



**FOUNDING DOCUMENTS OF THE MATTERS OF THE
ORDINARY SHAREHOLDERS' MEETING OF
HORTIFRUT S.A.
CALLED FOR APRIL 29, 2024**

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 Monday, April 29, 2024, at 10:00 a.m., 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 2023; 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 2023, 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 2023.

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 2023, which come to the total amount of US\$4,716,883.51. Consequently, and to the extent that the Board accepts said proposal, a final dividend of US\$0.00000008171 per share will be paid out of the distributable net income obtained during Fiscal Year 2023, which will be payable as Final Dividend N°46, as of May 17, 2024, in favor of the Company's shareholders who are registered in the Register of Shareholders at midnight on May 11, 2024.

The amount of US\$0.00000008171 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 10, 2024.

Fundaments: The proposed dividend is consistent with the Company's Dividend Policy approved at the last Ordinary Shareholders' Meeting, held on April 26, 2023.



3. Board Remuneration for Fiscal Year 2024.

It will be proposed as remuneration for the Board of Directors for Fiscal Year 2024 and until the next Ordinary Shareholders' Meeting is held:

3.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

3.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 2024, 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.

The Alternate Directors will not be remunerated for the exercise of their functions.

Fundaments: This proposition reiterates the same remuneration that has been approved for previous years with respect to the regular members of the Board of Directors. Regarding its alternate members, this proposal reiterates the same criterion resolved by the Extraordinary Shareholders' Meeting of the Company held on October 30, 2023, in which the election of the current members of the Board of Directors was agreed. It has been estimated that this proposition is reasonable, considering the current characteristics of the Company's businesses.

4. Remuneration of the Directors' Committee and the Budget of Expenses for its Operation for Fiscal Year 2024.

The following will be proposed as remuneration for each member of the Directors' Committee for the 2024 Fiscal Year and until the next Ordinary Shareholders' Meeting, to the extent that he or she is a Regular Director of the Company:

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

4.b) a variable remuneration, consisting of an additional participation of a Regular Director in the pro rata of 1% in the profit set by the Board of Directors; in other words, the Regular 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 2024. 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 Regular 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*.

The Alternate Directors who are members of the Directors' Committee will not be remunerated for the exercise of their functions.

Fundaments: This proposal reiterates the same remuneration and budget that have been approved for the previous year with respect to the regular members of the Board of Directors. Regarding the alternate members, this proposal reiterates the same criterion resolved by the Extraordinary Shareholders' Meeting of the Company held on October 30, 2023, in which the election of the current members of the Board of Directors was agreed. It has been estimated that this is a reasonable proposition, considering the Company's business current characteristics and the Committee activities.

5. 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*, the Board of Directors of Hortifrut, in a session of April 2, 2024, and after reviewing the recommendations presented by the Committee of Directors, and in disagreement with the latter as will be explained below, agreed to submit to the decision of the Ordinary Shareholders' Meeting, two options of External Audit Company for Fiscal Year 2024.

The invited external audit companies timely delivered their proposals, which were subjected to evaluation according to the following variables defined previously and as established in the Official Letters-Circulars already mentioned:

- Firm experience in the industry
- Business experience of the team in charge of the audit
- Professional level of the teams
- Costs/hours

From the initial evaluation carried out subject to the aforementioned considerations, the firms Deloitte, PwC, EY and Grant Thornton were pre-selected, considering that they are recognized as among the most relevant in the market, they have extensive experience in the countries where the Company has operations and they are duly registered in the Registry of External Audit Companies maintained by the Financial Market Commission.



The tender showed the firm Deloitte as the best option; and as the second-best option to the firm PwC, in both cases based on economic considerations; that both firms have a team in charge of the audit with extensive experience and professionalism; and that both are among the four largest and most recognized firms worldwide.

The Committee of Directors, based on the same considerations and conclusions that the tender yielded, agreed to propose to the Ordinary Board the firms Deloitte and PwC, in that same order of priority, as the External Audit Company for Fiscal Year 2024.

Notwithstanding the foregoing, for the reasons indicated below, the Company's Board of Directors, in compliance with the provisions of the aforementioned Circular Letters of the *Comisión para el Mercado Financiero*, in disagreement with the Committee of Directors, resolved to propose to the Ordinary Shareholders' Meeting, as the Company's Audit Company, to the firms EY and Deloitte, in that same order of priority, and ultimately recommend the maintenance of EY as the External Audit Company for Fiscal Year 2024.

A. Priority option: E&Y.

- E&Y has been the external audit firm of the Company during the past financial year 2020, 2021, 2022 and 2023.

- 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: Deloitte.

- Deloitte is one of the most important auditors in the market and has a long story in the country and worldwide.
- Deloitte meets the conditions of independence, experience, and track record necessary to perform the required function.
- Deloitte has provided advice on specific issues to the Company, such as transfer pricing studies and permanent tax advice in recent times, among others, its management having been well evaluated by the Company's administration. Although, on the one hand, it has allowed him to know the Company and its processes in considerable depth, which is very positive; on the other hand, the fact of having provided tax advice on a permanent basis to the Company during the last period could mean, on the other hand, weakening its independence to exercise the position of auditor of the Company.

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 Board of Directors agreed to propose to the Ordinary Shareholders' Meeting to designate the firm EY as the External Audit Company to examine the accounting, balance sheet and other financial statements for Fiscal Year 2024. This recommendation is based on the fact that (i) EY presented a competitive economic proposal in comparative terms; (ii) its proven ability to deliver quality service according to the Company's needs; (iii) your knowledge of it and its subsidiaries; (iv) experience in the EY field; (v) its good evaluation as a firm, and (vi) the experience and suitability of the team that will carry out the audit work.

The factors that were mostly taken into consideration for the purposes of this prioritization were those stated in numbers (i) to (iv) above.

For its part, the Board of Directors agreed to propose to the Ordinary Shareholders' Meeting, as a second option, the appointment of Deloitte, given that the latter - which, although it meets the criteria stated above, even with a lower economic proposal than EY - was, in the opinion of the Board of Directors, considering all the factors as a whole, less convenient than EY.

6. 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 2024.



Fundamentals: 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 19, 2024.