

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

San Pedro Garza García, N.L., April 8, 2025.

In connection with the Notice to the Annual General Ordinary Shareholders' Meeting of GRUMA, S.A.B. de C.V. (the "Company" or "GRUMA") to be held on April 25, 2025 at 11:00 (eleven) hours, the shareholders are hereby informed of the details of the proposals regarding the items of the Agenda that will be discussed during said Shareholders' Meeting, being the shareholders hereby reminded of the fact that the corresponding documentation will be available to them in the Company's offices, at least 15 days prior to the date on which said Shareholders' Meeting will take place:

## ANNUAL GENERAL ORDINARY SHAREHOLDERS' MEETING

- I. Presentation of the reports referred to in article 28, section IV, of the Securities Market Law (*Ley del Mercado de Valores*) and article Nineteenth, section IV, of the Company's Corporate Bylaws, for the fiscal year ended on December 31, 2024, including the Financial Statements of GRUMA, S.A.B. DE C.V., for the period elapsed from January 1<sup>st</sup> through December 31, 2024, for their discussion and, as the case may be, approval.**

First point.- The shareholders will be presented, for their approval, with the Financial Statements of GRUMA, S.A.B. DE C.V., for the period elapsed from January 1<sup>st</sup> through December 31, 2024, the Chief Executive Officer's Annual Report, as well as the following reports and opinion:

- Report on the Individual and Consolidated Financial Statements issued by the independent auditing firm PricewaterhouseCoopers, S.C.
- Report of the Board of Directors Regarding the main Policies and Accounting Guidelines used for the preparation of the Financial Statements.
- Board of Director's Opinion on the Chief Executive Officer's Annual Report.
- Board of Director's Operations and Activities Report.
- Audit Committee's Annual Report.
- Corporate Governance Committee's Annual Report.

Second point.- The ratification and approval of all acts carried out by the Board of Directors of the Company in the performance of its duties during the 2024 fiscal year will be proposed.

- II. Reading of the report on compliance with tax obligations referred to in article 76, section XIX, of the Income Tax Law (*Ley del Impuesto sobre la Renta*).**

Single point.- In accordance with the provisions of article 76, section XIX, of the Income Tax Law (*Ley del Impuesto sobre la Renta*), the Report on the Review of the Tax Situation of the Company, prepared by the firm PricewaterhouseCoopers, S.C., dated May 14, 2024, will be distributed and read.

- III. Proposal and, as the case may be, approval of the allocation of results for the period referred to in the aforementioned item I, including, as the case may be, the dividend payment procedure, should those be declared by the Shareholders' Meeting.**

Single point.- Based on the Financial Statements that may be approved, the approval of the allocation of results corresponding to the 2024 fiscal year will be proposed to the shareholders, as follows:

- A) To apply the entire net income for the 2024 fiscal year to the retained profits account.

B) Pay a cash dividend equivalent to MXN \$5.76 (FIVE MEXICAN PESOS AND SEVENTY SIX CENTS) per share to be paid in 4 installments, originating from the 2014 and subsequent fiscal years' net tax profit account.

**IV. Proposal for the determination of the maximum amount of resources to be destined for repurchasing shares of the Company and report on the transactions carried out by the share repurchase fund.**

First point.- Setting the amount of MXN \$7,000,000,000 as the maximum amount for the purchase of the Company's own shares will be proposed, for such amount to be used as of the date of this Annual General Ordinary Meeting and until said amount is exhausted or until the General Shareholders' Meeting resolves again in such regard, being subject to the Company's own shares acquisition and placement internal Policies.

Second point.- A report on the transactions carried out with the Company's own shares will be presented.

**V. Election and/or ratification of the Members of the Board of Directors and its Secretary, as well as the Chairman and Vice-Chairman of such corporate body, evaluation of the independence of the Members of such Board that have been appointed with that quality, and approval of the compensation of the Board Members, as well as the compensation corresponding to the members of the Board of Directors' Audit and Corporate Practices Committees.**

First point.- It will be proposed for the Board to be composed of 11 Proprietary members, and the ratification and/or appointment of the following persons as members of the Board of Directors will be proposed, this proposal will be made and voted in the Meeting individually for each of the proposed directors, qualifying the independence of those directors who are identified as "independent" below, since they do not fall within the restrictions set forth in the Securities Market Law (*Ley del Mercado de Valores*), and they have submitted a letter whereby they make statements regarding their compliance with independence requirements:

**Related Proprietary Directors:**

**JUAN ANTONIO GONZÁLEZ MORENO**

Age: 67  
Years as Director: 31  
Main Occupation: Chairman of the Board and Chief Executive Officer of GRUMA.  
Business Experience: Several positions within GRUMA, including Managing Director of Special Projects of Gruma USA, Chief Executive Officer of Azteca Milling, Vice-President of Central and Eastern Regions of Mission Foods, Chief Sales Officer and Vice-President of Sales of Azteca Milling, and Chief Executive Officer of Gruma Asia-Oceania.

**CARLOS HANK GONZÁLEZ**

Age: 53  
Years as Director: 12  
Main Occupation: Vice-Chairman of the Board of GRUMA; Chairman of the Board of Directors of Grupo Financiero Banorte and Banco Mercantil del Norte; Chief Executive Officer of Grupo Hermes and of Automotriz Hermer; Chairman of the Fundación Banorte.

Business Experience: Chief Executive Officer of Grupo Financiero Interacciones, of Interacciones Casa de Bolsa, of Banco Interacciones, of Grupo Industrial Hermes, of Automotriz Hermer, and Deputy Chief Executive Officer of Grupo Financiero Banorte.

**HOMERO HUERTA MORENO**

Age: 62  
Years as Director: 12  
Main Occupation: Chief Administrative Officer of GRUMA.  
Business Experience: Several positions within GRUMA, including Vice-President of Corporate Internal Audit, of IT, of Controllership for Gruma USA, and of Finances and Administration for Gruma Venezuela.

**LAURA DINORA MARTÍNEZ SALINAS**

Age: 41  
Years as Director: 4  
Main Occupation: Partner at Martínez Salinas Abogados, S.C.  
Business Experience: Several positions in local and international law firms, mainly with a financial and securities approach.

**Independent Proprietary Directors:**

**GABRIEL ARTURO CARRILLO MEDINA**

Age: 68  
Years as Director: 12  
Main Occupation: Chairman and shareholder of Mail Rey and Detecno.  
Business Experience: Chairman of Asociación de Casas de Bolsa de Nuevo León and Club Deportivo San Agustín, several positions within Interacciones Casa de Bolsa, including Chief Financial Officer.

**EVERARDO ELIZONDO ALMAGUER**

Age: 81  
Years as Director: 11  
Main Occupation: Economics Professor at EGADE/ITESM, Economics Professor at UANL and regular Columnist of Reforma/El Norte and Chairman of Centro de Estudios Sociales del Noreste, A.C.  
Business Experience: Economic Investigations Director of Grupo Industrial Alfa, Economic Studies Director of Grupo Financiero Bancomer, and Deputy Governor of Banco de México.

**JESÚS OSWALDO GARZA MARTÍNEZ**

Age: 68  
Years as Director: 9  
Main Occupation: Advisor to the Chief Executive Officer of Grupo Financiero Afirme and financial consultant.  
Business Experience: Director of Grupo Financiero Banorte, Casa de Bolsa Banorte, Banorte-IXE Tarjetas, Seguros Banorte, and Afore XXI Banorte, Chairman of Centro Bancario del Estado de Nuevo León, Regional Director of Banco de México, Commercial Chief Executive Officer of Banco Mercantil del Norte, Professor at the Graduate School of Banking at LSU University, and several executive positions at Banco Bilbao Vizcaya, Casa de Bolsa Probursa, and Valores Finamex.

**THOMAS S. HEATHER RODRÍGUEZ**

Age: 70  
Years as Director: 12

Main Occupation: Of Counsel of Creel, García-Cuellar, Aiza y Enríquez, S.C.  
Business Experience: More than forty-five years of professional independent practice; Director and Manager of Satélites Mexicanos, Director of Grupo Financiero Banorte, Scotiabank, JP Morgan, Bank of America Mexico, Hoteles Nikko, RLH Properties, Grupo Modelo, and Grupo Bimbo; collaborator in the Ethics and Law Committees of Consejo Coordinador Empresarial; arbitrator in international courts and fellow of the American College of Bankruptcy.

**ANNE L. ALONZO**

Age: 66  
Years as Director: 0  
Main Occupation: Independent Member of the Board of PotlatchDeltic, Unifil, and Feeding America, Advisory Board Member of the John L. Weinberg Center for Corporate Governance, and Advisor to Trailhead Capital.  
Business Experience: Senior Advisor of Pollination Group, Senior Vice-President of External Affairs and Chief Sustainability Officer at Corteva AgriScience, President and CEO at the American Egg Board, Administrator of the Agricultural Marketing Service of the United States Department of Agriculture, Vice-President of Global Public Policy and Corporate Affairs at Kraft Foods, Chairwoman of the World Cocoa Foundation, Senior Vice-President of the National Foreign Trade Council, Vice-President of Amoco Corporation, Deputy Assistant Secretary at the United States Department of Commerce, Environmental Attaché to the Embassy of the United States of America in Mexico, and Regional Senior Advisor to the United States Environmental Protection Agency.

**ALBERTO SANTOS BOESCH**

Age: 53  
Years as Director: 12  
Main Occupation: Chairman and Chief Executive Officer of Ingenios Santos, S.A. de C.V.  
Business Experience: Chairman of Aeropuerto del Norte, Director of Arena Monterrey, Chief Executive Officer of Mundo DeaDeveras, Councilor of the Municipality of San Pedro Garza Garcia, N.L., Vice-Chairman of Grupo Tres Vidas Acapulco, and Board Member of DIF Nuevo León.

**JOSEPH WOLDENBERG RUSSELL**

Age: 58  
Years as Director: 9  
Main Occupation: Chairman of the Board of Directors and Executive Chairman of Tubacero.  
Business Experience: Vice-Chairman of Aceros Generales and Deputy Chief Executive Officer of Tubacero.

Second point.- The ratification of Messrs. Juan Antonio González Moreno and Carlos Hank González as Chairman and Vice-Chairman of the Board of Directors, respectively, will be proposed. The ratification of Mr. Rodrigo Martínez Villarreal (current Chief Legal Officer of GRUMA) as Secretary of the Board of Directors will also be proposed.

Third point.- The establishment of the amount of MXN \$100,000.00 (ONE HUNDRED THOUSAND MEXICAN PESOS 00/100 MXN), as compensation for the members of the Board of Directors, for each Board meeting they attend, will be proposed.

Fourth point.- The establishment of the amount of MXN \$110,000.00 (ONE HUNDRED AND TEN THOUSAND MEXICAN PESOS 00/100 MXN), as compensation for the members of the Audit Committee, and the amount of MXN \$75,000.00 (SEVENTY-FIVE THOUSAND MEXICAN PESOS 00/100 MXN), for the members of the Corporate Governance Committee, for each Committee meeting they attend, will be proposed.

**VI. Election of Chairmans of the Audit and Corporate Governance Committees of the Company.**

Single point.- The ratification of Mr. Thomas S. Heather as Chairman of both committees will be proposed.

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

Single point.- The appointment of Messrs. Rodrigo Martínez Villarreal and Jesús María González González, as delegates of the Shareholders' Meeting, for them to act jointly or separately, will be proposed.