

## Notice of Rights



DATE: 12/08/2023

### BOLSA MEXICANA DE VALORES, S.A.B. DE C.V., INFORMS:

<b>TICKER SYMBOL</b>	GCARSO
<b>COMPANY NAME</b>	GRUPO CARSO, S.A.B. DE C.V.
<b>TYPE OF SHAREHOLDERS' MEETING</b>	ANNUAL ORDINARY
<b>HELD ON</b>	04/27/2023
<b>DATE OF PUBLICATION IN THE OFFICIAL GAZETTE OF THE FEDERATION</b>	Not Applicable

### RIGHTS

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<b>TYPE OF RIGHT</b>	<b>PAYMENT DATE</b>
DIVIDEND WITH PAYMENT OPTION IN CASH AND/OR SHARES	12/20/2023

### **PROPORTION**

CASH DIVIDEND FOR SHARES SERIES A1 IN THE SUM OF \$0.60 MXN / STOCK DIVIDEND 1 NEW SERIES A1 SHARE(S) x 275 PRIOR SERIES 'A1' SHARE(S) YIELD x 275 SHARE(S) HOLDING PAYMENT COUPON 47  
CURRENT COUPON 48

### **WITHHOLDING GROUPS**

0

### **APPORTIONMENT RULE**

INSTALLMENT PAYMENTS

### **ACCOUNT AND FISCAL YEAR CORRESPONDING TO THE PAYMENT**

Net Taxable Profit Account 2013

### **PLACE OF PAYMENT**

MEXICO CITY, INDEVAL

### **NOTICE TO SHAREHOLDERS**

DIVIDEND NOTICE

The General Ordinary Shareholders' Meeting of Grupo Carso, S.A.B. de C.V. (Grupo Carso or the Issuer) held on April 27, 2023, approved, among other matters, the payment of a dividend of \$1.20 (one peso and twenty cents MXN) per share, payable, at the discretion of each shareholder, in cash, shares series A-1 or in a combination of both. Payment will be made in two installments of \$0.60 (sixty cents MXN) each on June 30 and December 20, 2023

## Notice of Rights



DATE: 12/08/2023

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(the Payment Dates) upon delivery of coupons 46 and 47, respectively. The reference value per share shall be the last market price for shares series A-1 of Grupo Carso on the day prior to the opening of the Mexican Stock Exchange (Bolsa Mexicana de Valores, S.A.B. de C.V.) (the Mexican Stock Exchange), on June 27 and December 15, 2023, as applicable.

On June 20, 2023, Grupo Carso informed its shareholders about the terms and conditions for payment of the two dividend installments.

Pursuant to the provisions of the Ex-Coupon Movement section below, only those shareholders who hold Grupo Carso shares as of December 15, 2023, will be entitled to receive the dividend payment.

Any shareholder who does not inform about their decision, pursuant to the terms hereunder, no later than 2:00 PM (Mexico City time) on December 18, 2023, will receive the dividend payment in cash only.

Grupo Carso will not charge any fee to its shareholders for exercising their rights, regardless of any option they choose.

Considering that the settlement period for securities traded on the Mexican Stock Exchange is 48 hours, the terms and conditions are adjusted as follows:

### Allocation of Shares

Each shareholder of the Issuer who opts to receive shares will receive a number equal to:

$$A = (NA * DA) / VA$$

Where:

A: means shares series A-1, which represent the capital stock of Grupo Carso and that are registered, without par value, to be delivered to the shareholders of Grupo Carso at their discretion.

NA: means the total number of shares series A-1 representing the capital stock of Grupo Carso owned by each shareholder on December 15, 2023.

DA: means the payment of the \$0.60 (sixty cents MXN) installments corresponding to the dividend of \$1.20 (one peso and twenty cents MXN) per share series A-1 representing the capital stock of Grupo Carso, outstanding on December 15, 2023.

VA: means the price of the last market listing of Grupo Carso's shares series A-1 on the day prior to the opening trading on the Mexican Stock Exchange on December 15, 2023.

## Notice of Rights



DATE: 12/08/2023

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To provide a better reference on the correct manner the preceding formula should be applied, the following example is presented:

### Hypothetical Values

Number of shares owned by a shareholder: 1,000 (NA)

Amount of dividend per share to be paid: \$0.60 (DA)

Price per share series A-1 on the Payment Date: \$164.74 (VA)

### Calculation Exercise

$A = (NA * DA) / VA$

$1,000 \times \$0.60 / \$164.74 = 3.64210270729635$  shares series A-1

Fraction calculation:  $0.64210270729635 \times \$164.74 = \$105.78$

### Result

The shareholder receives a total of 3 shares series A-1 and \$105.78 MXN in cash.

## TERMS AND CONDITIONS

### Purpose

The purpose of offering our shareholders options is to give them the flexibility of receiving dividend payments in cash, shares, or a combination of both.

### Options

The option to receive Grupo Carso shares referred to in this notice serves as a way of strengthening the relationship with our shareholders by offering them the possibility of receiving, at their discretion, all or part of the dividend in cash, shares, or a combination of both. In this way, our shareholders are afforded greater flexibility, since, considering their circumstances. This program can adjust specifically to each, which aligns with the practice adopted recently by other major international listed companies.

### Negotiability

The right to choose is non-negotiable. Shares will be assigned exclusively to shareholders of series A-1 representing the capital stock of Grupo Carso and who duly and reliably prove it on the day prior to the publication of the coupon or rights, which will be published by the Mexican Stock Exchange on December 18, 2023 (i.e., 48 business hours in advance).

### Fractions

Fractional shares will not be delivered; therefore, in the case of opting to receive shares, any balance not corresponding to a full share will be delivered to the shareholder in cash.

### Eligibility and Selection Process

Our shareholders may select their option, simultaneously and at their discretion, on December 15, 2023, and December 18, 2023, until 2:00 PM (Mexico City time) (the Selection Periods), to receive either cash, shares, or a combination of both.

Grupo Carso's shareholders may combine these options (i.e., choose one or more of them for all or part of the rights and shares to which they are entitled), at their discretion. Shareholders who do not inform their decision during the Selection Period will receive cash only.

## Notice of Rights



DATE: 12/08/2023

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At the market opening of the Mexican Stock Exchange on December 20, 2023, Grupo Carso is expected to publicly announce the total number of shares series A-1 that will be issued.

### Main Features

Maximum number of shares series A-1 that will be issued:

4,872,254\* shares series A-1, which will be held in the Issuer's treasury, assuming: (i) that they will be made available in the order in which the shareholders' options are received during the Selection Periods; (ii) a hypothetical price of \$164.74 per share; and (iii) a total number of 2,256,294,162 shares of Grupo Carso outstanding as of December 7, 2023.

Amount of the second installment of the dividend:

\$0.60 (sixty cents, MXN) per share, for each of the shares series A-1 representing the capital stock of Grupo Carso outstanding on December 15, 2023.

Reference Value:

Last market price of Grupo Carso's shares series A-1 on the day prior to the opening of trading on the Bolsa Mexicana de Valores, S.A.B. de C.V. on December 15, 2023.

Selection Period:

December 15 and 18, 2023.

Settlement and Payment Dates:

Dividend payments will be made in cash, shares, or a combination of both as of December 20, 2023.

Shares:

Shares series A-1 representing the capital stock of Grupo Carso are registered, without par value.

\* The final number of shares series A-1 that will be issued by Grupo Carso will depend on options chosen by shareholders during the Selection Period.

The preceding information is based on estimates made with the information available on the date of this notice. Consequently, any change that may occur subsequently will be informed to the market and our shareholders, either by supplementing this notice, or by the corresponding communication through the publication by the Mexican Stock Exchange and/or the Issuer.

### Stock Characteristics

Shares series A-1 of those currently held by the Issuer, with the same characteristics and rights as those presently outstanding.

For a description of Grupo Carso's shares series A-1 and the risks involved in their subscription, please read Grupo Carso's Annual Report for the year ended December 31, 2022, submitted according to the General Rules applicable to issuers of securities and other market participants, which is available to the public at [www.bmv.com.mx](http://www.bmv.com.mx) and [www.carso.com.mx](http://www.carso.com.mx).

## Notice of Rights



DATE: 12/08/2023

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### Net Taxable Profit Account 2013

Grupo Carso's Shareholders' Meeting resolved for the dividend to be paid from the balance of the Net Taxable Profit Account (CUFIN) referred to in the Income Tax Law generated as of December 31, 2013, and adjusted to date.

### Financial Statements

Pursuant to Article 19 of the General Law of Commercial Companies, profits may only be distributed after the financial statements recording such profits have been duly approved by the shareholders' meeting. Therefore, the dividend described in this notice is paid based on the audited financial statements for the year ended December 31, 2022, which were approved by the Annual Ordinary General Shareholders' Meeting of Grupo Carso held on April 27, 2023.

## PROCEDURE

### How to Inform about the Option Chosen

Shareholders of the Issuer who maintain custody of their shares through different custodians with accounts opened at S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V. (Indeval) must, during the Selection Periods, inform in writing, by sending a letter (hereinafter the Selection Letter) to their custodian about the option they have chosen on how to receive the dividend payment in cash, shares, or a combination of both.

### Concentration

Indeval will act as concentrator agent. Custodians must concentrate the instructions they receive from their clients and deliver to Indeval the Selection Letters duly completed, indicating their choice, no later than 2:00 PM (Mexico City time) on the last day of the Selection Period.

Indeval will provide the format for the Selection Letters. These must be completed, signed, and delivered by courier with return receipt to the offices of Indeval located at Paseo de la Reforma No. 255, 3rd floor, Colonia Cuauhtémoc, Colonia Cuauhtémoc, C.P. 06500, Mexico City, Mexico, addressed to Mr. Leonardo Emanuel Aguilar Rivera, telephone number (55) 53 42 97 56 and e-mail address: [laguilar@grupobmv.com.mx](mailto:laguilar@grupobmv.com.mx) with copy to [administraciondevalore@grupobmv.com.mx](mailto:administraciondevalore@grupobmv.com.mx). Reception hours will be from 9:00 AM to 2:00 PM and from 4:00 PM to 6:00 PM (Mexico City time), during the working days of the Selection Period, except during the expiration date of such period, which will be from 9:00 AM to 2:00 PM (Mexico City time).

### No Selection

Shareholders who do not inform about their decision during the Selection Periods will only be eligible to receive cash.

### Irrevocability

Shareholders' decision will be considered irrevocable on the expiration date of each Selection Period, for all applicable purposes.

### Ex-Coupon Movement

On December 18, 2023 (i.e. 48 business hours in advance), the Mexican Stock Exchange will inform about the ex-coupon or ex-right movement resulting from the dividend and will not adjust closing price of shares series A-1 because these shares for trading are not newly created but are shares in the Issuer's position.

The share delivery factor will be disclosed at the market opening of the Mexican Stock Exchange no later than December 15, 2023.

## Notice of Rights



DATE: 12/08/2023

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### FACTOR

#### EXAMPLE 1 SHARE x 275 HOLDING SHARES

##### Settlement and Payment

On the Payment Dates, Grupo Carso will deliver cash, shares, or a combination of both to its shareholders.

Regarding the shares deposited with Indeval, the dividend payment, delivery of the shares or a combination of both will be done by the Institution according to the terms and conditions of the agreements entered by the shareholders with their brokers and the applicable legal and administrative provisions.

In the case of stockholders holding Grupo Carso shares, payment in cash or delivery of the shares, or a combination of both, will be made directly at the offices of Grupo Carso located at Lago Zürich No. 245, Edificio Frisco, piso 2, colonia Ampliación Granda, Miguel Hidalgo, C.P. 11529, Mexico City, Mexico, by Mr. Sergio Juventino Mendoza Rodríguez, telephone number (55) 53-28-58-21 from 9:00 AM to 2:00 PM and from 4:00 PM to 6:00 PM (Mexico City time). For these purposes, for each Selection Period shareholders must submit their original share certificates, which must have coupon number 47 affixed, and provide, among other documents, a copy of their identification and proof of tax status.

##### Conditions for Selection

Grupo Carso shareholders must, during each Selection Period, inform in writing, according to the terms of this notice and any other notice published by the Issuer, their option to receive either cash or shares series A-1 of Grupo Carso or a combination of both.

Shareholders who do not express their option according to the terms of this notice and any other notice published by the Issuer will receive cash only. The Issuer may extend the Selection Period, at its discretion.

Any question regarding the form and validity (including the reception time) of any option and/or revocation shall be determined by Grupo Carso, and such determination shall be final and binding. Similarly, Grupo Carso will be entitled to waive any defect or irregularity, depending on the significance thereof, in the revocation and/or option of any shareholder of the Issuer.

##### Withdrawal

Grupo Carso shareholders who have delivered their Selection Letter, on the dates established for such purpose, will have the right (without any penalty), prior to 2:00 PM (Mexico City time) on the expiration date of each Selection Period, to withdraw their Selection Letter one time only. In this case, they will receive the dividend payment only in cash.

##### Fees and Expenses

Dividends will be paid free of fees and expenses. The Issuer will bear the expenses related to issuance, subscription, flotation, admission to trading and others. Nevertheless, fees may arise from any agreement each shareholder may have with its brokers. All shareholders are recommended to consult previously with their broker if there are any commissions and/or fees to be paid for any operation and/or service that such broker must perform in the participation of the dividend payment process provided herein.

##### Limitation

Pursuant to Article 33 of Grupo Carso's bylaws, dividends not collected by the shareholders within five (5) years from their payment date will be considered waived and assigned in favor of Grupo Carso.

##### Accounting Record

Of the value per share for each of the shares delivered: (i) an amount equal to the theoretical par value per share will be recorded for accounting purposes as capital stock of Grupo Carso; and (ii) the remainder will be recorded for accounting purposes as additional paid-in capital.

## Notice of Rights



DATE: 12/08/2023

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### Tax Treatment

The following summary contains a description of certain income tax matters related to income tax under Mexican law that may apply to the distribution described herein but that should not be considered an exhaustive description of all tax considerations that may be relevant when making investment decisions. This discussion does not constitute and should not be considered legal or tax advice to our shareholders and is intended solely to provide general information. This description is based on Mexican tax laws effective to date.

The tax treatment described below may not apply to certain shareholders and therefore, it is recommended that each shareholder consult their advisors for a complete understanding of the tax consequences of their participation in the process. Grupo Carso assumes no responsibility whatsoever for the tax effects or obligations of the shareholders participating in the distribution.

For purposes of the accounting and tax provisions applicable in Mexico, the delivery of shares to the shareholders on the Payment Dates in the form of a stock dividend shall in never be understood as a sale of shares by the Company, nor a generalized request for the waiver or transfer of shareholder rights. The Company has not made, and does not make, with respect to the dividend, any kind of public efforts to sell its shares and/or public offering these.

### Cash Dividend

General Regime: Withholding

In general terms, according to Articles 140 and 164 of the Income Tax Law, dividends in cash or shares paid on the Issuer's shares, both to natural persons residing in Mexico and foreign residents are subject to withholding tax in Mexico at a 10% rate.

The rate applicable to non-resident holders may be lower if they qualify for the benefits of a tax treaty to which Mexico is a party.

Exception: Distribution of Profits generated prior to fiscal year 2014

However, pursuant to section XXX of Article 9 of the Transitory Provisions of the Income Tax Law, the withholding described above does not apply to the distribution of net profits generated before 2014. Consequently, no withholding should apply to the payment of the dividend referred to in this notice, regardless of the shareholder's option, considering that the profits to be distributed were generated before December 31, 2013.

### Stock Dividend

Since, according to Article 10 of the Income Tax Law, in the case of the distribution of dividends or profits by delivering shares of the same legal entity, a dividend will be deemed to have been received until the calendar year in which the reimbursement is paid due to the reduction of capital or liquidation of the issuing company, In this sense, the payment of the dividend in shares would not be subject to income tax when it does not come from the net taxable income account, but only when the reimbursement is paid due to a capital reduction or liquidation of the issuing company, in the terms of Article 78 of the Income Tax Law.

### No Reduction of CUFIN

On the other hand, according to Article 77 of the Income Tax Law, it is expected that the Net Tax Income Account of the issuing company will not be reduced by the amount equivalent to the stock dividend.

### American Depositary Shares

Holders of American Depositary Shares (ADSs) of Grupo Carso are advised to consult the shareholders notice that the Issuer has filed on this same date with the Mexican Stock Exchange, and which is available to the public at [www.bmv.com.mx](http://www.bmv.com.mx) and [www.carso.com.mx](http://www.carso.com.mx).



## Notice of Rights



DATE: 12/08/2023

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### CAPITAL STOCK AND ADJUSTMENTS

#### Dilutive Effects

Grupo Carso shareholders who opted to receive the dividend payment in cash may suffer a dilution of their equity interest in the Issuer by virtue of the issuance of shares series A-1 representing the capital stock of Grupo Carso.

#### Outstanding Shares

Subject to the adjustments resulting from the conversion of shares and the daily operations of acquisition of Grupo Carso's own shares, the Issuer has a total of (i) 2,256,294,162 outstanding shares; and (ii) 4,872,254 shares series A-1, in position of the Company, and which are available for trading derived from the dividend referred to in this notice.

The following table shows the number and series of shares comprising the outstanding capital stock of Grupo Carso to December 7, 2023:

Share Series: A-1

Number of outstanding shares: 2,256,294,162

Percentage of outstanding capital stock: 99.78%.

Total: 2,256,294,162

Neither the decree, nor the dividend payment, nor the issuance of shares implies an increase in the authorized capital stock of the Issuer.

(signed)

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Arturo Martínez Bengoa  
Secretary of the Board of Directors  
Mexico City, Mexico, December 8, 2023

The subscription referred to in this notice does NOT constitute a public offering of securities and is intended solely for Grupo Carso's shareholders. This notice contains certain estimates regarding the results and prospects of the Issuer. Nevertheless, actual results could vary significantly from these estimates. The forward-looking statements contained herein should be read in conjunction with a summary of these risks included in its Annual Report. Such information, as well as future reports made by the Issuer or any of its representatives, either orally or in writing, may vary materially from actual results. The Issuer is under no obligation to update or revise any of these forward-looking statements and estimates, whether due to new information, future events, or otherwise.

### REMARKS

The dividend will be paid as of December 20, 2023, against coupon No. 47 of the securities valid on the payment date.

At the market opening of the Mexican Stock Exchange on December 15, 2023, Grupo Carso is expected to publicly disclose the delivery factor.

Prior notices, sent at 4:00 PM. and 6:11 PM, remain without effect, and the content of this last notice must be followed.