



GRUPO HERDEZ, S.A.B. de C.V.

ANNUAL MEETING PROXY CARD

A) PROPOSALS

1. Submission and, if applicable, approval of the relevant reports pursuant to Article 28, Section IV of the Mexican Securities Market Act (Ley del Mercado de Valores), regarding the performance of the Company during the period started on January 1st, 2016 and lapsed December 31st, 2016, which include:

	For	Against	Abstain
1.1 The Financial Statements of the Company for the aforementioned period	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.2 The Annual Reports on the activities of the Audit and Corporate Practices Committees of the Company, pursuant to Article 43 of the Mexican Securities Market Act.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.3 The Report of CEO pursuant to Section XI of Article 44 of the Mexican Securities Market Act, accompanied by the opinion of the External Auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.4 Opinion of the Board of Directors on the content of the Report of the CEO.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.5 Report pursuant to Article 172, paragraph b) of the Mexican Corporations Act.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.6 Report on the transactions and activities in which the Company participated in terms of the Mexican Securities Market Act.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Resolutions regarding the appropriation of the results of the Company for the period started on January 1st, 2016 and lapsed December 31st, 2016, proposal and, if applicable, approval of a dividend payment of \$0.90 cents per share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- 3 Appointment or ratification of the members of the Board of Directors, qualification of their independence, in terms of Article 26 of the Mexican Securities Market Act, and the appointment or ratification of the Secretary and Pro-Secretary (non- members) of the Board of Directors of the Company.

Proprietary Members

3.1	Hector Ignacio Hernández-Pons Torres	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
3.2	Enrique Hernández-Pons Torres	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
3.3	Flora Hernández-Pons Torres de Merino	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>

Independent Members

3.4	Enrique Castillo Sánchez Mejorada	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
3.5	Carlos Autrey Maza	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
3.6	Eduardo Ortiz Tirado Serrano	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
3.7	José Roberto Danel Díaz	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
3.8	José Manuel Rincón Gallardo	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
3.9	Luis Rebollar Corona	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>

Non-Members

3.10	Martín Ernesto Ramos Ortiz	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
3.11	Claudia Lorena Luna Hernandez	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>

4	Presentation and, if applicable, approval of the emoluments or remuneration of three gold coins of \$50.00 (Fifty Mexican Pesos) to all the members of the Board of Directors, the non-members Secretary and Pro-Secretary , and the members of the Audit and Corporate Practices Committees and other assistants, for attending each meeting of the Board of Directors and any of the Committees of the Board Directors.	For	Against	Abstain
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Discussion and resolution regarding the maximum amount of \$600,000,000.00 (Six Hundred Million Mexican Pesos) that the Company may allocate, to repurchase of its own shares, in terms of Article 56, Section IV of the Mexican Securities Market Act.	For	Against	Abstain
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Ratification of Jose Roberto Danel Diaz as Chairman of the Audit and Corporate Practices Committees of the Company.	For	Against	Abstain
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Presentation of the Report certifying the financial statements of the Company, and the fiscal situation of the Company regarding the previous fiscal year, in terms of Article 76, Section XIX of the Income Tax Law (Ley del Impuesto Sobre la Renta).	For	Against	Abstain
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Proposal, discussion and, if applicable, approval of the increase up to \$40,000,000.00 (Forty Million Mexican Pesos under which the officer and employee Share Plan of the Company (and the companies in which the Company has a participation now or in the future), shall operate.	For	Against	Abstain
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Designation of Special Delegates.	For	Against	Abstain
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Reading and approval of the Shareholders Meeting Minutes.	For	Against	Abstain
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

