

# GRUMA, S.A.B. DE C.V.

San Pedro Garza García, N.L. April 7, 2021.

In relation to the First Notice to the Annual General Extraordinary Shareholders Meeting of GRUMA, S.A.B de C.V. (the “Company” or “GRUMA”) to be held on April 23, 2021 at 12:00 (twelve) hours, the shareholders are hereby informed of the details of the proposals to be discussed during said Shareholders’ Meeting regarding the items on the Agenda. The corresponding documentation will be available to the Shareholders in the Company’s offices, at least 15 days prior to the date on which said Shareholders’ Meeting will take place:

## GENERAL EXTRAORDINARY SHAREHOLDERS’ MEETING

- I. Analysis, discussion and, as the case may be, approval of a proposal to cancel 11’285,140 (eleven million, two hundred eighty-five thousand one hundred forty) ordinary, registered, no par value, Series B, Class I shares, issued by the Company and which have been repurchased by it, and as consequence of the foregoing, reduction of the Fixed Portion of the Capital Stock and amendment to article Sixth of the Bylaws.**

The cancelation of **11’285,140 (eleven million, two hundred eighty-five thousand one hundred forty)** ordinary, registered, no par value, Series B, Class I shares issued by the Company and that have been previously repurchased by it will be proposed, and as consequence of the foregoing, the reduction of the fixed portion of the capital stock by a total of Ps\$139,870,734.92, to result in the amount of Ps\$4,885,882,778.56 represented by 394,205,916 ordinary, registered, no par value, Series B, Class I shares.

Since the number of shares and the amount of capital stock is expressly included in the article Sixth of the Bylaws, it will be amended to reflect the aforementioned reduction.

- II. Analysis, discussion and, as the case may be, approval of a proposal to amend articles Eleventh (Requirements for the Purchase and Sale of Company’s Shares) and Thirty-Seventh (Right to Attend Meetings) of the Bylaws.**

The amendment of article **Eleventh (Requirements for the Purchase and Sale of Company’s Shares)** will be proposed, in order to clarify and strengthen the measures intended to prevent any unauthorized acquisition of shares that grant control of the Company.

Furthermore, in order to address the recommendations from the stock market regulatory authorities, the amendment of article **Thirty-Seventh (Right to Attend Meetings)** will be proposed so the Bylaws no longer expressly include the possibility to attend and participate in the Shareholders’ Meeting through electronic means, which is currently permitted under certain extraordinary circumstances, such as acts of god and force majeure events.

The proposed amendments of the abovementioned articles of the Bylaws are included below (the proposed deletions are crossed out and marked in red while the proposed additions are underlined and marked in blue):

**ARTICLE ELEVENTH. REQUIREMENTS FOR THE PURCHASE AND SALE OF COMPANY'S SHARES.** The prior written approval from the Board of Directors of the Company as provided in this Article shall be required for any Person (as such term is defined below) that individually or jointly with any other Person(s) Related Party (as such term is defined below), intends to acquire common Shares (as such term is defined below), or rights over common Shares by any means or under any title, directly or indirectly, whether in a single event or in a set of consecutive events, regardless of the lapse of time between them, which consequence or effect would be, taking into consideration the number of Shares already owned by them or over which they already have rights, as applicable, to achieve or exceed a participation equal to or greater than 5% (five percent) of the common Shares or of their -rights over said common Shares.-----

~~a) That its shareholdings, individually or jointly with the Shares previously held, being acquired or intended to be acquired in the future be equal or greater than 5% (five percent) of the total common Shares.~~

~~b) The ownership rights over common Shares, individually or jointly with any Shares previously held, being acquired or intended to be acquired, be equal or greater than 5% (five percent) of the total common Shares.~~

Such prior approval from the Company' Board of Directors must be obtained each time the shareholdings thresholds are intended to be achieved or exceeded as provided hereto, in a percentage equal to or greater than 5% (five percent) (and multiples thereof) of common Shares or ~~ownership~~-rights over said Shares, except for Persons who directly or indirectly are deemed to be Competitor (as such term is defined below) of the Company or of any of its Subsidiaries (as this term is defined bellow), in which case the Person in question must obtain the prior approval of the Board of Directors for ~~future~~-acquisitions where a limit of 2% (two percent) or multiples thereof of common Shares or rights over said Shares is intended to be achieved or exceeded.-----  
For the purposes hereof, the Person(s) in question shall comply with the following:-----

**I. Approval of the Board of Directors:**

1 (one). The Person in question shall submit a written authorization request to the Board of Directors. Such request must be ~~indubitably~~ delivered by a notary public at the domicile of the Company and addressed to the Chairman of the Board of Directors, with carbon copy to the rest of the Board members, Secretary and to their respective Alternates, and the Secretary ~~of the same Board~~. The mentioned application shall set forth and enumerate the following:-----

(a) the number, class or series of Shares for which the Person in question or any Related Party thereto (i) is the owner, co-owner or beneficiary at the date of request, whether directly or indirectly through any other Person or through any relative by consanguinity, affinity or adoption, within the fifth degree or spouse under civil or common law marriage or by means of an intermediary, or (ii) in respect to which such Person has, shares or enjoys any right, be it as a result of an agreement or by any other cause.-----

(b) the number, class or series of Shares which the Person in question or any Related Party thereto intends to acquire, either directly or through any other Person, if the request is approved.-----  
~~.. in which it should have an interest or participation, either in its capital stock or in the direction, management or operation or otherwise, through any relative by consanguinity, affinity or adoption, within the fifth degree or spouse under civil or common law marriage or by means of an intermediary.~~

(c) the number and class or series of Shares in respect to which such Person intends to acquire or share any right, either by agreement, contract, trust or by any other legal means, should the acquisition of shares referred to in subsection b) above be approved.-----

(d) (i) the percentage that the Shares referred to in paragraph (a) above represent of the total Shares issued by the Company; (ii) the percentage that the Shares referred to in paragraph (a) above represent within their class or series; (iii) the percentage that the Shares referred to in paragraphs (b) and (c) above represent of the total Shares issued by the Company, ~~and~~; (iv) the percentage that the Shares referred to in paragraphs (b) and (c) above represent within their class or series; (v) the percentage that the Shares referred to in paragraphs (a), (b) and (c) above, jointly represent of the total of the Shares issued by the Company; and (vi) the percentage that the Shares referred to in paragraphs (a), (b) and (c) above, jointly represent within their class or series.-----

(e) the identity and nationality of the Person(s), as well as of the Related -Parties referred to paragraph (a) above and their Related Parties, ~~or group of Persons intending to acquire the Shares,~~ provided that if any of such Persons is a corporate entity, trust or its equivalent or any other means, enterprise, corporation or form of economic or commercial association, the identity and nationality of the partners or shareholders, settlors and trustees or their equivalent, members of the technical committee or their equivalent, successors, members or limited partners must also be disclosed, including the nationality and identity of the Person or Persons that Control (as such term is defined below) directly or indirectly such corporate entity, trust or its equivalent or any other means, enterprise, corporation or form of economic or commercial association thereto, until the natural

Persons maintaining any right, interest or participation of any nature with such corporate entity, trust or any other equivalent or any other means, entity, corporation or form of economic or commercial association can be identified, including the documents evidencing economic solvency and good standing of such Person or group of Persons.-----

(f) the reasons and purposes behind such acquisition of Shares, in particular mentioning if the purpose is to acquire directly or indirectly, individually or jointly with one or more Related Parties: (i) additional Shares to those referred in the approval application, (ii) a Significant Participation (as this term is defined below) or; (iii) the Control of the Company.-----

(g) if ~~such a~~ Person is, or a Related Party to such Person is, directly or indirectly, a Competitor of the Company or of any other Subsidiary or Affiliate (as these terms are defined below) thereof and if such Person or Related Party has the authority to legally acquire the Shares pursuant to the terms of these Corporate Bylaws and the applicable legal regulations. Furthermore, the application must indicate if the Person intending to acquire the Shares has any relative by consanguinity, affinity or adoption, within the fifth degree or spouse under civil or common law marriage that may be considered a Competitor of the Company or of any Subsidiary or Affiliate thereof or has an economic relationship with a Competitor or any interest or participation, be it in the capital stock or in the direction, management or operation of a Competitor, directly or through any Person.-----  
~~or any relative by consanguinity, affinity or adoption, within the fifth degree or spouse under civil or common law marriage.~~

(h) the origin of the funds intended to be used to pay the price of the Shares, subject matter of the application. In the event, the funds come from any financing arrangement, the identity and nationality of the Person providing such funds should be specified and a document issued by such funding Person accrediting and explaining the conditions of the financing arrangement, and whether the financing is intended to be guaranteed with the Shares subject to the request, should be delivered along with the authorization request.-----

(i) if the Person in question is a part of any economic group formed by one or more ~~Related Parties~~ Person(s) which as such, in a single event or in a set of consecutive events, intends to acquire Shares or rights over the same or, if applicable, if such economic group is the owner of Shares or of rights over the same.-----

(j) if the Person in question has received resources as a loan or under any other concept, from another Related Party Person or if such Person has provided funds as a loan or under any other capacity to another Person Related Party for the purpose of paying the price of the Shares.-----

(k) the identity and nationality of the financial institution that would act as underwriter, assuming that the relevant transaction is to be carried through public offer.-----

(l) the address for receiving notices of the petitioner in the United Mexican States.-----  
2 (two). Within the 10 (ten) ~~business calendar~~ days, following the date in which the request for authorization, referred to in the above mentioned section 1 (one), had been received, the Chairman, ~~or~~ Secretary, or in absence of the latter, his Alternate, shall convene the Board of Directors for a meeting to discuss and resolve the aforementioned authorization request. For the purposes herein, the notices for these se meetings of the Board of Directors shall be made in writing and should be delivered by the Chairman or Secretary, or in absence of the latter by his Aalternate, by certified mail, private courier service, telegram or fax to each one of the Proprietary Directors ~~and their Alternates~~, at least 45 (forty five) days prior to the date set forth for the meeting, to their domiciles or to the addresses given in writing by the Directors for all matters referred to in this Article of the Corporate Bylaws. ~~The Alternate Directors may only discuss and vote in cases where the Proprietary Directors are not present in the meeting convened upon.~~ The notices must contain the time, date and place of the meeting and the relevant agenda.-----

For ~~the~~ purposes of resolving on the authorization referred to in this Article of the Corporate Bylaws, resolutions taken without a meeting of the Board of Directors shall not be valid, but should the Board meeting called for this purpose decide by majority of votes of the attending members, the meeting shall continue in one or more subsequent meetings in order to address and resolve the same issue, without the need for a new call.-----

3 (three). In order for the Board to validly hold a meeting, at least the majority of the Proprietary Directors or their respective alternates shall be in attendance and its decision and resolutions, to be valid, shall be adopted by the favorable vote of the majority of the Directors in attendance. The Chairman of the Board shall have a deciding vote, in the event of a tie.-----

The Meetings of the Board of Directors convened to resolve over the above-mentioned authorization request shall consider and adopt resolutions solely with regards to the authorization request referred to in the previous section 1 (one), not being able to discuss other matters during such meeting.-----

4 (four). The Board of Directors shall resolve over each submitted request for authorization under this Article, by authorizing or denying, within three months 60 (sixty) calendar days following the submission date of the authorization request.

The Board of Directors may request from the Person intending to acquire the Shares in question, the additional documents or clarifications deemed necessary to decide over the submitted authorization request, including the documents evidencing the veracity of the information referred to in paragraphs “a” to “l” of the above section 1 (one) of this Article.

~~Assuming that the Board of Directors requests the abovementioned clarification or documents, the 60 (sixty) day term referred to in the first paragraph of this section 4 (four) shall be considered as of the date the aforementioned Person furnishes or delivers, as the case may be, the documents or clarification requested by the Board of Directors through its Chairman, Secretary or his or her alternate.~~

Assuming that jointly, coordinated or by agreement, one or more Persons are intending to acquire Shares, regardless of the agreement, contract, trust or legal act originating the same, they shall be deemed as a single Person for the purposes of this Article of the Corporate Bylaws.

In the same manner, for the purposes of this Article, it shall be understood as Shares belonging to the same Person, the Shares with respect of which such Person is the direct or indirect owner or beneficiary, plus the Shares directly or indirectly owned or beneficially owned by any Related Party (related) to such Person; plus any other Shares over which, by any reason or in any way, such Person has the possibility of exercising or directing the exercise of voting rights.

~~plus the Shares: (i) held by any consanguinity, affinity or adoption relative, within the fifth degree, or by any spouse under a civil or common law marriage of the Person holding such Shares, or; (ii) Shares held by an entity, trust or its equivalent, means, enterprise or economic or commercial association, whenever such entity, trust or its equivalent, means, enterprise or economic or commercial association is Controlled by the abovementioned Person or; (iii) Shares held by any Related Party (related) to such Person.~~

In the assessment of the authorization request referred to in this Article, the Board of Directors shall take into account those factors deemed appropriate, considering the interests of the Company and of its shareholders, including issues of financial nature, market, business and the moral and economic standards of the potential buyers, whether the intended transaction represents a conflict of interests or not, if it leads to a change of Control of the Company or to an acquisition of a Significant Participation of the common Shares, if the reports and/or authorizations requests, referred to in this Article, were submitted on time, among others factors.

The Board of Directors may deny the authorization request referred to in this Article, among other reasons in connection with the items set forth in the preceding paragraph, for the following reasons:

- (a) Due to ~~petitioner~~ the lack of economic solvency or good standing of the Person that requests the authorization or of any Related Party to such Person;
- (b) When financing is required to carry out the requested transaction;
- (c) When it refers to a Competitor of the Company or of its Subsidiaries;
- (d) When the petitioner’s interests are contrary to the ones of the Company or of its shareholders or employees;
- (e) Due to the objective, cause, motive or purpose of the requested acquisition;
- (f) Due to the existence of economic, family or similar ties with other shareholders of the Company or with competitors of the same or of its Subsidiaries;
- ~~(g) When it entails transactions with Related Parties;~~
- ~~(gh) If the funds required to carry out the intended transaction are of unknown or doubtful origin; -----~~
- ~~(hi) When the information furnished in the authorization request or any supplementary information thereof is, inter alia, deficient, doubtful, non-verifiable, erroneous, incomplete, imprecise or incorrect; -----~~
- ~~(ij) When it entails the acquisition of a Significant Participation or its purpose is a change of Control of the Company;-----~~
- ~~(jk) The failure to submit the information and/or notices provided in the last paragraph of section II of this Article.-----~~
- (k) If the purpose of the acquisition is to make portfolio or passive investments with speculative purposes that may affect the trading of the Company’s shares in the stock exchange or if it is intended to hold a substantial amount of shares and therefore reducing the Company’s float.

~~The request for authorization shall be deemed denied if the Board Meeting has been convened upon the terms provided hereof, but said Board Meeting was unable to convene for any reason whatsoever.~~

5 (five). In case the Board of Directors approves the proposed acquisition of Shares and such acquisition should entail the acquisition of a Significant Participation without such acquisition exceeding half of the common Shares, then the Person intending to acquire the relevant Shares must make a public tender offer, at a price

payable in cash, for the percentage of Shares equivalent to the percentage of common voting Shares that said Person is intending to acquire or by 10% (ten percent) of the Shares, whichever is greater, pursuant to the terms and conditions of the Mexican Securities Law.-----

The public tender offer referred to in this section five (5) must be made simultaneously in ~~Mexico's and United State's~~ the stock markets where the Shares of ~~\_, as long as the stock of~~ the Company are traded ~~said countries~~.---

Effective from the time the public tender offer is made and until the conclusion of the same, the Company, as well as its Directors and senior officers shall refrain from making or closing transactions ~~which, in detriment to the minority investors, are~~ aimed to hinder the development of said offer.-----

Notwithstanding the foregoing, the Board of Directors shall, within 10 (ten) business days following the commencement of the public tender offer referred to in this section 5 (five), prepare, under the advise of the Corporate Governance Committee and disclose to the investor public through SEDI (Electronic Information Carriage and Disclosure System), as authorized to the applicable Stock Exchanges by the Mexican Banking and Securities Commission, or whichever system substitutes SEDI for this purposes), its opinion in connection with the public tender offer. If the Board of Directors deems it convenient, ~~should face a situation where it may create a conflict of interest or when more than one offer is made at conditions not directly comparable to those contained in the opinion~~, then the opinion may be coupled with another opinion issued by an independent expert retained for such purposes by the Company at the request of the Corporate Governance Committee.-----

Directors who are also shareholders of the Company shall disclose to the Stock Exchanges where the Shares of the Company are traded ~~Bolsa de Valores, S.A. de C.V. (Mexican Stock Exchange)~~, through the SEDI network (Electronic Information Carriage and Disclosure System), as authorized ~~to the applicable Stock Exchange~~ by the Mexican Banking and Securities Commission, or whichever system substitutes SEDI for this purposes), not later than at the beginning of the last business day of the public tender offer period, which decision they will make as to their Shares in connection with the public tender offer.-----

The shareholders, in the event of any public tender offer, shall have the right to hear more competitive offers.---

6 (six). ~~An approval of the Board of Directors will not be necessary for~~ Any Person that wishes to acquire, directly or indirectly, a participation of more than 50% (fifty percent) of the common Shares or the Control of the Company, ~~in which case,~~ shall make the acquisition through a public ~~tender~~ offer for 100% (one hundred percent) minus 1 (one) of the common Shares issued by the Company, pursuant to the ~~according to the~~ provisions of the Mexican Securities Law and other applicable legal regulations, and shall also. ~~Nevertheless, if in such public tender offer, the Person making the tender offer is not able to acquire at least half plus 1 (one) of the total of the Shares representing the capital stock, said Person must~~ obtain approval from the Board as set forth in this Article, prior to carrying out the abovementioned public offer.-----

If the public tender offer referred to in this section 6 (six) is made prior to obtaining the authorization from the Board of Directors as provided in this Article, the offer must be conditioned in such way that the acquisition will only take place as long as any of the following conditions is met: (i) that, by means of the public tender offer, the Person making the offer manages to obtain sale bids for Shares, which, directly or indirectly, if acquired through the public tender offer, would make such Person acquire a participation greater than 75% (seventy-five percent) of the common Shares of the Company, in which case such acquisition would not require an authorization from the Board; or (ii) that the Person making the public offer obtains the Board's authorization as provided in this Article of the Corporate Bylaws within the term of the public tender offer. The aforementioned condition must be expressly included in the Prospectus and other documentation of the public tender offer, specifying that if the condition is not met, then the offer will be withdrawn and shall be terminated.-----

The public tender offer referred to in this section six (6) must be made simultaneously in ~~Mexico's and US~~ the stock markets in which the Company's Shares are traded.-----  
~~\_, as long as the stock of the Company continues to be traded in said countries.~~

Effective from the time the tender offer is made public and until the conclusion of the same, the Company, as well as its Directors and senior officers shall refrain from making or closing transactions ~~which, in detriment to the minority investors, are~~ aimed to hinder the development of said offer.-----

Notwithstanding the foregoing, the Board of Directors shall, within 10 (ten) business days following the commencement of the public tender offer, prepare, under the advise of the Corporate Governance Committee and disclose to the investor public through SEDI (Electronic Information Carriage and Disclosure System), as authorized to the applicable Stock Exchange by the Mexican Banking and Securities Commission, or whichever system substitutes SEDI for this purposes), its opinion in connection with the public tender offer. If the Board of Directors deems it convenient, ~~should face a situation where it may create a conflict of interest or when more than one offer is made at conditions not directly comparable to those contained in the opinion~~, then the opinion may



be coupled with another opinion issued by an independent expert retained for such purposes by the Company at the request of the Corporate Governance Committee.

Directors that are also shareholders of the Company shall disclose to the Stock Exchanges where the Shares of the Company are traded Bolsa de Valores, S.A. de C.V. (Mexican Stock Exchange), through the SEDI network (Electronic Information Carriage and Disclosure System), as authorized ~~to the applicable Stock Exchange~~ by the Mexican Banking and Securities Commission, or whichever system substitutes SEDI for this purposes), not later than at the beginning of the last business day of the public tender offer period, which decision they will make as to their Shares in connection with the public tender offer.

The shareholders, in the event of any public tender offer, shall have the right to hear more competitive offers. ~~---~~ 7 (seven). Any Person performing a Share acquisition approved by the Board of Directors, shall not be registered in the Stock Ledger of the Company but until such time when the public tender offer referred to in sections five (5) and six (6) above has been concluded. Consequently, such Person shall not be able to exercise the corporate nor the economic rights corresponding to the Shares which acquisition has been approved, but until such time when the tender offer has been concluded.

In case of Persons who are already shareholders of the Company and therefore, are registered in the Stock Ledger of the Company, the Share acquisition approved by the Board of Directors shall not be registered in the Stock Ledger of the Company but until such time when the public tender offer had been concluded and, consequently, such Persons shall not be able to exercise the corporate nor the economic rights corresponding to the Shares acquired by the authorization given by the Board of Directors until they are entered in the Stock Ledger.

## **II. General Provisions:**

In addition to what is established in the following Article Twelfth, ~~if~~ the terms contained in this Article are not met, then the Person or Persons in question may not, directly or indirectly, exercise the corporate ~~or economic~~ rights directly or indirectly vested into the Shares (or power to exercise associated rights) acquired without the appropriate approval, including minority rights, and such Shares shall not be taken into account for the purposes of computing quorum at Shareholders' Meetings, and the Company shall refrain from recording the corresponding acquisition Shares acquired in breach of the terms established by these Bylaws in the Company's in the Stock Ledger referred to in the Mexican Corporations Law, and any Registry kept by any securities depository institution shall have no effect whatsoever, and thus, the certificates or listings referred to in the first paragraph of Article 290 of the Mexican Securities Law shall not be proof of ownership of Shares nor will they evidence the right to attend the Shareholders' Meetings nor will they entitle exercise of any action whatsoever, including those of procedural nature.

The Persons that obtained the approval of the Board of Directors to acquire Shares as provided under this Article, shall be bound to inform of such situation to said collegiate body, through a written notice addressed and delivered to the same persons and under the same terms of the request mentioned set forth in the first paragraph of section one (1) of this Article within 5 (five) calendar days following the date the authorized acts and operations are carried out.

The approvals granted by the Board of Directors pursuant to this Article shall cease to be effective automatically and without the need of any statement if the approved transactions are not carried out within a maximum term of sixty (60) calendar-days following the notice of the corresponding approval to the interested party. ~~-----, unless the Board of Directors, prior petition of said person, extends the aforementioned term.~~

Holders and direct or indirect beneficiaries of Shares or rights vested in them, reaching (or in its case, exceeding) the percentages referred hereunder, shall provide written notice of such circumstance to the Company, which notice shall be addressed and delivered to the same persons and under the same terms of the request mentioned set forth in the first paragraph of section one (1) of this Article, within a term of five (5) business days after obtaining, reaching or exceeding Ownership: (i) non competitors: each 2% (two percent) of common Shares; (ii) Competitors: each 1% (one percent) of common Shares.

## **III. Exceptions:**

The provisions of this Article of the Corporate Bylaws shall not be applicable to:-----

(a) acquisitions or transfers of Shares or rights vested in them, made through inheritance proceedings, either by means of universal heirs or bequests, as well as those made through non-remunerated donations between direct ascendants and descendants.-----, ~~or~~

(b) acquisitions of Shares or rights vested in the Shares by the Company, or by trusts established ~~incorporated by the Company.~~ by: (i) ~~the Person who directly or indirectly has the authority or possibility of appointing the majority of the Directors of the Company's Board of Directors;~~ (ii) ~~any company, trust or similar form of venture, means, entity, corporation or economic or mercantile association, which may be under the Control of the Person referred to in section (i) above;~~ (iii) ~~the heirs of the Person referred to in section (i) above;~~ (iv) ~~the Person referred~~

~~to in section (i) above when such Person should be repurchasing the Shares of any corporation, trust or similar form of venture, means, entity, corporation or economic or mercantile association referred to in section (ii) above, and; (v) the Company or trusts created by the Company.~~

~~(e) Such Person(s) that as of December 4th (fourth), 2003 (two thousand three) hold(s), directly or indirectly, 20% (twenty percent) or more of the Shares representing the Company's capital stock.~~

~~(cd) -a~~ Any other exception contained in the Mexican Securities Law and other applicable legal regulations.-----

**IV. Definitions:**-----

For the purposes of the foregoing Article, the terms indicated below shall have the meanings assigned thereto:

“Affiliate” means any Person Controlling, under Control of or under common Control of any Person.-----

“Competitor” means any Person devoted, directly or indirectly to (i) the business of production and/or marketing of corn ~~and/or~~ corn or wheat flour tortillas, and/or tostadas or corn chips and/or flat breads and/or any other related product, and/or (ii) any other activity carried by the Company or by any of its Subsidiaries or Affiliates.-----

“Control”, “Controlling” or “Controlled” means the capacity of a person or group of persons to carry out any of the following activities: (a) to directly or indirectly impose decisions in General Shareholders’ Meetings, Partners’ Meetings or any equivalent entities, or appoint destitute the majority of the Directors, managers, or their equivalent, of a corporate entity; (b) to hold the rights that directly or indirectly allow voting regarding more than 50% (fifty percent) of the capital stock of a corporate entity; (c) to directly or indirectly direct the management strategies or main policies of a corporate entity, whether this be through the ownership of securities, by contract or by any other means.-----

“Management Authority” means having de facto capacity to decisively influence the resolutions adopted in the Shareholders’ meetings or Board Members’ meetings or in the management and execution of the issuing Company’s business or corporate entities controlled by the Company or in which the Company has material influence.-----

“Person” means any natural person, corporate entity, trust or similar form of venture, vehicle, entity, corporation or economic or commercial association or any Subsidiaries or Affiliates of any of the former or, as determined by the Board of Directors, any group of Persons who may be acting jointly, by an arrangement or in a coordinated manner under the terms of this Article.-----

“Related Party” means any Party (A) that e-ones that regarding another Party (B)the Company, falls in any one of the following assumptions: (a) Party (A) controls or has ~~Controlling persons having a~~ significant influence in Party (B) or vice versa, or a corporate entity ~~belongs~~ ing to the corporate group or consortium to which Party (B) the issuer belongs, as well as the Directors or managers and the senior officers of the companies comprising said group or consortium; (b) Party (A) has Management Authority in Party (B) or vice versa, or in any other persons with management authority in a corporate entity that is a part of the same a corporate group or consortium to which Party (B) the issuer belongs; (c) Party (A) is the spouse, concubine, concubinary or has blood and non-blood family relationship up to the ~~fourth~~ fifth degree or by affinity up to the third degree with Party (B) or with any other individuals that falls in any of the assumptions indicated in the aforementioned sections (a) and (b), as well as partners and co-owners keeping business relationship with the individuals mentioned in said sections; (d) corporate entities that are part of the same a corporate group or consortium to which Party (B) the issuer belongs; (e) the corporate entities over which Party (B) or any one of the persons referred to in the foregoing sections (a) to (c) have control or significant influence.-----

“Shares” and/or “common Shares” means the shares of stock representative of the capital stock of the Company, of any class or series or any certificate, security or instrument issued under such shares or which otherwise confer rights upon such shares or which may be convertible into such shares, and specifically including ordinary participation certificates (CPO’s) representing shares of stock of the Company.-----

“Significant Participation” means the direct or indirect ownership or holding of 30% (thirty percent) or more of the common voting Shares.-----

“Subsidiary” means any company in respect to which a Person should be the owner of the majority of the shares of stock representative of its capital stock or in respect to which a Person should have the right to appoint the majority of the Directors of its Board of Directors or otherwise the Sole Director.-----

The foregoing covenant shall be filed with the Public Registry of Commerce of the corporate domicile of the Company and shall be inserted accordingly in the certificates of the shares of stock of the Company, so that it is opposable to all third parties.-----

**ARTICLE THIRTY-SEVENTH. RIGHT TO ATTEND MEETINGS.** In order to be entitled to attend to and vote in Shareholders’ Meetings, all shareholders must be registered as such in the Stock Ledger of the Company and previously deposit their share certificates with the Company’s Secretary or in any Mexican or Foreign Bank, no later than the day immediately preceding the date set forth for the Meeting. If the shares are deposited in a

securities depository institution, the shareholders will prove their capacity as such with the certificates issued by the securities depository institutions to the shares depositaries, which will be supplemented, if applicable, with the holder's list prepared by the Institutions for that purpose. -----

The deposit slip of the shares will demonstrate the right to attend the Shareholders' Meetings. The Stock Ledger of the Company shall be closed, and therefore no recordings shall be permitted, the business day prior to the date of the Meeting. -----

~~In extraordinary circumstances, such as riots, terrorist acts, earthquakes, floods, epidemics, pandemics and similar events or acts, whether by act of god or force majeure, including declarations of health emergency by any competent authority, the shareholders or their duly appointed representatives pursuant to article Thirty-Fourth of these Bylaws, if so determined by the Corporate Governance Committee, may validly attend through videoconference or other electronic means, and vote at the Shareholders' Meetings, in the understanding that they will issue their vote through the platform through which they are participating, or through the means indicated in the instructions issued by the Company in this regard.~~

### **III. Appointment of Special Delegates to comply with and formalize the resolutions adopted by the Shareholders' Meeting.**

Single Point.- The designation of Mr. Rodrigo Martínez Villarreal and Mr. Héctor Rubén Garza Villarreal as delegates of the Shareholders' Meeting, acting jointly or separately, will be proposed.