

The stockholders of Grupo Bimbo, S.A.B de C.V., (the "Company") met at 12:00 hours on **April 27, 2022**, at the Company's corporate domicile at Prolongación Paseo de la Reforma No. 1000. Col. Peña Blanca Santa Fe, in Mexico City, Mexico, in order to hold an Annual General Ordinary and Extraordinary Stockholders' Meeting to which they had previously been called by the Secretary of the Board of Directors via publications placed in the newspapers El Financiero and El Universal, as well as in the Ministry of the Economy's Companies' Publications System, on April 11, 2022.

The Chairperson of the Board of Directors, Mr. Daniel Javier Servitje Montull, chaired the Meeting and the Board Secretary, Mr. Luis Miguel Briola Clément, acted as Secretary of the Meeting. The Company's External Auditor, Mr. Adán Aranda Suárez, was also present.

The Chairperson appointed Eutimio Quevedo Rivera and Estefanía Poucel Buzo as Scrutineers, who after accepting the appointments, swore their due performance and proceeded to scrutinize the share deposit certificates provided by the Stockholders or their legal representatives. They then prepared the attendance list, which once signed, certified that 3,854,493,170 (three thousand eight hundred and fifty four million, four hundred and ninety three thousand, one hundred and seventy ) of the 4,475,068,991 (four thousand, four hundred seventy-five millions, sixty-eight thousand, nine hundred ninety-one) outstanding shares were represented; i.e., 86.13% (eighty six point one three per cent). The Secretary also informed the Meeting about the compliance with the provisions stipulated by Article 49 of the Securities Market Law (Ley del Mercado de Valores or "LMV", in Spanish).

Once the scrutineers had completed the foregoing certification and the sufficient quorum was covered, the Chairperson declared the Meeting legally in session, in accordance with Article Forty Five of the Corporate Bylaws; therefore, the Secretary read out the following

#### AGENDA

- I. The presentation, discussion and if applicable, approval of the Board of Directors' report referred to in the general terms of Article 172 of the General Business Corporations Law (Ley General de Sociedades Mercantiles or LGSM, in Spanish), including the Company's audited Financial Statements for the fiscal year ended December 31, 2021, subject to the reading of the following reports: the Chairperson of the Board of Directors' and Chief Executive's report, the External Auditor's report and the Chairperson of the Company's Audit and Corporate Practices Committee's report. Resolutions on the matter.
- II. The presentation, discussion and if applicable, approval of the application of the results of the fiscal year ended December 31, 2021. Resolutions on the matter.
- III. The presentation, discussion and if applicable, the approval of the payment of a dividend, in a single installment, at the rate of Mx\$0.65 (Zero Mexican Pesos sixty five centavos) for each of the shares representative of the capital stock outstanding on the date of payment. Resolutions on the matter.
- IV. Appointment or, if applicable, the ratification of the appointments of the Chief Executive and each member of the Board of Directors and the setting of their remunerations. Resolutions on the matter.
- V. The appointment or, if applicable, the ratification of the appointments of the Chairperson and the members of the Audit and Corporate Practices Committee and the other Company Committees and the setting of their remunerations. Resolutions on the matter.
- VI. The presentation, discussion and if applicable, the approval of the company share buyback report, as well as setting the maximum amount of funds that the Company may allocate to share buybacks, pursuant to the terms of Article 56 of the Securities Market Law ("LMV"). Resolutions on the matter.
- VII. The presentation, discussion and, if applicable, the adoption of resolution relating to the ratification of the reduction of the Company's authorized capital and the consequent cancellation of the certificates of the 41,260,670 (forty one million, two hundred and sixty thousand, six hundred and seventy) ordinary Series "A" shares with no par value, owned by the Company held in the Treasury. Resolutions on the matter.



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The Chairperson also proposed that the aforementioned dividend be paid against the Net Tax Profit Account of fiscal years 2013 and prior; therefore, no 10% (ten per cent) income tax withholding, as stipulated by the Income Tax Law, shall be applied.

After considering this proposal, the Meeting adopted the following:

#### RESOLUTIONS

**FIRST.** "The payment of a dividend in a single installment against the Net Tax Profit Account of fiscal years 2013 and prior at the rate of Mx\$0.65 (Zero Mexican Pesos sixty five centavos) for each of the Series "A" shares representative of the capital stock outstanding on the date of payment is hereby approved". The dividend shall be paid from May 19 of this year against the receipt of coupon number 1 (one) of the certificates outstanding on the date of payment.

**SECOND.** "The stockholders who wish to be paid their dividends on the day indicated shall submit their coupons between April 28 and May 6 of this year. Stockholders who submit their coupons after said date shall receive payment within a reasonable period after the Company Secretary receives their coupons."

**THIRD.** "The dividend approved shall be paid without applying the 10% (ten per cent) income tax withholding, as stipulated by the Income Tax Law because it is to be paid from the Net Tax Profit Account of fiscal years 2013 and prior."

**ITEM FOUR.** In relation to the fourth item of the Agenda, the Chairperson reported that the resignation had been received from Mr. José Ignacio Mariscal Torroella from the position of Company Board Member; therefore, the Chairperson proposed to the Meeting to appoint Mrs. María del Pilar Mariscal Servitje as a new board member.

The Chairperson then proposed to the Meeting the ratification of each of the members of the Board of Directors.

Continuing to speak, the Chairperson proposed the ratification of the Chairperson of the Board of Directors, the Owner Secretary and the Substitute Secretary of the Company.

He also proposed the ratification of the Company's Chief Executive.

Finally, the Chairperson proposed that the Members be paid a remuneration for the performance of their offices of Mx\$140,000.00 (One hundred and forty thousand Mexican Pesos) per meeting they attend in the Mexican Republic and the amount of Mx\$ 450,000.00 (Four hundred and fifty thousand Mexican Pesos) per meeting they attend in person abroad at venues other than the residence of the Member in question. The Chairperson also proposed that the Company's directors who are members of any committee shall not be entitled to any remuneration whatsoever.

After considering this proposal, the Meeting adopted the following:

#### RESOLUTIONS

**FIRST.** "The resignation of Mr. José Ignacio Mariscal Torroella as Board Member is hereby accepted.

The Meeting thanked him for his performance in the office held, approved the formalities they completed while in office, granted him the broadest settlement permitted by law and released him from all obligations and liabilities for his performance to the date of this Meeting."

**SECOND.** "The appointment of Mrs. María del Pilar Mariscal Servitje as a new member of the Company's Board of Directors is hereby accepted."

**THIRD.** Each of the members of the Company's Board of Directors is also ratified; the membership of the Board of Directors shall be as follows:



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Finally, the Chairperson proposed that the members of the Audit and Corporate Practices Committee be paid a remuneration for the performance of their offices the amount of Mx\$124,000.00 (One hundred and twenty four thousand Mexican Pesos) and Mx\$65,000.00 (Sixty five thousand Mexican Pesos) to the rest of the members of the Company's Committees. The Chairperson also explained that the Company's directors who are members of any committee shall not be entitled to any remuneration whatsoever.

After considering this proposal, the Meeting adopted the following:

### RESOLUTIONS

**FIFTH.** "The resignation of Mr. José Ignacio Mariscal Torroella as Chairperson of the Company's Finances and Planning Committee is hereby accepted as of this date".

The Meeting thanked him for his performance in the office held, approved the formalities they completed while in office, granted him the broadest settlement permitted by law and released him from all obligations and liabilities for his performance to the date of this Meeting."

**SECOND.** "The appointment of Mr. Rogelio Miguel Rebolledo Rojas as the new Chairperson of the Company's Finances and Planning Committee is hereby accepted."

**THIRD.** "The resignation of Mr. Daniel Javier Servitje Montull as a member of the Company's Evaluation and Results Committee is hereby accepted as of this date".

The Meeting thanked him for his performance in the office held, approved the formalities they completed while in office, granted him the broadest settlement permitted by law and released him from all obligations and liabilities for his performance to the date of this Meeting."

**FOURTH.** "The appointment of Mrs. María Luisa Jorda Castro as a new member of the Company's Evaluation and Results Committee is hereby accepted."

**FIFTH.** "The ratification of each of the members of the Audit and Corporate Practices Committee is hereby ratified as follows:

Audit Committee and Corporate Practices Committee.

Chairperson    Edmundo Miguel Vallejo Venegas

- Jaime Antonio El Koury
- Arturo Manuel Fernandez Pérez
- María Luisa Jorda Castro
- José Ignacio Pérez Lizaur"

**SIXTH.** "The ratifications of each of the members of the Company's other Committees are hereby approved."

**SEVENTH.** "The members of the Audit and Corporate Practices Committee shall be paid a remuneration for the performance of their offices the amount of Mx\$124,000.00 (One hundred and twenty four thousand Mexican Pesos) per meeting they attend. Also, the members of the Company's other Committees shall be paid a remuneration for the performance of their offices the amount of Mx\$65,000.00 (Sixty five thousand Mexican Pesos) per meeting they attend. The Company's directors who are members of any committee shall not be entitled to any remuneration whatsoever.

**ITEM SIX.** In relation to the sixth item of the Agenda, the Chairperson informed that the funds for the buyback of the Company's shares were allocated as follows: 45,270,179 (forty five million, two hundred and seventy thousand, one hundred and seventy nine) shares were acquired and a total of 0 (zero) shares were sold during the fiscal year ended December 31, 2021. Following the cancellation of the share held in the Treasury, authorized on April 29, 2021, at year-end 2021, the Treasury held 41,260,670 (Forty one million, two hundred and sixty thousand, six hundred and seventy) shares at an average cost of Mx\$41.89 (Forty one Mexican Pesos: and 89 centavos).

The Chairperson then proposed that pursuant to the terms of Article 56 of the current Market Law, the maximum amount of funds that the Company may allocate to share buybacks remaining in the total amount of Mx\$15,200,000,000.00 (Fifteen thousand two hundred million Mexican Pesos).

After considering this proposal, the Meeting adopted the following:



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**FIFTH.** "The Company is hereby authorized to issue, sell and deliver the new certificates for the shares issued as a consequence of the cancellation of certificates approved in these resolutions from the date on which the Company obtains the authorization from the National Banking and Securities Commission for the Restatement of the Registration of said shares in the National Securities Registry."

**SIXTH.** "The Secretary of the Board of Directors is hereby instructed to cancel the Company's share certificates and issue the new share certificates that reflect the movements in the Company's stockholding in order to make the modifications necessary to the corporate books."

**SEVENTH.** "In the event that a distribution results from the application of the procedure stipulated in Article 78 of the Income Tax Law due to the reduction of capital as a result of the buyback of the Company's shares, said income is hereby approved to be allocated from the Net Tax Profit Account (CUFIN) generated beginning fiscal year 2014."

**ITEM EIGHT.** In relation to the eighth item of the Agenda, the Chairperson informed those present that as a consequence of the reduction of capital and the cancellation of the share certificates mentioned in the preceding item VII, Article Six of the Company's Corporate Bylaws, which refers to the Capital Stock, needs to be amended.

After considering this proposal and hearing the respective report, the Meeting adopted the following:

#### RESOLUTION

**SINGLE.** "The reform of Article Six of the Company's Corporate Bylaws, which refers to the Capital Stock, is hereby approved to read as follows:

*"Article Six. Capital Stock. The Company's capital stock is variable. The minimum fixed capital without right of withdrawal, amounts to one thousand eight hundred and ten million, ninety two thousand, five hundred and sixty two Mexican Pesos, represented by four thousand four hundred and seventy five million, sixty eight thousand nine hundred and ninety one ordinary, registered Series "A" shares with no par value, which are fully subscribed and paid in.*

*The capital stock shall be represented by ordinary, registered Series "A" shares with no par value. Additionally, pursuant to the Securities Market Law, the Company may issue ordinary, registered non-voting and/or limited voting shares with no par value, which shall be denominated with the Series name set by the Meeting that approves their issue.*

*At no time may the non-voting and/or limited voting shares represent more than twenty five per cent of the total capital stock placed among the investing public or of the total number of shares placed in same. However, the National Banking and Securities Commission or in the absence thereof, the jurisdictional authority, may increase the aforementioned limits up to an additional twenty five per cent, provided that this latter percentage is represented by non-voting shares, with the limit of other corporate rights or by other restricted voting shares, which must become convertible into ordinary shares within a term not exceeding five (5) year from their placement."*

**ITEM NINE.** In relation to the ninth and final item of the Agenda, the Meeting unanimously adopted:

#### RESOLUTION

**SINGLE.** "Mr. Diego Gaxiola Cuevas, Mr. Eutimio Quevedo Rivera, Mr. Luis Miguel Briola Clément and Mr. Alfredo Gastélum Borboa are appointed as Meeting delegates to, either jointly or severally, appear before the Notary Public of their choice to notarize all or part of the Minutes of this Meeting and register the certified notarial copy of the instrument issued in the Public Commercial Registry of the Company's domicile, and in order to issue and certify copies of these Minutes."

Once the minute was written, read, approved and ratified by all the Members present, it was signed by the Chairman, the Secretary and the External Auditor, who bore witness that all the stockholders called were present for the entire meeting until its conclusion.

The following documents are attached to the file of the minutes of this Annual General Ordinary and Extraordinary Stockholders' Meeting:



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Members
Jaime Chico Pardo
Jaime Antonio El Koury
Arturo Manuel Fernández Pérez
Ricardo Guajardo Touché
Luis Jorba Servitje
Mauricio Jorba Servitje
María Luisa Jorda Castro
Marina de Tavira Servitje
Nicolás Mariscal Servitje
María del Pilar Mariscal Servitje
María Isabel Mata Torrallardona
Andrés Obregón Servitje
Javier de Pedro Espínola
José Ignacio Pérez Lizaur
Rogelio Miguel Rebolledo Rojas
Jorge Pedro Jaime Sendra Mata
Daniel Javier Servitje Montull
Edmundo Miguel Vallejo Venegas

The Meeting confirmed that the members met all the requirements stipulated by the applicable legislation, both for the equity and independent members.”

**FOURTH.** “The appointment of Mr. Daniel Javier Servitje Montull as Chairperson of the Company’s Board of Directors is ratified.”

**FIFTH.** “The appointments of Mr. Luis Miguel Briola Clément as Owner Secretary and Mrs. Norma Isaura Castañeda Méndez as Substitute Secretary, both without being members of the Board of Directors, are also ratified.”

**Owner Chairperson**

Daniel Javier Servitje Montull

**Owner Secretary**

Luis Miguel Briola Clément

**Substitute Secretary**

Norma Isaura Castañeda Méndez”

**SIX.** “The appointment of Mr. Daniel Javier Servitje Montull as Chief Executive of the Company is ratified.”

**SEVEN.** “The members of the Board of Directors shall be paid a remuneration for the performance of their offices of Mx\$140,000.00 (One hundred and forty thousand Mexican Pesos) per meeting they attend in the Mexican Republic and the amount of Mx\$ 450,000.00 (Four hundred and fifty thousand Mexican Pesos) per meeting they attend in person abroad at venues other than the residence of the Member in question. The members of the Board of Directors who are also Company Directors shall not receive any fees for the performance of their offices.”

**ITEM FIVE.** In relation to the fifth item of the Agenda, the Chairperson reported that the resignation had been received from Mr. José Ignacio Mariscal Torroella from the position of Chairperson of the Company’s Finances and Planning Committee; therefore, the Chairperson proposed to the Meeting to appoint Mr. Rogelio Miguel Rebolledo Rojas as the new Committee Chairperson.

The Chairperson then reported that the resignation had been received from Mr. Daniel Javier Servitje Montull from the position of member of the Company’s Evaluation and Results Committee; therefore, the Chairperson proposed to the Meeting to appoint Mrs. María Luisa Jorda Castro as the new Committee Chairperson.

The Chairperson then proposed to the Meeting the ratification of each of the members of the Audit and Corporate Practices Committee and of the Company’s other Committees.



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- VIII. The presentation, discussion and, if applicable, the adoption of resolutions relating to the modification of the Company's corporate bylaws as a result of the preceding point VII. Resolutions on the matter.
- IX. The Appointment of Special Delegates. Resolutions on the matter.

The different items on the Agenda were then proceeded to be transacted:

**ITEM ONE.** In transacting the first time of the Agenda, the Chairperson presented the report referred to in Article 172 of the current General Business Corporations Law to the Meeting, including the report on the Company's Accounting Practices and Policies and the audited Financial Statements for the fiscal year ended December 31, 2021.

Then the Chairperson and Executive Officer of the Company, Mr. Daniel Javier Servitje Montull, provided his report.

Next, Mr. Adán Aranda Suárez provided his report in the capacity of External Auditor. The Chairperson then handed the floor to the Secretary, who read the report prepared by the Audit and Corporate Practices Committee.

The Chairperson also informed those present that said reports were available to the Company's stockholders at its domicile from the date of the publication of the call.

After considering this proposal, the Meeting adopted the following:

#### RESOLUTION

**SINGLE.** "The following reports are hereby approved: the report referred to in Article 172 of the current General Business Corporations Law to the Meeting, including the report on the Company's Accounting Practices and Policies and the audited Financial Statements for the fiscal year ended December 31, 2021, The Chief Executive's report, the External Auditor's Report and the Company's Audit and Corporate Practices Committee's report. The conduct of the Board of Directors and its Committees is hereby approved and all the legal acts and proceedings performed by said bodies at December 31, 2021, are hereby ratified."

**ITEM TWO.** In relation to the second item of the Agenda, the Chairperson informed those present that, in accordance with the financial statements already approved, during the fiscal year ended December 31, 2021, net income had been earned in the amount of Mx\$15,916,445,897.22 M.N. (Fifteen thousand, nine hundred and sixteen million, four hundred and forty five thousand, eight hundred and ninety seven Mexican Pesos and twenty two centavos).

The Chairperson then proposed that the entire amount of the aforementioned income be applied to the Results from Prior Years account given that the Company's obligatory statutory reserve is duly constituted.

After considering this proposal, the Meeting adopted the following:

#### RESOLUTION

**SINGLE.** "The Chairperson's proposal that the entire amount of the net income earned during the fiscal year ended December 31, 2021, be applied to the Results from Prior Years account given that the Company's obligatory statutory reserve is duly constituted is hereby approved".

**ITEM THREE.** In relation to the third item of the Agenda, the Chairperson proposed the payment of a dividend in a single installment against the Net Tax Profit Account of fiscal years 2013 and prior at the rate of Mx\$0.65 (Zero Mexican Pesos sixty five centavos) for each of the shares representative of the capital stock outstanding on the date of payment. The Chairperson also proposed that the payment be made from May 19 of this year against the receipt of coupon number 1 (one) of the certificates outstanding on the date of payment. The Chairperson explained that in the event that the stockholders wished to receive their payment on the date indicated, they must submit their coupons between April 28 and May 6, 2022; otherwise the Company shall pay the stockholders within a reasonable period after the Company Secretary receives their coupons.



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- a) A sample of the newspapers El Financiero and El Universal, as well as of the Ministry of the Economy's Companies' Publications System, which confirm the publication of the call to Meeting.
- b) Attendance list.
- c) The Company's Financial Statements.

The Meeting was adjourned at 12:34 hours on April 27, 2022.

[Signature]  
Daniel Javier Servitje Montull

[Signature]  
Luis Miguel Briola Clément

[Signature]  
Adán Aranda Suárez  
External Auditor



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## RESOLUTION

**SINGLE.** "The report presented on the buyback of the Company's shares, as well as the maximum amount of funds that the Company may allocate to share buybacks, pursuant to the terms of Article 56 of the current Securities Market Law, remains in the total amount of Mx\$15,200,000,000.00 (Fifteen thousand two hundred million Mexican Pesos).

**ITEM SEVEN.** In relation to the seventh item of the Agenda, the Chairperson informed the Meeting that the Board of Directors' Meeting held on February 16, 2022, adopted, among others agreements, to decide to propose to the Meeting the cancellation of the certificates of 41,260,670 (Forty one million, two hundred and sixty thousand, six hundred and seventy) ordinary, registered Series "A" shares with no par value, owned by the Company and held in the Treasury. The Company acquired said shares from February 25, to August 12, 2021, using resources from the Company Share Buyback fund, pursuant to the terms of Article 56 of the Securities Market Law and, consequently, recognizes the reduction of the fixed portion of the Company's authorized capital stock in the amount of Mx\$16,052,334.00 (Sixteen million, fifty two thousand three hundred and thirty four Mexican Pesos), to remain in the total amount of Mx\$1,810,092,562.00 (One thousand eight hundred and ten million, ninety two thousand, five hundred and sixty two Mexican Pesos).

The Chairperson then reported that as a consequence of the proposed cancellation of the certificates, the total number of the Company's authorized shares would decrease to the amount of 4,475,068,991 (Four thousand four hundred and seventy five million, sixty eight thousand nine hundred and ninety one) ordinary, registered Series "A" shares with no par value.

Continuing to speak, the Chairperson explained that the new share certificates that represent the Company's authorized shares would be issued, sold and delivered to the stockholders against the receipt of the current share certificates with coupon 2 (two) and subsequent. The Chairperson also proposed that the sale of the new certificates take place from the date on which the Company obtains the authorization from the National Banking and Securities Commission for the Restatement of the Registration of said shares in the National Securities Registry.

Lastly, the Chairperson reported that in the event that a distribution results from the application of the procedure stipulated in Article 78 of the Income Tax Law due to the reduction of capital as a result of the buyback of the Company's shares. Said income shall be allocated from the Net Tax Profit Account (Cuenta de Utilidad Fiscal Neta or CUFIN, in Spanish) generated beginning fiscal year 2014.

After considering this proposal, the Meeting adopted the following:

## RESOLUTIONS

**FIRST.** "The cancellation of 41,260,670 ((Forty one million, two hundred and sixty thousand, six hundred and seventy) ordinary, registered Series "A" shares with no par value, owned by the Company and held by the Company's Treasury, acquired from February 25, to August 12, 2021, In accordance with the provisions of Article 56 of the Securities Market Law."

**SECOND.** "As a consequence of the preceding resolution, the reduction of the fixed portion of the Company's authorized capital stock in the amount of Mx\$16,052,334.00 (Sixteen million, fifty two thousand three hundred and thirty four Mexican Pesos), to remain in the total amount of Mx\$1,810,092,562.00 (One thousand eight hundred and ten million, ninety two thousand, five hundred and sixty two Mexican Pesos) is hereby confirmed. The stockholders recognize that the reduction of the fixed portion of the Company's authorized capital stock does not imply any distribution or reimbursement whatsoever to them."

**THIRD.** "the cancellation of the current share certificates of the capital stock and the issue and delivery of the new share certificates that represent the shares authorized by the Company towards the delivery of the new share certificates that represent the Company's authorized shares against the receipt of the current share certificates with coupon 2 (two) and subsequents are hereby approved".

**FOURTH.** As a consequence of the cancellation of the shares referred to in the preceding resolutions, the capital stock is hereby confirmed as amounting to a total of Mx\$1,810,092,562.00 (One thousand eight hundred and ten million, ninety two thousand, five hundred and sixty two Mexican Pesos), represented by 4,475,068,991 (Four thousand four hundred and seventy five million, sixty eight thousand nine hundred and ninety one) ordinary, registered Series "A" shares with no par value."



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*I, Ma. Elena Cruces Ramirez, Expert Translator, authorized by the Supreme Court of Justice of Mexico City, by agreement published in the Official Gazette dated March 8, 2021, Agreement No. 16-44/2020, certify that the above translation from Spanish into English, on 8 page(s), is true and complete to the best of my knowledge and belief.*

*Mexico City, Mexico, February 14, 2023.*

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