

## 1. Purpose

To set general guidelines for hiring business consultancy services, either strategic or tactical, that seek after significant (quantitative and/or qualitative) benefits for Grupo Bimbo.

## 2. Scope

This policy is applicable to associates from all Organizations, affiliates and subsidiaries of Grupo Bimbo, in the different regions, functions, and business areas where we hire consultants and/or retain legal services.

## 3. Definitions

**Business consultancy service:** The transfer of knowledge from one external company to Grupo Bimbo in order to find solutions to one or more of its problems in exchange of payment or compensation.

**Strategic consultancy:** Provides support to projects that are strategic in nature – i.e. It helps to make a plan-based optimal decision to reach a goal. It usually requires a diagnosis and a model or process. Once it has concluded, it is possible to measure benefits or savings for the company.

**Legal consultancy:** Provides legal information to clarify and solve affairs related with the application of laws, rules and regulations at any area of Grupo Bimbo.

**Tactical consultancy:** Encompasses projects that are technical or tactical in nature. It requires specialized services rendered by a third party that is an expert in improving a process, machinery, administration and/or management.

**Sponsor:** The collaborator most interested in executing the project. It usually is the member with the highest rank within the Department. They obtain and validate the budget for the project. They are the main person responsible for attaining the results and submitting accounts about its progress.

**Project leader:** The collaborator responsible for managing, operating and executing the project along with the business consultant.

**Legal Supplier List:** List created by the Global Legal Department establishing the law firms and /or lawyers authorized to provide legal consulting services to Grupo Bimbo.

**Contracting party:** The collaborator responsible for the administrative processes to hire the consultant.

## 4. Responsibilities

**Organization, Functional and Department Vice Presidents (VP's):** They are the main responsible people for knowing, complying with and enforcing what is being set in this policy.

**Contracting party:** Complies with this policy and engages the Internal Consultancy Department from the beginning of the process. This is intended to ensure that the documentation about the knowledge/project is in place, as well as how to manage the entire administrative process of hiring and closing the consultancy service.

**Internal consultancy:** Validates that all the business consultancy services, either strategic, legal or tactical, meet the core requirements for hiring; support the contracting party during negotiations and accompany them during the time the services last in order to ensure the deliverables; identify if the project can be deployed in other organizations/departments in Grupo Bimbo and promote the project, in addition to informing the Steering Committee about the status and investment of all the business consultancy service projects.

**Financial Planning Department:** Validates the business cases that receive from the Internal Consultancy Department, related to consultancy services that require an investment of \$250,000.00 USD or above and, in conjunction, reports to the Steering Committee.

**Global Legal Department:** Validates the final confidentiality agreements and contracts of all of the business consultancy projects received from the contracting parties, as well as creates, updates and validates the Legal Supplier List.

## 5. General guidelines

### Business consultancy service requirements

Before starting such a service, the contracting party must:

- Send the Request for Proposal (RFP) to internal consultancy with at least three participants.
- Obtain a written confirmation from internal consultancy about whether there are previous efforts or not connected to the matter or related matters, that should be taken into account to complement or narrow down the need of the service.
- Justify and document if the business consultancy required for hiring will support the goals of Grupo Bimbo's transformational objectives.
- Accept economic proposals, from business consultants, only in local currency.
- For legal consulting services, make sure that the service providers are on the Legal Supplier List. If this is not the case, contact the Global Legal Department to obtain advice on a service provider or approval regarding a service provider proposed by the hiring party.
- Obtain a NDA with the approval from the Global Legal Department, signed by the supplier.
- Have a service agreement with the approval from the Global Legal Department, signed by the parties.
- Inform the Steering Committee, through the Sponsor / Project Leader, about hiring the service leader requiring an investment of \$250,000.00 USD or above.
- Have a business case validated by the Global Financial Planning Department that supports the Return of Investment (ROI) for projects requiring an investment of \$250,000.00 USD or above.
- Budget and record the consultancy services, taking into account the Zero-Based Budgeting (ZBB) methodology guidelines.

### Documentation

- The contracting party must:
  - Ensure that the consultancy projects have tangible deliverables, which must be reported to the Internal Consultancy Department.
  - Document the business consultancy project based on policy **FGB-CM-03 Global Project Administration Policy**.
- Internal consultancy must keep all the deliverables for each project as an archive accessible by all of Grupo Bimbo, taking into account the necessary confidentiality agreements.

## 6. Responsibility / Ownership

The Global Corporate Management Department is the assigned owner of this policy and is primarily responsible for its contents, updating, monitoring of its compliance and submission for approval before the Global Internal Control and Risk Management Department, the Steering Committee, and CEO.

## 7. Updates

The changes implemented in between versions are described below:

Revision / History of the revision				
Version	Revision date	Updated by:	Approved By:	Main Changes
1				
2	Feb 13th, 2017	Florencia Garza Infante	Lucila Josefina Chauvet and Luis Miguel Briola	Legal consulting services are added.
3	Jan 17th, 2018	Lucila Josefina Chauvet	Steering Committee	Update in the investment amount of approval by the Steering Committee from \$ 500,000 USD to \$ 250,000 USD.