax Law.
6. Appointment of Special Representatives to execute the resolutions adopted by the Shareholders Meeting and, if applicable, to formalize them as appropriate.

For further information please access the following link <https://grupoherdez.com.mx/asamblea-accionistas/>



ATTENDANCE REQUIREMENTS

To attend the Shareholders Meeting, shareholders must be duly registered, either in the Company's Share Registry Book, or prove ownership of shares or certificates in accordance with the provisions of articles 290 and 293 of the Securities Market Law. In addition, shareholders must request the admission card from the non-member Secretary of the Board of Directors of the Company, at the offices located at the Registered Office of the Company, no later than one business day prior to the holding of the Meeting, which will be issued upon deposit of provisional certificates or share titles, or upon delivery of the document that, in terms of Article 290 of the Securities Market Law, proves the deposit of the same in any of the institutions for the deposit of securities or in any fiduciary institution or national or foreign credit institution or brokerage house authorized in terms of the provisions of the SECURITIES MARKET LAW itself.

Shareholders may attend the Meeting (i) in person or be represented by proxies appointed by means of a simple power of attorney signed before two witnesses, by means of a form in terms of Article 49 section III of the Securities Market Law or by any other form of representation granted in accordance with the law, in the understanding that the members of the Board of Directors of the Company may not exercise such power, or (ii) by attorneys of brokerage houses, trusts, funds, national or foreign credit institutions and/or any entity of the financial sector and/or the securities market in the meetings, who may prove their identity by means of power granted in the forms prepared by the Company itself and that are available to shareholders through the intermediaries of the Securities Market, at <https://grupoherdez.com.mx/asamblea-accionistas/> or at the Registered Office of the Company itself at least 15 (Fifteen) calendar days prior to the holding of the Annual General Shareholders' Meeting. Such original forms must be delivered to the Secretary (non-member) of the Board of Directors at the Registered Office of the Company.

The share certificates, if any, deposited with the Company in order to have the right to attend the Meeting, will not be returned to their holders until after the Meeting has been held, upon delivery of the receipt issued for them to the shareholder or his representative.

Mexico City, April 7, 2025.

Claudia L. Luna Hernández
Secretary (non-member) of the Board of Directors