

**REGULATIONS (Terms of Reference) SELECTION/APPOINTMENT COMMITTEE
OF THE SUPERVISORY BOARD**

General

These regulations describe the role and responsibility of the Selection and Appointment Committee, its composition and the way in which it performs its duties. The regulations and the composition of the Selection and Appointment Committee are posted on the company's website. The Supervisory Board's report in the annual report mentions the composition of the Selection and Appointment Committee, the number of meetings as well as the most important subjects raised for discussion.

The members of the Selection and Appointment Committee shall act in compliance with primary and secondary legislation, the Dutch Corporate Governance Code of December 2008, the Supervisory Board regulations and the Articles of Association.

Article 1 Composition

1. The Selection and Appointment Committee ('the Committee') consists of at least three members among which a 'Femsa nominee'.
2. The Supervisory Board determines the composition of the Committee and designates the Committee's chairman from its members.
3. At least two members of the Committee are independent within the meaning of best practice provision III.2.2 of the Dutch Corporate Governance Code.

Article 2 Tasks

1. The Committee's task is to prepare, and if necessary, to execute, resolutions to be adopted by and acts to be performed by the Supervisory Board on the domain entrusted to the Committee. The Supervisory Board remains responsible for the resolutions and acts, even if prepared or performed by the Committee. The domain entrusted to the Committee comprises the following:
 - a. drawing up selection criteria and appointment procedures for Supervisory Board members and Executive Board members;
 - b. periodically assessing the size and composition of the Supervisory Board and the Executive Board, and making a proposal for a composition profile of the Supervisory Board;

- c. periodically assessing the functioning of individual Supervisory Board members and Executive Board members, and reporting on this to the Supervisory Board;
 - d. making proposals for appointments, reappointments and dismissals of Supervisory Board and Executive Board members and for suspension of Executive Board members; and
 - e. supervising the policy of the Executive Board on the selection criteria and appointment procedures for senior management.
2. The Committee is entitled to investigate any matters belonging to the domain entrusted to the Committee. The Committee is authorized to request all necessary information from the Chairman of the Executive Board and to seek external advice.

Article 3 Meetings/Resolutions

1. The Committee meets at least once a year or more if requested by one of its members.
2. The Committee will, in general, invite the Chairman of the Executive Board to attend the meetings. The Committee can request the Chairman of the Executive Board to be accompanied by other members of the Executive Board and/or directors and/or employees of the company.
3. The Committee is supported by the Company Secretary, whose tasks shall include at least the following:
 - i. to timely convene the meetings;
 - ii. to send the members the agenda and pertaining appendices, basically one week prior to the meeting;
 - iii. to take minutes of the meetings; the minutes are adopted at the next meeting;
 - iv. to dispatch the draft minutes and/or the adopted minutes of the meeting to the members of both the Executive Board and the Supervisory Board (as soon as possible).
4. The Committee takes resolutions delegated to it by unanimous vote of the members present. Legally valid resolutions can only be taken in a meeting attended by at least two members of the Committee.
5. Subject to written permission of all members of the Committee, the Committee may also take resolutions delegated to it without holding a meeting.
6. If it should appear that the Committee is unable to take a resolution delegated to it with the required unanimous vote or written approval, its Chairman shall immediately promote decision making by the Supervisory Board.

Article 4 Other provisions

1. These regulations have been adopted by the Supervisory Board in its meeting on 25 August 2009 and will become applicable as from the same date.
2. These regulations are not applicable to the extent they conflict with the law or with the Articles of Association of the company.
3. The regulations replace the regulations adopted by the Supervisory Board in its meeting on 8-9 November 2004 and amended in the Supervisory Board meeting dated 11 May 2010.