

## Report by the Audit and Corporate Practices Committees

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

ANNUAL REPORT

### BOARD OF DIRECTORS, WAL-MART DE MÉXICO S.A.B. DE C.V. PRESENT

#### TO WHOM IT MAY CONCERN:

In compliance with Article 43 of the Securities Market Law (LMV) and the internal regulation for the Committees I oversee, with approval from the Board of Directors for Wal-Mart de México, S.A.B. de C.V. (which together with its subsidiaries hereinafter is the Company) we hereby inform you of the activities undertaken during the reporting period ending on Dec. 31, 2016.

Throughout the work conducted, in addition to that stipulated under the LMV, we have always abided by that contained under the Code of Best Corporate Practices, issued by the CEC (Coordinating Business Council); the Company Code of Ethics; the General Internal Regulation of the Mexican Stock Exchange; and the general provisions stemming from the LMV.

In compliance with our oversight process, the Audit and Corporate Practices Committees have conducted quarterly regular meetings to analyze the overall situation regarding matters of material importance in the fields of finance, accounting, legal, operations and ethics for the Company, and supplementing our participation in said meetings throughout the year with the office of the CEO, Legal, and Finance are the reports presented by the principal officers of the Company as requested by us, in addition to special meetings held to cover specific matters, as needed, such as the following:

#### I. CORPORATE PRACTICES:

- a) We were kept informed by the management of the Company, with no observations made, on the following:
1. Evaluation processes for relevant officers and their authorized succession plans, which include but are not limited to Enrique Ostalé Cambiaso in his position of Executive President and Chief Executive Officer for the Company, appointing Guilherme Loureiro as his replacement as of Feb. 1, 2016.
  2. The processes followed to determine integrated compensation for the CEO and the integrated compensation packages for the other relevant officers -mentioned under note 11, paragraph c) of the consolidated financial statements for Wal-Mart de México, S.A.B. de C.V. and Subsidiaries, at Dec. 31, 2016 (hereinafter the "financial statements for the Company").
  3. The policies and procedures followed during the reporting year, with regards to operations with related parties and the corresponding investigation on transfer prices, the concepts of which are discussed under note 11 of the financial statements.
  4. The operations related to the sale of the apparel store -Suburbia- and the Walmart bank, which is mentioned under note 1 paragraph b) sections I and II, respectively, of the financial statements.
- b) During the 2016 period 2016, the Company management kept us informed of the progress made regarding the investigations on alleged corrupt practices that the Audit Committee for Wal-Mart Stores, Inc. ("Wal-Mart") has been conducting with the assistance of independent lawyers and other advisors and the measures that the Company has taken, reinforcing the internal organization; training Directors, executives and associates; and strengthening processes, thus becoming a leader in compliance worldwide, such as that explained in detail under note 13 paragraph b) of the Company financial statements. In addition, we continue believing that our cooperation with the aforementioned investigations is in the best interest of the Company and its shareholders, with no distinction whatsoever.

c) We attended different meetings to review the quarterly and annual financial statements for the Company and, at the time, we recommended publishing said financial information.

## II. AUDIT:

a) We analyzed the status of the internal control system, and were informed in detail of the programs and development of internal and independent audit work done, as well of the primary aspects requiring improvement and follow up on the preventive and corrective measures implemented by Management. Therefore, it is our opinion that the effectiveness required for the Company to function with an appropriate level of control is being accomplished. .

b) We evaluated the performance of the independent auditors, who are responsible for issuing an opinion on the reasonability of the Company financial statements and their adherence to International Financial Information Standards. With regards to the same, we consider that the partners at Mancera, S.C. (a member of EY Global) comply with all necessary requirements regarding the professional quality and independence of intellectual and economic action, thus they were recommended as examiners and issuers of the report on the Company financial statements. On the other hand, the additional or complementary services that the aforementioned auditors rendered for the Company throughout 2016, did neither impair their independence nor were they substantial.

c) We attended different meetings to review the quarterly and annual financial statements for the Company and, at the time, we recommended publishing said financial information.

d) We were informed of the accounting policies that were approved and put into practice throughout 2016, and the amendments thereto.

e) Follow-up was given to any and all relevant observations made by the shareholders, directors, relevant officers, employees and any third party in general, regarding the accounting, internal controls, and subjects related to internal or independent audits.

f) Follow-up was also given to all agreements made by shareholders and members of the board of directors for the Company.

g) Information was provided on the progress made regarding investment plans and the impact on the results sent to the Mexican Stock Exchange, as a result of adjustments made to store-opening processes.

h) Information was provided on the legal contingencies to which the Company is exposed, and which are recognized in the financial statements as per the probability of occurring, as well as the primary issues concerning systems security and the progress made within *eCommerce*.

i) Lastly, information was periodically presented on the situation faced by the Company regarding Ethics and Compliance and the measures adopted by the Company to reinforce these aspects..

Based on the work completed and the opinion issued by outside auditors, we feel that the accounting and information policies and criteria followed by the Company are suitable and sufficient and that they have been consistently applied; as a result, the information presented by the CEO is a reasonable reflection of the Company's financial situation and results.

Due to all the aforementioned, we recommend that the Board of Directors present the financial statements for Wal-Mart de México, S.A.B. de C.V. and subsidiaries for the period ending Dec. 31, 2016, to the General Annual Shareholders Assembly for their approval..

Sincerely,



**ADOLFO CEREZO**  
**CHAIRMAN OF THE AUDIT AND CORPORATE PRACTICES COMMITTEES**

Mexico City, Feb. 15, 2017