



**FOR IMMEDIATE RELEASE**

**GRUPO TELEVISA ELECTS BOARD OF DIRECTORS AND  
ADOPTS BY-LAW AMENDMENTS**

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Mexico City, April 30, 2002-- Grupo Televisa, S.A. (NYSE: TV) today announced that its shareholders elected the Company's Board of Directors and Executive Committee at today's annual shareholders meeting, as follows:

**Members of the Board**

Emilio Azcárraga Jean

Chairman of the Board, President and Chief Executive Officer and President of the Executive Committee – Grupo Televisa.

María Asunción Aramburuzabala Larregui

Vice Chairwoman of the Board and Member of the Executive Committee – Grupo Televisa and Member of the Executive Committee of Grupo Modelo.

*In alphabetical order:*

Juan Abelló Gallo

President of Grupo Torreal, Spain.

Alfonso de Angoitia Noriega

Executive Vice President and Chief Financial Officer – Grupo Televisa.

Julio Barba Hurtado

Prosecretary of the Board; Director of Grupo Televicentro and Legal Advisor to the Presidency – Grupo Televisa.

José Antonio Bastón Patiño

Corporate Vice President of Television – Grupo Televisa.

Ana Patricia Botín O'Shea

Private Investor.

Manuel Jorge Cutillas Covani

Director of Bacardi Limited.

Jaime Dávila Urcullu

Executive Vice President – Grupo Televisa.

Carlos Fernández González	Chief Executive Officer and Vice President of the Board of Grupo Modelo.
Bernardo Gómez Martínez	Deputy to the Presidency – Grupo Televisa.
Claudio X. González Laporte	Chairman and Chief Executive Officer of Kimberly-Clark de México and President of the Mexican Business Council.
Roberto Hernández Ramírez	Chairman of the Board of Banamex-Citibank (México).
Enrique Krauze Kleinbort	Chief Executive Officer of Editorial Clío.
Germán Larrea Mota Velasco	Chairman of the Board of Grupo México.
Gilberto Perezalonso Cifuentes	Private Advisor.
Alejandro Quintero Iñiguez	Corporate Vice President of Sales and Marketing – Grupo Televisa.
Fernando Senderos Mestre	Chief Executive Officer of Desc.
Enrique F. Senior Hernández	Executive Vice President and Managing Director of Allen & Company Inc.
Lorenzo H. Zambrano Treviño	Chairman of the Board and Chief Executive Officer of Cemex.

Messrs. Herbert Allen III, Alberto Montiel Castellanos, José Luis Fernández Fernández , and Juan G. Mijares Dávalos, among others, have been appointed as alternate members of the Board.

### **Members of the Executive Committee**

Emilio Azcárraga Jean	Chairman of the Board, President and Chief Executive Officer and President of the Executive Committee – Grupo Televisa.
María Asunción Aramburuzabala Larregui	Vice Chairwoman of the Board and Member of the Executive Committee – Grupo Televisa; and Member of the Executive Committee of Grupo Modelo.

*In alphabetical order:*

Juan Pablo Andrade Frich	Asset Manager.
Alfonso de Angoitia Noriega	Executive Vice President and Chief Financial Officer – Grupo Televisa.
Julio Barba Hurtado	Prosecretary of the Board; Director of Grupo Televicentro and Legal Advisor to the Presidency – Grupo Televisa.
José Antonio Bastón Patiño	Corporate Vice President of Television – Grupo Televisa.
Jaime Dávila Urcullu	Executive Vice President- Grupo Televisa.

Bernardo Gómez Martínez

Deputy to the Presidency – Grupo Televisa.

Alejandro Quintero Iñiguez

Corporate Vice President of Sales and Marketing –  
Grupo Televisa.

The shareholders meeting also approved amendments to the Company's by-laws in respect to the amendments to the Mexican Securities Market Law passed recently by Congress, including:

- a) The provision that 25% of the members of the Board of Directors must be independent.
- b) The creation of an independent Audit Committee that, among other matters, will review transactions with affiliates. The majority of the members of such committee will be independent members of the Board.

Additionally, the Board must now approve transactions that are out of the ordinary course of business between the Company involving (i) a related party, (ii) a purchase or sale that represents 10% or more of our assets, (iii) the granting of guarantees exceeding 30% of our assets and (iv) other transactions representing more than 1% of our assets. Finally, a provision has been included in the by-laws whereby any future acquisition which results in the ownership of 10% or more of our voting stock must be approved by the Board of Directors or the shareholders, subject to certain exceptions. In the case of competitors of the Company, this percentage will be 5% of our capital stock. This by-law provision also incorporates certain rules recently issued by the Mexican Banking and Securities Commission intended to protect minority shareholders.

The shareholders also approved the issuance of Series A shares in an aggregate amount of up to 4.5% of the Company's capital stock to fund the Company's Long Term Retention Plan. The Company expects to issue these shares this year to a Trust, which will be established for the implementation of the Plan. The Company estimates that the shares issued to the Trust will become vested over a period of approximately 10 years through grants of options, restricted stock and other arrangements. The Company intends that the first awards will be granted as stock options or other similar arrangements to key personnel in the first quarter of 2003, with vesting beginning in three years and exercise periods of two years following vesting. Therefore, a portion of the first options may be exercised by the beneficiaries starting in year 2006, and no awards will be exercisable after five years from the date granted. The price to be paid by the Plan will be the higher of (i) the equivalent of US\$60 dollars per ADR or (ii) the market price of the shares at the date of issuance. As required by Mexican Law and subject to other applicable securities laws, preemptive rights in respect of the shares to be issued will be granted to shareholders, irrespective of the series of stock they hold, at the same price as the price being offered to the Plan. The Company believes that awards under the Plan will be an important tool for compensating key personnel by further aligning their interests with those of the shareholders, while promoting the retention of important employees.

Grupo Televisa S.A., is the largest media company in the Spanish-speaking world, and a major player in the international entertainment business. It has interests in television production and broadcasting, programming for pay television, international distribution of television programming, direct-to-home satellite services, publishing and publishing distribution, cable television, radio production and broadcasting, professional sports and show business promotions, paging services, feature film production and distribution, dubbing, and the operation of a horizontal Internet portal. Grupo Televisa also has an unconsolidated equity stake in Univision, the leading Spanish-language television company in the United States.

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