



GRUPO HERDEZ

RESOLUTIONS OF ITS GENERAL ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETINGS 2025

Mexico City, Mexico, April 23, 2025 – Grupo Herdez, S.A.B. de C.V. (“Grupo Herdez” or the “Company”) (BMV: HERDEZ) hereby informs the resolutions reached at the Annual Ordinary General Shareholders' Meeting as well as the Extraordinary General Shareholders' Meeting, held on April 23, 2025 (the “Meetings”).

Annual Ordinary General Shareholders' Meeting

APPROVAL OF THE SEPARATION OF GRUPO NUTRISA AND THE LISTING AND DISTRIBUTION OF ITS SHARES TO ALL GRUPO HERDEZ SHAREHOLDERS.

The Shareholders' Meeting authorized the Board of Directors so that, effective on the date it determines, a dividend in kind is eventually declared and paid to the Company's shareholders, consisting of shares representing the capital stock of Grupo Nutrisa, S.A. de C.V., owned by the Company, in accordance with the terms determined by the Company's Board of Directors, to be distributed at a rate of \$12.2820 (twelve pesos 2820/10000 M.N.) per share, to be paid to the total number of shares representing the Company's capital stock outstanding on the record date; and that the Company will carry out the necessary processes for the shares representing the capital stock of Grupo Nutrisa, S.A. de C.V. to be registered, without public offering, in the National Securities Registry maintained by the National Banking and Securities Commission and listed on the Mexican Stock Exchange, S.A.B. de C.V., which is expected to occur prior to the declaration and payment of the aforementioned dividend. The Company will keep investors informed of any significant developments as necessary or appropriate.

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.

AUDITED FINANCIAL STATEMENTS

Approval of the audited financial statements of the Company and its subsidiary, Grupo Nutrisa, S.A. de C.V., as well as the reports and opinion referred to in Section IV of Article 28 of the Securities Market Law (Ley del Mercado de Valores), for the fiscal year from January 1 to December 31, 2024

DIVIDEND PAYMENT

The payment of an ordinary dividend at a rate of \$1.50 pesos per share, payable in two installments of \$0.75 pesos each, on May 06 and October 07, 2025.

The payment of an extraordinary dividend at a rate of \$1.00 peso per share, payable in one installment on May 06, 2025.

BOARD OF DIRECTORS

Individual ratification or designation of the following members of the Board of Directors and Secretaries:

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Proprietary Members

	Position
Héctor Ignacio Hernández-Pons Torres	Chairman
Enrique Hernández-Pons Torres	Vice-chairman
Flora Hernández-Pons Torres De Merino	Director

Independent Members

Ángela Gómez Aiza	Director
Enrique Castillo Sánchez Mejorada	Director
Eduardo Ortíz Tirado Serrano	Director
José Roberto Danel Díaz	Director
Luis Rebollar Corona	Director
Michael Bernhard Jost	Director

Secretaries

Abraham Sosa Robles	Secretary (non-member)
Martín Ernesto Ramos Ortíz	Pro-Secretary (non-member)



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AUDIT AND CORPORATE PRACTICES COMMITTEE

Ratification of the Chairman of the Audit and Corporate Practices Committee.

COMPENSATION FOR MEMBERS OF THE BOARD

Approval of the compensation, consisting of three gold coins of MXN \$50.00 (net amount), or its equivalent in pesos after withholding Income Tax, to each of the Members of the Board of Directors, Secretary, and Alternate Secretary who are not members of the Company's Board of Directors; and two gold coins of MXN \$50.00 to the members of the Audit and Corporate Governance Committees for their attendance at each Board and Committee meeting, respectively.

AMOUNT FOR REPURCHASE OF SHARES

Approval of MXN 2.5 billion as the maximum amount to be allocated for the repurchase of the Company's own shares.

CANCELLATION OF SHARES

The cancellation of 8,391,816 shares representing the variable portion of the Company's capital stock, originating from the share repurchase program, was approved.

REPORT ON THE COMPLIANCE OF FISCAL OBLIGATIONS

Presentation of the report on the review of the fiscal situation of the taxpayer for the previous fiscal year, in which no non-compliance was observed.

Extraordinary General Shareholders' Meeting

The Extraordinary General Shareholders' Meeting approved the amendment of subsection (ii) of section I of the Third Clause of Grupo Herdez's Bylaws. This modification updates the description of the specialized services that the Company provides as part of its corporate purpose, which is now worded as follows:

[...] ii) To provide the following specialized services: (a) strategic high-level business advisory services, complementary and/or shared, such as business management; (b) administrative services for tax consulting, finance, auditing, and strategic accounting services; (c) organizational management services, such as human resources, legal, operational, technical assistance, and marketing; and (d) management and administration services for technological tools and processes. [...]

CONTACT INFORMATION

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ABOUT GRUPO HERDEZ

Proudly, we are the Mexican food company with the longest history in the country. Since 1914, we have brought the best of our gastronomy and the flavors of the world to Mexican families, and we have brought the best of the flavors of Mexico to the world. We have been listed on the Mexican Stock Exchange since 1991 and our purpose is to be a worthy representative of the recipes and ingredients of our cuisine on a global level, working committed to the social and environmental needs of the places where we operate.

We are leaders in the processed food sector and an important player in the ice cream category in Mexico, in addition to having a solid presence in the United States through MegaMex, as leaders in the production and marketing of guacamole, as well as in the categories of sauces and frozen Mexican food, in the American Union. We have a broad portfolio of more than 1,500 products, with which we provide solutions to the daily lives of our consumers, by offering them variety and convenience for different lifestyles in the categories of tuna, spices, guacamole, ice cream, mayonnaise, jams, honey, mole, mustard, pasta, organic products, crushed tomatoes, homemade sauces, ketchup sauce, tea, canned vegetables and many more. These products are marketed through an exceptional portfolio of brands, including Aires de Campo®, Barilla® Blasón®, Búfalo®, Cielito Querido Café®, Del Fuerte®, Doña María®, Embasa®, Flaveur®, Frank's®, French's®, Helados Nestlé®, Herdez®, Libanius®, McCormick®, Moyo®, Nutrisa® and Yemina®.

We align our sustainability strategy with 7 Sustainable Development Goals of the 2030 Agenda of the United Nations, being signatories of the Global Compact since 2012. This vision of contributing to the well-being of people, communities and the planet is shared with a great team of more than 12,500 employees, and executed through a solid infrastructure that includes 16 production plants, 28 distribution centers and around 650 points of sale of our brands Cielito Querido Café®, Chilim Balam®, Moyo® and Nutrisa®. For more information, visit <http://www.grupoherdez.com.mx> or follow us on: FB: /GrupoHerdezMX TW: @GrupoHerdezMX LI: /Grupo-Herdez IG:@grupoherdezmex

FORWARD-LOOKING STATEMENTS

The information contained herein (the "Information") has been prepared by Grupo Herdez, S.A.B. de C.V., its associated companies, subsidiaries and/or affiliated companies ("Grupo Herdez"), and may contain forward-looking statements that reflect Grupo Herdez's current expectations and views, which may differ materially due to various factors, risks and uncertainties. Therefore, Grupo Herdez and/or its respective officers, employees, or agents, assume no responsibility or liability for any discrepancy in the Information. But without prejudice to the foregoing, no warranty is given as to the accuracy of the statements or future variations of the Information, or any other written or oral Information issued by Grupo Herdez. The Information has been provided solely for informational purposes. The issuance of this Information shall not be taken as any form of commitment on the part of Grupo Herdez to proceed with any transaction.

