



Committees of the Board of Directors

Our board of directors is supported by committees, which are working groups approved at our annual shareholders meeting that analyze issues and provide recommendations to the board of directors regarding their respective areas of focus. The senior management and senior executives interact periodically with the committees to address management issues. The following are the three committees of the board of directors:

Planning and Finance Committee

The planning and finance committee works with management to set our annual and long-term strategic and financial plans and monitors adherence to these plans. It is responsible for setting our optimal capital structure and recommends the appropriate level of borrowing as well as the issuance of securities. Financial risk management is another responsibility of the planning and finance committee. Martín Felipe Arias Yaniz is the chairman of the planning and finance committee. The other members include: Federico José Reyes García, John Murphy, Amy Eschliman and Leroy Kim.

Audit Committee

The audit committee is responsible for reviewing the accuracy and integrity of quarterly and annual financial statements in accordance with accounting, internal control and auditing requirements, as well as overseeing risk management including in connection with sustainability, cybersecurity and tax. The audit committee is directly responsible for the appointment, compensation, retention and oversight of the independent auditor, who reports directly to the audit committee (such appointment and compensation being subject to the approval of our board of directors); the internal auditing function also reports to the audit committee. The audit committee has implemented procedures for receiving, retaining and addressing complaints regarding accounting, internal control and auditing matters, including the submission of confidential, anonymous complaints from employees regarding questionable accounting or auditing matters. To carry out its duties, the audit committee may hire independent counsel and other advisors. As necessary, we compensate the independent auditor and any outside advisor hired by the audit committee and provide funding for ordinary administrative expenses incurred by the audit committee in the course of its duties. Victor Alberto Tiburcio Celorio is the chairman of the audit committee and the “audit committee financial expert.” Pursuant to the Mexican Securities Market Law, the chairman of the audit committee is elected at our shareholders meeting. The other members are Olga Gonzalez Aponte and Francisco Zambrano Rodríguez. Each member of the audit committee is an independent director, as required by the Mexican Securities Market Law and applicable New York Stock Exchange listing standards.

Corporate Practices Committee

The corporate practices committee, which consists exclusively of independent directors, is responsible for preventing or reducing the risk of performing operations that could damage the value of our company or that benefit a particular group of shareholders. The committee may call a shareholders meeting and include

matters on the agenda for that meeting that it deems appropriate, approve policies on related party transactions, approve the compensation plan of the chief executive officer, senior management and relevant officers, and support our board of directors in the elaboration of related reports. The chairman of the corporate practices committee is Luis Rubio Freidberg. Pursuant to the Mexican Securities Market Law, the chairman of the corporate practices committee is elected at our shareholders meeting. The other members include Jaime A. El Koury and Luis A. Nicolau Gutiérrez.