



***NOTICE OF CAPITAL INCREASE, PREEMPTIVE SUBSCRIPTION RIGHTS AND ADDITIONAL SUBSCRIPTION RIGHTS***

**THIS DOCUMENT WAS TRANSLATED TO ENGLISH FOR REFERENCE PURPOSES ONLY. THE OFFICIAL NOTICE IS THE EXECUTED, SPANISH VERSION.**

San Pedro Garza García, N.L., Mexico, October 7, 2024, ALFA, S.A.B. de C.V. (“Alfa” or the “Company”), hereby informs its shareholders through this notice (the “Notice”), that by virtue of the resolutions adopted at the extraordinary general shareholders’ meeting, held on September 26, 2024 (the “Meeting”), approval was given to increase minimum fixed capital stock in the amount of \$23,355,201.26 (twenty-three million, three hundred and fifty-five thousand, two hundred and one and 26/100 Mexican pesos), which will be represented by 739,713,488 (seven hundred and thirty-nine million, seven hundred and thirteen thousand, four hundred and eighty-eight) common, registered, Class “I”, Series “A” shares with no par value, with the same characteristics as the shares currently outstanding (the “Available Shares”), to be offered to the Company’s shareholders for subscription and payment at a price of \$10.75 (ten and 75/100 Mexican pesos) per share (the “Capital Increase”), resulting in a total amount of \$7,951,919,996.00 (seven thousand nine hundred and fifty-one million, nine hundred and nineteen thousand, nine hundred and ninety-six and 00/100 Mexican pesos), of which the amount of \$23,355,201.26 (twenty-three million, three hundred and fifty-five thousand, two hundred and one Pesos 26/100 Mexican pesos) would be registered and applied as capital stock, and the remaining \$7,928,564,794.74 (seven thousand nine hundred and twenty-eight million, five hundred and sixty-four thousand, seven hundred and ninety-four and 74/100 Mexican pesos) would be registered and applied as a share subscription premium.

Pursuant to Article 132 of the General Corporations Law, Article 9 of the Company’s by-laws, and the resolutions adopted at the Meeting, shareholders are hereby informed that they will have 15 (fifteen) calendar days, counted from the calendar day immediately following the date on which the Notice for the exercise of Preemptive Subscription Rights and Additional Subscription Rights is published in the electronic system of the Ministry of Economy and in Emisnet, which period will begin on October 8 and end on October 22, 2024 (the “First Refusal Period”), to exercise their preemptive subscription rights to subscribe and pay in the shares representing the Capital Increase, in proportion to the percentage of their shareholding (the “Preemptive Subscription Rights”). The Company’s shareholders will have the right to subscribe 0.1535050125165 new share of the Capital Increase for every share representing the Company’s capital stock that they own, in the understanding that fractional shares may not be subscribed or paid in.

Furthermore, in accordance with the resolutions adopted at the Meeting, if there are still shares pending subscription and payment (the “Surplus Shares”) following the First Refusal Period, the Company’s shareholders who exercise their Preemptive Subscription Rights may subscribe and pay in shares in addition to those to which they have a right, fully exercising their Preemptive Subscription Rights based on their current holdings (before the increase) at the same subscription price (the “Additional Subscription Rights”). Shareholders who wish to exercise their Additional Subscription Rights may do so at any time during the First Refusal Period by providing a Statement of Interest (as this term is defined below) through their financial broker, or to the Corporate Secretary, as applicable, stating their wish to subscribe and pay shares in connection with the Capital Increase above their proportional ownership, indicating the number of

Surplus Shares they wish to acquire and the total amount to be paid in for such Surplus Shares based on the subscription price.

Once the First Refusal Period has ended and the Statements of Interest have been received, the Company will have the immediately subsequent 4 (four) business days to allocate the Available Shares in proportion to the shareholding of each shareholder who has exercised their Preemptive Right and the Surplus Shares, proportionally among the shareholders who have exercised the Additional Subscription Rights based on their share ownership and in accordance with their Statements of Interest, until the Surplus Shares are exhausted, if applicable, and the Company shall notify the shareholder(s), either directly or through their respective brokers, as applicable, of the final number of shares they may subscribe and pay in, in excess of their proportional ownership, as well as the terms and conditions under which said shareholders must subscribe and pay in the Surplus Shares, through the Allocation and Payment Notices (as this term is defined below).

Only shareholders or holders who exercise their Preemptive Subscription Rights and Additional Subscription Rights but who require government authorization, including, but not limited to, a favorable decision from the Federal Economic Competition Commission (“COFECE”) to acquire such Available Shares or Surplus Shares, may pay for the Available Shares, and if applicable, the Surplus Shares to which they have a right, once the aforementioned government authorizations are obtained. Any shareholder meeting these parameters must submit to the Company their Statement of Interest and sufficient evidence of having initiated the corresponding authorization process.

Surplus Shares pending subscription and payment, if any, may be offered at the same subscription price pursuant to the terms established by the Company’s Board of Directors, in accordance with the Company’s by-laws.

Shareholders are advised that although the First Refusal Period will last 15 (fifteen) calendar days, they should act promptly and expeditiously in order to ensure timely communication between the shareholder, their financial broker, the securities market regulatory bodies, and the Company, thus avoiding extemporaneous communications.

Finally, in the event that the share subscription as stated in this Notice results in acquiring or having ownership greater than or equal to any percentage of the capital stock that is 5 (five) or any multiple of 5 (five) shares into which the capital stock is divided, in accordance with the Company’s by-laws, the shareholder must request prior authorization from the Board of Directors.

**Key dates in the subscription process:**

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| September 27, 2024: | Publication in the electronic system of the Ministry of Economy and in Emisnet of the Notice of Rights Exercise informing the market of the Capital Increase and the Preemptive Subscription Rights and Additional Subscription Rights (“ <u>Notice of Rights Exercise</u> ”). |
| October 7, 2024:    | Publication in the electronic system of the Ministry of Economy and in Emisnet of the Notice for the Exercise of the Preemptive Subscription Rights and Additional Subscription Rights.  |
| October 8, 2024:    | Beginning of First Refusal Period.   |
| October 9, 2024:    | Ex-Rights.   |

October 8-22, 2024:	Period during which shareholders submit Statements of Interest with respect to Available Shares, and if applicable, Surplus Shares.
October 22, 2024:	First Refusal Period ends.
October 23-28, 2024:	Period during which Alfa must provide Indeval the allocation and payment notices with respect to the Available Shares, and if applicable, the Surplus Shares for each shareholder who exercised the Preemptive Subscription Rights, and if applicable, the Additional Subscription Rights (“ <u>Allocation and Payment Notices</u> ”).
October 28, 2024:	Deadline for Alfa and Indeval to inform shareholders of the terms of the Allocation and Payment Notices.
October 28, 2024:	Publication of the Notice of Results regarding the Allocation of Available Shares and Surplus Shares, if applicable, through the electronic system established by the Ministry of Economy, and via Emisnet.
November 4, 2024:	Deadline for payment of the Available Shares, and if applicable, the Surplus Shares, to take place on the fifth business day following the Allocation and Payment Notices, except for those shareholders or holders who exercise their Preemptive Subscription Rights or Additional Subscription Rights but require government authorization (including, but not limited to, COFECE) to acquire the shares.
Date to be determined:	Deadline for payment of the Available Shares, and if applicable, of the Surplus Shares to which those shareholders or holders that exercise their Preemptive Subscription Rights or Additional Subscription Rights have a right, but who require government authorization, including, but not limited to, a favorable decision from COFECE to acquire such Available Shares or Surplus Shares, if applicable, once the aforementioned government authorizations are obtained.

### **Capital Increase and Preemptive Subscription Rights**

The Company’s shareholders may exercise their Preemptive Subscription Rights to subscribe and pay in the Available Shares in proportion to or below their ownership of the capital stock, during the First Refusal Period, by providing their Statement of Interest.

Shareholders who are in physical possession of their stock certificates or who require government authorization, including, but not limited to, a favorable decision from COFECE, may subscribe and pay in the Available Shares in proportion to their share ownership by providing a Statement of Interest and the funds necessary to pay in their subscribed shares of the Capital Increase directly with the Company.

Financial brokers and shareholders may request the form prepared by the Company to exercise their Preemptive Subscription Rights and Additional Subscription Rights (“Statement of Interest”) at the Company’s Corporate Offices, located at Ave. Gómez Morín 1111 Sur, Colonia Carrizalejo, San Pedro Garza García, Nuevo León, 66254, during the First Refusal Period. These forms will also be available on the Company’s website: [www.alfa.com.mx](http://www.alfa.com.mx).

### **Additional Subscription Rights**

It is further resolved that if there are still Surplus Shares pending subscription and payment upon expiry of the First Refusal Period, the Company’s shareholders who exercise their Preemptive Subscription Rights may subscribe and pay in shares in addition to those to which they had a right, fully exercising their Preemptive Subscription Rights based on their current holdings (before the increase), at the same subscription price. Shareholders who have fully exercised their corresponding Preemptive Right and wish to exercise their Additional Subscription Rights may do so at any time during the First Refusal Period by providing their Statement of Interest, through their financial broker, or directly to the Corporate Secretary, as applicable, stating their wish to subscribe and pay in shares related to the Capital Increase above their proportional number of shares, indicating the number of Additional Shares they would like to acquire.

The following resolutions were made at the Meeting:

- I. **Payment for shares subscribed in exercise of the Preemptive Subscription Rights and Additional Subscription Rights (shareholding through financial broker)**
  - a) Shareholders must notify the stock market broker(s) holding Company shares owned by the shareholder and the Corporate Secretary in writing to the email [derechos@alfa.com.mx](mailto:derechos@alfa.com.mx) of their intention to acquire Available Shares by exercising their Preemptive Subscription Rights during the First Refusal Period, by providing a Statement of Interest;
  - b) In the event that the preemptive subscription right referred to in the previous paragraph has been fully exercised, shareholders must notify the stock market broker(s) holding Company shares owned by the shareholder and the Corporate Secretary in writing to the email [derechos@alfa.com.mx](mailto:derechos@alfa.com.mx) of their intention to acquire Surplus Shares pursuant to the exercise of their Additional Subscription Rights, providing a Statement of Interest indicating the number of additional shares to be subscribed and their total price. The Statement of Interest form will be available on the Company’s website [www.alfa.com.mx](http://www.alfa.com.mx);
  - c) Shareholders must pay the amount to subscribe the shares by the fifth business day following notification of the Allocation and Payment Notices, exercising their Preemptive Subscription Rights and Additional Subscription Rights through securities market broker(s) holding the Company shares the shareholders own, directly to the bank account Indeval indicates for this purpose, for an amount equivalent to the price of the shares they subscribe;

**II. Payment for shares subscribed in exercise of the Preemptive Subscription Rights and Additional Subscription Rights (physical stock certificates, or shares that require government authorization, including, but not limited to, a favorable decision from COFECE)**

- a) Shareholders in physical possession of their shares must notify the Corporate Secretary, in writing to the email [derechos@alfa.com.mx](mailto:derechos@alfa.com.mx) or in person, of their intention to acquire Available Shares by exercising their Preemptive Subscription Rights, for which purpose they must provide their Statement of Interest, with return receipt, at the offices located at Ave. Gómez Morín 1111 Sur, Colonia Carrizalejo, San Pedro Garza García, Nuevo León, by presenting their physical share certificate(s), on business days during business hours;
- b) In the event that the preemptive subscription right referred to in the previous paragraph has been fully exercised, shareholders in physical possession of their shares must notify the Corporate Secretary, in writing to the email [derechos@alfa.com.mx](mailto:derechos@alfa.com.mx) or in person, of their intention to exercise their Additional Subscription Rights and to acquire Surplus Shares, indicating their intention in the Statement of Interest, with the number of Surplus Shares to be subscribed, and their total price. The Statement of Interest form will be available on the Company's website: [www.alfa.com.mx](http://www.alfa.com.mx);
- c) Except for shareholders or holders who exercise their Preemptive Subscription Rights or Additional Subscription Rights, but require government authorization (including, but not limited to, COFECE), to acquire the shares, shareholders must pay for their subscribed shares by the fifth business day following the Allocation and Payment Notices, in exercise of their Preemptive Subscription Rights and Additional Subscription Rights, directly to the Company's bank account indicated below, sending proof of payment to the Company at the following email address: [gerardop@alfa.com.mx](mailto:gerardop@alfa.com.mx).

Bank: Banco Mercantil del Norte, S.A.  
Location: Monterrey, N.L.  
Branch: 047 Valle Alianza  
Account Number: 0047232031  
Bank *CLABE*: 072580000472320316  
Account Holder: Alfa, S.A.B. de C.V.

- d) Except for shareholders or holders who exercise their Preemptive Subscription Rights or Additional Subscription Rights, but who require government authorization, including, but not limited to, a favorable decision from COFECE to acquire said Available Shares or Surplus Shares, together with their Statement of Interest, shareholders must provide sufficient evidence that they have initiated the corresponding authorization process, and they may pay for the Available Shares, and if applicable, the Surplus Shares to which they have a right, once the aforementioned government authorizations are obtained, by electronic fund transfer to the bank account indicated below, sending proof of payment to the Company at the following e-mail address: [gerardop@alfa.com.mx](mailto:gerardop@alfa.com.mx).

Bank: Banco Mercantil del Norte, S.A.  
Location: Monterrey, N.L.  
Branch: 047 Valle Alianza  
Account Number: 0047232031  
Bank *CLABE*: 072580000472320316  
Account Holder: Alfa, S.A.B. de C.V.

All brokers and shareholders will be responsible for completing the necessary steps with Indeval and/or the Company, as applicable.

Through the Secretary of the Board of Directors, the Company will disclose the final result of this process to investors, as well as the amount of capital stock effectively subscribed and paid in, and the number of shares to be issued and entered into circulation as a consequence of this capital stock increase. If any Surplus Shares remain pending subscription and payment, at its discretion and in accordance with the Company's by-laws, the Board of Directors may offer said shares to third parties.

As a consequence of the Capital Increase, the necessary steps will be taken to update the registration of shares representing the capital stock of the Company in the National Securities Registry maintained by the National Banking and Securities Commission, and those securities will be deposited with Indeval, in accordance with Article 55 *Bis* of the Securities Market Law.

Pursuant to the Company's by-laws, Series "A" Class "I" common shares may only be acquired or subscribed by Mexican individuals or corporations. Notwithstanding the foregoing, Alfa shares may be acquired by foreign investors through the Neutral Investment Master Trust Agreement No. 771-7, dated November 24, 1989, as amended, established by Nacional Financiera, S.N.C., Institución de Banca de Desarrollo, Dirección Fiduciaria (the "Nafinsa Trust"). Therefore, in the event that foreign investors participate in the Capital Increase, they will automatically do so through the Nafinsa Trust in the form of ordinary participation certificates.

The Preemptive Subscription Rights and Additional Subscription Rights will be offered only in Mexico. The offering of such rights may be restricted or subject to registration requirements by applicable law in jurisdictions other than Mexico. Note that the Company will not register the referred subscription rights in any jurisdiction, and said rights may not be offered to anyone in jurisdictions with any type of restriction, except pursuant to the terms of an exemption to the registration requirements, under the terms of the applicable laws in such jurisdictions.

In order to ensure the correct allocation of the Available Shares and, where applicable, the Surplus Shares corresponding to each shareholder who fully exercised the Preemptive Right and, where applicable, the Additional Subscription Right, shareholders must send a copy of their corresponding Statement of Interest to the email address [derechos@alfa.com.mx](mailto:derechos@alfa.com.mx) designated by Alfa for this purpose. For the same purpose, it is hereby notified that J.P. Morgan Casa de Bolsa, S.A. de C.V., J.P. Morgan Grupo Financiero, has been designated.

In accordance with the Federal Law on the Protection of Personal Data, Alfa undertakes to handle the personal data referred to herein under strict confidentiality.

San Pedro Garza García, N.L., October 7, 2024.

Lic. Carlos Jiménez Barrera  
Secretary of the Board