

CORPORATE GOVERNANCE PRINCIPLES AND BEST PRACTICES QUESTIONNAIRE



Televisa

INDEX

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GRUPO TELEVISA, S.A.B.

Ticker symbol: TLEVISA

6. SHAREHOLDERS' MEETING. (folder or link)

The Shareholders' Meeting, constitutes the Company's supreme body. Even though such body meets mostly on an annual basis, it is important for it to act with formality, transparency and efficiency since it is a decision-making body and serves as a basic control for the companies' life, as well as for the protection of all the shareholders' interests.

Section 6.1 Information and Shareholders' Meeting Agenda

| | | YES | NO | COMMENTARIES |
|---|---|-----|----|--------------|
| 1 | Are group matters related with different subjects avoided throughout the Agenda? (Best Practice 1) | X | | |
| 2 | Is the item pertaining to Various Matters avoided within the Agenda? (Best Practice 1) | X | | |
| 3 | Is the information pertaining to each item provided in the Agenda available at least fifteen calendar days in advance? (Best Practice 2) | X | | |
| 4 | Is there an application containing detailed information and possible voting alternatives with which the shareholders may issue instructions to its principals with respect to the way in which they should enforce the corresponding voting rights regarding each item in the Agenda? (Best Practice 3) | X | | |
| 5 | Within the information provided to the shareholders: | | | |
| | a) Is the proposal for the integration of the Board of Directors included? (Best Practice 4) | X | | |
| | b) Is the curriculum corresponding to the candidates which may become part of the Board of Directors included with enough information so as to evaluate their category and, if applicable, their independence? (Best Practice 4) | | X | |

Section 6.2 Information and Communication between the Board of Directors and the Shareholders

| | | YES | NO | COMMENTARIES |
|-----------|---|-----|----|---|
| 6 | Does the Board of Directors in its “Annual Report to the Shareholders’ Meeting”, include relevant working aspects with respect to the intermediary bodies or committees carrying out the following functions? (Best Practice 5) | | | |
| | a) Audit *** | X | | |
| | b) Evaluation and compensation | X | | The Corporate Practices’ Committee carries out the evaluation and compensation functions corresponding to the relevant officers. |
| | c) Finance and planning | X | | |
| | d) Risk and compliance | X | | |
| | e) Corporate Practices *** | X | | |
| | f) Others (elaborate) | | | The annual report is accompanied by the Audit Committee’s report, the Corporate Practices Committee’s report, the General Director’s annual report, including the Board of Director’s opinion regarding said report, Grupo Televisa, S.A.B.’s financial statements (indistinctly, “Grupo Televisa”, the “Company” or the “Corporation”) together with the expert opinion elaborated by the external auditors, as well as the expert opinion elaborated by a Certified Public Accountant with respect to the compliance of the tax obligations and the Report over Accounting Policies and Criterion. |
| 7 | The reports pertaining to each intermediate body or committee presented to the Board are at the shareholders’ disposal together with the materials required for the Meeting, except for the information which shall be kept confidential? (Best Practice 5) | X | | |
| 8 | Are the names of the members comprising each intermediate body included within the annual report presented to the shareholders’ meeting? (Best Practice 5) | X | | |
| 9 | Does the company possess the necessary communication mechanisms which enable it to adequately maintain the shareholders, investors and interested third parties informed? (Best Practice 6) If yes, mention which, and if not explain the reasons why: | X | | |
| | a) Detail and/or explain | | | The area in charge is the Investors’ Relations Vice-presidency, which maintains contact and watches for our investors’ needs, providing the Company’s financial and trading information. In addition to the disclosure of the information appearing in the Stock Exchange’s web page, the Company’s information, as well as that information pertaining to its main subsidiaries with respect to their quarterly and annual reports, press releases, by-laws, dividend policy, its current long term debt ratings issued by credit rating agencies, the Board of Directors’ integration and the Company’s main executives, the most important reports filed before the Mexican Stock Exchange, the National Banking and Securities Commission and the U.S. Securities and Exchange Commission, as well as the main financial indicators are available to the investing public at: http://www.televisair.com/es-ES . |
| 10 | Has a procedure for the prevention and peaceful and negotiated solution of conflicts between the shareholders’ and/or members been defined in order to favor the alternative conflict resolutions mechanisms? (Best Practice 7) | | X | |

*** Mandatory function for the companies quoted on the stock market, which may be jointly carried out with other functions or in one single committee.

7. BOARD OF DIRECTORS. (folder or link)

A company's daily operation is in charge of the General Manager as well as his/her management team, whilst the task consisting in having to design the strategic vision, supervise the Corporation's operation and approve the management is in charge of the Board of Directors.

To facilitate its tasks, the Board may rely in one or more intermediate bodies, generally called committees, dedicated to analyzing information as well as to proposing actions regarding specific subjects which may be relevant for the Board, insomuch as the latter holds more information in order to make the decision making more efficient. Additionally, it must ensure that there are clear rules with respect to the integration and functioning of the Board and that of its intermediate bodies.

Section 7.1 Board of Director's Functions

| | YES | NO | COMENTARIES |
|---|-----|----|---|
| 11 Does the Board of Directors carry out the following functions? (Best Practice 8) | | | |
| a. It ensures that all the shareholders: | | | |
| i. Receive an equal treatment. | X | | Through the Audit Committee, the Corporate Practices' Committee and through the Company's policies which may have been approved by the Board of Directors. |
| ii. That their rights are respected | X | | |
| iii. That their interests are protected. | X | | |
| iv. That they receive access to the company's Information. | X | | |
| b) The creation of economic and social value is ensured for the shareholders, as well as their continuance in the Company's time. | X | | The Company has implemented several strategies which purpose is to maximize the creation of value for our shareholders and, consequently, their permanence throughout the expansion of its business. The Company's economic value creation is measured by business units. In this way, a determination is made with respect to the business units which in fact contribute economic and/or strategic value and also allows to have an objective appreciation with respect to the executives' performance. |
| c) Promotes for the Company to consider the third parties interested in the decision making. The following are considered interested third parties: | | | |
| i. Collaborators | X | | There are mechanisms for the collaborators to partake in the decision making within the different levels of the organization. |
| ii. Clients. | X | | Annual negotiations are carried out with the clients of our Content segment and there is a fluid communication, insomuch as they are always considered at the decision-making time. There are client attention areas for service distribution clients, which always enables the possibility of being familiarized with their opinions and needs. |
| iii. Suppliers. | X | | |

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| iv. Creditors | X | We maintain an active communication with the creditors which allows us to consider their points of view whilst making decision. |
| v. The community in which the Company operates | X | We carry out several activities at communities where we participate, insomuch as we are aware of the needs and they are considered whilst making decisions. |
| vi. Other interested third parties | X | |
| d) It ensures the company's honest and responsible management. | X | |
| e) Defines the strategic Course | X | The Board of Directors, acting as a collegiate body, is in charge of the direction, administration and definition of the Company's strategic business vision, with the authorities conferred upon them by the applicable laws and the by-laws. In order to comply with its purpose, the Board of Directors is in charge of having the Company hold an efficient and capable administration in order to carry out all the acts which may be necessary for the compliance of its corporate purpose. The Board of Directors exercises its functions through the delegation of certain authorities in the Board's members, the Company's officers, the Audit Committee, the Corporate Practices Committee, or else, in the special delegates or attorneys-in-fact, appointed to that effect. All the Company's relevant matters, as well as those which are expressly required by the Securities Market Law, are subjected to the study and, if applicable, approval of the Board of Directors, sufficiently in advance, in order for it to be able to adopt the most appropriate measures for the Company, for which it will be provided all the necessary information and, if applicable, the opinion which, to that effect, may have been issued by the Audit Committee or the Corporate Practices Committee. The Board of Directors has entrusted the Company's daily operation to the Company's Co-Executive Chairmen and their main officers, which activities are directly reported to the Board of Directors. The experience, prestige and knowledge in various fields of the entrepreneurial activity, both in Mexico as well as abroad with respect to some of the Board of Directors' members whom are not involved in the Company's daily operation, allows them to judge the operations with a broad and independent vision. |
| f) It supervises the Company's operation. | X | According to the Securities Market Law, the Board of Directors is assisted by the Audit Committee, which is in charge of carrying out the supervision-related activities. |
| g) Approves the management. | X | According to the Securities Market Law and the General Law of Commercial Companies, the Board of Directors approves the Company's management with the required periodicity. |
| h) Includes innovation as part of the Company's culture and way of thinking. | X | |

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| i) Appoints the Company's general manager and high-ranking officers | X | | The Board of Directors is in charge of approving the appointment of the Co-Executive Chairmen and their removal for a justified cause. The appointment of the other relevant officers shall be carried out in accordance with the policies approved by the Board of Directors. The Board of Directors has delegated into the Corporate Practices Committee the responsibility related with the approval and evaluation of the compensation or comprehensive remunerations for the Company's Co-Executive Chairmen and high ranking officers, as well as all the compensation plans and policies for said officers, and only the Corporate Practices Committee may authorize any exception thereto. |
| j) Evaluates and approves the performance of the Company's general manager and the high-ranking officers. | X | | According to the authorities which it has delegated onto the Corporate Practices Committee. |
| k) It promotes: | | | |
| i. The responsible issuance of information. | X | | The Board of Directors and the Audit Committee have approved the Information and Communication Policy with respect to the shareholders and the market, as well as with the directors and relevant officers, which purpose is to determine the rules, guidelines and responsibilities in the issuance of information and communication with the Mexican Stock Exchange, the National Banking and Securities Commission, the U.S. Securities and Exchange Commission and the New York Stock Exchange, the market, the shareholders, the directors and relevant officers. |
| ii. The responsible disclosure of information. | X | | To that effect, there is a working group in charge of reviewing and evaluating the disclosures made by the Company in the consolidated financial reports related with any specific purpose such as capital or debt issuance sent to the authorities, shareholders, relevant officers and directors monthly, quarterly or six-monthly. |
| iii. The company's transparent management. | X | | |
| l) Promotes the establishment of internal control mechanisms. | X | | Within the Internal Control Guidelines there is an objective consisting in establishing the main principles and rules which shall have to prevail in the development, implementation, exercise and supervision of the Group's internal control activities, in order to mitigate the risks inherent to this businesses, operation and administration, designed in order to provide a reasonable security with respect to the accomplishment of the following objectives: (a) Company's efficacy and efficiency; (b) Financial information's trustworthiness; and (c) Compliance with the laws and regulations. |
| m) Promotes the establishment of mechanisms for the assurance of the information's quality. | X | | |
| n) It establishes the policies for the related-party transactions. | X | | |

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| o) It approves the related-party transactions. | X | | According to the Policy approved by the Board of Directors, no counselor, relevant director, employee or service provider shall cease for himself the business opportunities corresponding to the Company or to the entities controlled by the Company. All the related-party transaction which are intended to be carried out by any of the Company's areas or departments or those of the entities controlled by the latter, shall be solely requested whenever it may not be possible for another provider or client (free of any conflict of interest) to provide the required asset or service, clearly justify and document the benefit offered by the Company or by its subsidiaries, subject itself to authorization prior to its execution and the preparation of the agreement and hold the agreement which will have to have been prepared by the corresponding legal area. The Corporate Practices Committee, assisted by the Internal Audit Vice-presidency, is responsible for surveilling the strict compliance of the guidelines set forth in the Policies for the Authorization of Related-Party Transactions, in accordance with what is provided in subsection f) of section III of article 28 of the Securities Market Law and for issuing, if applicable, its opinion with respect to the transactions which value is equal or higher than 5% (five percent) of the Company's consolidated assets which have to be approved by the Board of Directors. |
| p) A formal succession plan for the following people is promoted: | | | |
| i. The General Manager | X | | |
| ii. The high ranking officers | X | | |
| q) The establishment of mechanisms for the following are guaranteed: | | | |
| i. Strategic risk identification; | X | | |
| ii. Strategic risk analysis; | X | | |
| iii. Strategic Risk Management; | X | | |
| iv. Strategic risk control; | X | | |
| v. Adequate disclosure of the strategic risks; | X | | |
| r) The establishment of plans for the businesses' continuance are guaranteed | X | | |
| s) It surveilles the existence of information recovery plans in case of disaster. | X | | |
| t) It promotes for the company to be socially responsible. The way(s) in which it is promoted for the company to be socially responsible is(are): | | | |

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| | i. Community-based actions; | X | <p>The Company has considered and shall continue to consider the sustainable growth as part of its offers and commercial strategies in order to achieve the expectations and to create added value for its shareholders. Since 2016, the Company has been adhered to the United Nations Global Compact, according to which, the Company has agreed to internally encourage the universal principle in human right-related matters, labor standards, environmental-related matters and anti-corruption. The Company was ratified as being one of the BMV's IPC Sustainable members during the period between March 20th, 2018 and March 15th, 2019 and ratified as being a member of the FTSE4Good sustainability index. In 2018, the Company was selected as one of the four Mexican companies included within Bloomberg's 2019 Gender Equality Index (GEI). With this, Bloomberg acknowledges Televisa's commitment with the advance in gender equality and its continuous effort to construct a diverse labor force which promotes an inclusive culture. In 2018, the Company was selected as a member of the Dow Jones Sustainability MILA Pacific Alliance Index, which is comprised by sustainability leaders in Chile, Peru, Mexico and Colombia. Additionally, Televisa was selected as one of the three Mexican companies included in the Dow Jones Sustainability Emerging Markets Index, which is comprised by sustainability leaders in Western Europe, India, China, South Africa, Central America, South America and other countries. The Company obtained the Distinction of Socially Responsible Company in 2019 (ESR in its Spanish acronym), which is a recognition granted annually in Mexico by the Mexican Philanthropy Center (Cemefi in its Spanish acronym) and AliaRSE for its contribution to ethics, corporate governance, employees' quality of life, the development of community and environmental protection.</p> <p>The Company acknowledges that its employees deserve the same treatment and the same opportunities regardless of their gender, marital status, religion, race, social kin, nationality, political preference, disability, personal convictions, ethnics, among others, for which it maintains an internal campaign for nondiscrimination / egalitarian development / respect. The Company has implemented initiatives in order to support the labor inclusion of people with special abilities which work or wish to work at the Company. The Company reports, through the Carbon Disclosure Project (CDP), which is a global reporting system, whereby the company discloses information with respect to its environmental impact, including the consumption of water and the emission of greenhouse gases. The Company has implemented an Environmental Management policy which purpose is to regulate the activities performed by Grupo Televisa and by the entities thereby controlled, in order to mitigate or compensate for the environmental impact. Said policy is in line with the environmental policy corresponding to the Environmental Management System ISO 14001 (International Organization for Standardization 14001), as well as its Mission, Vision and Values. Currently, the Company holds 3 certificates in ISO 14001, and has accomplished the maximization of the power efficiency through the use of the power savers, illumination movement detectors, waste management through recycling programs, savings in the consumption of drinkable water through the implementation of waste water treatment plants and the reuse of water in activities such as irrigation, fire prevention systems and sanitary services. For more information please see the following Internet page http://www.televisair.com/es-ES/sustainability/informes-de-sostentabilidad.</p> |
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| | | | <p>The Company is profoundly committed with the strengthening of Mexico’s communities and with the investment for its development. During the last 18 years, Fundación Televisa, A.C. (“Fundación Televisa”) has created and supported programs providing educational opportunities, promoted the cultural identity and encouraged the community’s participation. Its innovative programs in the fields of education, culture, entrepreneurial spirit and environmental protection provide a powerful platform which enables hundreds of thousands of people to improve their ways of life, transforms their communities and constructs better and more sustainable societies. Fundación Televisa’s focus combines an efficient utilization of Televisa’s means of communication with avant-garde digital tools, financial support and multidisciplinary working teams within the field. In 2018, Fundación Televisa impacted the lives of 1,054,632 children, young adults and adults in both countries, investing more than \$346 million pesos together with its allies. Fundación Televisa obtained more than 127 million impacts through means of communication; more than 81 million people received our messages; and more than 64 institutions and organizations were benefited with our advertising spaces, through communication campaigns. Fundación Televisa’s causes generated more than 1.5 million followers in social media and brought together more than 4 million people through our platforms. Fundación Televisa’s programs are segmented in order to tend to the different stages in a person’s life. Empieza Temprano deals with the first infancy’s development, providing information and practical tips for parents and families. In order to improve the student’s abilities, Fundación Televisa has been promoting values under the motto Tienes el Valor o te Vale (which in English means something like Do you have the courage or do you simply don’t care) for the last 17 years. Aprende con el Chavo is a free educational online platform and Cuantrix teaches computer science and online codification. Technolochicas trains young women through STEAM (science, technology, engineering, art and mathematics) and Bécalos works in order to increase the number of students concluding their high school and university studies and improves the student’s employability. POSSIBLE helps to develop the high impact entrepreneurial spirit through the training, network creation, resources, visibility and acceleration of high potential startups. Moreover, Fundación Televisa’s cultural and environmental programs are directed to the general public at specific locations and globally, through digital spaces and means. For more information please see the following website https://informe.fundaciontelevisa.org/informe2018/</p> |
| ii. Changes in the mission and vision; | X | | <p>Vision: “To be the worldwide leader in the audiovisual content production in Spanish, and the voice, telephone and fixed data leading supplier in Mexico”. Mission: “Satisfy our clients’ and audience’s communication, connectivity, entertainment and information needs, meeting, at the same time, our profitability requirements through the highest global quality, creativity and social responsibility standards”.</p> |
| iii. Changes in the businesses’ strategy; | X | | <p>Through Planning and Finance working groups, comprised by the Company’s directors and/or relevant officers.</p> |

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| iv. Interested third parties' considerations: | X | The interested third-party concerns regarding sustainability are met through the Sustainability and Analysis Coordination with the support and direction of the Investor Relations Vice-presidency, area to which it is dependent. |
| v. Others | | Not Applicable. |
| u) Promotes for the Company to issue and disclose its Code of Ethics and promotes the disclosure of improper actions, as well as the informants' protection with concrete actions such as: | | |
| i. Issuance of the Code of Ethics | X | In order to be able to successfully face the challenges presented by the high competence environment in which the Company operates now a days, it is indispensable to clearly institute the Company's identity, direction and actions. The continuous success depends on each of the work of each of the directors, officers and employees, in order to protect and strengthen the Company's image and reputation, which can be achieved sticking to the highest personal and professional integrity standards. In order to achieve this purpose, Grupo Televisa's and its subsidiaries' Code of Ethics has been issued and updated which incorporates the fundamental code of ethic's principles which have to be followed by all the people which are part of the Group, therefore, the adherence to its content is mandatory. This adherence represents, an institutional loyalty declaration, in order to maintain the Corporation's image and performance within the solid integrity values before clients, shareholders, suppliers, employees and the community in general. |
| ii. Diffusion and internal and external application of the Code | X | It is permanently diffused internally through publications in boards distributed in the Company's and its subsidiaries' facilities, as well as an internal electronic Internet web page 'Intranet', which is systematically consulted by the employees. The external diffusion of the Code of Ethics is carried out through the publication in the Internet web pages in Spanish: http://www.televisair.com/~media/Files/T/Televisa-IR/documents/codes-and-bylaws/codigo-de-tica.pdf in English: http://www.televisair.com/~media/Files/T/Televisa-IR/documents/codes-and-bylaws/codes-and-bylaws.pdf . Likewise, a copy of the Code of Ethics is distributed to the Group's directors, officers and employees; whilst receiving it, they must sign the adherence letter as a sign of acceptance and commitment in order to respect the contents thereof. |
| iii. Code violations complaint mechanisms: | X | Grupo Televisa holds a Complaint's System which constitutes an efficient, trustworthy and efficient channel for Grupo Televisa's and its subsidiaries' personnel, through the employees and third parties are able to anonymously denounce the violations to the provisions set forth in the institutional Code of Ethics, as well as any other situation affecting the entrepreneurial interests and objectives as well as its human capital. |
| iv. Informant protection mechanisms; | X | The Company and the Audit Committee guarantee that the information is treated with the strictest confidentiality, the denouncing party's anonymity and the security that no actions or reprisals will be initiated against it. |
| v. Others: | | Promotion of Values Campaigns with the Company's personnel. |

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| | v) It verifies that the company holds the necessary mechanisms which enable it to prove that the company is compliant with the different applicable legal provisions. | X | | In the policies approved by the Board of Directors it is established that the internal control guidelines, the principles and the fundamental rules for the implementation and compliance with the laws are applicable to the Company and its subsidiaries. |
| | w) It maintains mechanisms for the prevention of unlawful transactions and prevention of conflicts of interest. | X | | Through the Compliance Department. |
| 12 | For the authority and responsibility guidelines to be transparent, the General Management's activities are separated from the Board of Director's activities. (Best Practice 9) | X | | |

Section 7.2 Board of Directors' Integration.

| | | YES | NO | COMENTARIES |
|-----------|---|-----|----|---|
| 13 | How many proprietary directors comprise the Board of Directors? (Best Practice 10) *** | 20 | | The Board of Directors is currently comprised by 20 (twenty) proprietary directors, of which 2 (two) were appointed by the Series 'L' and 2 (two) directors were appointed by the Series 'D'; 11 (eleven) proprietary directors were appointed by the Series 'A' shareholders and 5 (five) proprietary directors were appointed by the Series 'B' shareholders. |
| | *** The companies whose shares are quoted in the stock exchange may have a maximum of 21 directors. | | | |
| 14 | If any, how many alternate directors comprise the Board of Directors? (Best Practice 11). | 9 | | According to Art. 24 of the Securities Market Law, for each proprietary director an alternate director may be appointed. Currently 9 (nine) alternate directors have been appointed in order to meet the absences of the 20 (twenty) proprietary directors. With respect to the Series "A" 8 alternate directors were appointed, with respect to the Series "B" 5 alternate directors were appointed, with respect to the Series "L" 2 alternate directors were appointed and with respect to the Series "D" 3 alternate directors were appointed. The directors holding the capacity of related directors will be substituted indistinctly by any alternate director holding the same capacity as related director. The directors holding the capacity as independent directors will be indistinctly substituted by any alternate director holding the same capacity as independent director, except for Mr. Herbert Allen III, whom shall solely substitute the absences of Mr. Enrique Francisco José Senior Hernández. Regardless if some of the alternate directors may substitute more than one proprietary director, in no case shall they be entitled to substitute two proprietary directors simultaneously. |
| 15 | If there are alternate directors, please indicate: | | | |
| | a) Does each proprietary director suggest who will be his/her alternate? (Best Practice 11) | X | | In most cases, the proprietary directors propose the people whom shall be appointed to be their alternate directors. |
| | b) Does each independent proprietary director have an alternate director whom is also independent? (Best Practice 11) | X | | The alternate directors for the independent directors hold the same capacity |

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| 16 | Has a communication process been established between a proprietary director and his/her alternate which enables them to have an effective participation? (Best Practice 11) | X | | |
| 17 | The independent directors, at the time of their appointment, provide the chairman of the meeting with a compliance manifestation with respect to the independence requirements, such as: (Best Practice 12). | | | |
| | a) Compliance with the independence requirements. | X | | |
| | b) Manifestation of being free of any conflicts of interest. | X | | |
| | c) Not having their loyalty compromised. | X | | |
| 18 | Do the independent directors represent at least 25% of the total directors? (Best Practice 13) | X | | At least 25% of the proprietary directors have to be independent, same which, in order to hold such capacity, will not have to meet any of the assumptions referred to in art. 21 of the By-Laws, as per art. 26 Securities Market Law. The directors appointed by shareholders of Series 'L' and 'D' shall be independent. |
| 19 | With respect to the total number of proprietary members of the Board of Directors, how many of them are: (Best Practice 13): | | | |
| | a) Independent. (Is that whom complies with the independence requirements). | 15 | | |
| | b) Patrimonial. (Shareholders, even when they are part of the company's controlling group whom are not part of the management team). | 1 | | |
| | c) Independent Patrimonial. (Shareholders whom do not exercise significant influence, nor power, nor are linked with the company's management team). | 2 | | |
| | d) Related. (Is the director whom is solely an officer). | 0 | | |
| | e) Patrimonially related. (Are those shareholders whom are part of the management team) | 3 | | |
| 20 | Do the independent and patrimonial directors jointly constitute at least 60% of the Board of Directors? (Best Practice 14) | X | | The percentage of the independent and patrimonial directors jointly exceeds the minimum percentage set forth in the Best Corporate Practices Code. The percentage of the independent directors also exceeds the minimum percentage referred to in the Code itself. |

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| 21 | Is the incorporation of women into the Board of Directors considered? (Best Practice 15) | X | | |
| | a) How many women are part of the Board of Directors? | 1 | | |
| | i. Proprietary | 0 | | |
| | ii. Alternate | 1 | | |
| | b) Which category do they hold? | | | |
| | i. Independent | X | | |
| | ii. Patrimonial | | X | |
| | iii. Independent Patrimonial | | X | |
| | iv. Related | | X | |
| v. Patrimonially related | | X | | |
| 22 | Does the Annual Report filed by the Board of Directors determine: (Best Practice 16) | | | |
| | a) Each director's category | X | | |
| | b) Each director's professional activity. | X | | |
| | Note***: The companies whose shares are quoted in the stock exchange may have a maximum of 21 directors. | | | |

Section 7.3 Board of Directors' Structure.

For the performance of its functions, the Board of Directors may create one or more committees in order to support it. In each of the following functions an indication shall have to be made, within the commentaries section, with respect to the body carrying it out or, if applicable, explain the reason why they are not carried out. (Best Practice 17)

| | | YES | NO | COMENTARIES |
|----|---|-----|----|--|
| 23 | With the purpose of adopting more informed decisions, please state if the following functions are complied with by the board of directors (Best Practice 17): | | | |
| | a) Audit*** | X | | The Board of Directors is assisted by the surveillance of the management, conduction and execution of the businesses by the Audit Committee, comprised by independent directors, the Internal Audit Vice-presidency and by the external auditors, each within the scope of their corresponding competencies. |
| | b) Assessment and Compensation. | X | | Through the Corporate Practices Committee, comprised by independent directors. |
| | c) Finance and Planning. | X | | The Board of Directors is assisted by Planning and Finance working groups by proprietary and alternate directors and the Company's relevant officers who report to the Corporate Vice-president of Finance and to the Corporate Vice-president of Administration. |

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| | d) Corporate Practices *** | X | | Through the Corporate Practices Committee, comprised by independent directors. |
| | e) Risk and Compliance | X | | |
| | f) Others (elaborate) | | | Executive Committee. |
| 24 | Indicate which intermediate body carries out each of the following functions: | | | |
| | a) Audit. *** | | | Audit Committee. |
| | b) Assessment and Compensation. | | | Corporate Practices Committee and Company's relevant officers. |
| | c) Finance and Planning. | | | Planning and Finance working groups comprised by proprietary and alternate directors and the Company's relevant officers. |
| | d) Corporate practices*** | | | Corporate Practices Committee. |
| | e) Risk and Compliance | | | Audit Committee. |
| | Others. (elaborate) | | | Executive Committee |
| 25 | Point out the number of proprietary directors comprising each of the intermediary bodies? (Best Practice 18) | | | |
| | a) Audit. *** | 3 | | |
| | b) Assessment and Compensation. | 3 | | |
| | c) Finance and Planning. | 0 | | |
| | d) Corporate practices*** | 3 | | |
| | e) Risk and Compliance | 3 | | |
| | f) Others (elaborate) | | | 3. Executive Committee. |
| 26 | How often do these intermediate bodies report their activities to the Board of Directors?: (Best Practice 18) | | | |
| | a) Audit*** | OTHER | | Quarterly and annually. |
| | b) Assessment and Compensation | OTHER | | The Corporate Practices Committee reports to the Board of Directors solely when there is a relevant fact or a fact which is not contemplated within the Policy for the Designation and Comprehensive Retribution of the Relevant Officers |
| | c) Finance and Planning. | OTHER | | Quarterly and annually. |
| | d) Corporate practices *** | OTHER | | Quarterly and annually. |
| | e) Risk and Compliance | OTHER | | Quarterly and annually. |
| | f) Others. (elaborate) | | | Executive Committee. - Whenever necessary in accordance with the authorities conferred upon them in the by-laws. |
| 27 | Does the chairman of each intermediate body invite the company's officer which responsibilities are related with the intermediate body's functions to its meetings? (Best Practice 18) | X | | |

| | | | | |
|----|---|---|---|--|
| 28 | Does each of the independent directors participate in an intermediate body? (Best Practice 18) | | X | 3 proprietary and 1 alternate directors participate in the Audit Committee and 3 (three) proprietary independent directors participate in the Corporate Practices Committee, but not all the independent directors participate in the intermediate bodies. |
| 29 | If the answer to the previous question is negative, explain the reason why: | | | Some of the independent directors do not reside within the national territory, and in case it were to be intended for all the independent directors to be a part of at least one of these bodies, these would end up being too large which would result being inefficient for its operation and decision making. |
| 30 | Is the intermediate body in charge of the audit function chaired by an independent director with knowledge and experience in accounting and finance? (Best Practice 18) | X | | |
| 31 | If the answer to the previous question is negative, explain the reason why: | | | |

*** Mandatory function for the companies quoted on the stock market, which may be jointly carried out with other functions or in one single committee.

Section 7.4 Board of Directors' Operation.

| | | YES | NO | COMMENTARIES |
|----|--|-----|----|---|
| 32 | How many sessions are carried out by the Board of Directors during the fiscal year? (Practice 19) | 4 | | A minimum of 4 sessions. |
| 33 | If the answer to the previous question is less than 4, explain the reason why: | | | |
| | a) The information is not in time. | | | |
| | b) Due to a custom | | | |
| | c) It is not considered relevant | | | |
| | d) Others (elaborate) | | | |
| 34 | Are there any provisions whereby a Board of Directors' meeting can be called with the agreement of 25% of the directors or by any intermediate body's chairman? (Best Practice 20) | X | | |
| 35 | If the answer to the previous question is affirmative, elaborate on said provisions. | | | The Chairman of the Audit Committee and the Chairman of the Corporate Practices Committee can also call a Board meeting and cause for the items which they deem convenient to be included within the Agenda thereof. The By-laws contain a provision whereby 25% (twenty five percent) of the directors can call a Board of Directors' meeting. |
| 36 | How many days in advance are the board's members provided with the Information considered relevant and necessary for the decision making in accordance with the agenda contained in the call? (Best Practice 21) | 5 | | At least 5 business days prior to the meeting; additionally, the directors are entitled to request information without any restriction whatsoever in advance or after each meeting's date. |

| | | | | |
|----|---|---|--|--|
| 37 | Is there a mechanism which ensures that the directors will be able to assess the matters requiring confidentiality even when they do not receive the necessary Information with at least 5 business days prior to the meeting as set forth in the Code when dealing with non-confidential matters? (Best Practice 21) | X | | |
| 38 | If the answer to the previous question is affirmative, choose which of the following are the mechanism? | | | |
| | a) Telephonically | X | | |
| | b) Via email | X | | |
| | c) Intranet | | | |
| | d) Printed document | X | | |
| | e) Other. (elaborate) | | | Through the Diligent Boards application which allows to provide our directors, immediately and in compliance as per the highest security standards, with the material and information necessary for them to be able to efficiently collaborate with the administration and to adopt well informed decisions. Interviews.- In general terms, the Board's Executive Chairman, the Co-Executive Chairmen, or the Board's Secretary shall discuss strategic matters with the directors, whether through interviews, telephonically or via email in order to guarantee that the directors are able to assess the corresponding matter as well as to provide them with the information deemed relevant. |
| 39 | When the directors are appointed for the first time, are they provided with the necessary Information for them to be aware of the company's affairs as well as to be able to comply with their new responsibility? (Best Practice 22) | X | | The directors appointed for the first time are provided with various information with respect to the Company's transactions and situation, as well as information related to the obligations, responsibilities and authorities implied by being a member of the Board of Directors, such as the Code of Ethics, the Policies and Guidelines approved by the Board of Directors, the Company's by-laws, the Annual Report approved at the most recent shareholders' meeting, an extract of the Securities Market Law, an extract of the General Provisions applicable to the Securities Issuers and other Securities Market's Participants issued by the National Banking and Securities Commission, the Principles and Best Corporate Governance Practices Code (formerly the Best Corporate Practices Code) and the latest report which may have been presented with respect to the Questionnaire regarding the Degree of Adhesion to the Principles and Best Corporate Governance Practices Code (formerly the Best Corporate Practices Code). |

Section 7.5 Counselors' Responsibilities.

| | | YES | NO | COMMENTARIES |
|----|--|-----|----|--|
| 40 | Is every director provided with the necessary Information with respect to the obligations, responsibilities and authorities implied by being a member of the company's Board of Directors? (Best Practice 23) | X | | |
| 41 | Do the directors inform the Chairman and the rest of the Board of Directors' members of any situation whereby a conflict of interest exists or may result, refraining themselves from participating in the corresponding decision making? (Best Practice 24) | X | | |
| 42 | Do the directors use the company's assets or services solely for the compliance of its corporate purpose? (Best Practice 24) | X | | According to the Policies and Guidelines for the Use or Enjoyment of the Assets which are part of the Company's Estate and that of the entities controlled by it, by related people, approved by the Board of Directors, the directors, executives, employees, service providers, as well as Grupo Televisa's Related People, are expressly forbidden from enjoying for themselves or to approve in favor of others, the use or enjoyment of the Group's assets, whenever such use or enjoyment is not in compliance with the functions or responsibilities related with the businesses' transactions and administration. The use of the assets, services, personnel and equipment related with the Security Plan defined by the key executives or authorized employees and the use of invitations to sporting events or public shows are exempt from the foregoing provision. The Internal Audit Vice-presidency is the area responsible for surveilling the compliance with the use and enjoyment policies with respect to the patrimonial goods, as well as the follow up with respect to the resolutions adopted by the relevant officers and to inform the Audit Committee which, in turn, informs the Company's Management, where appropriate. |
| 43 | If applicable, are the clear policies enabling, in exceptional cases, the use of such assets for personal matters defined? (Best Practice 24) | X | | The Group's assets may be leased to Related People or to third parties, provided that: (i) They are institutions which are justified by reasons of benefiting the Group's business relations and/or to generate additional income due to available assets; (ii) They are carried out at market conditions and prices; (iii) They are formalized through an agreement; (iv) They are authorized in accordance with the authorities set forth in the Policies and Guidelines approved by the Board of Directors. |
| 44 | Do the directors dedicate the necessary time and attention to their function, assisting to at least 70 percent of the meeting to which they are summoned? (Best Practice 24) | X | | |

| | | | | |
|----|---|---|--|---|
| 45 | Does a mechanism exist whereby it is assured that the directors will maintain absolute confidentiality with respect to all the Information received by them as a result of the performance of their functions and, specially, with respect to their participation, and that of other directors, in the deliberations occurring during the Board of Directors' meeting? (Best Practice 24) | X | | |
| 46 | If the answer to the previous question is affirmative, explain the mechanism: | | | |
| | a) Confidentiality Agreement. | X | | |
| | b) Exercise of their fiduciary duties. | X | | The members of the Board of Directors and the Secretary are obliged to observe the diligence and loyalty duties imposed onto them by the Securities Market Law. |
| | c) Others. (elaborate) | | | Not Applicable. |
| 47 | Do the proprietary directors and, if applicable, their corresponding alternates maintain each other mutually informed with respect to the matters dealt with at the Board of Directors' meetings to which they attend? (Best Practice 24) | X | | |
| 48 | Do the proprietary directors and, if applicable, their corresponding alternates support the Board of Directors with opinions and recommendations which result from the analysis of the company's performance; with the purpose of having the adopted decisions being fully underpinned? (Best Practice 24) | X | | |
| 49 | Is there a mechanism for the evaluation of performance and compliance of responsibilities and directors' fiduciary duties? (Best Practice 24) | X | | |

8. AUDIT FUNCTION (folder or link)

Note: Indicate, in comments, if the Audit function is handled by a specific intermediate body or in case it is shared mention the name of the intermediate body and other functions performed by it.

*** The companies quoted in the stock exchange carry out these recommendations in the Corporate Practices function.

Section 8.1 Generic Functions.

| | | YES | NO | COMMENTARIES |
|----|--|-----|----|--------------|
| 50 | Does the intermediate body performing the audit function carry out the following functions? (Best Practice 25) | | | |
| | a) Recommend the Board of Directors: | | | |
| | i. The candidates to become company's external auditors. | X | | |

| | | | | |
|--|---|---|--|--|
| | ii. The engagement conditions. | X | | |
| | iii. The scope of the professional works. | X | | |
| | b) Recommend the Board of Directors to approve services in addition to the external audit. | X | | |
| | c) Supervise the compliance of the external auditors' professional works. | X | | Supervise the external auditors' works in relation with (i) The auditor's responsibility with respect to the financial information included within the public documents; (ii) The independence of the external auditors; (iii) The difficulties which are presented during the performance of the audits; (iv) The criterion which differ with the administration regarding the application of the International Financial Reporting Standards, scope of the audit and disclosure of the financial statements; (v) The general certified status of the Company's Internal Control based on the provisions of the Sarbanes-Oxley Law; (vi) The observations with respect to the preliminary review of the annual audit; and (vii) Corporate Governance roles and practices. |
| | d) Asses the performance of the entity providing external audit services. | X | | |
| | e) Analyzes the documents prepared or entered into by the external auditor, such as: | | | |
| | i. Expert opinion | X | | |
| | ii. Opinions | X | | |
| | iii. Reports | X | | |
| | iv. Briefings | X | | |
| | f) Does it meet at least once a year with the external auditor without the presence of the company's officers. | X | | It meets at least quarterly. |
| | g) It is the communication channel between the Board of Directors and the external auditors. | X | | |
| | h) It guarantees the external auditors' independence and objectivity. | X | | The Board of Directors provides its favorable opinion in order for it to approve the contracting of the different external auditing services with respect to the company's basic financial statements which will be rendered by the external auditors, and verifies that said services do not prejudice or otherwise compromise the external auditors' independence according to the General Provisions applicable to the entities and issuers supervised by the National Banking and Securities Commission contracting basic external financial statement auditing services and the other applicable provisions. |
| | i) Reviews: | | | |
| | i. Working program | X | | |
| | ii. Observations letters | X | | |
| | iii. Reports regarding internal control | X | | |
| | j) It meets periodically with the internal auditors without the presence of the company's officers in order to know of: | | | |

| | | | | |
|--|--|-------------|--|---|
| | i. Working program | X | | |
| | ii. Commentaries and observations with respect to its works advance | X | | It meets at least quarterly. |
| | iii. Others: | | | Not Applicable. |
| | k) Does the Board of Directors provide its opinion with respect to the policies and criterion used for the preparation of the financial Information, as well as its issuance procedure. | X | | Supports the Board of Directors in order for its business strategy to include an adequate control system as well as the application of the appropriate criterion in the preparation of financial information; assists the board in the preparation of the reports and in the compliance with respect to the rest of the obligations related with the filing of information and guarantees the adherence with respect to accounting principles and best practices in order to guarantee the financial information's quality, opportunity and veracity. |
| | l) Contributes to the definition of the general guidelines with respect to the internal control, to the internal audit and assesses its efficiency. | X | | It proposes the general guidelines for the control system and reports with respect to its effectiveness and approves the annual Internal Audit program, it knows the results of the function and assess the quality thereof. |
| | m) Verifies that the mechanisms established for the control of the risks to which the company is subject are met. | X | | Through the systematization of the identification, administration and risk control processes. |
| | n) Coordinates the tasks corresponding to the external, internal and statutory auditor. | X | | Except for the statutory auditor, since it is not applicable. As a result of the entry into force of the Securities Market Law, as of December 21st, 2006, the Company completely amended its by-laws and, thus, it does not have a Statutory Auditor. The surveillance functions are carried out by the Board of Directors supported by the Audit Committee. |
| | o) Verifies that it holds the necessary mechanisms which enable it to ensure that the company is compliant with the different provisions to which it subject. | X | | Promotes the adherence to the policies and regulations ensuring a greater protection against the inefficiency, the illegality and the noncompliance risks. |
| | p) How often does it carry out a review in order to inform the Board of Directors with respect to the company's legal situation. | Six-monthly | | At least biannual. |
| | q) Contributes in the establishment of the policies for related-party transactions. | X | | The Company complies with this function through the Corporate Practices Committee as per the Securities Exchange Law. |
| | r) Analyzes as evaluates the related-party transactions in order to recommend its approval to the Board of Directors. *** | X | | The Company complies with this function through the Audit Committee and the Corporate Practices Committee. |
| | s) Decides on the contracting of third-party experts issuing their opinion with respect to the related-party transactions or any other matter which allows it to adequately comply with its functions. *** | X | | The Company complies with this function through the Audit Committee and the Corporate Practices Committee. This Committee is authorized to request and propose the contracting of independent specialists in those cases where it deemed convenient. |
| | t) Verifies the compliance with the Ethics Code. | X | | Structures the procedures for the reception and dealing with complaints with respect to facts or situations which are not in line with the Code of Ethics of the Group and that of its subsidiaries and/or infringes upon its estate and objectives, ensuring that its transfer is confidential and anonymous on behalf of the employees, clients, suppliers, etc. |

| | | | |
|--|---|--|--|
| u) Verifies the compliance of the mechanism for the disclosure of improper actions and the protection of the informants. | X | | It is informed, quarterly or with the frequency which may be so required, with respect to the complaints or frauds which are informed, of the investigations' results and sanctions imposed in case they are found not to be true. |
| v) It supports the Board of Directors in the analysis of the continuity and information recovery plans. | X | | |

*** The companies quoted in the stock exchange carry out these recommendations in the Corporate Practices function.

Section 8.2 Auditors' selection.

| | | YES | NO | COMMENTARIES |
|----|--|-----|----|---|
| 51 | Does it refrain from contracting those firms whose fees received for the external audit and other additional services rendered by the company represent more than 10 percent of its total income? (Best Practice 26) | X | | |
| 52 | Rotation: | | | |
| | a) Is the partner in charge of ruling the financial statements replaced at least every 5 years? (Best Practice 27) | X | | |
| | b) Is the working group in charge of ruling the financial statements replaced at least every 5 years? (Best Practice 27) | X | | |
| 53 | Is the person signing the audit opinion with respect to the company's annual financial statements different from the one acting as Statutory Auditor? (Best Practices 28) *** | | X | Not applicable. As a result of the entry into force of the Securities Market Law, as of December 21st, 2006, the Company completely amended its by-laws and, thus, it does not have a Statutory Auditor. The surveillance functions are carried out by the Board of Directors supported by the Audit Committee. The audit opinion with respect to the annual financial statements is signed by the partner in charge of the external audit. |
| 54 | Is the Statutory Auditor's profile disclosed in the annual report presented by the Board of Directors to the Meeting? (Best Practices 29) *** | | X | Not applicable. Starting from December 21st, 2006, the Company does not have a Statutory Auditor as a result of the entry into force of the Securities Market Law. |

Note ***: For the traded stock corporations quoted within the stock exchange this Practice shall not be applicable.

Section 8.3 Financial Information.

| | | YES | NO | COMMENTARIES |
|----|---|-----|----|--|
| 55 | Does the intermediate body carrying out the auditing functions support, with its opinion, the Board of Directors for the latter to adopt decisions with trustworthy financial Information? (Best Practice 30) | X | | |
| 56 | Said financial Information is signed by: (Best Practice 30) | | | |
| | a) The General Manager. | X | | |
| | b) b) The officer responsible for its preparation. | X | | The Co-Executive Chairmen and the Corporate Finance Vice-chairman |
| 57 | The company has an internal audit area (Best Practice 31) | X | | The Internal Audit Vice-presidency |
| 58 | If the previous question is answered affirmatively, indicate if its general guidelines and working plans are approved by the board of directors (Best Practice 31) | X | | The general guidelines and working plans are approved through the Audit Committee. |
| 59 | Does the intermediate body performing audit functions provide its prior opinion to the Board of Directors for the approval of the accounting policies and criterion used for the elaboration of the company's financial Information? (Best Practice 32) | X | | Through the Audit Committee. |
| 60 | Does the intermediate body performing audit functions provide its opinion to the Board of Directors for the approval of changes to the accounting policies and criterion according to which the company's financial statements are prepared? (Best Practice 33) | X | | Through the Audit Committee. |
| 61 | Does the Board of Directors approve, with the committee's prior opinion who will be in charge of carrying out the auditing functions, the necessary mechanisms required to ensure the quality of the financial Information presented to it? (Best Practice 34) | X | | Through the Audit Committee. |
| 62 | In case there is financial information for intermediate periods during the year, does the committee in charge of carrying out the audit functions supervise that such information is prepared in accordance with the same policies, criterion and practices with which the annual Information is prepared? (Best Practice 34) | X | | |

Section 8.4 Internal Control.

| | | YES | NO | COMMENTARIES |
|-----------|---|-----|----|---|
| 63 | Are the internal control general guidelines and, if applicable, the reviews thereof subject to the Board of Directors' approval, prior opinion from the intermediate body carrying out the audit function? (Best Practice 35) | X | | The Company has a comprehensive internal control system. The system is based in the issuance of General Policies related to business, operation and administration, as well as in the assignment of responsibilities and authorizing authorities according to the identification of the nature and magnitude of the risks which may be faced by the Company. As of this date the internal control system has been optimized in order to be adjusted to international models as well as to the Principles and Best Corporate Governance Practices Code (formerly Best Corporate Practices Code). This evolution includes the update and/or implementation of the following aspects: a) Control environment: Implies the issuance of pronouncements from the senior management regarding risk-related matters and internal control, the issuance of the code of ethics, the disclosure and training pertaining to risk and control concepts, and the update of the general liability and authorities model. b) Risk assessment: Systematization of the identification, administration and risk control processes. c) Control activities: Coordination of the mechanisms and internal control activities with the surveillance procedures. The body in charge of the internal control is the Board of Directors through the Audit Committee. |
| 64 | Does the Board of Directors receive support in order to? (Best Practice 36) | | | |
| | a) Guarantee the internal control's effectiveness. | X | | The Audit Committee meets at least quarterly with the Internal Audit area and with the external auditors in order to review the activities which may have been carried out; to receive the information corresponding to the assessment of the weaknesses; it identifies and analyzes the level of materialization of the weaknesses which may have been identified, as well as the approval of the remediation actions. |
| | b) Guarantee the process for the issuance of the financial information. | X | | |
| 65 | Do the internal and external auditors? (Best Practice 37) | | | |
| | a) Assess the effectiveness of the internal control, as well as the process for the issuance of the financial information according to their usual working program? | X | | |
| | a) Are the results referred to in the situation information letter commented with them? | X | | |

Section 8.5 Related Parties.

| | | YES | NO | COMMENTARIES |
|-----------|--|-----|----|---|
| 66 | Does the intermediate body in charge of the auditing function support the Board of Directors in? (Best Practices 38) *** | | | |
| | a) The establishment of policies for related-party transactions. | X | | There are defined policies for the approval of the acts with related parties' which authorizations will have to be granted in accordance with the amount and materiality of such. |
| | b) The analysis with respect to the process for the approval of the related-party transactions. | X | | |
| | c) The analysis of the conditions required the contracting of the related-party transactions. | X | | |
| 67 | Does the intermediate body in charge of the audit function support the Board of Directors in the analysis of the proposals required in order to carry out operations with related parties outside of the company's normal course of business? (Best Practice 39) *** | X | | The Corporate Practices Committee, in accordance with what is provided in the Securities Market Law, analyzes and issues its opinion with respect to the waivers which are subject to the Board of Director's consideration in order for the directors, relevant officers or people with authority to cease the business opportunities related with the Company or entities controlled by the latter. In the case of recurrent operations, there should be an opinion of the Administration: (i) regarding impossibility or economic inconvenience for the Corporation to directly carry out this type of operations, or (ii) by means of which the reasons are explained that justify, in a reasonable manner, the operation in question. Likewise, it issues its opinion with respect to the authorization or rejection of transactions with "Related Parties" and "Conflicts of Interest", each individually, that the Corporation or the legal entities it controls intend to enter into in accordance with the definitions and the provisions of the Securities Market Law, the policies and guidelines approved by the Board of Directors and other applicable regulations. |
| 68 | Are the transactions with related parties outside of the ordinary course of business which represent more than 10 ten percent of the company's consolidated assets presented for the approval of the Shareholders' Meeting? (Best Practice 39) *** | X | | |

Note ***: The companies quoted in the stock exchange carry out these recommendations in the Corporate Practices function.

Section 8.6 Review and compliance with the provisions.

| | | YES | NO | COMMENTARIES |
|----|--|-----|----|---|
| 69 | Does the intermediate body in charge of the auditing function guarantee the existence of mechanisms enabling to determine whether the company duly complies with the legal provisions applicable thereto? (Best Practice 40, CPMPGC) | X | | Through the approval of the policies and guidelines ensuring that the Company does not incur in noncompliance or violations to the applicable laws. |
| 70 | If the answer to the previous question is affirmative, choose the mechanisms: | | | |
| | a) Legal Audit. | X | | Through the Compliance Department. |
| | b) Reports pertaining to pending legal matters | X | | At least 4 times a year. |
| | c) Others (elaborate): | | | The Board of Directors has approved, with the opinion of the Audit Committee, the internal control guidelines and the Internal Audit, as well as the Internal Responsibility Control Matrix clearly establishing the functioning scheme for the compliance of the laws and regulations, among others. Establish the implementation of the exercise and supervision of internal control activities in order to provide a reasonable security with respect to the compliance with the legal provisions applicable thereto |

9. EVALUATION AND COMPENSATION FUNCTION (folder or link)

Note: Indicate, in comments, if the Evaluation and Compensation function is handled by a specific intermediate body or in case it is shared mention the name of the intermediate body and other functions performed by it.

Section 9.1 Generic Functions.

| | | YES | NO | COMMENTARIES |
|----|---|-----|----|---|
| 71 | Does the intermediate body in charge of the evaluation and compensation function present the following for the Board of Director's approval? (Best Practice 41) | | | |
| | a) The criterion in order to appoint or remove the General Manager and the high-ranking officers. *** | X | | |
| | b) The criterion for the evaluation and compensation of the General Manager and of the high-ranking officers. *** | X | | The retribution for the Co-Executive Chairmen is authorized by the Board of Directors, with the prior opinion of the Corporate Practices Committee. |
| | c) The criterion in order to determine the payments for the separation of the General Manager and high-ranking officers. | X | | The payments for the disassociation of the General Manager, or of those whom carry out the Company's general management functions, are authorized by the Board of Directors, with the prior opinion of the Corporate Practices Committee. |

| | | | | |
|-----------|---|---|---|---|
| | d) The criterion in order to ensure that the talent and the organization's structure are in line with the strategic plan approved by the Board of Directors. | X | | |
| | e) The criterion in order to define the profile, as well as the directors' contracting, performance evaluation and compensation. | | X | |
| | f) The proposal carried out by the General Manager with respect to the structure and criterion for the personnel's compensation. | | X | The structure and criterion proposal for the personnel's compensation is analyzed and adjusted to the compensation guidelines and policies defined in order to ensure the internal equity and external competitive in salary-related matters. |
| | g) The company's Code of Ethics. | X | | The Board of Directors has approved the criterion for the adhesion of the Code of Ethics issued by the Company, same which is applicable to its subsidiaries, regulating, among others, the commercial practices. All directors, officers and employees have to ensure that the highest levels of honesty and integrity are maintained during the exercise of their responsibilities, as well as in representation of our Group. Each of them has to act in accordance with the Code of Ethics and in accordance with the country's applicable laws and those applicable in other jurisdictions where the Group carries out its activities. |
| | h) The improper actions Information system and the whistleblowers' protection, as well as their adequate functionality. | | X | The Audit Committee is in charge of presenting the Board of Director with the improper actions Information system and the whistleblowers' protection, as well as their adequate functionality. |
| | i) The formal system for the succession of the General Manager and that of the high ranking officers and verifies its compliance. | X | | The Board of Directors has approved a series of policies establishing the guidelines for the selection and contracting of the Company's General Manager, or of the people carrying out the Company's general management functions, and other relevant officers. |
| 72 | Do the General Manager and high-ranking officers refrain from participating in the decision making of the matters mentioned in question 71, a), b) and c) in order to prevent a possible conflict of interest? (Best Practice 42) | X | | |

Note ***: The companies quoted in the stock exchange carry out these recommendations in the Corporate Practices function.

Section 9.2 Operative Aspects.

| | | YES | NO | COMMENTARIES |
|----|--|-----|----|--|
| 73 | For the determination of the General Manager's compensations as well as that of the high ranking officers are considered aspects related with their functions, the scope of their objectives, the evaluation of their performance, their contribution to the achievement of results and that they are in line with the company's strategic plan? (Best Practice 43) | X | | Through the Corporate Practices Committee. |
| 74 | Are the policies and the components comprising the compensation for the Company's General Manager and high-ranking officers disclosed in the annual report presented by the Board of Directors to the Shareholders' Meeting? (Best Practice 44) | | X | |
| 75 | Does the intermediate body in charge of evaluation and compensation support the Board of Directors in previously reviewing the conditions in order to engage the General Manager and the high ranking officers, in order to ensure that its probable payments for the separation of the company are compliant with the guidelines approved by the Board of Directors? (Best Practice 45) | X | | Through the Corporate Practices Committee. |
| 76 | Does the intermediate body in charge of the evaluation and compensation support the Board of Directors in the definition of the directors' profile, their objectives, as well as the mechanisms for its contracting, evaluation and compensation? (Best Practice 46) | | X | |
| 77 | Does a formal succession plan exist ensuring a stable succession process for the General Manager and the company's high ranking officers in line with the strategic plan? (Best Practice 47) | X | | The Board of Directors has delegated this function onto the Corporate Practices Committee. |
| 78 | If the answer to the previous question is negative, explain why or choose one of the following reasons: | | | |
| | a) The company has been recently created. | | | |
| | b) The officers are young | | | |
| | c) The officers have been recently hired | | | |
| | d) It is not a relevant matter | | | |
| | e) Others: (elaborate) | | | |
| 79 | Do the families of the company's shareholders have an agreement clearly stating the way in which their interests will be represented at the Shareholders' Meeting and Board of Directors? (Best Practice 48) | | X | |

10. FINANCE AND PLANNING FUNCTION

NOTE: Indicate, in comments, if the Finance and Planning function is handled by a specific intermediate body or in case it is shared mention the name of the intermediate body and other functions performed by it.

Section 10.1 Generic Functions.

| | YES | NO | COMMENTARIES |
|---|-----|----|--|
| 80 | | | |
| Does the intermediate body in charge of the finance and planning function perform the following activities? (Best Practice 49) | | | |
| a) Study and propose the Company strategic course to the board of directors in order to ensure its stability and permanence in time. | X | | Through Planning and Finance working groups, comprised by the Company's directors and/or relevant officers. |
| b) Analyze and propose general guidelines for the determination and follow up of the company's strategic plan. | X | | |
| c) Guarantee that the strategic plan contemplates the generation of economic and social value for the shareholders, as well as the sources of employment and the existence of interested third parties. | X | | Position, comparative and follow up investment indicators reports regarding valuations, assets and liability are regularly generated, with which indicators are generated which support the decision making compliant with the strategic plan. |
| d) Guarantee that the strategic plan is in line with the long-term course established by the Board of Directors. | X | | Meetings are carried out with the Planning and Finance working groups which are comprised by directors and/or relevant Company's officers, whom are in charge of reviewing the adopted actions, the effects of the market conditions and defining development actions, which are in line with the compliance for the long term strategic plan. |
| e) Evaluate and opine with respect to the company's investment policies and finance proposed by the General Management. | X | | A follow up is carried out with respect to the main corporate and market indicators, readings are requested with respect to the various financial system's participants in order to analyze the options which are compatible with the strategic plan. |
| f) Comment with respect to the premises regarding the annual budget and follows up on its application, as well as its control system. | X | | The Treasurer and its team are part of the working teams analyzing the budget and the expense control. |

Section 10.2 Operative Aspects.

| | YES | NO | COMMENTARIES |
|---|-----|----|--------------|
| 81 | | | |
| Does the intermediate body in charge of the finance and planning function support the Board of Directors for one of the meetings to be dedicated to the definition or update of the company's long term course of action? (Best Practice 50). | X | | |
| 82 | | | |
| Does the intermediate body in charge of the finance and planning function support the Board of Directors in the review of the strategic plan presented by the general management for its approval? (Best Practice 51). | X | | |
| 83 | | | |
| Does the intermediate body in charge of the finance and planning function support the Board of Directors in the analysis of the policies presented for its approval by the General Manager regarding? (Best Practice 52): | | | |
| a) The handling of the treasury | X | | |
| b) The contracting of derivative financial products. | X | | |
| c) The asset investment. | X | | |
| d) Contracting of liabilities. | X | | |

| | | | | |
|-----------|--|---|--|--|
| | e) Are they in line with the Strategic plan? | X | | |
| | f) Do they correspond to the company's ordinary course of business? | X | | |
| 84 | Does the intermediate body in charge of finance and planning ensure that the premises corresponding to the annual budget are in line with the strategic plan? (Best Practice 53) | X | | |

11. Risk and Compliance Function.

NOTE: Indicate, in comments, if the Risk and Compliance function is handled by a specific intermediate body or in case it is shared mention the name of the intermediate body and other functions performed by it.

11.1 Generic functions

| | | YES | NO | COMMENTARIES |
|-----------|--|-----|----|------------------------------|
| 85 | Does the body in charge of the Risk and Compliance function perform the following activities? (Best Practice 54) | | | |
| | a) Assess the mechanisms presented by the General Management for the identification, analysis, administration and control of the risks to which the company is subject and provides its opinion to the Board of Directors. | X | | |
| | b) Analyze the risks identified by the General Management. | X | | |
| | c) Define the strategic risks which will be followed up by the Board of Directors. | X | | |
| | d) Define the financial and operative risks which will be followed up by the General Management. | X | | |
| | e) Assess the criterion presented by the General Manager for the disclosure of the risks to which the company is subject and provides its opinion to the Board of Directors. | X | | |
| | f) Knows the legal provisions to which the company is subject and strictly follows up with the compliance therewith. | X | | |
| | g) Knows the pending legal matters and provides its opinion to the Board of Directors. | X | | Through the Audit Committee. |

11.2 Operative aspects

| | | YES | NO | COMMENTARIES |
|-----------|---|-----|----|------------------------------|
| 86 | Does the Board of Directors review, at least once a year, the evaluation of the company's strategic risks in order to guarantee the stability and permanence in time of the company? (Best Practice 55) | X | | |
| 87 | Does the intermediate body support the Board of Directors in the follow up of the mitigation of the identified risks? (Best Practice 56) | X | | Through the Audit Committee. |
| 88 | Does the intermediate body support the Board of Directors in the assessment of mechanisms for: (Best Practice 57) | | | |
| | a) Risk identification | X | | |
| | b) Risk analysis | X | | |
| | c) Risk management | X | | |

| | | | | |
|--|---|---|--|--|
| | d) Risk control | X | | |
| 89 | Is a report regarding the situation held by the management of each of the risks identified presented to the Board of Directors at each session by the General Manager? (Best Practice 58) | | | |
| | a) The General Manager's report to the Board of Directors includes the matter pertaining to the identified risks and it is approved by the Board of Directors. | X | | |
| | b) The General Manager's Report to the Board of Directors includes new identified risks. | X | | |
| 90 | Does the intermediate body supervise that all the legal provisions to which the company is subject are met? (Best Practice 59) | | | |
| | a) Does it take note of a detailed report with respect to all the legal provisions to which the company is subject as well as the contingent or noncompliance effects? | X | | |
| | b) Is there a formal process in order to ensure the compliance with the legal obligations to which the company is subject? | X | | |
| | i. Explain how. | | | The internal lawyers which oversee the legal proceedings, periodically inform the status thereby held. |
| | c) How often is the Board of Directors informed on this matter? | 4 | | Quarterly and annually |
| 91 | Is the Board of Directors informed with respect to the company's pending legal proceeding and their possible risk? (Best Practice 60) | | | |
| | a) Does the General Manager periodically inform with respect to the status of all the company's legal proceedings? | X | | |
| | b) Is there a formal procedure to follow up on all the pending legal procedures? | X | | |
| | i. Explain how. | | | Quarterly and annually in the Audit Committee. |
| Mexico City, as of May 31st, 2019 | | | | |