

MEXICAN STOCK EXCHANGE

TICKER SYMBOL: **WALMEX**

WAL - MART DE MEXICO, S.A.B. DE C.V.

**QUESTIONNAIRE ON CORPORATE GOVERNANCE
PRINCIPLES AND BEST PRACTICES**

Shareholders' Assembly

Section 6.1 Information and Agenda of the Shareholders' Assembly.	
1. Is the grouping of matters related to other subjects avoided in the "Agenda"? (Best Practice 1)	YES
2. Is the use of Miscellaneous Subjects avoided in the "Agenda"? (Best Practice 1)	YES
3. Is information on each item included in the "Agenda" available with a minimum of 15 days before the meeting? (Best Practice 2)	YES
4. Is there a guideline that contains detailed information and voting alternatives with which shareholders can instruct their agents on how to exercise the voting rights related to each topic in the Agenda? (Best Practice 3)	YES
5. Regarding the information given to shareholders:	
a) Does it include suggestions from the Board of Directors for the integration of new members? (Best Practice 4)	YES
b) Does it include résumés for all the candidates to the Board of Directors with enough information to assess their classification and independence? (Best Practice 4)	YES
COMMENT: Résumés are included every time new Directors are appointed.	

Section 6.2 Information and Communication between the Board of Directors and the Shareholders.	
6. Does the Board of Directors include in its "Annual Report to the Shareholders' Assembly" relevant matters pertaining to the work done by the committee or committees who perform duties related to the following subjects? (Best Practice 5):	
a) Audit. ***	YES
b) Evaluation and compensation.	YES
c) Finance and planning.	YES
d) Risk and compliance	YES
e) Corporate Practices***.	YES
f) Others (explain in detail).	
7. Are the reports by each committee available to shareholders, within the material for the Meeting, with the exception of that information that must be kept confidential? (Best Practice 5)	YES
8. Does the "Annual Report" to the Shareholders' Assembly include the names of all members from each committee? (Best Practice 5)	YES
9. Does the Company have the necessary means of communication to keep shareholders, general investors and third-party stakeholders properly informed? (Best Practice 6). If the answer is yes, explain which ones in detail. If the answer is no, explain why.	YES
a) Explain in detail:	
Yes, the Company publishes all relevant events and quarterly and annual financial information through the Mexican Stock Exchange, the National Banking and Securities Commission, OTC (www.mybnyhdr.com) and the Investor Relations site (www.walmex.mx). Also, the Company informs every January about the recurring information that will be published, such as monthly sales and quarterly reports, so that analysts, investors and the general public are aware in advance of the availability of this information and can go over it.	
10. Is there a procedure in place to prevent conflicts among shareholders and/or directors, and solve them in a peaceful, compromised way, by using the alternative mechanisms to solve disputes? (Best Practice 7)	YES
COMMENT: Independent Director Adolfo Cerezo was appointed Leading Director by the Shareholders' Assembly to mainly act as the link between minority shareholders of the Company and the administration.	

*** A mandatory duty for companies listed with the Mexican Stock Exchange, which can be performed along with other functions or within a single committee.

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Board of Directors

Section 7.1 Duties Performed by the Board of Directors.	
11. Does the Board of Directors perform the following duties? (Best Practice 8)	
a. Ensures all shareholders:	
i. are treated equally.	YES
ii. have their rights honored.	YES
iii. have their interests protected.	YES
iv. have access to Company information.	YES
b. Ensures the creation of financial and social value for all shareholders, as well as the permanence of the Company.	YES
c. Encourages the Company to take third-party stakeholders into consideration for decision making processes. Third-party stakeholders will be:	
i. Employees	YES
ii. Customers	YES
iii. Suppliers	YES
iv. Creditors	YES
v. Community served by the Company	YES
vi. Other third-party stakeholders	YES
d. Ensures the honest, responsible operations of the Company.	YES
e. Determines strategic direction.	YES
f. Supervises the operations of the Company.	YES
g. Approves management.	YES
h. Includes innovation as part of the Company's culture and mindset.	YES
i. Appoints a Chief Executive Officer and top Company Officers.	YES
j. Evaluates and approve the management by the Chief Executive Officer and top Company Officers.	YES
k. Promotes:	
i. the responsible issuing of information.	YES
iii. the responsible disclosing of information.	YES
iii. the transparent administration of the Company	YES
l. Promotes the establishing of internal control mechanisms.	YES
m. Promotes the establishing of mechanisms that ensure the quality of information.	YES
n. Establishes policies regarding operations with related parties.	YES
o. Approves operations with related parties.	YES
p. Encourages establishment of a formal succession plans for:	
i. Chief Executive Officer.	YES
ii. Top Company Officers.	YES
q. Ensures the existence of mechanisms allowing for the proper:	
i. Identification of strategic risks.	YES
ii. Analysis of strategic risks.	YES
iii. Management of strategic risks.	YES
iv. Control of strategic risks.	YES
v. Proper disclosure of strategic risks.	YES
r. Ensures the determination of plans aimed at the continuity of the business.	YES
s. Oversees the existence of information recovery plans in case of disasters.	YES
t. Encourages social responsibility. The form(s) in which social responsibility is encouraged is (are):	
i. Community service.	YES
ii. Changes in mission and vision.	YES
iii. Changes in the strategy of the business.	YES
iv. Consideration to third-party stakeholders.	YES
v. Others:	
Our purpose of saving customers' money and helping them live a better life, with the vision of contributing to improve the quality of life of families in the region, as resulting is the most trusted omnichannel chain.	
We are committed to work altogether with our stakeholders; we generate Shared Value to society and the planet to enhance economic, environmental, and social development.	
We want to use our size for good to achieve a significant contribution to sustainable development.	
We set our ESG priorities based on relevance to our company purpose, product categories and key markets, as well as our ability to create change, and the importance to our customers and other stakeholders.	
We have defined three strategic pillars for our company based on our strategic approach and on material issues for our stakeholders:	
Environment	
Climate change mitigation	
<ul style="list-style-type: none"> 88% stores are supplied with renewable energy 	

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- 17% increase in scope 1 and 2 GHG emissions reduction scope 1 and 2 compared to 2015 baseline
- 51% of energy consumption is supplied from renewable sources
- on 2019 CDP climate change disclosure

Fostering a circular economy

- 70% of waste generated was diverted from landfill
- We diverted 39,736 metric tons of food from landfills
- 1,586,475 m3 landfill space was saved
- Launch of the campaign #SinBolsaPorFavor

Sustainable sourcing

- A- on the CDP Climate Change supplier engagement
- 2,274 products with improvements to reduce their environmental impact
- 85% of our suppliers use palm oil and have sustainable certification
- 61% of pulp & paper in our Private Brands products is supplied from sustainable sources

Social Associates

Talent Development

- 238,972 associates, 53% are women.
- 26,381 promotions, 49% were women.
- 8,543 jobs created.
- 9.5 million hours in training.

Diversity and inclusion

- 2,323 associates with a disability, 151% more vs 2018
- There are two Advisory Councils on Diversity and Inclusion –one in Mexico and the other in Central America

Life-work balance

We are committed to the well-being of our associates, which is why we seek to innovate by implementing initiatives that help us build a healthy, collaborative and flexible work environment.

- +28,400 associates transferred to stores closer to their homes
- Suppliers

Suppliers Suppliers

- 42,224 suppliers in the region.
- 93% of merchandise sold in Mexico is purchased in the country.
- 86% of the merchandise sold in Central America is purchased in the region.

Community

- More than 1,508 MXN billion channeled through social impact programs.
- More than 1.8 million beneficiaries.
- 128 NGOs working in alliance with the company.

Food Security

- 34,833 tons channeled.
- More than 1,402,000 beneficiaries each month.
- 104 food banks supported.

Support during natural disasters

- 75 tons of aid channeled to support victims.

Corporate Governance

Board of Directors

- 30% of Directors are women
- 50% of Directors are independent

Corporate Responsibility Committee

Led by our CEO and composed of senior executives from each of the areas of the company.

Ethics and Compliance

This program is designed to prevent, detect, and respond to any failure to comply with applicable laws, policies, and internal procedures.

Ethics Statement

- 106,205 training hours on our Statement of Ethics

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u. Encourages the Company to issue and disclose its Ethics Code, and promotes the disclosure of wrongdoings and the protection of informants through specific actions such as the following:	
i. Issuance of the Ethics Code.	YES
ii. Internal and external diffusion and application of the Code.	YES
iii. Complaint mechanisms for the offences to the Code.	YES
iv. Protection mechanisms for the informants.	YES
v. Others:	
Ethics and Compliance	
<p>We have been remodeling the Ethics and Compliance program over the past five years. We established an integrated global structure to improve transparency and accountability. We developed processes, with the help of innovative technological systems, to ensure that acting in the right way is part of the company's culture. And we are taking similar steps to promote integrity with our business partners, particularly those who interact with governments on our behalf.</p> <p>It is a good time to look back, review what we have learned and make plans for the future.</p> <p>Our Ethics and Compliance Program is dynamic and effective, and is designed to prevent, detect, and respond to any failure to comply with applicable laws, policies, and internal procedures. This program provides the guidelines that all associates must follow in order to act correctly and in accordance with the company's fundamental values and principles, to contribute to being the most trusted omnichannel retailer for our customers and suppliers.</p> <p>Since 2014, we appointed a Vice President of Ethics and Compliance in Mexico and Central America, in charge of a dedicated team, divided into: 14 different areas, ranging from anti-corruption to food safety. In order to provide the necessary knowledge and expertise, we appointed Subject Matter Experts for each of the 14 risk areas by retail market, and designated 14 Global Subject Matter Leaders, who work together to identify and coordinate common standards and procedures, share best practices, and provide training, monitoring, and support on their subjects. These individuals report directly to the Vice President of Ethics and Compliance in each of the business units.</p> <p>We have a Global Compliance Responsibilities Matrix, which details misconduct that Walmart considers a serious violation of its compliance policies. Disciplinary measures for each violation are determined after carefully reviewing the severity of the offense, relevant circumstances, existing laws, and disciplinary processes. This list is not exhaustive and associates may be disciplined for any reason consistent with applicable laws, policies, or in accordance with each Market's specific list of compliance responsibilities.</p> <p>At Walmart, we are committed to maintaining an environment of integrity and respect in which everyone feels comfortable and free to express their concerns. As a result, associates can communicate their ideas or concerns and even report inappropriate behavior without fear of reprisal.</p> <p>We have different formal complaint mechanisms:</p> <ul style="list-style-type: none"> • The Open Door Communication process is the most direct way to express any concerns to a leader through open communication • Global Ethics Hotline We have local telephone numbers available that any person can dial to ask questions or concerns 24/7. This hotline is equipped to serve in the local languages of all the markets where we operate, including Spanish. This line is managed by an independent third party • Web site and e mail 	
v. Makes sure the Company has appropriate mechanisms to prove it meets all applicable legal regulations to which it is subject	YES
w. Maintains a mechanism in place to prevent illegal operations and conflicts of interest.	YES
12. To ensure that lines of authority and responsibility are fully transparent, the CEO's activities are kept separated from those of the Board of Directors (Best Practice 8).	YES

Section 7.2 Integration of the Board of Directors.	
13. How many Directors does the Board of Directors have? (Best Practice 10, Securities Market Law) ***	11
14. If applicable, how many Alternate Directors does the Board of Directors have? (Best Practice 11)	0
COMMENT: The Board of Directors of the Company is comprised of only Directors.	
15. If there are Alternate Directors, indicate:	
a) Does each Director suggest his/her Alternate Director? (Best Practice 11)	N/A
b) Does each Independent Director have an Alternate Independent Director? (Best Practice 11)	N/A
16. Is there a communication process between Directors and their Alternate Directors to foster effective participation? (Best Practice 11)	N/A
17. Upon the appointment of Independent Directors, do they give the Chairman proof of compliance with requirements concerning independence? (Best Practice 12)	
a) Compliance with requirements of independence	YES
b) Statement of not having any conflict of interest	YES
c) Not having their loyalty compromised	YES
18. Do Independent Directors represent at least 25% of all Directors? (Best Practice 13)	YES
19. Of the total number of proprietary members from the Board of Directors, how many are classified as follows? (Best Practice 13):	
a) Independent (The Director who meets the requirements for independence).	5
b) Equity (Shareholders who despite being part of the Company's control group, are not part of the Management team).	1
c) Equity Independent (Shareholders not exerting considerable influence, nor authority, nor tied to the Company's management team).	2
d) Related (The Director who is only part of the Management Team).	1

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COMMENT: Only the President and CEO is both Director and part of the Management Team, while the other four related Directors are not officers of the Issuer, but of its parent company.	
During the General Shareholders' Assembly held on March 24, 2020, the eleven Directors were appointed, in terms of the article 24 of the Securities Exchange Act.	
e) Equity Related (Shareholders, who, in addition are corporate officers).	0
20. Do Independent and Patrimonial Directors add up to a minimum of 60% of the Board of Directors? (Best Practice 14)	NO
21. Are women considered to join the Board of Directors? (Best Practice 15)	YES
a) How many women are members of the Board of Directors?:	3
i. Directors	3
ii. Alternate Directors	0
COMMENT: The Board of Directors of the Company is comprised of only Directors.	
b) How are they categorized?	
i. Independent	YES
COMMENT: One female Independent Director	
ii. Equity	NO
iii. Equity Independent	NO
iv. Related	YES
COMMENT: Two female Related Directors, both are not officers of the Issuer, but of its parent company.	
v. Equity Related	NO
22. Regarding the Annual Report presented by the Board of Directors, does it indicate? (Best Practice 16):	
a) The classification for each member of the Board of Directors.	YES
b) The professional activity of each member of the Board of Directors.	YES
COMMENT: The professional activity of each member of the Board of Directors is made public prior to each individual appointment; nevertheless, it is not mentioned in every subsequent Annual Report for abbreviation purposes.	

Note: *** Publicly-held companies may have a maximum of 21 Directors.

Section 7.3 Structure of the Board of Directors.	
The Board of Directors can create one or several committees to support the fulfillment of its obligations. For each of the following duties, comment on which committee performs each duty or explain why it is not performed (Best Practice 15).	
23. With the purpose of making informed decisions, indicate if the next duties are performed by the Board of Directors (Best Practice 17):	
a) Audit.***	YES
b) Evaluation and Compensation.	YES
c) Finance and Planning.	YES
d) Corporate Practices.***	YES
e) Risk and Compliance	YES
f) Others (explain in detail):	
24. Indicate which committee performs the following duties:	
a) Audit.*** Audit Committee	
b) Evaluation and Compensation. Corporate Practices Committee	
c) Finance and Planning. Audit Committee	
d) Corporate Practices.*** Corporate Practices Committee	
e) Risk and Compliance Audit Committee	
f) Others (explain in detail):	
25. Indicate the number of Proprietary Directors that serve on the following committees: (Best Practice 18)	
a) Audit.***	5
b) Evaluation and Compensation.	5
c) Finance and Planning.	5
d) Corporate Practices.***	5
e) Risk and Compliance	5
f) Others (explain in detail):	
COMMENT: Wal-Mart de México, S.A.B. de C.V. held its Annual General Ordinary Shareholders' Assembly on March 24, 2020, where it was approved that the committees were to be comprised of five members, all of them independent, statutory Directors.	
26. How often do committees report their activities to the Board of Directors? (Practice 18)	
a) Audit.***	Quarterly
b) Evaluation and Compensation.	Quarterly
c) Finance and Planning.	Quarterly
d) Corporate Practices.***	Quarterly
e) Risk and Compliance.	Quarterly
f) Others (explain in detail):	
COMMENT: The Corporate Practices Committee develops the functions of Evaluation and Compensation, while the Audit Committee is in charge of	

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Finance and Planning and Risk and Compliance.	
27. Does the Chairman of each committee invite company officials to meetings when the latter's responsibilities are related to duties performed by the former? (Best Practice 18)	YES
28. Does each Independent Director participate in a committee? (Best Practice 18)	YES
29. If the answer to the previous question is no, explain why.	
N/A	
30. Is the committee in charge of audit duties chaired by a Director with accounting and financial background and know-how? (Best Practice 18)	YES
31. If answer to previous question is no, explain why.	
N/A	

*** A mandatory duty for companies listed with the Mexican Stock Exchange, which can be performed along with other functions or within a single committee.

Section 7.4 Operation of the Board of Directors.	
32. How many times does the Board of Directors meet during an entire year? Best Practice 19)	5
33. If the answer to the above question is 4 or less, explain the reason:	
a) Information is not available on time.	N/A
b) Business-as-usual practice.	N/A
c) It is not an important matter.	N/A
d) Others (explain in detail):	
34. Are there policies whereby 25% of the Directors or the President of any committee can agree to call a session of the Board of Directors? (Best Practice 18)	YES
35. If the answer to the question above is yes, explain these policies.	
Clause Twelve, section 2 of the corporate bylaws as well as Article 27 of the Securities Market Law.	
36. How many days before a Board Meeting do the members of the Board have access to relevant and necessary information for decision-making, as per items outlined under the Agenda sent in the call for a meeting? (Best Practice 21)	30
COMMENT: Between 30 and 5 days in advance.	
37. Is there a mechanism to ensure that the Directors are able to evaluate matters requiring confidentiality? Despite not receiving necessary information at least 5 working days prior to the meeting of the Board as established in the Code regarding non-confidential matters (Best Practice 19).	YES
38. If the answer to above is yes, select which mechanism(s) applies/apply:	
a) Telephone.	√
b) E-mail.	√
c) Intranet.	√
d) Printed file.	√
e) Other (explain in detail):	
Highly safe technological platform. Audit and Corporate Practices Committees' private sessions.	
Audit and Corporate Practices Committees periodically request updated information and situation status reports from primary corporate officers.	
39. When Directors are appointed for the first time, do they receive the information needed to bring them up to speed with current matters, so they can better perform their new duties? (Best Practice 22)	YES

Section 7.5 Directors' Responsibilities.	
40. Does each Director receive pertinent information on his/her new obligations, responsibilities, and empowerment as befitting a new member of the Board of Directors of the Company? (Best Practice 23)	YES
41. Do the Directors inform the Chairman and other Board members of any situation that entails, or may become, a conflict of interest, refraining from participating in the corresponding deliberations? (Best Practice 24)	YES
42. Do Directors use Company assets or services only to comply with the corporate purpose? (Best Practice 24)	YES
43. If the case be, are there clearly-defined policies that permit, during specific exceptions, the use of said assets for personal reasons? (Best Practice 24)	YES
COMMENT: The Company makes no exceptions, as it does not permit its Directors the use of assets for personal reasons.	
44. Do Directors devote the necessary time and care to their duties, attending a minimum of 70% of all meetings to which they are called? (Best Practice 24)	YES
COMMENT: Additions	
45. Is there any mechanism that ensures complete confidentiality by Directors of all information received for the performing of duties and, particularly, regarding their involvement and that of other Directors in deliberations during Board of Director meetings? (Best Practice 24)	YES
46. If the preceding answer is yes, explain said mechanism.	
a) Confidentiality agreement.	
b) Execution of their fiduciary obligations.	√
c) Others (explain in detail):	
When they are appointed, they are informed of their obligations and responsibilities in terms of the applicable law, and they are provided with a copy of the documentation.	
47. Do the Directors, and in their case, their respective alternates, keep each other mutually informed of the matters covered during	YES

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Board of Director sessions that they attend? (Best Practice 24)	
48. Do the Directors and, if applicable, their respective Alternates support the Board of Directors with opinions and recommendations stemming from the analysis of the performance of the Company, with the purpose of adopting decisions that are properly substantiated? (Best Practice 24)	YES
49. Is there an evaluation mechanism regarding the performance of, and compliance with, the responsibilities and fiduciary obligations of the Directors? (Best Practice 24)	YES
COMMENT: The Report by the Audit and Corporate Practices Committees is presented to The Shareholders' Assembly, which in return ratifies all Board actions.	

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Audit Function

Section 8.1 Generic Duties.	
50. Does the committee in charge of auditing duties, do the following? (Best Practice 25)	
a) Recommends to the Board of Directors:	
i. Candidates for independent auditors.	YES
ii. Contracting terms.	YES
iii. The scope of professional work to be done.	YES
b) Suggests to the Board that it approves the additional services than those regularly performed by independent auditors.	YES
c) Supervises compliance regarding professional work performed by independent auditors.	YES
d) Evaluates performance of firm providing independent audit services.	YES
e) Analyzes documents prepared or signed by independent auditor, such as:	
i. Independent auditor report.	YES
ii. Opinions.	YES
iii. Other reports.	YES
iv. Other information means.	YES
f) Meets at least once a year with the Independent Auditor without the presence of top officials from the Company.	YES
g) Acts as the channel of communication between the Board of Directors and the Independent Auditors.	YES
h) Ensures the independence and objectivity of Independent Auditors.	YES
i) Reviews:	
i. Work program.	YES
ii. Letters of observations.	YES
iii. Reports about the internal control.	YES
j) Meets periodically with internal auditors without the presence of Company officers, to hear their:	
i. Work program.	YES
ii. Comments and observations on the status of their work.	YES
iii. Others:	
k) Provides their opinion to the Board on the policies and criteria used in preparing the financial information, as well as the process for issuing the same.	YES
l) Contributes towards defining overall internal control guidelines for Internal Audit, and evaluate their efficacy.	YES
m) Ensures compliance with established mechanisms the Company is bound to follow, aimed at strategic risk control	YES
n) Coordinates work done by the Independent Auditor, internal audit, and the Statutory Examiner.	YES
o) Ensures the existence of the necessary mechanisms to verify that the Company is in fact in compliance with the different provisions that it is bound to follow.	YES
p) How often is a review of the legal situation of the Company reported to the Board of Directors?	Quarterly
COMMENT: Or before, if the situation calls for it.	
q) Contributes to the establishment of policies for operating with related parties. ***	YES
r) Analyzes and evaluate operations with related parties to recommend approval by the Board of Directors. ***	YES
s) Decides on the hiring of third parties so they may express an opinion on the operation with third parties, or any other matter that allows for the proper performance of corresponding duties.***	YES
t) Verifies compliance with the Ethics Code.	YES
u) Verifies compliance with the mechanism for reporting improper actions, and protection for informants of the same.	YES
v) Assists the Board of Directors in analyzing business continuity and information recovery plans.	YES

Note: *** Those companies whose shares are traded on the Stock Exchange conduct these recommendations under the duties of Corporate Practices.

Section 8.2 Selection of Auditors.	
51. Does the Company refrain from contracting those firms whose fees for independent auditing and other services rendered represent more than 10% of the total income for the Company? (Best Practice 26)	YES
52. Rotation:	
a) Is the partner from the firm who renders an opinion on financial statements replaced at least once every 5 years? (Best Practice 27)	YES
b) Is the team from the firm who renders an opinion on financial statements replaced at least once every 5 years? (Best Practice 27)	YES
53. Is the person who signs the auditor's opinion on the annual financial statements for the Company someone other than the persons who serves as Statutory Examiner? (Best Practice 28) ***	NO
COMMENT: Not applicable, due to being a publicly-held stock corporation (S.A.B. in Spanish).	
54. Is the résumé of the Examiner included in the annual reported presented by the Board of Directors to the General Shareholders' Assembly? (Best Practice 29) ***	NO
COMMENT: Not applicable, due to being a publicly-held stock corporation (S.A.B. in Spanish).	

Note ***: In the case of Stock Market companies who trade on the market, this practice does not apply.

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Section 8.3 Financial Information.	
55. Does the committee in charge of the Audit duties assist the Board of Directors by providing reliable financial information so the Board of Directors may make informed decisions? (Best Practice 30)	YES
56. Is said financial information signed by (Best Practice 30):	
a) Chief Executive Officer.	YES
b) Executive in charge of its preparation.	YES
57. Does the Company have an Internal Audit department? (Best Practice 31)	YES
58. If the answer to the previous question is yes, state if overall guidelines and work plans are approved by the Board of Directors (Best Practice 31)	YES
59. Does the committee in charge of the audit function give an opinion to the Board of Directors for the approval of accounting policies and criteria used in preparing the financial information for the Company? (Best Practice 32)	YES
60. Does the committee in charge of the audit function give its opinion to the Board of Directors to approve the changes in accounting policies and procedures, which in turn are used in preparing the financial statements for the Company? (Best Practice 33)	YES
61. Does the Board of Directors approve, with the prior opinion supplied by the committee in charge of Auditing, the mechanisms needed to ensure the quality of the financial information that it receives? (Best Practice 34)	YES
62. In the case of financial information for intermediate periods during the fiscal year, does the committee in charge of Auditing supervise that said information is prepared in keeping with the same policies, practices and criteria used in preparing the annual information? (Best Practice 34)	YES

Section 8.4 Internal Control.	
63. Are the overall internal guidelines and, should it be the case, revisions to the same, submitted for approval to the Board of Directors after having first received the opinion of the committee in charge of Auditing duties? (Best Practice 35)	YES
64. Does the Board of Directors receive support to? (Best Practice 36):	
a) Ensure the effectiveness of internal control.	YES
b) Ensure the process for issuing financial information.	YES
65. Regarding internal and independent auditors (Best Practice 37):	
a) Do they evaluate, according to the regular work plan, the effectiveness of internal controls and of the process for issuing financial information?	YES
b) Do they exchange information regarding the results highlighted in the letter of situations to be reported?	YES

Section 8.5 Related Parties.	
66. Does the committee in charge of Auditing duties support the Board of Directors in the following activities? (Best Practice 38) ***	
a) Establishing policies that govern operations with related parties.	YES
b) Analyzing the approval process for operations with related parties.	YES
c) Analyzing contractual conditions for operations with related parties.	YES
67. Does the committee in charge of Auditing support the Board of Directors in analyzing proposals concerning operations with related parties outside the normal line of business of the Company? (Best Practice 39) ***	YES
68. Are operations with related parties outside the normal line of business of the Company, which surpass 10% of the consolidated Company assets, presented to the Shareholders Assembly for approval by the same? (Best Practice 39) ***	YES

Note ***: Those companies that trade on the stock market perform these recommendations as part of the duties of Corporate Practices.

Section 8.6 Verification of compliance with provisions.	
69. Does the committee in charge of Auditing ensure the existence of mechanisms that enable verification of full compliance with any and all applicable legal provisions that the Company should observe? (Best Practice 40)	YES
70. If the answer to the above question is yes, select said mechanisms.	
a) Legal audit.	√
b) Reports of unfinished legal matters.	√
c) Others (explain in detail):	

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Evaluation and Compensation Duties

Section 9.1 Generic Duties.	
71. Does the committee in charge of the evaluation and compensation duties present the following to the Board of Directors for its approval? (Best Practice 41)	
a) Criteria to designate or remove the CEO and top Company Officers. ***	YES
b) Criteria for evaluation and compensation of CEO and top level Company officers. ***	YES
c) Criteria to determine separation pay for the CEO and top level Company officers.	YES
d) Criteria to make sure that the Company's talent and structure are aligned with the strategic plan approved by the Board of Directors.	YES
e) Criteria to determine the profile of the Directors, as well as hiring, performance assessment and compensation procedures followed for Directors.	YES
f) Proposal presented by the CEO regarding the structure and criteria for compensation of personnel.	YES
g) Corporate Code of Ethics.	YES
h) A reporting system for improper actions and protection of informants, as well as the proper operation of the same.	YES
i) A formal succession system for the CEO and top Company Officers, and verify full compliance with the same.	YES
72. Do the CEO and top Company Officers refrain from participating in the deliberations of matters mentioned in question 71, a), b) and c) with the purpose of preventing any possible conflicts of interest? (Best Practice 42)	YES

***: Those companies that trade on the stock market conduct these recommendations in the duties outlined for Corporate Practices.

Section 9.2 Operations-related matters.	
73. In order to determine the remuneration packages for the CEO and top Company officers, are aspects related to their duties, the scope of their objectives, their performance evaluations, their contributions to results and their alignment to the Company's strategic plan taken into consideration? (Best Practice 43)	YES
74. Does the annual reported presented by the Board of Directors to the General Shareholders' Assembly include the policies used and the components that form part of the remuneration package for the CEO and the top Company Officers? (Best Practice 44)	NO
75. Does the committee in charge of evaluation and compensation support the Board of Directors with the review of hiring terms for the CEO and top Company Officers, with the purpose of ensuring that probable payments separate from the Company comply with the guidelines approved by the Board of Directors? (Best Practice 45)	YES
76. Does the committee in charge of evaluation and compensation support the Board of Directors with the determination of the profile for Directors, their objectives and the mechanisms to hire, assess and compensate them? (Best Practice 46)	YES
77. With the purpose of ensuring a stable succession process, is there a formal succession plan for the CEO and top Company Officers that is aligned with the strategic plan? (Best Practice 47)	YES
78. If the answer to the previous question is no, explain why or select one of the following reasons:	
a) The Company is recently founded.	
b) The top Company Officers are young.	
c) The top Company Officers recently joined the Company.	
d) It is not an important matter.	
e) Others (explain in detail):	
79. Have the relatives of the shareholders of the Company executed an agreement that clearly states the way in which their interests will be represented during Shareholders' Assemblies and Board of Directors Meetings? (Best Practice 48)	NO
COMMENT: N/A	

MEXICAN STOCK EXCHANGE

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WAL - MART DE MEXICO, S.A.B. DE C.V.

**QUESTIONNAIRE ON CORPORATE GOVERNANCE
PRINCIPLES AND BEST PRACTICES**

Finance and Planning Duties

Section 10.1 Generic Duties.	
80. Does the committee in charge of finance and planning duties perform the following activities? (Best Practice 49)	
a) Study and suggest to the Board of Directors a strategic vision for the Company that ensures its stability and permanence.	YES
b) Analyze and suggest overall guidelines to determine the strategic plan for the Company, and follow up on the same.	YES
c) Make sure that the strategic plan includes the generation of financial and social value for shareholders, as well as sources of jobs and the existence of third-party stakeholders.	YES
d) Ensure the alignment of the strategic plan with the long-term direction determined by the Board of Directors.	YES
e) Evaluate and give an opinion on Company investments and financial policies suggested by the CEO's office.	YES
f) Give an opinion on the premises for the annual budget and follow up on its enforcement, and on the control system	YES
Section 10.2 Operations-related matters.	
81. Does the intermediary body in charge of finance and planning provide support for the Board of Directors so that one of the sessions is devoted to defining or updating the long-term vision of the Company? (Best Practice 50)	YES
82. Does the intermediary body in charge of finance and planning provide support for the Board of Directors concerning the review of the strategic plan presented by the CEO for approval? (Best Practice 51)	YES
83. Does the committee in charge of finance and planning provide support for the Board of Directors in analyzing any and all policies presented by the CEO for approval regarding the following (Best Practice 52):	
a) Treasury management.	YES
b) The contracting of derivatives.	YES
c) Investing in assets.	YES
d) Contracting liabilities.	YES
e) Are they aligned with the strategic plan?	YES
f) Do they match the Company's line of business?	YES
84. Does the committee in charge of finance and planning make sure that the premises of the annual budget are aligned with the strategic plan? (Best Practice 53)	YES

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Risk and Compliance Duties

Section 11.1 Generic Duties.	
85. Does the committee in charge of Risk and Compliance duties perform the following activities? (Best Practice 54)	
a) Assess the mechanisms presented by the CEO to identify, analyze, manage and control Company's risks and offer thoughts to the Board of Directors.	YES
COMMENT: The Audit Committee is in charge of this.	
b) Analyze risks found by the CEO.	YES
COMMENT: The Audit Committee is in charge of this.	
c) Determine strategic risks that the Board of Directors will track.	YES
COMMENT: The Audit Committee is in charge of this.	
d) Determine financial and operating risks that the CEO will track.	YES
COMMENT: The Audit Committee is in charge of this.	
e) Assess the CEO's criteria to disclose Company risks and offer thoughts to the Board of Directors.	YES
COMMENT: The Audit Committee is in charge of this.	
f) Know about the legal provisions that the Company has to follow and strictly enforce corresponding compliance.	YES
COMMENT: The Audit Committee is in charge of this.	
g) Know about on-going lawsuits and offer thoughts to the Board of Directors.	YES
COMMENT: The Audit Committee is in charge of this.	
Section 11.2 Operations-related matters.	
86. Does the Board of Directors go over the assessment of the Company's strategic risks at least once a year to make sure of the Company stability and permanence? (Best Practice 55).	
	YES
87. Does the intermediary body support the Board of Directors concerning the follow up on the mitigation of found strategic risks? (Best Practice 56)	
	YES
COMMENT: The Audit Committee is in charge of this.	
88. Does the intermediary body support the Board of Directors concerning the assessment of mechanisms for the following purposes? (Best Practice 57)	
a) Risk identification.	YES
COMMENT: The Audit Committee is in charge of this.	
b) Risk analysis.	YES
COMMENT: The Audit Committee is in charge of this.	
c) Risk management.	YES
COMMENT: The Audit Committee is in charge of this.	
d) Risk control.	YES
COMMENT: The Audit Committee is in charge of this.	
89. Does the CEO submit a report during every Board of Directors Meeting about the status of the management of each of the risks found? (Best Practice 58).	
a) The report that the CEO submits to the Board of Directors includes the item of management of risks found, and it must be approved by the Board of Directors.	YES
b) The report that the CEO submits to the Board of Directors includes newly found risks.	YES
90. Does the intermediary body oversee the compliance with all legal provisions that the Company should observe? (Best Practice 59)	
a) Does it take notice of a detailed report of all legal provisions the Company should observe and the consequences for not complying?	YES
COMMENT: The Audit Committee is in charge of this.	
b) Is there a formal process in place to assure the compliance with the legal obligations that the Company has to fulfill?	YES
i. Explain how	
The Audit Committee knows about relevant lawsuits, as well as new bills and their publication that may somehow impact the Company.	
c) How often is the Board of Directors informed about this item (how many times a year)?	4
COMMENT: Every quarter, or more often, as the case may be.	
91. Does the Board of Directors know about on-going lawsuits in which the Company is involved, and about probable risks involved? (Best Practice 60).	
a) Does the CEO periodically inform about the status of all on-going lawsuits in which the Company is involved?	YES
b) Is there a formal process in place to follow up on all on-going lawsuits?	YES
i. Explain how	
The Audit Committee is informed about the status of on-going lawsuits and the consequential risk score, as well as mitigation procedures in place, through Legal and Finance areas, which meet every month, and release information to the Audit Committee every quarter, or more often, as the case may be.	