

# Walmart de México y Centroamérica

## Informs on the Details of the Proposal that the Board of Directors will Submit for Approval at the Next Annual Shareholders' Meeting

FREE TRANSLATION, NOT TO THE LETTER

Mexico City, March 14, 2017

**Wal-Mart de Mexico, S.A.B. de C.V. (WALMEX)** informs its shareholders as well as the public in general on the proposals that the Board of Directors will present during the annual general ordinary shareholders' meeting, to take place on March 30, 2017, at the company's offices in Mexico City

### **Dividend Payment**

Approval of the project of paying an ordinary cash dividend of \$0.64 pesos per share, and an extraordinary cash dividend of \$1.86 pesos per share, this last one includes \$0.96 pesos per share related to the sale of Suburbia and subject to the closing of the operation. The total amount of the dividend is up to \$2.50 pesos per share.

- The ordinary dividend will be paid in four installments of \$0.16 pesos per share each, on April 26, 2017, August 30, 2017, November 29, 2017 and February 21, 2018.
- The extraordinary dividend will be paid in two installments, \$0.53 pesos per share on April 26, 2017 and \$0.37 pesos per share on November 29, 2017.
- The dividend related to the sale of Suburbia will be announced upon the closing of the operation.

The proposed dividends will be paid from the company's retained earnings of prior years and from the net taxable income account (CUFIN). The proposed dividends come from CUFIN generated in 2014, so the dividends to be paid will not be subject to income tax by Walmex, but will be subject to the withholding of the applicable 10% income tax to shareholders who are natural persons resident in Mexico and natural and legal entities residing abroad.

### **Board of Directors**

A proposal will be made for the Board of Directors to be composed of eleven directors and no alternate directors. The following persons shall be proposed to be members of the Board of Directors, in the understanding that they have already been acting as such:

#### **Directors**

Enrique Ostalé  
Gisel Ruiz  
Richard Mayfield  
Anne Myong  
Lori Flees  
Adolfo Cerezo \*  
Guilherme Loureiro  
Rafael Matute\*  
Roberto Newell\*  
Blanca Treviño\*  
Ernesto Cervera\*

\*Independent Directors

This document may contain certain references concerning Wal-Mart de México S.A.B. de C.V.'s future performance that should be considered as good faith estimates made by the Company. These references are a reflection of Managements' expectations about the Company and are based upon currently available data. Actual results are always subject to future events, risks and uncertainties, which could materially impact the Company's actual performance.

March 14, 2017



### ***Audit and Corporate Practices Committees***

A proposal to maintain both committees integrated only by independent members, and ratify Adolfo Cerezo as Chairman of both committees will be made. A proposal will be made at the Board of Directors Meeting following the shareholders' meeting, to ratify Blanca Treviño, Roberto Newell and Ernesto Cervera, in addition to the Chairman, to continue as members of said Committees.

### ***Board Positions***

A proposal to ratify Enrique Ostalé as President of the Board and to ratify Alberto Sepúlveda as Secretary, will be presented at the Board of Directors meeting following shareholder's meeting.

### ***Approval of compensations for services rendered by the members of the Board of Directors and members of the Corporate Practices Committees***

The payment of monthly compensation for services rendered by the members of the Board of Directors and of the Audit and Corporate Committees is proposed, for the period encompassing April 1, 2017 to March 31, 2018, as follows:

<b>Position</b>	<b>Monthly Compensation (pesos)</b>
Chairman of the Board	\$120,000.00
Director	\$94,000.00
Alternate Director	Non-aplicable
Chairman of the Audit and Corporate Governance committees	\$16,000.00
Member of the Audit and Corporate Governance committees	\$9,500.00

The abovementioned payments may be accruable, depending on the positions filled.

Any and all directors who are officers or employees of the company, of Wal-Mart Stores, Inc., or any of its subsidiaries, including the Secretary and the Assistant Secretary of the Board, shall not be eligible for payment whatsoever stemming from filling any Board position during the period mentioned hereinabove.

### ***Year 2016 Results***

The reports from the Board of Directors, the Audit and Corporate Practices committees, and from the CEO will be presented. These reports are part of the Wal-Mart de Mexico y Centroamérica Annual Report, which will be available at our Corporate and Investor Relations websites.

Approval of the financial information for the year 2016, audited by Mancera, S.C. (a member practice of Ernst & Young Global), and approved by the Board of Directors during a meeting held on February 15, 2017, the date on which this information was released through the Mexican Stock Exchange.

It will also be proposed to approve the management of directors and officers during the 2016 fiscal year and release them from responsibilities.

### ***Repurchase of Shares***

Approval of the amount of \$5 billion pesos as the maximum amount that the Company may use in repurchase of own shares will be proposed.

---

This document may contain certain references concerning Wal-Mart de México S.A.B. de C.V.'s future performance that should be considered as good faith estimates made by the Company. These references are a reflection of Managements' expectations about the Company and are based upon currently available data. Actual results are always subject to future events, risks and uncertainties, which could materially impact the Company's actual performance.

March 14, 2017



### **Report on Compliance with Tax Obligations**

Opinion on the certification of compliance with fiscal obligations for the year 2015, presented by C.P.C. Christian David Sitt Cofradía, partner of Mancera, S.C. (a member practice of Ernst & Young Global), and dated July 15, 2016.

### **Report on the Employee Stock Option Plan**

As of December 31, 2016 the employee stock option plan fund consists of 205,007,633 Walmex shares, which have been placed in a trust created for such purpose. All employee stock options are granted at a value that is not less than the market value on the date of grant.

### **Wal-Mart de Mexico Foundation**

Shareholders will be informed on the activities of the Wal-Mart de Mexico Foundation. This information will be available on the Walmart de México y Centroamérica 2016 Financial and Social Responsibility Report, which is available at our Corporate and Investor Relations websites.

### **Contacts**

Investor Relations	Corporate Communication
Pilar de la Garza Fernández del Valle (52-55) 5283 - 0289 <a href="mailto:Pilar.De@walmart.com">Pilar.De@walmart.com</a>	Antonio Ocaranza Fernández (52-55) 5283-0271 <a href="mailto:Antonio.Ocaranza@walmart.com">Antonio.Ocaranza@walmart.com</a>

This document may contain certain references concerning Wal-Mart de México S.A.B. de C.V.'s future performance that should be considered as good faith estimates made by the Company. These references are a reflection of Managements' expectations about the Company and are based upon currently available data. Actual results are always subject to future events, risks and uncertainties, which could materially impact the Company's actual performance.

March 14, 2017

