



Acquisition of GWB West

January 2002

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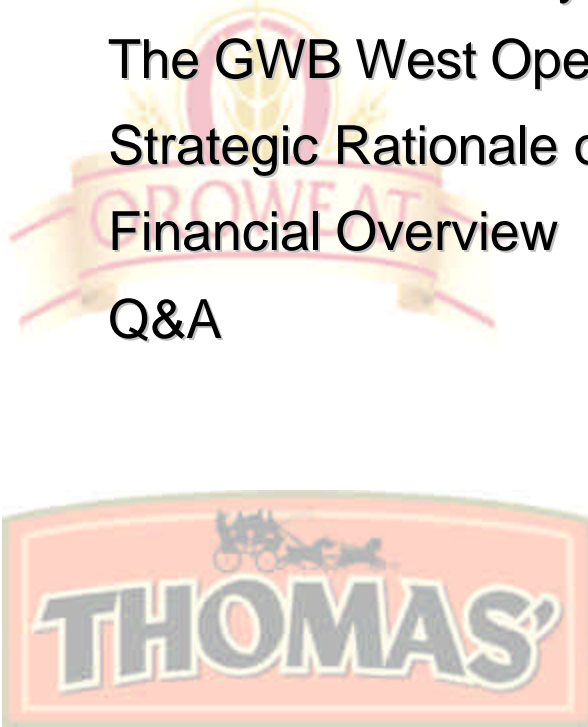
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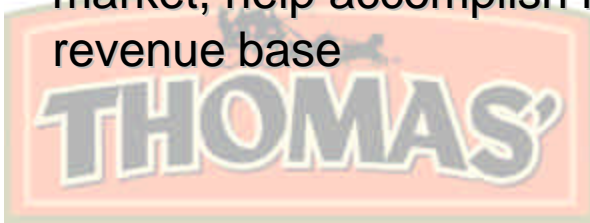


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- **Executive Summary**



Executive Summary

- On January 22, 2002, Grupo Bimbo signed an agreement with George Weston, Ltd. for the acquisition of GWB West for \$610MM payable in cash, with no debt assumed
- Grupo Bimbo will finance the acquisition through a bridge facility, taking advantage of its sound financial flexibility
- The acquisition will enhance Grupo Bimbo's presence in the U.S. market, help accomplish its expansion strategy and diversify its revenue base

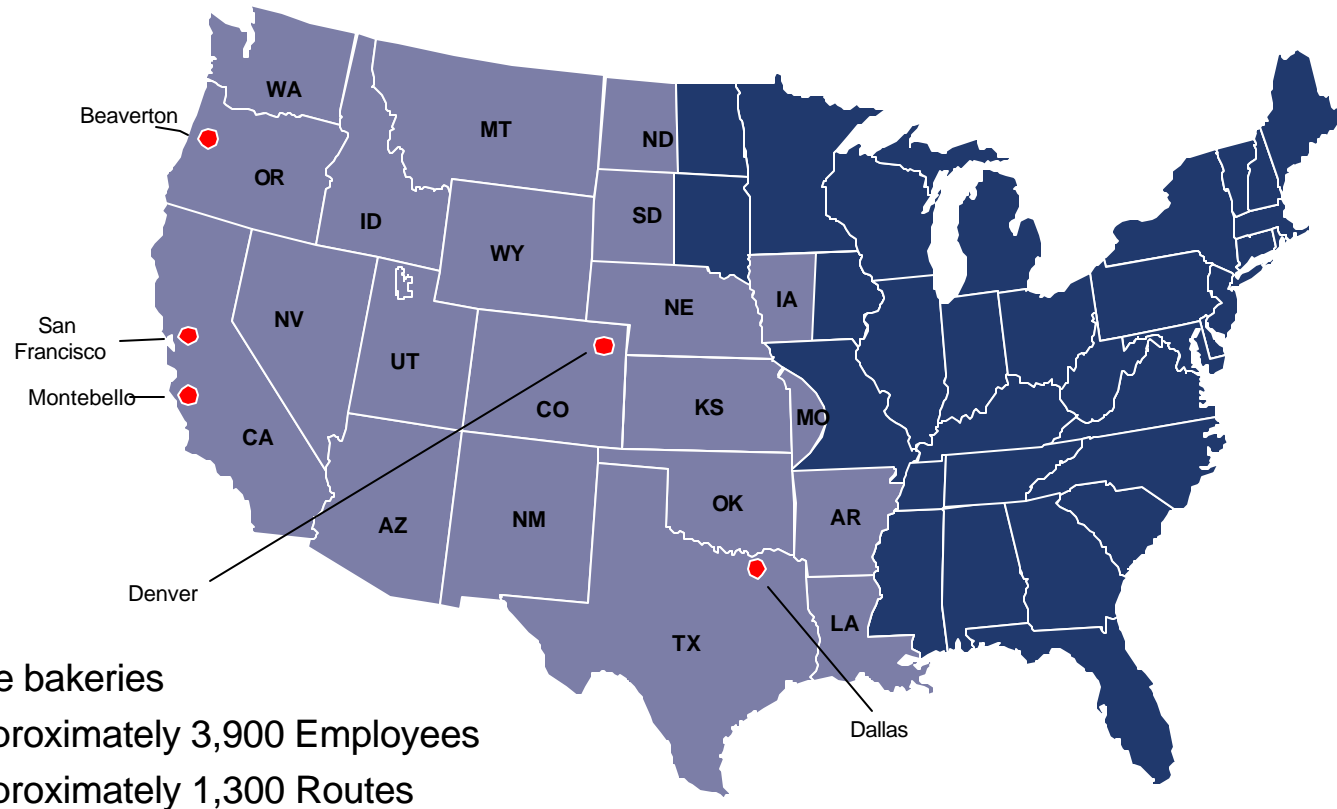


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- **The GWB West Operations**







The GWB West Operations Overview of the Transaction

Territory and Facilities



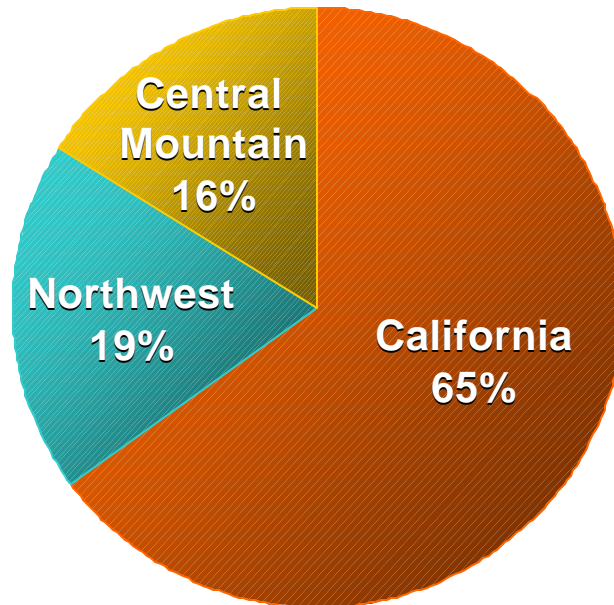
The GWB West Operations Overview of the Transaction (a)

Brands	 (b)			
Description of Product Line	<ul style="list-style-type: none"> Premium breads, rolls and buns 	<ul style="list-style-type: none"> Fresh sweet baked goods (sheet cakes, loaf cakes, danishes, donuts, pies, muffins, cookies and cupcakes) 	<ul style="list-style-type: none"> English muffin and packaged fresh bagels 	<ul style="list-style-type: none"> Fresh pizza crust products
Brand Rights	<ul style="list-style-type: none"> Purchase 	<ul style="list-style-type: none"> License 	<ul style="list-style-type: none"> Distribution 	<ul style="list-style-type: none"> Distribution
Production Facilities	Montebello, CA Beaverton, OR South San Francisco, CA Denver, CO Dallas, TX			

a) The transaction also includes the transfer of George Weston current distribution agreement with Aurora Foods, Inc. for Lender's brand, subject to the acceptance of Aurora Foods Inc.
 b) Includes also 11 sub-brands.

The GWB West Operation 2001 Revenue Breakdown

Revenue by Region (a)



- Oroweat and Entenmann's represented approximately 85% of revenues
- Strong relationship with supermarket chains (67% of revenues)

2001 Operating Revenues \$ 620MM (b)

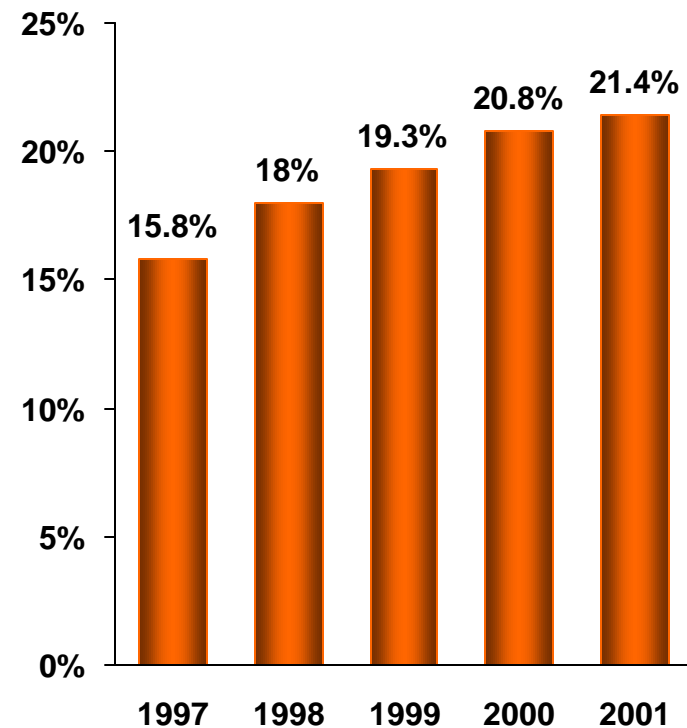
(a) Estimated distribution by region

(b) Unaudited 2001 figures

The GWB West Operations Product Portfolio

- **Oroweat**
 - #1 producer of premium breads and rolls in the Western U.S.
 - High level of consumer awareness and excellent brand loyalty
 - History of innovative product offerings
 - Category partner for key retail chains
- **Entenmann's**
 - #1 national sweet baked goods brand in the U.S.
- **Thomas'**
 - #1 English muffin and packaged fresh bagel brand in the U.S.
- **Boboli**
 - Leading national brand in the fresh pizza crust category

Oroweat Market Share (a)(b)(c)



(a) U.S. dollar market share in Los Angeles, San Francisco, Sacramento, San Diego, Phoenix, Denver, Dallas, Houston, Seattle, Portland;
Source: Nielsen.
(b) Includes Oroweat Brands and sub brands only.
(c) As of September 1, 2001.

The GWB West Operations Excellent Management

- GWB West's management team has significant collective expertise in the food and bread industries
- This team has successfully managed the company's transition through a number of mergers and acquisitions
- Despite mature industry conditions, this team was able to increase overall market share by approximately 5% since 1997





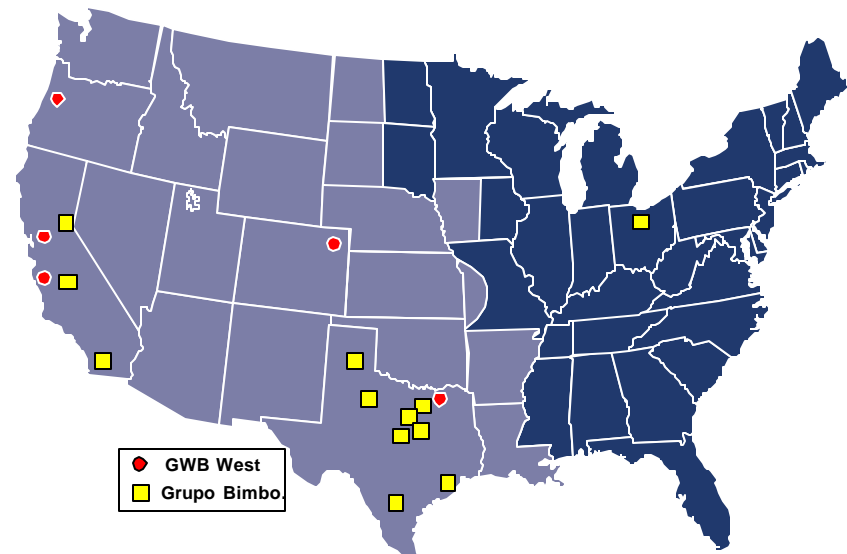
Strategic Rationale

- Strengthened position of Grupo Bimbo in the U.S. bakery industry
 - Acquisition of a leading portfolio of branded baked goods
 - Line of products that is complementary to existing portfolio
 - Premium segment positioning
 - Economies of scale in key markets of Texas and California
 - Leading direct-store-distribution system with approximately 1,300 routes
 - Potential synergies with existing North American business of approximately US\$20MM annually
 - Optimization of routes and depots
 - Increased revenue from existing and imported products
 - Increased revenue through improved channel penetration and relationship with key customers
 - Consolidation and optimization of manufacturing network
 - Overhead optimization
 - Increased diversification of revenue base
 - Double the US\$ based revenue
 - US Operations to reach almost 30% of total revenues
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Strategic Rationale

Pro forma U.S. Business and Combined Territory

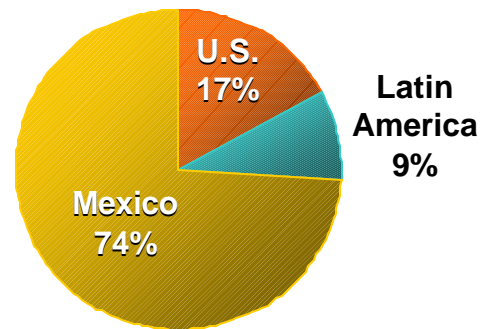
- Potential population of approximately 120MM of which approximately 20% are Hispanic and 15% are Mexican
- 17 bakeries
- Approximately 2,900 DSD routes
- Approximately 9,200 Employees
- Revenues over US\$1,200MM from the U.S.



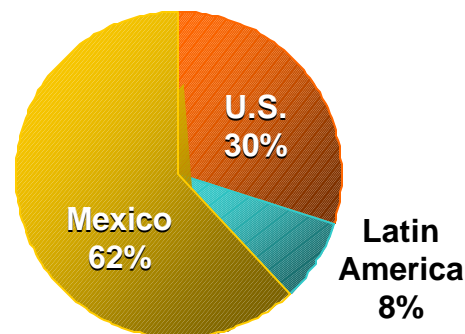
Strategic Rationale

Grupo Bimbo Revenues Breakdown

LTM as of September 2001



Proforma LTM 2001 (a)



- #1 Baking company in the Americas in revenues
- #1 player in the U.S. western region in revenues
- #4 player in the U.S. fresh baked goods market in revenues
- Presence in 16 countries

(a) Grupo Bimbo Revenues as of September 2001 and GWB West 2001A Revenues.

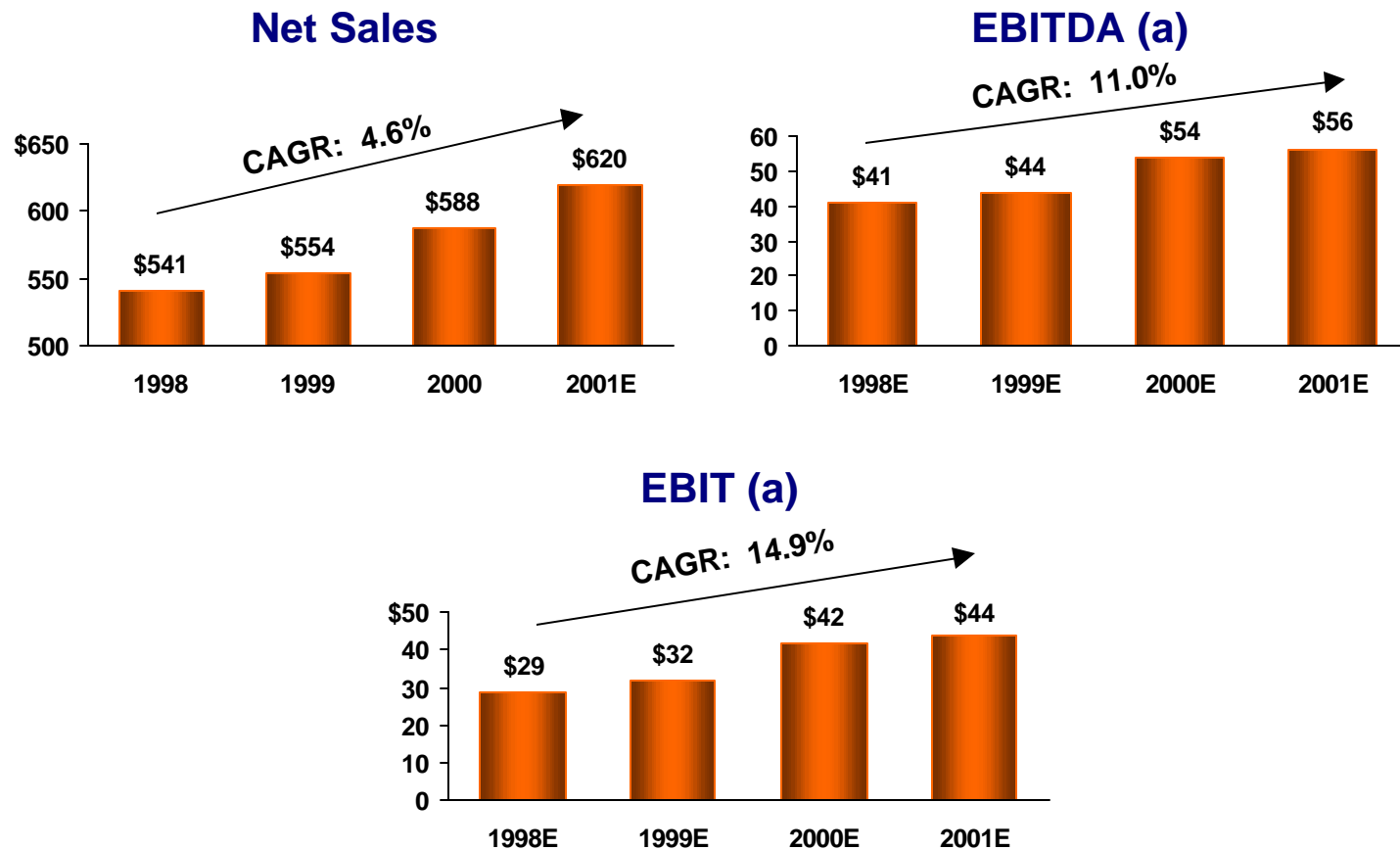
- **Financial Overview**



Financial Overview

GWB West Summary of Results

(US\$ Millions)



(a) Adjusted by estimated incremental corporate overhead

Financial Overview

Grupo Bimbo LTM 2001 Proforma Results

US\$ Millions	Grupo Bimbo (a)	GWB West (b)	Grupo Bimbo Pro forma (c)	Change %
Sales	\$3,496	\$620	\$4,116	17.7%
EBITDA	484	56	540	11.6%
EBIT	354	44	398	12.2%
EBITDA Margin	13.8%	9.0%	13.1%	(0.7)pp
EBIT Margin	10.1%	7.1%	9.7%	(0.4)pp

(a) As of September 2001

(b) 2001A Unaudited figures. EBITDA and EBIT adjusted by estimated incremental corporate overhead

(c) Do not include synergies estimated in \$20MM over the following years

Financial Overview

Value Analysis

Total Consideration	\$610 MM
(-) Present Value of Expected Tax Benefits	\$ 90 MM
(=) Adjusted Total Consideration	\$520 MM

2001 Multiple of

Sales

EBITDA

0.8x

9.3x

- Potential synergies with existing North American business of \$20 MM annually
- The transaction is expected to be accretive over a Cash EPS basis over the following years



Note on Forward-Looking Statements

This announcement contains certain statements that are neither reported financial results nor other historical information. These statements are forward-looking statements within the meaning of the safe-harbor provisions of the US federal securities laws. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in the forward-looking statements. Many of these risks and uncertainties relate to factors that are beyond the Grupo Bimbo's ability to control or estimate precisely, such as future market conditions, the behavior of other market participants and the actions of governmental regulators. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Grupo Bimbo does not undertake any obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date of this press release.