



Corporate Action Announcement

Citibank, N.A., acting as sponsored depository bank, announces the following:

Date: July 6, 2015 **Status:** Final

Announcement For: **Termination**

Company Name: **Gruma S.A.B de C.V.**

Security Information

Ticker Symbol: GMK
CUSIP: 400131306
Country: Mexico
Exchange: NYSE
Ratio (ORD:ADR): 4 : 1
Ordinary Ticker: GRUMAB MM
DTC Eligible: Yes
Ordinary ISIN: MXP4948K1056
DR ISIN: US4001313067
Custodian: Citi Banamex

Announcement

Gruma S.A.B de C.V. has directed the Depository to terminate the ADR Deposit Agreement. The termination date will be September 8, 2015 (Open of Business).

As a result of the termination, ADR holders will be given six (6) months from the Termination Date to surrender their current ADSs in exchange for common shares. The ADS holders and beneficial owners are requested to arrange for the surrender of ADRs and the withdrawal of Deposited Securities. ADR holders are entitled to receive four (4) Gruma S.A.B de C.V. shares of Series B Common Stock for every one (1) ADS they hold.

continued



After the expiration of six (6) months from September 8, 2015, the Depositary intends to sell the deposited securities. Holders will only be entitled to the net cash proceeds (less and fees/expenses) upon surrender of their ADSs.

In order to receive the underlying common shares, instructions must be received by Citibank no later than March 8, 2016.

Brokers and custodians wishing to instruct the Depositary to cancel ADSs and release common shares should contact Broker Services at 973-461-7021 or 973-461-7015.

Effective immediately the books are closed for deposits. See link below for the details of the transaction:

[Click here to view Notice of Termination.](#)

Shareholder Services

Questions may be directed to Shareholder Services toll free at 1-877-248-4237.

For further information on Citi Depositary Receipt Services, visit www.citi.com/dr.