



**FOUNDING DOCUMENTS OF THE MATTERS OF THE
ORDINARY SHAREHOLDERS' MEETING OF
HORTIFRUT S.A.
CALLED FOR APRIL 26, 2023**

In relation to the matters that will be submitted to the knowledge and approval of the shareholders at the next Ordinary Shareholders' Meeting of Hortifrut S.A. ("Hortifrut" or the "Company"), to be held next Wednesday, April 26, 2023, at 12:00 noon, and in accordance with what was agreed by the Company's Board of Directors, the following:

1. Annual Report and Financial Statements for Fiscal Year 2022; and respective External Audit Company Report.

The full text of the Annual Report, the Financial Statements and the External Audit Company Report, corresponding to Fiscal Year 2022, are published on the Internet site www.hortifrut.com, under the "Investors" section, subsections "Annual Reports" and "Investors" / "Quarterly Reports", as appropriate; and on the website of the *Comisión para el Mercado Financiero*.

2. Distribution of a final dividend charged to Profits for Fiscal Year 2022.

The Board of Directors agreed to propose to the Meeting that it distribute, by way of Final Dividend, Minimum Mandatory, 50% of the distributable net profit obtained by the Company during Fiscal Year 2022, which come to the total amount of US\$3,814,190.94. Consequently, and to the extent that the Board accepts said proposal, a final dividend of US\$0.0066067 per share will be paid out of the distributable net income obtained during Fiscal Year 2022, which will be payable as Final Dividend N°45, as of May 19, 2023, in favor of the Company's shareholders who are registered in the Register of Shareholders at midnight on May 13, 2023.

The amount of US\$0.0066067 per share indicated above, will be paid in its equivalent in pesos, national currency, according to the "Dollar Exchange Rate Observed" published in the Official Journal of May 12, 2023.

Fundaments: The proposed dividend is consistent with the Company's Dividend Policy approved at the last Ordinary Shareholders' Meeting, held on April 28, 2022.



3. Election of the Board of Directors.

The list of candidates for the position of Director of Hortifrut, who accept their nomination and declare that they are not incapacitated to perform the said position, will be published on the website www.hortifrut.com, under the section “Investors”, subsection “Ordinary Shareholders’ Meeting”, as soon as the Company receives the corresponding information and, at the latest, two days prior to the Ordinary Shareholders’ Meeting, in the terms provided in Article 73 of the *Reglamento de Sociedades Anónimas*. Together with said list, the Company will also publish the information regarding the experience and professional profile of each candidate who has provided said information to Hortifrut up to that moment, which will be duly updated on the day before the Meeting is held.

4. Board Remuneration for Fiscal Year 2023.

It will be proposed as remuneration for the Board of Directors for Fiscal Year 2023 and until the next Ordinary Shareholders' Meeting is held:

4.a) an expense for attendance at sessions equivalent to 10 *Unidades de Fomento* for each Director for each attend Session, except for the one received by the Chairman of the Board, which will correspond to twice that received by a Director for such concept; and

4.b) a variable remuneration, consisting of a 1% participation for the Board of Directors in the distributable net profits of the Company for Fiscal Year 2023, which will be distributed in equal parts among all the Directors, corresponding to the President twice that of each of the other Directors. In the event of changes in the composition of the Board of Directors, this participation, if applicable, will be paid in proportion to the number of months that each Director and, where appropriate, the Chairman, has held office.

Fundaments: This proposition reiterates the same remuneration that has been approved for previous years. It has been estimated that this proposition is reasonable, considering the current characteristics of the Company's businesses.

5. Remuneration of the Directors’ Committee and the Budget of Expenses for its Operation for Fiscal Year 2023.

It will be proposed as compensation for each member of the Directors' Committee for the 2023 Fiscal Year and until the next Ordinary Shareholders' Meeting is held:

5.a) a fixed payment equivalent to 50 *Unidades de Fomento* for each Committee session attended; and



5.b) a variable remuneration, consisting of an additional participation of a common Director in the pro rata of 1% in the profit set by the Board of Directors; in other words, the Directors who are members of the Committee will receive, like the Chairman of the Board, a participation equal to twice that of each of the other Directors, in 1% of the distributable net profits of the Company for Fiscal Year 2023. In the event of changes in the composition of the Directors' Committee, this participation, if applicable, will be paid in proportion to the number of months that each Director member of the Committee has held office.

Regarding the annual budget for operating expenses of the Directors' Committee and their advisers, it will be proposed that said budget be set at an amount equivalent to 3,000 *Unidades de Fomento*.

Fundaments: This proposal reiterates the same remuneration and budget that have been approved for the previous year. It has been estimated that this is a reasonable proposition, considering the Company's business current characteristics and the Committee activities.

6. Naming of the External Audit Company.

In accordance with the provisions of Article 59 of Law N°18.046 on Joint-Stock Companies and in Circular Notices N°718, dated February 10, 2012, and N°764, dated December 21, 2012, both of the *Comisión para el Mercado Financiero*, we inform the shareholders that the Board of Directors of Hortifrut, in a session of April 4, 2023, and after reviewing the recommendations presented by the Directors' Committee, agreed to submit to the decision of the Ordinary Shareholders' Meeting, two options of External Audit Company for Fiscal Year 2023: (i) E&Y and (ii) PwC.

It should be noted that proposals were requested from the firms E&Y, PwC and KPMG, considering that they are recognized within the most relevant in the market, have extensive experience in the countries where the Company has operations and are duly registered in the Registry of External Audit Companies maintained by the *Comisión para el Mercado Financiero*. It is recorded that the firm Deloitte was fully excluded from the process because it was disqualified due to lack of independence, since it maintains a contract under which it provides support to SAP in Spain.

A. Priority option: E&Y.

- E&Y has been the external audit firm of the Company during the past financial year 2020, 2021 and 2022.

- E&Y has an important knowledge of Hortifrut and its subsidiaries, including its history, corporate structure, executives, system and procedures, which allows this audit firm to clearly identify the business key aspects, facilitate its interaction with the financial



statements, both through national and international level, and make the performance of its services more efficient. The E&Y team that will carry out the audit work is highly experienced and qualified.

- E&Y complies with the auditor's independence standards, having verified that it has strictly complied with all legal provisions on services prohibited to independent auditors, especially those established in Title XXVIII of Law N°18.045 on the Securities Market. The E&Y work plan includes meetings with the Directors' Committee, which allows it to comply with the Corporate Governments regulations.

- E&Y has managed to satisfy, due to the quality of its services, the Board of Directors and the Administration, in the parent company and in all its international subsidiaries. The proposed hours and fees plan are reasonable and suitable for the transaction levels and Company and its subsidiaries complexity. E&Y is one of the most important auditors in the market, it has a long history in the country and worldwide and presented a competitive economic proposal.

B. Alternative Option: PwC.

- PwC is one of the most important auditors in the market and has a long stay in the country and worldwide.

- PwC meets the conditions of independence, experience, and track record necessary to perform the required function.

- PwC served as the Company's External Audit Company in the past, its management having been well evaluated by Hortifrut's Administration.

After having known the proposals of the aforementioned audit firms, and having compared aspects such as work teams, experience in the industry, resources and working hours, the Directors' Committee and then the Board of Directors, agreed to propose to the Ordinary Shareholders' Meeting to designate the E&Y firm as the External Audit Company to examine the accounting, balance sheet and other financial statements for Fiscal Year 2023. This recommendation is based on the fact that (i) E&Y presented the most convenient economic proposal in comparative terms; (ii) to its good evaluation as a firm; (iii) the experience and suitability of the team that will carry out the audit work; (iv) experience in the E&Y field; (v) to its proven ability to deliver a quality service according to the Company's needs, and (vi) his knowledge of it and its subsidiaries.

Likewise, the Directors' Committee and then the Company's Board of Directors agreed to propose to the Ordinary Shareholders' Meeting, as a second option, the appointment of PwC, given that the latter -which, although it meets the criteria set forth above, albeit with an



economic proposal less convenient than E&Y- was, in the opinion of the Committee and the Board, considering all the factors, less convenient than E&Y.

7. Risk Classifications Companies Proposal.

In the case of risk rating companies, the Directors' Committee and then the Board of Directors of Hortifrut agreed to recommend to the Ordinary Shareholders' Meeting to maintain the firms *Clasificadora de Riesgo Humphreys Limitada* ("Humphreys") and *International Credit Rating Compañía Clasificadora de Riesgo Limitada* ("ICR Chile") for Fiscal Year 2023.

Fundaments: This recommendation is due to the fact that Humphreys and ICR Chile have provided their services to the satisfaction of the Hortifrut Board of Directors and its Administration, performing their work in a professional manner and at market costs, and given that both companies also meet all the requirements of independence, experience and track record required to perform risk rating functions.

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Santiago, April 14, 2023.