

CERTIFIED COPY OF THE PUBLIC DEED THAT CONTAINS THE BYLAWS OF "GRUPO BIMBO", SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE (PUBLIC STOCK CORPORATION WITH VARIABLE CAPITAL).

DEED NUMBER	115845
BOOK	4689
YEAR	2025
[Element similar to a barcode]	

[Element similar to a logotype that reads: NOTARIES 229 LIC. MARCO ANTONIO RUIZ AGUIRRE Notary Public 229 of Mexico City DR. ROBERTO GARZÓN JIMÉNEZ Notary Public 242 of Mexico City]

[Element similar to a seal that shows the official crest of Mexico and reads: LIC. MARCO ANTONIO RUIZ AGUIRRE NOTARY PUBLIC 229 OF MEXICO CITY UNITED MEXICAN STATES]

BOOK NUMBER FOUR THOUSAND SIX HUNDRED EIGHTY-NINE. -----
ALS/CLE/RCR

PUBLIC DEED NUMBER ONE HUNDRED AND FIFTEEN THOUSAND EIGHT HUNDRED AND FORTY-FIVE.-----

In Mexico City, on June 10, 2025.-----

I, **MARCO ANTONIO RUIZ AGUIRRE**, Notary Public number 229 of Mexico City, hereby confirm:-----

THE COMPARISON OF THE BYLAWS OF "GRUPO BIMBO" SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE, as requested by **Mr. Eutimio Quevedo Rivera**, in accordance with the following antecedents and clauses: -----

-----**ANTECEDENTS:** -----

I.- By means of public deed number 10,670, dated June 15, 1966, notarized by Mr. Tomas O’Gorman, the then Notary Public number 96 for Mexico City, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City in the third book, volume 636 on pages 377 and that number 299, in the Commercial Section incorporated the company "**PROMOCIÓN DE NEGOCIOS**", **SOCIEDAD ANÓNIMA**, domiciled in the Federal District of Mexico City, with a duration of 99 years, as capital stock of fifty million Mexican Pesos (currently 50,000 Mexican Pesos), with a foreigners exclusion clause and with the corporate purpose as specified therein.-----

II.- By means of public deed number 10,752, of July 18, 1966, notarized by the aforementioned Notary Public, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City in the third book, volume 647 on page 26 and under number 20 in the Commercial section, confirmed the increase of the capital stock of the company "**PROMOCION DE NEGOCIOS**", **SOCIEDAD ANÓNIMA** in the amount of one hundred million Mexican Pesos (currently 100,000 Mexican Pesos) and amended Article 6 of its Corporate Bylaws.-----

III.- By means of public deed number 11,381, of May 4, 1967, notarized by the aforementioned Notary Public, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City in the third book, volume 667 on page 98 and under number 62 in the Commercial section, "**PROMOCIÓN DE NEGOCIOS**", **SOCIEDAD ANÓNIMA**, increased its capital stock in the amount of one hundred and seventy five million Mexican Pesos (currently 175,000 Mexican Pesos), and amending Article 6 of its Corporate Bylaws. -----

IV.- By means of public deed number 20,499, dated January 16, 1978, notarized by the aforementioned Notary Public, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City in the third book, volume 1051 on page 32 and under number 126 in the Commercial section, which, among other agreements., confirmed that "**PROMOCION DE NEGOCIOS**", **SOCIEDAD ANÓNIMA**, changed its company name to "**GRUPO INDUSTRIAL BIMBO**", **SOCIEDAD ANÓNIMA**, increased its capital stock in the

amount of four hundred and fifty million Mexican Pesos (Currently 450,000 Mexican Pesos) and amended Articles 1, 6, 11 of, and added Article Six Bis to its Corporate Bylaws. -----

V.- By means of public deed number 21,988, dated July 6, 1979, notarized by the aforementioned Notary Public, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City under commercial folio number 9506, confirmed that **"GRUPO INDUSTRIAL BIMBO", SOCIEDAD ANÓNIMA**, increased its capital stock in the amount of seven hundred and eighty million Mexican Pesos (Currently 780,000 Mexican Pesos) and amended all the Articles of its Corporate Bylaws. -----

VI.- By means of public deed number 23,942, dated July 29, 1981, notarized by the aforementioned Notary Public, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City under commercial folio number 9506, which confirmed that **"GRUPO INDUSTRIAL BIMBO", SOCIEDAD ANÓNIMA**, had adopted the corporate form of VARIABLE CAPITAL, with its company name as **"GRUPO INDUSTRIAL BIMBO", SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE**. The Company also established the fixed minimum portion of its capital stock in the amount of seventy hundred and eight million Mexican Pesos (Currently 780,000 Mexican Pesos) the limited variable portion at twice the amount of the minimum fixed capital, without the right to withdrawal and amended Articles 1, 6, 8, 9, 15, 19, 26 and 27 of its Corporate Bylaws. -----

VII.- By means of public deed number 27,625, dated May 27, 1985, notarized by the aforementioned Notary Public, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City under commercial folio number 9506, which confirmed that **"GRUPO INDUSTRIAL BIMBO", SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE**, canceled the par value of the shares representing its capital stock, and amended Article 6 of its Corporate Bylaws.----

VIII.- By means of public deed number 28,210, dated April 3, 1986, notarized by the aforementioned Notary Public, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City under commercial folio number 9506, which confirmed that **"GRUPO INDUSTRIAL BIMBO", SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE**, increased the minimum variable portion of its capital stock in the amount of one thousand two hundred and eighty million, seven hundred and eighty Mexican Pesos (Currently 1,287,780 Mexican Pesos) reduced the minimum fixed portion of its capital stock in the amount of three hundred and twenty four million seven hundred and eighty thousand Mexican Pesos (Currently 324,480 Mexican Pesos) and amended Article 6 of its Corporate Bylaws. -----

IX.- By means of public deed number 10,072, dated December 19, 1988, notarized by Mr. Rogelio Magaña Luna, Notary Public number 156 of Mexico City, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City under commercial folio number 9506, which confirmed that **"GRUPO INDUSTRIAL BIMBO", SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE**, amended Articles 6, 7, 8, 9, 11 and 18 of its Corporate Bylaws.-----

X.- By means of public deed number 16,167, dated June 15, 1992, notarized by the aforementioned Notary Public, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City under commercial folio number 9506, which confirmed that **"GRUPO INDUSTRIAL BIMBO", SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE**, amended Articles 5, 6, 8, 15 and 19 of its Corporate Bylaws.-----

XI.- By means of public deed number 21,465, dated October 18, 1994, notarized by the aforementioned Notary Public, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City under commercial folio number 9506, which confirmed that **"GRUPO INDUSTRIAL BIMBO", SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE**, increased the fixed minimum portion of its capital stock in the amount of six hundred and twenty six million sixty eight thousand and fifty four Mexican Pesos (currently 626,068,054 Mexican Pesos) changed its foreigners' exclusion clause to admission of foreigners and amended all its Corporate Bylaws.-----

XII.- By means of public deed number 31,778, dated June 9, 1998, notarized before the aforementioned Notary Public, the first certified copy of which was registered in the Public and Commercial and Property Register of this Capital City on that commercial folio number 9506, which, among other agreements, confirms that **"GRUPO INDUSTRIAL BIMBO", SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE**, agreed to exchange the shares of its capital stock, increase the fixed minimum portion of its capital stock to the amount of one thousand two hundred and twenty six million one hundred and twenty eight thousand and fifty four Mexican Pesos, and amended Articles 5 and 8 of its Corporate Bylaws. -----

XIII.- By means of public deed number 35,294, of July 30, 1999, notarized before Mr. José Luis Quevedo Salcedo, Notary Public number 145 of Mexico City, in substitution of Notary Public number 156, Mr. Rogelio Magaña Luna, the first certified copy of which was a registered in the Public Commercial and Property Register of this Capital City under commercial folio number 9506, which confirmed that **"GRUPO INDUSTRIAL BIMBO", SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE**, agreed to increase the minimum fixed portion of its capital stock to the amount of two thousand two hundred and ninety nine million, two hundred and eighty eight thousand and fifty four Mexican Pesos, and amended Article 5 of its Corporate Bylaws. -----

XIV.- By means of public deed number 35,462, dated August 24, 1999, notarized by Mr. Rogelio Magaña Luna, Notary Public number 156 of Mexico City, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City under commercial folio number 9506, which confirmed that **"GRUPO INDUSTRIAL BIMBO", SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE**, changed its name to **"GRUPO BIMBO", SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE** and amended Articles 1 and 40 of its Corporate Bylaws. -

XV.- By means of public deed number 91,929, dated May 7, 2002, notarized by Mr. Armando Galvez Perez Aragon, the then Notary Public number 103 of Mexico City, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City under commercial folio number 9506 confirmed that **"GRUPO BIMBO", SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE**, reduced the minimum fixed portion of its capital stock in the amount of one thousand and ninety one million seven hundred and thirty two thousand four hundred and eighty Mexican Pesos and amended all its Corporate Bylaws. -----

XVI.- By means of public deed number 204,896, dated December 11, 2002, notarized by Mr. Gonzalo M. Ortiz Blanco, Public Notary Public number 98 of Mexico City, acting as associate in the Notary's Record book of Notary Public number 6, Mr. Fausto Rico Alvarez, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City, as the surviving company, under commercial folio number 9506, confirmed that **"GRUPO BIMBO", SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE**, merged with **"CENTRAL IMPULSORA", SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE**. Consequently, **"GRUPO BIMBO", SOCIEDAD**

ANÓNIMA DE CAPITAL VARIABLE survived as the merging company, and “**CENTRAL IMPULSORA**”, **SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE** disappeared as the merged company.-----

XVII.- By means of public deed number 11,115, of November 17, 2003, notarized by Mr. Francisco I. Hugues Velez, Notary Public number 212 of Mexico City, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City under commercial folio 9506 confirmed that "**GRUPO BIMBO**", **SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE**, amended Articles 6, 7 bis, 9, 13, 14, 15, 20, 28, 29 bis, 31, 34 and 35 of its Corporate Bylaws.-----

XVIII.- By means of public deed number 30,053 dated November 16, 2006, notarized by Ms. Ana de Jesus Jimenez Montañez, Notary Public number 146 of Mexico City, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City under commercial folio number 9506 confirmed that "**GRUPO BIMBO**", **SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE**, amended all its Corporate Bylaws. Said Corporate Bylaws state that the company is called “**GRUPO BIMBO**”, **SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE**, is domiciled in Mexico City, Federal District, with an indefinite duration, a fixed capital stock of ONE THOUSAND NINE HUNDRED MILLION SEVEN HUNDRED AND THIRTY TWO THOUSAND FOUR HUNDRED AND EIGHTY MEXICAN PESOS and a variable capital stock with a Foreigner’s Admission Clause and its corporate purpose as specified therein

XIX.- By means of public deed number 46,655 dated August 23, 2010, notarized by Mr. Marco Antonio Ruiz Aguirre, Notary Public number 229 of Mexico City, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City under commercial folio number 9506 confirmed the merger of "**GRUPO BIMBO**", **SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE**, as merging company and “**TECEBIM**”, **SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE**, as the merged company, agreeing that the Corporate Bylaws of the surviving company will remain in force and the fixed capital stock of ONE THOUSAND NINE HUNDRED MILLION SEVEN HUNDRED AND THIRTY TWO THOUSAND FOUR HUNDRED AND EIGHTY MEXICAN PESOS, represented by four thousand three million two hundred thousand shares shall remain unchanged. -----

XX.- By means of public deed number 48,967 dated April 15, 2011, notarized by Mr. Marco Antonio Ruiz Aguirre, Notary Public number 229 of Mexico City, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City under commercial folio number 9506 confirmed the notarization of the Minutes of the Extraordinary General Stockholders’ Meeting of "**GRUPO BIMBO**", **SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE**, which among other agreements, confirmed the modifications of Articles 6, 18, 20, 22, 23 and 25 of its Corporate Bylaws.-----

XXI.- By means of public deed number 53,810 dated April 12, 2012, notarized by Mr. Marco Antonio Ruiz Aguirre, Notary Public number 229 of Mexico City, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City under commercial folio number 9506 confirmed the notarization of the Minutes of the Extraordinary General Stockholders’ Meeting of "**GRUPO BIMBO**", **SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE**, which among other agreements, confirmed the modifications of Articles 20, 28, 29, 29 bis, 31 and 31 bis of its Corporate Bylaws.-----

XXII.- By means of public deed number 68,105 dated April 10, 2014, notarized by Mr. Roberto Garzón Jiménez, Notary Public number 242, acting as associate in the Notary's Record book of Mr. Marco Antonio Ruiz Aguirre, Notary Public number 229 of Mexico City, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City under commercial folio number 9506 confirmed the notarization of the Minutes of the Extraordinary General Stockholders' Meeting of "**GRUPO BIMBO**", **SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE**, which among other agreements, confirmed the modifications of Articles 18, 31, 47 and 48 of its Corporate Bylaws.-----

XXIII.- By means of public deed number 97,075 dated October 26, 2020, notarized by Mr. Marco Antonio Ruiz Aguirre, Notary Public number 229 of Mexico City, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City under commercial folio number 9506 confirmed the notarization of the Minutes of the Extraordinary General Stockholders' Meeting of "**GRUPO BIMBO**", **SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE**, which, among other agreements, resolved to decrease the aforementioned capital stock, namely the amount of one thousand and ninety one million seven hundred and thirty two thousand four hundred and eighty Mexican Pesos to set the fixed capital stock in the amount of one thousand eight hundred and thirty two million nine hundred and thirty two thousand five hundred and forty four Mexican Pesos.-----

XXIV.- By means of public deed number 99,526 dated April 30, 2021, notarized by Mr. Marco Antonio Ruiz Aguirre, Notary Public number 229 of Mexico City, the first certified copy of which was registered in the Public Commercial and Property Register of this Capital City under commercial folio number 9506 confirmed the notarization of the Minutes of an Ordinary General Stockholders' Meeting and an Extraordinary General Stockholders' Meeting of "**GRUPO BIMBO**", **SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE**, which, among other agreements, resolved to decrease the fixed capital stock in the amount of SIX MILLION SEVEN HUNDRED AND EIGHTY SEVEN THOUSAND SEVEN HUNDRED AND FORTY EIGHT MEXICAN PESOS thus reducing the capital stock to the amount of ONE THOUSAND EIGHT HUNDRED AND THIRTY TWO MILLION, NINE HUNDRED AND THIRTY TWO THOUSAND FVIE HUNDRED AND FORTY FOUR MEXICAN PESOS, the fixed capital stock amounts to ONE THOUSAND EIGHT HUNDRED AND TWENTY SIX MILLION ONE HUNDRED AND FORTY FOUR THOUSAND EIGHT HUNDRED AND NINETY SIX MEXICAN PESOS, thereby amending Article 6 of the Corporate Bylaws and the modification of the corporate purpose as specified therein.-----

XXV.- By means of public deed number 108,495 dated May 12, 2023, notarized by Mr. Marco Antonio Ruiz Aguirre, Notary Public number 229 of Mexico City, the first certified copy of which is in the process of being registered in the Public Commercial and Property Register of this Capital City due to its recent granting confirmed the notarization of the Minutes of an Ordinary General Stockholders' Meeting and an Extraordinary General Stockholders' Meeting of "**GRUPO BIMBO**", **SOCIEDAD ANÓNIMA DE CAPITAL VARIABLE**, which, among other agreements, resolved to decrease the fixed capital stock in the amount of SIXTEEN MILLION EIGHT HUNDRED AND TWO THOUSAND TWO HUNDRED AND FIFTY SIX MEXICAN PESOS thus reducing the capital stock to the amount of ONE THOUSAND EIGHT HUNDRED AND TEN MILLION, NINETY TWO THOUSAND FIVE HUNDRED AND SIXTY TWO MEXICAN PESOS, the fixed capital stock amounts to ONE THOUSAND SEVEN HUNDRED AND NINETY THREE MILLION

TWO HUNDRED AND NINETY THOUSAND THREE HUNDRED AND SIX MEXICAN PESOS, thereby amending Article 6 of the Corporate Bylaws.-----

XXVI.- By means of public deed number 108,496 dated May 12, 2023, notarized by Mr. Marco Antonio Ruiz Aguirre, Notary Public number 229 of Mexico City, it was certified that the bylaws of **"GRUPO BIMBO" SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE** were amended, to have the same name, with domicile in Mexico City, indefinite duration, with a fixed capital stock of one thousand seven hundred ninety three million two hundred ninety thousand three hundred six pesos, Mexican pesos, with a clause for the admission of foreigners and having as its purpose the one specified in said deed. -----

XXVII.- By means of public deed number 112,211 dated May 22, 2024, notarized by Mr. Marco Antonio Ruiz Aguirre, Notary Public number 229 of Mexico City, the first testimony of which was recorded in the Public Registry of Property and Commerce in mercantile folio number nine thousand five hundred and six, in which the notarization of the Minutes of the Annual Ordinary and Extraordinary General Shareholders' Meeting of **"GRUPO BIMBO", SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE**, was recorded, in which, among other resolutions, it was resolved to decrease the fixed capital stock in the amount of EIGHTEEN MILLION TWO HUNDRED SEVENTY-EIGHT THOUSAND ONE HUNDRED FORTY-TWO PESOS, NATIONAL CURRENCY, to be reduced to the previous capital stock, that is to say, the amount of ONE THOUSAND SEVEN HUNDRED AND NINETY THREE MILLION TWO HUNDRED AND NINETY THOUSAND THREE HUNDRED AND SIX PESOS, NATIONAL CURRENCY, leaving a fixed capital stock of ONE THOUSAND SEVEN HUNDRED AND SEVENTY FIVE MILLION TWELVE THOUSAND ONE HUNDRED AND SIXTY FOUR PESOS, NATIONAL CURRENCY, amending Article Six of the Corporate Bylaws for such purpose; likewise, the amendment to articles fourteenth, eighteenth, twentieth, twenty-third, twenty-third, thirty-eighth and forty-first of its bylaws was also recorded, to be worded as specified in said public instrument.-----

XXVIII.- By means of public deed number 112,212 dated May 22, 2024, notarized by Mr. Marco Antonio Ruiz Aguirre, Notary Public number 229 of Mexico City, it was certified that the bylaws of **"GRUPO BIMBO" SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE** were compiled, to have the same name, with domicile in Mexico City, indefinite duration, with a fixed capital stock of one thousand seven hundred seventy five million, twelve thousand, one hundred and sixty four Mexican pesos, with a clause for the admission of foreigners and having the following as its purpose:-----

"Article Two. Corporate Purpose. The Company's corporate purpose shall be: -----
The promotion, incorporation, organization, exploitation, acquisition and participation in the capital stock or equity of all kinds of commercial or civil companies, associations or companies, whether industrial, commercial, services or any another kind, either Mexican or foreign, as well as participating in their administration or liquidation.-----

In order to perform the corporate purpose mentioned in the foregoing paragraph, which is part of the predominant economic activity, the Company may perform the following activities, including but not limited to: -----

I. Acquire, under any legal title, the shares, partnership interests, holdings or equity in all types of commercial or civil companies, whether from their incorporation or through their subsequent acquisition, as well as to sell, dispose of and negotiate said shares, interests, partnership interest or equity, including any other credit.-----

II. Obtain, acquire, develop, improve, use, grant and receive licenses or dispose of, under any legal title, all types of patents, commercial trademarks, service marks, utility models, industrial designs, industrial secrets, invention certificates, notices and commercial names and any other industrial property rights, as well as copyrights, either in Mexico or abroad.-----

III. Obtain all types of financing, loans and credits, issue all types of securities, including stock exchange certificates, credit obligations or instruments, commercial bonds or paper, as well as other debt instruments, with or without the specific guarantees through pledges, mortgages, trusts or any other legal title, as well as to use them to acquire and negotiate in both domestic and foreign markets, as well as to perform derivative or similar transactions.-----

IV. Grant any type of financing or loans to individuals or commercial or civil companies and institutions with which the Company maintains commercial or business relationships in which the Company is the holder of the equity, whether or not in exchange for specific guarantees. -----

V. Grant all types of guarantees, whether specific, personal or sureties of obligations, credit instruments or debt instruments on its own behalf or on behalf of individuals, companies, associations or institutions in which the Company has a holding or equity, or with those with which the Company maintains business relations, constituting itself as guarantor, joint and several obligor or obligor of said persons. -----

VI. Sign, control, issue, negotiate, release, accept, endorse and guarantee all types of credit or debt instruments and perform credit transactions. -----

VII. Place its own shares, the securities that they represent, credit instruments or debt instruments in domestic or foreign securities markets and acquire its own shares pursuant to the terms of the Securities Market Law and the general provisions applicable to it. -----

VIII. Hold, obtain acquire, develop, improve, use, grant and receive licenses or dispose of, under any legal title, all types of patents, commercial trademarks, service marks, utility models, industrial designs, industrial secrets, invention certificates, any other duties, notices and commercial names and any other industrial property rights, as well as copyrights, either in Mexico or abroad.-----

IX. In general, perform all types of acts, activities, agreements, contracts, commercial transactions and hold any specific or personal rights of any nature permitted by law.”-----

XXIX.- By means of public deed number 115,607 dated May 20, 2025, notarized by Mr. Marco Antonio Ruiz Aguirre, Notary Public number 229 of Mexico City, which first testimony was duly registered before the Public Registry of Property and Commerce of Mexico City, due to the recently date of its granting, in which it was recorded the notarization of the Minutes of the Annual Ordinary and Extraordinary General Shareholders' Meeting of **“GRUPO BIMBO”, SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE**, in which among other resolutions it was resolved to decrease the fixed capital stock in the amount of **TWENTY EIGHT MILLION ONE HUNDRED AND SEVENTY EIGHT THOUSAND SEVEN HUNDRED AND THIRTY PESOS, NATIONAL CURRENCY**, so that reduced from the previous capital stock, that is, the amount of **ONE THOUSAND SEVEN HUNDRED SEVENTY-FIVE MILLION TWELVE THOUSAND ONE HUNDRED SIXTY-FOUR PESOS, NATIONAL CURRENCY**, to remain with a fixed capital stock of **ONE THOUSAND SEVEN HUNDRED FORTY-SIX MILLION EIGHT HUNDRED AND THIRTY-THREE THOUSAND FOUR HUNDRED AND THIRTY-FOUR PESOS, NATIONAL CURRENCY**, thereby amending Article 6 of the Corporate Bylaws as specified therein.-----

-----**CLAUSE**-----

SOLE.- At the request of Mr. Luis Miguel Briola Clément, in the capacity of legal representative of "GRUPO BIMBO", SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE, these valid Corporate Bylaws are hereby compared pursuant to the antecedents of this instrument, which are worded as follows: -----

----- **BYLAWS OF GRUPO BIMBO, S.A.B. DE C.V.** -----

----- **Chapter One** -----

----- **Company Name, Corporate Purpose, Domicile, Duration and Nationality.** -----

Article One. Company Name. The company is a Public Stock Corporation Variable Capital under the name of "GRUPO BIMBO". This company name shall be followed by the words "SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE" or by the abbreviation "S.A.B. de C.V."-----

Article Two. Corporate Purpose. The Company's corporate purpose shall be: -----
The promotion, incorporation, organization, exploitation, acquisition and participation in the capital stock or equity of all kinds of commercial or civil trading companies, associations or companies or businesses, whether industrial, commercial, services or any another kind, either Mexican or foreign, as well as participating in their administration or liquidation. -----

In order to perform the corporate purpose mentioned in the foregoing paragraph, which is part of the predominant economic activity, the Company may perform the following activities, including but not limited to: -----

I. Acquire, under any legal title, the shares, partnership interests, holdings or equity in all types of commercial or civil companies, whether from their incorporation or through their subsequent acquisition, as well as to sell, dispose of and negotiate said shares, interests, partnership interest or equity, including any other credit instruments. -----

II. Obtain, acquire, develop, improve, use, grant and receive licenses or dispose of, under any legal title, all types of patents, commercial trademarks, service marks, utility models, industrial designs, industrial secrets, invention certificates, notices and commercial names and any other industrial property rights, as well as copyrights, either in Mexico or abroad. -----

III. Obtain all types of financing, loans and credits, issue all types of securities, including stock exchange certificates, credit obligations or instruments, commercial bonds or paper, as well as other debt instruments, with or without the specific guarantees through pledges, mortgages, trusts or any other legal title, as well as to use them to acquire and negotiate in both domestic and foreign markets, as well as to perform derivative or similar transactions. -----

IV. Grant any type of financing or loans to individuals or commercial or civil companies and institutions with which the Company maintains commercial or business relationships in which the Company is the holder of the equity, whether or not in exchange for specific guarantees.-----

V. Grant all types of guarantees, whether specific, personal or sureties of obligations, credit instruments or debt instruments on its own behalf or on behalf of individuals, companies, associations or institutions in which the Company has a holding or equity, or with those with which the Company maintains business relations, constituting itself as guarantor, joint and several obligor or obligor of said persons. -----

VI. Sign, control, issue, negotiate, release, accept, endorse and guarantee all types of credit or debt instruments and perform credit transactions. -----

VII. Place its own shares, the securities that they represent, credit instruments or debt instruments in domestic or foreign securities markets and acquire its own shares pursuant to the terms of the Securities Market Law and the general provisions applicable to it. -----

VIII. Hold, obtain acquire, develop, improve, use, grant and receive licenses or dispose of, under any legal title, all types of patents, commercial trademarks, service marks, utility models, industrial designs, industrial secrets, invention certificates, any other duties, notices and commercial names and any other industrial property rights, as well as copyrights, either in Mexico or abroad. -----

IX. In general, perform all types of acts, activities, agreements, contracts, commercial transactions and hold any specific or personal rights of any nature permitted by law. -----

Article Three. Domicile. The Company shall be domiciled in Mexico City, Federal District, where its main administration and effective management shall be headquartered. The corporate domicile shall not be deemed to change should the Company establish branches or agencies in other locations. The Company may stipulate conventional domiciles in the contracts and legal instruments in which it participates and may establish offices, branches or agencies in any part of the Mexican Republic and abroad. The Company may also be subject conventionally by any act, contract or agreement to the application of foreign laws or those of any state of the Mexican Republic and the respective jurisdictions of the courts or conventional domiciles in Mexico or abroad in order to receive all types of legal or out-of-court notifications or subpoenas. The Company therefore appoints special or general attorneys abroad for such purposes or for any other such purpose, without so doing been deemed as a change of domicile. -----

Article Four. Duration. The duration of the Company will be indefinite. -----

Article Five. Nationality. The company is Mexican. Current or future foreign stockholders of the Company are formally required due to this simple fact by the Ministry of Foreign Affairs to be considered as Mexican nationals with regard to the shares they acquire or hold in the Company, as well as of the assets, rights, authorizations, or interests or equity they hold in the Company, or the rights and obligations that derive from the contracts in which the Company is a signatory with the Mexican authorities. Therefore, said foreign partners waive the right to invoke the protection of their governments, under the penalty of forfeiting their respective equity interests to the benefit of the Mexican Nation. -----

-----Chapter Two-----

Capital Stock, Shares, Registration and Cancellation of the Share Registration.-----

Article Six. Capital Stock. The Company's capital is variable. The minimum fixed capital, without right of withdrawal, is the amount of one thousand seven hundred forty-six million eight hundred and thirty-three thousand four hundred and thirty-four Mexican pesos, legal currency of the United Mexican States, represented by four billion, three hundred and twenty-seven million, four hundred and eighty-two thousand, three hundred and thirty-three Series "A" shares, ordinary, nominative, without par value, all duly subscribed and paid. -----

The capital stock shall be represented by ordinary, nominative, Series "A" shares, without par value, fully subscribed and paid up. In addition, the Company may issue, pursuant to the General Corporations Law and the Securities Market Law, non-voting shares, limited voting shares, shares with special characteristics, or shares of any other type or class, which will be denominated and have the characteristics determined by the Meeting and/or the Board of Directors, which approves their issuance. -----

Article Seven. Shares. Within its respective class and/or series each share will confer equal rights and obligations on its holders. -----

Shares paid in kind shall be kept on deposit by the Company for a period of two years in accordance with the provisions of Article 141 of the General Corporation and Partnership Law. -----

Article Seven Bis. Limitations to Acquire Shares. Companies controlled by the Company, pursuant to the terms of the Securities Market Law, may not acquire, either directly or indirectly, shares representing the capital stock of the Company to which they are related or credit instruments that represent said shares. -----

Article Eight. Stockholders' Rights. Holders of Series "A" shares shall be entitled to one vote at all General Ordinary and Extraordinary Stockholders' Meetings. Holders of Series "A" shares may not attend Special Meetings held by the non-voting and/or limited-voting stock and shall also not be entitled to vote in the Special Meetings of holders of non-voting and/or limited-voting stock.-----

Holders of limited-voting stock shall be entitled to attend and vote on a one vote-per share basis solely and exclusively at the Special Meetings of holders of said shares and at the Extraordinary General Stockholders' Meetings held to transact any of the following matters: -----

I. Transformation of the Company. -----

II. Merger with another Company or Companies when the company is the disappearing company.---

III. Cancellation of the registration of limited-voting stock in the National Securities Register and on domestic and foreign stock exchanges where they are registered, except in trading systems of other non-organized markets such as stock markets, and-----

IV. Any other stipulated by the Securities Market Law. -----

Holders of limited-voting stock may not attend Ordinary General Meetings, except for the cases expressly provided by the Securities Market Law. They may also not attend the Extraordinary General Stockholders' Meetings held to transact matters in which they have no voting rights. -----

Stockholders, even those of limited or restricted voting stock, who individually or jointly hold 10% of the capital stock of the Company, shall have the rights granted in Chapter Eight of these Corporate Bylaws.-----

Stockholders of non-voting stock shall have the rights granted to them by the Securities Market Law.

Article Nine. Unsubscribed Stock. The Company may issue unsubscribed shares of any series or class that make up the capital stock, which shall be held in the Company's Treasury for issue as they are subscribed. -----

The Company may issue unsubscribed shares to be held in the Treasury to be placed among the investing public, provided that: (i) the Extraordinary General Stockholders' Meeting approves the maximum amount of the capital stock increase and the conditions in which the respective shares are to be issued, (ii) the shares issued are subscribed through a public offer, subject to registration in the National Securities Register, and (iii) the amount of the subscribed and paid-in capital be announced when the capital authorized represented by the actions stock issued and unsubscribed is published and the conditions provided for said purpose by the Securities Market Law are met.-----

Article Ten. Share Buyback. The Company may acquire shares representing its capital stock through the stock exchange at the prevailing market price, pursuant to the terms of Article 56 (fifty six) of the Securities Market Law. -----

Shares belonging to the Company, or if applicable, held in the Treasury, without prejudice to the stipulations of the General Corporation and Partnership Law, may be placed among the investing public, without the need for, in this latter case, the respective capital stock increase, without requiring a resolution of any type by the Stockholders' Meeting or the agreement of the Board of Directors for their placement. -----

Article Eleven. Share Certificates. Shares shall be represented by a printed certificates that may cover of one or more shares, which shall be signed by two owner Members, which may be handwritten

or facsimile, in the latter case the original of said signatures must be deposited in the Public Commercial and Property Register in the Company's domicile. The certificates that cover the shares shall contain all the information and requirements referred to by Article 125 of the General Corporation and Partnership Law, as well as the limitations set forth in these Corporate Bylaws. However, the share certificates may omit the par value of the shares, pursuant to the terms of section 4 of the aforementioned Article 125 of the General Corporation and Partnership Law. -----
The share certificates shall also be printed or bear the full text of Article 6 of these Corporate Bylaws, a summary of Articles 17 and 17 bis, and shall be affixed with numbered coupons for the collection of dividends. -----

Article Twelve. Share Record Book. The Company shall keep a share record book in which the entries referred to by Article 128 of the General Corporation and Partnership Law shall be kept. The record book may be kept, either by the Secretary of the Company's Board of Directors, a securities deposit institution, a credit institution or by the person appointed for such purpose by the Board of Directors, who shall act on behalf of and in representation of the Company as a registrar. -----
The record of the ordinary shares shall remain closed during the periods from the business day prior to the date of any Stockholders' Meeting up to and including the date said Meeting is held. No registrations whatsoever may be made in the record book during said periods. -----
The Company shall consider the legitimate holder of the shares as they appear in the record of ordinary shares and shall not recognize, register any share transmission made in contravention to the provisions of Articles 17 and 17 bis of these Corporate Bylaws. -----
In the case of shares deposited with any securities deposit institution, the transfer and register of shares shall be completed in accordance with the provisions of the Securities Market Law. -----
All share transmissions or encumbrances on same shall be effective, to the Company, from the date on which said transmission or encumbrance, as applicable, is registered in the Company's Share Record Book, except for the provisions of the Securities Market Law covering stock market pledges. Registration of ordinary shares shall be made with the certificates referred to in Article 290 of the Securities Market Law. -----

Article Thirteenth. Cancellation of the Share Registration. The record of the Companies' Shares in the National Securities Register may be requested by the Company or by a resolution adopted by the National Banking and Securities Commission in accordance with the terms of the Securities Market Law and its complementary provisions. -----

-----Chapter Three-----

-----Capital Stock Increases and Decreases-----

Article Fourteen. Capital Stock Increases and Right of First Refusal. Each increase of the minimum fixed capital stock shall be adopted by the Extraordinary General Stockholders' Meeting, except in those cases that arise from the placement of own shares in the terms of the preceding Article Ten or in those cases provided for in this article. -----
Except for provisions stipulated herein, increases of the variable capital stock shall be approved by Ordinary General Stockholders' Meeting or an Extraordinary General Stockholders' Meeting, and the corresponding minute formalized before Notary Public, unless the increase arises from an acquisition of its own shares. -----
Save for exceptions provided in the preceding paragraph, all minutes of the Meetings that decree capital increases must be formalized before notary public, and those that refer to increases of the fixed

minimum capital stock must also be registered in the Public Registry of Commerce of the Company's corporate domicile. -----

When adopting respective resolutions, the Stockholders' or Board of Directors Meeting that adopts the increase or any subsequent Meeting shall set the terms and bases pursuant to which said increase shall be performed. -----

Once the shares are issued, if so agreed by the Meeting, the Board of Directors may offer them to the Stockholders for subscription and payments pursuant to the terms and conditions set by the Meeting or the Board of Directors. Said shares shall be held in the Company's Treasury until they are subscribed. -----

The Company may issue unsubscribed shares pursuant to the terms of Article Nine of these Corporate Bylaws and the Securities Market Law and its complementary provisions. In all capital stock increases, limited-voting stock must be issued in a minimum amount sufficient to allow the holders of limited voting stock to maintain their same stockholding percentage in the Company. -----

In capital stock increases, the Company Stockholders shall have, in proportion to the number of shares held by each of a series regarding the total number of shares issued and subscribed of each series prior to the increase, the right of first refusal to subscribe a number of shares sufficient to enable them to maintain their stockholding, except for, as provided in these bylaws, Article 91 (ninety-one) of the General Law of Corporations and Partnerships and other applicable provisions of the same law; 53 (fifty-three) and 56 (fifty-six) of the Securities Market Law, and other applicable provisions of the same law: (i) share issues made in accordance with Article Fifty Three of the Securities Market Law, (ii) own shares acquired to be converted into Treasury shares and placed among the investing public in accordance with the aforementioned Securities Market Law, (iii) those that result from the conversion of obligations or any other debt or capital instruments or that have the characteristics of both and are issued as shares by the Company, subject to the authorization of the General Extraordinary Stockholders' Meeting, (iv) the merger of the Company, and (v) those cases in which the Stockholders' Meeting or the Board of Directors which decrees the capital increase, as the case may be, so provides, with approval and/or ratification of the Board of Directors, prior opinion of the committee performing audit functions, and provided that the terms of the capital increase do not benefit a particular Shareholder or group of Shareholders to the detriment of the rest of the Shareholders. -----

The right of first refusal stipulated in the foregoing paragraph shall be exercised by the Stockholders within the term not less than the fifteen calendar days following the date of publication of the of the agreement adopted by the Meeting that resolved to increase the capital stock in the electronic system established by the Ministry of Economy. This right of first refusal may be exercised in accordance with the standards established for such purpose by the Board of Directors. -----

The Company may not issue new shares until the previous shares have been paid in full, without prejudice to the provisions applicable to the issue of unsubscribed shares, and unless the shares previously issued are allocated by a resolution of the Meeting that approved the issue in order to meet the Company's obligations as approved by the Stockholders. -----

The Board of Directors is authorized to offer for subscription and payment to third parties the shares not subscribed by the Shareholders, as from their issuance or after the expiration of the term established for the exercise of the preemptive right, if any, if the Shareholders' Meeting and/or the Board of Directors resolved to grant such right, in the understanding that in the cases in which the preemptive subscription right applies, the price at which the shares are offered to third parties may be

lower than the price at which they were offered to the Company's Shareholders for subscription and payment, if so determined by the Board of Directors with the opinion of the committee performing the auditing functions. -----

Notwithstanding any provision to the contrary, in terms of Article 55 Bis (fifty-five BIS) of the Securities Market Law, the Ordinary or Extraordinary Shareholders' Meeting, as applicable, may delegate at any time to the Board of Directors of the Company the power to increase the capital stock and to determine the terms of the subscription of shares, including the exclusion of the preemptive subscription right in connection with the issuance of shares that are the subject of the delegation. In the event that the Board of Directors decrees a capital increase in its fixed portion, the by-laws shall be deemed amended to reflect the number and amount of shares issued, and the capital increase shall be effective immediately, without prejudice to the Shareholders' Meeting recording the adjustment to the by-laws at a later date. -----

Article Fifteen. Capital Stock Decreases. Each decrease of the minimum fixed capital stock shall be adopted by an Extraordinary General Stockholders' Meeting, which shall also amend the respective part of the Corporate Bylaws. -----

Each variable capital stock decrease may be adopted by a General Ordinary or General Extraordinary Stockholders Meeting, except for those that arise from the share buyback in accordance with the terms of Article 10 of these Corporate Bylaws, and the respective Minutes must be notarized, except in cases of decreases referred to in Article 56 of the Securities Market Law. -----

Unless otherwise stipulated in the preceding paragraph, all minutes of Meetings that adopt a capital stock decrease must be notarized by a Notary Public and those that refer to decreases of the minimum fixed capital stock must also be recorded in the Public Commercial and Property Register of the Company's domicile. -----

Under no circumstances may the capital stock be decreased below the legal minimum. -----

The capital stock may be reduced (i) to absorb losses, (ii) to reimburse the Stockholders or to release them from payments not yet made, (iii) to amortize shares with non-distributed earnings, or (iv) to cancel shares acquired temporarily by the Company and not place them again among the investing public. The capital stock may be reduced in any other manner permitted by the applicable laws. -----

Capital stock reductions to absorb losses shall be made in proportion both in the fixed and variable portions of the capital stock without the need for the cancellation of shares because the share certificates may not state the par value of the shares. -----

Capital stock reductions through the amortization of shares with distributable earnings shall be made: (a) through the amortization of the shares selected by draw by a Notary Public or Federal Notary Public, or (b) through the share buyback of the Company's own shares through the stock market, in both cases in accordance with the General Corporation and Partnership Law, the Securities Market Law and the applicable general provisions. -----

The certificates of shares to be amortized shall be canceled and shall have no value whatsoever. If the value of the amortized shares is not collected by the holders within one year from the date of being informed of the amortization, the respective amount shall be forfeited for the benefit of the Company. The Company may amortize shares with distributable earnings without reducing the capital stock. The General Extraordinary Stockholders' Meeting that agrees the amortization shall, in addition to observing the provisions of Article 136 (one hundred and thirty six) of the General Corporation and Partnership Law, observe the following particular rules: -----

I. The Meeting may agree to amortize shares in proportion to all the Stockholders in such a manner that following the amortization they maintain the same percentages of the total capital stock presented prior to the amortization without the need to cancel share certificates because they do not state the par value or without the need for the shares to be amortized to be selected by a draw, even though the Meeting has set a fixed price. -----

II. In the event that the Meeting agrees that shares are to be amortized through acquisition on the stock market, the Meeting, or if applicable, the Board of Directors, shall approve the system for the withdrawal of shares, the number of shares to be amortized and the persons to be appointed as stockbrokers or purchasing agents. -----

III. Unless provided in the preceding second sub-section and in the event that the Meeting has set a fixed a specific price for the amortization, the shares to be amortized shall be designated in all cases to a draw held by a Notary Public or Federal Notary Public. The aforesaid draw shall be performed separately for each one of the Series of that make up the capital stock, in such a manner that the shares from all the series are amortized in such a manner that following the amortization, they represent the same percentage of the total capital stock that they would have represented prior to the amortization. The certificates of the amortized shares referred to in this third sub-section shall be canceled. -----

Article Sixteen. Capital Variations Record Book. All capital stock increases or decreases must be recorded in the Capital Variations Record Book kept by the Company for this purpose. -----

Article Seventeen. Authorization of the Board for the Transmission of Shares. Pursuant to the terms and for the purposes of Article 130 of the General Corporation and Partnership Law, the rights of ownership, including the incorporated rights of the ordinary registered shares issued by the Company, except for the case provided by Article 10 of these Corporate Bylaws may only be transmitted or limited subject to the authorization of the Board of Directors in the case that the number shares to be transmitted as a stand-alone transaction or added to the previous transactions of the same Stockholder or a group of related persons involves 3% of more of the voting shares issued by the Company. While the Company's has shares issued and recorded in the National Securities Registry, for the case of stock exchange transactions, the previous requirement will also be subject to the rules established by the Securities Market Law, if applicable, or, in accordance thereto, the standards issued by the National Banking and Securities Commission or the jurisdictional authority. If the Board of Directors, pursuant to the terms of this Article, denies the authorization, it shall appoint one or more purchasers of the shares, who must pay the interested party the price registered in the Mexican Stock Exchange. In the event that the shares are not registered in the National Securities Register, the price of payable shall be set pursuant to the terms of Article 130 of the General Corporation and Partnership Law. The Board of Directors shall approve or deny the request within a time of three months from the date of the respective application and, in all cases, shall consider the criteria that are in the best interests of the Company, its operations and the long-term view of the Company's and its Subsidiaries' activities. The Board of Directors shall also submit a purchaser in accordance with the provisions of this Article within a term not exceeding thirty calendar days from the rejection date of the respective application. The share certificates shall contain a summary of the provisions of this Article. -----

Each share transmission to be made in contravention of the provisions stipulated in this Article shall not be recorded in the Company's Share Record book and the acquiring party shall not be recognized as the owner or may exercise the rights inherent to the shares in question. -----

Article Seventeen Bis. Public Acquisition Offers. If the Company registers its shares in the National Securities Register and pursuant to the applicable legal provisions, is required to make a public or mandatory offering, it shall be subject to the following conditions: -----

I. The person or group of persons who intends to acquire or reach, through any means, either directly or indirectly, the ownership of 30% (thirty per cent) or more of the Company's ordinary shares through one or several transactions of any kind, either simultaneous or successive, shall be required to complete the acquisition through a public offering made in terms of the applicable legal provisions and pursuant to the following: -----

A) The offering shall cover the different series of the Company's shares. -----

B) The consideration offered must be the same regardless of the class of type of share. -----

C) The offering shall be made (i) for the percentage of the Company's capital stock equivalent to the proportion of the ordinary shares intended to be acquired in relation to the total or 10% (ten per cent) of said capital, whichever is greater, provided that the offering party limits their final holding as a result of the offering to a percentage that does not imply obtaining control, (ii) unless authorized otherwise by the National Banking and Securities Commission, for 100% (one hundred per cent) of the capital stock when the offering party intends to obtain control. -----

II. The offer shall stipulate the maximum number of shares to be covered and if applicable, the minimum number to which the acquisition is conditioned. -----

III. The offering party may not pay, hand over or provide any consideration that implies an award or price in excess of the amount to any person or group of persons related to the recipient of the offer. The limitation stipulated in this point.³ shall not include the payment of considerations incurred from the signing of agreements related to the offer that impose obligations conditions of suspense of comment covenants on persons for the benefit of the offering party or of the Company, providing that said agreements have been approved by the Company's Board of Directors, after hearing the opinion of the Audit Committee, as well having been disclosed to the investing public. -----

IV. The public acquisition offering referred to in the preceding point shall require the majority approval of the member of the Board of Directors. -----

In the event that through the holding of a public offer, the offering party intends to acquire control of the Company, the provisions set forth in the Stockholders' Meeting and partners rights sections of the Securities Market Law shall be applicable to the Board of Directors' procedure, provided that they do not contravene the provisions set forth in this Article 17 bis. -----

For the purposes of the foregoing, the following shall apply: -----

A) The offering party must inform the Company, via the Board of Directors, of the terms and conditions in which the offer is to be made (the "Offer Notification"). -----

B) On receiving the offer notification, the Board of Directors shall immediately (i) inform the Mexican Stock Market of the relevant event in the terms of the applicable legal provisions, and (ii) make it available to all the Stockholders. -----

C) The Board of Directors must prepare, having heard of the opinion of the Audit Committee, its opinion on (i) the price and/or consideration offered, (ii) the other terms and conditions of the offer, and (iii) any conflicts of interest of the members of the Board of Directors regarding the offer. -----

D) The Board of Directors may accompany the opinion referred to in the foregoing sub-section (c) with the opinion of an independent expert engaged by the Company, if deemed necessary. -----

E) The Board of Directors shall inform the investing public through the Mexican Stock Exchange of the opinions referred to in the foregoing sub-sections c) and d), as applicable, within the three months following the reception of the Offer Notification. -----

F) The members of the Company's Board of Directors and the Chief Executive must also disclose to the investing public, together with the opinions referred to in the foregoing sub-sections c) and d), as applicable, of the decision that they will take regarding their securities. -----

V. If the Board of Directors approves the terms and conditions of the offer, the offering party shall take all the steps necessary in order to complete the offer. The foregoing shall include but not limited to obtaining the respective government authorizations, as well as issuing the notifications required pursuant to the applicable law. -----

VI. For clarity purposes, the acquisition offers referred to in this Article 17 bis shall be subject to the approval of the Company's Board of Directors and the Company shall not recognize any stock acquisitions completed in contravention to the provisions of this Article. In all cases, the Board of Directors shall consider the criteria that are in the best interests of the Company, its operations and the long-term view of the Company's and its Subsidiaries' activities. -----

-----Chapter Four-----

-----Management of the Company-----

Article Eighteen. Management of the Company. The Company management shall be vested upon a Board of Directors and a Chief Executive Officer who shall perform their duties as stipulated by the Securities Market Law. -----

The members of the Board of Directors may be Stockholders or persons not related to the Company. The Board of Directors shall consist of a minimum of five (5) and a maximum of twenty one (21) members, of which at least twenty five per cent (25%) must be independent. Each Owner-Member may appoint their respective substitutes on the understanding that the substitute Members of independent members must have that same characteristic. -----

Stockholders of voting shares, even in a limited or restricted manner, who individually or jointly hold at least ten per cent (10%) of the capital stock of the Company, will be entitled to appoint and revoke a Member of the Board of Directors pursuant to the provisions of Article forty-seven of these Corporate Bylaws. -----

For the purposes of this Article Eighteen, Independent Members shall be understood as parties who are not hindered from performing their functions as they are free of conflicts of interest and meet the requirements to be considered as such by the Securities Market Law, its provisions and the laws and standards of the jurisdictions and stock markets or markets in which the Company trades its securities, as applicable. -----

The Members and if applicable, their substitutes, shall remain in office until the persons elected to replace them take office. They may be reelected indefinitely and shall receive the remunerations set by the General Ordinary Stockholders' Meeting. It shall be endeavored that no person who has reached 75 (seventy-five) years of age is appointed or ratified as a member of the Board of Directors, unless the Board of Directors or the Shareholders' Meeting dispenses with this situation. -----

The Board of Directors may appoint provisional members without the intervention of the Stockholders' Meeting in any of the assumptions provided in the preceding paragraph or in Article one hundred and fifty five (155) of the General Corporation and Partnership Law. The Stockholders' Meeting may ratify said appointments or appoint the substitute Members at the next meeting. -----

Regardless of the Company's obligation to comply with the principles set forth in this Article, the lack of observation of its provisions, for any reason, shall not generate or grant the right to third parties to challenge the lack of due validity in relation to the legal acts, contracts, agreements and covenants or any other legal instrument signed by the Company through its Board of Directors or any other intermediary, delegate, principal or legal body nor shall the requirements for validity or existence of said acts be considered. -----

For the purposes of the provisions of the Securities Market Law, when the Stockholders' Meeting appoints a person as a Member, the simple fact of their appointment shall be understood as the Company having granted authority to said person to perform the activities within the normal or habitual activity of the Company or of the companies it controls or over which it exercises significant influence. -----

Article Nineteen. Appointments of the Chairperson and Secretary of the Board of Directors.

The Ordinary General Stockholders' Meeting shall elect the Chairperson from among the members of the Board of Directors. The Board of Directors shall elect a Secretary who shall not be a member of said corporate body and shall be subject to the obligations and responsibilities stipulated in theses Corporate Bylaws, the Securities Market Law and the Board of Directors. -----

Article Twenty. Obligations and Faculties of the Board. The Board of Directors shall be assisted in the performance of its duties by one or more Committees. Said Committee or Committees that perform the Corporate Practices and Auditing functions shall be made up of independent Members and by a minimum of 3 (three) members appointed by the Board Members, in accordance with the provisions of Article 25 (twenty five) of the Securities Market Law. -----

The Board of Directors shall be the legal representative of the Company and shall have the broadest-possible powers to manage the Companies' business, with broad general power for disputes and collections, managing assets and to exercise acts of ownership, without any limitation whatsoever, with all the and general and special powers that require special clause pursuant to law, in accordance with the terms of the first three paragraphs of Article two thousand five hundred and fifty four (2554) of the Civil Code of the Federal District of Mexico City, including the powers enumerated in Article two thousand five hundred and eighty seven (2587) of the same Law. The following powers are also conferred on the Board, which shall include but not be limited to: -----

1. Exercise the Company's proxy for disputes and collections, which is granted with all the general and special powers of that require special clause pursuant to Law. Therefore, said proxy is granted without any limitation whatsoever in accordance with the provisions of the first paragraph of Article two thousand five hundred and fifty four (2554) of the Civil Code of Federal District of Mexico City and its equivalent articles of the Federal Civil Codes and the Civil Codes of the States of the Mexican Republic. The Board is also empowered to abandon writs for constitutional relief (*amparo*), to file and abandon criminal complaints, to assist the Public Prosecutor's Office and grant pardon, if admissible, pursuant to law, to settle, submit to arbitration, answer and formulate interrogatories, recuse judges, receive payments and exercise all other acts expressly determined by law, including representing the Company before criminal, civil and administrative authorities and courts and labor authorities and tribunals. -----
2. Exercise the Company's proxy to manage assets in accordance with the second paragraph of Article two thousand five hundred and fifty four (2554) of the Civil Code of the Federal District of Mexico City and its correlative articles of the Civil Codes of the States of the Mexican Republic. -----

3. Exercise the Company's proxy for acts of ownership in accordance with the third paragraph of Article 2554 of the Civil Code of the Federal District of Mexico City and its correlative articles of the Civil Codes of the States of the Mexican Republic. -----
4. Exercise the Company's proxy to sign, endorse or in any other manner, negotiate credit instruments in accordance with the provisions of Article Nine (9) of the General Law of Negotiable Instruments and Credit Transactions. -----
5. Power to open and close bank accounts on behalf of the Company and appoint persons to draw against them. -----
6. Power to appoint delegates to perform specific actions and confer general and special powers on behalf of the Company, with the power to revoke, partially or totally, the delegations made and the powers granted, as well as to grant and revoke the delegation and substitution of the power stipulated in this section 7, thus assuming the exercise thereof itself. -----
7. Power to appoint and remove the Chief Executive Officer, Directors, Managers, Officials and attorneys-in-fact and to set the authorities, working conditions, remunerations and guarantees and in particular, to confer powers on Managers, Officials, Attorneys and other parties responsible for labor relations in order to appear before the labor authorities in the terms of Articles 11 (eleven), section of 692) (six hundred and ninety two), 786 (seven hundred and eight six) and 876 (eight hundred and seventy six) and the other relative articles of the Federal Labor Law, who shall be expressly authorized to appear before any local authority in each and all of the procedural stages of labor lawsuits with the power to enter into agreements that result from said hearings, as well as special powers to answer and formulate interrogatories on behalf of the Company, with powers to substitute and delegate the proxies in question, but only special proxies, within the powers conferred herein pursuant to the terms of Articles 2554 and 2555 of the Civil Code of the Federal District of Mexico City, limited to that they may only be conferred through proxy letter, given that the Company wishes that this power not include the granting of general powers or powers conferred in the public instrument. -----
8. To formulate internal work regulations. -----
9. To perform all acts authorized by these Corporate Bylaws or that arise from them. -----
10. To call Stockholders' Meetings and act on their resolutions. -----
11. To appoint and remove the Company's external auditors. -----
12. To establish branches and agencies of the Company at any location in the Mexican Republic or abroad. -----
13. To perform and conduct all the actions and transactions applicable them pursuant to Law, these Corporate Bylaws or on the agreement of the Stockholders' Meetings with the limitations, as applicable, set forth in these Corporate Bylaws. -----
14. To approve the Company's annual budgets and the modifications thereto based on the results reported by the Company, as well as to approve extraordinary items. The Meeting may limit or regulate the powers stipulated in this sub-section 14. -----
15. To present the reports prepared by the Audit Committee to the Stockholders' Meeting. -----
16. To rule on the buyback of the Company's shares in accordance with the terms of the Securities Market Law. -----
17. To set the share buy-back and placement policies, instruct the acquisition of same and appoint the companies responsible for their acquisition and placement. The Board shall inform the Ordinary General Stockholders' Meeting annually on the exercise of these powers. -----

18. To determine the faculties of the Committees that assist the Board of Directors pursuant to these Corporate Bylaws. -----

19. Those provided by the Securities Market Law. -----

20. Enter into any legal act and adopt any determination deemed necessary or suitable to perform the corporate purpose. -----

No member of the Board of Directors, neither the Chairperson or the Secretary, or if applicable their substitutes, based merely on their appointment, shall have the power to reply to interrogatories or depositions; therefore, they shall be restricted from answering and formulating interrogatories in lawsuits or procedures in which the Company is part. Said powers shall be the exclusive responsibility of the delegates appointed for such purpose by the Board of Directors and the Company's attorneys to whom said powers have expressly been granted. -----

Article Twenty One. Chairperson of the Board. The Chairperson of the Board shall have the casting vote in the event of ties. The Chairperson of the Board shall implement the agreements adopted by the Board of Directors without the need for any special resolution.-----

Article Twenty Two. Calls to Board Meetings. The Chairperson of the Board or of the Corporate Practices and Audit committees, at least 25% of the Members, the Secretary or the substitute thereof, may call a Board Meeting and include the items to be transacted in the Order of Business. Calls to Board of Directors' Meetings must be made in writing and notified to the other Members at least one business day in advance if called by the Chairperson of the Board or at least ten business days in advance of the date set for the Meeting in all other cases. Said notification shall be sent by certified mail, telegram, facsimile or any other electronic means with proof of delivery to the domicile, place, fax numbers or email addresses indicated such purpose in writing by the Members, the Secretary or the substitutes thereof. However, no call shall be required if all the Members or, if applicable, that substitutes were present at the Meeting. -----

The Board shall meet at least once every three months at the dates and at the venues determined by the Board. The Company's External Auditor may be called to attend the Board of Directors' Meetings as a guest with the right to be heard but not to vote. Calls must specify the time, date and venue of the Meeting, as well as the Order of Business proposed for same. -----

Article Twenty Three. Validity of Board Meetings. The attendance of the majority of the members of the Board of Directors shall be required for the Meetings to be deemed valid. If so appointed, temporary or permanent absences from the Board of Directors shall be covered by the substitutes.---
Board Meetings may be held through electronic, optical or any other technology, pursuant to the terms of Article 143 (one hundred and forty-three) of the General Corporation and Partnerships Law. -----
Notwithstanding the foregoing, for all admissible legal purposes, the resolutions adopted without a Board Meeting by the unanimous vote of its Members shall have the same validity as if they had been adopted at the Meetings, provided they are confirmed in writing. -----

Article Twenty Four. Resolutions of the Board. The Board of Directors shall adopt its resolutions based on the majority vote of its members in attendance. The Chairperson of the Board shall have the casting vote in the event of ties. -----

For all admissible legal purposes, the resolutions adopted outside of the Board Meeting by the unanimous vote of its Members shall have the same validity as if they had been adopted at the Meetings, provided that they are confirmed in writing. -----

Article Twenty Five. Members' Guarantees. Neither the members of the Board of Directors, nor their substitutes, nor, if applicable, the members of the Committees, administrators and managers may

offer any type of guarantee to ensure the performance of the responsibilities they may contract in the performance of their duties, unless the Stockholders' Meeting that appointed them establishes said obligation. -----

The Members of the Board of Directors and the Secretary or Assistant Secretary, and if applicable, their respective substitutes, shall be released from the liability to indemnify any loss or damage caused to the Company, the companies it controls or over which it exercises significant influence, for the lack of diligence in the acts they take or the decisions they adopt at the Meeting or those acts or decisions not taken due to said Meeting not being declared legally in possession, provided that they are not fraudulent acts, taken in bad faith, or are illegal pursuant to the Securities Market Law or other laws. The Company, in all cases, shall indemnify and hold the Members of the Board of Directors, the Secretary and Assistant Secretary and if applicable, their respective substitutes, harmless from all liability that they may incur in the legal performance of their offices and shall pay the amount of indemnity to the Company, the companies it controls or over which it exercises significant influence for the harm caused by their actions, provided that they are not fraudulent acts, taken in bad faith, or are illegal pursuant to the Securities Market Law or other laws. -----

Article Twenty Six. Chairperson and Secretary of the Board of Directors. The Stockholders' Meetings and the Board of Directors' Meetings shall be chaired by the Chairperson of the Board of Directors and, in the absence thereof, the Substitute Chairperson, and in the absence thereof, the Chairperson shall be elected by the majority vote of the members present at the Meeting. -----

If the Secretary does not attend the meeting, the substitute shall take their place and in the absence of said substitute, the person elected by the majority vote of the Members present at the meeting shall act as Meeting Secretary. The minutes of the Meetings shall be recorded in the Company Minutes Book, which shall be signed by the Chairperson and Secretary of each Meeting. -----

Article Twenty Seven. Board Certifications and Delegates. The copies or certificates of the minutes of Board of Directors' Meeting and Stockholders' Meetings, as well as the entries contained in the non-accounting corporate books and ledgers and in general, any document filed by the company, may be authorized and certified by the Secretary or the substitute thereof who, in the absence of the appointment of another person, shall be permanent delegates to appear at before the Notary Public of their choice to notarize the minutes of Board of Directors' Meeting minutes and Stockholders' Meetings, as well as to grant the proxies as delegates as approved by the Board. -----

The Secretary or the substitute thereof shall also be responsible for writing and entering the minutes of the Stockholders' Meetings and Board of Directors' Meetings in the respective books, as well as issuing the comparisons and certifications of same and of the appointments, signatures, and powers of the Company's officials. -----

-----Chapter Five----- -----Intermediate Company Management Bodies-----

Article Twenty Eight. Committees. The Board of Directors shall be assisted in the performance of its duties by the Committees constituted by the Board. The membership of the Corporate Practices and Audit Committees functions shall consist of independent Members and a minimum of 3 (three) members appointed by the Board Members, in accordance with the provisions of Article 25 (twenty five) of the Securities Market Law. -----

Article Twenty Nine. [Reserved]. -----

Article Twenty Nine Bis. Committee Structure and Operation. The Committees described in this chapter shall be organized and shall operate based on the following: -----

1. Their membership shall consist of a minimum of three (3) members, as determined by the Board of Directors. -----
2. The attendance of the majority of the members of the owner-members of the Committees shall be required for the Meetings to be deemed valid. -----
3. The Committees shall adopt their resolutions based on the majority vote of their members in attendance. The Chairperson of each Chairman shall have a tie-breaking vote. -----
4. Notwithstanding the foregoing, the resolutions adopted outside of the Committee Meetings by the unanimous vote of their Members shall have the same validity as if they had been adopted at the Committee Meetings, provided that they are confirmed in writing. -----
5. The meetings shall be chaired by the Chairperson of each Committee, and in the absence thereof, by one of the Committee members appointed by majority vote of their members in attendance. -----
6. Without prejudice to the provisions set forth in this Article, the Committees shall operate pursuant to the rules issued by the Board of Directors. -----
7. The members of the Committees shall appoint the person to act as Meeting Secretary. The minutes of each of the Committee Meetings shall be signed by the Chairperson and Secretary of each Meeting.
8. The membership of the Committees shall invariably be constituted as a collegiate body, without its powers being delegated to individuals, such as Directors, Managers, Members, Delegates, Attorneys-in-fact or their equivalents, on the understanding that this limitation shall not apply to the performance of specific and individual acts by persons appointed for such purpose by the Committees. -----
10. (Thus) The Committees shall report their activities to the Board of Directors at least once a year and at any time when events or acts important for the Company occur, when deemed necessary. -----
11. The Members of the Committees, who in any transaction, have a conflict of interest with the Company, shall abstain from all deliberations and resolutions on said transaction and shall be required to declare their conflict of interest to the rest of the Committee Members. -----

-----Chapter Six-----

-----Surveillance of the Company-----

Article Thirty. Surveillance. The Board of Directors, through the Audit Committees, the Corporate Practices Committee in its case, and the External Auditor of the Company, shall be responsible for the Surveillance of the management, direction and performance of the Company's business. The Company is not subject to the provisions of section five of Articles ninety one (91), one hundred and sixty (164) to one hundred and seventy one (171), the final paragraph of one hundred and seventy two (172), one hundred and seventy three (173) and one hundred and seventy six (176) of the General Corporation and Partnership Law. -----

Article Thirty One. Audit and Corporate Practices Committee. The Company shall have a Corporate Practices Committee, which shall conduct the auditing activities stipulated by the Securities Market Law, as well as the Corporate Practices activities stipulated by the same Law and determined by the Board of Directors. The membership of Audit and Corporate Practices Committee shall consist of independent Members pursuant to the provisions of the Securities Market Law, the laws and standards of the jurisdictions and stock markets or markets in which the Company trades its securities, and as applicable, the following: -----

The Chairperson of the Audit and Corporate Practices Committee shall be appointed to and/or removed from office exclusively by the General Stockholders' Meeting and may not chair the Board of Directors. The Chairperson shall be elected based on their experience, recognized ability and their professional prestige and shall prepare an annual report of the activities completed by the Committee

to be submitted to the Board of Directors As a minimum, said report shall contemplate the following auditing matters: (a) The status of the internal control and internal audit system of the Company and the companies it controls, in the terms of the Securities Market Law and, if applicable, the description of their deficiencies and deviations, the aspects that require improvement, taking into account the opinions, reports, communiques and the opinions of the external auditors, as well as the reports issued by the independent experts that render their services during the period covered by the report, (b) The mention and follow-up on the corrective and preventive measures implemented based on the results of the investigations related to the breach of the operation and of accounting registration guidelines and policies, whether of the Company or the companies it controls. (c) The evaluation of the performance of the external auditing firm, as well as of the External Auditor responsible for it. (d) The description and appraisal of the additional or complementary services, which, if applicable, are rendered by the external auditing firm, as well as the services rendered by the independent experts. (e) The main results of the review of the financial statements of the Company and of the companies it controls. (f) The description and effects of the modifications to the accounting policies approved during the period covered by the report. (g) The measures adopted as a result of the observations deemed relevant , formulated by stockholders, members, relevant directors, employees and, in general, any third party, regarding the accounting, internal controls and issues related to the internal or external audit, or as a result of the claims made on facts deemed as irregular in the administration. (h) The follow-up on the agreements adopted by the Stockholders' and Board of Directors' Meetings.

The aforementioned report shall also contemplate the Corporate Practice matters. -----
For the preparation of the reports referred to in this clause, as well as the opinions stipulated in Article forty two (42) of the Securities Market Law, the Audit and Corporate Practices Committee shall hear the opinions of the relevant departments and shall include any differences of opinion of these latter parties in the aforementioned reports and opinions. -----

The Audit and Corporate Practices Committee shall be responsible for the following activities, in addition to those already mentioned: -----

- a) Provide an opinion to the Board of Directors on the matters under its charge pursuant to the Securities Market Law and its general provisions. -----
- b) Evaluate the performance of the external auditing company, as well as analyzing the audit report, opinions, and the reports prepared and signed by the External Auditor. For such purpose, the Committee may require the presence of the Company's external auditor when it deems suitable, without prejudice to the latter party meeting with the Committee at least once a year. -----
- c) Discuss the Company's financial statements with the parties responsible for their preparation and review, and based on this recommend its approval, or not, to the Board of Directors. -----
- d) Inform the Company's Board of Directors of the situation of its internal control and internal auditing system and of the companies its controls, including any irregularities detected. -----
- e) Prepare the opinion referred to in sub-section c) of Section four (IV) of Article twenty eight (28) of the Securities Market Law and submit it for the consideration of the Board of Directors for subsequent presentation to the Stockholders' Meeting, supported by, among other elements, the External Auditor's examination. Said opinion shall contain the elements required by the Securities Market Law and the general provisions issued by the National Banking and Securities Commission or another jurisdictional body. -----
- f) Assist the Board of Directors in the preparation of the reports referred to in sub-sections d) and e) of Section four (IV) of Article twenty eight (28) of the Securities Market Law. -----

- g) Oversee to ensure that the operations referred to in section three (III) of Article twenty eight (28) and Article forty seven (47) of the Securities Market Law performed in accordance with said articles, as well the policies arising therefrom. -----
- h) Request the opinions of independent experts at any time it deems suitable for the correct performance of its functions or if required by the Securities Market Law or the general provisions. --
- i) Request the relevant directors and other employees of the Company or the companies it controls, reports relating to the preparation of the financial and other information deemed necessary for the performance of its functions. -----
- j) Investigate the possible breaches, of which there is knowledge, in the Company's operations, operating guidelines and policies, the internal control audit and accounting registration system, whether of the Company itself or of the companies it controls. Therefore, an examination must be conducted of the documentation, records and other supporting documents to the degree and extent necessary to perform said Surveillance. -----
- k) Receive the observations made by Stockholders, Members, relevant directors, employees and in general, any third party regarding the matters referred to in the preceding sub-section, as well as taking the actions, which in its opinion, are admissible in relation to said observations. -----
- l) Request periodic meetings, as well as the delivery of all kinds of information related to the internal control and auditing of the Company or the companies it controls. -----
- m) Inform the Board of Directors of the significant irregularities detected as a result of the exercise of its functions and, if applicable, of the corrective measures adopted or propose the corrective measures that must be applied. -----
- n) Call the Stockholders' Meetings and request that the points it deems relevant be inserted into the Order of Business. -----
- o) Ensure that the Company's Chief Executive Officer complies with the agreements of the Stockholders' Meetings and the Board of Directors' Meetings, in accordance with the instructions, which if applicable, given by the Stockholders' Meetings and the Board of Directors' Meetings. ----
- p) Ensure that internal mechanisms and controls are established to check that the actions and operations of both the Company and the companies under its control, are in accordance with the applicable regulations, as well as implement methodologies to ensure due compliance with the foregoing. -----
- q) Other mechanisms as stipulated by the Securities Market Law or in the Company's Corporate Bylaws based on the functions assigned to it by this legal ordinance. -----
- r) The powers stipulated by the Securities Market Law for the Corporate Practices Committee as determined by the Board of Directors. -----
- s) Any other function entrusted by the Company's Board of Directors as determined as necessary or prudent by the Committee in order to achieve its objective or those derived from the Law or the regulations of the securities markets on which the Company trades its stock. Any change of the membership of the Audit Committee shall be agreed from time to time by the Company's Board of Directors. -----

Article Thirty One Bis. [RESERVED] -----

Article Thirty One Bis I. External Auditor. The Company shall appoint an External Auditor, who may be called to attend Board of Directors' Meetings as a guest with the right to be heard but not to vote and remain absent from items on the Order of Business that may represent a conflict of interest or compromise the independence of the External Auditor. -----

The Company's External Auditor shall issue an opinion on its financial statements prepared based on the accepted auditing standards and accounting principles. -----

-----**Chief Executive Officer**-----

Article Thirty One Bis II Chief Executive Officer. Pursuant to the terms of the Securities Market Law, the management, direction and performance function of the business of the Company and of the companies it controls shall be entrusted to the Chief Executive Officer in accordance with the strategies, policies and guidelines approved by the Board of Directors. -----

For the performance of the duties of the office, the Chief Executive Officer shall have the broadest power to represent the Company in acts of administration and disputes and collections, including special powers that require special clause in accordance with the law. The Chief Executive Officer shall have power for acts of ownership in the terms and conditions determined by the Board of Directors. -----

Without prejudice to the aforementioned stipulations, the Chief Executive Officer shall: -----

I. Submit the business strategies of the Company and of the companies it controls to the Board of Directors for approval in the terms of the Securities Market Law based on the information provided by the latter. -----

II. Comply with the agreements of the Stockholders' Meetings and the Board of Directors' Meetings, in accordance with the instructions, which if applicable, are adopted by said Stockholders' Meetings and the Board of Directors' Meetings. -----

III. Propose to the Committee that it performs the auditing, the guidelines of the internal control system and the internal auditing functions of the Company and of the companies it controls in the terms of the Securities Market Law, as well as implementing the guidelines approved for said purpose by the Board of Directors of said company. -----

IV. Sign the Company's relevant information together with the key directors responsible for its preparation, within their area of jurisdiction. -----

V. Circulate the relevant information and events that have to be disclosed to the public in accordance with the provisions of the Securities Market Law. -----

VI. Comply with the provisions governing the performance of share buyback and placement transactions of the Company. -----

VII. Exercise, either directly or through an authorized delegate, within the scope of their jurisdiction or on the instructions of the Board of Directors, the corrective actions and responsibilities necessary.

VIII. Ensure that the partners have made their capital contributions, if applicable. -----

IX. Comply with the legal and statutory requirements applicable to the payment of dividends to Stockholders. -----

X. Ensure that the Company's accounting, recording, filing and information systems are maintained.

XI. Prepare and submit to the Board of Directors the report referred to in Article one hundred and seventy two (172) of the General Corporation and Partnership Law, with the exception of the provision set forth in sub-section b) of said Law. -----

XII. Establish the internal mechanisms and control that allow the confirmation that the acts and operations of the Company and the companies it controls are completed in accordance with the applicable standards, as well as following up on the results of these internal control mechanisms and taking the measures necessary, if applicable. -----

XIII. Exercise the liabilities necessary pursuant to the terms of the Securities Market Law and these Corporate Bylaws against related parties or third parties who allegedly cause damage to the Company

or the companies it controls pursuant to the terms of the Securities Market Law or those over which it exercises significant influence, unless otherwise determined by the Board of Directors and subject to the prior opinion of the Audit Committee that the damage caused is not relevant. -----
Article Thirty One Bis III Key Directors. Pursuant to the terms of the Securities Market Law, the Chief Executive Officer, in the exercise of the duties and activities of said position, as well as for the due performance of the inherent obligations, shall be assisted by the key directors appointed for said purpose, any employee of the Company or the company it controls. -----

-----Chapter Seven-----

-----Stockholders' Meeting-----

Article Thirty Two. Stockholders' Meetings. The Stockholders' Meeting is the supreme body of the Company and its decisions shall be mandatory for all Stockholders, whether absent or dissident.

Article Thirty Three. Types of Meetings. Stockholders' Meetings shall be Ordinary, Extraordinary and Special. -----

Article Thirty Four. Ordinary Meetings. All meetings held pursuant to the law or these Corporate Bylaws are not considered to be Extraordinary General Meetings, including those held to transact any of the matters referred to in Article one hundred and eighty (180) and one hundred and eighty one (181) of the General Corporation and Partnership Law shall be Ordinary General Meetings. -----
Ordinary General Stockholders' Meetings will be held at least once a year, within four months following the end of each prior fiscal year. In the case of Ordinary General Stockholders' Meetings held annually to transact the matters stipulated in Section one (I) of Article one hundred and eighty one (181) of the General Corporation and Partnership Law, the information referred to in Article of one hundred and seventy two (172) of said Law shall be made available to the Stockholders during office hours at the Company's offices for a term of 15 calendar days prior to the date set for the holding of the meeting. -----

In addition to the matters mentioned in the preceding paragraph, the Ordinary General Stockholders' Meeting shall: -----

I. Decide on the application of earnings, if applicable, and

II. Pursuant to the terms of the Securities Market Law approve the transactions to be performed by the Company or by the companies it controls completed during the fiscal year, when they represent 20% or more of the Company's consolidated assets based on the figures reported at the close of the immediately preceding quarter, regardless of the manner in which they are performed, either simultaneously or successively, but that due to their characteristics may be considered as a single transaction. Stockholders with limited or restricted voting rights may vote in said Meetings. -----

At the General Ordinary Stockholders' Meeting, the Company must also circulate report on the compliance with its fiscal obligations in order to ensure due compliance with Section 20 of Article eighty six (86) of the Income Tax Law or any other law that substitutes it. Pursuant to the terms of the aforementioned Income Tax Law, the obligation provided for in this paragraph shall be deemed as performed if during the Meeting in question, the report on the review of the Company's fiscal situation referred to in Section 3 of Article fifty two (52) of the Federal Fiscal Code is circulated among and read by the Stockholders. -----

Article Thirty Five. Extraordinary Meetings. Meetings called to transact any of the following matters pursuant to Article one hundred and eight two (182) of the General Corporation and Partnership Law shall be Extraordinary General Meetings. -----

I. Change of the Company's duration. -----

II. Advance dissolution of the Company. -----

III. Increases or decreases of the fixed capital stock, as well as the increase in capital pursuant to the terms of Article fifty six (56) of the Securities Market Law. -----

IV. Change of the Company's corporate purpose. -----

V. Change of the Company's nationality. -----

VI. Transformation of the Company. -----

VII. Merger of the Company with another or the spin-off of the Company. -----

VIII. The issue of privileged shares. -----

IX. Amortization by the Company of its own shares and the issue of beneficial shares. -----

X. The issue of bonds, obligations, debt instruments or capital instruments or those with the characteristics of both when they are convertible into shares of another Company. -----

XI. Any other modification of the Corporate Bylaws. -----

XII. The cancellation of the registration of the Company's shares in the National Securities Register and on domestic and foreign stock exchanges where they are registered, but not in trading systems of other non-organized markets such as stock markets. -----

The Extraordinary General Stockholders' Meeting shall always be held to transact any of the matters within its remit and shall be called pursuant to the terms of these Corporate Bylaws. -----

Article Thirty Six. Special Meetings. Special Meetings shall be those called to transact matters that may affect the rights of a single series of shares and shall be subject to the provisions applicable to the Extraordinary General Stockholders' Meeting set forth in these Corporate Bylaws. -----

Special Meetings of stockholders of limited-voting stock shall be held at least once a year before the date set for the Annual Ordinary General Meeting. -----

Article Thirty Seven. Calls to Meetings. Stockholders' Meetings shall be called by the Chairperson of the Board of Directors, the Corporate Practices and Audit Committee, by the Secretary or the substitute thereof. However, the voting stock, including limited or restricted voting stock, which represents at least ten per cent (10%) of the capital stock may request that an Ordinary Stockholders' Meeting be held in the terms stipulated in Article fifty (50) of the Securities Market Law. -----

Any stockholder shall be entitled to request in writing to the Board of Directors or the Chairpersons of the Corporate Practices and Audit Committee a General Stockholders' Meeting in any of the cases referred to in the Article one hundred and eight five (185) of the General Corporation and Partnership Law. If no call is made within the fifteen days following the date of the request, said call shall be issued by a court with due jurisdiction in the domicile of the Company, following the referral of the request in question to the Board of Directors. -----

Article Thirty Eight. Publication of Calls to Meetings. Calls to Stockholders' Meetings shall be published according to provisions set forth in article 186 (one hundred and eighty six) of the General Corporation and Partnership Law, at least fifteen calendar days prior to the date of the Meeting. -----

Calls shall stipulate the Order of Business and shall be signed by the person or persons making the call, on the understanding that the points referred to by Articles one hundred and eighty one and one hundred and eighty two of the General Corporation and Partnership Law shall not be included under the general items caption. -----

The information and the documents related to each of the points set forth in the Order of Business shall be freely and immediately available to the shareholders at the Company's offices or, otherwise, in the electronic, optical or any other technological means indicated for such purpose, from the date of publication of the call to the Stockholders' Meeting. -----

Article Thirty Nine. Admission to Meetings. Pursuant to the terms of the Securities Market Law, the stockholders or their representatives who, at least forty eight hours prior to the date and time set for the Meeting, stated in business days, present their share certificates of the shares that have the respective concession, deposited in a securities deposit institution shall be admitted to the Stockholders' Meeting. Said certificates shall be exchanged for a certificate issued by the Company to confirm the name and number of shares held by the Stockholder in question. Said certifications shall permit admission to the Meeting. -----

The members of the Board of Directors, the Chief Executive and the individual appointed by the external auditors may attend the Company's Shareholders' Meetings. -----

Article Forty. Representation of Stockholders at Meetings. The Company's Stockholders may be represented at Stockholders' Meetings by persons who confirm their legal capacity through proxy letters issued by the Company and that are made available through securities market brokers or the Company itself at least fifteen calendar days in advance of the date of the meeting. Said proxy letters must meet the requirements set by the Securities Market Law and its complementary provisions. --- The Secretary of the Company's Board of Directors shall be required to confirm the due compliance with the provisions of this Article and inform the Stockholders' Meeting, which will record it in the respective minutes. -----

Article Forty One. Holding of Meetings. Before declaring the Meeting legally installed, the Chairperson shall appoint one or more scrutineers to certify the number of shares represented and prepare the attendance list expressing the number of shares held by each Stockholder. -----

Once quorum is confirmed, the Chairperson shall declare the Meeting legally installed and shall proceed with the Order of Business. -----

Shareholders' Meetings may be held through electronic, optical or any other technology, pursuant to the terms of Article 178 (one hundred and seventy-eight) of the General Corporation and Partnership Law. -----

Article Forty Two. Minutes of Meetings. The Secretary shall keep the minutes of the Meeting and shall create a file for such purpose. Said file shall contain at least: -----

- a) A copy of the newspapers in which the call was published, if applicable. -----
- b) The attendance list. -----
- c) The respective proxy letter or an extract certified by the Secretary of the documents that confirm the legal capacity of the Stockholders' representatives, if applicable. -----
- d) A copy of the Minutes of the Meeting. -----
- e) The financial reports, opinions and information, if applicable, and -----
- f) The other documents submitted to the Meeting, which at discretion of the Secretary, where necessary or suitable to be attached. -----

The failure to comply with the formality set forth in this Article shall under no circumstances affect the validity or existence of the agreements adopted at the Meeting in the question. -----

Article Forty Three. Chairperson and Secretary of the Meeting. The Meetings shall be chaired by the Chairperson of the Board of Directors. If the Chairperson of the Board of Directors were absent, then the Meetings shall be chaired by the Substitute Chairperson, and in the absence of both, by the person elected by the stockholders present at the General Stockholders Meeting. -----

The Secretary of the Board of Directors or the substitute thereof shall act as the Secretary of the Board of Stockholders Meeting, and in the event of the absence of both, this office shall be performed by the person appointed by the Chairperson of the Board. -----

Article Forty Four. Records of Minutes of Meetings. The minutes of the Meetings shall be recorded in the Company Minutes Book, which shall be signed by the Chairperson and Secretary of the Meeting. -----

Article Forty Five. Quorum and Voting at Meetings. In order that an Ordinary General Stockholders' Meeting be declared legally in session after the first call, at least fifty per cent of the ordinary shares must be present or represented and its resolutions will be valid when adopted with the affirmative vote of the majority of the attendees. -----

In the case of the second or final call, Ordinary General Stockholders' Meetings may be declared legally in session when any number of the ordinary shares are represented in the Meeting and its resolutions shall be deemed valid when adopted by the majority of votes of the attendees in the Meeting. -----

In order that an Extraordinary General Stockholders' Meeting called to transact issues in which the limited-voting stock is not entitled to vote be declared legally in session after the first call, at least seventy five per cent of the ordinary shares must be present or represented and its resolutions will be valid when adopted with the affirmative vote of the majority of the attendees. In order that an Extraordinary General Stockholders' Meeting called to transact issues in which the limited-voting stock is not entitled to vote be declared legally in session after the first call, at least seventy five per cent of the ordinary shares must be present or represented and its resolutions will be valid when adopted with the affirmative vote of the majority of the attendees, i.e., at least fifty per cent of the Company's ordinary shares. -----

In order that a Special Stockholders' Meeting called to transact issues in which the limited-voting stock is not entitled to vote be declared legally in session after the first call, at least seventy five per cent of the limited-voting shares must be present or represented and its resolutions will be valid when adopted with the affirmative vote of the majority of the attendees, i.e., at least fifty per cent of the limited-voting shares. -----

Special Stockholders' Meetings may be declared legally in session after the second or last call if at least fifty per cent of the limited-voting shares are present or represented and its resolutions will be valid when adopted with the affirmative vote of the majority of the attendees, i.e., at least fifty per cent of the limited-voting shares. -----

-----Chapter Eight-----

-----Minority Stockholders' Rights-----

Article Forty Six. General Minority Rights. All minority stockholders shall be entitled to the rights conferred by the General Corporation and Partnership Law, the Securities Market Law and these Corporate Bylaws. -----

Article Forty Seven. Rights to Appoint Members and Issue Calls. Stockholders of voting shares, even in a limited or restricted manner, who individually or jointly form at least ten per cent (10%) of the capital stock of the Company, will be entitled to: -----

1. Appoint and revoke a Member of the Board of Directors and if applicable, their substitute. Said appointment may only be revoked by the other Stockholders once the appointments of all said other Stockholders have been revoked, in which case the persons substituted may not be reappointed within twelve months from the date of their revocation. -----

This right shall be exercised through written notification addressed to the Chairperson or the Secretary of the Board of Directors submitted at least two (2) business days in advance of the date of the call of

the General Stockholders' Meeting to appoint, ratify or revoke appointments of members of the Board of Directors. -----

2. Request the Chairperson of the Board or of the Corporate Practices and Audit Committees to call a General Stockholders' Meeting at any time without the need for the percentage stipulated in Article 184 (one hundred and eighty four) of the General Corporation and Partnership Law. -----

Article Forty Eight. Right to Request Voting Postponements. In accordance with the terms and conditions stipulated in article fifty (50) of the Securities Market Law, stockholders with limited voting stock, including limited and restricted voting stock, for each ten per cent (10%) they hold individually or jointly of the capital stock of the Company, may request voting on any matter on which they consider to be insufficiently informed to be postponed for three (3) calendar days.-----

-----Chapter Nine-----

-----Financial Information-----

Article Forty Nine Financial Information. Within the three months following the close of each fiscal year, the Board of Directors shall prepare a report that includes at least the information referred to by Article one hundred and seventy two of the General Corporation and Partnership Law. Said report shall contain the status of the Company's financial situation, the changes that have occurred during the fiscal year, both of the financial situation and the stockholders equity items, the results of the year and the accompanying notes necessary to complement or clarify the information. -----

The financial information shall be submitted to the Board of Directors and the Audit Committee for review and opinion at least one month in advance of the date set for the Annual Ordinary Stockholders' Meeting. The Audit Committee shall provide the Board of Directors with an opinion containing its observations and proposals. -----

Said report must be completed and made available to the Stockholders at least fifteen days prior to the date of the Meeting that will discuss the Board of Directors' Report. -----

-----Chapter Ten-----

-----Profits and Losses-----

Article Fifty. Profits and Losses. The net earnings of each fiscal year shall be distributed as follows:

I. Five per cent to constitute, or if necessary, reconstitute the statutory reserve, until it is equal to twenty per cent of the capital stock. -----

II. If so determined by the Meeting, the capital reserves may be created or increased as deemed suitable. -----

III. The amounts determined by the Meeting shall be allocated to cover the dividends agreed by the Meeting. -----

IV. The remaining earnings shall be applied in a manner determined by the Ordinary General Stockholders' Meeting. -----

Any losses shall be absorbed first by the capital reserves, and in the absence thereof, by the capital stock. -----

Article Fifty One. Dissolution and Liquidation. The Company shall be dissolved in any of the cases stipulated by Article two hundred and twenty nine of the General Corporation and Partnership Law. Once the Company is dissolved, it shall be liquidated. The liquidation shall be entrusted to one or more liquidators, as determined by the Extraordinary General Stockholders' Meeting. If the Meeting does not make said appointment, a civil or district courts in the Company's domicile shall make the appointment at the request of any Stockholder. -----

In the absence of instructions expressly given by the Meeting, the Company will be liquidated in accordance with the following general rules: -----

I. The completion of all pending business in the manner most favorable to the creditors and Stockholders. -----

II. The collection of receivables and the payment of debts. -----

III. The sale of Company's assets. -----

IV. Preparation of the final liquidation balance sheet. -----

V. The distribution of the remaining funds, if any, among the stockholders in proportion to their stockholding. -----

During the liquidation, Meetings shall be held in the manner foreseen by this Corporate Bylaws and the liquidator or liquidators shall perform the functions equivalent to those of the Board of Directors during the normal course of the Company's business. -----

-----Chapter Twelve-----

-----Miscellaneous-----

Article Fifty Two. The Founding Partners. The founding partners, as such, shall have no stockholding whatsoever. -----

Article Fifty Three. Jurisdiction. For the interpretation and performance of these Corporate Bylaws the Stockholders expressly submit to the jurisdiction of the courts of the Federal District of Mexico City; thereby waiving any other jurisdiction to which they may be entitled based on their present or future domiciles. -----

All matters not foreseen in these Corporate Bylaws shall be subject to the provisions of the Securities Market Law, the general provisions issued by the National Banking and Securities Commission or in the absence thereof, the jurisdictional authority, and the General Corporation and Partnership Law.-

-----TRANSITORY CLAUSE-----

FIRST. The age limits set forth in Article Eight of this Bylaws shall not be applicable to members of the Board of Directors who have reached said age by November 14, 2006. -----

I, THE NOTARY PUBLIC, HEREBY CERTIFY: -----

I.- That in my opinion, the appearing party has the legal capacity to be granted this instrument and that I ascertained the identity in accordance with the list added to this instrument as appendix "A".--

II.- That I warned and explained to the appearing party that in compliance with the terms of the Federal Individuals' Personal Data Protection Law, their "Personal Data" shall be used in the manner stipulated in the "Privacy Notice" provided prior to the signing the of the instrument and of which the appearing party declared to be fully aware. -----

III.- That the representative of **"GRUPO BIMBO" SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE**, declares that the Company has full legal capacity to be granted this instrument and confirms that said legal capacity has at no time been revoked or modified in any manner whatsoever and is valid. This is confirmed by the certification added to this instrument as appendix "B". -----

IV.- That the appearing party expressly declares under oath that **"GRUPO BIMBO", SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE**, is registered in the National Foreign Investments Registry and shows the renewal of the Registration Certificate, a compared copy of which is added to this instrument as appendix "C". -----

V.- The appearing party states to be: -----

Mexican, born in Mexico City, on June 23, 1975, married, with its domicile located at Prolongación Paseo de la Reforma, 1000, Colonia Peña Blanca Santa Fe, Demarcación Territorial Álvaro Obregón, código postal 01210, in Mexico City, and a public accountant. -----

VI.- That I informed the appearing party to read this instrument personally. -----

VII.- That I had sight of the documents mentioned in this instrument. -----

VIII. - That having read this instrument to the appearing party and warned of the penalties for making false statements, having identified myself as a Notary Public, the appearing party showed his agreement with it and full understanding of it, and thus signed it on June 11 of this year, at which time I authorized definitively. -----

I attest. -----

Signature of Eutimio Quevedo Rivera. -----

Marco Antonio Ruiz Aguirre. -----Signature. -----

Authorization Stamp. -----

APPENDIX NOTES: -----

MARCO ANTONIO RUIZ AGUIRRE, NOTARY PUBLIC NUMBER TWO HUNDRED AND TWENTY NINE OF MEXICO CITY. -----

I HEREBY ISSUE THE FIRST CERTIFIED NOTARIAL COPY IN ITS ORDER FOR "**GRUPO BIMBO**", **SOCIEDAD ANÓNIMA BURSÁTIL DE CAPITAL VARIABLE**, CONSISTING OF SIXTY-ONE PAGES. -----

IN MEXICO CITY, ON JUNE 11, 2025. -----

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-----I ATTEST. -----

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