



Global Policy of Operations with Related Parties, Exemptions and use or enjoyment of Grupo Bimbo goods
Global Legal Department

FGB-LE-01

1. Purpose

To establish the guidelines and requirements to obtain the necessary authorizations:

- a) In order to enter into transactions with related parties.
- b) For related parties to be entitled to the use or enjoyment of Grupo Bimbo goods.
- c) For related parties obtain exemptions from the Board of Directors and/or the Audit Committee to carry out transactions for themselves and/or in favor of third parties corresponding to the Company.

2. Scope

This policy applies to Grupo Bimbo, S.A.B. de C.V., its subsidiaries and affiliates ("Grupo Bimbo"), as well as management level employees and related parties who perform the following:

- a) Transactions with related parties.
- b) Granting use or enjoyment of Grupo Bimbo goods and services to a related party.
- c) Granting waivers for directors, relevant managers, or individuals with command authority, to take business advantages for themselves or for third parties, that belong to the Group or in which they have significant influence.
- d) Transactions between Grupo Bimbo and its subsidiaries, as well as with individuals who have significant influence ("Affiliates"), or between any of these.
- e) Transactions with Grupo Bimbo employees.

The granting of benefits of a general nature or that form part of the compensation plan for the staff of Grupo Bimbo is not included.

3. Definitions

Audit Committee: Intermediate administration body that supports the Board of Directors in the performance of their functions.

Board of Directors: Grupo Bimbo's management body.

Significant influence: The ownership of rights that allow to, directly or indirectly, exercise at least 20% (twenty percent) of the vote over the capital stock of a corporation.

Related Parties: Are those set forth below:

- a) The Controlling Shareholders of Grupo Bimbo.
- b) Grupo Bimbo's Directors.
- c) The CEO, all of Grupo Bimbo's relevant managers.
- d) Corporations that are controlled by, or of which 20% of the shares are owned by any of the abovementioned individuals.
- e) Any subsidiary or affiliate that is controlled by the Group or in which it has significant influence.
- f) Any spouse, concubine, or blood or marital relatives up to the fourth degree, kin by affinity up to the third degree, or partners or co-owners of the abovementioned individuals.

Operations: Including, not being limited to, whether individual or successive: (i) acquisition or transfer of goods or rights, and (ii) granting guarantees, assumption of liabilities, loans.

Non-relevant Operations: Those that require approval from the CEO when below 20 (twenty) million Mexican pesos in a fiscal year, individual or successive, and, therefore, do not require approval from the Company's Board of Directors, or Audit Committee.

Subsidiary or affiliate: Any company over which Grupo Bimbo maintains control, either by direct or indirect participation in its share capital, through agreements, or by any other cause.



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Exemptions: To give or grant authorization for related parties to carry out transactions for themselves and/or in favor of third parties in which Grupo Bimbo directly or indirectly obtains a profit, right or obligation.

4. Responsibilities

The CEO and relevant managers of Grupo Bimbo: Comply with this policy's guidelines.

Global Controllership Department: Maintain an updated list of related parties of which Grupo Bimbo has knowledge, which shall be available for consultation by the relevant managers and/or prior to the performance of any transaction with third parties.

Global Legal and Compliance Department: Serve as a consultation body overseeing compliance with legal provisions, statutes, and this policy.

Administration Council and Audit Committee: Comply with the guidelines established by this policy regarding operations with related parties, in order to acquire the use or enjoyment of Grupo Bimbo goods; therefore, for the achievement of Grupo Bimbo's objectives and to confirm that the transactions are at market prices, they are entitled to request reports, studies, analyses, or information from Grupo Bimbo's relevant managers, as well as from any of the related parties.

Audit Committee: Monitor and in general comply with this policy, and for that reason it will be entitled to carry out any investigation into the operations and books of the Group, either through the Global Audit Department, the Global Legal Department, Grupo Bimbo's external auditors, or in any other way it deems convenient. If it detects any breach to the terms of this policy, it may determine the execution of corrective actions, the termination of any operation, legal actions, as well as the disciplinary measures it deems appropriate to the employees of the Group who fail to comply, ranging from an admonition to justified dismissal, as well as the exercise of civil or criminal actions.

5. General guidelines

a) Operations with related parties

In order to comply with this policy, when the CEO and relevant managers of Grupo Bimbo need to enter into an operation with related parties, they must:

- Ensure that they are carried out at market prices and are properly documented and approved by the Board of Directors or the Audit Committee of Grupo Bimbo.
- Send to the secretary of the Audit Committee information regarding the terms under which the transaction is intended to be held, as well as information from the related party, for discussion purposes and, if applicable, for authorization or an opinion from the Committee, depending on the relevance of the transaction; in the case of an opinion, it must then be authorized by the Board of Directors.
- Submit a quarterly report to the Audit Committee on operations that have been authorized and on the compliance with the terms of said authorizations.

b) Transactions with related parties in order to acquire the use or enjoyment of Grupo Bimbo goods

Any good or service rendering that is owned by, or for the benefit of Grupo Bimbo, may be used or enjoyed by any related party, in accordance with the following:

- The CEO of Grupo Bimbo must authorize in writing the use or enjoyment of the goods, or the attaining of a service of Grupo Bimbo, provided however, that they must be carried out through a consideration at market prices; or free of charge to a related party, with prior authorization from the Audit Committee and duly justified in accordance with the purposes of the Ethics Code or Grupo Bimbo's mission.



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- The Board of Directors must approve, with a favorable opinion from the Audit Committee, transactions that exceed 5% (five percent) of Grupo Bimbo's consolidated assets and that are within the company's goals or strategies, when they are in benefit of a related or third party ("exemption").
- The Audit Committee will approve the abovementioned exemptions, provided they are below 5% (five percent) of Grupo Bimbo's consolidated assets.
- The relevant managers of Grupo Bimbo shall send to the secretary of the Audit Committee, the information of the terms under which the transaction is intended to be held, as well as information from the related party, for the purpose of submitting for review and, in case the information is clear and sufficient for the Audit Committee, to issue a recommendation to the CEO, setting the specific conditions for the transaction.

c) Exemption

When related parties have a business opportunity, they will be bound by the following:

- Declare such situation to the Audit Committee of the Company with at least thirty (30) days in advance, and
- Provide all the necessary support to evaluate the business opportunity.

The Audit Committee shall evaluate the operation in question and determine whether if it is the responsibility of the Board of Directors or of the Committee itself to review and approve it, for which the support of the Company's management and external advisors shall be made available, in order to evaluate the business opportunity that the related party intends to take advantage of.

Any exemption granted by the Board of Directors and/or the Audit Committee must be granted in writing, and the documents containing its decision must be kept for a period of between 15 and 30 calendar days.

6. Responsibility / Ownership

The Global Legal and Compliance Department is the assigned owner of this policy and is primarily responsible for its contents, updating, monitoring of its compliance and submission for approval before the Global Internal Control and Risk Management Department, the Steering Committee, and CEO.

7. Updates

The changes implemented in between versions are described below:

| Revisions / History of the revision | | | | |
|-------------------------------------|---------------|------------|-------------|--------------|
| Version | Revision date | Updated by | Approved by | Main changes |
| 1 | | | | |