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ANNUAL REPORT  
**2018**

# G O V CORPORATE

# E R

BOARD  
OF DIRECTORS

AUDIT  
COMMITTEE

CORPORATE  
PRACTICES  
COMMITTEE

**THE BOARD OF DIRECTORS IS THE MAXIMUM MANAGEMENT BODY OF KUO, CONSISTING OF 13 MEMBERS, 8 OF WHICH ARE INDEPENDENT AND IS ASSISTED IN THE PERFORMANCE OF ITS ACTIVITIES BY AN AUDIT COMMITTEE AND A CORPORATE PRACTICES COMMITTEE.**

# N A N C E

The members of the Board and Committees are appointed by the Shareholders' Meeting, with terms of one year, which can be ratified in an unlimited manner and have been proposed and chosen as honorable persons with high experience in the sector, as well as being free from conflicts of interest.

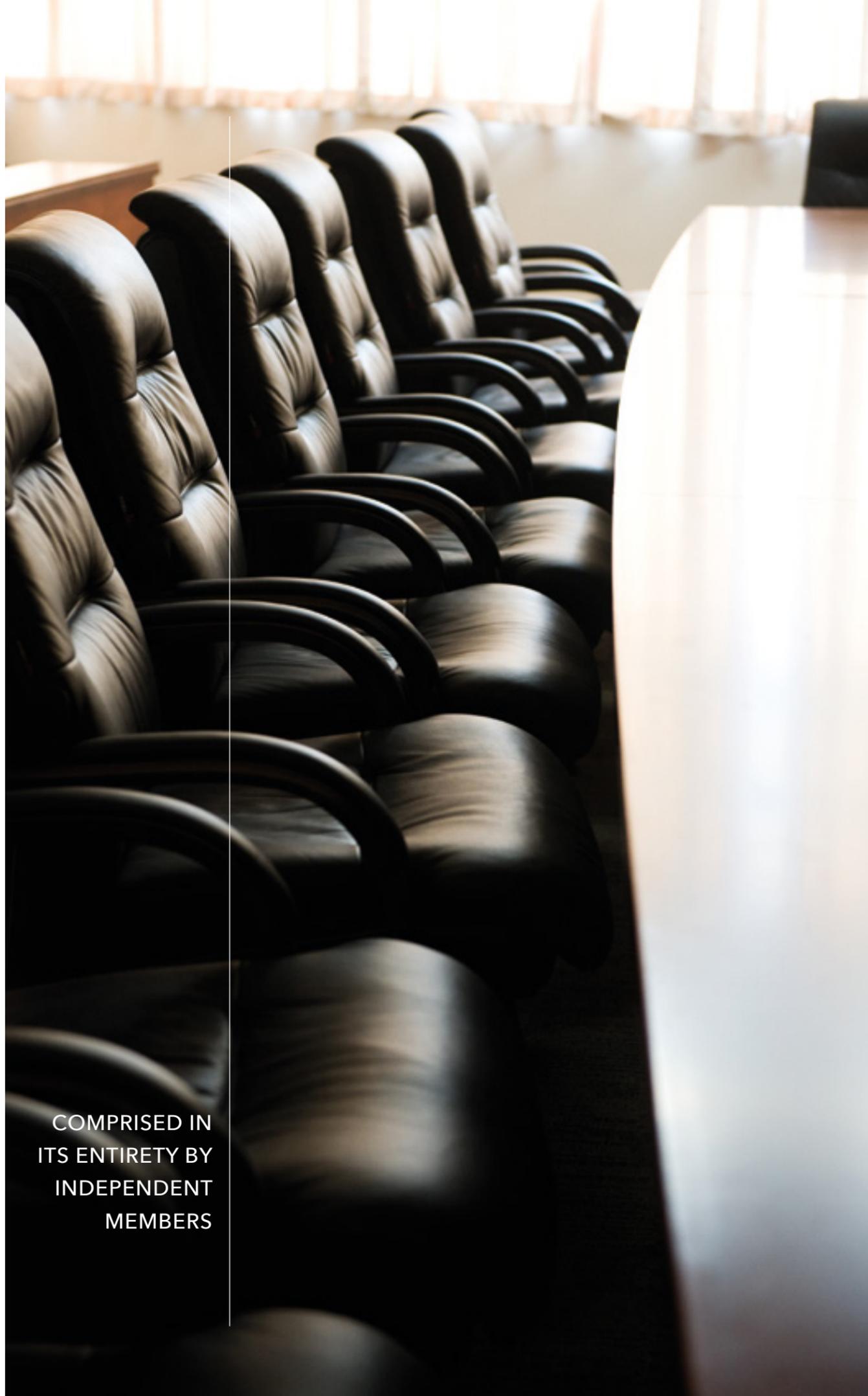
For more information about the Corporate Governance of the Company, it is possible to refer to the Group's Bylaws, which can be found on the corporate website.

**BOARD  
OF DIRECTORS**

<b>FERNANDO SENDEROS MESTRE</b> Board Director Executive President and Chairman of the Board of Grupo KUO and DINE	<b>ANDRÉS BAÑOS SAMBLANCAT</b> Board Director CEO of DINE (up to February 25, 2019)
<b>ALBERTO BAILLÈRES GONZÁLEZ</b> Independent Director Executive President and Chairman of the Board of Grupo Bal	<b>JOSÉ MANUEL CANAL HERNANDO</b> Independent Director Independent Director, Commissioner and Consultant on Corporate Governance issues
<b>FEDERICO FERNÁNDEZ SENDEROS</b> Board Director Chairman of Grupo Sim and Independent Director of Grupo Chedraui	<b>VALENTÍN DÍEZ MORODO</b> Independent Director Chairman of Grupo Nevadi Internacional
<b>CARLOS GÓMEZ GÓMEZ</b> Board Director Chairman of the Board of Estudia Más	<b>PRUDENCIO LÓPEZ MARTÍNEZ</b> Independent Director Chairman of the Board of Sanvica
<b>VÍCTOR RIVERO MARTÍN</b> Independent Director CEO of Telehotel	<b>JAVIER ARRIGUNAGA GÓMEZ DEL CAMPO</b> Independent Director Chairman of the of Grupo Aeroméxico and Investment Advisor
<b>ERNESTO VEGA VELASCO</b> Independent Director Director of Companies	<b>ARTURO D'ACOSTA RUÍZ</b> Independent Director Executive Director in Grupo Financiero Actinver
<b>ALEJANDRO DE LA BARREDA GÓMEZ</b> Board Director CEO of KUO and CEO of DINE (since March, 2019)	<b>RAMÓN F. ESTRADA RIVERO</b> Secretay of the Board General Council and Director of Institutional Relations of KUO and DINE

The Board of Directors meets, at least quarterly. In compliance with the Corporate Bylaws, among its main responsibilities are:

- Establish the strategic vision of the Company and follow up on its compliance
- Monitor the performance of relevant managers
- Evaluate risk management processes in economic, environmental and social issues
- Submit an Annual Report on the performance of the Group to the Shareholders' Meeting for its review and approval
- Enable mechanisms and channels for communication with interest groups, which are informed about the Group's overall performance



COMPRISED IN  
ITS ENTIRETY BY  
INDEPENDENT  
MEMBERS

## COMMETTEES OF THE BOARD

### AUDIT COMMITTEE

**JOSÉ MANUEL CANAL HERNANDO**  
Chairman

**ARTURO D'ACOSTA RUÍZ**  
Independent Member

**ERNESTO VEGA VELASCO**  
Independent Member

**RAMÓN F. ESTRADA RIVERO**  
Secretary

Meet each quarter and an additional session  
in the month of December of each year.

Among its main responsibilities are:

- Assist the Board of Directors in the determination, implementation and evaluation of the internal control and internal audit system of the Company.
- Review and propose for approval of the Board of Directors, accounting policies and financial statements.
- Verify the administration and management of the company and implement the resolutions adopted by the General Meeting of Shareholders.
- Propose the hiring of the legal entity that provides the external audit services, discuss the observations and findings detected by the External Auditor in the financial statements, as well as propose the necessary actions for their remediation.

### CORPORATE PRACTICES COMMITTEE

**VALENTÍN DIEZ MORODO**  
Chairman

**VÍCTOR RIVERO MARTÍN**  
Independent Member

**ERNESTO VEGA VELASCO**  
Independent Member

**RAMÓN F. ESTRADA RIVERO**  
Secretary

In session every quarter and among its main  
responsibilities are:

- Appointment, election, dismissal and retribution of the CEO, as well as to approve the policies of appointment and remuneration of relevant executives.
- Advise the Board of Directors on relevant operations and related parties.
- Convene shareholder meetings and have items that they deem pertinent included in the agenda.
- Support the Council in the preparation of reports (annual and activities and operations)

**MANAGEMENT  
TEAM**

**FERNANDO SENDEROS MESTRE**  
Executive President and  
Chairman of the Board

**ALEJANDRO DE LA BARREDA GÓMEZ**  
Chief Executive Officer

**ROGER PATRÓN GONZÁLEZ**  
Deputy Managing Director

**EDUARDO PHILIBERT GARZA**  
Corporate Director

**RAMÓN F. ESTRADA RIVERO**  
General Council and Director  
of Institutional Relations

**JORGE PADILLA EZETA**  
Chief Financial Officer

**JORGE LUIS ALMADA WRIGHT**  
Strategic Planning Director

**CLAUDIO ANGEL FREIXES CATALÁN**  
Managing Director Pork Meat

**MICHAEL W. GINÉS**  
Managing Director  
Aftermarket

**HÉCTOR HERNÁNDEZ-PONS TORRES**  
Managing Director  
Herdez Del Fuerte

**ANTONIO HERRERA RIVERA**  
Managing Director  
Transmissions

**CÉSAR RAMOS VALDÉS**  
Managing Director  
Polystyrene

**FELIPE DE JESÚS VARELA HERNÁNDEZ**  
Managing Director  
Synthetic Rubber



