

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

San Pedro Garza García, N.L. March 29, 2022.

In relation to 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 22, 2022 at 11:00 (eleven) 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:

## ANNUAL GENERAL ORDINARY SHAREHOLDERS’ MEETING

- I. Presentation, discussion and, as the case may be, approval of the reports referred to in article 28, Section IV of the Securities Market Law (*Ley del Mercado de Valores*) and article 19, Section IV of the Company’s Bylaws, for the fiscal year ended December 31, 2021, including the Financial Statements of GRUMA, S.A.B. DE C.V. for the fiscal year commencing on January 1 ending December 31, 2021.**

First point.- The shareholders will be presented, for their approval, with the Financial Statements of GRUMA, S.A.B. DE C.V. for the fiscal year commencing January 1 ending December 31, 2021, the Chief Executive Officer’s Annual Report, as well as the following reports and opinions:

- Report on the Individual and Consolidated Financial Statements issued by the independent auditors firm PriceWaterhouseCoopers.
- Report 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.- It will be proposed to ratify and approve all acts carried out by the Board of Directors of the Company in the performance of its functions during the 2021 fiscal year.

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

Single point.- Based on the Financial Statements that may be approved, the application of results corresponding to the 2021 financial year will be proposed to the shareholders, as follows:

- A) Apply the entire net income for the 2021 financial year to the retained earnings account.
- B) Pay a cash dividend of Ps.\$5.40 (FIVE PESOS AND FORTY CENTS) per share to be paid in 4 installments, from the 2014 and subsequent fiscal years net tax profit account.

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

Single point.- It will be proposed to set the amount of Ps.\$7,000,000,000.00 (SEVEN BILLION PESOS) as the maximum amount for the purchase of the Company's own shares, during the period starting from the date of this Annual Ordinary General Meeting and until the date on which the next Meeting is held in this regard, subject to the Company's Own Shares Acquisition and Placement Policy .

**IV. Election and/or ratification of the Members of the Board of Directors and its Secretary, as well as the President and Vice-President of such corporate body, evaluation of the independence of the Board Members with such quality, and approval of their compensation, 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 that the Board be composed of 11 Proprietary members, and the following persons will be ratified and/or proposed as members of the Board of Directors, this proposal will be made and voted individually for each of the proposed directors by the Shareholders' meeting, 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*):

**Related Proprietary Directors:**

**JUAN ANTONIO GONZÁLEZ MORENO**

Age: 64  
Years as Director: 28  
Principal 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, President of Azteca Milling, Vice President of Central and Eastern Regions of Mission Foods, President and Vice President of Sales of Azteca Milling, Chief Executive Officer of Gruma Asia-Oceania

**CARLOS HANK GONZÁLEZ**

Age: 50  
Years as Director: 9  
Principal Occupation: Vice-Chairman of the Board of GRUMA; Chairman of the Board of Grupo Financiero Banorte and Banco Mercantil del Norte; Chief Executive Officer of Grupo Hermes; Chairman of the Banorte Foundation  
Business Experience: Chief Executive Officer of Grupo Financiero Interacciones, Casa de Bolsa Interacciones, Banco Interacciones, Grupo Industrial Hermes, Automotriz Hermer, and Assistant Managing Director of Grupo Financiero Banorte

**HOMERO HUERTA MORENO**

Age: 59  
Years as Director: 9  
Principal Occupation: Chief Administrative Officer of GRUMA

Business Experience: Several positions within GRUMA including Corporate Internal Audit Vice President, Management Information Systems Vice President, Controller Vice President of Gruma USA and Finance and Administrative Vice President of Gruma Venezuela

**LAURA DINORA MARTÍNEZ SALINAS**

Age: 38  
Years as Director: 1  
Principal 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 A. CARRILLO MEDINA**

Age: 65  
Years as Director: 9  
Principal Occupation: Chairman and shareholder of Mail Rey and Detecno  
Business Experience: President 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: 78  
Years as Director: 8  
Principal Occupation: Economics Professor at EGADE/ITESM, Economics Professor at UANL and regular columnist of Reforma/El Norte  
Business Experience: Economic Investigations Director of Grupo Industrial Alfa Economic Studies Director of Grupo Financiero Bancomer and Deputy Director of Banco de México

**JESÚS OSWALDO GARZA MARTÍNEZ**

Age: 65  
Years as Director: 6  
Principal Occupation: Advisor to CEO 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, President of Centro Bancario del Estado de Nuevo León, Regional Director of Banco de México, 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 Probusa and Valores Finamex

**THOMAS S. HEATHER RODRÍGUEZ**

Age: 67  
Years as Director: 9  
Principal Occupation: Of Counsel of Creel, García-Cuellar, Aiza y Enriquez, S.C.  
Business Experience: More than forty years of professional independent practice; Director and Administrator of Satélites Mexicanos, Director of Grupo Financiero Banorte, Scotiabank, JP Morgan, Bank of America Mexico, Hoteles Nikko, Grupo Modelo and Grupo Bimbo; Collaborator in the Ethics and Law Committees of Consejo Coordinador Empresarial and arbitrator in international courts and fellow of the American College of Bankruptcy

**JAVIER MARTÍNEZ-ÁBREGO GÓMEZ**

Age: 80  
Years as Director: 7  
Principal Occupation: Chairman and Chief Executive Officer of Grupo Motomex  
Business Experience: Businessman since 1959

**ALBERTO SANTOS BOESCH**

Age: 50  
Years as Director: 9  
Principal Occupation: Chairman of the Board and Chief Executive Officer of Ingenios Santos  
Business Experience: President 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: 55  
Years as Director: 6  
Principal Occupation: President of the Board and Executive President of Tubacero  
Business Experience: Vice President of Aceros Generales, Assistant Managing Director of Tubacero and Director of CAINTRA

Second point.- It will be proposed to ratify Mr. Juan Antonio González Moreno and Carlos Hank González as President and Vice-President of the Board of Directors, respectively. It will also be proposed to ratify Mr. Rodrigo Martínez Villarreal as Proprietary Secretary.

Third point.- It will be proposed to establish as compensation for the members of the Board of Directors the amount of \$100,000.00 (ONE HUNDRED THOUSAND PESOS 00/100 M.N.), for each Board meeting they attend.

Fourth point.- It will be proposed to establish as compensation for the members of the Audit Committee the amount of \$100,000.00 (ONE HUNDRED THOUSAND PESOS 00/100 M.N.) and the amount of \$50,000.00 (FIFTY THOUSAND PESOS 00/100 M.N.) for the members of the Corporate Governance Committee for each Committee meeting they attend.

**V. Election of Presidents of the Audit and Corporate Governance Committees of the Company.**

Single point.- It will be proposed to ratify Mr. Thomas S. Heather as President of both committees and Mr. Everardo Elizondo Almaguer as Financial Expert.

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

Single point.- It will be proposed to designate Mr. Rodrigo Martínez Villarreal and Mr. Héctor Rubén Garza Villarreal as delegates of the Shareholders' Meeting, acting jointly or separately.