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## CORPORATE RESTRUCTURING INFORMATION STATEMENT

April 7, 2025



### GRUPO HERDEZ, S.A.B. DE C.V.

Calzada San Bartolo Naucalpan No. 360  
Col. Argentina Poniente, Delegación Miguel Hidalgo C.P. 11230  
Mexico City

Outstanding Shares: Class I and Class II Common Stock  
Market where listed: Bolsa Mexicana de Valores, S.A.B. de C.V.

BMV ticker symbol: HERDEZ

Filed in accordance with Article 104 section IV of the Securities Market Law and Article 35 of the General Provisions Applicable to Issuers of Securities and other Securities Market Participants issued by the National Banking and Securities Commission.

Capitalized words and terms not defined in this Information Statement shall have the meanings ascribed to them in the Issuer's annual report for the year ended December 31, 2024, which may be consulted by accessing the Issuer's website at [www.grupoherdez.com.mx](http://www.grupoherdez.com.mx) and the Exchange's website at [www.bmv.com.mx](http://www.bmv.com.mx).

### Summary of the Transaction

The transaction described and proposed in this Information Statement consists of empowering the Board of Directors of Grupo Herdez to decree the payment of a dividend in kind, to be distributed at a rate of \$12.2820 (twelve pesos 2820/10000 M.N.) per Grupo Herdez share, through the delivery of all the shares owned by Grupo Herdez, representing the capital stock of Grupo Nutrisa, S.A. de C.V., considering the factor between Grupo Nutrisa shares and Grupo Herdez shares determined by the Board of Directors on the Payment Date, as determined and declared by the Board of Directors of the Company.

Grupo Nutrisa is a holding company of retail businesses that owns the Nutrisa®, Moyo®, Cielito Querido Café® and Chilim Balam® brands. Grupo Nutrisa operates mainly through stores located in Mexico and is a relevant player in the impulse segment, including frozen yogurt, coffee, candies, and snacks. 92% of the business's sales are generated through company-owned stores, and the remaining 8% through franchises. Grupo Nutrisa's activities are carried out through the following operating and sales channels:

(i) **Nutrisa®**: Offers frozen yogurt, focused on natural ingredients and healthy options. It also specializes in the health food category, focusing on healthy foods and snacks. In addition to options for immediate consumption, it also offers products to go, such as beauty products and dietary supplements. It began its commercial activity in 1979 commercializing natural products. In 1983, it became a pioneer in frozen yogurt in Mexico. In 1992, it began its expansion in the national territory incorporating the franchise concept. In 2013, it was acquired by Grupo Herdez. As of December 31, 2024, Nutrisa® had 381 points of sale in Mexico, of which 325 are company-owned and 56 are franchises.

(ii) **Chilim Balam®**: Offers a variety of packaged and bulk candies, beverages and snacks. It offers customers the opportunity to create and combine products to satisfy any type of craving by creating their own combinations and preparations. Chilim Balam® has been in the market for more than 25 years and was acquired by Grupo Herdez in May 2021. As of December 31, 2024, Chilim Balam® had 101 points of sale in Mexico, of which 95 are company-owned and 6 are franchises.

(iii) **Moyo®**: Offers fat-free frozen yogurt, incorporating innovative flavors. Moyo® is a Mexican brand founded in 2008 and was acquired by Grupo Herdez in 2019. As of December 31, 2024, Moyo® had 92 points of sale in the Mexican Republic, of which 56 are owned and 33 are franchises. Additionally, it had 22 franchises abroad.

(iv) **Cielito Querido Café®**: Offers a variety of coffee-based beverages, including some traditional Mexican options such as *café de olla* and *chocolate*. It offers food to accompany the beverages, such as *pan dulce* (Mexican pastries), sandwiches and other light dishes. Its focuses on Mexican culture. It is a Mexican brand, dedicated to the production of coffee drinks, under an innovative concept of Mexican tradition. It was acquired by Grupo Herdez in December 2019. As of December 31, 2024, Cielito Querido Café® had 93 points of sale in the Mexican Republic, of which 91 are owned and 2 are franchises.

Grupo Nutrisa's business strategy has been through the presence of stores in the main shopping centers in the most important cities of the Mexican Republic.

Prior to the decree of the dividend referred to in this document, Alimentos Benefits, S.A. de C.V. would have ceased to be a direct subsidiary of Grupo Nutrisa, becoming a direct subsidiary of Grupo Herdez, maintaining the Helados Nestle® business in Grupo Herdez.

Grupo Herdez believes that separating from the Issuer, and distributing to the shareholders of Grupo Herdez, the Grupo Nutrisa business, among others, would provide optionality and differentiation capabilities to the shareholders of Grupo Herdez; allow each entity to be operated autonomously with independent administrative, operational, commercial and financial objectives; improve their competitive position by functioning as independent entities that could focus their efforts and resources on improving and strengthening their position in their respective businesses; focus particular management and financing on their operations; allow the management teams of each of these businesses to develop their own strategy and operation, allowing them to reach their appropriate size; and maximize the flexibility of both entities to capitalize on their respective operations; would focus particular management and financing on their operations; would allow the management teams of each of these businesses to develop their own strategy and operations, enabling them to achieve their appropriate size; and would maximize the flexibility of both entities to capitalize on growth opportunities in changing markets.

It is expected that the Company will receive an appraisal in terms of Article 18, section II of the Income Tax Law and Article 3 of the Regulations of the Federal Tax Code. In addition, if the spin-off occurs, it will be necessary to enter into transition agreements between the two entities, on market terms, in order to achieve a successful and efficient separation.

Subject to the corresponding regulatory approvals, it is expected that Grupo Nutrisa will adopt the regime of a public corporation with variable capital, register its shares in the National Securities Registry maintained by the National Banking and Securities Commission, and list on Stock Exchange the shares representing the capital stock of Grupo Nutrisa that will be distributed to Grupo Herdez shareholders as described in this Information Statement. Neither Grupo Herdez nor Grupo Nutrisa would conduct a public offering of shares in the context of the proposal described herein. The remaining business units and operations would remain in Grupo Herdez.

The Corporate Restructuring will allow the independent operation of two different types of businesses, so that the corresponding financial, operational, technological and administrative needs of each business can be met more effectively.

The Board of Directors of Grupo Herdez has favorably viewed the proposal described herein and has resolved to propose it to the Shareholders' Meeting. It is proposed to the Shareholders' Meeting to authorize the Board of Directors to declare and pay the dividend in kind, consisting in the delivery of all the shares representing the capital stock of Grupo Nutrisa owned by Grupo Herdez, as described in this document.

It is the intention of Grupo Herdez that the Transaction be carried out as efficiently as possible considering, among others, financial, corporate, tax and regulatory aspects. For more information see the "*Executive Summary - The Transaction*" section of this Information Statement.

## Characteristics of the Securities

As a result of the proposal described herein, Grupo Herdez shareholders will be entitled to receive the number of shares of Grupo Nutrisa for each share held in Grupo Herdez, as determined by the Board of Directors. Only Grupo Herdez shareholders will receive Grupo Nutrisa shares as a result of the Corporate Restructuring. Grupo Herdez will not receive any shares of Grupo Nutrisa as part of the Transaction. The Transaction would not represent a reduction of the capital stock of Grupo Herdez, nor, in any case, a public offering of securities.

As a result of the Corporate Restructuring, it is expected that Grupo Herdez shares will only change their book value and, possibly, their market value. Except for the foregoing, the shares of Grupo Herdez will retain their same rights and characteristics and the proposed Corporate Restructuring will not affect in any way the current structure of the capital stock of Grupo Herdez. The stockholders of Grupo Herdez will continue to own their Grupo Herdez shares. Grupo Herdez shares will continue to trade on the Stock Exchange by the ticker symbol HERDEZ.

### Securities of Grupo Nutrisa

It is expected that, prior to the listing of the shares representing the capital stock of Grupo Nutrisa on the Stock Exchange, the capital stock of Grupo Nutrisa will be represented by a single series of shares, Series A, with full voting rights. Subject to the corresponding authorizations, it is expected that the shares of Grupo Nutrisa will be registered in the National Securities Registry and listed on the Stock Exchange, without a public subscription offering.

Only shares outstanding on the record date, as communicated by Grupo Herdez, will be entitled to receive Grupo Nutrisa shares. It is expected that the shares representing the capital stock of Grupo Nutrisa will be distributed to the shareholders of Grupo Herdez once the shares representing the capital stock of Grupo Nutrisa are registered in the National Securities Registry and listed on the Stock Exchange. Once the shares representing the capital stock of Grupo Nutrisa are registered in the National Securities Registry and in the list of securities eligible for trading on the Stock Exchange, the delivery of the shares of Grupo Nutrisa will be made to the shareholders directly or through Indeval, on the Payment Date and in accordance with the terms of the notice that Grupo Herdez will publish for the information of its shareholders.

For a more detailed comparison between the characteristics of the shares of Grupo Herdez and the shares of Grupo Nutrisa, see "*Detailed Information about the Transaction - Relevant differences between the shares of Grupo Herdez and Grupo Nutrisa as a result of the Corporate Restructuring*" section of this Information Statement.

**THIS INFORMATION STATEMENT IS NOT AN OFFER FOR SUBSCRIPTION AND/OR SALE OF SECURITIES IN MEXICO, BUT HAS BEEN PREPARED AND IS MADE AVAILABLE TO THE SHAREHOLDERS OF THE ISSUER AND THE GENERAL PUBLIC SOLELY FOR THE PURPOSE OF MAKING INFORMATION AVAILABLE TO THE SHAREHOLDERS, IN ACCORDANCE WITH THE SECURITIES MARKET LAW, THE GENERAL PROVISIONS APPLICABLE TO ISSUERS OF SECURITIES AND OTHER PARTICIPANTS IN THE SECURITIES MARKET AND OTHER APPLICABLE LEGISLATION.**

*The shares representing the capital stock of Grupo Herdez, S.A.B. de C.V. are registered in the National Securities Registry maintained by the National Banking and Securities Commission and are listed on the Bolsa Mexicana de Valores, S.A.B. de C.V. under the ticker symbol HERDEZ.*

*Registration in the National Securities Registry does not imply certification as to the goodness of the securities, the solvency of the Issuer or the accuracy or truthfulness of the information contained in this declaration, nor does it validate acts that, if any, have been carried out in contravention of the law.*

*Copies of this Information Statement are available to the Issuer's shareholders at the Investor Relations area, whose offices are located at Calzada San Bartolo Naucalpan No. 360, Col. Argentina Poniente, Delegación Miguel Hidalgo C.P. 11230, Mexico City, Mexico; attention Paloma Vértiz Robleda; telephone: +52 55 5201 5655; e-mail [mpvertizr@herdez.com](mailto:mpvertizr@herdez.com).*

*The electronic version of this Information Statement may be consulted on the Issuer's website at [www.grupoherdez.com.mx](http://www.grupoherdez.com.mx) and on the website of the Bolsa Mexicana de Valores, S.A.B. de C.V. at [www.bmv.com.mx](http://www.bmv.com.mx).*

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**Exhibit 1.** Opinion of the Issuer's independent external auditors on the basis of preparation of the pro forma financial information.

The exhibits attached to this Information Declaration form an integral part thereof.

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## DEFINED TERMS

Unless otherwise defined herein, capitalized terms used in this Information Statement and listed below shall have the following meanings, which shall apply equally to the singular or plural forms of such terms:

Term	Definition
<i>"Stock Exchange"</i>	Means the Bolsa Mexicana de Valores, S.A.B. de C.V., or otherwise any stock exchange authorized to operate as such by the Ministry of Finance and Public Credit.
<i>"Information Statement"</i>	Means this corporate restructuring information statement, prepared in accordance with the Securities Market Law and the General Provisions Applicable to Issuers of Securities and Other Securities Market Participants, in connection with the Transaction.
<i>"Issuer" o "Grupo Herdez"</i>	Means Grupo Herdez, S.A.B. de C.V.
<i>"Pro Forma Condensed Consolidated Financial Statements"</i>	Means the unaudited pro forma condensed consolidated statement of financial position of the Issuer as of December 31, 2024 and the unaudited pro forma condensed consolidated statement of income of the Issuer for the year ended December 31, 2024. The Pro Forma Financial Statements take into consideration the impact of the Transaction.
<i>"Approval Date"</i>	Means April 23, 2025, the date on which the general shareholders' meeting of Grupo Herdez will be held at which, among other matters, the Transaction will be submitted for approval, the full implementation of which will be subject to certain acts, authorizations and conditions, as indicated in this document.
<i>"Payment Date"</i>	Means the date on which the dividend in kind will be paid and, therefore, Grupo Nutrisa shares will be distributed to Grupo Herdez shareholders, which will be determined by the Board of Directors of Grupo Herdez.
<i>Grupo Nutrisa</i>	Means Grupo Nutrisa, S.A. de C.V., which as a result of the Corporate Restructuring will be called Grupo Nutrisa, S.A.B. de C.V. or any other corporate name that may be determined, as well as its subsidiaries.
<i>"IFRS"</i>	Means the International Financial Reporting Standards as defined by the International Accounting Standards Board (IASB), also known as IFRSs.
<i>"Pro Forma Condensed Consolidated Financial Information"</i>	Means the unaudited pro forma condensed consolidated statements of financial position of the Issuer, as of December 31, 2024, and the unaudited pro forma condensed consolidated statements of income of the Issuer, for the year ended December 31, 2024, and the related notes.

Term	Definition
<i>"Transaction" or "Corporate Restructuring"</i>	Means the corporate restructuring consisting mainly of the segregation of Grupo Herdez, through the delivery to the shareholders of Grupo Herdez, as a dividend in kind, of the shares representing the capital stock of Grupo Nutrisa, a company that is currently a subsidiary of Grupo Herdez and that is expected to adopt the regime of a publicly traded stock corporation with variable capital and will be listed on the Stock Exchange, as described in this Information Statement.
<i>"Pesos" o "\$" o "Ps."</i>	Means pesos, legal tender in the United Mexican States.
<i>"Annual Report"</i>	Means the Issuer's annual report for the year ended December 31, 2024, which is available on the Issuer's website <a href="http://www.grupoherdez.com.mx">www.grupoherdez.com.mx</a> and on the Exchange's website <a href="http://www.bmv.com.mx">www.bmv.com.mx</a> .

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## EXECUTIVE SUMMARY

*The following is a summary that provides a brief description of the participants and the most relevant aspects of the Corporate Restructuring, which does not intend to be exhaustive and contains all the information that may be relevant to the Corporate Restructuring, and is supplemented by the detailed information and financial information included in other sections of this Information Statement.*

*You should read carefully the entirety of this Information Statement, including the sections entitled "Risk Factors", "Detailed Information about the Transaction" and "Management's Discussion and Analysis of Financial Condition and Results of Operations", as well as the Pro Forma Financial Statements and the notes thereto, included in this Information Statement, which are supplemented by the information set forth in the Issuer's Annual Report, which is incorporated by reference into this Information Statement. This document can be consulted on the Exchange's website at [www.bmv.com.mx](http://www.bmv.com.mx) and the Issuer's website at [www.grupoherdez.com.mx](http://www.grupoherdez.com.mx).*

***This document contains certain forecasts or projections, which reflect the current views or expectations of Grupo Herdez and its management with respect to its performance, business and future events. Grupo Herdez uses words such as "believe", "anticipate", "plan", "expect", "intend", "target", "estimate", "project", "predict", "forecast", "guidelines", "should" and other similar expressions to identify forecasts or projections, but this is not the only way in which it refers to them. Such statements are subject to certain risks, contingencies and assumptions. Grupo Herdez cautions that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed herein. Grupo Herdez is not subject to any obligation and expressly disclaims any intention or obligation to update or modify any forecast or projection that may result from new information, future events or any other cause.***

### ***The Transaction***

The transaction described and proposed in this Information Statement consists of empowering the Board of Directors of Grupo Herdez to decree the payment of a dividend in kind, to be distributed at a rate of \$12.2820 (twelve pesos 2820/10000 M.N.) per Grupo Herdez share, through the delivery of all the shares owned by Grupo Herdez, representing the capital stock of Grupo Nutrisa, S.A. de C.V., considering the factor between Grupo Nutrisa shares and Grupo Herdez shares determined by the Board of Directors on the Payment Date, as determined and declared by the Board of Directors of the Company.

Grupo Nutrisa is a holding company of retail businesses that owns the Nutrisa®, Moyo®, Cielito Querido Café® and Chilim Balam® brands. Grupo Nutrisa operates mainly through stores located in Mexico and is a relevant player in the impulse segment, including frozen yogurt, coffee, candies, and snacks. 92% of the business's sales are generated through company-owned stores, and the remaining 8% through franchises. Grupo Nutrisa's activities are carried out through the following operating and sales channels:

(i) **Nutrisa®:** Offers frozen yogurt, focused on natural ingredients and healthy options. It also specializes in the health food category, focusing on healthy foods and snacks. In addition to options for immediate consumption, it also offers products to go, such as beauty products and dietary supplements. It began its commercial activity in 1979 commercializing natural products. In 1983, it became a pioneer in frozen yogurt in Mexico. In 1992, it began its expansion in the national territory incorporating the franchise concept. In 2013, it was acquired by Grupo Herdez. As of December 31, 2024, Nutrisa® had 381

points of sale in Mexico, of which 325 are company-owned and 56 are franchises.

**(ii) Chilim Balam®:** Offers a variety of packaged and bulk candies, beverages and snacks. It offers customers the opportunity to create and combine products to satisfy any type of craving by creating their own combinations and preparations. Chilim Balam® has been in the market for more than 25 years and was acquired by Grupo Herdez in May 2021. As of December 31, 2024, Chilim Balam® had 101 points of sale in Mexico, of which 95 are company-owned and 6 are franchises.

**(iii) Moyo®:** Offers fat-free frozen yogurt, incorporating innovative flavors. Moyo® is a Mexican brand founded in 2008 and was acquired by Grupo Herdez in 2019. As of December 31, 2024, Moyo® had 92 points of sale in the Mexican Republic, of which 56 are owned and 33 are franchises. Additionally, it had 22 franchises abroad.

**(iv) Cielito Querido Café®:** Offers a variety of coffee-based beverages, including some traditional Mexican options such as café de olla and chocolate. It offers food to accompany the beverages, such as pan dulce (Mexican pastries), sandwiches and other light dishes. Its focuses on Mexican culture. It is a Mexican brand, dedicated to the production of coffee drinks, under an innovative concept of Mexican tradition. It was acquired by Grupo Herdez in December 2019. As of December 31, 2024, Cielito Querido Café® had 93 points of sale in the Mexican Republic, of which 91 are owned and 2 are franchises.

Grupo Nutrisa's business strategy has been through the presence of stores in the main shopping centers in the most important cities of the Mexican Republic.

Prior to the decree of the dividend referred to in this document, Alimentos Benefits, S.A. de C.V. would have ceased to be a direct subsidiary of Grupo Nutrisa, becoming a direct subsidiary of Grupo Herdez, maintaining the Helados Nestle® business in Grupo Herdez.

Grupo Herdez believes that separating from the Issuer, and distributing to the shareholders of Grupo Herdez, the Grupo Nutrisa business, among others, would provide optionality and differentiation capabilities to the shareholders of Grupo Herdez; allow each entity to be operated autonomously with independent administrative, operational, commercial and financial objectives; improve their competitive position by functioning as independent entities that could focus their efforts and resources on improving and strengthening their position in their respective businesses; focus particular management and financing on their operations; allow the management teams of each of these businesses to develop their own strategy and operation, allowing them to reach their appropriate size; and maximize the flexibility of both entities to capitalize on their respective operations; would focus particular management and financing on their operations; would allow the management teams of each of these businesses to develop their own strategy and operations, enabling them to achieve their appropriate size; and would maximize the flexibility of both entities to capitalize on growth opportunities in changing markets.

It is expected that the Company will receive an appraisal in terms of Article 18, section II of the Income Tax Law and Article 3 of the Regulations of the Federal Tax Code. In addition, if the spin-off occurs, it will be necessary to enter into transition agreements between the two entities, on market terms, in order to achieve a successful and efficient separation.

Subject to the corresponding regulatory approvals, it is expected that Grupo Nutrisa will adopt the regime of a public corporation with variable capital, register its shares in the National Securities Registry maintained by the National Banking and Securities Commission, and list on the Stock Exchange, the shares representing the capital stock of Grupo Nutrisa that will be distributed to Grupo Herdez shareholders as described in this Information Statement. Neither Grupo Herdez





nor Grupo Nutrisa would conduct a public offering of shares in the context of the proposal described herein. The remaining business units and operations would remain in Grupo Herdez.

The Corporate Restructuring will allow the independent operation of two different types of businesses, so that the corresponding financial, operational, technological and administrative needs of each business can be met more effectively.

The Board of Directors of Grupo Herdez has favorably viewed the proposal described herein and has resolved to propose it to the Shareholders' Meeting. It is proposed to the Shareholders' Meeting to authorize the Board of Directors to declare and pay the dividend in kind, consisting in the delivery of all the shares representing the capital stock of Grupo Nutrisa owned by Grupo Herdez, as described in this document.

### ***Securities of Grupo Nutrisa***

It is expected that, prior to the listing of the shares representing the capital stock of Grupo Nutrisa on the Stock Exchange, the capital stock of Grupo Nutrisa will be represented by a single series of shares, Series A, with full voting rights. Subject to the corresponding authorizations, it is expected that the shares of Grupo Nutrisa will be registered in the National Securities Registry and listed on the Stock Exchange, without a public subscription offering.

The shares to be distributed as a result of the Corporate Restructuring will be delivered to the shareholders of Grupo Herdez in the same proportion as the shares they hold in Grupo Herdez. Only shares outstanding on the record date, as communicated by Grupo Herdez, will be entitled to receive shares of Grupo Nutrisa, and treasury shares of Grupo Herdez will not have any rights in connection with the issuance of shares as a result of the Corporate Restructuring.

It is expected that the shares representing the capital stock of Grupo Nutrisa will be distributed to the shareholders of Grupo Herdez once the shares representing the capital stock of Grupo Nutrisa are registered in the National Securities Registry and listed on a Stock Exchange. Once the shares representing the capital stock of Grupo Nutrisa are registered in the National Securities Registry and in the list of securities eligible for trading on the Stock Exchange, the delivery of the shares of Grupo Nutrisa will be made to the shareholders directly or through Indeval, on the Payment Date and in accordance with the terms of the notice that Grupo Herdez will publish for the information of its shareholders.

For a more detailed comparison between the characteristics of the shares of Grupo Herdez and the shares of Grupo Nutrisa, see "*Detailed Information About the Transaction - Relevant differences between the shares of Grupo Herdez and Grupo Nutrisa as a result of the Corporate Restructuring*" section of this Information Statement.

### ***The Issuer***

The information corresponding to this section is available on the Issuer's Annual Report, which is incorporated by reference to this Information Statement. This document may be consulted on the Issuer's website at [www.grupoherdez.com.mx](http://www.grupoherdez.com.mx) and on the Exchange's website at [www.bmv.com.mx](http://www.bmv.com.mx).

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## DETAILED INFORMATION ABOUT THE TRANSACTION

### Detailed information about the Transaction

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## **Previous Steps**

### **Internal reorganization**

The Corporate Restructuring will be carried out in accordance with the bylaws of Grupo Herdez, the Mexican Securities Market Law and the provisions contained therein. Only Grupo Herdez shareholders will receive Grupo Nutrisa shares as a result of the Corporate Restructuring. Grupo Herdez will not receive any Grupo Nutrisa Shares as part of the Corporate Restructuring.

Grupo Herdez has taken and/or will take a series of legal and corporate actions to reorganize specific subsidiaries in order to facilitate the implementation of the Corporate Restructuring. In this sense, Grupo Herdez has executed and will execute a series of acts and reorganizations prior to, and may execute actions subsequent to, the Transaction in order to establish an adequate structure and organization so that, at the time of the separation of Grupo Nutrisa and distribution of the shares, such company will operate independently from Grupo Herdez. Among such actions, Alimentos Benefits, S.A. de C.V. would have separated from Grupo Nutrisa, so it remains in the consolidated financial parameter of Grupo Herdez, therefore the business of Helados Nestlé®, remains in the scope of Grupo Herdez.

As part of the Corporate Restructuring, the necessary elements would be separated, and the necessary agreements would be entered into, to carry out the business of Grupo Nutrisa independently from Grupo Herdez, which business would be carried out through the brands Nutrisa®, Chilim Balam®, Moyo® and Cielito Querido Café®.

### **Third party consents**

In addition to the registration of the shares representing the capital stock of Grupo Nutrisa in the National Securities Registry and their listing on the Stock Exchange, the Corporate Restructuring may require obtaining waivers, consents or authorizations from third parties, including creditors, customers, suppliers, among others, that are in the process of identifying. Although there is no reason to believe that the counterparties would not, if necessary, grant a waiver, consent or authorization for the consummation of the proposal described herein, it cannot be assured that such waivers, consents or authorizations will be obtained, if required, in a timely manner or at all, or that the terms and conditions of agreements will not be modified.

Approval of the Board of Directors of Grupo Herdez

At its meeting held on February 19, 2025, the Board of Directors of Grupo Herdez favorably received the separation proposal described herein and resolved to propose it to the Shareholders' Meeting. It is proposed that the Shareholders' Meeting authorize the Board of Directors to declare and pay the dividend in kind, consisting of the delivery of all the shares representing the capital stock of Grupo Nutrisa owned by Grupo Herdez, as described in this document.

Today Grupo Herdez published the following press release:

**"Grupo Herdez proposes to list and distribute Grupo Nutrisa shares to all its shareholders"**

Mexico City, Mexico, April 7, 2025 – Grupo Herdez, S.A.B. de C.V. ("Grupo Herdez" or the "Company") (BMV: HERDEZ), hereby announces that on April 23, 2025, it will propose to its shareholders' meeting, among other matters, the potential distribution of a dividend in kind. This would be carried out through the transfer of all shares owned by the Company, representing the share capital of Grupo Nutrisa, S.A. de C.V., a holding entity that operates the retail business which includes the Nutrisa®, Moyo®, Cielito Querido Café®, and Chilim Balam® brands. It is expected that, prior to the distribution of this dividend, the shares of Grupo Nutrisa, S.A. de C.V. will be registered in the National Securities Registry (Registro Nacional de Valores) of the National Banking and Securities Commission (Comisión Nacional Bancaria y de Valores), and listed on the Mexican Stock Exchange (Bolsa Mexicana de Valores, S.A.B. de C.V.), without conducting a public offering.

The Company estimates that separating and distributing the shares of Grupo Nutrisa, S.A. de C.V. to Grupo Herdez shareholders would provide optionality and differentiation capacity to shareholders.

The Company is calling a shareholders' meeting to present this proposal, it will make available to the Company's shareholders and the investing public in general, an information statement to support shareholders in their decision-making process. The information statement is attached.

*This press release does not constitute an offer to sell securities in Mexico or elsewhere.*

*This press release contains certain forward-looking statements or projections, which reflect the current view or expectations of the Company and its management with respect to its performance, business, and future events. The Company uses words such as "believe," "anticipate," "plan," "expect," "intend," "objective," "estimate," "project," "predict," "forecast," "guidelines," "should," and other similar expressions to identify forward-looking statements or projections, but this is not the only way it refers to them. Such statements are subject to certain risks, contingencies, and assumptions. The Company notes that a significant number of factors could cause actual results to differ materially from the plans, objectives, expectations, estimates, and intentions expressed in this press release. The Company is not under any obligation and expressly disclaims any intention or obligation to update or modify any forward-looking statement or projection that may result from new information, future events, or any other cause.*

### **Shareholders' Meeting of Grupo Herdez**

On April 23, 2025, a General Shareholders' Meeting of Grupo Herdez will be held, at which the shareholders of Grupo Herdez will, among other matters, discuss and vote on the approval of the Corporate Restructuring and on authorizing the Board of Directors to declare and pay the dividend in kind, consisting of the delivery of all of the shares representing the capital stock of Grupo Nutrisa, owned by Grupo Herdez.

### **Conditions**

The Corporate Restructuring, as well as the final implementation of certain previous steps outlined in this Information Statement, is subject to obtaining various corporate and legal authorizations, consents and/or non-objections, as well as the effectiveness of the authorizations already obtained.

The main condition to which the Corporate Restructuring is subject is the decree and payment of the dividend in kind, consisting of the delivery of all the shares representing the capital stock of Grupo Nutrisa, owned by Grupo Herdez, by the Board of Directors of that Issuer, which is expected to occur once the shares representing the capital stock of Grupo Nutrisa are registered in the National Securities Registry and listed on the Stock Exchange. The implementation of the proposal described in this document requires various corporate, legal, regulatory, civil and/or commercial processes, procedures, authorizations and/or consents, many of which are not under the control of Grupo Herdez. The Board of Directors of Grupo Herdez may determine, in any case and at its reasonable discretion, the existence of any conditions, which are for the exclusive benefit of Grupo Herdez and may be invoked, used or exercised, determined by Grupo Herdez, regardless of the circumstances that gave rise to them. They may also be waived by Grupo Herdez (to the extent legally permitted) in whole or in part, at any time, and from time to time, at its sole discretion.

Different acts may depend on third parties, in addition to Grupo Herdez, for which reason there is no control over the timing, if they are carried out or if they are carried out as expected, including the registration of the shares representing the capital of Grupo Nutrisa in the National Securities Registry of the National Banking and Securities Commission.

### ***Registration of Grupo Nutrisa's shares in the National Securities Registry.***

In the event that the Issuer's Shareholders' Meeting approves the Transaction, it is expected that Grupo Nutrisa will request the Mexican National Banking and Securities Commission to register the shares representing its capital stock in the National Securities Registry. It is also expected that Grupo Nutrisa will apply to the Stock Exchange for the listing of its shares, with the purpose of having these shares listed on the Stock Exchange.

### ***Distribution of Shares***

Grupo Nutrisa shares will be distributed to Grupo Herdez shareholders on the Payment Date determined by the Board of Directors and in accordance with the notices issued by Grupo Herdez.

### ***Continuity***

Once the Corporate Restructuring becomes effective, Grupo Herdez will continue to be a holding company, and its operations will be mainly focused on the processed foods and ice cream sector.

For its part, Grupo Nutrisa will be organized as an independent company, with sufficient

capacity to hold and dispose of its own assets. Grupo Nutrisa has held or will soon hold a stockholders' meeting at which it will adopt the stock corporation regime and will appoint and/or ratify members of its board of directors and other corporate bodies consistent with that regime.

In addition, Grupo Herdez and Grupo Nutrisa, as well as their respective subsidiaries, may enter into various agreements and contracts customary in this type of transaction to facilitate the separation.

### ***Objective of the Operation***

The main objectives of the Corporate Restructuring are as follows:

- Convert Grupo Nutrisa into a new entity independent from Grupo Herdez, to allow investors to differentiate and select between two classes of businesses, operated autonomously with independent administrative, operational, commercial and financial objectives;
- Improve the competitive position of the businesses of Grupo Herdez and Grupo Nutrisa, by operating as independent companies, both Grupo Herdez and Grupo Nutrisa will be able to focus their efforts and resources on improving and strengthening their position in their respective industries;
- Maximize the value of the assets of each of Grupo Herdez and Grupo Nutrisa, allowing their optimal development through a particular management of their operations;
- Enable the management teams of each of these businesses to develop their own strategy and operation, allowing them to reach their appropriate size;
- Enable each of these two companies to obtain a more efficient market valuation;
- Maximize the flexibility of both companies to capitalize on growth opportunities in changing markets; and
- Potentially unlock industrial benefits, allowing for a reconfiguration of resource allocation, including future savings in operating and capital expenditures for Grupo Herdez.

We believe that the above purposes can be achieved satisfactorily and quickly if Grupo Herdez carries out the Corporate Restructuring, since the allocation of the segments contemplated to Grupo Nutrisa and its subsidiaries will allow this new autonomous company to optimize its operating and financial position, as well as its competitive position.

Upon consummation of the separation, Grupo Nutrisa will have a broad and diversified portfolio in the commercial impulse segment with brands such as Nutrisa®, Chilim Balam®, Moyo® and Cielito Querido Café®, with a total of 667 points of sale in Mexico.

### ***Advantages of Business Unit Separation***

Grupo Nutrisa, as a specialized company, will be able to enjoy important advantages derived from the separate operation of its business, including:

**Growth opportunity.** Grupo Nutrisa will be able to become a leading player in the Mexican market, including in the frozen yogurt, coffee, candy and snacks segments.





**Unique business model.** Grupo Nutrisa operates an extensive network of establishments focused on satisfying both immediate and planned consumer needs. With iconic brands such as Nutrisa®, Chilim Balam®, Moyo® and Cielito Querido Café®, it offers customers a wide variety of healthy and delicious options. The business model is based on product quality, service excellence and a deep understanding of consumer needs.

### ***Operating Expenses***

The expenses inherent to the corporate, regulatory and legal acts and processes that constitute the Corporate Restructuring will be assumed by Grupo Herdez and its subsidiaries, except for those that by their very nature must be assumed by Grupo Nutrisa or any of its subsidiaries. These expenses include, among others, legal, tax and external audit fees, which are common in a transaction of this nature. As of the date of this Information Statement, expenses derived from the Corporate Restructuring are expected to amount to approximately \$20 million pesos. The aforementioned expenses do not include expenses related to the payment of duties, taxes, registration fees, including those derived from the corresponding public registries, the National Securities Registry and the listing of Grupo Nutrisa's shares on the Stock Exchange.

### ***Approval Date of the Transaction***

On February 19, 2025, the Board of Directors of Grupo Herdez favorably received the proposal described herein and resolved to propose it to the Shareholders' Meeting. It is proposed that the Shareholders' Meeting authorize the Board of Directors to declare and pay the dividend in kind, consisting of the delivery of all of the shares representing the capital stock of Grupo Nutrisa owned by Grupo Herdez, as described in this document.

In order to obtain the approval of the Stockholders' Meeting of Grupo Herdez to carry out the Transaction, on April 7, 2025, a call for a General Stockholders' Meeting of Grupo Herdez was published, which will be held on April 23, 2025. The meeting will address, among other matters, the approval of the Transaction and acts necessary to carry out, and related to, the Transaction. The corresponding notice was published in the appropriate media in accordance with applicable law and the bylaws of Grupo Herdez.

### ***Payment Date***

The payment of the dividend in kind consisting of the delivery of Grupo Nutrisa's shares will be declared by the Board of Directors of Grupo Herdez and such Board will determine the payment date, it is expected, once the shares of Grupo Nutrisa are registered in the National Securities Registry maintained by the National Banking and Securities Commission and listed on the Stock Exchange. The distribution of the shares representing the capital stock of Grupo Nutrisa will be made as follows:

- On the Payment Date, each holder of Grupo Herdez shares will receive the number of shares determined by the Board of Directors, for each Grupo Herdez share owned on the record date, as communicated by Grupo Herdez.
- Subsequent to the payment of the dividend in kind, each shareholder of Grupo Herdez will continue to own the same number of shares of Grupo Herdez.

Only holders of Grupo Herdez shares at the time of the record date, as communicated by

Grupo Herdez, will receive Grupo Nutrisa shares as a result of the Corporate Restructuring on the Payment Date. Grupo Herdez will not receive any Grupo Nutrisa shares as part of the Corporate Restructuring.

Once the National Banking and Securities Commission has authorized the registration of the shares of Grupo Nutrisa in the National Securities Registry and the favorable opinion of the Stock Exchange is obtained so that such shares are eligible for listing and, therefore, for quotation in the Stock Exchange, Grupo Herdez will proceed to distribute the shares of Grupo Nutrisa to the shareholders.

Prior to the Payment Date there will be no separate securities for Grupo Nutrisa shares and, therefore, no investor will be able to buy, acquire, sell or transfer shares of Grupo Nutrisa or Grupo Herdez separately in the stock market. The right to receive Grupo Nutrisa shares may not be traded at any time separately from Grupo Herdez shares.

In the case of securities deposited with Indeval, the distribution of shares will be made in terms of the notice that Grupo Herdez will publish for the information of its shareholders in accordance with the provisions of the applicable provisions. For this purpose, shareholders will be notified of the Payment Date, the date on which Grupo Nutrisa shares will be independently listed on the Stock Exchange, and the delivery of the securities representing such shares. It is expected that the distribution of Grupo Nutrisa shares, as payment of dividend in kind, will occur until the shares have been registered in the National Securities Registry.

With respect to the shares that are not deposited with Indeval, the distribution of Grupo Nutrisa shares will be made in the manner and at the time determined in the notice to shareholders that Grupo Herdez will publish for the information of its shareholders.

***Relevant differences between the shares of Grupo Herdez and Grupo Nutrisa as a result of the Corporate Restructuring***

**Grupo Herdez**

Currently, the shares representing the capital stock of Grupo Herdez are divided into two classes:

Class "I", which is comprised of shares representing the minimum fixed capital, without withdrawal rights, amounting to \$6,825,294.70 pesos.

Class "II" will consist of shares representing the variable portion of capital stock.

In terms of the last paragraph of article fifty of the Securities Market Law, the holders of shares representing the variable capital of the Company will not have the right of withdrawal referred to in article two hundred and twenty of the General Law of Commercial Companies. Unless the Company issues shares other than common shares pursuant to the provisions of article fifty-four of the Securities Market Law, all of the Company's capital stock will be represented by common, nominative shares, with no par value, freely subscribed, which will confer to their holders equal rights and obligations.

All Grupo Herdez shares confer equal rights and obligations to their holders. In terms of Article 54 of the Securities Market Law, the Company may issue shares other than ordinary shares, including but not limited to limited or restricted voting shares or shares without voting rights, and/or those issued by the Company pursuant to Articles 112 and 113 of the General Law of Mercantile Corporations. The Company must disclose the characteristics, rights and restrictions of the series or

classes of its shares through the Stock Exchange on which the Company is listed in terms of Article 54 of the Securities Market Law.

As a result of the Transaction, there will be no increase and/or reduction of capital stock in Grupo Herdez.

#### *Grupo Nutrisa*

To date, the capital stock of Grupo Nutrisa is represented by 3,581,345,191 shares with full voting rights and it is expected that prior to the Payment Date, the capital stock of Grupo Nutrisa will be adjusted in the context of the Corporate Restructuring.

It is expected that prior to the Payment Date, all of the shares representing the capital stock of Grupo Nutrisa will represent fixed capital, so that all of the shares of Grupo Nutrisa to be distributed will belong to the same series and class.

The Company intends to request the National Banking and Securities Commission to register the shares of Grupo Nutrisa in the National Securities Registry. In addition, the Company intends to request the Stock Exchange to list the shares in order to list them on the stock market.

We note that, as of the Payment Date, Grupo Nutrisa will be totally independent from Grupo Herdez.

Once Grupo Nutrisa becomes an issuer with securities registered in the National Securities Registry, it will be obligated to comply with all transparency and corporate governance mandates set forth in current and applicable Mexican securities regulations.

#### ***Effect of the Corporate Restructuring on Grupo Herdez' Shares***

The Corporate Restructuring will not have any effect on the shares representing the capital stock of Grupo Herdez nor on the rights conferred by such shares to their holders.

As a result of the Corporate Restructuring, there will be no capital stock reduction for Grupo Herdez.

#### ***Accounting treatment of the transaction***

The accompanying unaudited pro forma condensed consolidated statement of financial position and unaudited pro forma condensed consolidated statement of income have been prepared by management using the accounting policies of Grupo Herdez, S.A.B. de C.V., in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board ("IASB").

The unaudited pro forma information was prepared as if the corporate restructuring had occurred as of December 31, 2024, for purposes of the unaudited pro forma condensed consolidated statement of financial position and unaudited pro forma condensed consolidated statement of income for the year ended December 31, 2024.

Grupo Nutrisa would have implemented the discontinuation of the operation of its subsidiary Alimentos Benefits, S.A. de C.V., so that the operation remains in Grupo Herdez; prior to the divestment of Grupo Nutrisa in Grupo Herdez through the payment of a dividend in kind to its shareholders. This transaction was classified as a transaction between entities under common

control, so any difference between the consideration paid and the total book value of the assets and liabilities of the acquired entity at the date of the transaction is included in equity accounts.

The pro forma information was prepared as if the Transaction had occurred on December 31, 2024, for the purposes of the Issuer's pro forma consolidated statements of financial position as of December 31, 2024, as well as the Issuer's unaudited pro forma consolidated income statements for the year ended December 31, 2024. The divestment of Grupo Nutrisa from Grupo Herdez was classified as a transaction between entities under common control, so any difference between the agreed price and the book value was recorded in equity as other equity accounts, as it was not a business combination.

#### Pro forma adjustments

The pro forma adjustments included in the Issuer's unaudited pro forma consolidated statements of financial position as of December 31, 2024, and in the Issuer's unaudited pro forma consolidated statements of income for the year ended December 31, 2024, as described below, represent the Transaction as if all prior acts, including but not limited to corporate and governmental requirements and authorizations, described herein had been obtained. For more information, see "Detailed Description of the Transaction" and "Previous Steps" in the "Detailed Transaction Information" section of this Information Statement.

This financial information is not intended to represent the operating results or the financial position of the Issuer as if the Operation had been presented on the specific dates, nor is the information intended to project the operating results and the financial situation of the Issuer for future periods or any future date.

**All pro forma adjustments are based on preliminary estimates and assumptions and are subject to change, adjustment and revision upon completion of the Transaction.**

For further information, see the "*Management's Discussion and Analysis of Results of Operations and Financial Condition*" section of this Information Statement.

#### Transaction Financing Sources

The distribution of Grupo Nutrisa's shares, without considering prior acts, does not require any external source of financing.

#### Tax Consequences of the Transaction

This section contains a summary description of certain tax consequences of the proposal referred to in this document. Such summary does not intend to be an exhaustive analysis of all tax considerations that may be important in making a voting decision. Each shareholder of the Company should consult his or her own tax advisor as to the tax consequences that may result from the proposal referred to herein.

The proposal described in this document refers to a dividend to be paid in kind, with shares representing the capital stock of Grupo Nutrisa, which is an entity different from the Company. Considering that the Company is a tax resident in Mexico, such dividend in kind has tax consequences for both the Issuer and the shareholders who receive it.

## **A. Main tax consequences for the Company.**

### *Disposal*

The distribution of shares representing the capital stock of Grupo Nutrisa, as payment of a dividend in kind, would constitute a disposal for tax purposes. Consequently, the Company must determine whether there is a tax gain or loss for the Company and, if so, determine the corresponding income tax, considering the value of the shares to be distributed on the date on which their ownership is transferred, in accordance with the appraisal made in terms of the applicable tax provisions. The disposal is not expected to have significant adverse tax implications for the Company.

It is expected that, prior to the declaration and payment of the dividend in kind, the Company will perform an appraisal in terms of article 18, section II of the Income Tax Law and article 3 of the Regulations of the Federal Tax Code, which will serve, among other aspects, as a basis for determining the tax gain or loss generated by the Company from the disposal of the shares owned by the Company, representing the capital stock of Grupo Nutrisa.

### *Dividend*

In general, corporations that distribute dividends must calculate and pay the corresponding tax, applying a rate of 30%. For these purposes, the dividends distributed are multiplied by a factor of 1.4286 and the 30% rate mentioned above is applied to the result. Such tax may be creditable, if the assumptions and requirements set forth in the applicable legal provisions are met. The foregoing, in terms of the provisions of Article 10 of the Income Tax Law.

However, considering that the dividend referred to in this document is expected to come entirely from the balance of the Company's Net Tax Profit Account (CUFIN) on the Payment Date, in that case, the Company would not be obliged to pay the income tax referred to in this section.

## **B. Main tax consequences for shareholders receiving the dividend.**

The tax consequences for shareholders receiving the dividend referred to in this document will depend, among other factors, on their legal nature (individual or legal entity) and their tax residence. The concept of residence for tax purposes is highly technical and the character of resident may be acquired under various circumstances, as provided in Article 9 of the Mexican Federal Tax Code.

### *Individuals resident for tax purposes in Mexico*

Individuals who are tax residents in Mexico must add the income received from dividends to their other income. These individuals may credit the income tax paid by the Company against the income tax determined in their annual tax return, in certain circumstances and in compliance with the requirements established for this purpose. Furthermore, individuals will be subject to an additional rate of 10% on the amount of the dividend distributed by legal entities resident in Mexico for tax purposes. The method of payment of this tax is briefly described later in this section.

### *Legal entities resident for tax purposes in Mexico*

Legal entities resident for tax purposes in Mexico would not be subject to the obligation to pay the additional rate of 10% applicable to individuals resident abroad. Furthermore, they would not be obliged to include the dividend in their respective annual tax returns and the amount of the dividend received should have a positive impact on their own net tax profit accounts (CUFIN).

*Individuals and legal entities residing for tax purposes abroad*

For individuals and legal entities resident for tax purposes abroad, in the case of dividend income, the source of wealth is considered to be in national territory when the legal entity that distributes the dividends is resident for tax purposes in the country, which is the case referred to in this document, and the dividend would be subject to an additional rate of 10% on the amount of the dividend distributed by legal entities resident for tax purposes in Mexico.

### *Withholding*

In general, legal entities resident in Mexico that distribute dividends are obliged to withhold the tax obtained from applying the additional rate of 10% on said dividends to individuals resident for tax purposes in Mexico and to individuals or legal entities resident for tax purposes abroad. However, considering that the shares representing the capital stock of Grupo Herdez are registered in the National Securities Registry and listed on the Stock Exchange, the withholding of income tax applicable to the dividend would be carried out through the intermediaries of the stock market.

In accordance with rule 3.9.1. "Information and records on dividends or distributed profits and tax withholdings thereon" of the Miscellaneous Tax Resolution for 2025, persons who receive income from dividends paid in kind through the delivery of shares of legal entities other than those making the distribution, as would be the case of the Operation described in this document, may authorize stock market intermediaries to sell the shares necessary to cover the income tax incurred, or provide resources so that the intermediaries can make the corresponding withholding and payment. Otherwise, the persons receiving such income must pay the respective income tax directly to the Tax Administration Service by the 17th day of the calendar month immediately following the date on which it was incurred, i.e. the Payment Date.

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## PARTIES TO THE TRANSACTION

### The Issuer

#### *Name of Issuer*

Grupo Herdez, S.A.B. de C.V.

#### *Description of the Business*

The information corresponding to this section may be consulted in the Annual Report, which is incorporated in reference to this Information Statement. This document may be consulted on the Exchange's website at [www.bmv.com.mx](http://www.bmv.com.mx) and the Issuer's website at [www.grupoherdez.com.mx](http://www.grupoherdez.com.mx).

#### *Evolution and Recent Developments*

The information corresponding to this section may be consulted in the Annual Report, which is incorporated in reference to this Information Statement. This document may be consulted on the Exchange's website at [www.bmv.com.mx](http://www.bmv.com.mx) and the Issuer's website at [www.grupoherdez.com.mx](http://www.grupoherdez.com.mx).

### Grupo Nutrisa

#### *Name*

Grupo Nutrisa, S.A. de C.V. as of the Payment Date, it is expected, Grupo Nutrisa, S.A.B. de C.V. or such other corporate name as may be determined.

#### *Business Description*

Grupo Nutrisa is a holding company of retail businesses that owns the Nutrisa®, Moyo®, Cielito Querido Café® and Chilim Balam® brands. Grupo Nutrisa operates mainly through stores located in Mexico and is a relevant player in the impulse segment, including frozen yogurt, coffee, candies, and snacks. 92% of the business's sales are generated through company-owned stores, and the remaining 8% through franchises. Grupo Nutrisa's activities are carried out through the following operating and sales channels:

Grupo Nutrisa's activities are developed through the following operating and sales channels:

**(i) Nutrisa®:** Offers frozen yogurt, focused on natural ingredients and healthy options. It also specializes in the health food category, focusing on healthy foods and snacks. In addition to options for immediate consumption, it also offers products to go, such as beauty products and dietary supplements.

It began its commercial activity in 1979 commercializing natural products. In 1983, it became a pioneer in frozen yogurt in Mexico. In 1992, it began its expansion in the national territory incorporating the franchise concept. In 2013, it was acquired by Grupo Herdez.

As of December 31, 2024, Nutrisa® had 381 points of sale in Mexico, of which 325 are company-owned and 56 are franchises.



**(ii) Chilim Balam®:** Offers a variety of packaged and bulk candies, beverages and snacks. It offers customers the opportunity to create and combine products to satisfy any type of craving by creating their own combinations and preparations.

Chilim Balam® has been in the market for more than 25 years and was acquired by Grupo Herdez in May 2021. As of December 31, 2024, Chilim Balam® had 101 points of sale in Mexico, of which 95 are company-owned and 6 are franchises.

**(iii) Moyo®:** Offers fat-free frozen yogurt, incorporating innovative flavors.

Moyo® is a Mexican brand founded in 2008 and was acquired by Grupo Herdez in 2019. As of December 31, 2024, Moyo® had 92 points of sale in the Mexican Republic, of which 56 are owned and 33 are franchises. Additionally, it had 22 franchises abroad.

**(iv) Cielito Querido Café®:** Offers a variety of coffee-based beverages, including some traditional Mexican options such as café de olla and chocolate. It offers food to accompany the beverages, such as pan dulce (Mexican pastries), sandwiches and other light dishes. Its focuses on Mexican culture.

It is a Mexican brand, dedicated to the production of coffee drinks, under an innovative concept of Mexican tradition. It was acquired by Grupo Herdez in December 2019.

As of December 31, 2024, Cielito Querido Café® had 93 points of sale in the Mexican Republic, of which 91 are owned and 2 are franchises.

Grupo Nutrisa's business strategy has been through the presence of stores in the main shopping centers in the most important cities of the Mexican Republic.

#### *Description of Grupo Nutrisa's business*

Grupo Nutrisa is a holding company of retail businesses that owns the Nutrisa®, Moyo®, Cielito Querido Café® and Chilim Balam® brands. Grupo Nutrisa operates mainly through stores located in Mexico and is a relevant player in the Impulse segment, including frozen yogurt, coffee, candies, and snacks. 92% of the business's sales are generated through company-owned stores, and the remaining 8% through franchises. Its business model is based on key locations of its points of sale, product quality, service excellence, and a deep understanding of consumers' needs. As of December 31, 2024, Grupo Nutrisa has 667 points of sale in Mexico, consolidating its presence and commitment to the diversity of palates and lifestyles of Mexicans.

Based on internal estimates and analysis, such as the number of points of sale and the number of brands we manage and their sales, we consider Grupo Nutrisa to be a leading player in Mexico within the segments of points of sale that serve the impulse category with ice cream parlors and cafeterias, among other categories.

Grupo Nutrisa has a broad and diversified portfolio in the commercial Impulse segment with brands such as Nutrisa®, Chilim Balam®, Moyo®, and Cielito Querido Café®.

It is considered that Grupo Nutrisa has leading brands in the segments in which it participates, with a recognized track record and a trusted reputation among consumers. These brands, which cover various product categories, are highly valued by consumers, who recognize their quality and support.

In addition, Grupo Nutrisa is distinguished by its commitment to service excellence. This



commitment is reflected in the friendliness of its personnel, short waiting times and personalized service, as well as in the quality of its products, fundamental pillars of Grupo Nutrisa's operation.

#### **Capital structure as of this date, prior to decree and payment date**

##### *Grupo Herdez*

Description	OutstandingShares	% of equity
<b>Total</b>	<b>321,608,184</b>	<b>100%</b>

##### *Grupo Nutrisa*

Description	OutstandingShares	% of equity
<b>Total</b>	<b>3,581,345,191</b>	<b>100%</b>

Prior to the dividend declaration date and Payment Date, it is expected that the share capital and the number of outstanding shares of Grupo Nutrisa will be adjusted in the context of the Corporate Restructuring. Upon completion of the Corporate Restructuring, it is expected that Grupo Nutrisa will be a publicly traded corporation with variable capital. Any increase or decrease in the minimum fixed part of the share capital must be approved by an extraordinary general meeting of shareholders and, consequently, the bylaws must be amended to reflect such modification. Any increase or decrease in the variable part of Grupo Nutrisa's capital must be approved by an ordinary general meeting of shareholders without the need to amend the bylaws.

For further information on the characteristics of the shares of Grupo Herdez and the shares of Grupo Nutrisa, see in this section of this Information Statement the sections "*Detailed information on the Transaction - Relevant differences between the shares of Grupo Herdez and Grupo Nutrisa as a result of the Corporate Restructuring*".

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## RISK FACTORS

*The following risk factors related to Grupo Herdez, the Corporate Restructuring and Grupo Nutrisa have been identified in the context of the Transaction. If any of the risks described below were to occur, it could materially adversely affect the Transaction, as well as the business, financial condition or results of operations of the Issuer and/or Grupo Nutrisa. The risks described below are not the only risks that the Issuer, the Transaction or Grupo Nutrisa generally face. Additional risks and uncertainties that are not known to the Issuer or Grupo Nutrisa and that are not considered material may also have a material adverse effect on both the Transaction and the business, financial condition or results of operations of the Issuer and, from time to time, Grupo Nutrisa.*

### **Risk Factors related to the Issuer**

The information corresponding to this section may be consulted in the Issuer's Annual Report, which is incorporated by reference to this Information Statement. Such Annual Report may be consulted on the Exchange's website at [www.bmv.com.mx](http://www.bmv.com.mx) and the Issuer's website at [www.grupoherdez.com.mx](http://www.grupoherdez.com.mx).

### **Risk Factors Inherent to Corporate Restructuring**

#### *The Operation may not be executed*

As of the date of this Information Statement, the Issuer cannot confirm that the Transaction will actually be completed as a whole or under the terms contemplated in this Statement. As previously mentioned, the Transaction is subject to the obtaining of several authorizations and the fulfillment of other usual conditions in this type of operations, as well as the implementation of several previous steps. The consolidated financial statements issued as of the effective date of the Transaction may differ from the unaudited pro forma financial statements attached hereto.

#### *Some previous steps related to the Corporate Restructuring may not be executed.*

The Corporate Restructuring requires a series of prior legal and corporate actions to be taken. The implementation of some of these legal and corporate actions may not be effectively completed, due to, among other things, the existence of unusual conditions for this type of transaction or significant costs. Failure to complete some of the steps related to the Corporate Restructuring could affect the financial condition and results of operations of Grupo Nutrisa and/or Grupo Herdez.

#### *Lack of liquidity for Grupo Nutrisa shares*

There is currently no public market for Grupo Nutrisa's shares. Although we contemplate applying for a listing of Grupo Nutrisa's shares on the Stock Exchange, it cannot assure you that such a listing will be effective or that such a listing will develop liquidity in the stock market for the shares or the price at which Grupo Nutrisa's shares may be sold. Also, the liquidity and market for Grupo Nutrisa's shares may be affected by a number of factors, including changes in exchange rates and interest rates, the deterioration and volatility of markets for similar securities, changes in Grupo Nutrisa's liquidity, financial conditions, credit ratings, results and profitability. As a result, the initial trading price of Grupo Nutrisa's shares may not be indicative of their future trading value.

#### *Refusals or delays in the consent of Grupo Herdez shareholders and third parties.*

The Corporate Restructuring requires the approval of the holders of Grupo Herdez shares at a shareholders' meeting. If the shareholders do not approve the Corporate Restructuring or do so

after the Approval Date, it could be perceived negatively by investors, affecting the price of Grupo Herdez shares.

In addition, Grupo Herdez and/or Grupo Nutrisa may require consents from third parties, including creditors, customers, suppliers, among others. Although there is no reason to believe that the counterparties, if necessary, would not grant a waiver, consent or authorization for the performance of the proposal described herein, it cannot be guaranteed that such waivers, consents or authorizations will be obtained, if required, in a timely manner or at all, or that the terms and conditions of agreements will not be modified, and the modification, termination or early termination of commercial agreements with third parties could adversely impact the business and results of operations of Grupo Herdez and/or Grupo Nutrisa.

#### *Unanticipated operating costs*

Grupo Nutrisa and Grupo Herdez will incur costs related to the Transaction, including those arising from accounting, tax, legal and other professional services; financing costs in connection with the financing of Grupo Nutrisa as an independent company; compensation; costs of relocation and hiring of officers and employees; and costs of separating personnel, assets and information systems, among others. These costs, whether incurred before or after the Transaction, could be higher than expected and could have a material adverse effect on Grupo Nutrisa's business, financial condition, results of operations and cash flows.

It is expected that Grupo Nutrisa will become a publicly traded company with variable capital when the shares representing its capital stock are registered in the National Securities Registry, which will generate significant legal and accounting costs, among others, associated with the reporting obligations provided for in current and applicable Mexican securities legislation.

*Pro forma financial information presented is not necessarily indicative of future results and was not audited.*

The unaudited pro forma consolidated financial information included in this Information Statement is a preliminary estimate on assumptions and is subject to change, adjustment and revision upon completion of the Transaction and is intended to show the financial statements of Grupo Herdez and Grupo Nutrisa after the Transaction and therefore does not represent the actual results of operations that would have been obtained had the Transaction actually been completed. Consequently, the pro forma financial information presented in this document may not reflect the financial position or results of operations of Grupo Herdez and Grupo Nutrisa as independent companies.

The unaudited pro forma consolidated financial information included in this Information Statement is a preliminary estimate on assumptions and is subject to change, adjustment and revision upon completion of the Transaction, was prepared based on available information and assumptions that Grupo Herdez management believes to be reasonable, and is not intended to reflect the actual consolidated results of operations that would have been obtained had the Transaction been consummated on the dates assumed, nor is it intended to project the consolidated results of operations or financial condition of Grupo Herdez. The unaudited pro forma consolidated financial information of Grupo Herdez included in this Information Statement should be read in conjunction with the Issuer's historical consolidated financial statements, the notes thereto and the additional financial information included in its Annual Report.

#### *Variation in the Issuer's share price*

The Corporate Restructuring may be perceived negatively by investors, which could have an impact on the market price of the shares representing the capital stock of Grupo Herdez. It

cannot be guaranteed that a potential fluctuation in the market price of the shares representing the capital stock of Grupo Herdez will be positive. These fluctuations could cause the investor to lose part or all of its investment in the shares representing the capital stock of Grupo Herdez.

*There can be no assurance that the Operation will achieve its stated business growth opportunities, profit-related benefits, cost savings and other anticipated benefits.*

There is no assurance that the Corporate Restructuring will achieve the anticipated business growth opportunities, earnings benefits, cost savings and other benefits to Grupo Herdez and Grupo Nutrisa. Grupo Herdez believes that the Corporate Restructuring is justified by the benefits contemplated, however, expected benefits may not be realized and other considerations under which it was determined to carry out the Corporate Restructuring may prove to be incorrect, as, among others, such considerations were primarily based on publicly available information.

Grupo Herdez may not be able to fully implement its business plans and strategies due to legal or regulatory limitations. Grupo Herdez is subject to regulations other than the regulations applicable to Grupo Nutrisa. Grupo Herdez and Grupo Nutrisa may face regulatory restrictions on the provision of services. As a result, contemplated benefits may not be achieved as expected or may be delayed. To the extent that Grupo Herdez or Grupo Nutrisa incur additional costs, achieve lower profit benefits or have lower than expected cost savings, their results of operations, financial condition and share price could be affected.

#### *Estimates and Associated Risks*

The information contained in this Information Statement reflects the Issuer's views regarding future events and may contain Information about financial results, economic conditions, trends and uncertainties. In evaluating such forward-looking statements or estimates, its shareholders should consider the factors described in this section and other cautionary statements contained in this Information Statement or in any other document disclosed to the public in connection with the Transaction. Such risk factors and projections describe circumstances that could cause actual results to differ materially from those expected.

*As an independent publicly traded company, Grupo Nutrisa will not be able to enjoy the same advantages it had as a subsidiary of Grupo Herdez.*

There is a risk that, upon separation from Grupo Herdez, Grupo Nutrisa may be more susceptible to market fluctuations and other adverse events than it would have been if its business were still part of the current organizational structure of Grupo Herdez. As a subsidiary of Grupo Herdez, the business has been able to enjoy certain benefits from Grupo Herdez's operational diversity, scale and opportunities to pursue integrated strategies with the other businesses of Grupo Herdez. As an independent publicly traded company, Grupo Nutrisa may not have the same diversity and integration opportunities or credit rating and may not have similar scale and access to capital markets as when it was part of Grupo Herdez.

*The credit ratings granted to Grupo Herdez could be affected.*

As a result of the Corporate Restructuring, the credit ratings granted to Grupo Herdez could be affected, according to the different perceptions of the rating agencies regarding the separation of Grupo Nutrisa.

*Services provided to Grupo Nutrisa by Grupo Herdez.*

In the ordinary course of its operations, Grupo Nutrisa receives services from Grupo Herdez, directly or indirectly, including specialized strategic, senior management and digital transformation services. As a result of the proposed separation, there is a risk that Grupo Nutrisa, being a separate company from Grupo Herdez, may no longer receive some of these services or that the terms and conditions of such services may be modified, on terms that may be perceived as unfavorable. It is expected that Grupo Herdez and Grupo Nutrisa will enter into transition agreements on market terms; however, such services may be insufficient or there may be negative perceptions by investors or third parties with respect to the terms of their execution.

***Risk Factors related to Grupo Nutrisa***

*Considering that Grupo Nutrisa and Grupo Herdez have a similar capital structure and majority stockholders, in addition to operating geographically in similar markets, both companies are exposed to a number of similar risks, which are also detailed in the "Risk Factors" section of Grupo Herdez's Annual Report. In addition to these risk factors, the following are particularly relevant to the start-up of Grupo Nutrisa's operations.*

*Since its acquisition by Grupo Herdez in 2013, Grupo Nutrisa has never operated independently.*

Grupo Nutrisa has not operated independently since its acquisition BY Grupo Herdez in 2013. The ability to function as an independent entity will be affected if it is not able to develop its own administrative infrastructure in a rapid and cost-efficient manner. There is a risk that, by spinning off from Grupo Herdez, market fluctuations and other adverse events would affect Grupo Nutrisa to a greater extent than if its business continued to be part of Grupo Herdez.

In order for Grupo Nutrisa to establish itself as a successful and independent company, it will need to attract and retain qualified personnel, and the inability to achieve this objective could adversely affect the business.

*Grupo Nutrisa may not realize the potential benefits of the segregation in the short term, or at all.*

This Information Statement describes the strategic and financial benefits that Grupo Nutrisa expects to obtain as a result of its separation from Grupo Herdez. See "*Detailed Information about the Transaction - Detailed Description of the Corporate Restructuring*" section of this Information Statement.

However, Grupo Herdez cannot assure that the market will react favorably to the separation related to the Transaction. In addition, there can be no assurance that any investments or acquisitions will be made after the separation, or that such investments or acquisitions will be considered favorable to Grupo Nutrisa. Given the costs associated with executing the separation, including separate accounting and legal costs and other regulatory and audit costs of being an independent public company, the inability to realize the anticipated benefits of consummation of the Transaction in the near term, or at all, could adversely affect Grupo Nutrisa.

*Grupo Nutrisa may face difficulties in financing its operations and investments after the Transaction, which could have an adverse impact on its business and results.*

Grupo Nutrisa may be required to incur debt or issue additional equity to fund working capital and capital expenditures or make acquisitions and other investments after the Corporate

Restructuring. There can be no assurance that debt or equity financing will be available to Grupo Nutrisa on acceptable terms or at all. If Grupo Nutrisa is unable to obtain sufficient financing on attractive terms, its financial condition and results of operations could be adversely affected.

*If Grupo Nutrisa incurs a high level of indebtedness, its business and its ability to take advantage of business opportunities could have a material adverse effect.*

Grupo Nutrisa could incur a high level of indebtedness, which could increase the likelihood that it will be unable to generate sufficient cash flow to cover principal, interest and other amounts due. As a result of a high level of indebtedness, its operating capacity could be compromised, which could have a material adverse effect its business, its results of operations and its financial condition.

*Customers, prospective customers, suppliers and others with whom Grupo Nutrisa establishes business relationships may need assurances of its financial stability as an independent company to satisfy their requirements to do or continue to do business with them.*

Some of the customers, prospective customers, suppliers and other persons with whom Grupo Nutrisa maintains business relationships after the Transaction may require assurances of its financial stability as an independent company to satisfy their requirements to do or continue to do business with them. Any default that such customers, suppliers and other persons with whom Grupo Nutrisa maintains business relationships after the Transaction suffer as a result of its financial stability could have a material adverse effect on its business, results of operations, financial condition and cash flows.

*Increased competition in the industries in which it participates could have a material and adverse effect on Grupo Nutrisa.*

Grupo Nutrisa could face increased competition in the industries in which it participates, including the frozen yogurt, coffee, candy and snack sectors, which are highly competitive in terms of price, product quality, new product development, promotional and advertising initiatives, customer service, location and reputation. If Grupo Nutrisa is unable to make its stores compete successfully with other similar stores and sales channels in the markets in which it currently participates or in the future, Grupo Nutrisa could have a material adverse effect on its business, results of operations, financial condition and cash flows.

*Failure by Grupo Nutrisa to comply with the laws and regulations applicable to its business, which may change at any time, could result in penalties and even the loss of certain rights within certain areas of its business.*

Grupo Nutrisa's business is regulated by different laws and regulations. Any failure by Grupo Nutrisa to comply with regulations could result in the imposition of sanctions and indemnities. In addition, Grupo Nutrisa's operations could be affected by changes in regulations, both nationally and internationally, in various areas, including, without limitation, changes in public health regulations, such as restrictions on certain ingredients or stricter labeling requirements, which could require adjustments to our product formulations or production processes and lead to changes in public consumption trends and preferences. In addition, operations may be affected by changes in environmental legislation, such as restrictions on the use of certain materials or waste management requirements.

There can be no assurance that current or future legislation and regulation, including in tax, public health and environmental matters, will not restrict Grupo Nutrisa's business or cause it to incur additional costs. These factors could have a material adverse effect on its business.

*Grupo Nutrisa is a holding company that even though it will generate income on its own account, it will depend on dividends and other resources from subsidiaries in order to pay dividends to its shareholders, to the extent it decides to do so.*

Grupo Nutrisa is a holding company and its operations are conducted primarily through subsidiaries. As a result, its ability to pay dividends to its shareholders depends primarily on the ability of its subsidiaries to generate revenues and pay dividends to it.

The payment of dividends by subsidiaries of Grupo Nutrisa is also dependent upon the earnings and business considerations of such subsidiaries. In addition, the right of Grupo Nutrisa to receive any assets of any subsidiary as a shareholder of such subsidiaries, their liquidation or reorganization, will be effectively subordinated to the rights of the creditors of such subsidiaries, including trade creditors.

*Increases in raw material and other operating costs, as well as supply chain problems, could impact operating results.*

Although Grupo Nutrisa takes measures to anticipate changes in the costs of certain raw materials used in the production of its products, any increase in the cost of ingredients in its products that cannot be passed on to consumers could affect operating results. Grupo Nutrisa is exposed to cost increases due to factors beyond its control, such as macroeconomic conditions, cyclicity, demand, weather conditions and health regulations, among others. Likewise, any increase in the cost of energy used in its facilities, in production or in the transportation of raw materials, could negatively impact the cost of sales and, therefore, its operating results.

Grupo Nutrisa's operations are exposed to various risks, including the following:

- Lack of Supply.
- Handling of perishable products.
- A possible shortage in primary food production due to a possible drought or other external factor.

Increases in the price and availability of raw materials, energy, water and other inputs may materially affect the cost of its operations, including the production, transportation and distribution of its products, and have a material adverse effect on its business, financial condition and results of operations.

*Grupo Nutrisa is involved in tax disputes, litigation and assessments.*

A subsidiary of Grupo Nutrisa is involved in significant tax litigation, controversies and settlements. If the final resolution of any of these matters is not favorable to its interests, they could have a material adverse effect on its business, results of operations, financial condition and prospects. Grupo Nutrisa, directly or indirectly, is pursuing various legal proceedings to contest the rulings issued by the tax authorities. In particular, there are refusals of refund for several months of fiscal years 2017 to 2021, VAT tax credits for fiscal years 2014 to 2018, and IEPS tax credits for several months of fiscal years 2016, 2018 and 2019.

With respect to the refusals of refunds for various months of fiscal years 2017 to 2021, Grupo Nutrisa, directly or indirectly, has various defense actions in progress, pending final resolution, against refusals of refunds of value added tax ("VAT") with respect to various months of fiscal years 2017 to 2021, in which the Tax Administration Service has interpreted that a 0% rate does not apply to the sale of ice cream and yogurt popsicles. The total accumulated amount of the balances in favor would be approximately Ps. 402 million as of the date of determination and, therefore, known.



The VAT tax assessments with respect to fiscal years 2014 to 2018 that were determined for Grupo Nutrisa's subsidiary are also pending final resolution in different procedural instances. The tax assessments for 2014, 2015 and 2016 would represent a total amount of approximately \$980 million pesos as of the date of determination and, therefore, are known. Tax assessments for 2017 and 2018 would represent an approximate amount of Ps. 437 million and Ps. 188 million, respectively, as of the date of determination and, therefore, known.

As of this date, we are not aware of any definitive precedent having been issued by the Federal Judiciary, defining the applicability or not of the 0% tax on the sale of ice cream and yogurt popsicles as frozen foods, which is the central point of the controversy.

With respect to tax credits for excise tax on production and services ("IEPS") that were determined to the subsidiary of Grupo Nutrisa for having compensated balances in favor of VAT against IEPS in various months of fiscal years 2016, 2018 and 2019, which amount to the amount of \$106 million, at the date of its determination and, therefore known, are currently being challenged through various means of defense that are still in process. It is expected that these tax credits will follow the fate of what is finally resolved regarding the application of the 0% VAT rate to the sale of ice cream and yogurt popsicles.

No assurance can be given with respect to any proceeding as to the outcome of a final resolution and, if the resolution is unfavorable to Grupo Nutrisa, we cannot accurately predict the impact on its operations, business and financial condition.

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## SELECTED FINANCIAL INFORMATION

The selected financial information included in this section derives from the Issuer's accounting records or the Unaudited Pro Forma Consolidated Financial Information, which considers the effects of the Transaction. This information should be read in conjunction with the section "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Unaudited Pro Forma Consolidated Financial Information contained in this Information Statement. The Unaudited Pro Forma Consolidated Financial Information and the other financial information contained in the charts below have been prepared in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.

For additional information and a detailed description of the methodology in which the Pro Forma Consolidated Financial Information was prepared and how the Transaction is reflected therein, please read the notes to the pro forma financial information and the report of the independent auditors attached as "Exhibit 1" to this Information Statement.

### Condensed Pro Forma Consolidated Statement of Financial Position (unaudited)

(Amounts in thousands of Mexican pesos)

	As of December 31, 2024		
	Base Figures	Pro Forma Adjustments	Pro Forma Figures
(in thousands of Pesos)			
<b>Assets</b>			
Current assets:			
Cash and cash equivalents	3,286,767	(67,119)	3,219,648
Accounts receivable:			
Clients	3,768,145	(21,640)	3,746,505
Debtors	111,907	(3,707)	108,200
Recoverable taxes	1,435,417	(128,426)	1,306,991
Related parties	324,398	285,664	610,062
	<u>5,639,867</u>	<u>131,891</u>	<u>5,771,758</u>
Inventories	5,366,983	(294,506)	5,072,477
Derivative financial instruments	343,488	-	343,488
Prepaid expenses	144,929	(8,208)	136,721
Total current assets	<u>14,782,034</u>	<u>(237,942)</u>	<u>14,544,092</u>
Non-current taxes receivable	401,865	(401,865)	-
Fixed assets	6,353,650	(1,128,503)	5,225,147
Investment in shares of associated companies and other investments	7,330,341	(20,887)	7,309,454
Intangible assets and goodwill	8,136,529	(2,855,627)	5,280,902
Deferred income taxes	3,128,062	(597,775)	2,530,287
Other assets	70,237	(43,738)	26,499
Total assets	<u>40,202,718</u>	<u>(5,286,337)</u>	<u>34,916,381</u>
<b>Liabilities and Equity</b>			
Short-term liabilities:			
Notes payable	1,000,000	-	1,000,000
Suppliers and creditors	8,794,202	(542,707)	8,251,495
Related parties	272,115	(7,864)	264,251
Derivative financial instruments	210,701	-	210,701
Income taxes payable	294,680	2,830	297,510
Lease liability	439,962	(253,952)	186,010
Employees' profit sharing payable	281,300	(1,299)	280,001
Total short-term liabilities	<u>11,292,960</u>	<u>(802,992)</u>	<u>10,489,968</u>
Long-term liabilities:			
Notes payable	8,474,352	-	8,474,352
Deferred income	3,816	(3,816)	-
Lease liabilities	589,667	(314,190)	275,477
Deferred income taxes	1,141,226	(295,292)	845,934
Employee benefits	560,907	(11,237)	549,670
Total long-term liabilities	<u>10,769,968</u>	<u>(624,535)</u>	<u>10,145,433</u>
Total liabilities	<u>22,062,928</u>	<u>(1,427,527)</u>	<u>20,635,401</u>
Stockholders' equity:			
Total stockholders' equity	<u>18,139,790</u>	<u>(3,858,810)</u>	<u>14,280,980</u>
Total liabilities and stockholders' equity	<u>40,202,718</u>	<u>(5,286,337)</u>	<u>34,916,381</u>

The accompanying notes are an integral part of these unaudited pro forma condensed consolidated financial statements.

## Condensed Pro Forma Consolidated Statements of Income (unaudited)

(Amounts in thousands of Mexican pesos)

	As of December 31, 2024		
	Base Figures	Pro Forma Adjustments	Pro Forma Figures
Net Sales	37,424,879	(2,329,485)	35,095,394
Cost of Sales	22,464,144	(835,445)	21,628,699
Gross Profit	14,960,735	(1,494,040)	13,466,695
Selling and administrative expenses	9,739,662	(1,746,768)	7,992,894
Income before other income and expenses	5,221,073	252,728	5,473,801
Other income (expense), net	58,492	(90,452)	(31,960)
Operating income	5,279,565	162,276	5,441,841
Comprehensive Financing Result (loss)	(803,539)	62,826	(740,713)
Equity in income of associated companies	408,983	31,566	440,549
Income before income taxes	4,885,009	256,668	5,141,677
Income taxes	1,537,472	115,454	1,652,926
Consolidated net income for the year	3,347,537	141,214	3,488,751
Net income of controlling interest	1,359,893	141,194	1,501,087
Net income of non-controlling interest	1,987,644	20	1,987,664
Consolidated net income for the year	3,347,537	141,214	3,488,751

The accompanying notes are an integral part of these unaudited pro forma condensed consolidated financial statements.

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***Notes to the unaudited pro forma condensed consolidated financial information as of December 31, 2024 and the unaudited pro forma condensed consolidated statement of income as of December 31, 2024.***

***Corporate Structure***

Grupo Herdez, S.A.B. de C.V. (the “Company”) is a company legally incorporated in Mexico, whose shares are listed on the Bolsa Mexicana de Valores, S.A.B. de C.V.. The registered address of the company is Calzada San Bartolo Naucalpan No. 360, Col. Argentina Poniente, Mexico City, C.P. 11230. These consolidated financial statements include the Company and its subsidiaries (together, the “Group” and individually as “Group entities”) and the Group's interest in related entities and jointly controlled entities. The Company is a 70% subsidiary of Hechos con Amor, S.A. de C.V., which is exposed to and entitled to variable returns.

The Group is mainly involved in the manufacture, purchase, distribution and marketing of canned food and packaged ice cream in Mexico, as well as food aimed at the Mexican food segment in the United States of America (USA).

The Issuer's unaudited pro forma condensed consolidated financial information as of December 31, 2024, and the Issuer's pro forma condensed consolidated statement of income for the year ended December 31, 2024, have been prepared in accordance with International Financial Reporting Standards, issued by the International Accounting Standards Board (“IASB”) hereinafter referred to as (“IFRS”) and include the accounts of Grupo Herdez and those of its subsidiaries.

These pro forma condensed consolidated financial statements are presented in Mexican pesos, which is the functional and reporting currency of Grupo Herdez. All information is presented in thousands of pesos and has been rounded to the nearest unit, except where otherwise indicated.

In the case of the foreign entities of the joint venture in the United States of America (USA), they present their financial statements in local currency, which is their functional currency, and these are converted into Mexican pesos so that Grupo Herdez can recognize its participation in said entities.

The preparation of these pro forma condensed consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

The relevant estimates and assumptions are reviewed regularly. Revisions to accounting estimates are recognized prospectively.

The accompanying pro forma condensed consolidated financial statements were approved for issuance on April 7, 2025, by the CEO and the Executive Director of Finance and IT for issuance, to be presented in the corporate restructuring prospectus under the terms of the Sole Circular for Issuers.

***Description of the Operation***

These pro forma financial statements are not necessarily indicative of the results that would have been obtained if the Company had operated under the same operating structure during the period presented, nor of future results. Therefore, these pro forma condensed consolidated financial statements may not be useful for purposes other than those mentioned below.

On April 7, 2025, Grupo Herdez announced to the investing public the corporate restructuring consisting mainly of the segregation of Grupo Herdez, through the delivery to the shareholders of Grupo Herdez, as a dividend in kind, of the shares representing the capital stock of Grupo Nutrisa that it owns. Grupo Nutrisa is currently a subsidiary of Grupo Herdez and is expected to adopt the status of a publicly traded corporation with variable capital and for its shares to be registered in the National Securities Registry and listed on the Stock Exchange, in accordance with the information provided in this Prospectus.

Subject to the corresponding regulatory approvals, Grupo Nutrisa is expected to adopt the regime of a publicly traded corporation with variable capital, register its shares in the National Securities Registry maintained by the National Banking and Securities Commission, and list the shares representing the capital stock of Grupo Nutrisa on the Bolsa Mexicana de Valores, S.A.B. de C.V. the shares representing the capital stock of Grupo Nutrisa that will be distributed to the shareholders of Grupo Herdez as described in this Information Statement. Neither Grupo Herdez nor Grupo Nutrisa would carry out a public offering of shares in the context of the proposal described in this document. The rest of the business units and operations would remain in Grupo Herdez.

Prior to the dividend decree referred to in this document, Alimentos Benefits, S.A. de C.V. would have ceased to be a direct subsidiary of Grupo Nutrisa, becoming a direct subsidiary of Grupo Herdez, with the operation remaining within Grupo Herdez.

The unaudited pro forma condensed consolidated financial information of Grupo Herdez as of December 31, 2024, and the unaudited pro forma consolidated results for the year ended December 31, 2024, presented herein, have been prepared for the sole purpose of showing the effects of the Corporate Restructuring on the financial situation and on the results of operations. The pro forma condensed consolidated financial information was prepared considering its materialization, the fulfillment of the conditions to which the Corporate Restructuring is subject and the obtaining of the authorizations required in this type of operation.

**Base Figures:** These correspond to the audited condensed consolidated financial figures reported by Grupo Herdez as of December 31, 2024, and to the audited condensed consolidated results of Grupo Herdez for the year ended December 31, 2024.

**Pro forma adjustments:** These include transactions to reflect the assets, liabilities and capital transferred by virtue of the Operation, which have been incorporated to present the proforma figures of Grupo Herdez.

**Pro forma figures:** These correspond to the condensed consolidated financial information of the operations that will remain in Grupo Herdez.

### **Basis of presentation of the unaudited pro forma consolidated financial statements**

The accompanying unaudited pro forma condensed consolidated statement of financial position and unaudited pro forma condensed consolidated income statement have been prepared by management using the accounting policies of Grupo Herdez, S.A.B. de C.V., in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board ("IASB").

The unaudited pro forma information was prepared as if the corporate restructuring had taken place on December 31, 2024, for the purposes of the unaudited pro forma condensed consolidated statement of financial position and the unaudited pro forma condensed consolidated income statement for the year ended December 31, 2024. The Company's Management compiled,

in all material respects, the pro forma financial information in accordance with the criteria established in the Sole Issuers Circular.

Grupo Nutrisa would have implemented the discontinuation of the operation of its subsidiary Alimentos Benefits, S.A. de C.V., so that the operation remains in Grupo Herdez; prior to the divestment of Grupo Nutrisa in Grupo Herdez through the payment of a dividend in kind to its shareholders. This transaction was classified as a transaction between entities under common control, so any difference between the consideration paid and the total carrying amount of the assets and liabilities of the acquired entity at the date of the transaction is included in equity accounts.

#### Pro forma adjustments

The pro forma adjustments included in the unaudited pro forma condensed consolidated statement of financial position as of December 31, 2024, and the unaudited pro forma condensed consolidated statement of income for the year then ended, as mentioned in the notes on the consolidated financial information, the corporate restructuring is reflected by incorporating the pro forma adjustments to the related historical assets, liabilities, capital, income and expenses, as if it had been carried out on December 31, 2024.

The adjustments to the pro forma consolidated financial statements are shown below:

Grupo Herdez, S.A. de C.V. hereby informs its shareholders of the corporate restructuring through the discontinuation of the operation of Alimento Benefits, S.A. de C.V. of Grupo Nutrisa, S.A. de C.V. prior to the divestment of Grupo Nutrisa from Grupo Herdez through the payment of a dividend in kind, as described in the “Description of the Operation” section of these notes.

In this sense, the adjustments to the proforma consolidated financial statements reflect the divestment of the assets, liabilities, capital and consolidated historical results of Grupo Nutrisa, S.A. de C.V.

This financial information is not intended to represent the results of operations or the financial position of the Company as if the Transaction had occurred on the specific dates, nor is the information intended to project the results of operations and financial position of the Company for future periods or any future date. All pro forma adjustments are based on preliminary estimates and assumptions and are subject to change, adjustment and revision upon completion of the Transaction.

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## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The comments below should be read in conjunction with the unaudited pro-forma condensed consolidated statement of financial position as of December 31, 2024 and the unaudited pro-forma condensed consolidated income statement and other comprehensive income for the year ended December 31, 2024, as well as the notes thereto.*

***This analysis should be read in conjunction with the Issuer's Annual Report.***

This analysis has been prepared in order to provide information to facilitate the study and understanding of the pro forma financial statements of Grupo Herdez, which reflect the effects on the consolidated financial statements of Grupo Herdez as a result of the divestiture of the Grupo Nutrisa business (retail segment). This analysis is not intended to be an exhaustive description of all the effects or consequences resulting from the divestiture.

The figures presented below are expressed in thousands of Mexican pesos and may vary due to rounding.

It is recommended that this analysis be read in conjunction with Grupo Herdez's Annual Report for the year ended December 31, 2024.

### **Analysis of Results of Operations (Pro Forma Condensed Consolidated Statement of Income)**

The following is a brief explanation of some of the variations that occurred in the main accounts of the pro forma condensed consolidated statement of income of Grupo Herdez, taking into consideration the effects of the divestiture of Grupo Nutrisa, which includes the retail stores business.

- **Net Sales**
  - Grupo Herdez's net sales would have decreased by \$2,329,485 in the year ended December 31, 2024. This represents a decrease of 6.2%, resulting in pro forma net sales of \$35,095,394, while for 2023 the decrease would have been 5.9%.
- **Cost of sales**
  - With the divestiture of the Grupo Nutrisa business, the cost of sales recorded at the end of 2024 would have decreased by \$835,445, resulting in a pro forma cost of sales of \$21,628,699. During 2024, cost of sales for Grupo Herdez represented 60.0% of net sales, while in the pro forma year, it would represent 61.6%.
- **Gross Profit**
  - As a result of the above, the pro forma gross profit would be \$13,466,695, which represents a decrease of 10.0% or \$1,494,040. The pro forma gross margin would be 38.4%, compared to the gross margin of 40.0% recorded at the end of 2024 and which considers Grupo Nutrisa.

- **Selling and Administrative Expenses**
  - Excluding Grupo Nutrisa's retail business, pro forma SG&A expenses would have been \$7,992,894, 17.9% below the \$9,739,662 recorded at the end of 2024. In the pro forma fiscal year, SG&A as a percentage of net sales would represent 22.8%, 3.2 percentage points below the 26.0% of Grupo Herdez's consolidated figure.
- **Income before other income and expenses**
  - Considering the effects of the divestiture of Grupo Nutrisa, the pro forma earnings before other income and expenses would have been \$5,473,801, which represents an increase of \$252,728 compared to \$5,221,073 considering the retail business.
  - Other income (expense), net pro forma would have resulted in (\$31,960), derived from a reduction of \$90,452. In Grupo Herdez's consolidated results at the end of 2024, other income, net resulted in \$58,492.
- **Operating Income**
  - For the reasons described above, pro forma operating income would have been \$5,441,841, which represents an increase of \$162,276 or 3.1% higher than the \$5,279,565 recorded considering the Grupo Nutrisa business. The operating margin, excluding the retail segment, would expand 1.4 percentage points from 14.1% to 15.5% at the end of 2024.
- **Comprehensive Financing Result**
  - Considering the effects of the divestment of the retail business, the comprehensive financing result has a benefit of \$62,826, to reach a pro forma result of \$(740,713).
- **Income Before Income Taxes**
  - As described above, the pro forma income before income taxes of Grupo Herdez would be \$5,141,677, which represents an increase of \$256,668, or 5.3% higher than that recorded at the end of 2024. Pro forma pre-tax income would increase 1.6 percentage points as a percentage of net sales, going from 13.1% in the consolidated Grupo Herdez to 14.7% excluding the Grupo Nutrisa business.
- **Income Taxes**
  - Pro forma income taxes would be \$115,454 higher, reaching \$1,652,926 with an effective rate of 32.1%, up 0.6% from the base figures.



- **Consolidated Net Income for the Year**

- As a result of the pro forma exercise, consolidated net income for the year would have been \$3,488,751, an increase of \$141,214 or 4.2%. As a result, Grupo Herdez's pro forma net margin would have expanded one percentage point from 8.9% to 9.9%.

**Analysis of Financial Position (Proforma Condensed Consolidated Statement of Financial Position)**

The following is a brief explanation of some of the changes in the main accounts of the pro forma condensed consolidated statement of financial position of Grupo Herdez, taking into consideration the effects of the divestiture of the Grupo Nutrisa business, which includes the retail stores.

- **Cash and Cash Equivalents**

- As a result of the divestment of the retail business, as of December 31, 2023, cash and cash equivalents would have decreased by \$67,119, resulting in a pro forma balance of \$3,219,648.

- **Accounts Receivable**

- Excluding the Grupo Nutrisa business, the total balance of accounts receivable as of December 31, 2024 would have amounted to \$5,771,758, 2.3% higher than reported considering Grupo Nutrisa. This is due to an increase of \$131,891, mainly composed of accounts receivable from related parties of \$285,664 pesos and less significant reductions in trade receivables (\$21,640), accounts receivable (\$3,707), and recoverable taxes (\$128,664).

- **Current assets**

- Inventories would have decreased by \$294,506, resulting in a pro forma balance of \$5,072,477. This decrease in inventories would have contributed to a 1.6% reduction in total pro-forma current assets, which would have been \$14,544,092.

- **Total Assets**

- Total pro forma assets would have decreased by \$5,286,337, equivalent to 13.1%, resulting in \$34,916,381. This decrease is explained, in part, by the elimination of \$401,865 of non-current taxes receivable, as well as the write-off of intangible assets and the application of goodwill generated in Grupo Herdez during the acquisition of the retail segment, reflected in a change of (\$2,855,627). Other relevant decreases would have been presented in fixed assets (\$1,128,503) and deferred income taxes (\$597,775).

- **Short-term liabilities**

- Total short-term liabilities would have decreased by \$802,992, resulting in a pro forma balance of \$10,489,968. This reduction is largely explained by decreases in accounts payable, specifically suppliers and creditors (\$542,707) and in short-term lease liabilities (\$253,952). On the other hand, income tax payable would have shown a slight increase of \$2,830.



- **Long-term liabilities**

- Total long-term liabilities would have experienced a downward variation of \$624,535, resulting in a pro forma balance of \$10,145,433. The most significant changes would have been observed in long-term lease liabilities, which would have decreased by \$314,190, followed by a reduction of \$295,292 in deferred income taxes. Also, employee benefits would have shown a decrease of \$11,237, while the deferred income account of \$3,816 would have been eliminated from the pro forma results.

- **Total liabilities**

- Total liabilities would have experienced a decrease of 6.5% or \$1,427,527, which would have brought the pro forma balance to \$20,635,401. In short-term liabilities, the main reductions would have been observed in suppliers, creditors and lease liabilities. In long-term liabilities, the largest variations would have been in deferred income taxes and long-term lease liabilities.

- **Stockholders' equity**

- Stockholders' equity would have experienced a significant decrease of \$3,858,810, resulting in a pro forma balance of \$14,280,980. This variation is entirely explained by the reduction of stockholders' equity attributable to controlling interest of \$3,858,810 derived from the divestment of the retail business.

## **RELEVANT AGREEMENTS TO THE SEPARATION**

As part of the transaction described herein, it is expected that Grupo Herdez and Grupo Nutrisa will enter into new and/or amend or terminate existing agreements to facilitate the transition of Grupo Nutrisa into a separate entity from Grupo Herdez.

Such agreements are expected to be entered into, amended and/or terminated, on market terms and to encompass various specialized strategic and senior management services, including without limitation, services such as support in, and for, administration and finance, accounting, treasury, legal services, human resources, information technology, digital transformation, infrastructure, digital architecture, digital operations, cybersecurity, and/or commercial services for self-service chains, among others. Grupo Herdez and Grupo Nutrisa, directly or indirectly, may enter into agreements with respect to all or any of the foregoing services or additional services, as circumstances may require, to support the transition of Grupo Nutrisa into an entity independent from Grupo Herdez.



## PERSONS IN CHARGE

“The undersigned declare under oath that, within the scope of our respective duties, we prepared the information relating to the Issuer contained in this Information Statement, which, to the best of our knowledge and belief, reasonably reflects its situation. We also declare that we are not aware of any relevant information that has been omitted or falsified in this Information Statement or that it contains information that could mislead investors..”

### **Grupo Herdez, S.A.B. de C.V.**

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By: Héctor Ignacio Hernández-Pons Torres  
Title: Chief Executive Officer

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By: Gerardo Francisco Canavati Miguel  
Title: Chief Financial and IT Officer\*

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By: Abraham Sosa Robles  
Title: General Counsel\*

*\* Functions equivalent to those of Director of Finance and Director of Legal Affairs, respectively.*

## EXHIBITS

**Exhibit 1.** Opinion of the Issuer's independent external auditors on the basis of preparation of the pro forma financial information.



DISCLAIMER: This document is a translation of the original in Spanish and is for information purposes only. In case of a discrepancy, the Spanish original shall prevail.

**GRUPO HERDEZ, S.A.B. DE C.V. AND  
SUBSIDIARIES**

**Condensed consolidated financial statements  
proforma**

**As of December 31, 2024  
With independent auditors' report**



## **GRUPO HERDEZ, S.A.B. DE C.V. AND SUBSIDIARIES**

### **Pro forma condensed consolidated financial statements**

As of December 31, 2024

#### **Content:**

Report of the public accountant on the compilation of the pro forma condensed consolidated financial information included in a prospectus

Unaudited pro forma condensed consolidated financial statements: Pro  
forma condensed consolidated statement of financial position Pro forma  
condensed consolidated statement of income (loss)

Notes to the condensed consolidated pro forma financial statements





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[ey](#)

## **REPORT OF THE PUBLIC ACCOUNTANT ON THE COMPILATION OF THE PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION INCLUDED IN AN INFORMATION STATEMENT**

To the General Shareholders' Meeting  
of Grupo Herdez, S.A.B. de C.V. and Subsidiaries

We have completed our assurance engagement to report on the compilation of the pro forma condensed consolidated financial information of Grupo Herdez, S.A.B. de C.V. and Subsidiaries (the "Company" or "Grupo Herdez") prepared by its management. The pro forma financial information comprises the pro forma condensed consolidated statement of financial position as of December 31, 2024 and the pro forma condensed consolidated statement of income for the year ended December 31, 2024, as well as the related notes presented in the Restructuring Information Statement (the "Information Statement"), issued by the Company on April 7, 2025. The applicable criteria on the basis of which the Company has compiled the pro forma condensed consolidated financial information are specified in the General Provisions Applicable to Issuers of Securities and Other Securities Market Participants (the "Sole Circular of Issuers"), and are described in the notes to the pro forma condensed consolidated financial information included in the Information Statement.

The pro forma condensed consolidated financial information has been compiled by the Company's management to illustrate the impact of the corporate restructuring described in the notes to the pro forma condensed consolidated financial information included in the Information Statement on the Company's pro forma condensed consolidated financial position as of December 31, 2024, as well as its pro forma condensed consolidated results for the period ended December 31, 2024, as if the restructuring had occurred on and for the period ended December 31, 2024. As part of this process, information about the Company's financial position and results of operations has been obtained by the Company from the consolidated financial statements for the year ended December 31, 2024, on which an audit report has been issued.

### **Management's responsibility for the pro forma condensed consolidated financial information**

The Company's management is responsible for compiling the pro forma condensed consolidated financial information in accordance with the criteria established in the Circular Única de Emisoras.

Member of Ernst & Young Global Limited



### **Our independence and quality control**

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (including international standards of independence), which is based on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

We apply the International Standard on Quality Control, Quality Control for Firms Performing Audit Engagements and Reviews of Financial Statements, and Other Assurance and Related Services and, accordingly, maintain a comprehensive system of quality control that includes documented policies and procedures with respect to compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

### **Auditor's Responsibility**

Our responsibility is to express an opinion, based on our assurance work, as required by the Sole Circular of Issuers on whether the pro forma condensed consolidated financial information has been compiled, in all material respects, by the Company's management in accordance with the criteria set forth in the Sole Circular of Issuers.

### **Scope of review**

We conducted our assurance work in accordance with International Standard on Assurance Engagements (ISAE) 3420, "Assurance Engagements on Reporting on the Compilation of Pro forma Financial Information Included in a Prospectus," issued by the International Auditing and Assurance Standards Board. This standard requires that we comply with ethical principles and plan and perform procedures to obtain reasonable assurance about whether the Company's management has compiled, in all material respects, the pro forma condensed consolidated financial information in accordance with the criteria established in the Circular Única de Emisoras.

For purposes of this engagement, we are not responsible for updating or reissuing any report or opinion on any historical consolidated financial information used to compile the pro forma condensed consolidated financial information, nor have we, in the course of this engagement, performed an audit or review of the consolidated financial information used to compile the pro forma condensed consolidated financial information.

The purpose of the pro forma condensed consolidated financial information included in the Information Statement is solely to show the impact of a significant event or transaction on the Company's unadjusted financial information as if the event had occurred or the transaction had taken place at an earlier date for purposes of illustration. Accordingly, we provide no assurance that the actual outcome of the event or transaction as of December 31, 2024, would have been as presented.

An assurance engagement to report on whether the pro forma condensed consolidated financial information has been compiled, in all material respects, in accordance with the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Company's management in compiling the pro forma condensed consolidated financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and for obtaining sufficient appropriate evidence as to whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The pro forma condensed consolidated financial information reflects the appropriate application of these adjustments to the unadjusted consolidated financial information.

The procedures were performed based on our judgment, taking into account our understanding of the nature of the Company, the event or transaction in respect of which the pro forma financial information has been compiled and other circumstances relevant to our work. Our work also involves assessing the overall presentation of the pro forma condensed consolidated financial information as a whole.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Opinion**

In our opinion, the pro forma condensed consolidated financial information of Grupo Herdez, S.A.B. de C.V. and subsidiaries has been prepared, in all material respects, in accordance with the requirements, criteria and basis of preparation described in the notes to the pro forma financial information.

Mexico City, Mexico  
April 7, 2025

Mancera, S.C.  
Member of  
Ernst & Young Global Limited



C.P.C. Ernestina Hernández López

## Condensed Pro Forma Consolidated Statement of Financial Position (unaudited)

(Amounts in thousands of Mexican pesos)

	For the year ended December 31, 2024		
	Base figures	Pro forma adjustments	Proforma figures
<b>Active</b>			
Current assets:			
Cash and cash equivalents	\$ 3,288,767	\$ (67,119)	\$ 3,219,648
Accounts receivable:			
Customers	3,768,145	(21,640)	3,746,505
Debtors	111,907	(3,707)	108,200
Recoverable taxes	1,435,417	(128,426)	1,306,991
Related parts	324,398	285,664	610,062
	<b>5,639,867</b>	<b>131,891</b>	<b>5,771,758</b>
Inventories	5,366,983	(294,506)	5,072,477
Derivative financial instruments	343,488	-	343,488
Prepayments	144,929	(8,208)	136,721
Total current assets	<b>14,782,034</b>	<b>(237,942)</b>	<b>14,544,092</b>
Non-current taxes receivable	401,865	(401,865)	-
Fixed assets	6,353,650	(1,128,503)	5,225,147
Investment in shares of associated companies and other investments	7,330,341	(20,887)	7,309,454
Intangible assets and goodwill	8,136,529	(2,855,627)	5,280,902
Deferred income taxes	3,128,062	(597,775)	2,530,287
Other assets	70,237	(43,738)	26,499
Total assets	<b>\$ 40,202,718</b>	<b>\$ (5,286,337)</b>	<b>\$ 34,916,381</b>
<b>Liabilities and stockholders' equity</b>			
Short-term liabilities:			
Notes payable	\$ 1,000,000	\$ -	\$ 1,000,000
Suppliers and creditors	8,794,202	(542,707)	8,251,495
Related parts	272,115	(7,864)	264,251
Derivative financial instruments	210,701	-	210,701
Income tax payable	294,680	2,830	297,510
Lease liabilities	439,962	(253,952)	186,010
Employees' statutory profit sharing	281,300	(1,299)	280,001
Total short-term liabilities	<b>11,292,960</b>	<b>(802,992)</b>	<b>10,489,968</b>
Long-term liabilities:			
Notes payable	8,474,352	-	8,474,352
Deferred income	3,816	(3,816)	-
Lease liabilities	589,667	(314,190)	275,477
Deferred income taxes	1,141,226	(295,292)	845,934
Employee benefits	560,907	(11,237)	549,670
Total long-term liabilities	<b>10,769,968</b>	<b>(624,535)</b>	<b>10,145,433</b>
Total liabilities	<b>22,062,928</b>	<b>(1,427,527)</b>	<b>20,635,401</b>
Stockholders' equity:			



Total stockholders' equity	<b>18,139,790</b>	(3,858,810)	14,280,980
Total liabilities and stockholders' equity	<b>\$ 40,202,718</b>	<b>\$ (5,286,337)</b>	<b>\$ 34,916,381</b>

The accompanying notes are an integral part of these unaudited pro forma condensed consolidated financial statements.

## Condensed Pro Forma Consolidated Statements of Income (unaudited)

(Amounts in thousands of Mexican pesos)

	For the year ended December 31, 2024		
	Base figures	Pro forma adjustments	Proforma figures
Net sales	\$ 37,424,879	\$ ( 2,329,485)	\$ 35,095,394
Cost of sales	22,464,144	( 835,445)	21,628,699
Gross profit	14,960,735	( 1,494,040)	13,466,695
Selling and administrative expenses	9,739,662	( 1,746,768)	7,992,894
Income before other income and expenses	5,221,073	252,728	5,473,801
Other income (expense), net	58,492	( 90,452)	( 31,960)
Operating income	5,279,565	162,276	5,441,841
Result of financing	( 803,539)	62,826	( 740,713)
Equity in income of associates	408,983	31,566	440,549
Income before income taxes	4,885,009	256,668	5,141,677
Income taxes	1,537,472	115,454	1,652,926
Consolidated net income for the year	\$ 3,347,537	\$ 141,214	\$ 3,488,751
Net income from controlling interest	\$ 1,359,893	\$ 141,194	\$ 1,501,087
Net income from non-controlling interest	1,987,644	20	1,987,664
Consolidated net income for the year	\$ 3,347,537	\$ 141,214	\$ 3,488,751

The accompanying notes are an integral part of these unaudited pro forma condensed consolidated financial statements.



**Notes to the unaudited pro forma condensed consolidated financial information as of December 31, 2024 and the unaudited pro forma condensed consolidated statement of income as of December 31, 2024.**

**Corporate Structure**

Grupo Herdez, S.A.B. de C.V. (the "Company") is a company legally incorporated in Mexico, whose shares are traded on the Mexican Stock Exchange. The registered address of the Company is Calzada San Bartolo Naucalpan No. 360, Col. Argentina Poniente, Mexico City, C.P. 11230. These consolidated financial statements include the Company and its subsidiaries (collectively, the "Group" and individually as "Group entities") and the Group's interest in related and jointly controlled entities. The Company is a 70% subsidiary of Hechos con Amor, S.A. de C.V., which is exposed and entitled to variable returns.

The Group is principally engaged in the manufacture, purchase, distribution and marketing of canned foods and packaged ice cream in Mexico, as well as foods targeted to the Mexican food segment in the United States of America (USA).

The unaudited pro forma condensed consolidated financial information as of December 31, 2024 and the pro forma condensed consolidated statement of income as of December 31, 2024, have been prepared in accordance with International Financial Reporting Standards, issued by the International Accounting Standards Board ("IASB"), hereinafter referred to as "IFRS", and include the accounts of Grupo Herdez and those of its subsidiaries.

These condensed pro forma consolidated financial statements are presented in Mexican pesos, which is the functional and reporting currency of Grupo Herdez. All information is presented in thousands of pesos and has been rounded to the nearest whole number, except where otherwise indicated.

In the case of foreign joint venture entities in the United States of America (U.S.A.), they present their financial statements in local currency, which is their functional currency, and these are translated into Mexican pesos so that Grupo Herdez can recognize its interest in such entities.

The preparation of these pro forma condensed consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Relevant estimates and assumptions are reviewed regularly. Revisions to accounting estimates are recognized prospectively.

The accompanying pro forma condensed consolidated financial statements were approved for issuance on April 7, 2025, by the Chief Executive Officer and the Chief Financial Officer and IT for issuance, to be presented in the corporate restructuring prospectus under the terms of the Circular Única de Emisoras.

***Description of the Operation***

These pro forma financial statements are not necessarily indicative of the results that would have been obtained had the Company operated under the same operating structure during the period presented, nor of future results. Therefore, these pro forma condensed consolidated financial statements may not be useful for purposes other than those mentioned below.





On April 7, 2025, Grupo Herdez announced to the investing public the corporate restructuring consisting mainly of the spin-off of Grupo Herdez, through the delivery to the shareholders of Grupo Herdez, as a dividend in kind, of the shares representing the capital stock of Grupo Nutrisa that it owns. Grupo Nutrisa is currently a subsidiary of Grupo Herdez and it is expected that it will adopt the regime of a publicly traded stock corporation with variable capital and that its shares will be registered in the National Securities Registry and listed on the Stock Exchange, as described in this Prospectus.

Subject to the corresponding regulatory approvals, it is expected that Grupo Nutrisa will adopt the regime of a stock corporation with variable capital, register its shares in the National Securities Registry maintained by the National Banking and Securities Commission, and list on the Bolsa Mexicana de Valores, S.A.B. de C.V. the shares representing the capital stock of Grupo Nutrisa that will be distributed to Grupo Herdez shareholders as described in this Information Statement. Neither Grupo Herdez nor Grupo Nutrisa would conduct a public offering of shares in the context of the proposal described herein. The remaining business units and operations would remain in Grupo Herdez.

Prior to the declaration of the dividend referred to in this document, Alimentos Benefits, S.A. de C.V. ceased to be a direct subsidiary of Grupo Nutrisa and became a direct subsidiary of Grupo Herdez, maintaining the operation within Grupo Herdez.

The unaudited pro forma condensed consolidated financial information of Grupo Herdez as of December 31, 2024 and the unaudited pro forma consolidated results as of December 31, 2024 have been prepared for the sole purpose of showing the effects of the Corporate Restructuring on the financial position and results of operations. The pro forma condensed consolidated financial information was prepared considering its materialization, the fulfillment of the conditions to which the Corporate Restructuring is subject and the obtaining of the authorizations required in this type of operations.

*Base figures:* Correspond to the reported audited condensed consolidated financial figures of Grupo Herdez as of December 31, 2024 and the audited condensed consolidated results as of December 31, 2024.

*Pro forma adjustments:* Include transactions to reflect the assets, liabilities and equity transferred by virtue of the Transaction, which have been incorporated to present the pro forma figures of Grupo Herdez.

*Proforma figures:* correspond to the condensed consolidated financial information of the operations that will remain in Grupo Herdez.

### **Basis of presentation of the unaudited pro forma consolidated financial statements**

The accompanying unaudited pro forma condensed consolidated statement of financial position and the unaudited pro forma condensed consolidated statement of income have been prepared by management using the accounting policies of Grupo Herdez, S.A.B. de C.V., in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board ("IASB").

The unaudited pro forma information was prepared as if the corporate restructuring had occurred as of December 31, 2024, for purposes of the unaudited pro forma condensed consolidated statement of financial position and unaudited pro forma condensed consolidated statement of income for the year ended December 31, 2024. The Company's management compiled, in all material respects, the pro forma financial information in accordance with the criteria established in the Circular Única de Emisoras.

Grupo Nutrisa would have implemented the discontinuation of the operation of its subsidiary Alimentos Benefits, S.A. de C.V., for which the operation is maintained in Grupo Herdez; prior to the disincorporation of Grupo Nutrisa in Grupo Herdez through the payment of a dividend in kind to its stockholders. This transaction qualified as a transaction between entities under common control; therefore, any difference between the consideration paid and the total book value of the assets and liabilities of the acquired entity at the date of the transaction is included in equity accounts.

#### Pro forma adjustments

The pro forma adjustments included in the unaudited pro forma condensed consolidated statement of financial position as of December 31, 2024, and the unaudited pro forma condensed consolidated statement of income for the year then ended, as discussed in the notes to the pro forma consolidated financial information, the corporate restructuring is reflected by incorporating the pro forma adjustments to the related historical assets, liabilities, equity, income, and expenses as if the restructuring had taken place as of December 31, 2024.

The adjustments to the pro forma condensed consolidated financial statements are shown below:

Grupo Herdez, S.A. de C.V. informs its stockholders of the corporate restructuring through the discontinuation of the operation of Alimento Benefits, S.A. de C.V. from Grupo Nutrisa, S.A. de C.V. prior to the disincorporation of Grupo Nutrisa from Grupo Herdez through the payment of a dividend in kind, as described in the "Description of the Transaction" section of these notes.

In this sense, the adjustments to the pro forma consolidated financial statements reflect the disincorporation of Grupo Nutrisa, S.A. de C.V.'s consolidated historical assets, liabilities, equity and results.

This financial information does not purport to represent the results of operations or financial position of the Company as if the Transaction had occurred on the specific dates, nor does the information purport to project the results of operations and financial position of the Company for future periods or any future dates. All pro forma adjustments are based on preliminary estimates and assumptions and are subject to change, adjustment and revision upon completion of the Transaction.

## **CORPORATE RESTRUCTURING INFORMATION STATEMENT**

**April 7, 2025**



### **GRUPO HERDEZ, S.A.B. DE C.V.**

Calzada San Bartolo Naucalpan No. 360  
Col. Argentina Poniente Delegación Miguel Hidalgo C.P. 11230  
Mexico City  
Outstanding Shares: Class I and Class II Common Stock  
Market where listed: Bolsa Mexicana de Valores, S.A.B. de C.V.  
BMV ticker symbol: HERDEZ

Filed in accordance with Article 104 section IV of the Securities Market Law and Article 35 of the General Provisions Applicable to Issuers of Securities and other Securities Market Participants issued by the National Banking and Securities Commission.

*Capitalized words and terms not defined in this Information Statement shall have the meanings ascribed to them in the Issuer's annual report for the year ended December 31, 2024, which may be consulted by accessing the Issuer's website at [www.grupoherdez.com.mx](http://www.grupoherdez.com.mx) and the Exchange's website at [www.bmv.com.mx](http://www.bmv.com.mx).*