

Special Nominating Committee Charter

The Company is a controlled company as defined by the rules of the New York Stock Exchange. The Company has taken advantage of the exceptions to comply with the corporate governance rules of the New York Stock Exchange requiring a majority of independent directors and independent compensation and nomination/corporate governance committees.

1. Purpose

The Special Nominating Committee (the “Committee”) has the exclusive power and authority to nominate special independent directors, evaluate candidates for such nominations, and fill any special independent directors’ vacancies. Notwithstanding the foregoing, the power of the Committee to nominate special independent directors is subject to the rights of the stockholders to make nominations in accordance with the By-Laws.

The Committee considers and makes recommendations to the Board of Directors with respect to the nominations for special independent directors. The Committee considers recommendations for special independent directors nominees to the Board of Directors from all sources.

The number of special independent directors on the Board of Directors at any given time shall equal (a) the total number of directors on the Board of Directors multiplied by (b) the percentage of Common Stock owned by all of the stockholders (other than Grupo México, S.A.B. de C.V., the majority indirect stockholder of the Company, and its affiliates), rounded up to the next whole number. Notwithstanding the foregoing, the total number of persons nominated as special independent directors cannot be less than two or greater than six.

2. Composition and Manner of Acting

The Committee is comprised of three (3) directors, two (2) of whom are currently Luis Miguel Palomino and Carlos Ruiz Sacristán (each an “Initial Member” and, together with their successors, “Special Designees”) and a “Board Designee.” The Board Designee will be selected annually by the Board of Directors. The Special Designees will be selected annually by the members of the Board who are special independent directors or Initial Members. Only special independent directors can fill vacancies on the Committee resulting from the removal, resignation, retirement or death of either an Initial Member or a special independent director. The Committee members serve at the discretion of the Board but cannot be removed except for cause as set forth in the Company’s By-Laws. Meetings will be held in response to the needs of the Board and the Company. The Committee shall set its own rules of procedure consistent with the Company’s By-Laws and applicable law but the presence of all members shall be necessary and sufficient to constitute a quorum for the transaction of business, and the unanimous vote of all members of the Committee shall be necessary for the adoption of any resolution or the taking of any action.

3. Duties and Responsibilities

The Committee shall have the authority to:

- a) consider and recruit candidates to fill the positions on the Board allocated to special independent directors taking into account the Board’s current composition and core competencies and the needs of the Board as a whole;

- b) apply criteria for Board membership that require special independent directors to satisfy the independence requirements, possess financial and business competency, high ethical standards and integrity, intelligence and judgment, sufficient time to devote to Company matters, and a history of achievement;
- c) review and consider candidates from all sources;
- d) conduct appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates;
- e) recommend the special independent director nominees for approval by the Board and the shareholders;
- f) fill any vacancy created by the removal, resignation or retirement from the Board of any special independent director; and
- g) evaluate annually the Committee's own performance and the adequacy of this Charter, and report on the same to the Board.

The Committee shall have the authority to delegate any of its authority to subcommittees designated by the Committee, to the extent permitted by law. The Committee shall have the sole authority to retain and terminate any advisor, including counsel and search firm to be used to identify special independent director candidates, including sole authority to approve the fees and other retention terms of said advisors.

4. Definitions

- a) **Special Independent Director**: A special independent director is a person who (i) satisfies the independence standards of the New York Stock Exchange (or any other exchange or association on which the Common Stock is listed) and (ii) is nominated by the Special Nominating Committee.
- b) **Initial Member or Special Designee**: A special independent director. Luis Miguel Palomino Bonilla and Carlos Ruiz Sacristán are each an Initial Member and, together with their successors, they are Special Designees. Only special independent directors can fill vacancies on the Committee resulting from the removal, resignation, retirement or death of either an Initial Member or a special independent director.
- c) **Board Designee**: A Board member selected annually by the Board of Directors.

Approved by the Board of Directors on July 14, 2005; Conforming Technical Changes Made on January 28, 2010.