



Audit Committee

The Mexican Securities Market Law requires that the Audit Committee be responsible for the duties set forth in Section II of Article 42 and other applicable provisions of the Mexican Securities Market Law. Such duties include evaluating our independent auditor, reviewing the audit report, opinion, and other documents prepared annually by the independent auditor, informing the Board of Directors of the quality of and any deficiencies in the company's internal control mechanisms and regarding internal audits of the company or entities controlled by the company. As of April 16, 2013, the members of the Audit Committee were Elsa Beatriz Garcia Bojorges, as chairman, and Margarita Hugues Velez and Fernando Flores Perez, each of whom were independent as such term is defined in the Mexican Securities Market Law and in Rule 10A-3 under the Exchange Act. Each member's term on the Audit Committee runs concurrently with such member's term on our Board of Directors.

As of April 16, 2013, Fernando Flores y Perez is chairman of both the Corporate Practices Committee and the Finance, Planning and Sustainability Committee. Each member's term on either committee runs concurrently with such member's term on our Board of Directors. All members of either committee are independent directors as such term is defined in the Mexican Securities Market Law, and Mr. Mulas and Mr. Dychter are independent directors as such term is defined in Rule 10A-3 under the U.S. Securities Exchange Act of 1934, as amended, or the Exchange Act.

Both of the above committees are empowered to call shareholders' meetings and hire independent counsel and other advisors, as they deem necessary to carry out their duties, including, in the case of the Corporate Practices Committee, the review of related-party transactions.