Mexico City on February 28, 2024.

Annual Report of the Audit Committee to the Board of Directors of Alsea, S.A.B. de C.V.,

According to the Mexican Securities Law, Articles 42 and 43, and the Audit Committee Regulations, I inform you of our activities during the year ending December 31, 2023. In the development of our work, we have kept in mind the recommendations established in the Code of Best Corporate Governance Practices and, under a work program prepared based on the Committee's Regulations, we meet at least once every quarter to carry out the activities described below:

I. **RISK ASSESSMENT**
The company's processes were identified and evaluated to measure and manage the main risks in an integrated and global manner in all the geographies where it operates, as well as the work plans to address them and mitigate their potential impact. Likewise, the organization's preparedness to respond to and recover from incidents due to the materialization of these risks has also been assessed.

II. **INTERNAL CONTROL**
We ensured that management, in compliance with its internal control responsibilities, has established appropriate processes and policies. In addition, we followed up on the comments and observations made by the External and Internal Auditors during their work.

III. **EXTERNAL AUDIT**
We recommend to the Board of Directors the engagement of the external auditors of the Group and subsidiaries for the fiscal year 2023. To this end, we ensure their independence and compliance with the requirements established by law. We discussed their approach and work program with them.

We maintained constant and direct communication with them to learn about their work progress and any observations they had and take note of the comments on their review of the annual financial statements. We were informed promptly of their conclusions and reports on the annual financial statements, including the communication referred to in the General Provisions, Article 35, applicable to entities and issuers supervised by the National Banking and Securities Commission and contracting external auditing services for basic financial statements ("Sole Circular of External Auditors"). We followed up on implementing the observations and recommendations they developed during their work. We reviewed the reports issued by the External Auditors referred to in the Sole Circular of External Auditors.

We authorized the fees paid to the external auditors for audit services and other permitted additional or complementary services, ensuring they did not interfere with their independence from the company. Considering Management's views, we evaluated their services for the previous year, and we began the evaluation process for fiscal year 2023.

IV. INTERNAL AUDIT

To maintain its independence and objectivity, the Internal Audit area functionally reports to the Audit Committee.

Promptly, we reviewed and approved their annual program of activities. To prepare it, Internal Audit carried out a process of risk identification, analysis of impacts on processes, and evaluation of the associated controls in the organization's operation, as well as support in developing action plans for their correct mitigation.

We receive quarterly reports on the progress of the approved work program, any variations it may have had, and the causes that originated them.

We followed up on the observations and suggestions they developed and their timely implementation.

We received and analyzed the annual report on transactions with related parties to verify that they were carried out under existing policies and at market securities. For such purposes, opinions were requested, and the corresponding appraisals were performed.

Following Best Corporate Practices, we asked a third party to evaluate the internal audit function. During 2023 and 2024, the recommendations of the respective report must be implemented.

V. FINANCIAL INFORMATION, ACCOUNTING POLICIES, AND REPORTS TO THIRD PARTIES.

We reviewed the process of preparing the Company's quarterly and annual financial statements with the persons in charge. We recommended their approval and authorization to be published to the Board of Directors. As part of this process, we considered the opinions and observations of the external auditors. We ensured that the criteria, accounting, and information policies used by management to prepare the financial information were sufficient and applied consistently with the previous year. Accordingly, the information presented by management fairly reflects the financial position, results of operations, cash flows, and changes in the Company's financial position for the year ended December 31, 2023.

We also reviewed the quarterly reports prepared by Management for presentation to shareholders and the public: they were prepared under International Financial Reporting Standards (IFRS), and they use the same accounting criteria used to prepare the annual information. We verified that a comprehensive process is in place to provide reasonable assurance of its content. In conclusion, we recommended that the Board authorize its publication.

We received communication from the auditor on the key audit matters that, in the auditor's professional judgment, have been most significant in this year's audit. We did not observe any material adjustments or deviations that could impact the issued financial information.

VI. COMPLIANCE WITH REGULATIONS, LEGAL ASPECTS, AND CONTINGENCIES

We confirmed the existence and reliability of the controls established by the company to ensure compliance with the different legal provisions to which it is bound: they were adequately disclosed in the financial information.

We periodically review the various tax, legal, and labor contingencies in the company; we monitor the effectiveness of the procedure established for their identification and follow-up, as well as their adequate disclosure and recording. The following tax issues were highlighted, some of which were initiated and reported since 2014 and were followed up on promptly during this fiscal year:

a) In 2014, the Ministry of Finance of Mexico City assessed Italcafé S.A. de C.V., for the fiscal year 2010, taxable income concerning deposits made to its bank accounts derived from the operation of several restaurants owned by Grupo Amigos de San Ángel, S.A. de C.V. (GASA), although such income was accrued by the latter company, giving it all the corresponding tax effects. On November 28, 2018, the Tax Prosecutor's Office of Mexico City issued a partially favorable resolution of the motion of revocation against the determinant issued by the Ministry of Finance. It also requested the supervening evidence provided be considered and a new resolution be issued. In January 2019, the Company filed the corresponding means of defense against the resolution issued by the Tax Prosecutor's Office of Mexico City. Finally, the company obtained a judgment declaring the plain and simple nullity of the resolution determining the tax credit. Therefore, the matter is definitively resolved.

b) In March 2016, the Tax Administration Service (hereinafter, "TAS") initiated domiciliary visits to Grupo Amigos de San Ángel, S.A. de C.V. (GASA), and Italcafe S.A. de C.V. (Italcafe), for the fiscal years 2010 and 2011, respectively; in November the last partial reports were issued in which observations were determined, derived from unidentified deposits according to the criteria of the Authorities. In December 2017, additional information was submitted to clarify and refute these observations. Additionally, a request for a Conclusive Agreement was filed with the Procuraduría de Defensa del Contribuyente (hereinafter, "PRODECON"). The instances in PRODECON were resolved in January 2019 without reaching a consensus with the TAS. Finally, the companies filed the means of defense through the courts in August 2019 for GASA and in November for ITALCAFE. The matter is in process.

c) In September 2017, the TAS initiated a review process for Operadora Alsea de Restaurantes Mexicanos S.A., de C.V. (OARM) for the fiscal year 2014. The foregoing derived from the sequential review that began with the certified public accountant who audited the acquisition of the VIPS business for tax purposes.

   During the 2018 fiscal year, various information requested by the tax authorities was submitted, which issued an official notice of Observations for OARM considering some objections regarding the acquisition of the VIPS business. In October 2018, additional information was filed with the tax authorities, and a request was made for a conclusive agreement with PRODECON. On July 30, 2019, PRODECON terminated the conclusive agreement procedure as there was no consensus with the TAS. As a result, in February 2021, the TAS issued an official notice of liquidation of the tax credit for 99.9 million Mexican pesos. On March 23, 2021, the Company filed an appeal for revocation of the tax assessment before the tax authorities.

   On June 14, 2023, OARM filed a nullity action before the Federal Court of Administrative Justice against the resolution issued on April 27, 2023, by the Large Taxpayers Litigation Administration "1", which resolved the appeal filed by OARM in the sense of confirming the different resolution issued by the Central Administration for the Audit of Corporate Groups. The matter is currently in process.

d) In the case of Alsea, S.A.B. de C.V. (ALSEA), the TAS initiated in December 2017 a review process and, in December 2018, issued an official notice of observations in which it deems some objections regarding the acquisition of the VIPS brand. For such purpose, it submitted additional information to refute the objections made and a request for a conclusive agreement before PRODECON. On July 30, 2019, PRODECON terminated the conclusive agreement procedure as there was no consensus with the TAS. As a result, in February 2021, the TAS issued an official notice of liquidation of the tax credit for 3,781 million Mexican pesos. On March 23, 2021, the Company filed an appeal for revocation of the tax assessment before the tax authorities.

   On June 13, 2023, ALSEA filed a nullity action before the Federal Court of Administrative Justice against the resolution issued on April 27, 2023, by the Large Taxpayers Litigation Administration "1", which resolved the appeal filed by ALSEA in the sense of confirming the different resolution issued by the Central Administration for the Audit of Corporate Groups. The matter is currently in process.

VII. **CODE OF CONDUCT**

With the support of Internal Audit, we ensure that our personnel comply with the Company's Code of Business Conduct, that there are adequate processes for its updating and dissemination to personnel, and that the corresponding sanctions apply in cases of detected violations.

We reviewed the complaints received in the system established by the Company for this purpose, following up on their correct and timely attention.

VIII. **ADMINISTRATIVE ASPECTS**

We hold regular meetings with Management to inform us of the Company's progress, activities, and relevant and unusual events. We also met with the external and internal auditors to discuss the development of their work, any limitations they may have had, and to facilitate any private communication they wished to have with the Committee.

In those cases where we deem it appropriate, we request the support and opinion of independent experts. Likewise, we were unaware of any significant non-compliance with operating policies, internal control systems, and accounting policies.

We hold executive meetings with the exclusive participation of the members of the Committee, during which agreements and recommendations for Management are established.

The Chairman of the Audit Committee reported quarterly to the Board of Directors on the activities that were carried out.

The work we carried out was duly documented in the minutes prepared for each meeting, which were reviewed and approved promptly by the members of the Committee.

Sincerely,

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Certified Public Accountant Alfredo Sanchez Torrado
Chairman of the Audit Committee