

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2019
Commission file number 001-35934

Fomento Económico Mexicano, S.A.B. de C.V.

(Exact name of registrant as specified in its charter)

Mexican Economic Development, Inc.

(Translation of registrant's name into English)

United Mexican States

(Jurisdiction of incorporation or organization)

General Anaya No. 601 Pte., Colonia Bella Vista, Monterrey, NL 64410 Mexico

(Address of principal executive offices)

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General Anaya No. 601 Pte., Colonia Bella Vista, Monterrey, NL 64410 Mexico

(Name, telephone, e-mail and/or facsimile number and address of company contact person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| Title of each class: | Trading Symbols: | Name of each exchange on which registered: |
|--|-------------------------|---|
| American Depositary Shares, each representing 10 BD Units, and each BD Unit consisting of one Series B Share, two Series D-B Shares and two Series D-L Shares, without par value | FMX | New York Stock Exchange |
| 2.875% Senior Notes due 2023 | FMX23 | New York Stock Exchange |
| 4.375% Senior Notes due 2043 | FMX43 | New York Stock Exchange |
| 3.500% Senior Notes due 2050 | FMX50 | New York Stock Exchange |

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

| | |
|---------------|--|
| 2,161,177,770 | BD Units, each consisting of one Series B Share, two Series D-B Shares and two Series D-L Shares, without par value. The BD Units represent a total of 2,161,177,770 Series B Shares, 4,322,355,540 Series D-B Shares and 4,322,355,540 Series D-L Shares. |
| 1,417,048,500 | B Units, each consisting of five Series B Shares without par value. The B Units represent a total of 7,085,242,500 Series B Shares. |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

☒ Yes

☐ No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

☐ Yes

☒ No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes

☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). N/A

☐ Yes

☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or an emerging growth

company. See the definitions of “large accelerated filer,” “accelerated filer” and emerging growth company” in Rule 12b-2 of the Exchange Act.

Large Accelerated filer ☒
Non-accelerated filer ☐

Accelerated filer ☐
Emerging growth company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards[†] provided pursuant to Section 13(a) of the Exchange Act. ☐

[†] The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☐ International Financial Reporting Standards as issued by the International Accounting Standards Board ☒ Other ☐

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

☐ Item 17

☐ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

☐ Yes

☒ No

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INTRODUCTION

This annual report contains information materially consistent with the information presented in the audited consolidated financial statements and is free of material misstatements of fact that would result in material inconsistencies with the information in the audited consolidated financial statements.

References

The terms “FEMSA,” “our company,” “we,” “us” and “our” are used in this annual report to refer to Fomento Económico Mexicano, S.A.B. de C.V. and, except where the context otherwise requires, its subsidiaries on a consolidated basis. We refer to our former subsidiary Cuauhtémoc Moctezuma Holding, S.A. de C.V. (formerly FEMSA Cerveza, S.A. de C.V.) as “Heineken Mexico” or “FEMSA Cerveza,” to our subsidiary Coca-Cola FEMSA, S.A.B. de C.V. as “Coca-Cola FEMSA” and to our subsidiary FEMSA Comercio, S.A. de C.V. as “FEMSA Comercio.” FEMSA Comercio is comprised of a Proximity Division, Fuel Division and Health Division, which we refer to as the “Proximity Division,” “Fuel Division” and “Health Division,” respectively. Our equity investment in Heineken, through subsidiaries of FEMSA, including CB Equity LLP, “CB Equity,” is referred to as the “Heineken Investment.”

The term “S.A.B.” stands for *sociedad anónima bursátil*, which is the term used in the United Mexican States (“Mexico”) to denominate a publicly traded company under the Mexican Securities Market Law (*Ley del Mercado de Valores* or “Mexican Securities Law”).

“U.S. dollars,” “US\$,” “dollars” or “\$” refer to the lawful currency of the United States of America (“United States”). “Mexican pesos,” “pesos” or “Ps.” refer to the lawful currency of Mexico. “Euros” or “€” refer to the lawful currency of the European Economic and Monetary Union (the “Euro Zone”).

As used in this annual report, “sparkling beverages” refers to non-alcoholic carbonated beverages. “Still beverages” refers to non-alcoholic non-carbonated beverages. “Waters” refers to flavored and non-flavored waters, whether or not carbonated.

Currency Translations and Estimates

This annual report contains translations of certain Mexican peso amounts into U.S. dollars at specified rates solely for the convenience of the reader. These translations should not be construed as representations that the Mexican peso amounts actually represent such U.S. dollar amounts or could be converted into U.S. dollars at the rate indicated. Unless otherwise indicated, such U.S. dollar amounts have been translated from Mexican pesos at an exchange rate of Ps. 18.8600 to US\$ 1.00, the noon buying rate for Mexican pesos on December 31, 2019, as published by the U.S. Federal Reserve Board in its H.10 Weekly Release of Foreign Exchange Rates. On April 24, 2020, this exchange rate was Ps. 24.8225 to US\$ 1.00.

To the extent estimates are contained in this annual report, we believe that such estimates, which are based on internal data, are reliable. Amounts in this annual report are rounded, and the totals may therefore not precisely equal the sum of the numbers presented.

Per capita growth rates, consumer price indices and population data have been computed based upon statistics prepared by the National Institute of Statistics, Geography and Information of Mexico (*Instituto Nacional de Estadística, Geografía e Informática* or “INEGI”), the U.S. Federal Reserve Board and the Bank of Mexico (*Banco de México*), local entities in each country and upon our estimates.

Forward-Looking Information

This annual report contains words such as “believe,” “expect,” “anticipate” and similar expressions that identify forward-looking statements. Use of these words reflects our views about future events and financial performance. Actual results could differ materially from those projected in these forward-looking statements as a result of various factors that may be beyond our control, including, but not limited to, effects on our company from changes in our relationship with or among our affiliated companies, effects on our company’s points of sale performances from changes in economic conditions, changes or interruptions in our information technology systems, effects on our company from changes to our various suppliers’ business and demands, competition, significant developments in Mexico and the other countries where we operate, our ability to successfully integrate mergers and acquisitions we have completed in recent years, international economic or

political conditions, future outbreak of diseases, or the spread of already existing diseases (including the novel coronavirus disease, also known as COVID-19) and its effect on customer behavior or changes in our regulatory environment. Accordingly, we caution readers not to place undue reliance on these forward-looking statements. In any event, these statements speak only as of their respective dates, and we undertake no obligation to update or revise any of them, whether as a result of new information, future events or otherwise.

ITEMS 1-2. NOT APPLICABLE

ITEM 3. KEY INFORMATION

Selected Consolidated Financial Data

This annual report includes (under Item 18) our audited consolidated statements of financial position as of December 31, 2019 and 2018, and the related consolidated income statements, consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2019, 2018 and 2017. Our audited consolidated financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

Pursuant to IFRS, the information presented in this annual report presents financial information for 2019, 2018, 2017, 2016 and 2015 in nominal terms in Mexican pesos, taking into account local inflation of any hyperinflationary economic environment.

In the case of Argentina, on July 1, 2018, the economy was designated as hyperinflationary based on various economic factors, including that Argentina’s cumulative inflation over the three-year period prior to such date exceeded 100%, according to the available indexes in the country. As a result, the financial statements of our Argentine operations were remeasured in its functional currency (Argentine peso) but they were not restated in its presentation currency (Mexican pesos) since Mexico is not considered a hyperinflationary economy. In addition, our financial statements for prior periods were not restated for comparative purposes. Effective as of January 1, 2018, we revised the financial information of our Argentine operations to recognize the inflationary effects before it was converted to Mexican pesos using the official exchange rate published by the local central bank at the end of each period. For further information, see notes 3.3 and 3.4 to our audited consolidated financial statements.

Pursuant to IFRS, as of December 31, 2017, Coca-Cola FEMSA changed the method of accounting for its investment in Coca-Cola FEMSA Venezuela, S.A. (“KOF Venezuela”) from consolidation to fair value as a result of Venezuela’s hyperinflationary economic environment and currency exchange regime. Effective as of January 1, 2018, Coca-Cola FEMSA ceased to include the results of operations of KOF Venezuela in its consolidated financial statements.

For each non-hyperinflationary economic environment, local currency is converted to Mexican pesos using the year-end exchange rate for assets and liabilities, the historical exchange rate for equity and the average exchange rate for the period for the income statement and comprehensive income. See note 3.3 to our audited consolidated financial statements.

Our non-Mexican subsidiaries maintain their accounting records in the currency and in accordance with accounting principles generally accepted in the country where they are located. For presentation in our consolidated financial statements, we adjust these accounting records into IFRS and report in Mexican pesos under these standards.

Commencing on February 1, 2017, Coca-Cola FEMSA started consolidating the financial results of Coca-Cola FEMSA Philippines, Inc. (“KOF Philippines”) in Coca-Cola FEMSA’s financial statements. In August 2018, Coca-Cola FEMSA’s subsidiary Controladora de Inversiones en Bebidas Refrescantes, S.L. (“CIBR”) notified The Coca-Cola Company (“TCCC”) of its decision to exercise its option to sell its 51.0% stake in KOF Philippines and, on December 13, 2018, CIBR completed this sale. As a result, KOF Philippines was classified as an asset held for sale commencing on August 31, 2018 and as a discontinued operation for the year ended December 31, 2018, and the corresponding results for 2017 were restated for comparative purposes. Commencing on January 1, 2018, Coca-Cola FEMSA stopped accounting for KOF Philippines and, specifically its Asia division, as a separate reporting segment. The net gain derived from the sale of KOF Philippines, as well as KOF Philippines’ results of operations from January 1, 2018 through December 12, 2018 were recorded in Coca-Cola FEMSA consolidated financial statements as part of its Mexico and Central America consolidated reporting segment. For further information, see note 4.2.1 to our audited consolidated financial statements.

Except when specifically indicated, information in this annual report is presented as of December 31, 2019 and does not give effect to any transaction, financial or otherwise, subsequent to that date.

The following table presents selected financial information of our company. This information should be read in conjunction with, and is qualified in its entirety by reference to, our audited consolidated financial statements, including the notes thereto. The selected financial information contained herein is presented on a consolidated basis and is not necessarily indicative of our financial position or results at or for any future date or period. See note 3 to our audited consolidated financial statements for our significant accounting policies.

| | December 31, | | | | | |
|---|---|-------------|------------------------|------------------------|------------------------|---------------------|
| | 2019 ⁽¹⁾ | 2019 | 2018 ⁽³⁾⁽⁶⁾ | 2017 ⁽²⁾⁽³⁾ | 2016 ⁽²⁾⁽⁴⁾ | 2015 ⁽⁵⁾ |
| | (in millions of Mexican pesos or millions of U.S. dollars, except percentages and share and per share data) | | | | | |
| Income Statement Data (for the year ended): | | | | | | |
| Total revenues | \$ 26,867 | Ps. 506,711 | Ps. 469,744 | Ps. 439,932 | Ps. 399,507 | Ps. 311,589 |
| Gross profit | 10,153 | 191,481 | 175,170 | 162,090 | 148,204 | 123,179 |
| Income before income taxes from continuing operations and share of the profit of equity accounted investees | 1,713 | 32,296 | 33,630 | 35,771 | 28,556 | 25,163 |
| Income taxes | 555 | 10,476 | 10,169 | 10,213 | 7,888 | 7,932 |
| Consolidated net income | 1,488 | 28,048 | 33,079 | 37,207 | 27,175 | 23,276 |
| Controlling interest net income from continuing operations | 1,098 | 20,699 | 22,560 | 40,864 | 21,140 | 17,683 |
| Non-controlling interest net income (loss) from continuing operations | 390 | 7,349 | 7,153 | (7,383) | 6,035 | 5,593 |
| Basic controlling interest net income from continuing operations: | | | | | | |
| Per Series B Share | 0.05 | 1.03 | 1.13 | 2.04 | 1.05 | 0.88 |
| Per Series D Share | 0.07 | 1.29 | 1.41 | 2.55 | 1.32 | 1.10 |
| Diluted controlling interest net income from continuing operations: | | | | | | |
| Per Series B Share | 0.05 | 1.03 | 1.13 | 2.04 | 1.05 | 0.88 |
| Per Series D Share | 0.07 | 1.29 | 1.41 | 2.55 | 1.32 | 1.10 |
| Weighted average number of shares outstanding (in millions): | | | | | | |
| Series B Shares | 9,246.4 | 9,246.4 | 9,246.4 | 9,246.4 | 9,246.4 | 9,246.4 |
| Series D Shares | 8,644.7 | 8,644.7 | 8,644.7 | 8,644.7 | 8,644.7 | 8,644.7 |
| Allocation of earnings: | | | | | | |
| Series B Shares | 46.11% | 46.11% | 46.11% | 46.11% | 46.11% | 46.11% |
| Series D Shares | 53.89% | 53.89% | 53.89% | 53.89% | 53.89% | 53.89% |
| Financial Position Data (as of): | | | | | | |
| Total assets | \$ 33,804 | Ps. 637,541 | Ps. 576,381 | Ps. 588,541 | Ps. 545,623 | Ps. 409,332 |
| Current liabilities | 7,240 | 136,534 | 101,464 | 105,022 | 86,289 | 65,346 |
| Long-term debt ⁽⁷⁾ | 5,395 | 101,747 | 114,990 | 117,758 | 131,967 | 85,969 |
| Leases liabilities ⁽⁸⁾ | 2,508 | 47,292 | — | — | — | — |
| Other non-current liabilities | 1,389 | 26,217 | 24,385 | 28,849 | 41,197 | 16,161 |
| Capital stock | 178 | 3,348 | 3,348 | 3,348 | 3,348 | 3,348 |
| Total equity | 17,272 | 325,751 | 335,542 | 336,912 | 286,170 | 241,856 |
| Controlling interest | 13,361 | 251,989 | 257,053 | 250,291 | 211,904 | 181,524 |
| Non-controlling interest | 3,911 | 73,762 | 78,489 | 86,621 | 74,266 | 60,332 |
| Other Information | | | | | | |
| Depreciation | \$ 1,239 | Ps. 23,361 | Ps. 14,698 | Ps. 13,799 | Ps. 12,076 | Ps. 9,761 |
| Capital expenditures ⁽⁹⁾ | 1,357 | 25,579 | 24,266 | 23,486 | 22,155 | 18,885 |
| Gross margin ⁽¹⁰⁾ | 38% | 38% | 37% | 37% | 37% | 40% |

(1) Translation to U.S. dollar amounts at an exchange rate of Ps. 18.8600 to US\$ 1.00 solely for the convenience of the reader.

(2) The exchange rate used to translate our operations in Venezuela as of and for the year ended on December 31, 2017 which was the DICOM rate of 22,793 bolivars to US\$ 1.00 and compared to the year ended on December 31, 2016 of 673.76 bolivars to US\$ 1.00. See "Item 3. Key Information—Selected Consolidated Financial Data" and note 3.3 of our audited consolidated financial statements.

(3) The consolidated information presented does not include Coca-Cola FEMSA's 51% stake in KOF Philippines as a result of the sale which was finalized on December 13, 2018. The operations of KOF Philippines were reclassified as discontinued operations in our audited consolidated income statements for the years ended December 31, 2018 and 2017 (revised). For related information regarding the sale of KOF Philippines, see "Item 4. Information on the Company—Corporate History and Recent Developments" and note 4.2 to our audited consolidated financial statements.

(4) Includes results of Vonpar, S.A. ("Vonpar" or "Grupo Vonpar"), from December 2016, and other business acquisitions.

(5) Includes results of Socofar, S.A. ("Socofar" or "Grupo Socofar"), from October 2015, the Fuel Division from March 2015 and other business acquisitions.

(6) Includes results of Café del Pacífico, S.A.P.I. de C.V. ("Caffenio") in which we acquired an additional 10% participation and reached a controlling interest of 50% of ownership, through an agreement with other shareholders assuming control of the subsidiary. See note 4 to our audited consolidated financial statements.

(7) Includes long-term debt minus the current portion of long-term debt.

- (8) We have adopted IFRS 16 “Leases” as of January 1, 2019 using the modified retrospective approach under which the comparative information is not restated. See Note 2.4.1 to our audited consolidated financial statements.
- (9) Includes investments in property, plant and equipment, intangible and other assets, net of cost of long-lived assets sold and write-off.
- (10) Gross margin is calculated by dividing gross profit by total revenues.

Dividends

We have historically paid dividends per BD Unit (including in the form of American Depositary Shares, or “ADSs”) approximately equal to or greater than 1% of the market price on the date of declaration, subject to changes in our results and financial position, including due to extraordinary economic events and to the factors described in “Item 3. Key Information— Risk Factors” that affect our financial condition and liquidity. These factors may affect whether or not dividends are declared and the amount of such dividends. We do not expect to be subject to any contractual restrictions on our ability to pay dividends, although our subsidiaries may be subject to such restrictions. Because we are a holding company with no significant operations of our own, we will have distributable profits and cash to pay dividends only to the extent that we receive dividends from our subsidiaries. Accordingly, we cannot assure you that we will pay dividends or as to the amount of any dividends.

The table below sets forth the nominal amount of dividends paid per share in Mexican peso and translated into U.S. dollars and their respective payment dates for the 2015 to 2018 fiscal years. On March 20, 2020, our shareholders approved a cash dividend of Ps. 10,360,354,065, consisting of Ps. 05167 per Series B Share and Ps. 0.6458 per Series D Share, for the 2019 fiscal year, which will be paid no later than November 5, 2020 in one or two installments on the dates to be determined by our board of directors.

| Date Dividend Paid | Fiscal Year with Respect to which Dividend was Declared | Aggregate Amount of Dividend Declared | Per Series B Share Dividend | Per Series B Share Dividend ⁽¹⁾ | Per Series D Share Dividend | Per Series D Share Dividend ⁽¹⁾ |
|--|---|---------------------------------------|-----------------------------|--|-----------------------------|--|
| May 5, 2016 and November 3, 2016 May 5, 2016 | 2015 | Ps. 8,355,000,000 | Ps. 0.4167 | \$ 0.0225 | Ps. 0.5208 | \$ 0.0282 |
| November 3, 2016 | | | Ps. 0.2083 | \$ 0.0117 | Ps. 0.2604 | \$ 0.0146 |
| | | | Ps. 0.2083 | \$ 0.0108 | Ps. 0.2604 | \$ 0.0135 |
| May 5, 2017 and November 3, 2017 | 2016 | Ps. 8,636,000,000 | Ps. 0.4307 | \$ 0.0226 | Ps. 0.5383 | \$ 0.0282 |
| May 5, 2017 | | | Ps. 0.2153 | \$ 0.0113 | Ps. 0.2692 | \$ 0.0142 |
| November 3, 2017 | | | Ps. 0.2153 | \$ 0.0112 | Ps. 0.2692 | \$ 0.0140 |
| May 4, 2018 and November 6, 2018 May 4, 2018 | 2017 | Ps. 9,220,625,674 | Ps. 0.4598 | \$ 0.0236 | Ps. 0.5748 | \$ 0.0294 |
| November 6, 2018 | | | Ps. 0.2299 | \$ 0.0120 | Ps. 0.2874 | \$ 0.0150 |
| | | | Ps. 0.2299 | \$ 0.0116 | Ps. 0.2874 | \$ 0.0145 |
| May 7, 2019 and November 5, 2019 May 7, 2019 | 2018 | Ps. 9,691,944,126 | Ps. 0.4833 | \$ 0.0253 | Ps. 0.6042 | \$ 0.0316 |
| November 5, 2019 | | | Ps. 0.2417 | \$ 0.0127 | Ps. 0.3021 | \$ 0.0159 |
| | | | Ps. 0.2417 | \$ 0.0126 | Ps. 0.3021 | \$ 0.0157 |

(1) Translations to U.S. dollars are based on the exchange rates on the dates the payments were made.

Our shareholders approve our audited consolidated financial statements, together with a report by the board of directors, for the previous fiscal year at the annual ordinary general shareholders meeting (“AGM”). Once the holders of Series B Shares have approved the audited consolidated financial statements, they determine the allocation of our net profits for the preceding year. Mexican law requires the allocation of at least 5% of net profits to a legal reserve, which is not subsequently available for distribution, until the amount of the legal reserve equals 20% of our paid in capital stock. As of the date of this annual report, the legal reserve of our company is fully constituted. Thereafter, the holders of Series B Shares may determine and allocate a certain percentage of net profits to any general or special reserve, including a reserve for open-market

purchases of our shares. The remainder of net profits is available for distribution in the form of dividends to our shareholders. Dividends may only be paid if net profits are enough to offset losses from prior fiscal years.

Our bylaws provide that dividends will be allocated among the outstanding and fully paid shares at the time a dividend is declared in such manner that each Series D-B Share and Series D-L Share receives 125% of the dividend distributed in respect of each Series B Share. Holders of Series D-B Shares and Series D-L Shares are entitled to this dividend premium in connection with all dividends paid by us other than payments in connection with the liquidation of our company.

Subject to certain exceptions contained in the deposit agreement dated May 11, 2007, among FEMSA, The Bank of New York Mellon, as ADS depositary and holders and beneficial owners from time to time of our ADSs, evidenced by American Depositary Receipts (“ADRs”), any dividends distributed to holders of our ADSs will be paid to the ADS depositary in Mexican pesos and will be converted by the ADS depositary into U.S. dollars. As a result, restrictions on the conversion of Mexican pesos into foreign currencies may affect the ability of holders of our ADSs to receive U.S. dollars, and exchange rate fluctuations may affect the U.S. dollar amount received by holders of our ADSs.

Risk Factors

Risks Related to Our Company

Coca-Cola FEMSA

Coca-Cola FEMSA’s business depends on its relationship with The Coca-Cola Company, and changes in this relationship may adversely affect Coca-Cola FEMSA’s business, financial condition, results of operations and prospects.

Substantially all of Coca-Cola FEMSA’s sales are derived from sales of *Coca-Cola* trademark beverages. Coca-Cola FEMSA produces, markets, sells and distributes *Coca-Cola* trademark beverages through standard bottler agreements in the territories where it operates, which we refer to as “Coca-Cola FEMSA’s territories.” Coca-Cola FEMSA is required to purchase concentrate for all *Coca-Cola* trademark beverages from affiliates of TCCC, which price may be unilaterally determined from time to time by TCCC in all such territories. Coca-Cola FEMSA is also required to purchase sweeteners and other raw materials only from companies authorized by TCCC. Increases in the cost, disruption of supply or shortage of ingredients for concentrate could have an adverse effect on Coca-Cola FEMSA’s business. See “Item 4. Information on the Company—Coca-Cola FEMSA—Coca-Cola FEMSA’s Territories.”

In addition, under Coca-Cola FEMSA’s bottler agreements, it is prohibited from bottling or distributing any other beverages without TCCC’s authorization or consent and it may not transfer control of the bottler rights of any of its territories without prior consent from TCCC.

TCCC makes significant contributions to Coca-Cola FEMSA’s marketing expenses, although it is not required to contribute a particular amount. Accordingly, TCCC may discontinue or reduce such contributions at any time.

Coca-Cola FEMSA depends on TCCC to continue with its bottler agreements. Coca-Cola FEMSA’s bottler agreements are automatically renewable for ten-year terms, subject to the right of either party to give prior notice that it does not wish to renew the applicable agreement. In addition, these agreements generally may be terminated in the case of material breach. See “Item 10. Additional Information—Material Contracts—Material Contracts Relating to Coca-Cola FEMSA—Bottler Agreements.” Termination of any such bottler agreement would prevent Coca-Cola FEMSA from selling Coca-Cola trademark beverages in the affected territory. The foregoing and any other adverse changes in Coca-Cola FEMSA’s relationship with TCCC would have an adverse effect on its business, financial condition, results of operations and prospects.

The Coca-Cola Company has substantial influence on the conduct of Coca-Cola FEMSA’s business, which may result in Coca-Cola FEMSA taking actions contrary to the interests of Coca-Cola FEMSA’s shareholders other than The Coca-Cola Company.

TCCC has substantial influence on the conduct of Coca-Cola FEMSA’s business. As of the date of this report, TCCC indirectly owned 27.8% of Coca-Cola FEMSA’s outstanding capital stock, representing 32.9% of Coca-Cola FEMSA’s capital stock with full voting rights. TCCC is entitled to appoint up to five of Coca-Cola FEMSA’s maximum of 21 directors and the vote of at least two of them is required to approve certain actions by Coca-Cola FEMSA’s board of directors. See

“Item 10. Additional Information—Material Contracts—Material Contracts Relating to Coca-Cola FEMSA—Shareholders Agreements” The interests of TCCC may be different from the interests of Coca-Cola FEMSA’s other shareholders, which may result in Coca-Cola FEMSA taking actions contrary to the interests of such other shareholders.

Changes in consumer preferences and public concern about health-related and environmental issues could reduce demand for some of Coca-Cola FEMSA’s products.

The non-alcoholic beverage industry is evolving mainly as a result of changes in consumer preferences and regulatory actions. There have been different plans and actions adopted in recent years by governmental authorities in some of the countries where Coca-Cola FEMSA operates. These include increases in tax rates or the imposition of new taxes on the sale of certain beverages and other regulatory measures, such as restrictions on advertising for some of Coca-Cola FEMSA’s products and additional regulations concerning the labeling or sale of Coca-Cola FEMSA’s products. Moreover, researchers, health advocates and dietary guidelines encourage consumers to reduce their consumption of certain types of beverages sweetened with sugar and high fructose corn syrup (“HFCS”). In addition, concerns over the environmental impact of plastic may reduce the consumption of Coca-Cola FEMSA’s products sold in plastic bottles or result in additional taxes that could adversely affect consumer demand. Increasing public concern about these issues, new or increased taxes, other regulatory measures or Coca-Cola FEMSA’s failure to meet consumers’ preferences, could reduce demand for some of Coca-Cola FEMSA’s products, which would adversely affect its business, financial condition, results of operations and prospects. See “Item 4. Information on the Company—Coca-Cola FEMSA—Business Strategy.”

Changes in laws and regulations relating to beverage containers and packaging may adversely affect Coca-Cola FEMSA’s business.

Coca-Cola FEMSA currently offers non-refillable and refillable containers across its territories, among other product presentations. Certain legislative and regulatory reforms have been proposed in some of the territories where Coca-Cola FEMSA operates to restrict the sale of single-use plastics and similar legislation or regulations may be proposed or enacted in the future elsewhere. See “Item 4. Information on the Company—Coca-Cola FEMSA—Raw Materials.” Consumers’ increased concerns and changing attitudes about the solid waste streams and environmental responsibility and the related publicity could result in the adoption of such legislation or regulations. If these types of requirements are adopted and implemented on a large scale in any of Coca-Cola FEMSA’s territories, they could affect Coca-Cola FEMSA’s costs or require changes in its distribution model and packaging, which could reduce Coca-Cola FEMSA’s net operating revenues and profitability.

The reputation of Coca-Cola trademarks and trademark infringement could adversely affect Coca-Cola FEMSA’s business.

Substantially all of Coca-Cola FEMSA’s sales are derived from sales of *Coca-Cola* trademark beverages owned by TCCC. Maintenance of the reputation and intellectual property rights of these trademarks is essential to Coca-Cola FEMSA’s ability to attract and retain retailers and consumers and is a key driver for its success. Failure to maintain the reputation of *Coca-Cola* trademarks and/or to effectively protect these trademarks could have a material adverse effect on its business, financial condition, results of operations and prospects.

If Coca-Cola FEMSA is unable to protect its information systems against service interruption, misappropriation of data or breaches of security, its operations could be disrupted, which could have a material adverse effect on its business, financial condition, results of operations and prospects.

Coca-Cola FEMSA relies on networks, information systems and other technology, or “IT systems”, including the Internet and third-party hosted platforms and services, to support a variety of business processes and activities, including procurement and supply chain, manufacturing, distribution, invoicing and collection of payments and to store client and employee personal data. Coca-Cola FEMSA uses IT systems to process financial information and results of operations for internal reporting purposes and to comply with regulatory financial reporting and legal and tax requirements. Because IT systems are critical to many of Coca-Cola FEMSA’s operating activities, its business may be impacted by system shutdowns, service disruptions or security breaches. In addition, such incidents could result in unauthorized disclosure of material confidential information or regulated individual personal data. Coca-Cola FEMSA could be required to spend significant financial and other resources to remedy the damage caused by a security breach or to repair or replace networks and IT

systems. Any severe damage, disruption or shutdown in Coca-Cola FEMSA's IT systems could have a material adverse effect on its business, financial condition, results of operations and prospects.

In order to address risks to its IT systems, Coca-Cola FEMSA continues to make investments in personnel, technologies, cyber insurance and training of its personnel. Coca-Cola FEMSA maintains an IT risk management program that is supervised by its senior management. Reports on such IT risk management program are presented to the Audit Committee of its board of directors on a quarterly basis. As part of this program, Coca-Cola FEMSA has a cybersecurity framework, internal policies and cross-functional surveillance.

Negative or inaccurate information on social media could adversely affect Coca-Cola FEMSA's reputation.

In recent years, there has been a marked increase in the use of social media and similar platforms, including weblogs (blogs), social media websites, and other forms of Internet-based communications which allow individual access to a broad audience of consumers and other interested persons. Negative or inaccurate information concerning or affecting Coca-Cola FEMSA or the *Coca-Cola* trademarks may be posted on such platforms at any time. This information may harm Coca-Cola FEMSA's reputation without affording the corporation an opportunity for redress or correction, which could in turn have a material adverse effect on its business, financial condition, results of operations and prospects.

Competition could adversely affect Coca-Cola FEMSA's business, financial condition, results of operations and prospects.

The beverage industry in the territories where Coca-Cola FEMSA operates is highly competitive. Coca-Cola FEMSA faces competition from other bottlers of sparkling beverages, such as *Pepsi* trademark products and other bottlers and distributors of local beverage brands, and from producers of low-cost beverages or "B brands." Coca-Cola FEMSA also competes in beverage categories other than sparkling beverages, such as water, juice-based beverages, coffee, teas, milk, value-added dairy products, sports drinks, energy drinks and plant-based beverages. We expect that Coca-Cola FEMSA will continue to face strong competition in its beverage categories in all of its territories and anticipate that existing or new competitors may broaden their product lines and extend their geographic scope.

Although competitive conditions are different in each of Coca-Cola FEMSA's territories, Coca-Cola FEMSA competes mainly in terms of price, packaging, effective promotional activities, access to retail outlets and sufficient shelf space, customer service, product innovation and product alternatives and the ability to identify and satisfy consumer preferences. Lower pricing and activities by Coca-Cola FEMSA's competitors and changes in consumer preferences may have an adverse effect on its business, financial condition, results of operations and prospects.

Water shortages or any failure to maintain existing concessions or contracts could adversely affect Coca-Cola FEMSA's business, financial condition, results of operations and prospects.

Water is an essential component of all of Coca-Cola FEMSA's products. Coca-Cola FEMSA obtains water from various sources in its territories, including springs, wells, rivers and municipal and state water companies pursuant to either concessions granted by governments in its various territories (including governments at the federal, state or municipal level) or pursuant to contracts.

Coca-Cola FEMSA obtains the vast majority of the water used in its production from municipal utility companies and pursuant to concessions to use wells, which are generally granted based on studies of the existing and projected groundwater supply. Coca-Cola FEMSA's existing water concessions or contracts to obtain water may be terminated by governmental authorities under certain circumstances and their renewal depends on several factors, including having paid all fees in full, having complied with applicable laws and obligations and receiving approval for renewal from local and/or federal water authorities. See "Item 4. Information on the Company—Regulatory Matters—Water Supply." In some of Coca-Cola FEMSA's other territories, its existing water supply may not be sufficient to meet its future production needs, and the available water supply may be adversely affected by shortages or changes in governmental regulations and environmental changes.

We cannot assure you that water will be available in sufficient quantities to meet Coca-Cola FEMSA's future production needs or will prove sufficient to meet its water supply needs. Continued water scarcity in the regions where Coca-Cola FEMSA operates may adversely affect its business, financial condition, results of operations and prospects.

Increases in the prices of raw materials would increase Coca-Cola FEMSA's cost of goods sold and may adversely affect its business, financial condition, results of operations and prospects.

In addition to water, Coca-Cola FEMSA's most significant raw materials are (i) concentrate, which Coca-Cola FEMSA acquires from affiliates of TCCC, (ii) sweeteners and (iii) packaging materials.

Prices for *Coca-Cola* trademark beverages concentrate are determined by TCCC as a percentage of the weighted average retail price in local currency, net of applicable taxes. TCCC has the right to unilaterally change concentrate prices or change the manner in which such prices are calculated. In the past, TCCC has increased concentrate prices for *Coca-Cola* trademark beverages in some of the countries where Coca-Cola FEMSA operates. Coca-Cola FEMSA may not be successful in negotiating or implementing measures to mitigate the negative effect this may have in the pricing of its products or its results.

The prices for Coca-Cola FEMSA's other raw materials are driven by market prices and local availability, the imposition of import duties and restrictions and fluctuations in exchange rates. Coca-Cola FEMSA is also required to meet all of its supply needs (including sweeteners and packaging materials) from suppliers approved by TCCC, which may limit the number of suppliers available to Coca-Cola FEMSA. Coca-Cola FEMSA's sales prices are denominated in the local currency in each country where it operates, while the prices of certain materials, including those used in the bottling of its products, mainly polyethylene terephthalate, or PET resin, preforms to make plastic bottles, finished plastic bottles, aluminum cans, HFCS and certain sweeteners, are paid in, or determined with reference to, the U.S. dollar, and therefore may increase if the U.S. dollar appreciates against the applicable local currency. Coca-Cola FEMSA cannot anticipate whether the U.S. dollar will appreciate or depreciate with respect to such local currencies in the future, and we cannot assure you that Coca-Cola FEMSA will be successful in mitigating any such fluctuations through derivative instruments or otherwise. See "Item 4. Information on the Company—Raw Materials."

Coca-Cola FEMSA's most significant packaging raw material costs arise from the purchase of PET resin, the price of which is related to crude oil prices and global PET resin supply. Crude oil prices have a cyclical behavior and are determined with reference to the U.S. dollar; therefore, high currency volatility may affect the average price for PET resin in local currencies. In addition, since 2010, international sugar prices have been volatile due to various factors, including shifting demand, availability and climate issues affecting production and distribution. In all of the countries where Coca-Cola FEMSA operates, other than Brazil, sugar prices are subject to local regulations and other barriers to market entry that cause Coca-Cola FEMSA to purchase sugar above international market prices. See "Item 4. Information on the Company—Raw Materials." We cannot assure you that Coca-Cola FEMSA's raw material prices will not further increase in the future or that Coca-Cola FEMSA will be successful in mitigating any such increase through derivative instruments or otherwise. Increases in the prices of raw materials would increase Coca-Cola FEMSA's cost of goods sold and adversely affect its business, financial condition, results of operations and prospects.

Regulatory developments may adversely affect Coca-Cola FEMSA's business, financial condition, results of operations and prospects.

Coca-Cola FEMSA is subject to several laws and regulations in each of the territories where it operates. The principal areas in which Coca-Cola FEMSA is subject to laws and regulations are anti-corruption, anti-bribery, anti-money laundering, water, environment, labor, taxation, health, antitrust and price controls. See "Item 4. Information on the Company—Regulatory Matters." Changes in existing laws and regulations, the adoption of new laws or regulations, or a stricter interpretation or enforcement thereof in the countries where Coca-Cola FEMSA operates may increase Coca-Cola FEMSA's operating and compliance costs or impose restrictions on its operations which, in turn, may adversely affect its financial condition, business, results of operations and prospects.

Voluntary price restraints or statutory price controls have been imposed historically in several of the countries where Coca-Cola FEMSA operates. See "Item 4. Information on the Company—Regulatory Matters—Price Controls." We cannot assure you that existing or future laws and regulations in the countries where Coca-Cola FEMSA operates relating to goods and services (in particular, laws and regulations imposing statutory price controls) will not affect Coca-Cola FEMSA's products, Coca-Cola FEMSA's ability to set prices for its products, or that Coca-Cola FEMSA will not need to implement price restraints, which could have a negative effect on Coca-Cola FEMSA's business, financial condition, results of operations and prospects.

Coca-Cola FEMSA operates in multiple territories and is subject to complex regulatory frameworks with increased enforcement activities. Coca-Cola FEMSA maintains a compliance program that is supervised by its senior management. Reports on such compliance program are presented to the Audit Committee of its board of directors on a semi-annual basis. Despite Coca-Cola FEMSA's internal governance and compliance processes, Coca-Cola FEMSA may be subject to unexpected breaches by its employees, contractors or other agents to its code of ethics, anti-corruption policies and business conduct protocols, including instances of fraudulent behavior, corrupt practices and dishonesty by any of them. Coca-Cola FEMSA's failure to comply with applicable laws and other standards could harm its reputation, subject Coca-Cola FEMSA to substantial fines, sanctions or penalties and adversely affect its business. There is no assurance that Coca-Cola FEMSA will be able to comply with changes in any laws and regulations within the timelines established by the relevant regulatory authorities.

Taxes could adversely affect Coca-Cola FEMSA's business, financial condition, results of operations and prospects.

The countries where Coca-Cola FEMSA operates may adopt new tax laws or modify existing tax laws to increase taxes applicable to its business or products. Coca-Cola FEMSA's products are subject to certain taxes in many of the countries where Coca-Cola FEMSA operates. See "Item 4. Information on the Company—Regulatory Matters—Taxation of Beverages." The imposition of new taxes, increases in existing taxes, or changes in the interpretation of tax laws and regulation by tax authorities may have a material adverse effect on Coca-Cola FEMSA's business, financial condition, results of operations and prospects.

Tax legislation in some of the countries where Coca-Cola FEMSA operates has recently been subject to major changes. See "Item 4. Information on the Company—Regulatory Matters—Tax Reforms." We cannot assure you that these reforms or other reforms adopted by governments in the countries where Coca-Cola FEMSA operates will not have a material adverse effect on its business, financial condition, results of operations and prospects.

Unfavorable outcome of legal proceedings could have an adverse effect on Coca-Cola FEMSA's business, financial condition, results of operations and prospects.

Coca-Cola FEMSA's operations have from time to time been and may continue to be subject to investigations and proceedings by antitrust authorities relating to alleged anticompetitive practices, as well as tax, consumer protection, environmental, labor and commercial matters. We cannot assure you that these investigations and proceedings will not have an adverse effect on Coca-Cola FEMSA's business, financial condition, results of operations and prospects. See "Item 8. Financial Information—Legal Proceedings."

Weather conditions, natural disasters and public health crises may adversely affect Coca-Cola FEMSA's business, financial condition, results of operations and prospects.

Lower temperatures, higher rainfall, other adverse weather conditions such as hurricanes, natural disasters such as earthquakes and floods, and public health crises such as pandemics or epidemics may negatively impact consumer patterns, which may result in reduced sales of Coca-Cola FEMSA's beverage offerings. Additionally, such adverse weather conditions, natural disasters and public health crises may affect plant installed capacity, road infrastructure and points of sale in the territories where Coca-Cola FEMSA operates and limit its ability to produce, sell and distribute its products, thus affecting its business, financial condition, results of operations and prospects.

The recent outbreak of COVID-19 has negatively affected global and regional economic conditions. Due to the speed with which the COVID-19 situation is developing and the uncertainty of its duration, the full impact of COVID-19 on Coca-Cola FEMSA's business is unknown at this time and difficult to predict. Nevertheless, Coca-Cola FEMSA expects that the imposition of measures and regulations in the territories where it operates aimed at containing the outbreak may have a negative impact on its full year financial and operating results. To date, these measures and regulations have included the direction to refrain from dining at restaurants, the cancellation of major sporting and entertainment events, material reduction in travel, the promotion of social distancing, the adoption of work-from-home policies and, in certain territories, compulsory lockdowns. Any prolonged outbreak of COVID-19 could result in the imposition of more restrictive measures in the territories in which Coca-Cola FEMSA operates, further quarantines or closures, supply-chain disruptions, travel and transportation restrictions and/or import and export restrictions which could further adversely affect Coca-Cola FEMSA's business.

Coca-Cola FEMSA may not be able to successfully integrate its acquisitions and achieve the expected operational efficiencies or synergies.

Coca-Cola FEMSA has and may continue to acquire bottling operations and other businesses. Key elements to achieving the benefits and expected synergies of Coca-Cola FEMSA's acquisitions and mergers are the integration of acquired or merged businesses' operations into Coca-Cola FEMSA's operations in a timely and effective manner and the retention of qualified and experienced key personnel. Coca-Cola FEMSA may incur unforeseen liabilities in connection with acquiring, taking control of, or managing bottling operations and other businesses and may encounter difficulties and unforeseen or additional costs in restructuring and integrating them into Coca-Cola FEMSA's operating structure. We cannot assure you that these efforts will be successful or completed as expected, and Coca-Cola FEMSA's business, financial condition, results of operations and prospects could be adversely affected if Coca-Cola FEMSA is unable to do so.

An impairment in the carrying value of distribution rights under Coca-Cola FEMSA's bottler agreements and goodwill of acquired businesses could negatively affect its financial condition and results of operations.

Coca-Cola FEMSA periodically reviews the carrying value of its intangible assets, including distribution rights under its bottler agreements and goodwill of acquired businesses, to determine whether there is any indication that such assets have suffered an impairment. An impairment is recognized and the asset is reduced to fair value via a charge to earnings, when the carrying value of such asset exceeds its recoverable amount, which is the higher of its fair value less the cost to sell the asset, and its value in use. Events and conditions that could result in an impairment include changes in the industry in which Coca-Cola FEMSA operates, including competition, changes in consumer preferences, and other factors leading to reduction in expected sales or profitability. An impairment on the value of the distribution rights under its bottler agreements or goodwill of acquired territories could have a material adverse effect on Coca-Cola FEMSA's financial condition and results of operations.

FEMSA Comercio

Competition from other retailers in the markets where FEMSA Comercio operates could adversely affect its business, financial condition, results of operations and prospects.

The retail sector is highly competitive in the markets where FEMSA Comercio operates. The Proximity Division participates in the retail sector primarily through its OXXO stores, which face competition from small-format stores (such as 7-Eleven, Circle K, Tiendas D1, Ara, Tostao, Tambo Mas and OK Market), other numerous chains of grocery retailers with different size formats (such as Wal-Mart, La Comer, H-E-B, Chedraui, among others), other regional small-format retailers and small neighborhood stores. In particular, small neighborhood stores in Mexico may improve their technological capabilities to enable credit card processing or online bill payments, which would diminish one of the Proximity Division's competitive advantages.

FEMSA Comercio participates through the Health Division in Mexico, Chile, Colombia and Ecuador. In Mexico, it faces competition from other drugstore chains such as Farmacias Similares, Farmacias Guadalajara, Farmacias del Ahorro and Farmacias Benavides, as well as regional and independent pharmacies, supermarkets and other informal neighborhood drugstores. In Chile, relevant competitors are chain drugstores such as Farmacias Ahumada and Salcobrand, while in Colombia, the most relevant competitors are La Rebaja, Unidrogas, Olimpica, Cafam, Colsubsidio and Farmatodo. In Ecuador, Grupo Difare is the main competitor.

For the Fuel Division, the government reforms over Mexico's fuel distribution market has altered the competitive dynamics of the industry. The consolidation process, expected to continue as more large companies and international competitors continue to enter and expand through the market, may occur rapidly and materially alter the market dynamics in Mexico. Currently, the Fuel Division faces competition from international players such as British Petroleum, Mobil, Repsol and Shell, regional chains such as Corpogas, Hidrosina, G500 and Petro-7 and hard discount chains like Good Price and Gulf, as well as small independently owned and operated service stations.

FEMSA Comercio may face additional competition from new market participants. The increase in competition may limit the number of new locations available and could require FEMSA Comercio to modify its value proposition. Consequently, future competition may affect the results of operations, financial condition and prospects of FEMSA Comercio. The shift in the retail sector from brick and mortar retailers to online and mobile platforms could also adversely affect FEMSA Comercio's business, results of operations, financial condition and prospects.

We expect the competitive environment will continue to evolve as new technologies are developed based on changing consumer behavior. The continuing migration and evolution of retailing and financial services to online and mobile-based platforms for consumers may increase competition that could adversely affect FEMSA Comercio.

FEMSA Comercio's points of sale performance may be adversely affected by changes in economic conditions in the markets where it operates.

The markets in which FEMSA Comercio operates are highly sensitive to economic conditions, because a decline in consumer purchasing power is often a consequence of an economic slowdown which, in turn, results in a decline in the overall consumption of main product categories. During periods of economic slowdown, FEMSA Comercio's points of sale may experience a decline in same-store traffic and average ticket per customer, which may result in a decline in overall performance. See "Item 5. Operating and Financial Review and Prospects—Overview of Events, Trends and Uncertainties."

FEMSA Comercio's business expansion strategy and entry into new markets and retail formats may lead to decreased profit margins and integration risks.

FEMSA Comercio has entered into new markets through an organic expansion and the acquisition of other small-format retail businesses and continues to seek investment opportunities through this strategy. These new businesses are currently less profitable than our more established ones and as a result may marginally dilute FEMSA Comercio's margins in the short to medium term.

Key elements to achieving the benefits and expected synergies of FEMSA Comercio's acquisitions are the integration of acquired businesses' operations into FEMSA Comercio's operations in a timely and effective manner and the retention of qualified and experienced key personnel. FEMSA Comercio may incur unforeseen liabilities in connection with acquiring, taking control of, or managing businesses and may encounter difficulties and unforeseen or additional costs in restructuring and integrating them into FEMSA Comercio's operating structure. We cannot assure you that these efforts will be successful or completed as expected, and FEMSA Comercio's business, financial condition, results of operations and prospects could be adversely affected if FEMSA Comercio is unable to do so.

Regulatory changes in the countries where we operate may adversely affect FEMSA Comercio's business.

In the markets where it operates, FEMSA Comercio is subject to regulation in areas such as labor, zoning, operations, environmental and related local permits, health and safety and anti-money laundering regulations. Changes in existing laws and regulations, the adoption of new laws or regulations, changes in policy by regulators or a stricter or changing interpretation or enforcement thereof in the countries where FEMSA Comercio operates may increase its operating and compliance costs or impose restrictions on its operations and expansion which, in turn, may adversely affect the results of operations, financial condition and prospects of FEMSA Comercio's business. In addition, changes in current laws and regulations may negatively impact customer traffic, revenues, operational costs and commercial practices, which may have an adverse effect on results of operations, financial condition and prospects of FEMSA Comercio.

FEMSA Comercio is subject to anti-money laundering laws and regulations in the countries in which it operates. Any violation of any such laws or regulations may adversely affect FEMSA Comercio's business.

FEMSA Comercio is subject to anti-money laundering laws and regulations in the jurisdictions in which it operates and is required to comply with the applicable laws and regulations of the countries in which it operates. Such laws and regulations require FEMSA Comercio to adopt and implement policies, procedures and controls designed to detect and prevent transactions with third parties involved in money laundering. Although we have such policies, procedures and controls in place, given the number of transactions made in FEMSA Comercio's stores, it may be subject to the risk that its clients or third parties may misuse its services and engage in money laundering or other related illegal activities. There can be no assurance that FEMSA Comercio's internal policies, procedures and controls will be sufficient to detect or prevent all inappropriate practices, including money laundering, fraud or other violations of law or that any person will not take actions in violation of FEMSA Comercio's policies, procedures and controls. If FEMSA Comercio is unable to fully comply with anti-money laundering laws and regulations, the relevant government authorities have the power and authority to investigate FEMSA Comercio and, in the event that it determines that FEMSA Comercio is in violation of anti-money laundering laws and regulations, impose significant fines, penalties and remedies.

FEMSA Comercio's business highly depends on information technology and a failure, interruption or breach of its IT systems could adversely affect it.

FEMSA Comercio's businesses rely heavily on advanced information technology ("IT") systems to effectively manage its data, communications, connectivity and other business processes. FEMSA Comercio invests aggressively in IT to maximize its value generation potential. The development of IT systems, hardware and software needs to keep pace with the businesses' growth due to the high speed at which the division adds new services and products to its commercial offerings. If these systems become obsolete or if the planning for future IT investments is inadequate, FEMSA Comercio businesses could be adversely affected.

In order to address risks to its IT systems, FEMSA Comercio continues to make investments in personnel, technologies, cyber insurance and training of its personnel. FEMSA Comercio maintains an IT risk management program which is supervised by its senior management. Reports on such IT risk management program are presented to the Audit Committee of the board of directors on a quarterly basis. As part of this program, FEMSA Comercio has a cybersecurity framework, internal policies and cross-functional surveillance and governance.

Although FEMSA Comercio constantly improves and protects its IT systems with advanced security measures, they still may be subject to defects, interruptions or security breaches such as viruses or data theft. Such a defect, interruption or breach could adversely affect the results of operations, financial condition and prospects of FEMSA Comercio.

FEMSA Comercio's business may be adversely affected by an increase in the price of electricity in the markets where it operates.

The performance of FEMSA Comercio's points of sale would be adversely affected by increases in the price of utilities on which the stores and stations depend, such as electricity. Electricity prices could potentially increase further as a result of inflation, shortages, interruptions in supply or other reasons, and such an increase could adversely affect the results of operations, financial condition and prospects of FEMSA Comercio's business.

Negative or inaccurate information on social media could adversely affect FEMSA Comercio's reputation.

In recent years, there has been a considerable increase in the use of social media and similar platforms, including weblogs (blogs), social media websites, and other forms of Internet-based communications that allow individual access to a broad audience of consumers and other interested persons. Consumers value readily available information concerning retailers, manufacturers and their goods and services, and often act on such information without further investigation, authentication and without regard to its accuracy. The availability of information on social media platforms and devices is virtually immediate as is its impact. Social media platforms and devices immediately publish the content their subscribers and participants post, often without filters or checks on accuracy of the content posted. The opportunity for dissemination of information, including inaccurate information, is virtually limitless.

Negative or inaccurate information concerning or affecting FEMSA Comercio's trademarks may be posted on such platforms at any time. This information may harm FEMSA Comercio's reputation or brand image without affording the corporation an opportunity for redress or correction. Further, the disclosure of non-public company-sensitive information by FEMSA Comercio's workforce or others through external social media channels may have adverse legal implications. The risks associated with any such negative publicity could in turn have a material adverse effect on its business, results of operations, financial condition and prospects.

Tax changes in the countries where we operate could adversely affect FEMSA Comercio's business.

The imposition of new taxes, increases in existing taxes or changes in the interpretation of tax laws and regulations by tax authorities, may have a material adverse effect on the results of operations, financial condition and prospects of FEMSA Comercio's business.

The Proximity Division may not be able to maintain its historic growth rate.

The Proximity Division increased the number of OXXO stores at a compound annual growth rate of 8.3% from 2015 to 2019. The growth in the number of OXXO stores has driven growth in total revenue and results of operations at the Proximity Division over the same period. As the overall number of stores increases, percentage growth in the number of

OXXO stores is likely to slow. In addition, as small-format store penetration in Mexico grows, the number of viable new store locations may decrease, and new store locations may be less favorable in terms of same-store sales, average ticket and store traffic. As a result, our future results and financial condition may not be consistent with prior periods and may be characterized by lower growth rates in terms of total revenue and results of operations. We cannot assure that the revenues and cash flows of the Proximity Division that come from future retail stores will be comparable with those generated by existing retail stores. See “Item 4. Information on the Company—FEMSA Comercio—Proximity Division—Store Locations.”

The Health Division’s sales may be affected by a material change in institutional sale trends in some of the markets where it operates.

In some of the markets where we operate, the sales of the Health Division are highly dependent on institutional sales, as well as traditional, open-market sales. The institutional market involves public and private health care providers, and the performance of the Health Division could be affected by its ability to maintain and grow its client base.

The Health Division’s performance may be affected by contractual conditions with its suppliers.

The Health Division acquires the majority of its inventories and healthcare products from a limited number of suppliers. Its ability to maintain favorable conditions in its current commercial agreements could potentially affect the Health Division’s operating and financial performance.

Energy regulatory changes may impact fuel prices and therefore adversely affect the Fuel Division’s business.

The Fuel Division mainly sells gasoline and diesel through owned or leased retail service stations. Previously, the prices of these products were regulated in Mexico by the Energy Regulatory Commission (*Comisión Reguladora de Energía*, or “CRE”). Since 2017, fuel prices gradually began to follow the dynamics of the international fuel market, and in 2020 we expect them to continue to do so in accordance with the regulatory framework, which may also adversely affect the results of operations, financial condition and prospects of the Fuel Division’s business.

The Fuel Division’s performance may be affected by changes in commercial terms with suppliers, or disruptions to the industry supply chain.

The Fuel Division mainly purchases gasoline and diesel for its operations in Mexico. The fuel market in Mexico recently experienced structural changes that should gradually increase the number of suppliers. In the event of changes in the industry, commercial terms for the Fuel Division could deteriorate in the future, and potential disruptions to the supply chain to our gas stations could adversely impact the financial performance and prospects of the Fuel Division.

The Fuel Division’s business could be affected by new safety and environmental regulations enforced by the government, global environmental regulations and new energy technologies.

Federal, state and municipal laws and regulations for the installation and operation of service stations are becoming more stringent. Compliance with these laws and regulations is often difficult and costly. Global trends to reduce the consumption of fossil fuels through incentives and taxes could push sales of these fuels at service stations to slow or decrease in the future and automotive technologies, including efficiency gains in traditional fuel vehicles and increased popularity of alternative fuel vehicles, such as electric and liquefied petroleum gas (“LPG”) vehicles, have caused a significant reduction in fuel consumption globally. Other new technologies could further reduce the sale of traditional fuels, all of which could adversely affect results of operations and financial condition of the Fuel Division. See “Item 4. Information on the Company—Regulatory Matters—Environmental Matters.”

Risks Related to Mexico and the Other Countries Where We Operate

Adverse economic conditions in Mexico may adversely affect our financial position and results.

We are a Mexican corporation and our Mexican operations are our single most important geographic territory. For the year ended December 31, 2019, 68.4% of our consolidated total revenues were attributable to Mexico. During 2018 and 2019, the Mexican gross domestic product (“GDP”) increased by approximately 2.0% and decreased by 0.1%, respectively, on an annualized basis compared to the previous year. We cannot assure that such conditions will not continue to slow down in the future or will not have a material adverse effect on our business, results of operations, financial condition and prospects

going forward. The Mexican economy continues to be heavily influenced by the U.S. economy, and therefore, deterioration in economic conditions in, or delays in the recovery of, the U.S. economy may hinder any recovery. In the past, Mexico has experienced both prolonged periods of weak economic conditions and deteriorations in economic conditions that have had a negative impact on our results.

Our business may be significantly affected by the general condition of the Mexican economy, or by the rate of inflation in Mexico, interest rates in Mexico and exchange rates for, or exchange controls affecting, the Mexican peso. Decreases in the growth rate of the Mexican economy, periods of negative growth and/or increases in inflation or interest rates may result in lower demand for our products, lower real pricing of our products or a shift to lower margin products. Because a large percentage of our costs and expenses are fixed, we may not be able to reduce costs and expenses upon the occurrence of any of these events and our profit margins may suffer as a result.

In addition, an increase in interest rates in Mexico would increase the cost of our debt and would cause an adverse effect on our financial position and results. Mexican peso-denominated debt (including currency hedges) constituted 54.5% of our total debt as of December 31, 2019.

Depreciation of the Mexican peso and of our other local currencies relative to the U.S. dollar could adversely affect our financial position and results.

Depreciation of the Mexican peso and of our other local currencies relative to the U.S. dollar increases the cost of a portion of the raw materials we acquire, the price of which is paid in or determined with reference to U.S. dollars, and of our debt obligations denominated in U.S. dollars, and thereby negatively affects our financial position and results. A severe devaluation or depreciation of the Mexican peso, which is our main operating currency, may result in disruption of the international foreign exchange markets and may limit our ability to transfer or to convert Mexican pesos into U.S. dollars and other currencies for the purpose of making timely payments of interest and principal on our U.S. dollar-denominated debt or obligations in other currencies. The Mexican peso is a free-floating currency and, as such, it experiences exchange rate fluctuations relative to the U.S. dollar over time. During 2019, the Mexican peso slightly appreciated relative to the U.S. dollar by approximately 3.9% compared to 2018. During 2018 and 2017, the Mexican peso experienced fluctuations relative to the U.S. dollar consisting of 0.02% of appreciation and 4.8% of appreciation, respectively, compared to the years 2017 and 2016, respectively. Through April 24, 2020, the Mexican peso has depreciated 31.7% since December 31, 2019.

While the Mexican government does not currently restrict, and since 1982 has not restricted, the right or ability of Mexican or foreign persons or entities to convert Mexican pesos into U.S. dollars or to transfer other currencies out of Mexico, the Mexican government could impose restrictive exchange rate policies in the future, as it has done in the past. Currency fluctuations may have an adverse effect on our financial position, results and cash flows in future periods.

When the financial markets are volatile, as they have been in recent periods, our results may be substantially affected by variations in exchange rates and commodity prices and, to a lesser degree, interest rates. These effects include foreign exchange gain and loss on assets and liabilities denominated in U.S. dollars, fair value gain and loss on derivative financial instruments, commodities prices and changes in interest income and interest expense. These effects can be much more volatile than our operating performance and our operating cash flows. See “Item 11. Quantitative and Qualitative Disclosures about Market Risk—Foreign Currency Exchange Rate Risk.”

Political events in Mexico could adversely affect our operations.

Mexican political events may significantly affect our operations. The most recent presidential and federal congressional elections were held on July 1, 2018. The President-elect, Andrés Manuel López Obrador, a member of the National Regeneration Movement (*Movimiento Regeneración Nacional*), took office on December 1, 2018. The President’s term will expire on September 30, 2024. We cannot predict whether potential changes in Mexican governmental and economic policy could adversely affect economic conditions in Mexico or the sector in which we operate. The Mexican president and Congress has a strong influence over new policies and governmental actions regarding the Mexican economy, and the new administration could implement substantial changes in law, policy and regulations in Mexico, including reforms to the Constitution, which could negatively affect our business, results of operations, financial condition and prospects. In response to these actions, opponents of the administration could react with, among other things, riots, protests and looting that could negatively affect our operations.

As of the date of this annual report, the National Regeneration Movement holds an absolute majority in the Chamber of Deputies and the Senate and a strong influence in various local legislatures. We cannot provide any assurances that political developments in Mexico, over which we have no control, will not have an adverse effect on our business, results of operations, financial condition and prospects.

Economic, political and social conditions in Mexico and other countries may adversely affect our results.

Many countries worldwide, including Mexico, have suffered significant economic, political and social volatility in recent years, and this may occur again in the future. Global instability has been caused by many different factors, including substantial fluctuations in economic growth, high levels of inflation, changes in currency values, changes in governmental economic or tax policies and regulations and overall political, social and economic instability. We cannot assure you that such conditions will not return or that such conditions will not have a material adverse effect on our financial condition and results.

The Mexican economy and the market value of securities issued by Mexican issuers may be, to varying degrees, affected by economic and market conditions in other emerging market countries and in the United States. Furthermore, economic conditions in Mexico are highly correlated with economic conditions in the United States as a result of the North American Free Trade Agreement (“NAFTA”), and increased economic activity between the two countries. In November 2018, the United States, Mexico and Canada signed the United States-Mexico-Canada Agreement (“USMCA”), which is designed to overhaul and update NAFTA. The USMCA has been ratified by the legislative bodies in all three countries. It remains to be seen what impact the adoption of the USMCA or any subsequent trade agreements made as a response to the USMCA will have on us and our business. If the United States were to withdraw from or materially modify other international trade agreements to which it is a party, or if the United States were to withdraw from the World Trade Organization, certain foreign-sourced goods that we sell may no longer be available at a commercially attractive price or at all, which in turn could have a material adverse effect on our business, results of operations and financial condition. However, there can be no assurance as to what the U.S. administration will do, and the impact of these measures or any others adopted by the new U.S. administration cannot be predicted.

Adverse economic conditions in the United States or other related events could have an adverse effect on the Mexican economy. Although economic conditions in other emerging market countries and in the United States may differ significantly from economic conditions in Mexico, investors’ reactions to developments in other countries may have an adverse effect on the market value of securities of Mexican issuers or of Mexican assets. For example, in Chile, an increase in social unrest in late 2019 led to the announcement of a constitutional referendum which is expected to be held in 2020. If social unrest continues in Chile, FEMSA Comercio’s business in the country could be negatively affected. There can be no assurance that future developments in other emerging market countries and in the United States, over which we have no control, will not have a material adverse effect on our financial condition and results.

Natural disasters, weather condition and public health issues, such as the coronavirus pandemic, could adversely affect our business.

Different regions of Mexico and other countries in which we operate could experience torrential rains, hurricanes, earthquakes or other adverse weather and climate conditions, as well as public health issues (including tainted food, food-borne illnesses, food tampering, tampering with or failure of water supply or widespread/pandemic illness such as coronavirus, ebola, the avian or H1N1 flu, MERS) which may negatively impact consumer purchasing power and behavior that could result in reduced sales across our businesses. For example, in December 2019, a novel strain of coronavirus (“COVID-19”) was reported in Wuhan, China. The World Health Organization has declared COVID-19 to constitute a “Public Health Emergency of International Concern.” The extent of the impact of the COVID-19 on our operational and financial performance will depend on future developments, including the duration and spread of the outbreak, all of which are highly uncertain and cannot be predicted in the countries in which we operate. Additionally, such adverse weather conditions, natural disasters and public health issues may affect our personnel, assets, road infrastructure and points of sale in the territories in which we operate and thereby limit our ability to operate. Such events could also trigger increases in costs, disruption of supply or shortages of products, thus affecting our business, financial condition, results of operations and prospects. If any of these events becomes significant in duration, our financial condition and results of operations could be materially adversely affected. FEMSA Comercio’s points of sales and some operating facilities have been affected by hurricanes and other weather events in the past, which have resulted in temporary closures and losses. Also, any of these events could force us to increase our capital expenditures to put our assets back in operation. See “Item 4. Information on the Company—Insurance.”

COVID-19 has impacted, and is expected to continue to impact, our non-consolidated entities, including Heineken. Most countries where Heineken operates have reacted by taking far-reaching containment measures such as restrictions of movement for populations and outlet closures, sometimes combined with the mandatory lockdown of production facilities. Heineken's volumes in March 2020 were heavily affected, and it is expected that Heineken's results in the year ended December 31, 2020 will be impacted by lower volumes and other effects, including a significant risk of negative transactional and translational currency impacts due to the devaluation of emerging markets currencies versus the US dollar and the Euro, and the increased risks on credit losses from customers, business continuity of small suppliers, impairments and non-effective hedge contracts. Due to the speed with which the COVID-19 situation is developing and the fact that the duration of the situation is not known, there is uncertainty around its ultimate impact on financial and operating results. Any prolonged outbreak of COVID-19 and more restrictive measures could further adversely affect Heineken's business.

Cybersecurity incidents and other breaches of network or information technology security could have an adverse effect on our business and our reputation.

We use information systems to operate our business, to process financial information and results of operations for internal reporting purposes and to comply with regulatory financial reporting and legal and tax requirements. Because information systems are critical to many of our operating activities, our business may be impacted by system shutdowns, service disruptions or security breaches, such as failures during routine operations, network or hardware failures, malicious or disruptive software, unintentional or malicious actions of employees or contractors, cyber-attacks by common hackers, criminal groups or nation-state organizations or social-activist (hactivist) organizations, natural disasters, failures or impairments of telecommunication networks or other catastrophic events. Such incidents could result in unauthorized disclosure of material confidential information, and we could experience delays in reporting our financial results. In addition, misuse, leakage or falsification of information could result in violations of data privacy laws and regulations, damage our reputation and credibility, loss of customers, and, therefore, could have a material adverse effect on our financial condition and results, or may require us to spend significant financial and other resources to remedy the damage caused by a security breach or to repair or replace networks and information systems.

Security risks in Mexico could increase, and this could adversely affect our results.

In recent years, Mexico has experienced a period of increasing criminal activity and particularly homicide rates, primarily due to organized crime. The presence of violence among drug cartels, and between these and the Mexican law enforcement and armed forces, or an increase in other types of crime, pose a risk to our business, and might negatively impact business continuity. Historically, these incidents have been relatively concentrated along the northern Mexican border, such as in Tijuana, Ciudad Juarez and the state of Tamaulipas, and during 2019 in certain other Mexican states such as Estado de Mexico, Ciudad de México, Jalisco and Guanajuato. The north of Mexico is an important region for some of our FEMSA Comercio operations, and an increase in crime rates could negatively affect our sales and customer traffic, increase our security expenses and result in higher turnover of personnel or damage to the perception of our brands. This situation could worsen and adversely impact our business and financial results because consumer habits and patterns adjust to the increased perceived and real security risks, as people refrain from going out as much and gradually shift some on-premise consumption to off-premise consumption of food and beverages on certain social occasions.

Depreciation of local currencies in other Latin American countries where we operate may adversely affect our financial position.

The devaluation of the local currencies against the U.S. dollar in our non-Mexican territories can increase our operating costs in these countries, and depreciation of the local currencies against the Mexican peso can negatively affect the translation of our results for these countries. Future currency devaluation or the imposition of exchange controls in any of these countries, or in Mexico, would have an adverse effect on our financial position and results.

More generally, future currency devaluations or the imposition of exchange controls in any of the countries where we operate may potentially increase our operating costs, which could have an adverse effect on our results of operations and financial condition. See “Item 11. Quantitative and Qualitative Disclosures about Market Risk—Foreign Currency Exchange Rate Risk.”

Risks Related to the Heineken Investment

FEMSA does not control Heineken N.V.’s and Heineken Holding N.V.’s decisions.

In 2010, we exchanged 100% of our beer operations for a 20% economic interest in Heineken N.V. and Heineken Holding N.V. (together with their respective subsidiaries, “Heineken” or the “Heineken Group”). As a result of this transaction (the “Heineken transaction”), we participate in the Heineken Holding N.V. Board of Directors (the “Heineken Holding Board”) and in the Heineken N.V. Supervisory Board (the “Heineken Supervisory Board”). However, we are not a majority or controlling shareholder of Heineken N.V. or Heineken Holding N.V., nor do we control the decisions of the Heineken Holding Board or the Heineken Supervisory Board. Therefore, the decisions made by the majority or controlling shareholders of Heineken N.V. or Heineken Holding N.V. or the Heineken Holding Board or the Heineken Supervisory Board may not be consistent with or may not consider the interests of our shareholders or may be adverse to the interests of our shareholders. Additionally, we have agreed not to disclose non-public information and decisions taken by Heineken. In

2017, we completed the sale of a 5.24% of combined shareholding in the Heineken Group, reducing our economic interest from 20% to 14.76%. Our aforementioned governance rights did not change as a result of the sale.

Heineken operates in a large number of countries.

Heineken is a global brewer and distributor of beer in a large number of countries. Because of the Heineken Investment, our shareholders are indirectly exposed to the political, economic and social circumstances affecting the markets in which Heineken is present, which may have an adverse effect on the value of our interest in Heineken, and, consequently, the value of our shares.

The Mexican peso may strengthen compared to the Euro.

In the event of a depreciation of the euro against the Mexican peso, the fair value of the Heineken Investment will be adversely affected. Furthermore, the cash flow that is expected to be received in the form of dividends from Heineken will be in euros, and therefore, in the event of a depreciation of the euro against the Mexican peso, the amount of expected cash flow will be adversely affected. “Item 11. Quantitative and Qualitative Disclosures about Market Risk—Foreign Currency Exchange Rate Risk.”

Heineken N.V. and Heineken Holding N.V. are publicly listed companies.

Heineken N.V. and Heineken Holding N.V. are listed companies whose stocks trade publicly and are subject to market fluctuation. A reduction in the price of Heineken N.V. or Heineken Holding N.V. shares would result in a reduction in the economic value of the Heineken Investment.

Risks Related to Our Principal Shareholders and Capital Structure

A majority of our voting shares are held by a voting trust, which effectively controls the management of our company, and the interests of which may differ from those of other shareholders.

As of March 20, 2020, the voting trust owned 38.69% of our capital stock and 74.86% of our capital stock with full voting rights, consisting of Series B Shares. Consequently, the voting trust has the power to elect a majority of the members of our board of directors and to play a significant or controlling role in the outcome of substantially all matters to be decided by our board of directors or our shareholders. The interests of the voting trust may differ from those of our other shareholders. See “Item 7. Major Shareholders and Related-Party Transactions” and “Item 10. Additional Information—Bylaws—Voting Rights and Certain Minority Rights.”

Holders of Series D-B and D-L Shares have limited voting rights.

Holders of Series D-B and D-L Shares have limited voting rights and are only entitled to vote on specific matters, such as certain changes in the form of our corporate organization, dissolution or liquidation, a merger with a company with a distinct corporate purpose, a merger in which we are not the surviving entity, a change of our jurisdiction of incorporation, the cancellation of the registration of the Series D-B and D-L Shares and any other matters that expressly require approval from such holders under the Mexican Securities Law. As a result of these limited voting rights, Series D-B and D-L holders will not be able to influence our business or operations. See “Item 7. Major Shareholders and Related-Party Transactions—Major Shareholders” and “Item 10. Additional Information—Bylaws—Voting Rights and Certain Minority Rights.”

Holders of ADSs may not be able to vote at our shareholder meetings.

Our shares are traded on the New York Stock Exchange (“NYSE”) in the form of ADSs. We cannot assure that holders of our shares in the form of ADSs will receive notice of shareholders’ meetings from our ADS depositary in sufficient time to enable such holders to return voting instructions to the ADS depositary in a timely manner. In the event that instructions are not received with respect to any shares underlying ADSs, the ADS depositary will, subject to certain limitations, grant a proxy to a person designated by us in respect of these shares. In the event that this proxy is not granted, the ADS depositary will vote these shares in the same manner as the majority of the shares of each class for which voting instructions are received.

Holders of BD Units in the United States and holders of ADSs may not be able to participate in any future preemptive rights offering and as a result may be subject to dilution of their equity interests.

Under applicable Mexican law, if we issue new shares for cash as a part of a capital increase, other than in connection with a public offering of newly issued shares or treasury stock, we are generally required to grant our shareholders the right to purchase a sufficient number of shares to maintain their existing ownership percentage. Rights to purchase shares in these circumstances are known as preemptive rights. By law, we may not allow holders of our shares or ADSs who are located in the United States to exercise any preemptive rights in any future capital increases unless (1) we file a registration statement with the U.S. Securities and Exchange Commission (“SEC”) with respect to that future issuance of shares or (2) the offering qualifies for an exemption from the registration requirements of the U.S. Securities Act of 1933. At the time of any future capital increase, we will evaluate the costs and potential liabilities associated with filing a registration statement with the SEC, as well as the benefits of preemptive rights to holders of our shares in the form of ADSs in the United States and any other factors that we consider important in determining whether to file a registration statement.

We may decide not to file a registration statement with the SEC to allow holders of our shares or ADSs who are located in the United States to participate in a preemptive rights offering. In addition, under current Mexican law, the sale by the ADS depositary of preemptive rights and the distribution of the proceeds from such sales to the holders of our shares in the form of ADSs is not possible. As a result, the equity interest of holders of our shares in the form of ADSs would be diluted proportionately. See “Item 10. Additional Information—Bylaws—Preemptive Rights.”

The protections afforded to minority shareholders in Mexico are different from those afforded to minority shareholders in the United States.

Under Mexican law, the protections afforded to minority shareholders are different from, and may be less than, those afforded to minority shareholders in the United States. Mexican laws do not provide a remedy to shareholders relating to violations of fiduciary duties. There is no procedure for class actions as such actions are conducted in the United States and there are different procedural requirements for bringing shareholder lawsuits against directors for the benefit of companies. Therefore, it may be more difficult for minority shareholders to enforce their rights against us, our directors or our controlling shareholders than it would be for minority shareholders of a United States company.

Investors may experience difficulties in enforcing civil liabilities against us or our directors, officers and controlling persons.

FEMSA is organized under the laws of Mexico, and most of our directors, officers and controlling persons reside outside the United States. In addition, nearly all or a substantial portion of our assets and the assets of our subsidiaries are located outside the United States. As a result, it may be difficult for investors to effect service of process within the United States on such persons or to enforce judgments against them, including any action based on civil liabilities under the U.S. federal securities laws. There is doubt as to the enforceability against such persons in Mexico, whether in original actions or in actions to enforce judgments of U.S. courts, of liabilities based solely on the U.S. federal securities laws.

Developments in other countries may adversely affect the market for our securities.

The market value of securities of Mexican companies is, to varying degrees, influenced by economic and securities market conditions in other emerging market countries. Although economic conditions are different in each country, investors’ reactions to developments in one country can have effects on the securities of issuers in other countries, including Mexico. We cannot assure you that events elsewhere, especially in emerging markets, will not adversely affect the market value of our securities.

The failure or inability of our subsidiaries to pay dividends or other distributions to us may adversely affect us and our ability to pay dividends to holders of ADSs.

We are a holding company. Accordingly, our cash flows are principally derived from dividends, interest and other distributions made to us by our subsidiaries. Currently, our subsidiaries do not have contractual obligations that require them to pay dividends to us. In addition, debt and other contractual obligations of our subsidiaries may in the future impose restrictions on our subsidiaries’ ability to make dividend or other payments to us, which in turn may adversely affect our ability to pay dividends to shareholders and meet our debt and other obligations. As of March 31, 2020, we had no

restrictions on our ability to pay dividends. Further, our non-controlling shareholder position in Heineken means that we will be unable to require payment of dividends with respect to the Heineken Investment.

ITEM 4. INFORMATION ON THE COMPANY

Introduction

FEMSA is a leading company that participates in the following businesses:

- In the beverage industry, through Coca-Cola FEMSA, the largest franchise bottler of Coca-Cola products in the world by volume;
- In the retail industry, through FEMSA Comercio, comprised of the following divisions: (1) the Proximity Division, operating the OXXO small-format store chain, (2) the Fuel Division, operating the OXXO GAS chain of retail service stations and (3) the Health Division, which includes drugstores and related operations;
- In the beer industry, through the Heineken Investment, which is the second largest equity holding in Heineken, one of the world's leading brewers with operations in over 70 countries; and
- In other ancillary businesses, through our Other Businesses (as defined below), including logistics services, specialized distribution, point-of-sale refrigeration, food processing equipment and plastics solutions.

Corporate Information

Our company was incorporated under the laws of Mexico on May 30, 1936 as a *sociedad anónima bursátil de capital variable* for a duration of 99 years. The duration can be extended indefinitely by resolution of our shareholders. Our legal name is Fomento Económico Mexicano, S.A.B. de C.V., and in commercial and business contexts we frequently refer to ourselves as “FEMSA.” Our principal headquarters are located at General Anaya No. 601 Pte., Colonia Bella Vista, Monterrey, Nuevo León 64410, Mexico. Our telephone number at this location is (+52-81) 8328-6000.

Any filings we make electronically are available to the public over the internet at our website www.femsa.com. This URL is intended to be an inactive textual reference only. It is not intended to be an active hyperlink to our website. The information on our website, which might be accessible through a hyperlink resulting from this URL, is not and shall not be deemed to be incorporated into this annual report. The SEC maintains an internet site that contains reports and other information regarding issuers that file electronically with the SEC at www.sec.gov. See “Item 10. Additional Information—Documents on Display.”

Corporate History and Recent Developments

FEMSA traces its origins to the establishment of Mexico's first brewery, Cervecería Cuauhtémoc, S.A. (“Cervecería Cuauhtémoc”), which was established in 1890. Descendants of certain of the founders of Cervecería Cuauhtémoc are participants of the voting trust that controls the management of our company.

The following paragraphs describe certain key transactions and developments of FEMSA in the past three years.

In 2017, FEMSA Comercio, through its subsidiary Cadena Comercial USA Corporation, LLC. (“Cadena Comercial USA”), became the sole owner of Specialty's Café & Bakery, Inc. (“Specialty's”), which operates coffee and bakery shops in California, Washington and Illinois, acquiring the remaining 20% economic stake in Specialty's that it did not already own.

In 2018, FEMSA Comercio also entered the market in Peru with the opening of its first OXXO store.

In 2018, FEMSA Comercio renamed its businesses formerly known as the “Retail Division” to the “Proximity Division” and transferred those operations that are not directly related to its proximity store business, such as its restaurant and discount retail formats, into Other Businesses. The Proximity Division now only includes the operations from its small-format chain stores mainly under the OXXO brand. For more information, see “Item 4. Information on the Company—Proximity Division.”

In 2018, Coca-Cola FEMSA sold, through its subsidiary CIBR, its 51% stake in KOF Philippines to TCCC through an exercise of CIBR's option to sell. CIBR originally acquired KOF Philippines from TCC in 2013.

In 2019, FEMSA Comercio, through its subsidiary Socofar, acquired Corporación FYBECA GPF ("GPF"), a leading drugstore operator based in Quito, Ecuador with more than 620 points of sale nationwide under the Fybeca and SanaSana trademarks.

In 2019, FEMSA Comercio acquired a 50% interest in Raízen Conveniências ("Raízen"). Raízen is a 50-50 joint venture in Brazil between Cosan Limited and Royal Dutch Shell. Raízen operates more than 6,200 Shell service stations in Brazil, approximately 1,000 of which have a Select brand convenience store. The acquisition is limited to the convenience store business and excludes the fuel service station operations.

In 2019, FEMSA acquired a minority stake in Jetro Restaurant Depot ("JRD"), a privately-held cash and carry retailer. The transaction includes an investment in the operating and real estate-holding entities of JRD as well as the terms and conditions for a proposed joint venture between FEMSA and JRD to implement JRD's business model in Mexico and other Latin American markets.

In 2019, FEMSA, through its subsidiary, Solistica, S.A. de C.V., completed the acquisition of AGV, a leader in value-added warehousing and distribution in Brazil.

In January 2020, FEMSA Comercio became the sole shareholder of Grupo Socofar, a leading South American drugstore operator based in Santiago, Chile, acquiring the remaining 40% interest that it did not already own in Socofar following the exercise of a put right by its minority partner to sell its interest. FEMSA Comercio acquired its original 60% stake in Socofar in 2015.

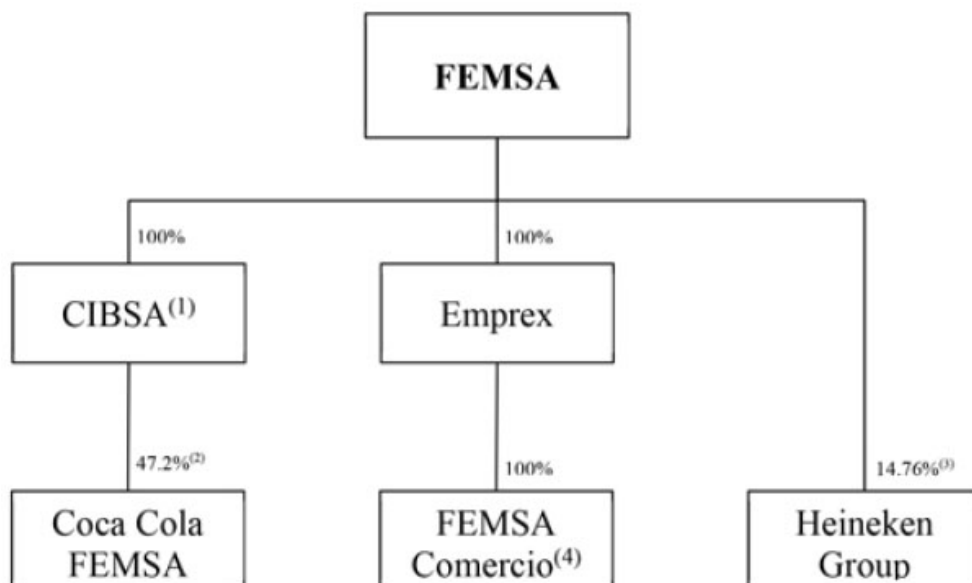
In March 2020, FEMSA entered into definitive agreements with the shareholders of WAXIE Sanitary Supply and North American Corporation to form a new company within the janitorial-sanitation, packaging and specialized distribution industry in the United States, with FEMSA acquiring a majority controlling interest in the combined company. This transaction is expected to close during the first half of 2020.

For more information on: (i) the Heineken transaction, see "Item 10. Additional Information—Material Contracts," (ii) FEMSA Comercio's recent transactions, see "Item 4. Information on the Company—FEMSA Comercio" and (iii) Coca-Cola FEMSA's recent transactions, see "Item 4. Information on the Company—Coca-Cola FEMSA."

Ownership Structure

We conduct our business through our principal subsidiary companies as shown in the following diagram and table:

Ownership Structure as of March 31, 2020



(1) Compañía Internacional de Bebidas, S.A. de C.V., which we refer to as “CIBSA.”

(2) Percentage of issued and outstanding capital stock owned by CIBSA (56% of Coca-Cola FEMSA’s capital stock with full voting rights). See “Item 4. Information on the Company—Coca-Cola FEMSA—Capital Stock.”

(3) Our Heineken Investment is held indirectly by various subsidiaries of FEMSA, including CB Equity. See note 4.2 to our audited consolidated financial statements.

(4) Includes the Proximity Division, the Health Division and the Fuel Division. See “Item 4. Information on the Company—FEMSA Comercio.”

Significant Subsidiaries

The following table sets forth our significant subsidiaries as of December 31, 2019:

| Name of Company | Jurisdiction of Establishment | Percentage Owned |
|------------------|-------------------------------|----------------------|
| CIBSA: | Mexico | 100.0% |
| Coca-Cola FEMSA | Mexico | 47.2% ⁽¹⁾ |
| Emprex: | Mexico | 100.0% |
| FEMSA Comercio | Mexico | 100.0% |
| CB Equity | United Kingdom | 100.0% |

(1) Percentage of capital stock. FEMSA, through CIBSA, owns 56% of the ordinary voting shares of Coca-Cola FEMSA after giving effect to the eight-for-one stock split consummated by Coca-Cola FEMSA on April 11, 2019. See “Item 4. Information on the Company—Coca-Cola FEMSA—Capital Stock.”

The following table presents an overview of our operations by reportable segment and by geographic area:

Operations by Segment—Overview
Year Ended December 31, 2019 and % of growth (decrease) vs. previous year

| | Coca-Cola FEMSA | | FEMSA Comercio | | | | | | Heineken Investment | |
|---|--|-------|--------------------|---------------------|---------------|------|-----------------|-----|---------------------|------|
| | | | Proximity Division | | Fuel Division | | Health Division | | | |
| | (in millions of Mexican pesos, except for employees and percentages) | | | | | | | | | |
| Total revenues | Ps.194,471 | 7% | Ps. 184,810 | 10% | Ps. 47,852 | 2% | Ps. 58,922 | 14% | Ps.— | — |
| Gross Profit | 87,507 | 4% | 75,099 | 15% | 4,775 | 13% | 17,645 | 11% | — | — |
| Share of the profit of equity investees, net of taxes | (131) | (42)% | 9 | 153% ⁽¹⁾ | — | — | — | — | 6,428 | (1)% |
| Total assets | 257,841 | (2)% | 117,229 | 56% | 17,701 | 152% | 54,366 | 52% | 86,639 | 0% |
| Employees | 82,186 | (1)% | 163,269 | 15% | 7,703 | 8% | 27,606 | 26% | — | — |

(1) Reflects the percentage increase between the gain of Ps. 9 million recorded in 2019 and the loss of Ps. 17 million recorded in 2018.

Total Revenues Summary by Segment⁽¹⁾⁽²⁾

| | Year Ended December 31 | | |
|-----------------------------|--------------------------------|------------|------------|
| | 2019 | 2018 | 2017 |
| | (in millions of Mexican pesos) | | |
| Coca-Cola FEMSA | Ps.194,471 | Ps.182,342 | Ps.183,256 |
| FEMSA Comercio | | | |
| Proximity Division | 184,810 | 167,458 | 149,833 |
| Health Division | 58,922 | 51,739 | 47,421 |
| Fuel Division | 47,852 | 46,936 | 38,388 |
| Other Businesses | 41,788 | 42,293 | 39,732 |
| Consolidated total revenues | Ps. 506,711 | Ps.469,744 | Ps.439,932 |

- (1) The sum of the financial data for each of our segments differs from our consolidated total revenues due to intercompany transactions, which are eliminated in consolidation, and certain assets and activities of FEMSA. For 2018 and 2017, consolidated total revenues exclude the financial information of KOF Philippines due to its discontinued operation classification.
- (2) In 2018, FEMSA Comercio's "Retail Division" removed operations that are not directly related to proximity store business, including restaurant and discount retail units. The removed operations are included in "Other Business." The business segment is now named the Proximity Division. See note 27 to our audited consolidated financial statements.

Business Strategy

We understand the importance of connecting with our end consumers by interpreting their needs, and ultimately delivering the right products to them for the right occasions and the optimal value proposition. We strive to achieve this by developing brand value, expanding our significant distribution capabilities and improving the efficiency of our operations while aiming to reach our full potential. We continue to improve our information gathering and processing systems in order to better know and understand what our consumers want and need, and we are improving our production and distribution by more efficiently leveraging our asset base.

Our objective is to generate economic and social value through our companies and institutions.

We believe that the competencies that our businesses have developed can be replicated in other geographic regions. This underlying principle guides our consolidation and growth efforts, which have led to our current continental footprint. We currently operate in Mexico, Central and South America, including some of the most populous metropolitan areas in Latin America—which provides us with opportunities to create value through both an improved ability to execute our strategies in both complex and developed markets, and the use of superior commercial tools. We have also increased our capabilities to operate and succeed in other geographic regions by improving management skills in order to obtain a precise

understanding of local consumer needs. Going forward, we intend to use those capabilities to continue our international expansion of Coca-Cola FEMSA, FEMSA Comercio and other business units, expanding both our geographic footprint and our presence in the non-alcoholic beverage industry, small box retail formats, and other ancillary businesses such as logistics and distribution, as well as taking advantage of potential opportunities across markets to leverage our capability set.

In our drugstore business in Mexico and South America, and our fuel service station business in Mexico, we are applying our retail and operational capabilities to develop attractive value propositions for consumers in these formats.

Coca-Cola FEMSA

Overview

Coca-Cola FEMSA is the largest franchise bottler of *Coca-Cola* trademark beverages in the world in terms of volume. Coca-Cola FEMSA operates in territories in the following countries:

- Mexico—a substantial portion of central Mexico, the southeast and northeast of Mexico.
- Guatemala.
- Nicaragua.
- Costa Rica.
- Panama.
- Colombia—most of the country.
- Brazil—a major part of the states of São Paulo and Minas Gerais, the states of Parana, Santa Catarina and Mato Grosso do Sul and part of the states of Rio de Janeiro, Rio Grande do Sul and Goias.
- Argentina—Buenos Aires and surrounding areas.
- Uruguay.

Coca-Cola FEMSA also operates in Venezuela through its investment in KOF Venezuela.

Coca-Cola FEMSA was organized on October 30, 1991 as a stock corporation with variable capital (*sociedad anónima de capital variable*) under the laws of Mexico for a term of 99 years. On December 5, 2006, as required by amendments to the Mexican Securities Market Law, Coca-Cola FEMSA became a publicly traded stock corporation with variable capital (*sociedad anónima bursátil de capital variable*). Coca-Cola FEMSA's legal name is Coca-Cola FEMSA, S.A.B. de C.V. Coca-Cola FEMSA's principal executive offices are located at Calle Mario Pani No. 100, Colonia Santa Fe Cuajimalpa, Alcaldía Cuajimalpa de Morelos, 05348, Ciudad de México, México. Coca-Cola FEMSA's telephone number at this location is (52-55) 1519-5000. Coca-Cola FEMSA's website is www.coca-colafemsa.com.

The following is an overview of Coca-Cola FEMSA's operations by consolidated reporting segment in 2019.

Operations by Consolidated Reporting Segment—Overview Year Ended December 31, 2019

| | Total Revenues | | Gross Profit | |
|---|--|--------|--------------|--------|
| | (in millions of Mexican pesos, except percentages) | | | |
| Mexico and Central America ⁽¹⁾ | Ps.109,249 | 56.2% | Ps. 52,384 | 59.9% |
| South America ⁽²⁾ | 85,222 | 43.8% | 35,123 | 40.1% |
| Consolidated | 194,471 | 100.0% | 87,507 | 100.0% |

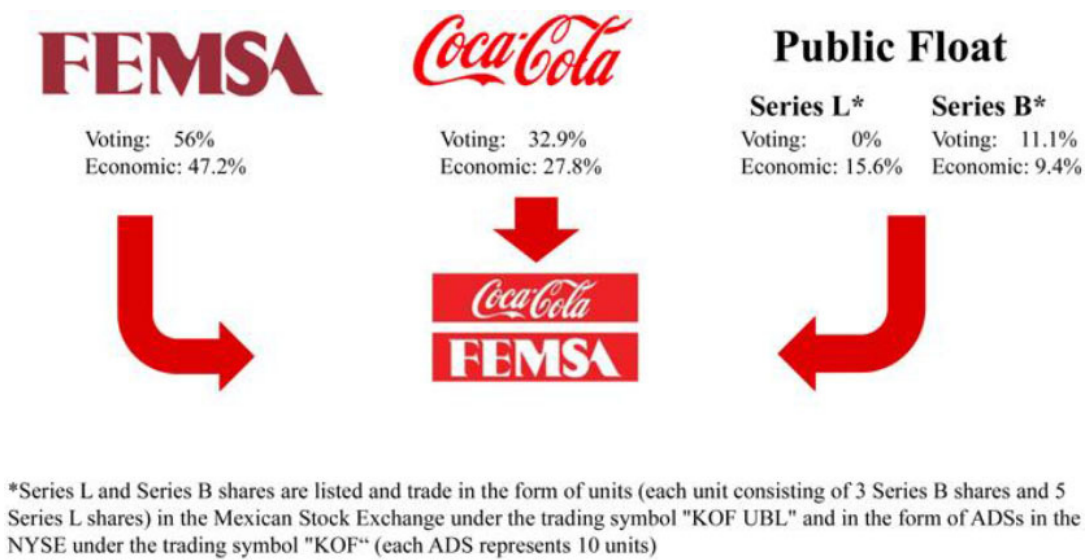
(1) Includes Mexico, Guatemala, Nicaragua, Costa Rica and Panama.

(2) Includes Colombia, Brazil, Argentina and Uruguay.

Capital Stock

On April 11, 2019, Coca-Cola FEMSA completed an eight-for-one stock split, whereby (a) for each Series A share, holders of Series A shares received eight new Series A shares, (b) for each Series D share, holders of Series D shares received eight new Series D shares and (c) for each Series L share, holders of Series L shares received one unit (each consisting of 3 Series B shares (with full voting rights) and 5 Series L shares (with limited voting rights)). Effective on April 11, 2019, Coca-Cola FEMSA’s units were listed for trading on the Mexican Stock Exchange and ADSs, each representing 10 units, were listed for trading on the NYSE.

As of the date of this report, (1) FEMSA indirectly owned Series A shares equal to 47.2% of Coca-Cola FEMSA’s capital stock (56.0% of Coca-Cola FEMSA’s capital stock with full voting rights), and (2) TCCC indirectly owned Series D shares equal to 27.8% of Coca-Cola FEMSA’s capital stock (32.9% of Coca-Cola FEMSA’s capital stock with full voting rights). Series L shares with limited voting rights constituted 15.6% of Coca-Cola FEMSA’s capital stock, and Series B shares constituted the remaining 9.4% of Coca-Cola FEMSA’s capital stock (the remaining 11.1% of Coca-Cola FEMSA’s capital stock with full voting rights).



Business Strategy

Coca-Cola FEMSA operates with a large geographic footprint in Latin America. To consolidate Coca-Cola FEMSA’s position as a global leader in the beverage business, Coca-Cola FEMSA continues to expand its robust portfolio of beverages, transforming and enhancing its operational capabilities, inspiring a cultural evolution, and embedding sustainability throughout its business to create economic, social and environmental value for all of Coca-Cola FEMSA’s stakeholders.

Coca-Cola FEMSA’s view on sustainable development is a comprehensive part of its business strategy. Coca-Cola FEMSA bases its efforts in its ethics and values, focusing on (i) its people, (ii) its communities and (iii) its planet, and Coca-Cola FEMSA takes a responsible and disciplined approach to the use of resources and capital allocation.

To maximize growth and profitability and driven by its centers of excellence’s initiatives, Coca-Cola FEMSA plans on continuing to execute the following key strategies: (i) accelerate revenue growth, (ii) increase its business scale and

profitability across categories, (iii) continue its expansion through organic growth and strategic joint ventures, mergers and acquisitions, (iv) accelerate its end-to-end transformation through the digitization of Coca-Cola FEMSA's processes, (v) empower people to lead this transformation and (vi) create a leaner and more efficient organization focused on value creation.

Coca-Cola FEMSA seeks to accelerate its revenue growth through the introduction of new categories, products and presentations that better meet its consumers' needs and preferences, while maintaining its core products and improving its profitability. To address its consumers' diverse lifestyles, Coca-Cola FEMSA has developed new products through innovation and has expanded the availability of low-and non-caloric beverages by reformulating and broadening its product portfolio to reduce added sugar and offering smaller presentations of its products. As of December 31, 2019, approximately 37.2% of Coca-Cola FEMSA's brands were low-or non-caloric beverages, and Coca-Cola FEMSA continues to expand its product portfolio to offer more options to its consumers so they can satisfy their hydration and nutrition needs. See "Item 4. Information on the Company—Coca-Cola FEMSA—Products" and "Item 4. Information on the Company—Coca-Cola FEMSA—Packaging." In addition, Coca-Cola FEMSA informs its consumers through front labeling on the nutrient composition and caloric content of its beverages. Coca-Cola FEMSA has been a pioneer in the introduction of the Guideline Daily Amounts ("GDA"), and Coca-Cola FEMSA performs responsible advertising practices and marketing. Coca-Cola FEMSA voluntarily adheres to national and international codes of conduct in advertising and marketing, including communications targeted to minors who are developed based on the Responsible Marketing policies and Global School Beverage Guidelines of TCCC, achieving full compliance with all such codes and guidelines in all of the countries where Coca-Cola FEMSA operates.

Coca-Cola FEMSA views its relationship with TCCC as integral to Coca-Cola FEMSA's business, and together Coca-Cola FEMSA and TCCC have developed marketing strategies to better understand and address Coca-Cola FEMSA's consumer needs. See "Item 4. Information on the Company—Coca-Cola FEMSA—Marketing."

Coca-Cola FEMSA's Territories

The following map shows Coca-Cola FEMSA's territories, giving estimates in each case of the population to which Coca-Cola FEMSA offers products and the number of retailers carrying its beverages as of December 31, 2019:



Coca-Cola FEMSA's Products

Coca-Cola FEMSA produces, markets, sells and distributes Coca-Cola trademark beverages. The Coca-Cola trademark beverages include: sparkling beverages (colas and flavored sparkling beverages), waters and still beverages (including juice drinks, coffee, teas, milk, value-added dairy, sports drinks, energy drinks and plant-based drinks). In addition, Coca-Cola FEMSA distributes and sells Heineken beer products in its Brazilian territories.

Coca-Cola FEMSA's most important brand, Coca-Cola, together with its line of low-calorie products, accounted for 62.4%, 62.2% and 60.8% (excluding sales volume of KOF Philippines) of Coca-Cola FEMSA's total sales volume in 2019, 2018 and 2017, respectively.

The following table sets forth the trademarks of the main products Coca-Cola FEMSA distributed in 2019:

Colas:

Coca-Cola
Coca-Cola Sin Azúcar
Coca-Cola Light

Flavored Sparkling Beverages:

| | | |
|---------------|---------------|------------------|
| <i>Crush</i> | <i>Kuat</i> | <i>Schweppes</i> |
| <i>Fanta</i> | <i>Mundet</i> | <i>Sprite</i> |
| <i>Fresca</i> | <i>Quatro</i> | <i>Yoli</i> |

Still Beverages:

| | | | |
|------------------|-----------------|-----------------|--------------------|
| <i>AdeS</i> | <i>FUZE Tea</i> | <i>Leão</i> | <i>Santa Clara</i> |
| <i>Cepita</i> | <i>Hi-C</i> | <i>Monster</i> | <i>Valle Fresh</i> |
| <i>Del Valle</i> | <i>Kapo</i> | <i>Powerade</i> | <i>Valle Frut</i> |

Water:

| | | | |
|-----------------|----------------|------------------|-------------------|
| <i>Alpina</i> | <i>Brisa</i> | <i>Dasani</i> | <i>Topo Chico</i> |
| <i>Aquarius</i> | <i>Ciel</i> | <i>Manantial</i> | |
| <i>Bonaqua</i> | <i>Crystal</i> | <i>Kin</i> | |

Packaging

Coca-Cola FEMSA produces, markets, sells and distributes Coca-Cola trademark beverages in each of its territories in containers authorized by TCCC, which consist primarily of a variety of returnable and non-returnable presentations in the form of glass bottles, cans and plastic bottles mainly made of PET resin. Coca-Cola FEMSA uses the term presentation to refer to the packaging unit in which Coca-Cola FEMSA sells its products. Presentation sizes for Coca-Cola FEMSA's Coca-Cola trademark beverages range from a 6.5-ounce personal size to a 3-liter multiple serving size. For all of Coca-Cola FEMSA's products excluding water, Coca-Cola FEMSA considers a multiple serving size as equal to, or larger than, 1.0 liter. In general, personal sizes have a higher price per unit case as compared to multiple serving sizes. Coca-Cola FEMSA offers both returnable and non-returnable presentations, which allow it to offer portfolio alternatives based on convenience and affordability to implement revenue management strategies and to target specific distribution channels and population segments in its territories. In addition, Coca-Cola FEMSA sells some Coca-Cola trademark beverage syrups in containers designed for soda fountain use, which Coca-Cola FEMSA refers to as fountain. Coca-Cola FEMSA also sells bottled water products in bulk sizes, which refer to presentations equal to or larger than 5.0 liters and up to 20.0 liters, which have a much lower average price per unit case than its other beverage products.

Sales Volume and Transactions Overview

Coca-Cola FEMSA measures total sales volume in terms of unit cases and number of transactions. "Unit case" refers to 192 ounces of finished beverage product (24 eight-ounce servings) and, when applied to soda fountains, refers to the volume

of syrup, powders and concentrate that is required to produce 192 ounces of finished beverage product. “Transactions” refers to the number of single units (e.g., a can or a bottle) sold, regardless of their size or volume or whether they are sold individually or in multipacks, except for fountain which represents multiple transactions based on a standard 12 oz. serving. Except when specifically indicated, “sales volume” in this annual report refers to sales volume in terms of unit cases.

The following table illustrates historical sales volume and number of transactions for each of Coca-Cola FEMSA’s consolidated reporting segments, as well as its unit case and transaction mix by category.

| | Sales Volume ⁽¹⁾ | | Transactions ⁽¹⁾ | |
|-------------------------------------|---|----------------|-----------------------------|-----------------|
| | 2019 | 2018 | 2019 | 2018 |
| | (Million of unit cases or millions of single units, except percentages) | | | |
| Mexico | 1,838.3 | 1,850.2 | 9,584.6 | 9,728.2 |
| Central America ⁽²⁾ | 236.9 | 214.7 | 1,945.0 | 1,779.3 |
| Mexico & Central America | 2,075.3 | 2,065.0 | 11,529.6 | 11,507.5 |
| <i>Growth</i> | 0.5% | 2.3% | 0.2% | 2.5% |
| Colombia | 265.5 | 271.4 | 1,967.9 | 2,060.3 |
| Brazil ⁽³⁾ | 846.5 | 787.4 | 5,726.2 | 5,125.4 |
| Argentina | 139.3 | 175.3 | 782.9 | 920.1 |
| Uruguay ⁽⁴⁾ | 42.4 | 22.7 | 214.0 | 112.4 |
| South America | 1,293.6 | 1,256.8 | 8,691.0 | 8,218.2 |
| <i>Growth⁽⁶⁾</i> | 2.9% | 1.7% | 5.8% | 3.7% |
| Total | 3,368.9 | 3,321.8 | 20,220.6 | 19,725.7 |
| <i>Growth⁽⁶⁾</i> | 1.4% | 0.1% | 2.5% | 0.7% |

The following table illustrates the multiple serving presentations and returnable packaging for sparkling beverages volume:

| | Multiple Serving Presentations ⁽¹⁾ | | Returnable packaging ⁽¹⁾ | |
|--------------------------------|---|--------------|-------------------------------------|--------------|
| | 2019 | 2018 | 2019 | 2018 |
| Mexico | 66.2% | 66.4% | 38.0% | 35.8% |
| Central America ⁽²⁾ | 49.3% | 52.1% | 41.4% | 43.7% |
| Colombia | 74.6% | 71.4% | 31.3% | 35.2% |
| Brazil ⁽³⁾ | 79.3% | 77.5% | 18.5% | 18.1% |
| Argentina | 78.7% | 80.3% | 27.5% | 25.9% |
| Uruguay ⁽⁴⁾ | 81.5% | 82.5% | 23.6% | 23.7% |
| Total | 69.9% | 69.6% | 31.8% | 31.0% |

The following table illustrates Coca-Cola FEMSA’s historical sales volume and number of transactions performance by category for each of its operations and its reporting segments for 2019 as compared to 2018:

| | Year Ended December 31, 2019 | | | | |
|--|------------------------------|---------------|---------------|---------------|-------------|
| | Sparkling | Stills | Water | Bulk | Total |
| Sales Volume Growth⁽¹⁾ | | | | | |
| Mexico | (0.2)% | (1.7)% | (7.9)% | 0.5% | (0.6)% |
| Central America ⁽²⁾ | 11.8% | (0.9)% | 8.4% | (4.1)% | 10.3% |
| Mexico and Central America | 1.2% | (1.6)% | (6.3)% | 0.5% | 0.5% |
| Colombia | (0.5)% | (17.4)% | (5.3)% | (2.4)% | (2.2)% |
| Brazil ⁽³⁾ | 6.7% | 17.1% | 10.1% | 6.5% | 7.5% |
| Argentina | (21.0)% | (21.4)% | (18.0)% | (16.3)% | (20.6)% |
| Uruguay ⁽⁴⁾ | 86.1% | 9.5% | 116.9% | — | 87.1% |
| South America | 3.2% | 2.6% | 2.2% | (2.3)% | 2.9% |
| Total | 2.0% | (0.2)% | (2.5)% | (0.2)% | 1.4% |

| | Year Ended December 31, 2019 | | | | |
|--|------------------------------|---------|--------|------|---------|
| | Sparkling | Stills | Water | Bulk | Total |
| Number of Transactions Growth⁽¹⁾ | | | | | |
| Mexico | (0.6)% | (4.4)% | (6.9)% | — | (1.5)% |
| Central America ⁽²⁾ | 10.1% | (4.5)% | 45.3% | — | 9.3% |
| Mexico and Central America | 1.0% | (4.5)% | (2.9)% | — | 0.2% |
| Colombia | (1.8)% | (18.4)% | (8.2)% | — | (4.5)% |
| Brazil ⁽³⁾ | 11.6% | 11.6% | 12.8% | — | 11.7% |
| Argentina | (15.4)% | (16.9)% | (9.1)% | — | (14.9)% |
| Uruguay ⁽⁴⁾ | 87.7% | 208.6% | 109.3% | — | 90.4% |
| South America | 6.7% | 1.1% | 2.4% | — | 5.8% |
| Total | 3.4% | (2.3)% | (0.1)% | — | 2.5% |

The following table illustrates Coca-Cola FEMSA's unit case mix by category for each of its operations and its consolidated reporting segments for 2019:

| Unit Case Mix by Category | Sparkling Beverages | | Stills | | Water ⁽⁵⁾ | |
|-----------------------------------|---------------------|--------------|--------------------------|-------------|----------------------|--------------|
| | | | Years Ended December 31, | | | |
| | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 |
| Mexico | 73.2% | 72.9% | 6.4% | 6.5% | 20.4% | 20.6% |
| Central America ⁽²⁾ | 86.1% | 85.0% | 8.6% | 9.6% | 5.3% | 5.4% |
| Mexico and Central America | 74.7% | 74.2% | 6.6% | 6.8% | 18.7% | 19.1% |
| Colombia | 77.8% | 76.5% | 5.5% | 6.5% | 16.7% | 17.1% |
| Brazil ⁽³⁾ | 86.8% | 87.5% | 6.1% | 5.6% | 7.1% | 6.9% |
| Argentina | 80.0% | 80.4% | 7.0% | 7.1% | 13.0% | 12.6% |
| Uruguay ⁽⁴⁾ | 91.1% | 91.6% | 0.9% | 1.5% | 8.0% | 6.9% |
| South America | 84.4% | 84.2% | 5.9% | 5.9% | 9.7% | 9.9% |
| Total⁽¹⁾ | 78.4% | 78.0% | 6.4% | 6.5% | 15.2% | 15.6% |

- (1) Coca-Cola FEMSA's sales volume and number of transactions for 2018 exclude the sales volume and transactions of KOF Philippines and KOF Venezuela.
- (2) Includes sales volume and transactions from Guatemala (including the operations of Alimentos y Bebidas Atlantida, S.A. ("ABASA") and Comercializadora y Productora de Bebidas Los Volcanes, S.A. ("Los Volcanes") from May 2018, Nicaragua, Costa Rica and Panama.
- (3) Excludes beer sales volume and transactions.
- (4) Includes sales volume and transactions of Montevideo Refrescos S.R.L. ("Monresa") from July 2018.
- (5) Includes bulk water volume and transactions.
- (6) Coca-Cola FEMSA's total sales volume and total number of transactions for 2017 included KOF Venezuela.

Seasonality

Sales of Coca-Cola FEMSA's products are seasonal in all of the countries where it operates, as Coca-Cola FEMSA's sales volumes generally increase during the summer of each country and during the year-end holiday season. In Mexico, Central America and Colombia, Coca-Cola FEMSA typically achieves its highest sales during the months of April through August as well as during the year-end holidays in December. In Brazil, Uruguay and Argentina, Coca-Cola FEMSA's highest sales levels occur during the summer months of October through March, including the year-end holidays in December.

Marketing

Coca-Cola FEMSA, in conjunction with TCCC, has developed a marketing strategy to promote the sale and consumption of Coca-Cola FEMSA's products. Coca-Cola FEMSA relies extensively on advertising, sales promotions and

retailer support programs to target the particular preferences of its consumers. Coca-Cola FEMSA's consolidated marketing expenses in 2019 were Ps. 6,748 million, net of Ps. 2,274 million contributed by TCCC.

Retailer Support Programs. Support programs include providing retailers with point-of-sale display materials and consumer sales promotions, such as contests, sweepstakes and the giveaway of product samples.

Coolers. Coolers play an integral role in Coca-Cola FEMSA's clients' plans for success. Increasing both cooler coverage and the number of cooler doors among Coca-Cola FEMSA's retailers is important to ensure that its wide variety of products are properly displayed, while strengthening its merchandising capacity in its distribution channels to significantly improve its point-of-sale execution.

Advertising. Coca-Cola FEMSA advertises in all major communications media. Coca-Cola FEMSA focuses its advertising efforts on increasing brand recognition by consumers and improving its customer relations. National advertising campaigns are designed and proposed by TCCC's local affiliates in the countries where Coca-Cola FEMSA operates, with its input at the local or regional level. Point-of-sale merchandising and advertising efforts are proposed and implemented by Coca-Cola FEMSA, with a focus on increasing its connection with customers and consumers.

Marketing in Coca-Cola FEMSA's Distribution Channels. In order to provide more dynamic and specialized marketing of its products, Coca-Cola FEMSA's strategy is to classify its markets and develop targeted efforts for each consumer segment or distribution channel. Coca-Cola FEMSA's principal channels are small retailers, "on-premise" accounts, such as restaurants and bars, supermarkets and third party distributors. Presence in these channels entails a comprehensive and detailed analysis of the purchasing patterns and preferences of various groups of beverage consumers in each of the different types of locations or distribution channels. In response to this analysis, Coca-Cola FEMSA tailors its product, price, packaging and distribution strategies to meet the particular needs of and exploit the potential of each channel.

Multi-Segmentation. Coca-Cola FEMSA has implemented a multi-segmentation strategy in all of its markets. These strategies consist of the definition of a strategic market cluster or group and the implementation and assignment of different product/price/package portfolios and service models to such market cluster or group. These clusters are defined based on consumption occasion, competitive environment, income level, and types of distribution channels.

Product Sales and Distribution

The following table provides an overview of Coca-Cola FEMSA's distribution centers and the retailers to which Coca-Cola FEMSA sold its products:

| | As of December 31, 2019 | |
|----------------------|---|------------------------------|
| | Mexico and Central America ⁽¹⁾ | South America ⁽²⁾ |
| Distribution centers | 196 | 72 |
| Retailers | 1,043,837 | 884,427 |

(1) Includes Mexico, Guatemala, Nicaragua, Costa Rica and Panama.

(2) Includes Colombia, Brazil, Argentina and Uruguay.

Coca-Cola FEMSA continuously evaluates its distribution model in order to fit with the local dynamics of the marketplace and analyze the way it goes to market, recognizing different service needs from its customers, while looking for a more efficient distribution model. As part of this strategy, Coca-Cola FEMSA is rolling out a variety of new distribution models throughout its territories looking for improvements in its distribution network.

Coca-Cola FEMSA uses several sales and distribution models depending on market, geographic conditions and the customer's profile: (i) the pre-sale system, which separates the sales and delivery functions, permitting trucks to be loaded with the mix of products that retailers have previously ordered, thereby increasing both sales and distribution efficiency; (ii) the conventional truck route system, in which the person in charge of the delivery makes immediate sales from inventory available on the truck; (iii) sales through digital platforms to access technologically enabled customers; (iv) the telemarketing

system, which could be combined with pre-sales visits; and (v) sales through third-party wholesalers and other distributors of Coca-Cola FEMSA's products.

As part of the pre-sale system, sales personnel also provide merchandising services during retailer visits, which Coca-Cola FEMSA believes enhance the shopper experience at the point-of-sale. Coca-Cola FEMSA believes that an adequate number of service visits to retailers and frequency of deliveries are essential elements in an effective selling and distribution system of its products.

As a result of the COVID-19 outbreak, Coca-Cola FEMSA is reinforcing its presence in digital sales channels, such as food aggregators, digital platforms and telemarketing, in an effort to safeguard the health of its workforce and business partners. This reinforcement is aligned with Coca-Cola FEMSA's overall digitization and omnichannel strategies.

In 2019, no single customer accounted for more than 10.0% of Coca-Cola FEMSA's consolidated total sales.

Coca-Cola FEMSA's distribution centers range from large warehousing facilities to small cross-docking facilities. In addition to its fleet of trucks, Coca-Cola FEMSA distributes its products in certain locations through electric carts and hand-trucks in order to comply with local environmental and traffic regulations. In some of its territories, Coca-Cola FEMSA relies on third parties to transport its finished products from its bottling plants to its distribution centers and, in some cases, directly to its customers.

Mexico. Coca-Cola FEMSA contracts with a subsidiary of FEMSA, Solistica, S.A. de C.V., for the transportation of finished products from Coca-Cola FEMSA's bottling plants to its distribution centers in Mexico. See "Item 7. Major Shareholders and Related Party Transactions—Related Party Transactions." From the distribution centers, Coca-Cola FEMSA distributes its finished products to retailers mainly through its own fleet of trucks. In designated areas in Mexico, third-party distributors deliver Coca-Cola FEMSA's products to retailers and consumers, allowing Coca-Cola FEMSA to access these areas on a cost-effective basis.

In Mexico, Coca-Cola FEMSA sells a majority of its beverages at small retail stores to consumers who may take the beverages for consumption at home or elsewhere. Coca-Cola FEMSA also sells products through modern distribution channels, the "on-premise" consumption segment, home delivery, supermarkets and other locations. Modern distribution channels include large and organized chain retail outlets such as wholesale supermarkets, discount stores and convenience stores that sell fast-moving consumer goods, where retailers can buy large volumes of products from various producers. The "on-premise" consumption segment consists of sales through points-of-sale where products are consumed at the establishment from which they were purchased. This includes retailers such as restaurants and bars as well as stadiums, auditoriums and theaters.

Brazil. In Brazil, Coca-Cola FEMSA distributes its finished products to retailers through a combination of its own fleet of trucks and third party distributors, while maintaining control over the selling activities. In designated zones in Brazil, third-party distributors purchase Coca-Cola FEMSA's products and resell them to retailers. In Brazil, Coca-Cola FEMSA sells a majority of its beverages at small retail stores. Coca-Cola FEMSA also sells products through modern distribution channels and "on-premise" consumption. The "on-premise" consumption segment consists of sales through points-of-sale where products are consumed at the establishment from which they were purchased. This includes retailers such as restaurants and bars as well as stadiums, auditoriums and theaters. Modern distribution channels in Brazil include large and organized chain retail outlets such as wholesale supermarkets and discount stores that sell fast-moving consumer goods.

Territories other than Mexico and Brazil. Coca-Cola FEMSA distributes its finished products to retailers through a combination of its own fleet of trucks and third party distributors. In most of Coca-Cola FEMSA's territories, an important part of its total sales volume is sold through small retailers.

In the weeks leading up to the date of this report, a larger proportion of Coca-Cola FEMSA's sales have been made through modern distribution channels in all of its territories, as the imposition of measures and regulations aimed at containing the COVID-19 outbreak have tilted consumer preferences towards these channels.

Principal Competitors

Coca-Cola FEMSA is a leader in the beverage market, being the largest franchise bottler of Coca-Cola trademarks in the world by sales volume. During 2019, Coca-Cola FEMSA produced and sold 11.1% of the Coca-Cola system's volume worldwide.

The characteristics of Coca-Cola FEMSA's territories are very diverse. Central Mexico and Coca-Cola FEMSA's territories in Argentina are densely populated and have a large number of competing beverage brands as compared to the rest of its territories. Coca-Cola FEMSA's territories in Brazil are densely populated but have lower consumption of beverage products as compared to Mexico. Uruguay has a high per capita consumption and low population density. Portions of southern Mexico, Central America and Colombia are large and mountainous areas with low population density, low per capita income and low consumption of beverages.

Coca-Cola FEMSA's principal competitors are local Pepsi bottlers and other bottlers and distributors of local beverage brands. Coca-Cola FEMSA also faces competition in many of its territories from producers of low price beverages, commonly referred to as "B brands." A number of Coca-Cola FEMSA's competitors in Central America, Brazil, Argentina and Colombia offer beer in addition to sparkling beverages, still beverages and water, which may enable them to achieve distribution efficiencies.

While competitive conditions are different in each of its territories, Coca-Cola FEMSA competes mainly in terms of price, packaging, effective promotional activities, access to retail outlets and sufficient shelf space, customer service, product innovation and product alternatives and the ability to identify and satisfy consumer preferences. Coca-Cola FEMSA competes by seeking to offer products at an attractive price in the different segments in its markets and by building on the value of its brands. Coca-Cola FEMSA believes that the introduction of new products and new presentations has been a significant competitive advantage that allows Coca-Cola FEMSA to increase demand for its products, provide different options to consumers and increase new consumption opportunities. See "Item 4. Information on the Company—Coca-Cola FEMSA—Coca-Cola FEMSA's Products" and "Item 4. Information on the Company—Coca-Cola FEMSA—Packaging."

Mexico and Central America. Coca-Cola FEMSA's principal competitors in Mexico are bottlers of Pepsi products. Coca-Cola FEMSA competes with Organización Cultiva, S.A.B. de C.V., a joint venture formed by Grupo Embotelladoras Unidas, S.A.B. de C.V., the former Pepsi bottler in central and southeast Mexico, a subsidiary of PepsiCo and Empresas Polar, S.A., a beer distributor and Pepsi bottler. Coca-Cola FEMSA's main competition in the juice category in Mexico is Grupo Jumex. In the water category, Coca-Cola FEMSA's main competitor is Bonafont, a water brand owned by Danone. In addition, Coca-Cola FEMSA competes with Cadbury Schweppes in sparkling beverages and with other local brands in its Mexican territories, as well as "B brand" producers, such as Ajemex, S.A. de C.V. (Big Cola bottler) and Consorcio AGA, S.A. de C.V. (Red Cola bottler), that offer various presentations of sparkling and still beverages.

In the countries that comprise Coca-Cola FEMSA's Central America region, its main competitors are Pepsi and Big Cola bottlers. In Guatemala and Nicaragua, Coca-Cola FEMSA competes with a joint venture between AmBev and The Central American Bottler Corporation. In Costa Rica, Coca-Cola FEMSA's principal competitor is Florida Bebidas S.A., subsidiary of Florida Ice and Farm Co. In Panama, Coca-Cola FEMSA's main competitor is Cerveceria Nacional, S.A. Coca-Cola FEMSA also faces competition from "B brands" offering multiple serving size presentations in some Central American countries.

South America. Coca-Cola FEMSA's principal competitor in Colombia is Postobón, a local bottler (Manzana Postobón and Colombiana bottler). Postobón sells Pepsi products and is a vertically integrated producer, the owners of which hold other significant commercial and industrial interests in Colombia. Coca-Cola FEMSA also competes with low-price producers, such as Ajecolombia S.A., the producers of Big Cola, which principally offer multiple serving size presentations in the sparkling and still beverage industry.

In Brazil, Coca-Cola FEMSA competes against AmBev, a company that distributes Pepsi brands, local brands with flavors such as guarana, and proprietary beer brands. Coca-Cola FEMSA also competes against "B brands" or "Tubainas," which are small, local producers of low-cost sparkling beverages that represent a significant portion of the sparkling beverage market.

In Argentina, Coca-Cola FEMSA's main competitor is Buenos Aires Embotellador S.A. (BAESA), a Pepsi bottler, which is owned by Argentina's principal brewery, Quilmes Industrial S.A., and indirectly controlled by AmBev. In the water category, Levité, a water brand owned by Danone, is Coca-Cola FEMSA's main competition. In addition, Coca-Cola FEMSA competes with a number of competitors offering generic, low-priced sparkling beverages, as well as many other generic products and private label proprietary supermarket brands.

In Uruguay, Coca-Cola FEMSA's main competitor is Salus, a water brand owned by Danone. Coca-Cola FEMSA also competes against Fábricas Nacionales de Cerveza S.A. (FNC), a Pepsi bottler and distributor that is partially owned by Argentina's principal brewery, Quilmes Industrial S.A., and indirectly controlled by AmBev. In addition, Coca-Cola FEMSA competes with low-priced regional producers, as well as many other generic and imported products.

Raw Materials

Pursuant to Coca-Cola FEMSA's bottler agreements, Coca-Cola FEMSA is authorized to manufacture, sell and distribute Coca-Cola trademark beverages within specific geographic areas, and Coca-Cola FEMSA is required to purchase

concentrate for all *Coca-Cola* trademark beverages in all of its territories from affiliates of TCCC and sweeteners and other raw materials from companies authorized by TCCC. Concentrate prices for *Coca-Cola* trademark beverages are determined as a percentage of the weighted average retail price in local currency net of applicable taxes. Although TCCC has the right to unilaterally set the price of concentrates, in practice this percentage has historically been set pursuant to periodic negotiations with TCCC. See “Item 10. Additional Information—Material Contracts—Material Contracts Relating to Coca-Cola FEMSA—Bottler Agreements.”

In the past, TCCC has increased concentrate prices for Coca-Cola trademark beverages in some of the countries where Coca-Cola FEMSA operates. For example, TCCC (i) gradually increased concentrate prices for certain Coca-Cola trademark beverages in Costa Rica and Panama beginning in 2014 and through 2018; (ii) gradually increased concentrate prices for flavored water in Mexico beginning in 2015 and through 2018; (iii) increased concentrate prices for certain Coca-Cola trademark beverages in Colombia in 2016 and 2017; and (iv) began to gradually increase concentrate prices for certain Coca-Cola trademark beverages in Mexico beginning in 2017 and through 2019. TCCC may continue to unilaterally increase concentrate prices in the future, and Coca-Cola FEMSA may not be successful in negotiating or implementing measures to mitigate the negative effect this may have in the prices of its products or its results. See “Item 10. Additional Information—Material Contracts—Material Contracts Relating to Coca-Cola FEMSA—Cooperation Framework with The Coca-Cola Company.”

In addition to concentrate, Coca-Cola FEMSA purchases sweeteners, carbon dioxide, PET resin and preforms to make plastic bottles, finished plastic and glass bottles, cans, caps and fountain containers, as well as other packaging materials and raw materials. Coca-Cola FEMSA’s bottler agreements provide that these materials may be purchased only from suppliers approved by TCCC. Prices for certain raw materials, including those used in the bottling of Coca-Cola FEMSA’s products, mainly PET resin, finished plastic bottles, aluminum cans, HFCS and certain sweeteners, are paid in or determined with reference to the U.S. dollar, and therefore local prices in a particular country may increase based on changes in the applicable exchange rates. Coca-Cola FEMSA’s most significant packaging raw material costs arise from the purchase of PET resin, the price of which is related to crude oil prices and global PET resin supply. The average price that Coca-Cola FEMSA paid for PET resin in U.S. dollars in 2019 decreased 4.7% as compared to 2018 in all Coca-Cola FEMSA’s territories. In addition, given that high currency volatility has affected and continues to affect most of Coca-Cola FEMSA’s territories, the average price for PET resin in local currencies was lower in 2019 in Mexico, Colombia and Brazil and higher in Argentina. In 2019, Coca-Cola FEMSA purchased certain raw materials in advance, implemented a price fixing strategy and entered into certain derivative transactions, which helped Coca-Cola FEMSA capture opportunities with respect to raw material costs and currency exchange rates.

Under its agreements with TCCC, Coca-Cola FEMSA may use raw or refined sugar and HFCS in its products. Sugar prices in all of the countries where Coca-Cola FEMSA operates, other than Brazil, are subject to local regulations and other barriers to market entry that, in certain countries, often cause Coca-Cola FEMSA to pay for sugar in excess of international market prices. In recent years, international sugar prices experienced significant volatility. Across Coca-Cola FEMSA’s territories, its average price for sugar in U.S. dollars, taking into account its financial hedging activities, decreased by approximately 11.0% in 2019 as compared to 2018; however, the average price for sugar in local currency was higher in Argentina and Colombia.

Coca-Cola FEMSA categorizes water as a raw material in its business. Coca-Cola FEMSA obtains water for the production of some of its natural spring water products, such as Manantial in Colombia and Crystal in Brazil, from spring water pursuant to concessions granted.

None of the materials or supplies that Coca-Cola FEMSA uses is presently in short supply, although the supply of specific materials could be adversely affected by strikes, weather conditions, governmental controls, national emergency situations, water shortages or the failure to maintain Coca-Cola FEMSA’s existing water concessions.

Mexico and Central America. In Mexico, Coca-Cola FEMSA mainly purchases PET resin from Indorama Ventures Polymers México, S. de R.L. de C.V. and DAK Resinas Americas Mexico, S.A. de C.V., which Alpla México, S.A. de C.V., known as Alpla, and Envases Universales de México, S.A.P.I. de C.V. manufacture into non-returnable plastic bottles for us. Also, Coca-Cola FEMSA has introduced into its business Asian global suppliers, such as Far Eastern New Century Corp., known as FENC and SFX – Jiangyin Xingyu New Material Co. Ltd., which support its PET resin strategy and are known as the top PET global suppliers.

Coca-Cola FEMSA purchases all of its cans from Crown Envases México, S.A. de C.V., formerly known as Fábricas de Monterrey, S.A. de C.V., and Envases Universales de México, S.A.P.I. de C.V. Coca-Cola FEMSA mainly purchases its glass bottles from Vitro America, S. de R.L. de C.V., FEVISA Industrial, S.A. de C.V., known as FEVISA, and Glass & Silice, S.A. de C.V.

Coca-Cola FEMSA purchases sugar from, among other suppliers, PIASA, Beta San Miguel, S.A. de C.V. or Beta San Miguel, Ingenio La Gloria, S.A. and Impulsora Azucarera del Trópico, S.A. de C.V., all of them sugar cane producers. As of April 10, 2020, Coca-Cola FEMSA held a 36.4% and 2.7% equity interest in PIASA and Beta San Miguel, respectively. Coca-Cola FEMSA purchases HFCS from Ingredion México, S.A. de C.V. and Almidones Mexicanos, S.A. de C.V., known as Almex.

Sugar prices in Mexico are subject to local regulations and other barriers to market entry that often cause Coca-Cola FEMSA to pay higher prices than those paid in the international market. As a result, prices in Mexico have no correlation to international market prices. In 2019, sugar prices in local currency in Mexico increased approximately 4.0% as compared to 2018.

In Central America, the majority of Coca-Cola FEMSA's raw materials such as glass and non-returnable plastic bottles are purchased from several local suppliers. Coca-Cola FEMSA purchases its cans from Envases Universales Ball de Centroamérica, S.A. and Envases Universales de México, S.A.P.I. de C.V. Sugar is available from suppliers that represent several local producers. In Costa Rica, Coca-Cola FEMSA acquires plastic non-returnable bottles from Alpla C.R. S.A., and in Nicaragua Coca-Cola FEMSA acquires such plastic bottles from Alpla Nicaragua, S.A.

South America. In Colombia, Coca-Cola FEMSA uses sugar as a sweetener in all of its caloric beverages, which Coca-Cola FEMSA buys from several domestic sources. Sugar prices in Colombia remained flat in U.S. dollars and increased 11.0% in local currency, as compared to 2018. Coca-Cola FEMSA purchases non-returnable plastic bottles from Amcor Rigid Plastics de Colombia, S.A. and Envases de Tocancipa S.A.S. (affiliate of Envases Universales de México, S.A.P.I. de C.V.). Coca-Cola FEMSA has historically purchased all of its non-returnable glass bottles from O-I Peldar and other global suppliers in the Middle East. Coca-Cola FEMSA purchases all of its cans from Crown Envases México, S.A. de C.V. and Crown Colombiana, S.A. Grupo Ardila Lulle (owners of Coca-Cola FEMSA's competitor Postobón) owns a minority equity interest in certain of Coca-Cola FEMSA's suppliers, including O-I Peldar and Crown Colombiana, S.A.

In Brazil, Coca-Cola FEMSA also uses sugar as a sweetener in all of its caloric beverages. Sugar is available at local market prices, which historically have been similar to international prices. Sugar prices in Brazil decreased approximately 9.0% in U.S. dollars and 1.0% in local currency as compared to 2018. Taking into account Coca-Cola FEMSA's financial hedging activities, its sugar prices in Brazil decreased approximately 8.3% in U.S. dollars. See "Item 11. Quantitative and Qualitative Disclosures about Market Risk—Commodity Price Risk." Coca-Cola FEMSA purchases non-returnable glass bottles, plastic bottles and cans from several domestic and international suppliers. Coca-Cola FEMSA mainly purchases PET resin from local suppliers such as Indorama Ventures Polímeros S.A.

In Argentina, Coca-Cola FEMSA mainly uses HFCS that Coca-Cola FEMSA purchases from several different local suppliers as a sweetener in its products. Coca-Cola FEMSA purchases glass bottles and other raw materials from several domestic sources. Coca-Cola FEMSA purchases plastic preforms at competitive prices from Andina Empaques S.A., a local subsidiary of Embotelladora Andina, S.A., a Coca-Cola bottler with operations in Chile, Argentina, Brazil and Paraguay, Alpla Avellaneda, S.A., AMCOR Argentina, and other local suppliers.

In Uruguay, Coca-Cola FEMSA also uses sugar as a sweetener in all of its caloric beverages, which is available at Brazil's local market prices. Sugar prices in Uruguay decreased approximately 8.0% in U.S. dollars and increased 5.8% in local currency as compared to 2018. Coca-Cola FEMSA's main supplier of sugar is Nardini Agroindustrial Ltda., which is based in Brazil. Coca-Cola FEMSA purchases PET resin from several Asian suppliers, such as SFX – Jiangyin Xingyu New Material Co. Ltd. and India Reliance Industry (a joint venture with DAK Resinas Americas Mexico, S.A. de C.V.), and Coca-Cola FEMSA purchases non-returnable plastic bottles from global PET converters, such as Cristalpet S.A. (affiliate of Envases Universales de México, S.A.P.I. de C.V.).

FEMSA Comercio

Overview

FEMSA Comercio operates through the following divisions:

- **Proximity Division**, which operates a chain of small-format stores with 19,330 locations as of December 31, 2019, under the trade name OXXO.
- **Health Division**, which operates drugstores and related operations with 3,161 points of sale in Mexico, Chile, Ecuador and Colombia as of December 31, 2019.
- **Fuel Division**, which operates retail service stations for fuels, motor oils and other car care products. As of December 31, 2019, the Fuel Division operated 545 service stations located in 17 states throughout Mexico, concentrated mainly in the northern region of Mexico.

These divisions operate distinct business models that allow them to focus on different customer needs within their specific markets.

Operations by Division—Overview Year Ended December 31, 2019

| | (in millions of Mexican pesos, except percentages) | | | |
|--------------------|--|------------------|--------------|------------------|
| | Total Revenues | | Gross Profit | |
| | 2019 | 2019 vs. 2018 | 2019 | 2019 vs. 2018 |
| Proximity Division | Ps. 184,810 | 10% | Ps. 75,099 | 15% |
| Health Division | 58,922 | 14% | 17,645 | 11% |
| Fuel Division | 47,852 | 2% | 4,775 | 13% |

Proximity Division

Business Strategy

The Proximity Division intends to continue increasing its store base while capitalizing on the retail business and market knowledge gained at existing stores. We intend to open new stores in locations where we believe there is high growth potential or unsatisfied demand, while also increasing customer traffic and average ticket per customer in existing stores. Our expansion focuses on both entering new markets and strengthening our presence nationwide and across different income levels of population. A fundamental element of the Proximity Division's business strategy is to leverage its retail store formats, know-how, technology and operational practices to continue growing in a cost-effective and profitable manner. This scalable business platform is expected to provide a strong foundation for continued organic growth, improving traffic and average ticket sales at our existing stores and facilitating entry into new small-format retail industries.

The Proximity Division has developed proprietary models to assist in identifying appropriate store locations, store formats and product categories. These models utilize location-specific demographic data and the Proximity Division's experience in similar locations to fine-tune the store formats, product price ranges and product offerings to the target market. Market segmentation is becoming an important strategic tool that is expected to allow the Proximity Division to improve the operating efficiency of each location, cover a wider array of consumption occasions and increase its overall profitability.

The Proximity Division continues to improve its information gathering and processing systems to allow it to connect with its customers at all levels and anticipate and respond efficiently to their changing demands and preferences. Most of the products carried through OXXO stores are bar-coded, and all OXXO stores are equipped with point-of-sale systems integrated into a company-wide computer network. The Proximity Division created a department in charge of product

category management, for products such as beverages, fast food and perishables, responsible for analyzing data gathered to better understand our customers, develop integrated marketing plans and allocate resources more efficiently. This department utilizes a technology platform supported by an enterprise resource planning (“ERP”) system, as well as other technological solutions such as merchandising and point-of-sale systems, which allow the Proximity Division to redesign and adjust its key operating processes and certain related business decisions. Our IT system also allows us to manage each store’s working capital, inventories and investments in a cost-effective way while maintaining high sales volume and store quality. Supported by continued investments in IT, our supply chain network allows us to optimize working capital requirements through inventory rotation and reduction, reducing out-of-stock days and other inventory costs.

The Proximity Division has adopted innovative promotional strategies in order to increase store traffic and sales. In particular, the OXXO stores sell high-frequency items such as beverages, snacks and cigarettes at competitive prices. The Proximity Division’s ability to implement this strategy profitably is partly attributable to the size of the OXXO stores chain, as such division is able to work together with its suppliers to implement its revenue-management strategies through differentiated promotions. OXXO stores’ national and local marketing and promotional strategies are an effective revenue driver and a means of reaching new segments of the population while strengthening the OXXO brand. For example, the organization has refined its expertise in executing cross promotions (discounts on multi-packs or sales of complementary products at a special price) and targeted promotions to attract new customer segments by expanding the offerings in the grocery product category in certain stores.

Another fundamental element of our strategy consists of leveraging our reputation for quality and the position of our brand in the minds of our customers to expand our offering of private-label products. Our private-label products represent an alternative for value-conscious consumers, which, combined with our market position, allows the Proximity Division to increase sales and margins, strengthen customer loyalty and bolster its bargaining position with suppliers.

Historically, the Proximity Division has represented an effective distribution channel for our beverage products, as well as a rapidly growing point of contact with our consumers. Based on the belief that location plays a major role in the long-term success of a retail operation such as a small-format store, as well as a role in our ability to accelerate and streamline the new-store development process, the Proximity Division has focused on a strategy of rapid, profitable growth.

Finally, to further increase customer traffic into our stores, the Proximity Division has incorporated additional services, such as utility bill payment, deposits into bank accounts held at our correspondent bank partners, remittances, prepayment of mobile phone fees and charges and other financial services, and it seeks to constantly increase the services it offers.

Store Locations

The Proximity Division operates the largest small-format store chain in the Americas, measured by number of stores. As of December 31, 2019, there are 19,089 OXXO stores in Mexico, 100 OXXO stores in Colombia, 90 stores in Chile and 51 stores in Peru. The Proximity Division has expanded its operations by opening 1,331 new OXXO stores in Mexico, Colombia, Chile and Peru during 2019.

**OXXO Stores
Regional Allocation in Mexico(*)
as of December 31, 2019**



The Proximity Division has aggressively expanded its number of OXXO stores over the past several years. The average investment required to open a new OXXO store varies, depending on location and format and whether the store is opened in an existing retail location or requires construction of a new store. The Proximity Division is generally able to use supplier credit to fund the initial inventory of new OXXO stores.

| | OXXO Stores Total Growth | | | | |
|--|-------------------------------------|--------|--------|--------|--------|
| | Year Ended December 31, | | | | |
| | 2019 | 2018 | 2017 | 2016 | 2015 |
| Total OXXO stores | 19,330 | 17,999 | 16,577 | 15,225 | 14,061 |
| Store growth (% change over previous year) | 7.4% | 8.6% | 8.9% | 8.3% | 9.4% |

The Proximity Division currently expects to continue implementing its expansion strategy by emphasizing growth in areas of high economic potential in existing markets and by expanding in underserved and unexploited markets.

Most of the OXXO stores are operated under lease agreements, which are denominated in Mexican peso and adjusted annually to an inflation index. This approach provides the Proximity Division the flexibility to adjust locations as cities grow and effectively adjust its footprint based on stores' performance.

Both the identification of locations and the pre-opening planning to optimize the results of new OXXO stores are important elements in the Proximity Division's growth plan. The Proximity Division continuously reviews store performance against certain operating and financial benchmarks to optimize the overall performance of the chain. Stores of the Proximity Division that are unable to maintain benchmark standards are generally closed. Between December 31, 2015 and 2019, the total number of OXXO stores increased by 5,269, which resulted from the opening of 5,586 new stores and the closing of 317 stores.

Competition

The Proximity Division, mainly through OXXO stores, competes in the retail market, which we believe is highly competitive. OXXO stores face competition from small-format stores such as 7-Eleven, Circle K in Mexico, Tiendas D1, Ara and Tostao in Colombia, OK Market in Chile, and Tambo Mas in Peru, as well as from other numerous retail and grocery chains (such as Wal-Mart, H-E-B, La Comer and Chedraui, among others) to small informal neighborhood stores across the markets where they operate. In addition, as more services and products are offered in OXXO stores, the number and type of competitors has also increased, including banks and fast-food outlets, among others. OXXO stores compete not only for consumers and new store locations but also for human resources to operate those stores. The Proximity Division has more presence in Mexico than any of its competitors, with operations in every state, while in Colombia it has operations in Bogotá and Bucaramanga, and in Chile and Peru, it has operations in each country's capital.

Market and Store Characteristics

Market Characteristics

The Proximity Division is placing increased emphasis on market segmentation and store format differentiation to more appropriately serve the needs of customers on a location-by-location basis. The principal segments include residential neighborhoods, commercial office locations and stores near schools, universities and other types of specialized locations.

In Mexico, approximately 60% of OXXO stores' customers are between the ages of 15 and 35. The Proximity Division also segments the market according to demographic criteria, including income level.

OXXO Store Characteristics

The average size of an OXXO store is approximately 103 square meters of selling space, excluding space dedicated to refrigeration, storage or parking. The average constructed area of a store is approximately 189 square meters and, when parking areas are included, the average store size is approximately 407 square meters. In 2019, a typical OXXO store carried an average of 3,456 different stock keeping units (SKUs) in 31 main product categories.

Proximity Division—Operating Indicators

| | Year Ended December 31, | | | | |
|--------------------------------------|---|---------------------|-------|----------------------|----------------------|
| | 2019 | 2018 ⁽¹⁾ | 2017 | 2016 | 2015 |
| | (percentage increase compared to previous year) | | | | |
| Total revenues | 10.4% | 11.8% | 12.5% | 14.4% ⁽²⁾ | 21.2% ⁽³⁾ |
| OXXO same-store sales ⁽⁴⁾ | 5.0% | 5.2% | 6.4% | 7.0% | 6.9% |

(1) In 2018, FEMSA Comercio's "Retail Division" removed operations that are not directly related to proximity store business, including restaurant and discount retail units. The removed operations are included in "Other Businesses." The business segment is now named the Proximity Division. See note 27 of our audited consolidated financial statements.

(2) Includes revenues of Comercial Big John Limitada.

(3) Includes revenues of Farmacias Farmacon from June 2015 and Socofar from October 2015. The percentage is compared as reported the previous year.

(4) Same-store sales growth is calculated by comparing the sales of stores for each year that have been in operation for more than 12 months with the sales of those same stores during the previous year.

Beer, cigarettes, soft drinks and other beverages and snacks represent the main product categories for OXXO stores. Previously, OXXO stores in Mexico only carried beer brands produced and distributed by Heineken Mexico. However, following certain modifications to the terms of our existing commercial relationship with Heineken Mexico and new commercial relationship with Grupo Modelo in 2019, the Proximity Division now sells the beer brands of Grupo Modelo in certain regions of Mexico and expects to gradually cover the entire country by the end of 2022.

Approximately 46% of OXXO stores in Mexico are operated by independent managers responsible for all aspects of store operations. The store managers are commission agents and are not employees of the Proximity Division. Each store manager is the legal employer of the store's staff, which typically numbers six people per store. The Proximity Division continually invests in on-site operating personnel, with the objective of promoting loyalty, customer service and reducing personnel turnover in the stores.

Advertising and Promotion

The Proximity Division's marketing efforts for OXXO stores include both specific product promotions and image advertising campaigns. These strategies are designed to increase store traffic, increase sales and continue to promote the OXXO brand and market position.

The Proximity Division manages its advertising for OXXO stores on three levels depending on the nature and scope of the specific campaign: (1) local or store-specific, (2) regional and (3) national. Store-specific and regional campaigns are closely monitored to ensure consistency with the overall corporate image of OXXO stores and to avoid conflicts with national campaigns. The Proximity Division primarily uses point-of-purchase materials, flyers, handbills and print and radio media for promotional campaigns, although television is used occasionally for the introduction of new products and services. OXXO stores' image and brand name are presented consistently across all stores, irrespective of location.

Inventory and Purchasing

The Proximity Division has placed considerable emphasis on improving operating performance. As part of these efforts, the Proximity Division continues to invest in extensive information management systems to improve inventory management.

Management believes that the OXXO store chain's scale of operations provides the Proximity Division with a competitive advantage in its ability to realize strategic alliances with suppliers. General category offerings are determined on a national level, although purchasing decisions are implemented on a local, regional or national level, depending on the nature of the product category. In Mexico, given the fragmented nature of the retail industry in general, Mexican producers of beer, soft drinks, bread, dairy products, snacks and other high-frequency products have established proprietary distribution systems with extensive direct distribution routes. As a result, approximately 61% of the OXXO store chain's total sales in Mexico consist of products that are delivered directly to the stores by suppliers. Other products with longer shelf lives are distributed to stores by the Proximity Division's Mexican distribution system, which includes 19 regional warehouses located in Monterrey, Guadalajara, Mexicali, Merida, Leon, Obregon, Puebla, Queretaro, Chihuahua, Reynosa, Saltillo, Tampico, Tijuana, Toluca, Veracruz, Villahermosa, Culiacan and two in Mexico City. Our logistics services subsidiary operates a fleet of approximately 936 trucks in Mexico that make deliveries from the distribution centers to each store approximately three times per week.

Seasonality

OXXO stores in Mexico experience periods of high demand in December, as a result of the holidays, and in July and August, as a result of increased consumption of beer and soft drinks during these hot summer months. The months of November and February are generally the weakest sales months for OXXO stores. In general, the colder weather during these months reduces store traffic and cold beverage consumption overall.

Health Division

Business Strategy

The Health Division's vision is focused on two main strategies: first, to gain relevant scale by building a Latin American pharmacy retail platform that operates across several countries and markets, and second, to constantly improve our value proposition and service by being closer to our customers through more stores, a digital strategy and loyalty programs, and by giving them access to a broader assortment, better options and availability of medicines, personal care, beauty and relevant health and wellness products and services. In order to achieve this, the Health Division is working on leveraging two strong capability sets: (i) the Health-industry knowledge, marketing and operational skills acquired through the incorporation of Chile-based Socofar and (ii) the skills that FEMSA Comercio has developed in the operation and growth of other small retail formats, particularly in Mexico. These capabilities include commercial, marketing and production skills as well as site selection, logistics, business processes, human resources, inventory and supplier management.

The drugstore markets in Mexico and Colombia are still fragmented, and FEMSA Comercio believes it is well equipped to create value by continuing to grow in these markets and by assuming a value-creating role in its long-term consolidation. Furthermore, Socofar gives FEMSA Comercio the opportunity to pursue a regional strategy across South

America from a solid platform anchored in the Chilean market and with compelling growth opportunities in Colombia, Ecuador and beyond.

Store Locations

As of December 31, 2019, the Health Division operated 3,161 points of sale, including 1,256 in Mexico, 870 in Chile, 634 in Ecuador and 401 in Colombia.

During 2019, the Health Division expanded its operations by 800 additional stores including GPF pharmacies (620 at acquisition's date) on top of the 2,361 stores operating in 2018. The average investment required to open a new store varies, depending on location and whether the store is opened in an existing store location or requires construction of a new store. The Health Division currently expects to continue implementing its expansion strategy by emphasizing growth in markets where it currently operates and by expanding in underserved and unexploited markets. Most of the drugstore-related real estate is operated under lease agreements.

Competition

The Health Division competes in the overall pharmacy services market, which we believe is highly competitive. Our stores face competition from other drugstore chains, independent pharmacies and supermarkets, online retailers and convenience stores. The biggest chains in Mexico competing with the Health Division are Farmacias Similares, Farmacias Guadalajara, Farmacias del Ahorro and Farmacias Benavides, while in Chile, the biggest chains are Farmacias Ahumada and Salcobrand. In Colombia, La Rebaja, Unidrogas, Olimpica, Cafam, Colsubsidio and Farmatodo are relevant players. In Ecuador, Grupo Difare is the main competitor.

Market and Store Characteristics

Market Characteristics

The drugstore market in Mexico is highly fragmented among national and regional chains as well as independent drugstores, supermarkets and other informal neighborhood drugstores. There are more than 30,000 drugstores in Mexico; however, the Health Division only represents 3.7% of the total number of pharmacies in Mexico with a presence in 16 of 32 states in the country.

The market in Colombia is slightly less fragmented and in general includes national and regional chains. The national healthcare system in Colombia covers a large amount of the country's population and operates through Health Promoting Entities (*Entidades Promotoras de Salud*) in the private and public sectors to provide healthcare services to the Colombian population. Dispensing medicine to such Health Promoting Entities' clients as well as to the consumer retail market with medicines and health or personal care products represent growth opportunities in Colombia.

In Chile, the market is more concentrated and our Health Division through Socofar is the leading drugstore operator in the country. Socofar is also the largest distributor of pharmaceuticals in the country. The Chilean market, where our operation's healthcare services are sold to both institutional and personal consumers, continues to represent an attractive growth opportunity.

The Health Division is placing increased emphasis on market segmentation and differentiation of store formats to more appropriately serve the needs of customers on a location-by-location basis, selecting sites with the greatest proximity to the customers.

The Health Division's customers are aged 18 and above. In Mexico, 60% of the Health Division's customers are between the ages of 18 and 35, 48% of which are female. In Chile, 63% of the customers are between the ages of 25 and 54, 57% of which are female. The Health Division also segments the market according to demographic criteria, including income level and purchase frequency.

Store Characteristics

The Health Division's stores are operated under the following trade names: Farmacias YZA, Farmacias Moderna and Farmacias Farmacon in Mexico; Fybeca and Sana Sana in Ecuador; Farmacias Cruz Verde in Chile and Colombia; and

beauty stores under the trade name Maicao in Chile. The average size of the Health Division's stores is 88 square meters in Mexico, 181 square meters in Chile, 90 square meters in Colombia and 142 meters in Ecuador, including selling space and storage area. On average, each store has between 5 and 11 employees depending on the size of and traffic into the store. Patented and generic pharmaceutical drugs, beauty products, medical supplies, wellness and personal care products are the main products sold at the Health Division's stores.

The Health Division's stores also offer different value-added services, product delivery services and medical examinations.

Advertising and Promotion

The Health Division's marketing efforts for its stores include both specific product promotions and image advertising campaigns. These strategies are designed to increase store traffic and sales and to reinforce the brands and market positions. In Chile, sanitary law forbids advertising of pharmaceutical products through mass media. Nevertheless, it is possible to advertise over-the-counter products using point-of-purchase materials, flyers and print catalogs. Television, radio, newspapers and digital media are used in seasonal and promotional campaigns.

Inventory and Purchasing

The South American operations of our Health Division seek to align the purchasing and logistics process with consumer needs. A key competitive advantage is our strong logistics chain, which relies on an integrated view of the supply chain. In Chile, we operate three distribution centers, the largest of which is a modern distribution center with advanced technology that services stores and healthcare institution customers throughout the country. In each of Colombia and Ecuador, we operate one distribution center that distributes products to all our locations throughout each country, respectively.

In Mexico, we have made progress to integrate our acquired companies into a single model of operation and we have built two distribution centers to improve availability of products and efficiency. One distribution center serves a significant portion of the needs of our stores located in the north of Mexico, while the second distribution center provides service to stores located in the south. We still rely on third-party distributors for some products in Mexico.

Seasonality

The Health Division's sales can be seasonal in nature with pharmaceutical drug sales affected by the timing and severity of the cough, cold and flu season. Revenues tend to be higher during the winter season but can be offset by extreme weather due to the rainy season in certain regions of Mexico in December and January. Revenues from our operations in Chile, Colombia and Ecuador tend to be higher during December, mainly due to an increase in the purchase of beauty and personal care products for gift-giving during the holidays; otherwise, early in the year during January and February, revenues tend to fall slightly, mainly driven by the holiday period.

Fuel Division

Business Strategy

The Fuel Division's business strategy is to accelerate the rate at which it opens service stations, in previously identified regions in Mexico, by way of leases, procurement or construction of stations.

The Fuel Division also aims to strengthen its services in its retail gas stations in Mexico to fulfill consumers' needs and increase traffic in those service stations while developing and maintaining an attractive value proposition to draw potential customers and face the entry of new competitors in the industry. Furthermore, although the Proximity and Fuel Divisions operate as separate businesses, the Fuel Division's service stations often have an OXXO store on the premises, strengthening the OXXO brand and complementing the value proposition. Despite market volatility, we remain focused on improving our customer value proposition and enhancing underlying profitability by fine-tuning our business model and revenue management capabilities and adjusting our pricing strategies in an increasingly competitive market.

The Fuel Division's business strategy includes the analysis and potential development of new businesses in the fuel value chain, such as the final distribution and wholesale of fuel to its own service stations and to third parties.

Service Station Locations

As of December 31, 2019, the Fuel Division operated 545 service stations, concentrated in the northern region of the country but with a presence in 17 states throughout Mexico.

In 2019, the Fuel Division leased two additional service stations and built four new service stations.

Competition

Despite the existence of other groups competing in this sector, the Fuel Division's main competitors continue to be small retail service station chains owned by regional family businesses, which compete in the aggregate with the Fuel Division in total sales, new station locations and labor. The biggest chains competing with the Fuel Division in terms of number of service stations are regional chains such as Petro-7 (operated by 7-Eleven Mexico), Corpo Gas, G500, Hidrosina, international players operating in Mexico, such as British Petroleum, Mobil, Repsol and Shell and hard discount chains such as Good Price and Gulf.

Market and Store Characteristics

Market Characteristics

The retail service station market in Mexico has approximately 13,000 service stations and is highly fragmented. The majority of the retail service stations in the country are either owned by small regional family businesses or are other regional chains such as Petro-7 and G500. In recent years, however, international players such as British Petroleum, Mobil and Repsol have increased their network of franchised service stations, and now also represent significant competition.

Service Station Characteristics

Each service station under the "OXXO GAS" trade name comprises offices, parking lots, a fuel service area and an area for storage of gasoline in underground tanks. During 2019, we made a significant effort to rebrand some of our service stations with a new image featuring the trademark of OXXO GAS. This change will allow customers to more easily identify our service stations among other competitors in the market.

The average size of the fuel service dispatch area is 216 square meters. On average, each service station has 13 employees.

Gasoline, diesel, oil and additives are the main products sold at OXXO GAS service stations.

Advertising and Promotion

Through promotional activities, the Fuel Division seeks to provide additional value to customers by offering, along with gasoline, oils and additives, quality products and services at affordable prices. The best tool for communicating these promotions has been coupon promotions in partnership with third parties, including cross-promotional strategies jointly with OXXO stores.

Inventory and Purchasing

The distribution, mainly from gasoline and diesel, for the supply of our operations in the Fuel Division is mainly carried out directly between our supplier and our service stations. Since we do not have storage facilities, the product delivery is made daily according to a supply and logistics plan, which considers the capacity and inventory levels as well as the behavior of the demand of each one of our service stations; ensuring a continuous and sufficient supply to serve the markets where we operate.

Seasonality

The Fuel Division experiences especially high demand during the months of May and August. The lowest demand is in January and December due to the year-end holiday period, because most service stations are not located on highways to holiday destinations.

Heineken Investment

FEMSA owns a non-controlling interest in the Heineken Group, one of the world's leading brewers. As of December 31, 2019, our 14.76% economic interest in the Heineken Group comprised 35,318,320 shares of Heineken Holding N.V. and 49,697,203 shares of Heineken N.V. For 2019, FEMSA recognized equity income of Ps. 6,428 million from its economic interest in the Heineken Group, which was 14.76% during the year. See note 10 to our audited consolidated financial statements.

The Proximity Division had a distribution agreement with subsidiaries of Heineken Mexico, now part of the Heineken Group, pursuant to which OXXO stores in Mexico only carried beer brands produced and distributed by Heineken Mexico. In 2019, the Proximity Division agreed to an extension of its existing commercial relationship with Heineken Mexico with certain important changes and entered into a new commercial relationship with Grupo Modelo. Under the terms of both agreements, the Proximity Division now sells the beer brands of Grupo Modelo in certain regions of Mexico and will be gradually covering the entire country by the end of 2022. Our logistic services subsidiary also provides certain services to Cuauhtémoc Moctezuma and its subsidiaries. Coca-Cola FEMSA also continues to distribute and sell Heineken beer products in Coca-Cola FEMSA's Brazilian territories pursuant to Coca-Cola FEMSA's agreement with Heineken Brazil. See "Item 4. Information on the Company—Coca-Cola FEMSA—Sales Volume and Transactions Overview—South America (Excluding Venezuela)" and "Item 8. Financial Information—Legal Proceedings."

Other Businesses

Our other businesses ("Other Businesses") consist of the following smaller operations that support our core operations:

- Our logistics services subsidiary provides a broad range of logistics and vehicle maintenance services to Coca-Cola FEMSA, FEMSA Comercio and third-party clients in the beverages, consumer products and retail industries. Our logistic services subsidiary operates in Mexico, Brazil, Colombia, Panama, Costa Rica and Nicaragua.
- Quick-service restaurants and cafes under the Doña Tota and Specialty's brand name, as well as other small format stores, which include soft discount stores with a focus on perishables and liquor stores.
- Our refrigeration business manufactures vertical and horizontal commercial refrigerators for the soft drink, beer and food industries, with an annual capacity of 568,785 units at December 31, 2019. In 2019, this business sold 478,513 refrigeration units, 28% of which were sold to Coca-Cola FEMSA, and the remainder of which were sold to other clients. Also, this business includes manufacturing operations for food processing, storage and weighing equipment.

Description of Property, Plant and Equipment

As of December 31, 2019, Coca-Cola FEMSA owned all of its manufacturing facilities and more than 80.0% of its distribution centers, consisting primarily of production and distribution facilities for its soft drink operations and office space. In addition, the Proximity Division owns approximately 13% of OXXO stores, while the remaining stores are located on leased properties and substantially almost all of its distribution centers are under long-term lease arrangements with third parties. The Health Division leases seven distribution centers, three of which are in Chile, two in Mexico, one in Colombia and one in Ecuador, and it also has one manufacturing facility for generic pharmaceuticals in Chile. Most of the Health Division's stores are under lease arrangements with third parties.

The table below summarizes by country, installed capacity and average annual percentage utilization and utilization during peak month of Coca-Cola FEMSA's production facilities:

**Bottling Facility Summary
As of December 31, 2019**

| Country | Installed Capacity (thousands of unit cases) | Average Annual Utilization ⁽¹⁾⁽²⁾ (%) | Utilization in Peak Month ⁽¹⁾ (%) |
|-----------|---|--|--|
| Mexico | 2,858,533 | 63 | 78 |
| Guatemala | 105,000 | 79 | 86 |
| Nicaragua | 100,114 | 51 | 56 |

| Country | Installed Capacity (thousands of unit cases) | Average Annual Utilization ⁽¹⁾⁽²⁾ (%) | Utilization in Peak Month ⁽¹⁾ (%) |
|------------|---|--|--|
| Costa Rica | 89,447 | 53 | 62 |
| Panama | 72,241 | 46 | 61 |
| Colombia | 664,429 | 40 | 44 |
| Brazil | 1,518,682 | 63 | 72 |
| Argentina | 417,263 | 28 | 34 |
| Uruguay | 135,181 | 30 | 36 |

- (1) Calculated based on each bottling facility's theoretical capacity assuming total available time in operation and without taking into account ordinary interruptions, such as planned downtime for preventive maintenance, repairs, sanitation, set-ups and changeovers for different flavors and presentations. Additional factors that affect utilization levels include seasonality of demand for our products, supply chain planning due to different geographies and different packaging capacities.
- (2) Annualized rate.

The table below summarizes by Coca-Cola FEMSA's principal production facilities in terms of installed capacity, including its location and facility area:

**Bottling Facility by Location
As of December 31, 2019**

| Country | Plant | Facility Area (thousands of sq. meters) |
|------------|---------------------------------|--|
| Mexico | Toluca, Estado de México | 317 |
| | León, Guanajuato | 124 |
| | Morelia, Michoacán | 50 |
| | Ixtacomitán, Tabasco | 117 |
| | Apizaco, Tlaxcala | 80 |
| | Coatepec, Veracruz | 142 |
| | La Pureza Altamira, Tamaulipas | 300 |
| | San Juan del Río, Querétaro | 84 |
| Guatemala | Guatemala City | 46 |
| Nicaragua | Managua | 54 |
| Costa Rica | Calle Blancos, San José | 52 |
| Panama | Panama City | 29 |
| Colombia | Barranquilla, Atlántico | 37 |
| | Bogotá, DC | 105 |
| | Tocancipá, Cundinamarca | 298 |
| Brazil | Jundiaí, São Paulo | 191 |
| | Marília, São Paulo | 159 |
| | Curitiba, Paraná | 119 |
| | Itabirito, Minas Gerais | 320 |
| | Porto Alegre, Rio Grande do Sul | 196 |
| Argentina | Alcorta, Buenos Aires | 73 |
| Uruguay | Montevideo, Montevideo | 120 |

Insurance

We maintain an "all risk" insurance policy covering our properties (owned and leased), machinery and equipment and inventories as well as losses due to business interruptions. The policy covers damages caused by natural disasters, including hurricanes, hail, earthquakes and damages caused by human acts, including explosions, fire, vandalism and riots. We also maintain a freight transport insurance policy that covers damages to goods in transit. In addition, we maintain a liability

insurance policy that covers product liability. We purchase our insurance coverage through an insurance broker. In 2019, the policies for “all risk” property insurance were issued by AXA Seguros, S.A. de C.V., policies for liability insurance were issued by Mapfre Tepeyac Seguros, S.A. and the policy for freight transport insurance was issued by AXA Seguros, S.A. de C.V. Our “all risk” coverage was partially reinsured in the international reinsurance market. We believe that our coverage is consistent with the coverage maintained by similar companies.

Capital Expenditures and Divestitures

Our consolidated capital expenditures, net of disposals, for the years ended December 31, 2019, 2018 and 2017 were Ps. 25,579, Ps. 24,266 million and Ps. 23,486 million, respectively, which were primarily funded with cash from operations generated by our subsidiaries. These amounts were invested in the following manner:

| | Year Ended December 31, | | |
|--------------------|--------------------------------|------------|-----------|
| | 2019 | 2018 | 2017 |
| | (in millions of Mexican pesos) | | |
| Coca-Cola FEMSA | Ps. 11,465 | Ps. 11,069 | Ps.12,917 |
| FEMSA Comercio | | | |
| Proximity Division | 10,374 | 9,441 | 8,396 |
| Health Division | 1,529 | 1,162 | 774 |
| Fuel Division | 706 | 520 | 291 |
| Other | 1,505 | 2,074 | 1,108 |
| Total | Ps.25,579 | Ps.24,266 | Ps.23,486 |

Coca-Cola FEMSA

In 2019, 2018 and 2017, Coca-Cola FEMSA focused its capital expenditures on investments in (i) increasing production capacity; (ii) placing coolers with retailers; (iii) returnable bottles and cases; (iv) improving the efficiency of its distribution infrastructure and (v) information technology. Through these measures, Coca-Cola FEMSA continuously seeks to improve its profit margins and overall profitability.

FEMSA Comercio

Proximity Division

The Proximity Division’s principal investment activity is the construction and opening of new stores and refurbishment of existing stores, which are mostly OXXO Stores. During 2019, FEMSA Comercio opened 1,331 net new OXXO stores.

The Proximity Division invested Ps. 10,374 million in 2019 in the addition of new stores, warehouses and improvements to leased properties, renewal of equipment and information technology related investments.

Health Division

The Health Division’s principal investment activity is the construction and opening of new drugstores in the countries where we operate. During 2019, the Health Division opened 80 net new drugstores in Mexico and 86 net new drugstores in Chile and Colombia. The Health Division invested Ps. 1,529 million in 2019 in the addition of new stores, warehouses and improvements to leased properties and information technology investments.

Fuel Division

During 2019, the Fuel Division invested Ps. 706 million on capital expenditures, mainly to rebrand some gas stations to the new image of OXXO Gas and to add six service stations, IT systems and vapor recovery units on the service stations.

Regulatory Matters

We are subject to different regulations in each of the territories where we operate. The adoption of new laws or regulations in the countries where we operate may increase our operating costs, our liabilities or impose restrictions on our operations which, in turn, may adversely affect our financial condition, business and results. Further changes in current

regulations may result in an increase in compliance costs, which may have an adverse effect on our future results or financial condition.

Tax Reforms

On January 1, 2020, a new tax regime in Mexico became effective regarding foreign transparent vehicles (*vehículos extranjeros transparentes*) and changes were made to the preferential tax regime. As a result of such changes, the dividends from the Heineken Group will be subject to a 30.0% income tax in Mexico when received.

Starting January 1, 2020, the excise tax increased from 5.0% to 7.0% to carbonated beverages with added sugar or any caloric sweetener. Drinkable foods made from dairy products, grains or cereals, nectars, fruit juices and vegetables with natural fruit concentrates are exempt from this tax.

In addition to the above, on October 30, 2019, Mexico approved a new tax reform, which will be effective on January 1, 2020. The most relevant changes are: (i) taxpayers will be limited to a net interest deduction equal to 30.0% of the entity's Adjusted Taxable Income ("ATI"). ATI will be determined similarly to EBITDA (earnings before interest, taxes, depreciation and amortization). An exception up to Ps. 20,000,000 (approximately USD 1,000,000) applies for deductible interest at a Mexican group level. The non-deductible interests that exceed the limitation could be carried forward for the subsequent 10 tax years; (ii) the reform increases the excise tax of Ps. 1.17 per liter to Ps. 1.2616 per liter on the production, sale and import of beverages with added sugar and high-fructose corn syrup for flavored beverages and starting January 1, 2021, this tax will be subject to an annual increase based on the inflation of the previous year; (iii) the excise tax of 25.0% on energy beverages will be applicable whenever the beverages include a mixture of caffeine with any other stimulating substances; (iv) the Federal Fiscal Code (*Código Fiscal de la Federación*) was modified to attribute joint liability to partners, shareholders, directors, managers or any other individuals responsible for the management of a business; (v) the reform added a disclosure obligation of certain reportable transactions to tax authorities; and (vi) the reform increased the tax authorities' discretion to limit tax benefits or attributes in situations where authorities understand there is a lack of business reason and no economic benefit obtained other than the tax benefit.

On January 1, 2019, the Mexican government eliminated the right to offset any tax credit against any payable tax (universal offset or *compensación universal*). As of such date, tax credits will only be offset against taxes of the same nature, and it will not be possible to offset tax credits against taxes withheld to third parties. Additionally, by executive decree, certain tax benefits related to the value-added tax and income tax were provided to businesses located near the northern border of Mexico. Based on the territories where we operate within Mexico, we currently do not expect to take advantage of any of these tax benefits.

On December 31, 2018, a decree of tax incentives for the northern border region of Mexico was published in the Official Gazette of the Federation (*Diario Oficial de la Federación*), which provides a reduction in income tax and value added tax ("VAT") rates for tax payers that produce income for business activities carried out within that region. These tax incentives have been applicable since January 1, 2019 and will remain in force until December 31, 2020. Coca-Cola FEMSA does not benefit from these incentives based on the current territories where it operates. However, the Proximity Division does qualify for such tax incentives, which will reduce its VAT rates from 16.0% to 8.0%.

On January 1, 2019, a new tax reform became effective in Colombia. This reform reduced the income tax rate from 33.0% to 32.0% for 2020, to 31.0% for 2021 and to 30.0% for 2022. The minimum assumed income tax (*renta presuntiva sobre el patrimonio*) was also reduced from 3.5% to 1.5% for 2019 and 2020, and to 0.0% for 2021. In addition, the thin capitalization ratio was adjusted from 3:1 to 2:1 for operations with related parties only. As of January 1, 2019, the value-added tax will be calculated at each sale instead of applied only to the first sale (being able to transfer the value-added tax throughout the entire supply chain). For the companies located in the free trade zone, the value-added tax will be calculated based on the cost of production instead of the cost of the imported raw materials (therefore, we will be able to credit the value added-tax on goods and services against the value added-tax on the sales price of our products). The municipality sales tax will be 50.0% credited against payable income tax for 2019 and 100.0% deductible in 2020. Finally, the value-added tax paid on acquired fixed assets will be credited against income tax or the minimum assumed income tax.

Additionally, this tax reform increases the dividend tax on distributions to foreign nonresidents entities and individuals from 5% to 7.5%. In addition, the tax reform establishes a 7.5% dividend tax on distributions between Colombian companies. The tax will be charged only on the first distribution of dividends between Colombian entities and may be credited against the

dividend tax due once the ultimate Colombian company makes a distribution to its shareholders nonresident shareholders (individuals or entities) or to Colombian individual residents.

In October 2019, the Colombian Constitutional Court (*Corte Constitucional de Colombia*) declared unconstitutional the tax reform of 2018 (Law 1943). On December 27, 2019, the Senate enacted a new tax reform through the Economic Growth Law, which became effective as of January 1, 2020. In general, the reform maintains the provisions introduced under Law 1943 with the following certain changes: (i) reduced the minimum assumed income tax rate (*renta presuntiva sobre el patrimonio*) from 1.5% to 0.5% for 2020 and maintained the 0.0% rate for year 2021 and onwards; (ii) reduced the dividends tax rate applicable to Colombian resident individuals from 15.0% to 10.0%; (iii) increased the dividends tax rate applicable to foreign nonresidents (individuals and companies) from 7.5% to 10.0%; (iv) it postponed to 2022 the possibility of taxpayers to claim 100% of municipality sales tax as a credit against their income tax liability; and (v) gave more flexibility to recover VAT of imported goods from free trade zones.

On January 1, 2019, a tax reform became effective in Costa Rica. This reform will allow that tax on sales not only be applied to the first sale, but also to be applied and transferred for each sale; therefore, the tax credits on tax on sales will be recorded not only on goods related to production and on administrative services, but on a greater number of goods and services. Value-added tax on services provided within Costa Rica will be charged at tax rate of 13.0% if provided by local suppliers or withheld at the same rate if provided by foreigner suppliers. Although a territorial principle is still applicable in Costa Rica for operations abroad, a tax rate of 15.0% has been imposed on capital gains from the sale of assets located in Costa Rica. New income tax withholding rates were imposed on salaries and compensations of employees, at the rates of 25.0% and 20.0% (which will be applicable depending on the employee's salary), respectively. Finally, the thin capitalization rules were adjusted to provide that the interest expenses (generated with non-members of the financial system) that exceed 20.0% of the company's EBITDA will not be deductible for tax purposes.

On November 18, 2019, Panama's National Assembly voted on a national health program that included a tax on sugar-sweetened beverages. It imposed a 5.0% of excise tax (*Impuesto Selectivo al Consumo*) to non-carbonated beverages added with sugar or any caloric sweetener applicable since December 2019.

The Brazilian federal production tax rates and federal sales tax rates increased in 2017 and 2018 and remained flat in 2019. In early 2017, the Supreme Court decided that the value-added tax would not be used as the basis for calculating the federal sales tax, resulting in a reduction of the federal sales tax. The Brazilian tax authorities have appealed the Supreme Court's decision and such appeal is in process. However, Coca-Cola FEMSA's Brazilian subsidiaries commenced legal proceedings to ascertain their ability to calculate federal sales tax without using the value-added tax as a basis, in accordance with the Supreme Court's ruling, and obtained a final favorable resolution in 2019. In 2019, the federal production and sales taxes together resulted in an average of 16.3% tax over net sales.

In recent years, the excise tax rate on concentrate in Brazil has undergone recurrent temporary fluctuations. The excise tax rate was reduced from 20.0% to 4.0% from September 1, 2018 to December 31, 2018, was increased from 4.0% to 12.0% from January 1, 2019 to June 30, 2019, was reduced to 8.0% from July 1, 2019 to September 30, 2019 and was increased to 10.0% from October 1, 2019 to December 31, 2019. The excise tax rate was reduced to 4.0% from January 1, 2020 to May 31, 2020, will increase to 8.0% from June 1, 2020 to November 30, 2020 and will be reduced again to 4.0% on December 1, 2020. The tax credit that Coca-Cola FEMSA may recognize in its Brazilian operations in connection with purchases of concentrate in the Manaus Free Trade Zone will be affected accordingly.

On January 1, 2018, a tax reform became effective in Argentina. This reform reduced the income tax rate from 35.0% to 30.0% for 2018 and 2019, and then to 25.0% for the following years. In addition, such reform imposed a new tax on dividends paid to non-resident stockholders and resident individuals at a rate of 7.0% for 2018 and 2019, and then to 13.0% for the following years. The tax reform decreased the sales tax rate in the province of Buenos Aires from 1.75% to 1.5% in 2018. However, the reform increased the sales tax rate in the City of Buenos Aires from 1.0% to 2.0% in 2018, and scheduled a reduction to 1.5% in 2019, to 1.0% in 2020, to 0.5% in 2020 and to 0.0% in 2022. Nonetheless, the Argentine government issued an executive decree with an order to maintain the sales taxes in the City of Buenos Aires at a rate of 1.5% through 2020, without ruling on whether the scheduled reductions for 2021 and 2022 will occur.

On December 23, 2019, Argentina enacted a new tax reform that became effective as of January 1, 2020. This reform maintained the income tax at a rate of 30.0% and the withholding tax on dividends paid to non-resident stockholders and resident

individuals at a rate of 7.0% for two more years. In addition, beginning on January 1, 2020, taxpayers may deduct 100.0% of the negative or positive inflation adjustment annually, instead of deducting such inflation adjustment through a period of six years.

On January 1, 2017, a general tax reform became effective in Colombia. This reform reduced the income tax rate from 35.0% to 34.0% for 2017 and then to 33.0% for the following years. In addition, this reform includes an extra income tax rate of 6.0% for 2017 and 4.0% for 2018, for entities located outside free trade zone. Regarding taxpayers located in free trade zone, the special income tax rate increase to from 15.0% to 20.0% for 2017. Additionally, the reform eliminated the temporary tax on net equity, the supplementary income tax (9.0%) as contribution to social programs and the temporary contributions to social programs at a rate of 5.0%, 6.0%, 8.0% and 9.0% for the years 2015, 2016, 2017 and 2018, respectively.

During 2017, the Mexican government issued the Repatriation of Capital Decree which was valid from January 19 until October 19, 2017. Through this decree, a fiscal benefit was attributed to residents in Mexico by applying an income tax of 8.0% (instead of the statutory rate of 30.0% normally applicable to capital gains) to the total amount of capital income returned to the country resulting from foreign investments held until December 2016.

Additionally, the Repatriation of Capital Decree sustains that the benefit will solely apply to income and investments returned to the country throughout the period of the decree. The resources repatriated must be invested during the fiscal year of 2017 and remain in national territory for a period of at least two years from the return date.

Taxation of Beverages

All the countries where Coca-Cola FEMSA operates, except for Panama, impose value-added tax on the sale of sparkling beverages, with a rate of 16.0% in Mexico, 12.0% in Guatemala, 15.0% in Nicaragua, an average percentage of 15.9% in Costa Rica, 19.0% in Colombia, 21.0% in Argentina, 22.0% in Uruguay, and in Brazil 16.0% in the state of Parana, 17.0% in the states of Goias and Santa Catarina, 18.0% in the states of São Paulo, Minas Gerais and Rio de Janeiro, and 20.0% in the states of Mato Grosso do Sul and Rio Grande do Sul. The states of Rio de Janeiro, Minas Gerais and Parana also charge an additional 2.0% on sales as a contribution to a poverty eradication fund. In Brazil the value-added tax is grossed-up and added, along with federal sales tax, at the taxable basis. In addition, Coca-Cola FEMSA is responsible for charging and collecting the value-added tax from each of our retailers in Brazil, based on average retail prices for each state where we operate, defined primarily through a survey conducted by the government of each state, which in 2019 represented an average taxation of approximately 17.6% over net sales.

Several of the countries where Coca-Cola FEMSA operates impose excise or other taxes, as follows:

- Mexico imposes an excise tax of Ps. 1.2616 per liter on the production, sale and import of beverages with added sugar and HFCS as of January 1, 2020 (until December 31, 2019 the excise tax was Ps. 1.17 per liter). This excise tax is applied only to the first sale and Coca-Cola FEMSA is responsible for charging and collecting it. The excise tax will be subject to annual increases based on the previous year's inflation figures starting on January 1, 2021.
- Guatemala imposes an excise tax of 0.18 cents in local currency (Ps. 0.44 as of December 31, 2019) per liter of sparkling beverage.
- Costa Rica imposes a specific tax on non-alcoholic carbonated bottled beverages based on the combination of packaging and flavor, currently assessed at 19.44 colones (Ps. 0.64 as of December 31, 2019) per 250 ml, and an excise tax currently assessed at 6.783 colones (approximately Ps. 0.22 as of December 31, 2019) per 250 ml.
- Since January 1, 2020, Nicaragua imposes a 13.0% tax on beverages, except for water (before March 1, 2019 the excise tax was 9.0% and from March 1, 2019 to December 31, 2019 the excise tax was 11.0%), and municipalities impose a 1.0% tax on Coca-Cola FEMSA's Nicaraguan gross income.
- Until November 17, 2019, Panama imposed an excise tax of 5.0% on carbonated beverages and on imported non-carbonated beverages and a 10.0% selective consumption tax on syrups, powders and concentrate used to produce sugary drinks. As of November 18, 2019, Panama replaced such excise tax with an excise tax of 7.0% on carbonated beverages with more than 7.5 grams of sugar or any caloric sweetener per 100 ml, and a 10.0% tax on syrups, powders and concentrate used to produce sugary drinks. Since January 1, 2020, Panama imposes an excise tax of 5.0% on non-carbonated beverages with more than 7.5 grams of sugar or any caloric sweetener per

100 ml, whether imported or produced locally. Beverages derived from dairy products, grains or cereals, nectars, fruit juices and vegetables with natural fruit concentrates are exempt from this tax.

- Argentina imposes an excise tax of 8.7% on sparkling beverages containing less than 5.0% lemon juice or less than 10.0% fruit juice, and an excise tax of 4.2% on sparkling water and flavored sparkling beverages with 10.0% or more fruit juice, although this excise tax is not applicable to some of Coca-Cola FEMSA's products.
- Brazil assesses an average production tax of approximately 4.2% and an average sales tax of approximately 12.3% over net sales. Except for sales to wholesalers, these production and sales taxes apply only to the first sale and Coca-Cola FEMSA is responsible for charging and collecting these taxes from each of its retailers. For sales to wholesalers, they are entitled to recover the sales tax and charge this tax again upon the resale of Coca-Cola FEMSA's products to retailers.
- Colombia's municipalities impose a sales tax that varies between 0.35% and 1.2% of net sales.
- Uruguay imposes an excise tax of 19.0% on sparkling beverages, an excise tax of 12.0% on fruit juices and beverages containing less than 5.0% lemon juice or less than 10.0% fruit juice, and an excise tax of 8.0% on sparkling water and still water.

Antitrust Legislation

The Federal Antitrust Law (*Ley Federal de Competencia Económica*) regulates monopolistic practices in Mexico and requires approval of certain mergers and acquisitions. The Federal Antitrust Law subjects the activities of certain Mexican companies, including us, to regulatory scrutiny. The Federal Antitrust Commission (*Comisión Federal de Competencia Económica* or "COFECE") is the Mexican antitrust authority, which has constitutional autonomy. COFECE has the ability to regulate essential facilities, order the divestment of assets and eliminate barriers to competition, set higher fines for violations of the Federal Antitrust Law, implement important changes to rules governing mergers and anti-competitive behavior and limit the availability of legal defenses against the application of the law.

We are subject to antitrust legislation in the countries where we operate, primarily in relation to mergers and acquisitions that we are involved in. The transactions in which we participate may be subject to the requirement to obtain certain authorizations from the relevant authorities.

Price Controls

Voluntary price restraints or statutory price controls have been imposed historically in several of the countries where Coca-Cola FEMSA operates. Coca-Cola FEMSA operates, except for those voluntary price restraints in Argentina, where authorities directly supervise certain of Coca-Cola FEMSA's products sold through supermarkets as a measure to control inflation. Currently, there are no price controls on Coca-Cola FEMSA's products in any of the territories where it has operations, except for voluntary price restraints in Argentina, where authorities directly supervise certain of Coca-Cola FEMSA's products sold through supermarkets as a measure to control inflation.

Environmental Matters

We have internal environmental policies and procedures that intend to identify, address and minimize environmental risks, as well as to implement appropriate strategies for the use of clean and renewable energy, efficient use of water and waste management throughout the value chain of all of our operations. We have programs that seek to reduce energy consumption and diversify our portfolio of clean and renewable energy sources in order to reduce greenhouse gas emissions and contribute to the fight against climate change. In addition, we establish short-, medium-, and long-term goals and indicators for the use, management and confinement of energy, air emissions, water discharges, solid waste and disposal of hazardous materials.

During 2019, 70.7% of Coca-Cola FEMSA's total energy requirements were obtained from clean energy sources. Additionally, as part of its waste management strategies, in 2019, 23.7% of its PET resin packaging was comprised of recycled materials and Coca-Cola FEMSA recycled 95.7% of the total post-industrial waste generated.

In 2019, 51.4% of FEMSA Comercio's total energy requirements in Mexico were obtained from renewable energy sources.

In all of the countries where we operate, we are subject to federal and state laws and regulations relating to the protection of the environment. In Mexico, the principal legislation is the Federal General Law for Ecological Equilibrium and Environmental Protection (*Ley General de Equilibrio Ecológico y Protección al Ambiente*, or the Mexican Environmental Law), and the General Law for the Prevention and Integral Management of Waste (*Ley General para la Prevención y Gestión Integral de los Residuos*) which are enforced by the Ministry of the Environment and Natural Resources (*Secretaría del Medio Ambiente y Recursos Naturales*, or SEMARNAT). SEMARNAT can bring administrative and criminal proceedings against companies that violate environmental laws, and it also has the power to close non-complying facilities. Under the Mexican Environmental Law, rules have been promulgated concerning water, air and noise pollution and hazardous substances. In particular, Mexican environmental laws and regulations require that we file periodic reports with respect to hazardous wastes and set forth standards for waste water discharge that apply to Coca-Cola FEMSA's operations. Coca-Cola FEMSA has implemented several programs designed to facilitate compliance with air, waste, noise and energy standards established by current Mexican federal and state environmental laws, including a program that installs catalytic converters and liquid petroleum gas in delivery trucks for its operations in Mexico City. See "Information on the Company—Coca-Cola FEMSA—Product Sales and Distribution."

In 2015, the General Law of Climate Change (*Ley General de Cambio Climático*), its regulation and certain decrees related to such law became effective, imposing upon different industries (including the food and beverage industry) the obligation to report direct or indirect gas emissions exceeding 25,000 tons of carbon dioxide. Currently, we are not required to report these emissions, since they do not exceed this threshold. We cannot assure you that we will not be required to comply with this reporting requirement in the future.

In Coca-Cola FEMSA's Mexican operations, Coca-Cola FEMSA established a partnership with TCCC and Alpla, its supplier of plastic bottles in Mexico, to create Industria Mexicana de Reciclaje (IMER), a PET recycling facility located in Toluca, Mexico. In 2019, this facility recycled 11,909 tons of PET resin. Coca-Cola FEMSA has also continued contributing funds to ECOCE, A.C., a nationwide collector of containers and packaging materials. In 2019, ECOCE collected 56.0% of the total PET resin waste in Mexico.

All of Coca-Cola FEMSA's bottling plants located in Mexico have received a Certificate of Clean Industry (*Certificado de Industria Limpia*).

Coca-Cola FEMSA's Central American operations are subject to several federal and state laws and regulations related to the protection of the environment and the disposal of hazardous and toxic materials, as well as water usage. Coca-Cola FEMSA's Costa Rican operations have participated in a joint effort along with the local division of TCCC, Misión Planeta, for the collection and recycling of non-returnable plastic bottles. In Guatemala, Coca-Cola FEMSA joined the Foundation for Water (*Fundación para el Agua*), through which Coca-Cola FEMSA has direct participation in several projects related to the sustainable use of water. Coca-Cola FEMSA's bottling plants in Central America are certified for ISO 14001.

Coca-Cola FEMSA's Colombian operations are subject to several Colombian federal and state laws and regulations related to the protection of the environment and the disposal of treated water and hazardous materials. These laws include the control of atmospheric emissions, noise emissions, disposal of treated water and strict limitations on the use of chlorofluorocarbons. In addition, in 2012, Colombia promulgated Decree No. 303, which requires Coca-Cola FEMSA to apply for an authorization to discharge its water into authorized waterways. Coca-Cola FEMSA is engaged in nationwide reforestation programs and campaigns for the collection and recycling of glass and plastic bottles, among other programs with positive environmental impacts. Coca-Cola FEMSA has also obtained and maintained the ISO 9001, ISO 14001, OHSAS 18001, FSSC 22000 and PAS 220 certifications for its bottling plants located in Medellín, Cali, Bogotá, Barranquilla, Bucaramanga and La Calera, as recognition for the highest quality and food harmlessness in its production processes, which is evidence of Coca-Cola FEMSA's strict level of compliance with relevant Colombian regulations. Coca-Cola FEMSA's bottling plant located in Tocancipa obtained the Leadership in Energy and Environmental Design (LEED 2009) certification in 2017, as well as the ISO 9001, ISO 140001, OHSAS 18001, ESSC 22000 and PAS 220 certifications.

Coca-Cola FEMSA's Brazilian operations are subject to several federal, state and municipal laws and regulations related to the protection of the environment. Among the most relevant laws and regulations are those dealing with the emission of toxic and hazardous gases and disposal of wastewater and solid waste, soil contamination by hazardous chemicals, which impose penalties, such as fines, facility closures and criminal charges depending upon the level of non-compliance.

Coca-Cola FEMSA's bottling plant located in Jundiai has been recognized by the Brazilian authorities for its compliance with environmental regulations and for having standards well above those imposed by applicable law. This bottling plant has been certified for GAO-Q and GAO-E. In 2017, the Itabirito bottling plant was certified for ISO 9001 and the Leadership in Energy and Environmental Design, which is a globally recognized certification of sustainability achievement. In addition, the bottling plants of Jundiai, Mogi das Cruzes, Campo Grande, Marília, Maringa, Curitiba and Bauru have been certified for (i) ISO 9001; (ii) ISO 14001 and; (iii) norm OHSAS 18001. The Jundiai, Campo Grande, Bauru, Marília, Curitiba, Maringa, Porto Alegre, Antonio Carlos and Mogi das Cruzes bottling plants are certified in standard FSSC 22000. Mogi das Cruzes bottling plant has also obtained the ISO 50001 (Energy Management System) certification.

In 2008, a municipal regulation of the City of São Paulo, implemented pursuant to Law 13.316/2002, came into effect requiring Coca-Cola FEMSA to collect for recycling a specified annual percentage of plastic bottles made from PET resin sold in the City of São Paulo. Since 2011, Coca-Cola FEMSA is required to collect 90.0% of PET resin bottles sold. Currently, Coca-Cola FEMSA is not able to collect the entire required volume of PET resin bottles it sells in the City of São Paulo. Since Coca-Cola FEMSA does not meet the requirements of this regulation, which we believe to be more onerous than those imposed by the countries with the highest recycling standards, Coca-Cola FEMSA could be fined and be subject to other sanctions, such as the suspension of operations in any of Coca-Cola FEMSA's bottling plants and/or distribution centers located in the City of São Paulo. In 2008, when this law came into effect, Coca-Cola FEMSA and other bottlers in the City of São Paulo, through the Brazilian Soft Drink and Non-Alcoholic Beverage Association (*Associação Brasileira das Indústrias de Refrigerantes e de Bebidas Não-alcoólicas* or "ABIR"), filed a motion requesting a court to overturn this regulation due to the impossibility of compliance. In 2009, in response to a request by a municipal authority to provide evidence of the destination of the PET resin bottles sold in São Paulo, Coca-Cola FEMSA filed a motion presenting all of its recycling programs and requesting a more reasonable timeline to comply with the requirements imposed. In 2010, the municipal authority of São Paulo levied a fine on Coca-Cola FEMSA's Brazilian operating subsidiary of 250,000 Brazilian reais (Ps. 1.2 million as of December 31, 2019) on the grounds that the report submitted by Coca-Cola FEMSA's Brazilian operating subsidiary did not comply with the 75.0% proper disposal requirement for the period from 2008 to 2010. Coca-Cola FEMSA filed, through an administrative procedure, an appeal against this fine, which was denied by the municipal authority in 2013. This resolution by the municipal authority is final and not subject to appeal. However, in 2012, the State Appellate Court of São Paulo rendered a decision on an interlocutory appeal filed on behalf of ABIR staying the requirement to pay the fines and other sanctions imposed on ABIR's associated companies, including Coca-Cola FEMSA's Brazilian subsidiary, pending the final resolution of the appeal. Coca-Cola FEMSA is still awaiting the final resolution of the appeal filed on behalf of ABIR. In 2016, the municipal authority filed a tax enforcement claim against Coca-Cola FEMSA's Brazilian subsidiary in order to try to collect the fine imposed in 2010. In 2017, Coca-Cola FEMSA filed a motion for a stay of execution against the collection of the fine based on the decision rendered by the State Appellate Court of São Paulo in 2012. We cannot assure you that these measures will have the desired effect or that Coca-Cola FEMSA will prevail in any judicial challenge that Coca-Cola FEMSA's Brazilian subsidiary may pursue.

In 2010, Law No. 12.305/2010 was enacted, establishing the Brazilian National Solid Waste Policy to regulate the recycling and correct management of solid waste, which policy is regulated by Federal Decree No. 7.404/2010. The Brazilian National Solid Waste Policy is based on the principle of shared responsibility between the government, companies and consumers; it provides for the post-consumption return of products and requires public authorities to implement waste management programs. In order to comply with the Brazilian National Solid Waste Policy, in 2012, an agreement proposal was created by almost 30 associations involved in the packaging sector, including ABIR in its capacity as representative for TCCC, Coca-Cola FEMSA's Brazilian subsidiary and other bottlers, and was provided to the Ministry of the Environment. The agreement proposed the creation of a "coalition" to implement systems for packaging waste reverse logistics. The proposal described strategies for sustainable development and the improvement of the management of solid waste to increase recycling rates and decrease incorrect disposal. The Ministry of Environment approved and signed this agreement in 2015. Notwithstanding the signing of this agreement, in 2016, the public prosecutor's office of the state of São Paulo filed a class action against the parties that signed the agreement, challenging the validity of certain terms of the agreement and the effectiveness of the mandatory measures to be taken by the companies of the packaging sector to comply with the Brazilian National Solid Waste Policy. In addition, the public prosecutor's office of the state of Mato Grosso do Sul filed several class actions against the parties that signed the agreement, requiring the payment of certain dues in exchange for the state's provision of selective waste management services. Due to the large number of class actions involving the same parties, same cause of action and same pleas, a motion for resolution of repetitive claims was filed with the purpose of suspending all the class actions until the motion is resolved, and the competent court is appointed. ABIR and other associations are leading the defense.

Coca-Cola FEMSA's Argentine operations are subject to federal and municipal laws and regulations relating to the protection of the environment. The most significant of these are regulations concerning waste management, which is regulated by

federal Law 24.051 and Law 9111/78, and waste water discharge. Such regulations are enforced by the Ministry of Natural Resources and Sustainable Development (*Secretaría de Ambiente y Desarrollo Sustentable*) and the Provincial Organization for Sustainable Development (*Organismo Provincial para el Desarrollo Sostenible*) for the province of Buenos Aires. Coca-Cola FEMSA's Alcorta bottling plant is in compliance with environmental standards and Coca-Cola FEMSA has been, and continue to be, certified for ISO 14001:2004 for the bottling plants and operative units in Buenos Aires.

In Uruguay, Coca-Cola FEMSA is subject to laws and regulations relating to the protection of the environment, including regulations concerning waste management and waste water discharge and disposal of hazardous and toxic materials, among others. Coca-Cola FEMSA owns a water treatment plant to reuse water in certain processes. Coca-Cola FEMSA has established a program for recycling solid wastes and is currently certified for ISO 14001:2015 for its bottling plant in Montevideo and for its distribution center in Paysandú.

Coca-Cola FEMSA has spent, and may be required to spend in the future, funds for compliance with and remediation under local environmental laws and regulations. Currently, Coca-Cola FEMSA does not believe that such costs will have a material adverse effect on its results or financial condition. However, since environmental laws and regulations and their enforcement are becoming increasingly stringent in Coca-Cola FEMSA's territories, and there is increased recognition by local authorities of the need for higher environmental standards in the countries where Coca-Cola FEMSA operates, changes in current regulations may result in an increase in costs, which may have an adverse effect on its future results or financial condition. We are not aware of any significant pending regulatory changes that would require a significant amount of additional remedial capital expenditures.

We do not believe that Coca-Cola FEMSA's business activities pose a material risk to the environment, and we believe that Coca-Cola FEMSA is in material compliance with all applicable environmental laws and regulations.

Water Supply

As a beverage bottler, efficient water management is essential to Coca-Cola FEMSA's business and its communities. As a result, Coca-Cola FEMSA is committed to improve its overall water use ratio to 1.5 liters of water per liter of beverage produced by 2020. In 2019, Coca-Cola FEMSA used 1.52 liters of water per liter of beverage produced. In addition, Coca-Cola FEMSA's goal is to reduce its water consumption and to return to the environment and its communities the same amount of water used to produce its beverages by 2020. All Coca-Cola FEMSA's bottling plants have their own or have contracted services for waste water treatment to ensure the quality of the waste water discharge.

In Mexico, Coca-Cola FEMSA obtains water directly from wells pursuant to concessions obtained from the Mexican government for each bottling plant. Water use in Mexico is regulated primarily by the 1992 Water Law (*Ley de Aguas Nacionales de 1992*), as amended, and regulations issued thereunder, which created the National Water Commission (*Comisión Nacional del Agua*). The National Water Commission is in charge of overseeing the national system of water use. Under the 1992 Water Law, concessions for the use of a specific volume of ground or surface water generally run from five to fifty-year terms, depending on the supply of groundwater in each region as projected by the National Water Commission. Concessionaires may request concession terms be extended before the expiration of the same. The Mexican government may reduce the volume of ground or surface water granted for use by a concession by whatever volume of water that is not used by the concessionaire for two consecutive years, unless the concessionaire proves that the volume of water not used is because the concessionaire is saving water by an efficient use of it. Coca-Cola FEMSA's concessions may be terminated if it fails to pay required concession-related fees and does not cure such situations in a timely manner. Although Coca-Cola FEMSA has not undertaken independent studies to confirm the sufficiency of the existing groundwater supply, Coca-Cola FEMSA believes that its existing concessions satisfy its current water requirements in Mexico.

In addition, the 1992 Water Law provides that plants located in Mexico must pay a fee either to the local governments for the discharge of residual waste water to drainage or to the federal government for the discharge of residual waste water into rivers, oceans or lakes. Pursuant to this law, certain local and federal authorities test the quality of the waste water discharge and charge plants an additional fee for measurements that exceed certain standards published by the National Water Commission. In the case of non-compliance with the law, penalties, including closures, may be imposed. All of Coca-Cola FEMSA's bottling plants located in Mexico meet these standards.

In Brazil, Coca-Cola FEMSA obtains water and mineral water from wells pursuant to concessions granted by the Brazilian government for each bottling plant. According to the Brazilian Constitution and the National Water Resources

Policy, water is considered an asset of common use and can only be exploited for the national interest by Brazilians or companies formed under Brazilian law. Concessionaires and users can be held responsible for any damage to the environment. The exploitation and use of mineral water is regulated by the Code of Mining, Decree Law No. 227/67 (*Código de Mineração*), the Mineral Water Code, Decree Law No. 7841/1945 (*Código de Águas Minerais*), the National Water Resources Policy, Decree No. 24.643/1934 and Law No. 9433/97 and by regulations issued thereunder. The companies that exploit water are supervised by the National Mining Agency (*Agência Nacional de Mineração*, or “ANM”) and the National Water Agency (*Agência Nacional de Águas*) in connection with federal health agencies, as well as state and municipal authorities. In the Jundiaí, Marília, Curitiba, Maringa, Porto Alegre, Antonio Carlos and Itabirito bottling plants, Coca-Cola FEMSA does not exploit spring water.

In Colombia, in addition to natural spring water for *Manantial*, Coca-Cola FEMSA obtains water directly from wells and from utility companies. Coca-Cola FEMSA is required to have a specific concession to exploit water from natural sources. Water use in Colombia is regulated by Decree No. 1076 of 2015. In addition, Decree No. 303 of 2012 requires Coca-Cola FEMSA to apply for water concessions and for authorization to discharge its water into public waterways. The Ministry of Environment and Sustainable Development and Regional Autonomous Corporations supervises companies that use water as a raw material for their businesses. Furthermore, in Colombia, Law No. 142 of 1994 provides that public sewer services are charged based on volume (usage). The Water and Sewerage Company of the City of Bogota has interpreted this rule to be the volume of water captured, and not the volume of water discharged by users.

In Argentina, a state water company provides water to Coca-Cola FEMSA’s Alcorta bottling plant on a limited basis; however, Coca-Cola FEMSA believes the authorized amount meets its requirements for this bottling plant. In Coca-Cola FEMSA’s Monte Grande bottling plant in Argentina, Coca-Cola FEMSA pumps water from wells, in accordance with Law No. 25.688.

In Uruguay, Coca-Cola FEMSA acquires water from the local water system, which is managed by the Organism of Sanitary Works (*Obras Sanitarias del Estado*). Additionally, Coca-Cola FEMSA is required by the Uruguayan federal government to discharge all of its water excess to the sanitation system for recollection.

In Nicaragua, the use of water is regulated by the National Water Law (*Ley General de Aguas Nacionales*), and Coca-Cola FEMSA obtains water directly from wells. In November 2017, Coca-Cola FEMSA obtained a permit to increase its monthly amount of water used for production in Nicaragua and renewed Coca-Cola FEMSA’s concession for the exploitation of wells for five more years, extending the expiration date to 2022. In Costa Rica, the use of water is regulated by the Water Law (*Ley de Aguas*). In both of these countries, Coca-Cola FEMSA exploits water from wells granted to Coca-Cola FEMSA through governmental concessions. In Guatemala, no license or permits are required to exploit water from the private wells in Coca-Cola FEMSA’s own bottling plants. In Panama, Coca-Cola FEMSA acquires water from a state water company, and the use of water is regulated by the Panama Use of Water Regulation (*Reglamento de Uso de Aguas de Panamá*).

In addition, Coca-Cola FEMSA obtains water for the production of some of its natural spring water products, such as *Manantial* in Colombia and *Crystal* in Brazil, from spring water pursuant to concessions granted.

Energy Regulations

In 2013, the Mexican government approved a decree containing amendments and additions to the Mexican Constitution in matters of energy (the “Mexican Energy Reform”). The Mexican Energy Reform opened the Mexican energy market to the participation of private parties including companies with foreign investment, allowing for FEMSA Comercio to participate directly in the retail of fuel products. Secondary legislation and regulation of the approved Mexican Energy Reform was implemented during 2016 and 2017. Prior 2017, fuel retail prices were established by the Mexican executive power by decree by end of 2017 retail prices were fully deregulated and freely determined by market conditions. As part of the secondary legislation in connection with the Mexican Energy Reform, the Security, Energy and Environment Agency (the *Agencia de Seguridad, Energía y Ambiente*, or “ASEA”) was created as a decentralized administrative body of SEMARNAT. ASEA is responsible for regulating and supervising industrial and operational safety and environmental protection in the installations and activities of the hydrocarbons sector, which includes all our Fuel Division operations. Additionally, the CRE is the

regulatory body responsible for the authorization of sale of fuel to the public at gas stations. We believe that the Fuel Division is in material compliance with the relevant ASEA and CRE regulations and administrative provisions.

Other Regulations

In 2014, the Brazilian government enacted Law No. 12,997 (Law of Motorcycle Drivers), which requires employers to pay a premium of 30.0% of the base salary to all employees that are required to drive a motorcycle to perform their job duties. This premium became enforceable in 2014, when the related rules and regulations were issued by the Ministry of Labor and Employment. Coca-Cola FEMSA believes that these rules and regulations (Decree No. 1.565/2014) were unduly issued because such Ministry did not comply with all the requirements of applicable law (Decree No. 1.127/2003). In 2014, Coca-Cola FEMSA's Brazilian subsidiary, in conjunction with other bottlers of the Coca-Cola system in Brazil and through the ABIR, filed a claim before the Federal Court to stay the effects of such decree. ABIR's associated companies, including Coca-Cola FEMSA's Brazilian subsidiary, were granted a preliminary injunction staying the effects of the decree and exempting Coca-Cola FEMSA from paying the premium. The Ministry of Labor and Employment filed an interlocutory appeal against the preliminary injunction in order to restore the effects of Decree No. 1.565/2014. This interlocutory appeal was denied. In 2016, a decision was rendered by the Federal Court declaring Decree No. 1.565/2014 to be null and void and requesting the Ministry of Labor and Employment to revise and reissue its regulations under Law No. 12,997. The Ministry of Labor and Employment, with the participation of all interested parties, is in the process of revising Decree No. 1.565/2014. Such revision has not concluded, therefore we cannot assure you that any changes made to Decree No. 1.565/2014 will not have an adverse effect on Coca-Cola FEMSA's business; however, Coca-Cola FEMSA is currently not responsible for paying such 30.0% premium.

In 2017, the Brazilian government issued Law No. 13,467 (Labor Reform Law), which resulted in significant changes to labor regulations. This law extends the workday from 8 hours to 12 hours, provided that there is a 36-hour break afterwards. With regard to negotiations with any labor union, Law No. 13,467 provides that certain rights, such as constitutional rights and women's rights, cannot be part of the negotiations, as the Constitution and existing law prevails over any collective bargaining agreement. In addition, Law No. 13,467 allows companies to outsource any activity, including the company's principal activity and activities that a company's own employees are carrying out. Furthermore, the law provides that a claimant seeking to enforce his or her rights under this law will have to pay all costs and expenses related to the lawsuit and limits any compensation for moral damages to certain thresholds. Coca-Cola FEMSA is currently in compliance with these labor regulations.

In 2017, the Panamanian government enacted Law No. 75, which regulates the sale of food and beverages in public and private schools (from elementary school through high school). Law No. 75 prohibits the sale in schools of all sparkling beverages and certain still beverages with high amounts of sugar or calories. In addition, the Ministry of Education issued a decree with certain products that they recommend should be sold in schools; the products mentioned do not include sparkling beverages, teas and still beverages with high amounts of sugar. We cannot assure you that these restrictions or any further restrictions will not have an adverse impact on Coca-Cola FEMSA's results of operations.

In 2017, the Argentine government enacted Law No. 27,401 (Corporate Criminal Liability Law), which introduced a criminal liability regime for corporate entities who engage in corruption and bribery with governmental agencies. The main purpose of this law is to make corporate entities liable for corruption and bribery carried out directly or indirectly by such corporate entity, either through its direct participation, on its behalf or to its benefit. Although we believe we are in compliance with this law, if we were to be found liable for any of these practices, this law could have an adverse effect on our business.

In 2018, the Uruguayan government enacted Decree No. 272/018, which imposes an obligation to label certain food and beverage products that contain sodium, sugar, fats or saturated fats with health warnings. Coca-Cola FEMSA began complying with these requirements on February 29, 2020, as dictated by the Decree.

In 2018, the Brazilian government enacted Law No. 13,709/2018 (Personal Data Protection Law), which imposes control measures and other rights and obligations with respect to the processing of personal data by natural persons and legal entities, including by digital means. This law aims to create higher levels of certainty and transparency for data owners, containing obligations to display evidence of compliance and strict penalties for perpetrators who cause damage as a result of their violation of the law. Although this law is already enacted, we are not required to comply with it until August 2020.

In 2019, the government of the state of Oaxaca, Mexico amended the Law for the Prevention and Management of Solid Waste (*Ley para la Prevención y Gestión Integral de los Residuos Sólidos*) to prohibit the use, sale and distribution of single-use

PET bottles for water and all other beverages in the state of Oaxaca. As a result of this amendment, on July 30, 2019, two of Coca-Cola FEMSA's Mexican subsidiaries filed a legal recourse against the amended law that is still pending resolution.

In 2019, the Costa Rican government enacted Law No. 233, which requires that companies who sell, distribute or produce plastic bottles made of single use plastics comply with at least one of the following obligations: (a) produce plastic bottles that contain a percentage of recycled resin (such percentage to be defined in a separate regulation not yet enacted), (b) implement a recycling or collection program of the plastic bottles sold by such company (such programs to be defined in a separate regulation not yet enacted), (c) participate in waste management programs appropriate to the relevant industry or product, (d) use or produce packaging or products that minimize the generation of solid waste, or (e) establish strategic partnerships with at least one municipality to improve its collection and waste management programs. Although this law is already enacted, we are not required to comply with it until December 2020.

In March 2020, the Mexican government amended the existing Official Mexican Standard ("NOM-051"), which regulates the labeling of prepackaged food and non-alcoholic beverages ("Products"), to introduce a new labeling system for Products sold in Mexico. The amended regulation sets forth that Products' nutrition facts labels must include protein, sugar, added sugar, sodium, saturated fat and other fat contents per 100 grams or 100 milliliters. Nutrition facts labels must also include complementary nutritional information by means of octagonal seals, which shall apply to Products that exceed the NOM-051 parameters regarding recommended sugar, calorie, sodium, saturated fat and other fat contents, as well as warnings for any Products that contain caffeine or non-caloric sweeteners. Additionally, the amended regulation provides that any Product that contains non-caloric sweeteners, sugar, sodium, saturated fats and other fats shall not include any cartoon, animation, celebrity, athlete or any other feature that aims to promote or encourages the consumption of such Product by children. In accordance with the amended NOM-051, Coca-Cola FEMSA's entire portfolio (except for water) is required to comply with the new labeling guidelines by October 1, 2020. We are currently analyzing all the measures necessary to comply with the new NOM-051 within the required timeframe, including with regards to our containers and packaging suppliers' capacity, among other technical difficulties. We cannot assure that these amendments will not have an adverse impact on our business and results of operations in Mexico.

In recent years, the Colombian government has enacted regulations addressing corporate policies for the prevention of money laundering and finance of terrorism, as well as cross-border anti-bribery programs. The regulations require the implementation of internal policies including know-your-counterparty procedures, anti-money laundering and finance of terrorism clauses in agreements and reporting of suspicious operations. The regulations also require companies' anti-bribery programs to comply with basic requirements, such as performing due diligence in merger and acquisition transactions and including clauses regarding delivery of gifts, remuneration to contractors, political contributions, donations, whistleblowing channels and anti-corruption in agreements. The Colombian authorities conduct audits to ensure the effectiveness of these policies and compliance with relevant regulations, and may impose fines and penalties in the event these policies and regulations are not observed.

ITEM 4A. UNRESOLVED STAFF COMMENTS

None.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion should be read in conjunction with, and is entirely qualified by reference to, our audited consolidated financial statements and the notes to those financial statements. Our consolidated financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Overview of Events, Trends and Uncertainties

Management currently considers the following events, trends and uncertainties to be important to understanding its results and financial position during the periods discussed in this section:

- The recent outbreak of COVID-19 has negatively affected economic conditions in the countries where we operate, including by contributing to the depreciation of their currencies with respect to the U.S. dollar, and has had an impact on our business and results of operations. To date, certain measures and regulations have been put in place in the territories where we operate, including the direction to refrain from dining at restaurants, the cancellation of major sporting and entertainment events, material reduction in travel, the promotion of social distancing, the adoption of work-from-home policies and in certain territories, compulsory lockdowns. We have put preparedness plans in place at our facilities to ensure continued operations, while also taking all necessary steps to keep our teams healthy and safe. Our teams have conducted preparedness exercises of their business

continuity plans. In line with recommendations to reduce large gatherings and increase social distancing, we have asked many office-based employees to work remotely. Due to the speed with which the COVID-19 situation is developing and the fact that the duration of the situation is not known, there is uncertainty around its ultimate impact; therefore, the negative impact on our financial and operating results cannot be reasonably estimated at this time. We will continue to monitor the impact of the outbreak in our business and results of operations.

- Coca-Cola FEMSA has continued to grow at a moderate pace. However, in the short-term Coca-Cola FEMSA faces some pressures from macroeconomic uncertainty in Mexico, Brazil and other South American markets, including currency volatility and the implementation of new excise taxes in some of the countries where Coca-Cola FEMSA operates.
- The Proximity Division has maintained high rates of store openings across formats and continues to grow at solid rates in terms of total revenues. At the same time, it continued to increase its international presence by growing its store count in Colombia, Chile, Peru and Brazil through a joint venture with Raizen. The Proximity Division has lower operating margins than our beverage business, and given its fixed cost structure, it is more sensitive to changes in sales which could negatively affect operating margins.
- The Health Division has continued its stable rate of revenue growth, reflecting the strong growth trends delivered by Socofar's operations in Colombia and its moderate growth in Chile despite a challenging business and macroeconomic environment. Additionally, the Health Division expanded into Ecuador following its acquisition of GPF during the first half of 2019, where it continues progressing in the integration of these operations. Meanwhile, in Mexico, we have continued our expansion into new geographic regions, while the benefits of having an integrated business platform are beginning to materialize. Currency volatility between the Chilean and Colombian peso, compared with the Mexican peso, could further affect the Health Division's results.
- In the Fuel Division, the implementation of the Mexican Energy Reform enacted by the previous administration resulted in certain business opportunities for the Fuel Division by representing a retail market where the Fuel Division has more flexibility to operate. Macroeconomic and regulatory uncertainties that affect gasoline prices or the growth of competitors' gas stations can also put pressure on the Fuel Division's operating margins, which are structurally lower than those of FEMSA Comercio's other divisions. Additionally, regulatory uncertainties can also limit the ability of the Fuel Division to continue adding service stations to its network under its current business model.
- In Heineken, COVID-19 has also impacted, and is expected to continue to impact, its operations. Most countries where Heineken operates have reacted by taking far-reaching containment measures such as restrictions of movement for populations and outlet closures, sometimes combined with the mandatory lockdown of production facilities. In the past few weeks Heineken has taken necessary measures to reduce its costs, secure additional financing and adapt to the fast changes Heineken sees in its markets. Heineken will continue to monitor the impact of the outbreak on its business and results of operations.
- Our consolidated results are also significantly affected by the performance of the Heineken Group, as a result of our 14.76% economic interest. Our consolidated net income for 2019 included Ps. 6,428 million related to our non-controlling interest in the Heineken Group, as compared to Ps. 6,478 million for 2018.
- Our results and financial position are affected by the economic and market conditions in the countries where our subsidiaries conduct their operations, particularly in Mexico. Changes in these conditions are influenced by a number of factors, including those discussed in "Item 3. Key Information—Risk Factors."

Effects of Changes in Economic Conditions

Our results are affected by changes in economic conditions in Mexico, Brazil and the other countries where we operate. For the years ended December 31, 2019, 2018 and 2017, 68.4%, 68.0% and 65.6% respectively, of our total sales were attributable to Mexico. Other than Venezuela, the participation of these other countries as a percentage of our total sales has not changed significantly during the last five years.

Our results are affected by the economic conditions in the countries where we conduct operations. Some of these economies continue to be heavily influenced by the U.S. economy, and therefore, deterioration in the U.S. economy may affect the economies in which we operate. Deterioration or prolonged periods of weak economic conditions in the countries where we conduct operations may have, and in the past have had, a negative effect on our company and a material adverse effect on our results and financial condition. Our business may also be significantly affected by the interest rates, inflation rates and exchange rates of the currencies of the countries where we operate. Decreases in growth rates, periods of negative growth and/or increases in inflation or interest rates may result in lower demand for our products, lower real pricing of our products or a shift to lower margin products. In addition, an increase in interest rates would increase the cost to us of variable rate funding, which would have an adverse effect on our financial position.

Beginning in the fourth quarter of 2018 and through 2019, the exchange rate between the Mexican peso and the U.S. dollar fluctuated from a low of Ps. 18.66 per US\$ 1.00, to a high of Ps. 20.54 per US\$ 1.00. At December 31, 2019, the exchange rate (noon buying rate) was Ps. 18.8600 per US\$ 1.00. On April 24, 2020, this exchange rate was Ps. 24.8225 per US\$ 1.00. A depreciation of the Mexican peso or local currencies in the countries where we operate relative to the U.S. dollar increases our cost of raw materials priced in U.S. dollars, including raw materials whose prices are set with reference to the U.S. dollar. In addition, a depreciation of the Mexican peso or local currencies in the countries where we operate relative to the U.S. dollar will increase our U.S. dollar-denominated debt obligations, which could negatively affect our financial position and results. However, this effect could be offset by a corresponding appreciation of our U.S. dollar-denominated cash position.

Operating Leverage

Companies with structural characteristics that result in margin expansion in excess of sales growth are referred to as having high “operating leverage.”

The operating subsidiaries of Coca-Cola FEMSA are engaged, to varying degrees, in capital-intensive activities. The high utilization of the installed capacity of the production facilities results in better fixed cost absorption, as increased output results in higher revenues without additional fixed costs. Absent significant increases in variable costs, gross profit margins will expand when production facilities are operated at higher utilization rates. Alternatively, higher fixed costs will result in lower gross profit margins in periods of lower output.

In addition, the commercial operations of Coca-Cola FEMSA are carried out through extensive distribution networks, the principal fixed assets of which are warehouses and trucks and are designed to handle large volumes of beverages. Fixed costs represent an important proportion of the total distribution expense of Coca-Cola FEMSA. Generally, the higher the volume that passes through the distribution system, the lower the fixed distribution cost as a percentage of the corresponding revenues. As a result, operating margins improve when the distribution capacity is operated at higher utilization rates. Alternatively, periods of decreased utilization because of lower volumes will negatively affect our operating margins.

FEMSA Comercio’s operations are characterized by low margins and relatively high fixed costs. These two characteristics make FEMSA Comercio a business with an operating margin that might be affected more easily by a change in sales levels.

Critical Accounting Judgments and Estimates

In the application of our accounting policies, which are described in note 2.3 to our audited consolidated financial statements, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond our control. Such changes are reflected in the assumptions when they occur.

Judgments

In the process of applying our accounting policies, we have made the following judgments which have the most significant effects on the amounts recognized in the consolidated financial statements.

Impairment of indefinite lived intangible assets, goodwill and depreciable long-lived assets

Intangible assets with indefinite lives including goodwill are subject to impairment tests annually or whenever indicators of impairment are present. An impairment exists when the carrying value of an asset or cash generating unit

("CGU") exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales agreements in arm's length transactions of similar assets or observable market prices less incremental costs for disposing of the asset. In order to determine whether such assets are impaired, we calculate an estimation of the value in use of the CGU to which such assets have been allocated. Impairment losses are recognized in current earnings for the excess of the carrying amount of the asset or CGU and its value in use in the period the related impairment is determined.

We assess at each reporting date whether there is an indication that a long-lived asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, we estimate the asset's recoverable amount. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset or CGU is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows expected to be generated from the use of the asset or CGU are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account, if available.

If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

The key assumptions used to determine the recoverable amount for our CGUs, including a sensitivity analysis, are further explained in notes 3.20 and 13 to our audited consolidated financial statements.

Useful lives of property, plant and equipment and intangible assets with defined useful lives

Property, plant and equipment, including returnable bottles which are expected to provide benefits over a period of more than one year, as well as intangible assets with defined useful lives, are depreciated/amortized over their estimated useful lives. We base our estimates on the experience of our technical personnel as well as based on our experience in the industry for similar assets. See notes 3.15, 3.18, 11 and 13 to our audited consolidated financial statements.

Employee benefits

We regularly evaluate the reasonableness of the assumptions used in our post-employment and other long-term employee benefit computations. Information about such assumptions is described in note 17 to our audited consolidated financial statements.

Income taxes

Deferred income tax assets and liabilities are determined based on the differences between the financial statement carrying amounts and the tax basis of assets and liabilities. We recognize deferred tax assets for unused tax losses and other credits and regularly review them for recoverability based on our judgment regarding the probability of the timing and level of future taxable income, the expected timing of the reversals of existing taxable temporary differences and future tax planning strategies. See note 25 to our audited consolidated financial statements.

Tax, labor and legal contingencies and provisions

We are subject to various claims and contingencies, related to tax, labor and legal proceedings as described in note 26 to our audited consolidated financial statements. Due to their nature, such legal proceedings involve inherent uncertainties including, but not limited to, court rulings, negotiations between affected parties and governmental actions. We periodically assess the probability of loss for such contingencies and accrue a provision and/or disclose the relevant circumstances, as appropriate. If the potential loss of any claim or legal proceeding is considered probable and the amount can be reasonably estimated, we accrue a provision for the estimated loss. Our judgment must be exercised to determine the likelihood of such a loss and an estimate of the amount, due to the subjective nature of the loss.

Valuation of financial instruments

We are required to measure all derivative financial instruments at fair value. The fair values of derivative financial instruments are determined considering quoted prices in recognized markets. If such instruments are not traded, fair value is determined by applying techniques based upon technical models supported by sufficient reliable and verifiable data,

recognized in the financial sector. We base our forward price curves upon market price quotations. We believe that the chosen valuation techniques and assumptions used are appropriate in determining the fair value of financial instruments; see note 21 to our audited consolidated financial statements.

Business combinations

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by us, liabilities assumed by us from the former owners of the acquiree, the amount of any non-controlling interest in the acquiree and the equity interests issued by us in exchange for control of the acquiree.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognized at their fair value, except that:

- Deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with IAS 12, “*Income Taxes*” and IAS 19, “*Employee Benefits*,” respectively;
- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or to our share-based payment arrangements entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2, “*Share-based Payment*” at the acquisition date, see note 3.27 to our audited consolidated financial statements;
- Assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5, “*Non-current Assets Held for Sale and Discontinued Operations*” are measured in accordance with that standard; and
- Indemnifiable assets are recognized at the acquisition date on the same basis as indemnifiable liabilities, subject to any contractual limitations.

For each acquisition, our judgment must be exercised to determine the fair value of the assets acquired, the liabilities assumed and any non-controlling interest in the acquiree. In particular, we must apply estimates or judgments in techniques used, especially in forecasting CGU’s cash flows, in the computation of weighted average cost of capital (“WACC”) and estimation of inflation during the identification of intangible assets with indefinite lives, mainly, goodwill and distribution and trademark rights.

Equity accounted investees

If we hold, directly or indirectly, 20 percent or more of the voting power of the investee, it is presumed that we have significant influence, unless it can be clearly demonstrated that this is not the case. If we hold, directly or indirectly, less than 20 percent of the voting power of the investee, it is presumed that we do not have significant influence, unless such influence can be clearly demonstrated. Decisions regarding the propriety of utilizing the equity method of accounting for a less than 20 percent-owned corporate investee require a careful evaluation of voting rights and their impact on our ability to exercise significant influence. We consider the existence of the following circumstances, which may indicate that we are in a position to exercise significant influence over a less than 20 percent-owned corporate investee:

- Representation on the board of directors or equivalent governing body of the investee;
- Participation in policy-making processes, including participation in decisions about dividends or other distributions;
- Material transactions between us and the investee;
- Interchange of managerial personnel; or
- Provision of essential technical information.

We also consider the existence and effect of potential voting rights that are currently exercisable or currently convertible when assessing whether we have significant influence.

In addition, we evaluate certain indicators that provide evidence of significant influence, such as:

- Whether the extent of our ownership is significant relative to other shareholders (i.e. a lack of concentration of other shareholders);
- Whether our significant shareholders, fellow subsidiaries or officers hold additional investment in the investee; and
- Whether we are part of significant investee committees, such as the executive committee or the finance committee.

An arrangement can be a joint arrangement even though not all of its parties have joint control of the arrangement. When we are a party to an arrangement, we shall assess whether the contractual arrangement gives all the parties, or a group of the parties, control of the arrangement collectively; joint control exists only when decisions about the relevant activities require the unanimous consent of the parties that control the arrangement collectively. We need to apply judgment when assessing whether all the parties, or a group of the parties, have joint control of an arrangement. When assessing joint control, we consider the following facts and circumstances, such as:

- Whether all the parties, or a group of the parties, control the arrangement, considering the definition of joint control, as described in note 3.14 to our audited consolidated financial statements; and
- Whether decisions about the relevant activities require the unanimous consent of all the parties, or of a group of the parties.

As mentioned in note 4 to our audited consolidated financial statements, until January 2017, Coca-Cola FEMSA accounted for its 51% investment in CCFPI as a joint venture. This was based on the following: (i) Coca-Cola FEMSA and TCCC make all operating decisions jointly during the initial four-year period and (ii) potential voting rights to acquire the remaining 49% of CCFPI were not likely to be exercised in the foreseeable future due to the fact the call option remains “out of the money” as of December 31, 2017. In January 2017, the arrangement between Coca-Cola FEMSA and TCCC for joint control of CCFPI expired and in February 2017, Coca-Cola FEMSA began consolidating the operations of CCFPI. On August 16, 2018, Coca-Cola FEMSA announced the exercise of the put option to sell its 51% stake in KOF Philippines back to TCCC. As a result, the operations for KOF Philippines for the years ended December 31, 2018 and 2017 were reclassified as discontinued operations in our audited consolidated income statements.

Venezuela exchange rates and deconsolidation

As is further explained in note 3.3 to our audited consolidated financial statements, effective as of December 31, 2017, Coca-Cola FEMSA deconsolidated its subsidiary’s operations in Venezuela due to the political and economic environment in that country and began accounting for its investments under the fair value method. Consequently, beginning January 1, 2018, all changes in the fair value of the investment, including foreign currency translation differences, are recognized for Venezuela’s operations in “Other comprehensive income, net of tax.”

Leases

Information on assumptions and estimates that have a significant risk of resulting in an adjustment to the carrying value of right-of-use assets and lease liabilities, and related statement of income accounts, include the following:

- If we are reasonably certain to exercise an option to extend a lease agreement or not to exercise an option to terminate a lease agreement before its termination date, considering all the facts and circumstances that create an economic incentive for us to exercise, or not, such options, taking into account whether the lease option is enforceable, when we have the unilateral right to apply the option in question.
- Determination of the non-cancellable period for evergreen contracts and lifelong leases, considering whether we are reasonably certain to terminate the lease and/or estimating a reasonable period for the use of the asset, based on significant leasehold improvements made on the leased properties that provide reasonable certainty to us about the remaining period to obtain the benefits of such improvements on leased properties.

Future Impact of Recently Issued Accounting Standards not yet in Effect

We have not applied the following standards and interpretations that were issued but were not yet effective as of the date of issuance of our consolidated financial statements. We intend to adopt these standards, if applicable, when they become effective:

Modifications to the Conceptual Framework

The Conceptual Framework for Financial Reporting (“Conceptual Framework”) was issued in March 2018, replacing the previous version of the Conceptual Framework issued on 2010. The Conceptual Framework describes the purpose and concepts of general purpose for financial information. The purpose of the Conceptual Framework is to:

- (a) Help the IASB to develop standards that are based on consistent concepts;
- (b) Assist preparers to develop congruent accounting policies when no standard is applicable to a specific transaction or event, or when a standard allows an accounting policy option; and
- (c) Help all parties to understand and interpret the standards.

The Conceptual Framework is not a standard. No content of the Conceptual Framework prevails over any standard or requirement of a standard.

The Conceptual Framework is effective immediately for the IASB and the International Financial Reporting Interpretations Committee (“IFRIC”) and is effective for periods beginning on or after January 1, 2020, and its early application is permitted, for companies that use the Conceptual Framework to develop their accounting policies when IFRS are not applicable for a particular transaction.

As long as our accounting policy is in line with these modifications, we do not expect any effect on our consolidated financial statements.

Modifications to IFRS 3 *Definition of a Business* (“IFRS 3”)

The IASB issued an amendment to IFRS 3 in October 2018 that revises the definition of a business. The modified definition emphasizes that the purpose of a business is to provide goods and services to the customers, while the previous definition was focused on the returns on dividends, lower costs or other economic benefits for investors and others. The distinction between a business and a group of assets is important because an acquirer recognizes goodwill when a business is acquired. The amendments to IFRS 3 are effective beginning on January 1, 2020 and their early application is allowed.

As long as our accounting policy is aligned with these modifications, we do not expect any effect on our consolidated financial statements.

Modifications to IAS 1 and IAS 8 *Definition of Material or Relative Importance* (“IAS 1” and “IAS 8”)

The definition of material or relative importance helps us to determine whether information about an item, transaction or other event should be provided to the users of the financial statements. However, companies have had difficulty applying the definition of material in making materiality judgements or with relative importance in the preparation of the financial statements. Accordingly, the IASB published the Definition of Material or Relative Importance (Amendments to IAS 1 and IAS 8) in October 2018. The amendments to IAS 1 and IAS 8 will be effective on January 1, 2020, and its early application is allowed. We do not expect to have significant effects on our consolidated financial statements.

Interest Rate Benchmark Reform - Amendments to IFRS 9, IAS 39 and IFRS 7

In September 2019, the IASB issued amendments to IFRS 9, IAS 39 and IFRS 7 *Financial Instruments: Disclosures*, which concludes phase one of its work to respond to the effects of Interbank Offered Rates (“IBOR”) reform on financial reporting. The amendments provide temporary relief that enables hedge accounting to continue during the period of uncertainty before the replacement of an existing interest rate benchmark with an alternative nearly risk-free interest rate (an “RFR”).

The amendments to IFRS 9

The amendments include a number of forms of relief, which apply to all hedging relationships that are directly affected by the interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainties about the timing and/or amount of benchmark-based cash flows of the hedged item or the hedging instrument.

Application of the forms of relief is mandatory. The first three forms of relief provide for:

- (a) The assessment of whether a forecast transaction (or component thereof) is highly probable;
- (b) Assessing when to reclassify the amount in the cash flow hedge reserve to profit and loss; and
- (c) The assessment of the economic relationship between the hedged item and the hedging instrument.

For each of these forms of relief, it is assumed that the benchmark on which the hedged cash flows are based (whether or not contractually specified), and/or for the third form of relief, the benchmark on which the cash flows of the hedging instrument are based, are not altered as a result of IBOR reform.

A fourth form of relief provides that, for a benchmark component of interest rate risk that is affected by IBOR reform, the requirement that the risk component is separately identifiable need be met only at the inception of the hedging relationship. Where hedging instruments and hedged items may be added to or removed from an open portfolio in a continuous hedging strategy, the separately identifiable requirement need only be met when hedged items are initially designated within the hedging relationship.

To the extent that a hedging instrument is altered so that its cash flows are based on an RFR, but the hedged item is still based on IBOR (or vice versa), there is no form of relief from measuring and recording any ineffectiveness that arises due to differences in their changes in fair value.

The forms of relief continue indefinitely in the absence of any of the events described in the amendments. When an entity designates a group of items as the hedged item, the requirements for when the forms of relief cease are applied separately to each individual item within the designated group of items.

The amendments also introduce specific disclosure requirements for hedging relationships to which the forms of relief are applied.

The amendments are effective for annual periods beginning on or after January 1, 2020 and must be applied retrospectively. However, any hedge relationships that have previously been de-designated cannot be reinstated upon application, nor can any hedge relationships be designated with the benefit of hindsight. Early application is permitted and must be disclosed. We do not expect any impact since they do not have arrangements with IBOR rates.

Operating Results

The following table sets forth our consolidated income statement under IFRS for the years ended December 31, 2019, 2018 and 2017:

| | 2019 ⁽¹⁾ | Year Ended December 31, | | |
|-----------------------------|---------------------|---|-------------|---------------------|
| | | 2019 | 2018 | 2017 ⁽⁵⁾ |
| | | (in millions of U.S. dollars and Mexican pesos) | | |
| Net sales | \$ 26,726 Ps. | 504,059 Ps. | 468,894 Ps. | 439,239 |
| Other operating revenues | 141 | 2,652 | 850 | 693 |
| Total revenues | 26,867 | 506,711 | 469,744 | 439,932 |
| Cost of goods sold | 16,714 | 315,230 | 294,574 | 277,842 |
| Gross profit | 10,153 | 191,481 | 175,170 | 162,090 |
| Administrative expenses | 1,057 | 19,930 | 17,313 | 15,222 |
| Selling expenses | 6,462 | 121,871 | 114,573 | 105,880 |
| Other income ⁽²⁾ | 54 | 1,013 | 673 | 31,951 |

| | Year Ended December 31, | | | |
|---|---|------------|------------|---------------------|
| | 2019 ⁽¹⁾ | 2019 | 2018 | 2017 ⁽⁵⁾ |
| | (in millions of U.S. dollars and Mexican pesos) | | | |
| Other expenses ⁽³⁾ | 260 | 4,905 | 2,947 | 33,866 |
| Interest expense ⁽⁴⁾ | 749 | 14,133 | 9,825 | 11,092 |
| Interest income | 168 | 3,168 | 2,832 | 1,470 |
| Foreign exchange (loss) gain, net | (131) | (2,467) | (248) | 4,934 |
| Monetary position gain, net | 14 | 260 | 216 | 1,590 |
| Market value loss on financial instruments | 17 | 320 | 355 | 204 |
| Income before income taxes from continuing operations and share of the profit of equity accounted investees | 1,713 | 32,296 | 33,630 | 35,771 |
| Income taxes | 555 | 10,476 | 10,169 | 10,213 |
| Share of the profit of equity accounted investees, net of taxes | 330 | 6,228 | 6,252 | 7,923 |
| Net income from continuing operations | \$ 1,488 | Ps. 28,048 | Ps. 29,713 | Ps. 33,481 |
| Net income from discontinued operations | — | — | 3,366 | 3,726 |
| Consolidated net income | \$ 1,488 | Ps. 28,048 | Ps. 33,079 | Ps. 37,207 |
| Controlling interest from continuing operations | 1,098 | 20,699 | 22,560 | 40,864 |
| Controlling interest from discontinued operations | — | — | 1,430 | 1,545 |
| Non-controlling interest from continuing operations | 390 | 7,349 | 7,153 | (7,383) |
| Non-controlling interest from discontinued operations | — | — | 1,936 | 2,181 |
| Consolidated net income | \$ 1,488 | Ps. 28,048 | Ps. 33,079 | Ps. 37,207 |

- (1) Translation to U.S. dollar amounts at an exchange rate of Ps. 18.8600 to US\$ 1.00, provided solely for the convenience of the reader.
(2) Reflects the gains on the partial disposal of the Heineken Group shares in 2017. See note 4.2 to our audited consolidated financial statements.
(3) Mainly deconsolidation effects of Venezuela in 2017. See note 3.3(a) to our audited consolidated financial statements.
(4) Reflects the finance charges payable for leases due to the adoption of IFRS 16 – “Leases” in 2019. See note 19 to our audited consolidated financial statements.
(5) Revised to reflect the discontinued operations of KOF Philippines. See note 4.2 to our audited consolidated financial statements.

The following table sets forth certain operating results by reportable segment under IFRS for each of our segments for the years ended December 31, 2019, 2018 and 2017.

| | Year Ended December 31, | | | | | |
|---------------------------|--|---------|--|---------|------------------------------|---------|
| | 2019 | | 2018 | | 2017 ⁽³⁾ | |
| | (in millions of Mexican pesos, except margins) | | (in millions of Mexican pesos, except margins) | | Percentage Growth (Decrease) | |
| Net sales | | | | | | |
| Coca-Cola FEMSA | Ps. | 192,342 | Ps. | 181,823 | Ps. | 182,850 |
| FEMSA Comercio | | | | | | |
| Proximity Division | | 184,488 | | 167,168 | | 149,631 |
| Health Division | | 58,922 | | 51,739 | | 47,421 |
| Fuel Division | | 47,852 | | 46,936 | | 38,388 |
| Total revenues | | | | | | |
| Coca-Cola FEMSA | | 194,471 | | 182,342 | | 183,256 |
| FEMSA Comercio | | | | | | |
| Proximity Division | | 184,810 | | 167,458 | | 149,833 |
| Health Division | | 58,922 | | 51,739 | | 47,421 |
| Fuel Division | | 47,852 | | 46,936 | | 38,388 |
| Cost of goods sold | | | | | | |
| Coca-Cola FEMSA | | 106,964 | | 98,404 | | 99,748 |
| FEMSA Comercio | | | | | | |
| Proximity Division | | 109,711 | | 101,929 | | 93,706 |
| Health Division | | 41,277 | | 35,874 | | 33,208 |
| Fuel Division | | 43,077 | | 42,705 | | 35,621 |

| | Year Ended December 31, | | | | |
|--|--|--------|---------------------|------------------------------|---------------|
| | 2019 | 2018 | 2017 ⁽³⁾ | 2019 vs. 2018 | 2018 vs. 2017 |
| | (in millions of Mexican pesos, except margins) | | | Percentage Growth (Decrease) | |
| Gross profit | | | | | |
| Coca-Cola FEMSA | 87,507 | 83,938 | 83,508 | 4.3% | 0.5% |
| FEMSA Comercio | | | | | |
| Proximity Division | 75,099 | 65,529 | 56,127 | 14.6% | 16.8% |
| Health Division | 17,645 | 15,865 | 14,213 | 11.2% | 11.6% |
| Fuel Division | 4,775 | 4,231 | 2,767 | 12.9% | 52.9% |
| Gross margin⁽¹⁾⁽²⁾ | | | | | |
| Coca-Cola FEMSA | 45.0% | 46.0% | 45.6% | (1.0)p.p. | 0.5p.p. |
| FEMSA Comercio | | | | | |
| Proximity Division | 40.6% | 39.1% | 37.5% | 1.5p.p. | 1.6p.p. |
| Health Division | 29.9% | 30.7% | 30.0% | (0.8)p.p. | 0.7p.p. |
| Fuel Division | 10.0% | 9.0% | 7.2% | 1.0p.p. | 1.8p.p. |
| Administrative expenses | | | | | |
| Coca-Cola FEMSA | 8,427 | 7,999 | 7,694 | 5.4% | 4.0% |
| FEMSA Comercio | | | | | |
| Proximity Division | 4,590 | 3,587 | 2,983 | 28.0% | 20.2% |
| Health Division | 2,709 | 2,055 | 1,643 | 31.8% | 25.1% |
| Fuel Division | 215 | 242 | 154 | (11.2)% | 57.1% |
| Selling expenses | | | | | |
| Coca-Cola FEMSA | 52,110 | 49,925 | 50,352 | 4.4% | (0.8)% |
| FEMSA Comercio | | | | | |
| Proximity Division | 52,545 | 47,589 | 40,289 | 10.4% | 18.1% |
| Health Division | 12,462 | 11,557 | 10,850 | 7.8% | 6.5% |
| Fuel Division | 3,281 | 3,526 | 2,330 | (6.9)% | 51.3% |
| Share of the profit of equity accounted investees, net of taxes | | | | | |
| Coca-Cola FEMSA | (131) | (226) | 60 | (42.0)% | (476.7)% |
| FEMSA Comercio | | | | | |
| Proximity Division | 9 | (17) | 5 | (152.9)% | (440.0)% |
| Health Division | — | — | — | — | — |
| Fuel Division | — | — | — | — | — |
| Heineken Investment | 6,428 | 6,478 | 7,847 | (0.8)% | (17.4)% |

(1) Gross margin is calculated as gross profit divided by total revenues.

(2) As used herein, p.p. refers to a percentage point increase (or decrease) contrasted with a straight percentage increase (or decrease).

(3) Revised for the restructuring of the Proximity Division. In 2018, FEMSA Comercio's "Retail Division" removed operations that are not directly related to proximity store business, including restaurant and discount retail units. The removed operations are included in "Other Businesses." The business segment is now named the Proximity Division. See note 27 of our audited consolidated financial statements.

Results from our Operations for the Year Ended December 31, 2019 Compared to the Year Ended December 31, 2018

FEMSA Consolidated

FEMSA's consolidated total revenues increased 7.9% to Ps. 506,711 million in 2019 compared to Ps. 469,744 million in 2018. Coca-Cola FEMSA's total revenues increased 6.7% to Ps. 194,471 million, driven by price increases aligned with or above inflation, volume growth in key territories, the consolidation of its acquisitions in Guatemala and Uruguay, partially offset by the depreciation of the Argentine peso, the Brazilian real and the Colombian peso, in each case as compared to the Mexican peso. FEMSA Comercio's Proximity Division's revenues increased 10.4% to Ps. 184,810 million, driven by the opening of 1,331 net new OXXO stores combined with an average increase of 5.0% in same-store sales. The Health Division's revenues increased 13.9% to Ps. 58,922 million, driven by the opening of 180 net new stores and the acquisition of GPF, partially offset by an average decrease of 3.7% in same-store sales. The Fuel Division revenues increased 2.0% to Ps. 47,852 million in 2019, driven by the addition of six net new stations in the last twelve months, partially offset by a 4.2% decrease in same-station sales.

Consolidated gross profit increased 9.3% to Ps. 191,481 million in 2019 compared to Ps. 175,170 million in 2018. Gross margin increased 50 basis points to 37.8% of total revenues compared to 2018, reflecting gross margin expansion at the Proximity Division and the Fuel Division, partially offset by gross margin contractions at Coca-Cola FEMSA and the Health Division.

Consolidated administrative expenses increased 15.1% to Ps. 19,930 million in 2019 compared to Ps. 17,313 million in 2018. As a percentage of total revenues, consolidated administrative expenses increased 20 basis points, from 3.7% in 2018, to 3.9% in 2019.

Consolidated selling expenses increased 6.4% to Ps. 121,871 million in 2019 as compared to Ps. 114,573 million in 2018. As a percentage of total revenues, selling expenses decreased 20 basis points, from 24.3% in 2018 to 24.1% in 2019.

Some of our subsidiaries pay management fees to us in consideration for corporate services we provide to them. These fees are recorded as administrative expenses in the respective business segments. Our subsidiaries' payments of management fees are eliminated in consolidation and, therefore, have no effect on our consolidated operating expenses.

Other income mainly reflects the gains on the sale of assets. During 2019, other income increased to Ps. 1,013 million in 2019 from Ps. 673 million in 2018, driven by a tax reclaim from indirect tax payments of prior years at Coca-Cola FEMSA in Brazil.

During 2019, other expenses increased to Ps. 4,905 million from Ps. 2,947 million in 2018, which mainly reflected severance payments related to restructuring costs as part of efficiency programs implemented throughout the year by Coca-Cola FEMSA and an impairment of long-lived assets related to Coca-Cola FEMSA's dairy operations in Panama.

Additionally, other expenses include donations, disposals of long-lived assets and contingencies associated with prior acquisitions.

Comprehensive financing result, which includes interest income and expense, foreign exchange gain (loss), monetary position gain (loss) and market value gain (loss) on financial instruments, increased to Ps. 13,492 million from Ps. 7,380 million in 2018, reflecting the effects of the adoption of IFRS 16 accounting rules across our businesses, coupled with a foreign exchange loss related to the effect of FEMSA's US Dollar-denominated cash position, as impacted by the appreciation of the Mexican peso during 2019, partially offset by an interest income increase of 11.9% to Ps. 3,168 million in 2019, compared to Ps. 2,832 million in 2018.

Our accounting provision for income taxes in 2019 was Ps. 10,476 million, as compared to Ps. 10,169 million in 2018, resulting in an effective tax rate of 32.4% in 2019, as compared to 30.2% in 2018, slightly above our expected medium-term range of 30% and reflecting higher non-deductible expenses and lower adjustments for inflation and translation effects.

Share of the profit of equity accounted investees, net of taxes, which mainly reflects our participation in Heineken's results, decreased slightly by 0.4% to Ps. 6,228 million in 2019 compared to Ps. 6,252 million in 2018, mainly driven by the appreciation of the Mexican peso compared to the Euro, during 2019.

Consolidated net income was Ps. 28,048 million in 2019 compared to Ps. 33,079 million in 2018, reflecting a non-cash foreign exchange loss related to FEMSA's U.S. dollar-denominated cash position as impacted by the appreciation of the Mexican peso, coupled with a decrease in the results of discontinued operations following the sale of KOF Philippines in 2018. This decrease was partially offset by growth in our income from operations.

Coca-Cola FEMSA

The comparability of Coca-Cola FEMSA's financial and operating performance in 2019 as compared to 2018 was affected by the following factors: (1) the ongoing integration of mergers and acquisitions completed in recent years, specifically the acquisitions in Guatemala and Uruguay in April and June 2018, respectively; (2) translation effects from fluctuations in exchange rates; and (3) Coca-Cola FEMSA's results in Argentina, which effective as of January 1, 2018

has been considered a hyperinflationary economy. To translate the full-year results of Argentina for the years ended December 31, 2019 and 2018, Coca-Cola FEMSA used the exchange rate at December 31, 2019 of 59.89 Argentine pesos per U.S. dollar and the exchange rate at December 31, 2018 of 37.70 Argentine pesos per U.S. dollar, respectively. The depreciation of the exchange rate of the Argentine peso at December 31, 2019, as compared to the exchange rate at December 31, 2018, was 58.9%. In addition, the average depreciation of currencies used in Coca-Cola FEMSA's main operations relative to the U.S. dollar in 2019, as compared to 2018, were: 0.1% for the Mexican peso, 7.9% for the Brazilian real, and 11.0% for the Colombian peso.

Total Revenues. Coca-Cola FEMSA's consolidated total revenues increased by 6.7% to Ps. 194,471 million in 2019, mainly as a result of price increases aligned with or above inflation, volume growth in key territories and the consolidation of its acquisitions of ABASA, Los Volcanes in Guatemala and Monresa in Uruguay. These effects were partially offset by the depreciation of the Argentine peso, the Brazilian real and the Colombian peso, in each case as compared to the Mexican peso. This figure includes other operating revenues related to an entitlement to reclaim tax payments in Brazil. See Note 25.2.1 to Coca-Cola FEMSA's consolidated financial statements. On a comparable basis, total revenues would have increased by 10.8% in 2019 as compared to 2018, mainly as a result of an increase in the average price per unit case across Coca-Cola FEMSA's operations and volume growth in Brazil and Central America.

Total sales volume increased by 1.4% to 3,368.9 million unit cases in 2019 as compared to 2018. On a comparable basis, total sales volume would have increased by 1.4% in 2019 as compared to 2018.

- In 2019, sales volume of Coca-Cola FEMSA's sparkling beverage portfolio increased by 2.0%, sales volume of its colas portfolio increased by 1.9%, and sales volume of Coca-Cola FEMSA's flavored sparkling beverage portfolio increased by 2.5%, in each case as compared to 2018. On a comparable basis, sales volume of Coca-Cola FEMSA's sparkling beverage portfolio would have increased by 1.8% in 2019 as compared to 2018, driven by growth in Brazil, Central America and flat performance in Mexico. Sales volume of Coca-Cola FEMSA's colas portfolio would have increased by 1.6% in 2019 as compared to 2018, mainly due to growth in Brazil, Central America and flat performance in Mexico, and sales volume of Coca-Cola FEMSA's flavored sparkling beverages portfolio would have increased by 2.8% in 2019 as compared to 2018.
- Sales volume of Coca-Cola FEMSA's still beverage portfolio remained flat in 2019 as compared to 2018. On a comparable basis, sales volume of Coca-Cola FEMSA's still beverage portfolio would have increased by 0.9% in 2019 as compared to 2018, driven by volume growth in Brazil.
- Sales volume of Coca-Cola FEMSA's bottled water category, excluding bulk water, decreased by 2.5% in 2019 as compared to 2018. On a comparable basis, sales volume of Coca-Cola FEMSA's water portfolio would have decreased by 2.2% in 2019 as compared to 2018, driven by volume growth in Brazil and Central America offset by a volume contraction in the rest of its territories.
- Sales volume of Coca-Cola FEMSA's bulk water category remained flat in 2019 as compared to 2018. On a comparable basis, sales volume of Coca-Cola FEMSA's bulk water portfolio would have increased by 0.5% in 2019 as compared to 2018, mainly as a result of volume growth in Brazil and Mexico, partially offset by volume contraction in Colombia and Central America.

Consolidated average price per unit case increased by 3.7% to Ps. 52.46 in 2019, as compared to Ps. 50.57 in 2018, mainly as a result of price increases aligned with or above inflation partially offset by the negative translation effect resulting from the depreciation of most of Coca-Cola FEMSA's operating currencies relative to the Mexican peso. On a comparable basis, average price per unit case would have increased by 7.8% in 2019 as compared to 2018, driven by average price per unit case increases aligned with or above inflation in key territories.

Gross Profit. Coca-Cola FEMSA's gross profit increased by 4.3% to Ps. 87,507 million in 2019 as compared to 2018; with a gross margin decline of 100 basis points to reach 45.0% in 2019 as compared to 2018. On a comparable basis, Coca-Cola FEMSA's gross profit would have increased by 8.0% in 2019 as compared to 2018. Coca-Cola FEMSA's pricing initiatives, together with lower PET resin costs and stable sweetener prices in most of its operations, were offset by higher concentrate costs in Mexico, higher concentrate costs in Brazil due to the reduction of tax credits on concentrate purchased from the Manaus Free Trade Zone, coupled with Coca-Cola FEMSA's decision to suspend such tax credits, and the depreciation in the average exchange rate of most of its operating currencies as applied to U.S. dollar-denominated raw material costs.

The components of cost of goods sold include raw materials (principally concentrate, sweeteners and packaging materials), depreciation costs attributable to Coca-Cola FEMSA's production facilities, wages and other labor costs associated with labor force employed at its production facilities and certain overhead costs. Concentrate prices are determined as a percentage of the retail price of Coca-Cola FEMSA's products in local currency, net of applicable taxes. Packaging materials, mainly PET resin and aluminum, and HFCS, used as a sweetener in some countries, are denominated in U.S. dollars.

Administrative and Selling Expenses. Coca-Cola FEMSA's administrative and selling expenses increased by 4.5% to Ps. 60,537 million in 2019 as compared to 2018. Coca-Cola FEMSA's administrative and selling expenses as a percentage of total revenues decreased by 70 basis points to 31.1% in 2019 as compared to 2018, mainly as a result of operating expense efficiencies, which were partially offset by an increase in labor, freight and maintenance expenses. In 2019, Coca-Cola FEMSA continued investing across its territories to support marketplace execution, increase its cooler coverage, and bolster its returnable presentation base.

Other Expenses Net. Coca-Cola FEMSA recorded other expenses net of Ps. 2,490 million in 2019 as compared to Ps. 1,881 million in 2018, which increase was mainly as a result of severance payments related to the implementation of its efficiency program to create a leaner and more agile organization, which was partially offset by the tax actualization effect of tax reclaim proceeds received in Brazil. Coca-Cola FEMSA's non-operating expenses net in 2019 were mainly comprised of an impairment of Ps. 948 million of its investment in Compañía Panameña de Bebidas, S.A.P.I. de C.V., or Compañía Panameña de Bebidas, along with provisions related to contingencies in Brazil. For more information, see Note 10 to Coca-Cola FEMSA's consolidated financial statements.

Comprehensive Financing Result. The term "comprehensive financing result" refers to the combined financial effects of net interest expenses, net financial foreign exchange gains or losses, and net gains or losses on the monetary position of hyperinflationary countries where Coca-Cola FEMSA operates. Net financial foreign exchange gains or losses represent the impact of changes in foreign exchange rates on financial assets or liabilities denominated in currencies other than local currencies, and certain gains or losses resulting from derivative financial instruments. A financial foreign exchange loss arises if a liability is denominated in a foreign currency that appreciates relative to the local currency between the date the liability is incurred and the date it is repaid, as the appreciation of the foreign currency results in an increase in the amount of local currency, which must be exchanged to repay the specified amount of the foreign currency liability.

Comprehensive financing result in 2019 recorded an expense of Ps. 6,071 million as compared to an expense of Ps. 6,943 million in 2018. This 12.6% decrease was mainly driven by a reduction in Coca-Cola FEMSA's interest expense, net, due to a reduction of debt during the year, and a reduction in other financial expenses.

Income Taxes. In 2019, Coca-Cola FEMSA's effective income tax rate was 30.7%, reaching Ps. 5,648 million in 2019, as compared to Ps. 5,260 million in 2018. Coca-Cola FEMSA's effective income tax rate remained stable in 2019 as compared to 2018, as the non-deductible charge related to the impairment of Coca-Cola FEMSA's investment in Compañía Panameña de Bebidas was partially offset by the increase in profits arising from its Mexican operations, coupled with certain tax efficiencies across its operations. For more information, see Note 25 to Coca-Cola FEMSA's consolidated financial statements.

Share in the (Loss) Profit of Equity Accounted Investees, Net of Taxes. In 2019, Coca-Cola FEMSA recorded a loss of Ps. 131 million in the share in the profit (loss) of equity accounted investees, net of taxes, mainly due to a loss in its investment in Compañía Panameña de Bebidas, which was partially offset by gains in its Jugos Del Valle joint venture and its non-carbonated beverages joint ventures in Brazil.

Net Income (Equity holders of the parent). Coca-Cola FEMSA reported a net controlling interest income of Ps. 12,101 million in 2019, as compared to a Ps. 13,911 million in 2018. This 13.0% decrease was mainly driven by the results of discontinued operations related to the sale of KOF Philippines and an impairment of Ps. 948 million its investment in Compañía Panameña de Bebidas discussed above.

Proximity Division

Proximity Division total revenues increased 10.4% to Ps. 184,810 million in 2019 compared to Ps. 167,458 million in 2018, primarily as a result of the opening of 1,331 net new OXXO stores during 2019, together with an average increase in same-store sales of 5.0%. As of December 31, 2019, there were a total of 19,330 OXXO stores. As referenced above, OXXO same-store sales increased an average of 5.0% compared to 2018, driven by a 6.1% increase in average customer ticket, partially offset by a 1.0% decrease in same-store traffic. On an organic basis, total revenues grew 10.1%.

Cost of goods sold increased 7.6% to Ps. 109,711 million in 2019, compared to Ps. 101,929 million in 2018. Gross margin increased 150 basis points to reach 40.6% of total revenues. This increase reflects (i) the sustained growth of the services category, including income from financial services; (ii) healthy trends in our commercial income activity; (iii) increased and more efficient promotional programs with our key supplier partners and; (iv) the consolidation of Caffenio, our sole coffee supplier in Mexico, which we now control with 50% share ownership. As a result, gross profit increased 14.6% to Ps. 75,099 million in 2019 compared with 2018.

Administrative expenses increased 28.0% to Ps. 4,590 million in 2019, compared to Ps. 3,587 million in 2018; as a percentage of sales, they increased to 2.5% in 2019, from 2.1% in 2018. Selling expenses increased 10.4% to Ps. 52,545 million in 2019 compared with Ps. 47,589 million in 2018; as a percentage of sales they reached 28.4% in 2019. The increase in administrative and selling expenses was driven by (i) our continuing initiative to strengthen our compensation structure of key in-store personnel in a tight labor market, including the gradual shift from commission-based store teams to employee-based teams; (ii) higher secure cash handling costs driven by increased volume and higher operational costs including fuel prices; (iii) the consolidation of Caffenio; and (iv) organic growth of OXXO's international operations that achieved healthy sales levels per store, but have yet to reach sufficient scale to better absorb overhead.

Health Division

Health Division total revenues increased 13.9% to Ps. 58,922 million compared to Ps. 51,739 million in 2018, reflecting the opening of 180 net new stores and the addition of 620 stores from the consolidation of GPF during 2019. As of December 31, 2019, there were a total of 3,161 drugstores in Mexico, Chile, Colombia and Ecuador. This was partially offset by a same-store sales decrease of 3.7%, reflecting stable trends in Mexico and positive trends in Colombia, that were more than offset by soft trading and operational disruptions in Chile due to recent civil unrest in that country, coupled with a negative currency translation effect related to the appreciation of the Mexican peso compared to the Chilean and Colombian pesos in our operations in South America. On an organic basis, total revenues grew 0.9%.

Cost of goods sold increased 15.1% to Ps. 41,277 million in 2019, compared with Ps. 35,874 million in 2018. Gross margin decreased 80 basis points to reach 29.9% of total revenues. This was mainly driven by (i) new pricing regulations in Colombia; (ii) increased promotional activity in Chile; and (iii) the consolidation of GPF. These were partially offset by improved efficiency and more effective collaboration and execution with our key supplier partners in Mexico. Gross profit increased 11.2% to Ps. 17,645 million in 2019 compared with 2018.

Administrative expenses increased 31.8% to Ps. 2,709 million in 2019, compared with Ps. 2,055 million in 2018; as a percentage of sales, they reached 4.6% in 2019. Selling expenses increased 7.8% to Ps. 12,462 million in 2018 compared with Ps. 11,557 million in 2018; as a percentage of sales, they reached 21.1% in 2019. The increase in administrative and selling expenses was mainly driven by the acquisition of GPF, partially offset by cost efficiencies and tight expense control throughout our legacy territories.

Fuel Division

Fuel Division total revenues increased 2.0% to Ps. 47,852 million in 2019 compared to Ps. 46,936 in 2018, primarily as a result of the opening of six net new OXXO GAS service stations during 2019, partially offset by an average decrease in same-station sales of 4.2%. As of December 31, 2019, there were a total of 545 OXXO GAS service stations. As referenced above, same-station sales decreased an average of 4.2% compared to 2018, as the average price per liter increased by 6.0%, while the average volume decreased by 9.6% reflecting consumer reaction to the higher prices and increased competition.

Cost of goods sold increased 0.9% to Ps. 43,077 million in 2019, compared with Ps. 42,705 million in 2018. Gross margin increased 100 basis points to reach 10.0% of total revenues. This increase reflects improved supply terms. As a result, gross profit increased 12.9% to Ps. 4,775 million in 2019 compared with 2018.

Administrative expenses decreased 11.2% to Ps. 215 million in 2019, compared with Ps. 242 million in 2018; as a percentage of sales, they decreased 10 basis points to 0.4% in 2019. Selling expenses decreased 6.9% to Ps. 3,281 million in 2019 compared with Ps. 3,526 million in 2018; as a percentage of sales, they decreased 60 basis points to 6.9% in 2019. The decrease in administrative and selling expenses was driven by a decrease in provisions related to certain unprofitable institutional clients, offset by (i) higher wages implemented to reduce turnover in a tight labor market and (ii) expenses related to the remodeling of our stations and the installation of new environmental controls.

Results from our Operations for the Year Ended December 31, 2018 Compared to the Year Ended December 31, 2017

This analysis can be found in Item 5 of our annual report on Form 20-F for fiscal year 2018.

Liquidity and Capital Resources

Liquidity

Each of our sub-holding companies generally finances its operational and capital requirements on an independent basis. As of December 31, 2019, 64% of our outstanding consolidated total indebtedness was at the level of our sub-holding companies. This structure is attributable, in part, to the inclusion of third parties in the capital structure of Coca-Cola FEMSA.

In March 2020, we entered into certain short-term bank loans in Mexican pesos for an aggregate principal amount of Ps. 15,000 million.

In January and February 2020, we issued US\$ 1,800 million aggregate principal amount of 3.500% Senior Notes due 2050 with an implied yield of 3.577% that were listed on the NYSE.

In 2016, we issued EUR 1,000 million aggregate principal amount of 1.750% fixed rate Senior Notes due 2023 with a total yield of 1.824% that were listed on the Irish Stock Exchange (ISE).

In 2013, we issued US\$ 300 million aggregate principal amount of 2.875% Senior Notes due 2023 and US\$ 700 million aggregate principal amount of 4.375% Senior Notes due 2043 that were listed on the NYSE.

In March 2020, Coca-Cola FEMSA entered into certain short-term bank loans in Mexican pesos for an aggregate principal amount of Ps. 10,000 million.

In February 2020, Coca-Cola FEMSA issued (i) Ps. 3,000 million aggregate principal amount of 8-year fixed rate *certificados bursátiles* bearing an annual interest rate of 7.35% due January 2028, and (ii) Ps. 1,727 million aggregate principal amount of 5.5-year floating rate *certificados bursátiles*, priced at 28-day Equilibrium Interbank Interest Rate (*Tasa de Interés Interbancaria de Equilibrio*, or “TIIE”) plus 0.08% and due August 2025. These series of *certificados bursátiles* are guaranteed by Coca-Cola FEMSA subsidiaries: Propimex S. de R.L. de C.V., Comercializadora La Pura de Bebidas, S. de R.L. de C.V., Controladora Interamericana de Bebidas, S. de R.L. de C.V., Grupo Embotellador Cimsa, S. de R.L. de C.V., Refrescos Victoria del Centro, S. de R.L. de C.V., Distribuidora y Manufacturera del Valle de Mexico, S. de R.L. de C.V. (as successor guarantor of Servicios Integrados Inmuebles del Golfo, S. de R.L. de C.V.) and Yoli de Acapulco, S. de R.L. de C.V. (“the Guarantors”).

In February 2020, Coca-Cola FEMSA’s 4.625% senior notes due 2020 were repaid in full at maturity.

In January 2020, Coca-Cola FEMSA issued US\$ 1,250 million aggregate principal amount of 2.750% senior notes due 2030. These notes are guaranteed by the Guarantors. The indenture governing these notes imposes, among others, certain conditions upon a consolidation or merger by Coca-Cola FEMSA and restricts the incurrence of liens and the entering into sale and leaseback transactions by Coca-Cola FEMSA and its significant subsidiaries.

In January 2020, Coca-Cola FEMSA repurchased and repaid in full its 3.875% senior notes due 2023 that were originally issued in 2013.

In 2019, Coca-Cola FEMSA repaid the three-year promissory note issued for a total amount of 1,166 million Brazilian reais, which was partially offset on November 14, 2018 as a result of the occurrence of certain contingencies for which the

sellers agreed to indemnify Coca-Cola FEMSA, as part of the purchase price paid for its acquisition of Vonpar. The promissory note was linked to the performance of the exchange rate between the Brazilian real and the U.S. dollar. As a result, the principal amount under the promissory note increased or decreased based on the depreciation or appreciation of the Brazilian real relative to the U.S. dollar. On December 6, 2019, this promissory note matured and was paid in full in cash for the outstanding amount of 1,002 million Brazilian reais, which was at the time equivalent to US\$ 236 million (Ps. 4,670 million as of December 31, 2019).

In 2017, Coca-Cola FEMSA issued Ps. 8,500 million aggregate principal amount of 10-year fixed rate Mexican peso-denominated bonds (*certificados bursátiles*) bearing an annual interest rate of 7.87% due June 2027 and Ps. 1,500 million aggregate principal amount of 5-year floating rate *certificados bursátiles*, prices at 28-day THIE plus 0.25% due June 2022. These series of *certificados bursátiles* are guaranteed by the Guarantors.

In 2013, Coca-Cola FEMSA issued US\$ 400 million aggregate principal amount of 5.250% Senior Notes due 2043. In 2014, Coca-Cola FEMSA issued an additional US\$ 200 million in aggregate principal amount of 5.250% Senior Notes due 2043 under previously series issued in November 2013. These notes are guaranteed by the Guarantors. The indenture governing these notes imposes, among others, certain conditions upon a consolidation or merger by Coca-Cola FEMSA and restricts the incurrence of liens and the entering into sale and leaseback transactions by Coca-Cola FEMSA and its significant subsidiaries.

In 2013, Coca-Cola FEMSA issued Ps. 7,500 million aggregate principal amount of 10-year fixed rate *certificados bursátiles* bearing an annual interest rate of 5.46% due May 2023, and these series of *certificados bursátiles* are guaranteed by the Guarantors.

In 2011, Coca-Cola FEMSA issued Ps. 2,500 million of 10-year fixed rate *certificados bursátiles* bearing an annual interest of 8.27% coupon due April 2021. These series of *certificados bursátiles* are guaranteed by the Guarantors.

We may decide to incur additional indebtedness at our holding company in the future to finance the operations and capital requirements of our subsidiaries or significant acquisitions, investments or capital expenditures. As a holding company, we depend on dividends and other distributions from our subsidiaries to service our indebtedness and to finance our operations and capital requirements.

We continuously evaluate opportunities to pursue acquisitions or engage in joint ventures or other transactions. We would expect to finance any significant future transactions with a combination of cash from operations, long-term indebtedness and capital stock.

Our principal source of liquidity has generally been cash generated from our operations. We have traditionally been able to rely on cash generated from operations because a significant majority of the sales of Coca-Cola FEMSA and FEMSA Comercio are on a cash or short-term credit basis. OXXO stores are able to finance a significant portion of their initial and ongoing inventories with supplier credit. Our principal use of cash has generally been for capital expenditure programs, debt repayment and dividend payments. In our opinion, our working capital is sufficient for our present requirements.

Our sub-holding companies generally incur short-term indebtedness in the event that they are temporarily unable to finance operations or meet capital requirements with cash from operations. A significant decline in the business of any of our sub-holding companies may affect the sub-holding company's ability to fund its capital requirements. A significant and prolonged deterioration in the economies where we operate or in our businesses may affect our ability to obtain short-term and long-term credit or to refinance existing indebtedness on terms satisfactory to us.

The following is a summary of the principal sources and uses of cash for the years ended December 31, 2019, 2018 and 2017, from our consolidated statement of cash flows:

Principal Sources and Uses of Cash
Years ended December 31, 2019, 2018 and 2017
(in millions of Mexican pesos)

| | 2019 | 2018 | 2017 |
|--|------------|------------|------------|
| Net cash flows provided by operating activities from continuing operations | Ps. 61,638 | Ps. 46,929 | Ps. 33,435 |
| Net cash flows (used in) investing activities from continuing operations | (14,132) | (57,178) | 28,596 |
| Net cash flows (used in) financing activities from continuing operations | (38,433) | (23,011) | (21,054) |
| Dividends paid | (13,629) | (12,933) | (12,450) |

Principal Sources and Uses of Cash for the Year ended December 31, 2019 Compared to the Year Ended December 31, 2018

Our net cash generated by operating activities from continuing operations increased Ps. 14,709 million to Ps. 61,638 million in 2019 compared to Ps. 46,929 million in 2018. This was primarily the result of:

- A decrease of Ps. 392 million due to lower collection of trade receivables compared to 2018, a decrease of Ps. 647 million in other current financial assets, and a decrease of Ps. 1,826 million due to higher inventory purchases;
- An increase of Ps. 5,324 million due to lower supplier payments compared to 2018 and Ps. 702 due to an increase in other current financial liabilities; and
- A change in cash flow of Ps. 11,556 million in our cash flow from operating activities before changes in operating working capital accounts mainly due to the effects of IFRS 16 on depreciation and interest expenses.

Our net cash used in investing activities from continuing operations was Ps. 14,132 million for the year ended December 31, 2019, compared to Ps. 57,178 million used in investing activities from continuing operations for the year ended December 31, 2018, an increase of Ps. 43,046 million. This was primarily the result of:

- An increase of Ps. 69,869 million due to the maturity of investments purchased in 2018, which included variable interest rate government and corporate debt securities;
- A decrease of Ps. 7,649 million due to the sale of KOF Philippines in 2018 and an increase of Ps. 5,692 million due to the acquisition of ABASA, Los Volcanes and Monresa by Coca-Cola FEMSA in 2018;
- A decrease of Ps. 1,342 million due to higher acquisitions of capital expenditures in property, plant and equipment in 2019; and
- A decrease of Ps. 23,652 million mainly due to business acquisitions and other investments in equity instruments in 2019.

Our net cash used in financing activities from continuing operations was Ps. 38,433 million for the year ended December 31, 2019, compared to Ps. 23,011 million used in financing activities from continuing operations for the year ended December 31, 2018, a decrease of Ps. 15,422 million. This was primarily due to:

- A change of Ps. 2,125 million, which increased our cash flow mainly due to higher proceeds from borrowings in 2019 of Ps. 18,280 million as compared to Ps. 16,155 million in 2018;
- A change of Ps. 9,119 million, which decreased our cash flow due to higher payments of bank loans in 2019 of Ps. 26,301 million, as compared to Ps. 17,182 million in 2018; and
- A change of Ps. 8,848 million, which decreased our cash flow due to payments of principal and finance charges payable for leases as a result of the adoption of IFRS 16.

Principal Sources and Uses of Cash for the Year ended December 31, 2018 Compared to the Year Ended December 31, 2017

Our net cash generated by operating activities from continuing operations increased Ps. 13,494 million to Ps. 46,929 million in 2018 compared to Ps. 33,435 million in 2017. This increase was primarily the result of:

- An increase of Ps. 8,756 million due to higher collection of trade receivables compared to 2017 and an increase of Ps. 1,001 million due to higher inventory purchases;
- A decrease of Ps. 2,438 million due to higher supplier payments compared to 2017 and Ps. 2,313 million due to a decrease in other current financial liabilities; and
- A change in cash flow of Ps. 6,056 million mainly due to an increase in cash flow resulting from a reduction in income taxes paid, and also an increase of Ps. 4,822 million in our cash flow from operating activities before changes in operating working capital accounts.

Our net cash used in investing activities from continuing operations was Ps. 57,178 million for the year ended December 31, 2018, compared to Ps. 28,596 million generated for investing activities from continuing operations for the year ended December 31, 2017, a decrease of Ps. 85,774 million. This reduction was primarily the result of:

- A decrease of Ps. 37,949 million due to a higher amount of purchases of investments in 2018 compared to 2017, which include variable interest rate government and corporate debt securities; and
- An increase of Ps. 1,957 million due the sale of KOF Philippines in 2018; and
- A decrease of Ps. 50,790 million mainly due to the sale of a portion of our investment in the Heineken Group and payments for acquisitions in other equity accounted investees in 2017.

Our net cash used in financing activities from continuing operations was Ps. 23,011 million for the year ended December 31, 2018, compared to Ps. 21,054 million used by financing activities from continuing operations for the year ended December 31, 2017, a decrease of Ps. 1,957 million. This decrease was primarily due to:

- A decrease due to issued shares to former owner of Vonpar in Coca-Cola FEMSA of Ps. 4,082 million due to the merger with a Mexican company owned by the sellers in the last year;
- A change of Ps. 2,556 million, which increased our cash flow mainly due to higher proceeds from borrowings in 2018 of Ps. 16,155 million as compared to Ps. 13,599 million in 2017;
- A change of Ps. 948 million, which increased our cash flow due to lower payments of bank loans in 2018 of Ps. 17,182 million, as compared to Ps. 18,130 million in 2017; and
- A change of Ps. 1,198 million, which decreased our cash flow due to dividend payments and derivative financial instruments compared to 2017.

Consolidated Total Indebtedness

Our consolidated total indebtedness as of December 31, 2019 was Ps. 117,951 million compared to Ps. 128,664 million in 2018 and Ps. 131,348 million in 2017. Short-term debt (including maturities of long-term debt) and long-term debt were Ps. 16,204 million and Ps. 101,747 million, respectively, as of December 31, 2019, as compared to Ps. 13,674 million and Ps. 114,990 million, respectively, as of December 31, 2018, and Ps. 13,590 million and Ps. 117,758 million, respectively, as of December 31, 2017. Cash and cash equivalents were Ps. 65,562 million as of December 31, 2019, as compared to Ps. 62,047 million as of December 31, 2018 and Ps. 96,944 million as of December 31, 2017.

Off-Balance Sheet Arrangements

We do not have any material off-balance sheet arrangements.

Contractual Obligations

The table below sets forth our contractual obligations as of December 31, 2019.

| | Maturity | | | | | | | | | |
|---|--------------------------------|--------|-------------|-------|-------------|--------|----------------------|--------|-------|--------|
| | Less than 1 year | | 1 - 3 years | | 3 - 5 years | | In excess of 5 years | | Total | |
| | (in millions of Mexican pesos) | | | | | | | | | |
| Long-term debt | | | | | | | | | | |
| Mexican pesos | Ps. | 312 | Ps. | 4,209 | Ps. | 7,554 | Ps. | 17,847 | Ps. | 29,922 |
| Brazilian reais | | 302 | | 316 | | 58 | | — | | 676 |
| Colombian pesos | | 417 | | 5 | | — | | — | | 422 |
| U.S. dollars | | 9,860 | | 874 | | 23,305 | | 24,257 | | 58,296 |
| Euro | | — | | — | | 21,046 | | — | | 21,046 |
| Chilean pesos | | 901 | | 1,184 | | 304 | | — | | 2,389 |
| Uruguayan pesos | | 477 | | 788 | | — | | — | | 1,265 |
| Interest payments ⁽¹⁾ | | | | | | | | | | |
| Mexican pesos | | 34 | | 346 | | 443 | | 1,409 | | 2,233 |
| Brazilian reais | | 58 | | 26 | | 4 | | — | | 88 |
| Colombian pesos | | 83 | | — | | — | | — | | 83 |
| U.S. dollars | | 478 | | 31 | | 845 | | 1,160 | | 2,515 |
| Argentine pesos | | 97 | | — | | — | | — | | 97 |
| Chilean pesos | | 61 | | 49 | | 13 | | — | | 123 |
| Euro | | — | | — | | 368 | | — | | 368 |
| Uruguayan pesos | | 56 | | 78 | | — | | — | | 134 |
| Interest rate swaps and cross-currency swaps ⁽²⁾ | | | | | | | | | | |
| Mexican pesos | | 3,930 | | 6,628 | | 3,947 | | 3,226 | | 17,772 |
| Brazilian reais | | 1,236 | | 2,339 | | 1,718 | | 775 | | 6,067 |
| Colombian pesos | | 35 | | — | | — | | — | | 35 |
| U.S. dollars | | 75 | | 329 | | 593 | | 12,302 | | 13,299 |
| Argentine pesos | | 38 | | — | | — | | — | | 38 |
| Chilean pesos | | 118 | | 73 | | 18 | | — | | 209 |
| Euro | | — | | — | | 370 | | — | | 370 |
| Uruguayan pesos | | 96 | | 56 | | — | | — | | 152 |
| Commodity price contracts | | | | | | | | | | |
| Sugar ⁽³⁾ | | 1,554 | | 98 | | — | | — | | 1,652 |
| Aluminum ⁽³⁾ | | 394 | | — | | — | | — | | 394 |
| PX+MEG ⁽³⁾ | | 320 | | — | | — | | — | | 320 |
| Expected benefits to be paid for pension and retirement plans, seniority premiums, post-retirement medical services and post-employment | | | | | | | | | | |
| Lease liabilities | | 916 | | 933 | | 1,077 | | 3,910 | | 6,836 |
| Other long-term liabilities ⁽⁴⁾ | | 10,655 | | — | | 40,262 | | 35,937 | | 86,854 |
| | | — | | — | | — | | 12,924 | | 12,924 |

- (1) Interest was calculated using long-term debt as of and interest rate amounts in effect on December 31, 2019 without considering interest rate swap agreements. The debt and applicable interest rates in effect are shown in note 19 to our audited consolidated financial statements. Liabilities denominated in U.S. dollars were translated to Mexican pesos at an exchange rate of Ps. 18.8600 per US\$ 1.00, the exchange rate quoted to us by *Banco de México* for the settlement of obligations in foreign currencies on December 31, 2019.
- (2) Reflects the amount of future payments that we would be required to make. The amounts were calculated by applying the rates giving effect to interest rate swaps and cross-currency swaps applied to long-term debt as of December 31, 2019, and the market value of the unhedged cross-currency swaps.
- (3) Reflects the notional amount of the futures and forward contracts used to hedge sugar, aluminum and PX + MEG cost with a fair value asset of Ps. 44 million. See note 21.6 to our audited consolidated financial statements.
- (4) Other long-term liabilities include provisions and others, but not deferred taxes. Other long-term liabilities additionally reflect those liabilities whose maturity date is undefined and depends on a series of circumstances out of our control; therefore, these liabilities have been considered to have a maturity of more than five years.

As of December 31, 2019, Ps. 16,204 million of our total consolidated indebtedness was short-term debt (including maturities of long-term debt).

As of December 31, 2019, our consolidated average cost of borrowing, after giving effect to the cross-currency and interest rate swaps, was approximately 6.7%. As of December 31, 2018, our consolidated average cost of borrowing, after giving effect to the cross-currency swaps, was 6.8% (the total amount of debt used in the calculation of this percentage was

obtained by converting only the units of investment debt for the related cross-currency swap, and it also includes the effect of related interest rate swaps). As of December 31, 2019, after giving effect to cross-currency swaps, approximately 54.5% of our total consolidated indebtedness was denominated and payable in Mexican pesos, 7.8% in U.S. dollars, 1.3% in Colombian pesos, 0.1% in Argentine pesos, 12.2% in Brazilian reais, 4.1% in Chilean pesos, 1.2% Uruguayan pesos and the remaining 18.8% in Euros.

Overview of Debt Instruments

The following table shows the allocations of total debt of our company as of December 31, 2019:

| | Total Debt Profile of our Company | | | |
|-------------------------------------|-----------------------------------|--------------------|-------------------|--------------------|
| | FEMSA and Others | Coca-Cola FEMSA | FEMSA Comercio | Total Debt |
| (in millions of Mexican pesos) | | | | |
| Short-term Debt | | | | |
| <i>Mexican pesos:</i> | | | | |
| Notes Payable | Ps. — | Ps. — | Ps. — | Ps. — |
| Bank loans | — | — | 100 | 100 |
| <i>U.S. dollars:</i> | | | | |
| Bank loans | — | — | 1,038 | 1,038 |
| <i>Brazilian reais:</i> | | | | |
| Bank loans | 399 | — | — | 399 |
| <i>Colombian pesos:</i> | | | | |
| Bank loans | — | 661 | 539 | 1,200 |
| <i>Chilean pesos:</i> | | | | |
| Bank loans | — | — | 977 | 977 |
| <i>Argentine pesos:</i> | | | | |
| Bank loans | — | 158 | — | 158 |
| <i>Uruguayan pesos:</i> | | | | |
| Bank loans | — | 63 | — | 63 |
| Long-term Debt⁽¹⁾ | | | | |
| <i>Mexican pesos:</i> | | | | |
| Bank loans | — | 9,358 | 621 | 9,979 |
| Domestic Senior notes | — | 19,943 | — | 19,943 |
| <i>Euros:</i> | | | | |
| Senior unsecured notes | 21,046 | — | — | 21,046 |
| <i>U.S. dollars:</i> | | | | |
| Bank loans | — | — | 2,185 | 2,185 |
| Senior Notes | 18,536 | 37,575 | — | 56,111 |
| <i>Brazilian reais:</i> | | | | |
| Bank loans | 125 | 551 | — | 676 |
| Note payable | — | — | — | — |
| <i>Colombian pesos:</i> | | | | |
| Bank loans | — | 403 | 19 | 422 |
| <i>Chilean pesos:</i> | | | | |
| Bank loans | 2,349 | — | — | 2,349 |
| Capital leases | — | — | 40 | 40 |
| <i>Uruguayan pesos:</i> | | | | |
| Bank loans | — | 1,265 | — | 1,265 |
| Total Debt | Ps. 42,455 | Ps. 69,977 | Ps. 5,519 | Ps. 117,951 |
| Average Cost ⁽²⁾ | | | | |

| | Total Debt Profile of our Company | | | |
|-----------------|-----------------------------------|--------------------------------|-------------------|-------------|
| | FEMSA and Others | Coca-Cola FEMSA | FEMSA Comercio | Total Debt |
| | | (in millions of Mexican pesos) | | |
| Mexican pesos | 7.0% | 8.3% | 8.7% | 8.1% |
| U.S. dollars | — | 3.9% | 3.6% | 3.9% |
| Euro | 1.8% | — | — | 1.8% |
| Brazilian reais | 9.6% | 9.9% | — | 9.8% |
| Argentine pesos | — | 61.7% | — | 61.7% |
| Colombian pesos | — | 5.0% | 5.7% | 5.1% |
| Chilean pesos | 6.3% | — | 2.8% | 4.6% |
| Uruguayan pesos | — | 10.1% | — | 10.1% |
| Total | 4.0% | 8.3% | 4.1% | 6.7% |

(1) Includes the Ps. 12,269 million current portion of long-term debt.

(2) Includes the effect of cross-currency and interest rate swaps. Average cost is determined based on interest rates as of December 31, 2019.

Restrictions Imposed by Debt Instruments

Generally, the covenants contained in the credit agreements and other instruments governing indebtedness entered into by us or our sub-holding companies include limitations on the incurrence of any additional debt based on debt service coverage ratios or leverage tests. These credit agreements also generally include restrictive covenants applicable to our company, our sub-holding companies and their subsidiaries.

We and Coca-Cola FEMSA are in compliance with all of our covenants. A significant and prolonged deterioration in our consolidated results could cause us to cease to be in compliance under certain indebtedness in the future. We can provide no assurances that we will be able to incur indebtedness or to refinance existing indebtedness on similar terms in the future.

Summary of Debt

The following is a summary of our indebtedness as of December 31, 2019:

Coca-Cola FEMSA

- Coca-Cola FEMSA's total indebtedness was Ps. 69,977 million as of December 31, 2019, as compared to Ps. 81,805 million as of December 31, 2018. Short-term debt and long-term debt were Ps. 11,485 million and Ps. 58,492 million, respectively, as of December 31, 2019, as compared to Ps. 11,604 million and Ps. 70,201 million, respectively, as of December 31, 2018. Total debt decreased by Ps. 11,828 million in 2019, compared to year end 2018. As of December 31, 2019, Coca-Cola FEMSA's cash and cash equivalents were Ps. 20,491 million, as compared to Ps. 23,727 million as of December 31, 2018. Coca-Cola FEMSA had cash outflows in 2019 mainly resulting from repayment of debt and dividend payments, which were partially offset by generation of cash from operating activities. As of December 31, 2019, Coca-Cola FEMSA's cash and cash equivalents were comprised of 55.0% U.S. dollars, 23.0% Mexican pesos, 13.0% Brazilian reais, 4.0% Colombian pesos, 1.0% Argentine pesos and 4.0% other legal currencies. Coca-Cola FEMSA believes that these funds, in addition to the cash generated by its operations, are sufficient to meet their own operating requirements.
- Future currency devaluations or the imposition of exchange controls in any of the countries where Coca-Cola FEMSA has operations, could have an adverse effect on Coca-Cola FEMSA's financial position and liquidity.
- As part of Coca-Cola FEMSA's financing policy, Coca-Cola FEMSA expects to continue to finance its liquidity needs mainly with cash flows from its operating activities. Nonetheless, as a result of regulations in certain countries where Coca-Cola FEMSA operates, it may not be beneficial or practicable for Coca-Cola FEMSA to remit cash generated in local operations to fund cash requirements in other countries. Exchange controls may also increase the real price of remitting cash to fund debt requirements in other countries. In the event that cash in these countries is not sufficient to fund future working capital requirements and capital expenditures, Coca-Cola FEMSA may decide, or be required, to fund cash requirements in these countries through local borrowings rather

than remitting funds from another country. In the future, Coca-Cola FEMSA may finance its working capital and capital expenditure needs with short-term or other borrowings.

- Coca-Cola FEMSA continuously evaluates opportunities to pursue acquisitions or engage in strategic transactions. Coca-Cola FEMSA would expect to finance any significant future transactions with a combination of any of cash, long-term indebtedness and the issuance of shares of its company.
- Coca-Cola FEMSA's financing, treasury and derivatives policies provide that its planning and finance committee is responsible for determining Coca-Cola FEMSA's overall financial strategy, including the dividends policy, investments of Coca-Cola FEMSA's funds, cash flow and working capital strategies, mergers and acquisitions, debt and equity issuances, repurchases of stock, financial derivative instruments strategies (only for hedging purposes), purchase and lease of assets and indebtedness of Coca-Cola FEMSA, among others; which is ultimately approved by Coca-Cola FEMSA's board of directors and implemented by its corporate finance department.

FEMSA Comercio

- As of December 31, 2019, FEMSA Comercio had total outstanding debt of Ps. 5,519 million. Short-term debt (including the current portion of long-term debt) and long-term debt were Ps. 2,654 million and Ps. 2,865 million, respectively. As of December 31, 2019, cash and cash equivalents were Ps. 8,750 million.

FEMSA and other businesses

- As of December 31, 2019, FEMSA and other businesses had total outstanding debt of Ps. 42,455 million, which is composed of Ps. 2,873 million of bank debt in other legal currencies, Ps. 5,593 million of Senior Notes due 2023, Ps. 12,943 million of Senior Notes due 2043 and Ps. 21,046 million of Senior Unsecured Notes due 2023. See "Item 5. Operating and Financial Review and Prospects—Liquidity and Capital Resources—Liquidity." FEMSA and other businesses' average cost of debt, after giving effect to interest rate swaps and cross-currency swaps, as of December 31, 2019, was 7.0% in Mexican pesos.

Contingencies

We have various loss contingencies, for which reserves have been recorded in those cases where we believe an unfavorable resolution is probable and can be reasonably quantified. See "Item 8. Financial Information—Legal Proceedings." Any amounts required to be paid in connection with these loss contingencies would be required to be paid from available cash.

The following table presents the nature and amount of loss contingencies recorded as of December 31, 2019:

| | Loss Contingencies As of December 31, 2019 (in millions of Mexican pesos) | |
|----------------|--|-------|
| Indirect taxes | Ps. | 5,062 |
| Legal | Ps. | 1,337 |
| Labor | Ps. | 2,455 |
| Total | Ps. | 8,854 |

As is customary in Brazil, we have been asked by the tax authorities to collateralize tax contingencies currently in litigation amounting to Ps. 10,471 million, Ps. 7,739 million and Ps. 9,433 million as of December 31, 2019, 2018 and 2017, respectively, by pledging fixed assets or providing bank guarantees.

We have other contingencies that, based on a legal assessment of their risk of loss, have been classified by our legal counsel as more than remote but less than probable. These contingencies have a financial impact that is disclosed as loss contingencies in the notes of the audited consolidated financial statements. These contingencies, or our assessment of them, may change in the future, and we may record reserves or be required to pay amounts in respect of these contingencies. As of

December 31, 2019, the aggregate amount of such contingencies for which we had not recorded a reserve was Ps. 81,683 million.

Capital Expenditures

For the past five years, we have had significant capital expenditure programs, which for the most part were financed with cash from operations. Capital expenditures reached Ps. 25,579 million in 2019, compared Ps. 24,266 million in 2018, an increase of 5.4%. The amount invested in 2019 was driven by additional investments at FEMSA Comercio, mainly related to the opening of new stores, drugstores and retail service stations. The principal components of our capital expenditures have been investments in placing coolers with retailers, returnable bottles and cases and distribution network expansion at Coca-Cola FEMSA and expansion of the Proximity Division, the Health Division and the Fuel Division, as mentioned above. See “Item 4. Information on the Company—Capital Expenditures and Divestitures.”

Expected Capital Expenditures for 2020

Our capital expenditure budget for 2020 is expected to be US\$ 1,138 million (Ps. 24,321 million). The following discussion is based on each of our sub-holding companies’ internal budgets. The capital expenditure plan for 2020 is subject to change based on market and other conditions, such as the recent outbreak of COVID-19, and the subsidiaries’ results and financial resources.

Coca-Cola FEMSA has budgeted approximately US\$ 648 million (Ps. 12,960 million) for its capital expenditures in 2020. Coca-Cola FEMSA’s capital expenditures in 2020 are primarily intended for:

- investments in production capacity;
- market investments;
- returnable bottles and cases;
- improvements throughout our distribution network; and
- investments in information technology.

Coca-Cola FEMSA estimates approximately 38.0% of its projected capital expenditures for 2020 will be for its Mexican territories and the remaining will be for its non-Mexican territories. Coca-Cola FEMSA believes that internally generated funds will be sufficient to meet its budgeted capital expenditure for 2020. Coca-Cola FEMSA’s capital expenditure plan for 2020 may change based on market and other conditions such as the recent outbreak of COVID-19, its results and financial resources.

The Proximity Division’s capital expenditures budget in 2020 is expected to total US\$ 602 million (Ps. 12,040 million), and will be allocated to the opening of new OXXO stores and the refurbishing of existing OXXO stores. In addition, investments are planned in FEMSA Comercio’s IT, ERP software updates and transportation equipment.

The Health Division’s capital expenditures budget in 2020 is expected to total US\$ 94 million (Ps. 1,880 million), and will be allocated to the opening of new drugstores and, to a lesser extent, the refurbishing of existing stores. In addition, investments are planned in warehouses, IT hardware and ERP software updates.

The Fuel Division’s capital expenditures budget in 2020 is expected to total US\$ 50 million (Ps. 991 million), and will be allocated to the opening of new service stations, to the refurbishing of existing OXXO GAS service stations and to adding vapor recovery units on the service stations.

Our capital expenditures budget in 2020 for Other Businesses is expected to total US\$ 103 million (Ps. 2,057 million), and will be allocated to our ancillary logistical and refrigeration businesses.

Hedging Activities

Our business activities require the holding or issuing of derivative instruments to hedge our exposure to market risks related to changes in interest rates, foreign currency exchange rates and commodity price risk. See “Item 11. Quantitative and Qualitative Disclosures about Market Risk.”

The following table provides a summary of the fair value of derivative financial instruments as of December 31, 2019. If such instruments are not traded in a formal market, fair value is determined by applying techniques based upon technical models we believe are supported by sufficient, reliable and verifiable market data, recognized in the financial sector.

| | Fair Value at December 31, 2019 | | | | |
|---|---------------------------------|--------------------|--------------------|-------------------------------|------------------|
| | Maturity less than 1 year | Maturity 1-3 years | Maturity 3-5 years | Maturity in excess of 5 years | Fair Value Asset |
| | (in millions of Mexican pesos) | | | | |
| Derivative financial instruments net position | Ps. 261 | Ps. 6,749 | Ps. (116) | Ps. (146) | Ps. 6,748 |

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Directors

Management of our business is vested in the board of directors and in our chief executive officer. Our bylaws provide that the board of directors will consist of no more than 21 directors and their corresponding alternate directors elected by our shareholders at the AGM. Directors are elected for a term of one year. Alternate directors are authorized to serve on the board of directors in place of their specific directors who are unable to attend meetings and may participate in the activities of the board of directors. Our bylaws provide that the holders of the Series B Shares elect at least 11 directors and that the holders of the Series D Shares elect five directors. See “Item 10. Additional Information—Bylaws.”

In accordance with our bylaws and article 24 of the Mexican Securities Law, at least 25% of the members of our board of directors must be independent (as defined by the Mexican Securities Law).

The board of directors may appoint interim directors in the event that a director is absent or an elected director and corresponding alternate are unable to serve. Such interim directors shall serve until the next AGM, at which the shareholders shall ratify or elect a replacement.

Our bylaws provide that the board of directors shall meet at least once every three months. Actions by the board of directors must be approved by at least a majority of the directors present and voting. The chairman of the board of directors, the chairman of our audit or corporate practices committee or at least 25% of our directors may call a board of directors’ meeting and include matters in the meeting agenda.

Our board of directors was elected at the AGM held on March 20, 2020, and currently comprises 18 directors and eight alternate directors. The following table sets forth the current members of our board of directors:

Series B Directors

| | | |
|--|---------------------------|--|
| José Antonio | Born: | 1954 |
| Fernández Carbajal ⁽¹⁾⁽²⁾ | First elected (Chairman): | 2001 |
| <i>Executive Chairman of the Board</i> | First elected (Director): | 1984 |
| | Term expires: | 2021 |
| | Principal occupation: | Executive Chairman of the board of directors of FEMSA |
| | Other directorships: | Chairman of the board of directors of Coca-Cola FEMSA, Fundación FEMSA A.C. (“Fundación FEMSA”) and Instituto Tecnológico y de Estudios Superiores de Monterrey (“ITESM”); member of the Heineken Holding Board, and vice-chairman of the Heineken Supervisory Board; chairman of the Americas Committee and member of the Preparatory Committee and Selection Appointment Committee of Heineken, N.V.; member of the board of directors of Industrias Peñoles, S.A.B. de C.V. (“Peñoles”); and member of the board of trustees of the Massachusetts Institute of Technology Corporation |
| | Business experience: | Joined FEMSA’s strategic planning department in 1988, after which he held managerial positions at FEMSA Cerveza’s commercial division and OXXO. He |

was appointed Deputy Chief Executive Officer of FEMSA in 1991 and Chief Executive Officer in 1995, a position he held until December 31, 2013. On January 1, 2014, he was appointed Executive Chairman of our board of directors

Education: Holds a degree in Industrial Engineering and a Master in Business Administration (“MBA”) from ITESM
 Alternate director: Federico Reyes García

Javier Gerardo
 Astaburuaga Sanjines

Born: 1959
 First elected: 2006
 Term expires: 2021
 Principal occupation: Vice-President of Corporate Development of FEMSA
 Other directorships: Alternate member of the board of directors of Coca-Cola FEMSA; member of the Heineken Supervisory Board; and member of the audit committee of Heineken N.V.; member of the finance and investment committee of ITESM; and member of the investment committee of Grupo Acosta Verde
 Business experience: Joined FEMSA as a financial information analyst and later acquired experience in corporate development, administration and finance, held various senior positions at FEMSA Cerveza between 1993 and 2001, including Chief Financial Officer, and for two years was FEMSA Cerveza’s Director of Sales for the north region of Mexico until 2003, in which year he was appointed FEMSA Cerveza’s Co-Chief Executive Officer; held the position of Chief Financial and Corporate Officer of FEMSA from 2006 to 2015
 Education: Holds an accounting degree from ITESM and is licensed as a certified public accountant

Barbara Garza Lagüera Gonda⁽³⁾

Born: 1959
 First elected: 1998
 Term expires: 2021
 Principal occupation: Private investor and president of the acquisitions committee of Coleccion FEMSA
 Other directorships: Vice-President of the board of directors of ITESM Campus Mexico City; member of the board of directors of Banco Santander Mexico, S.A., Institucion de Banca Multiple, Solfi, Promecap Acquisition Company S.A.B. de C.V., Fresnillo, Plc, Inmobiliaria Valmex, S.A. de C.V., Desarrollo Inmobiliario la Sierrita, S.A. de C.V., Refrigeración York, S.A. de C.V., Peñitas, S.A. de C.V., Controladora Pentafem, S.A.P.I. de C.V. and BECL, S.A. de C.V.; and member of the board of trustees of Fondo para la Paz, The International Council of the Museum of Modern Art, the Museum of Contemporary Art and Franz Mayer Museum
 Education: Holds a business administration degree from ITESM
 Alternate director: Eva María Lagüera Gonda⁽³⁾

Mariana Garza Lagüera Gonda⁽¹⁾
⁽³⁾

Born: 1970
 First elected: 1999
 Term expires: 2021
 Principal occupation: Private investor
 Other directorships: Member of the board of directors of ITESM, Museo de Historia Mexicana, Patronato Hospital Metropolitano Monterrey, A.C., Desarrollo Inmobiliario la Sierrita, S.A. de C.V., Refrigeración York, S.A. de C.V., Peñitas, S.A. de C.V., Controladora Pentafem, S.A.P.I. de C.V. and Monte Serena, S.A. de C.V.
 Education: Holds an industrial engineering degree from ITESM and a Master of International Management from the Thunderbird American Graduate School of International Management.

José Fernando Calderón Rojas⁽⁴⁾

Born: 1954
 First elected: 1984

| | | |
|---|-----------------------|---|
| | Term expires: | 2021 |
| | Principal occupation: | Chief Executive Officer and chairman of the board of directors of, Servicios Administrativos de Monterrey, S.A. de C.V., Franca Servicios, S.A. de C.V., Regio Franca, S.A. de C.V. and Franca Industrias, S.A. de C.V. |
| | Other directorships: | Member of the board of directors of Alfa, S.A.B. de C.V. (“Alfa”); member of the regional consulting board of BBVA Bancomer, S.A., (“BBVA”); member of the audit committee of Alfa; member of Fundación UANL, A.C. and founder of Centro Integral Down A.C.; President of Patronato del Museo del Obispaño A.C.; and member of the external advisory board of Facultad de Derecho y Criminología of the Universidad Autónoma de Nuevo León (“UANL”) |
| | Education: | Holds a law degree from UANL, completed specialization studies in tax at UANL and various courses in business administration by ITESM |
| | Alternate director: | Francisco José Calderón Rojas ⁽⁴⁾ |
| Alfonso Garza Garza ⁽⁵⁾⁽⁶⁾ | Born: | 1962 |
| | First elected: | 2001 |
| | Term expires: | 2021 |
| | Principal occupation: | Chief Executive Officer of Strategic Businesses of FEMSA |
| | Other directorships: | Member of the board of directors of ITESM and Grupo Nutec, S.A. de C.V. President of Fondo de Agua Metropolitano de Monterrey, A.C. and vice-chairman of the executive commission of Confederación Patronal de la República Mexicana, S.P. (“COPARMEX Nacional”) |
| | Business experience: | Has experience in several FEMSA business units and departments, including domestic sales, international sales, procurement and marketing, mainly at FEMSA Cerveza and as Chief Executive Officer of FEMSA Empaques |
| | Education: | Holds an industrial engineering degree from ITESM and an MBA from Instituto Panamericano de Alta Dirección de Empresa (“IPADE”) |
| | Alternate director: | Juan Carlos Garza Garza ⁽⁵⁾⁽⁶⁾ |
| Bertha Paula Michel González ⁽⁷⁾ | Born: | 1964 |
| | First elected: | 2020 |
| | Term expires: | 2021 |
| | Principal occupation: | Teacher at Universidad Nacional Autónoma de México (“UNAM”) |
| | Other directorships: | Alternate member of the board of directors of El Puerto de Liverpool, S.A.B. de C.V. (“Liverpool”) and Liceo Franco Mexicano, A.C. Member of the board of directors of Circulo Francés de México, A.C. and ITESM Zona Metropolitana |
| | Education: | Holds a basic biomedical research bachelor and master’s degree and a biotechnology doctorate degree from UNAM |
| | Alternate director: | Maximino José Michel González ⁽⁷⁾ |
| Alberto Bailleres González ⁽⁸⁾ | Born: | 1931 |
| | First elected: | 1989 |
| | Term expires: | 2021 |
| | Principal occupation: | Chairman of the boards of directors of the following companies which are part of Grupo BAL: Peñoles, Grupo Nacional Provincial, S.A.B. (“GNP”), Fresnillo Plc, Grupo Palacio de Hierro, S.A.B. de C.V., Grupo Profuturo, S.A.B. de C.V. and subsidiaries, Controladora Petrobal, S.A. de C.V., Energía Bal, S.A. de C.V., Energía Eléctrica Bal, S.A. de C.V., and Tane, S.A. de C.V.; and chairman of the governance board of Instituto Tecnológico Autónomo de México (“ITAM”) and founding member of Fundación Alberto Bailleres, A.C. |
| | Other directorships: | Member of the board of directors of Dine, S.A.B. de C.V., Grupo Televisa, S.A.B. (“Televisa”) and Grupo Kuo, S.A.B. de C.V.; and member of the Consejo Mexicano de Negocios |
| | Education: | Holds an economics degree and an Honorary Doctorate from ITAM |
| | Alternate director: | Alejandro Bailleres Gual ⁽⁸⁾ |

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| Francisco Javier Fernández Carbajal ⁽²⁾ | <p>Born: 1955</p> <p>First elected: 2004</p> <p>Term expires: 2021</p> <p>Principal occupation: Chief Executive Officer of Servicios Administrativos Contry, S.A. de C.V.</p> <p>Other directorships: Member of the board of directors of Visa, Inc., Alfa, and Cemex, S.A.B. de C.V.; and alternate member of the board of directors of Peñoles</p> <p>Education: Holds a mechanical and electrical engineering degree from ITESM and an MBA from Harvard University Business School</p> |
| Paulina Garza Lagüera Gonda ⁽³⁾ | <p>Born: 1972</p> <p>First elected: 2009</p> <p>Term expires: 2021</p> <p>Principal occupation: Private Investor</p> <p>Other directorships: Member of the board of directors of Controladora Pentafem, S.A.P.I. de C.V., Inmobiliaria Valmex, S.A. de C.V., Desarrollo Inmobiliaria La Sierrita, S.A. de C.V., Refrigeración York, S.A. de C.V. and Peñitas, S.A. de C.V.</p> <p>Education: Holds a business administration degree from ITESM</p> |
| Ricardo Ernesto Saldívar Escajadillo <i>Independent Director</i> | <p>Born: 1952</p> <p>First elected: 2006</p> <p>Term expires: 2021</p> <p>Principal Occupation: Private Investor</p> <p>Other directorships: Member of the board of directors of Axtel, S.A.B. de C.V., ITESM, Universidad TecMilenio and Grupo AIE</p> <p>Education: Holds a mechanical and industrial engineering degree from ITESM, a Master's degrees in systems engineering from Georgia Tech Institute and in executive studies from IPADE</p> <p>Alternate director: Francisco Zambrano Rodríguez</p> |
| Alfonso de Angoitia Noriega <i>Independent Director</i> | <p>Born: 1962</p> <p>First elected: 2015</p> <p>Term expires: 2021</p> <p>Principal Occupation: Co-Chief Executive Officer of Televisa</p> <p>Other directorships: Member of the board of directors of Televisa, Univision Communications, Inc., Banco Mercantil del Norte, S.A., Empresas Cablevisión, S.A. de C.V., Innova, S. de R.L. de C.V., Grupo Axi, S.A.P.I. de C.V. and Liberty Latin America</p> <p>Education: Holds a law degree from UNAM</p> |
| Miguel Eduardo Padilla Silva | <p>Born: 1955</p> <p>First elected: 2014</p> <p>Term expires: 2021</p> <p>Principal Occupation: Chief Executive Officer of FEMSA</p> <p>Other directorships: Member of the board of directors of Coca-Cola FEMSA, Grupo Lamosa, S.A.B. de C.V., Universidad Tec Milenio and Grupo Coppel, S.A. de C.V. ("Coppel")</p> <p>Business experience: Held the positions of Planning and Control Officer of FEMSA from 1997 to 1999 and Chief Executive Officer of the Strategic Procurement Business Division of FEMSA from 2000 to 2003. He held the position of Chief Executive Officer of FEMSA Comercio from 2004 to 2016 and prior to his current position, he held the position of Chief Financial and Corporate Officer of FEMSA from 2016 to 2018</p> <p>Education: Holds a mechanical engineering degree from ITESM, an MBA from Cornell University and executive management studies at IPADE</p> |

Series D Directors

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| Ricardo Guajardo Touché <i>Independent Director</i> | <p>Born: 1948</p> <p>First elected: 1988</p> <p>Term expires: 2021</p> <p>Principal occupation: Chairman of the board of directors of Solfi, S.A. de C.V.</p> <p>Other directorships: Member of the board of directors of Coca-Cola FEMSA, Grupo Financiero BBVA Bancomer, BBVA, Grupo Aeroportuario del Sureste, S.A. de C.V., Grupo Bimbo, S.A.B. de C.V. (“Bimbo”), ITESM and Vitro, S.A.B. de C.V. Honorary member of the board of directors of Liverpool</p> <p>Education: Holds an electrical engineering degree from ITESM and the University of Wisconsin and a master’s degree from the University of California at Berkeley</p> |
| Alfonso González Migoya <i>Independent Director</i> | <p>Born: 1945</p> <p>First elected: 2006</p> <p>Term expires: 2021</p> <p>Principal occupation: Business consultant and managing partner at Acumen Empresarial, S.A. de C.V.</p> <p>Other directorships: Chairman of the board of directors of Invercap Holdings, S.A.P.I. de C.V. and member of the board of directors of Coca-Cola FEMSA, Controladora Vuela Compañía de Aviación, S.A.B. de C.V., Pinturas Berel, S.A. de C.V. and Grupo Cuprum, S.A.P.I. de C.V. Member of the board of directors and member of the audit and corporate practices committee of Nemak, S.A.B. de C.V., Bolsa Mexicana de Valores, S.A.B. de C.V., Regional, S.A.B. de C.V., Servicios Corporativos JAVÉR, S.A.B. de C.V.</p> <p>Education: Holds a mechanical engineering degree from ITESM and an MBA from the Stanford University Graduate School of Business</p> <p>Alternate director: Enrique F. Senior Hernández</p> |
| Michael Larson <i>Independent Director</i> | <p>First elected: 2006</p> <p>Born: 1959</p> <p>First elected: 2011</p> <p>Term expires: 2021</p> <p>Principal occupation: Chief Investment Officer of William H. Gates III</p> <p>Other directorships: Member of the board of directors of Republic Services, Inc. and Ecolab, Inc., and eleven registered investment companies within the Western Asset Management fund complex</p> <p>Education: Holds an MBA from the University of Chicago and a BA from Claremont McKenna College</p> |
| Robert Edwin Denham <i>Independent Director</i> | <p>Born: 1945</p> <p>First elected: 2001</p> <p>Term expires: 2021</p> <p>Principal occupation: Partner at Munger, Tolles & Olson LLP</p> <p>Other directorships: Member of the board of directors of New York Times Company (Presiding Director) and Oaktree Capital Group, LLC</p> <p>Education: Holds a BA (<i>magna cum laude</i>) from the University of Texas, a JD (<i>magna cum laude</i>) from Harvard Law School and an MA in Government from Harvard University</p> |
| Víctor Alberto Tiburcio Celorio <i>Independent Director</i> | <p>Born: 1951</p> <p>First elected: 2018</p> <p>Term expires: 2021</p> <p>Principal occupation: Independent consultant</p> <p>Other directorships: Member of the board of directors and member of the audit committee of Coca-Cola FEMSA, Grupo Palacio de Hierro S.A.B. de CV., Grupo Financiero Scotiabank Inverlat, Profuturo Afore, S.A. de C.V., Grupo Nacional Provincial</p> |

Education

S.A.B. and Fresnillo, Plc; investor and member of the board of directors of TankRoom S.A.P.I. de C.V.

Holds a public accountant degree from IBERO and an MBA from ITAM

- (1) José Antonio Fernández Carbajal and Eva María Garza Lagüera Gonda are spouses.
- (2) José Antonio Fernández Carbajal and Francisco Javier Fernández Carbajal are siblings.
- (3) Mariana Garza Lagüera Gonda, Eva María Garza Lagüera Gonda, Paulina Garza Lagüera Gonda and Bárbara Garza Lagüera Gonda are siblings.
- (4) Francisco José Calderón Rojas and José Fernando Calderón Rojas are siblings.
- (5) Alfonso Garza Garza and Juan Carlos Garza Garza are siblings.
- (6) Juan Carlos Garza Garza and Alfonso Garza Garza are cousins of Eva María Garza Lagüera Gonda, Mariana Garza Lagüera Gonda, Paulina Garza Lagüera Gonda and Bárbara Garza Lagüera Gonda.
- (7) Bertha Michel González and Max Michel González are siblings.
- (8) Alberto Bailleres González is the father of Alejandro Bailleres Gual.

Senior Management

The names and positions of the members of our current senior management and that of our principal sub-holding companies, their dates of birth and information on their principal business activities both within and outside of FEMSA are as follows:

FEMSA

| | | |
|---|-----------------------------------|--|
| José Antonio Fernández Carbajal <i>Executive Chairman of the Board</i> | Born: | 1954 |
| | Joined FEMSA: | 1987 |
| | Appointed to current position: | 2001 |
| | Principal occupation: | Executive Chairman of the board of directors |
| | Directorships: | Chairman of the board of directors of FEMSA, Coca-Cola FEMSA, Fundación FEMSA and ITESM; member of the Heineken Holding Board, and vice-chairman of the Heineken Supervisory Board; chairman of the Americas Committee and member of the Preparatory Committee and Selection Appointment Committee of Heineken, N.V.; member of the board of directors of Peñoles and member of the board of trustees of the Massachusetts Institute of Technology Corporation |
| | Business experience: | Joined FEMSA's strategic planning department in 1988, after which he held managerial positions at FEMSA Cerveza's commercial division and OXXO. He was appointed Deputy Chief Executive Officer of FEMSA in 1991, and Chief Executive Officer in 1995, a position he held until December 31, 2013. On January 1, 2014, he was appointed Executive Chairman of our board of directors. |
| | Education: | Holds an industrial engineering degree and an MBA from ITESM |
| Miguel Eduardo Padilla Silva <i>Chief Executive Officer</i> | Born: | 1955 |
| | Joined FEMSA: | 1997 |
| | Appointed to current position: | 2018 |
| | Business experience within FEMSA: | Held the positions of Planning and Control Officer of FEMSA from 1997 to 1999 and Chief Executive Officer of the Strategic Procurement Business Division of FEMSA from 2000 to 2003. He held the position of Chief Executive Officer of FEMSA Comercio from 2004 to 2016 and prior to his current position, he held the position of Chief Financial and Corporate Officer of FEMSA from 2016 to 2018. |
| | Other business experience: | Had a 20-year career in Alfa, culminating with a ten-year tenure as Chief Executive Officer of Terza, S.A. de C.V.; his major areas of expertise include operational control, strategic planning and financial restructuring |
| | Directorships: | Member of the board of directors of FEMSA, Coca-Cola FEMSA, Lamosa, Universidad Tec Milenio and Coppel |

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| | Education: | Holds a mechanical engineering degree from ITESM, an MBA from Cornell University and executive management studies at IPADE |
| Javier Gerardo Astaburuaga Sanjines <i>Vice President of Corporate Development</i> | Born: 1959 Joined FEMSA: 1982 Appointed to current position: 2015 Business experience: Joined FEMSA as a financial information analyst and later acquired experience in corporate development, administration and finance; held various senior positions at FEMSA Cerveza between 1993 and 2001, including Chief Financial Officer, and for two years was FEMSA Cerveza's Director of Sales for the north region of México, until 2003, when he was appointed FEMSA Cerveza's Co-Chief Executive Officer; held the position of Chief Financial and Corporate Officer of FEMSA from 2006 to 2015 Directorships: Member of the board of directors of FEMSA, and the Heineken Supervisory Board; alternate member of the board of directors of Coca-Cola FEMSA; member of the audit committee of Heineken N.V., finances and investments committee of ITESM and of the investments committee of Grupo Acosta Verde Education: Holds an accounting degree from ITESM and is licensed as a certified public accountant | |
| Roberto Campa Cifrián <i>Vice President of Corporate Affairs</i> | Born: 1957 Joined FEMSA: 2019 Appointed to current position: 2019 Directorships: Chief Executive Officer and Chairman of the board of directors of Campa y Grassi S.C. Business Experience: Has an extensive professional career in the public, private and social sectors. His positions include those of Secretary of Labor and Social Welfare of the Federal Government; Undersecretary of the Interior; Federal Consumer Attorney; representative in the Legislative Assembly of the Federal District and Federal Deputy Education: Holds a law degree from Universidad Anahuac with studies in economics from ITAM | |
| Alfonso Garza Garza <i>Chief Executive Officer of Strategic Businesses</i> | Born: 1962 Joined FEMSA: 1985 Appointed to current position: 2009 Directorships: Member of the board of directors of FEMSA, ITESM and Grupo Nutec, S.A. de C.V. President of Fondo de Agua Metropolitano de Monterrey, A.C. and vice-chairman of the executive commission of COPARMEX Nacional Business experience: Has experience in several FEMSA business units and departments, including domestic sales, international sales, procurement and marketing, mainly at FEMSA Cerveza and as Chief Executive Officer of FEMSA Empaques Education: Holds an industrial engineering degree from ITESM and an MBA from IPADE | |
| José González Ornelas <i>Vice President of Administration and Corporate Control</i> | Born: 1951 Joined FEMSA: 1973 Appointed to current position: 2001 Business experience: Has held several managerial positions in FEMSA, including Chief Financial Officer of FEMSA Cerveza, Director of Planning and Corporate Development of FEMSA and Chief Executive Officer of FEMSA Logística, S.A. de C.V. Directorships: Member of the board of directors of Productora de Papel, S.A. de C.V. Education: Holds an accounting degree from UANL and has post graduate studies in business administration from IPADE | |
| Gerardo Estrada Attolini | Born: 1957 | |

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|---|-----------------------------------|--|
| <i>Director of Corporate Finance</i> | Joined FEMSA: | 2000 |
| | Appointed to current position: | 2006 |
| | Directorships: | Member of the audit and finance committee of Club Industrial, A.C. |
| | Business experience: | Held the position of Chief Financial Officer of FEMSA Cerveza from 2001 to 2006 and was Director of Corporate Finance of Grupo Financiero Bancomer from 1995 to 2000 |
| | Education: | Holds a degree in accounting and an MBA from ITESM |
| Carlos Eduardo Aldrete Ancira <i>General Counsel and Secretary of the Board of Directors</i> | Born: | 1956 |
| | Joined FEMSA: | 1979 |
| | Appointed to current position: | 1996 |
| | Directorships: | Secretary of the board of directors of FEMSA, Coca-Cola FEMSA and all other sub-holding companies of FEMSA. Alternate member of the board of directors of Industrias Mexstarch, S.A.P.I. de C.V. and alternate Secretary of the board of directors of ITESM and Jugos del Valle S.A.P.I. de C.V. |
| | Business experience: | Extensive experience in international business and financial transactions, debt issuances and corporate restructurings and expertise in securities and private mergers and acquisitions |
| | Education: | Holds a law degree from UANL and a master's degree in Corporate Law from the College of Law of the University of Illinois |
| <i>Coca-Cola FEMSA</i> | | |
| John Anthony Santa Maria Otazua <i>Chief Executive Officer of Coca-Cola FEMSA</i> | Born: | 1957 |
| | Joined FEMSA: | 1995 |
| | Appointed to current position: | 2014 |
| | Business experience within FEMSA: | Has served as Strategic Planning and Business Development Officer and Chief Operating Officer of the Mexican operations of Coca-Cola FEMSA. Has served as Strategic Planning and Commercial Development Officer and Chief Operating Officer of South America division of Coca-Cola FEMSA. He also has experience in several areas of Coca-Cola FEMSA, namely development of new products and mergers and acquisitions. |
| | Other business experience: | Has experience with different bottler companies in Mexico in areas such as Strategic Planning and General Management |
| | Directorships: | Member of the board of directors of Coca-Cola FEMSA, Gentera and member of the board of directors and commercial committee of Banco Compartamos, S.A., Institución de Banca Múltiple |
| | Education: | Holds a degree in Business Administration and an MBA with a major in Finance from Southern Methodist University |
| <i>FEMSA Comercio</i> | | |
| Daniel Alberto Rodríguez Cofré <i>Chief Executive Officer of FEMSA Comercio</i> | Born: | 1965 |
| | Joined FEMSA: | 2015 |
| | Appointed to current position: | 2016 |
| | Business experience: | Has broad experience in international finance in Latin America, Europe and Africa, held several financial roles at Shell International Group in Latin America |

Directorships:
Education:

and Europe. In 2008, he was appointed as Chief Financial Officer of Centros Comerciales Sudamericanos S.A., and from 2009 to 2014, he held the position of Chief Executive Officer at the same company. From 2015 to 2016, he was Chief Financial and Corporate Officer of FEMSA. Chairman of the board of Socofar, S.A. Holds a forest engineering degree from Austral University of Chile and an MBA from Adolfo Ibañez University

Compensation of Directors and Senior Management

The compensation of Directors is approved at the AGM. For the year ended December 31, 2019, the aggregate compensation paid by FEMSA to its directors by FEMSA was approximately Ps. 63 million. In addition, in the year ended December 31, 2019, Coca-Cola FEMSA paid approximately Ps. 20.5 million in aggregate compensation to the Directors and executive officers of FEMSA who also serve as directors on the board of Coca-Cola FEMSA.

For the year ended December 31, 2019, the aggregate compensation paid to executive officers and senior management of FEMSA and its subsidiaries was approximately Ps. 2,773 million. Aggregate compensation includes bonuses we paid to certain members of senior management and payments in connection with the EVA stock incentive plan described in the section below and in note 18 to our audited consolidated financial statements. Our senior management and executive officers participate in our benefit plan and post-retirement medical services plan on the same basis as our other employees. Members of our board of directors do not participate in our benefit plan and post-retirement medical services plan, unless they are retired employees of our company. As of December 31, 2019, amounts set aside or accrued for all employees under these retirement plans were Ps. 9,227 million, of which Ps. 2,880 million is already funded.

EVA Stock Incentive Plan

In 2004, we, along with our subsidiaries, commenced a new stock incentive plan for the benefit of our senior executives, which we refer to as the EVA stock incentive plan. This plan uses as its main evaluation metric the Economic Value Added (“EVA”) framework developed by Stern Value Management, a compensation consulting firm. Under the EVA stock incentive plan, eligible employees are entitled to receive a special cash bonus, which will be used to purchase shares of FEMSA (in the case of employees of FEMSA) or of both FEMSA and Coca-Cola FEMSA (in the case of employees of Coca-Cola FEMSA). Under the plan, it is also possible to provide stock options of FEMSA or Coca-Cola FEMSA to employees; however, since the plan’s inception, only shares have been granted.

Under this plan, each year, our Chief Executive Officer together with the Corporate Governance Committee of our board of directors, together with the Chief Executive Officer of the respective sub-holding company, determines the employees eligible to participate in the plan. A bonus formula is then created for each eligible employee, using the EVA framework, which determines the number of shares to be received by such employee. The terms and conditions of the share-based payment arrangement are then agreed upon with the eligible employee, such that the employee can begin to accrue shares under the plan. Until 2015, the shares vested ratably over a six-year period; from January 1, 2016, they will ratably vest over a four-year period, with retrospective effects. We account for the EVA stock incentive plan as an equity-settled share-based payment transaction, as we will ultimately settle our obligations with our employees by issuing our own shares or those of our subsidiary, Coca-Cola FEMSA.

The bonus amount is determined based on each eligible participant’s level of responsibility and based on the EVA generated by the applicable business unit the employee works for. The formula considers the employees’ level of responsibility within the organization, the employees’ evaluation and competitive compensation in the market. The bonus is granted to the eligible employee on an annual basis after withholding applicable taxes.

The shares are administered by a trust for the benefit of the eligible executives (the “Administrative Trust”). We created the Administrative Trust with the objective of administering the purchase of FEMSA and Coca-Cola FEMSA shares, so that the shares can then be assigned to the eligible executives participating in the EVA stock incentive plan. The Administrative Trust’s objectives are to acquire shares of FEMSA or of Coca-Cola FEMSA and to manage the shares granted to the individual employees based on instructions set forth by the Technical Committee of the Administrative Trust. Once the shares are acquired following the Technical Committee’s instructions, the Administrative Trust assigns to each participant their respective rights. As the trust is controlled and therefore consolidated by FEMSA, shares purchased in the market and held within the Administrative Trust are presented as treasury stock (as it relates to FEMSA’s shares) or as a reduction of the

non-controlling interest (as it relates to Coca-Cola FEMSA's shares). Should an employee leave prior to their shares vesting, they would lose the rights to such shares, which would then remain within the Administrative Trust and be able to be reallocated to other eligible employees as determined by us. The incentive plan target is expressed in months of salary, and the final amount payable is computed based on a percentage of compliance with the goals established every year.

All shares held in the Administrative Trust are considered outstanding for diluted earnings per share purposes, and dividends on shares held by the trusts are charged to retained earnings.

As of April 13, 2020, the trust that manages the EVA stock incentive plan held a total of 3,757,317 BD Units of FEMSA and 1,514,163 BL Units of Coca-Cola FEMSA, each representing 0.17% and 0.04% of the total number of shares outstanding of FEMSA and of Coca-Cola FEMSA, respectively.

Insurance Policies

We maintain life insurance policies for all of our employees. These policies mitigate the risk of having to pay benefits in the event of an industrial accident, natural or accidental death within or outside working hours and total and permanent disability. We maintain a directors' and officers' insurance policy covering all directors and certain key executive officers for liabilities incurred in their capacities as directors and officers.

Ownership by Management

Several of our directors are participants of a voting trust. Each of the trust participants of the voting trust is deemed to have beneficial ownership with shared voting power over the shares deposited in the voting trust. As of March 20, 2020, 6,922,134,985 Series B Shares representing 74.86% of the outstanding Series B Shares were deposited in the voting trust. See "Item 7. Major Shareholders and Related Party Transactions."

The following table shows the Series B Shares, Series D-B Shares and Series D-L Shares as of March 20, 2020 beneficially owned by our directors and alternate directors who are participants in the voting trust, other than shares deposited in the voting trust:

| Beneficial Owner | Series B | | Series D-B | | Series D-L | |
|---|------------|------------------|------------|------------------|------------|------------------|
| | Shares | Percent of Class | Shares | Percent of Class | Shares | Percent of Class |
| Eva María Garza Lagüera Gonda | 2,768,980 | 0.03% | 5,470,960 | 0.13% | 5,470,960 | 0.13% |
| Mariana Garza Lagüera Gonda | 2,815,480 | 0.03% | 5,630,960 | 0.13% | 5,630,960 | 0.13% |
| Bárbara Garza Lagüera Gonda | 2,665,480 | 0.03% | 5,330,960 | 0.12% | 5,330,960 | 0.12% |
| Paulina Garza Lagüera Gonda | 2,665,480 | 0.03% | 5,330,960 | 0.12% | 5,330,960 | 0.12% |
| Alberto Baïlles González | 9,668,801 | 0.10% | 12,051,322 | 0.28% | 12,051,322 | 0.28% |
| Alfonso Garza Garza | 70,932,163 | 0.77% | 1,840,956 | 0.04% | 1,840,956 | 0.04% |
| Juan Carlos Garza Garza | 70,232,835 | 0.76% | 0 | 0.00% | 0 | 0.00% |
| Maximino Michel González | 5,629,341 | 0.06% | 11,258,682 | 0.26% | 11,258,682 | 0.26% |
| Francisco José Calderón Rojas and José Fernando Calderón Rojas ⁽¹⁾ | 8,376,504 | 0.09% | 16,558,258 | 0.38% | 16,558,258 | 0.38% |

(1) Shares beneficially owned through various family-controlled entities.

To our knowledge, no other director or officer is the beneficial owner of more than 1% of any class of our capital stock.

Board Practices

Our bylaws state that the board of directors will meet at least once every three months following the end of each quarter to discuss our operating results and the advancement in the achievement of strategic objectives. Our board of directors can also hold extraordinary meetings. See "Item 10. Additional Information—Bylaws."

Under our bylaws, directors serve one-year terms, although they continue in office even after the term for which they were appointed ends for up to 30 calendar days, as set forth in article 24 of Mexican Securities Law. None of our directors or

senior managers of our subsidiaries has service contracts providing for benefits upon termination of employment, other than post-retirement medical services plans and post-retirement pension plans for our senior managers on the same basis as our other employees.

Our board of directors is supported by committees, which are working groups that analyze issues and provide recommendations to the board of directors regarding their respective areas of focus. The executive officers interact periodically with these committees to address management issues. Each committee has a secretary who attends meetings but is not a member of the committee. The following are the three committees of the board of directors, the members of which were elected at our AGM on March 20, 2020:

- *Audit Committee.* The Audit Committee is responsible for (1) reviewing the accuracy and integrity of quarterly and annual financial statements in accordance with accounting, internal control and auditing requirements, (2) the recommendation on the appointment, compensation, retention and oversight of the independent auditor, who reports directly to the Audit Committee and (3) identifying and following-up on contingencies and legal proceedings. The Audit Committee has implemented procedures for receiving, retaining and addressing complaints regarding accounting, internal control and auditing matters, including the submission of confidential, anonymous complaints from employees regarding questionable accounting or auditing matters. Pursuant to the Mexican Securities Law, the chairman of the audit committee is elected by the shareholders at the AGM. The chairman of the Audit Committee submits a quarterly and an annual report to the board of directors of the Audit Committee's activities performed during the corresponding fiscal year, and the annual report is submitted at the AGM for approval. To carry out its duties, the Audit Committee may hire independent counsel and other advisors. As necessary, our company compensates the independent auditor and any outside advisor hired by the Audit Committee and provides funding for ordinary administrative expenses incurred by the Audit Committee in the course of its duties. The current Audit Committee members are: Victor Alberto Tiburcio Celorio (chairman and financial expert), Alfonso González Migoya and Francisco Zambrano Rodríguez. Each member of the Audit Committee is an independent director, as required by the Mexican Securities Law and applicable U.S. Securities Laws and applicable NYSE listing standards. The secretary (non-member) of the Audit Committee is José González Ornelas, FEMSA's Vice President of Administration and Corporate Control.
- *Strategy and Finance Committee.* The Strategy and Finance Committee's responsibilities include (1) evaluating the investment and financing policies of our company; (2) evaluating the risk factors to which our company is exposed, as well as evaluating its management policies; (3) making recommendations on our dividend policy; (4) strategic analysis and assessment of our business units and strategic alternatives for their growth and (5) making recommendations to our board of directors on annual operation plans and strategic projects for our business units. The current Strategy and Finance Committee members are: Ricardo Guajardo Touché (chairman), Michael Larson, Federico Reyes García, Robert E. Denham, Francisco Javier Fernández Carbajal, Enrique F. Senior Hernández, José Antonio Fernández Carbajal, Ricardo Saldivar Escajadillo and Javier Gerardo Astaburuaga Sanjines. The secretary (non-member) of the Strategy and Finance Committee is Eugenio Garza y Garza.
- *Corporate Practices Committee.* The Corporate Practices Committee is responsible for preventing or reducing the risk of performing operations that could damage the value of our company or that benefit a particular group of shareholders. The committee may call a shareholders' meeting and include matters on the agenda for that meeting that it may deem appropriate, approve policies on the use of our company's assets or related-party transactions, approve the compensation of the Chief Executive Officer and relevant officers and support our board of directors in the elaboration of reports on accounting practices. Pursuant to the Mexican Securities Law, the chairman of the Corporate Practices Committee is elected by the shareholders at the AGM. The chairman of the Corporate Practices Committee submits a quarterly and an annual report to the board of directors of the Corporate Practices Committee's activities performed during the corresponding fiscal year, and the annual report is submitted at the AGM for approval. The members of the Corporate Practices Committee are: Ricardo Saldivar Escajadillo (chairman), Robert E. Denham and Ricardo Guajardo Touché. Each member of the Corporate Practices Committee is an independent director. The secretary (non-member) of the Corporate Practices Committee is Raymundo Yutani Vela.

Employees

As of December 31, 2019, our headcount by geographic region was as follows: 238,404 in Mexico, 8,366 in Central America, 14,845 in Colombia, 3,358 in Venezuela, 27,796 in Brazil, 2,198 in Argentina, 1,199 in the United States, 4,502 in Ecuador, 610 in Peru, 919 in Uruguay and 12,459 in Chile. We include in the headcount employees of third-party distributors

and non-management store employees. The table below sets forth headcount for the years ended December 31, 2019, 2018 and 2017:

| | 2019 | | | 2018 | | | 2017 | | |
|--------------------------------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|
| | Non-Union | Union | Total | Non-Union | Union | Total | Non-Union | Union | Total |
| Sub-holding company: | | | | | | | | | |
| Coca-Cola FEMSA ⁽¹⁾ | 33,991 | 48,195 | 82,186 | 35,014 | 48,350 | 83,364 | 32,504 | 47,132 | 79,636 |
| FEMSA Comercio | | | | | | | | | |
| Proximity Division ⁽¹⁾⁽²⁾ | 78,958 | 84,311 | 163,269 | 70,605 | 71,823 | 142,428 | 69,967 | 59,788 | 129,755 |
| Fuel Division ⁽¹⁾ | 993 | 6,710 | 7,703 | 952 | 6,211 | 7,163 | 798 | 5,041 | 5,839 |
| Health Division ⁽¹⁾ | 3,955 | 23,651 | 27,606 | 3,212 | 18,762 | 21,974 | 3,211 | 18,282 | 21,493 |
| Other ⁽¹⁾ | 14,352 | 19,540 | 33,892 | 16,038 | 26,106 | 42,144 | 26,561 | 31,743 | 58,304 |
| Total | <u>132,249</u> | <u>182,407</u> | <u>314,656</u> | <u>125,821</u> | <u>171,252</u> | <u>297,073</u> | <u>133,041</u> | <u>161,986</u> | <u>295,027</u> |

(1) Includes employees of third-party distributors, whom we do not consider to be our employees, amounting to 12,023, 12,870 and 15,917 in 2019, 2018 and 2017.

(2) Includes non-management store employees, whom we do not consider to be our employees, amounting to 60,757, 54,332 and 57,321 in 2019, 2018 and 2017.

As of December 31, 2019, our subsidiaries had entered 679 collective bargaining or similar agreements with 239 labor unions. In the opinion of management, we generally have a good relationship with the labor unions.

In the weeks leading up to this report, in response to the COVID-19 outbreak, we have taken preventive measures at our facilities to ensure continued operations and to keep our teams healthy and safe. As part of those preventive measures, we have advised our employees to reduce large gatherings and increase social distancing, and we have encouraged office-based employees to work from home. In addition, we have created and implemented internal protocols to respond to any suspected or diagnosed cases of COVID-19 among our workforce.

The table below sets forth the number of collective bargaining agreements and unions for our employees:

**Collective Bargaining Labor Agreements between
Sub-holding Companies and Unions
As of December 31, 2019**

| Sub-holding Company | Collective Bargaining Agreements | Labor Unions |
|-------------------------------|----------------------------------|--------------|
| Coca-Cola FEMSA | 190 | 108 |
| FEMSA Comercio ⁽¹⁾ | 200 | 17 |
| Others | 289 | 114 |
| Total | <u>679</u> | <u>239</u> |

(1) Does not include non-management store employees, who are employed directly by each individual store.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

Major Shareholders

The following table identifies each owner of more than 5% of any class of our shares known to our company as of March 20, 2020. Except as described below, we are not aware of any holder of more than 5% of any class of our shares. Only the Series B Shares have full voting rights under our bylaws.

Ownership of Capital Stock as of March 20, 2020

| | Series B Shares ⁽¹⁾ | | Series D-B Shares ⁽²⁾ | | Series D-L Shares ⁽³⁾ | | Total Shares of FEMSA Capital Stock |
|--|--------------------------------|---------------------|----------------------------------|---------------------|----------------------------------|---------------------|---|
| | Shares Owned | Percent of Class | Shares Owned | Percent of Class | Shares Owned | Percent of Class | |
| Shareholder | | | | | | | |
| Technical Committee and Trust Participants under the Voting Trust ⁽⁴⁾ | 6,922,134,985 | 74.86% | | | | | 38.69% |
| William H. Gates III ⁽⁵⁾ | 278,873,490 | 3.02% | 557,746,980 | 12.9% | 557,746,980 | 12.9% | 7.79% |
| Invesco Advisers, Inc. | 190,063,418 | 2.06% | 380,126,836 | 8.79% | 380,126,836 | 8.79% | 5.31% |

(1) As of March 20, 2020, there were 2,161,177,770 Series B Shares outstanding.

(2) As of March 20, 2020, there were 4,322,355,540 Series D-B Shares outstanding.

(3) As of March 20, 2020, there were 4,322,355,540 Series D-L Shares outstanding.

(4) As a consequence of the voting trust's internal procedures, the following trust participants are deemed to have beneficial ownership with shared voting power over those same deposited shares: BBVA Bancomer, S.A., as Trustee under Trust No. F/25078-7 (controlled by the estate of Max Michel Suberville), J.P. Morgan Trust Company (New Zealand) Limited as Trustee under a trust controlled by Paulina Garza Lagüera Gonda, Max Brittingham, Maia Brittingham, Bárbara Garza Lagüera Gonda, Bárbara Braniff Garza Lagüera, Eugenia Braniff Garza Lagüera, Lorenza Braniff Garza Lagüera, Mariana Garza Lagüera Gonda, Paula Treviño Garza Lagüera, Inés Treviño Garza Lagüera, Eva Maria Garza Lagüera Gonda, Eugenio Fernández Garza Lagüera, Daniela Fernández Garza Lagüera, Eva María Fernández Garza Lagüera, José Antonio Fernández Garza Lagüera, Eva Gonda Rivera, Consuelo Garza Lagüera de Garza, Alfonso Garza Garza, Juan Pablo Garza García, Alfonso Garza García, María José Garza García, Eugenia Maria Garza García, Patricio Garza Garza, Viviana Garza Zambrano, Patricio Garza Zambrano, Marigel Garza Zambrano, Ana Isabel Garza Zambrano, Juan Carlos Garza Garza, José Miguel Garza Celada, Gabriel Eugenio Garza Celada, Ana Cristina Garza Celada, Juan Carlos Garza Celada, Eduardo Garza Garza, Eduardo Garza Páez, Balbina Consuelo Garza Páez, Eugenio Andrés Garza Páez, Eugenio Garza Garza, Camila Garza Garza, Ana Sofia Garza Garza, Celina Garza Garza, Marcela Garza Garza, Carolina Garza Villarreal, Alepage, S.A. (controlled by Consuelo Garza Lagüera de Garza), Alberto Bailleres González, Maria Teresa Gual de Bailleres, Corbal, S.A. de C.V. (controlled by Alberto Bailleres González), BBVA Bancomer, S.A., as Trustee under Trust No. F/29490-0 (controlled by Alberto, Susana and Cecilia Bailleres), Magdalena Michel de David, the estate of Max Michel Suberville, Max David Michel, Juan David Michel, Monique David de VanLathem, Renee Michel de Guichard, Magdalena Guichard Michel, Rene Guichard Michel, Miguel Guichard Michel, Graciano Guichard Michel, Juan Guichard Michel, BBVA Bancomer, S.A., as Trustee under Trust No. F/710004 (controlled by Magdalena Michel de David), BBVA Bancomer, S.A., as Trustee under Trust No. F/700005 (controlled by Renee Michel de Guichard), Franca Servicios, S.A. de C.V. (controlled by the Calderón Rojas family), and BBVA Bancomer, S.A. as Trustee under Trust No. F/29013-0 (controlled by the Calderón Rojas family).

(5) Includes aggregate shares beneficially owned by Cascade Investments, LLC, over which William H. Gates III has sole voting and dispositive power.

As of March 31, 2020, there were 43 holders of record of ADSs in the United States, which represented approximately 46.6% of our outstanding BD Units. Since a substantial number of ADSs are held in the name of nominees of the beneficial owners, including the nominee of The Depository Trust Company, the number of beneficial owners of ADSs is substantially greater than the number of record holders of these securities.

Related-Party Transactions

Voting Trust

The trust participants, who are our major shareholders, agreed on May 6, 1998 to deposit a majority of their shares, which we refer to as the trust assets, of FEMSA into the voting trust, and later entered into an amended agreement on August 8, 2005, following the substitution by Banco Invex, S.A. as trustee to the voting trust, which agreement was subsequently renewed on March 15, 2013. The primary purpose of the voting trust is to permit the trust assets to be voted as a block, in accordance with the instructions of the technical committee of the voting trust. The trust participants are separated into seven trust groups, and the technical committee comprises one representative appointed by each trust group. The number of B Units corresponding with each trust group (the proportional share of the shares deposited in the trust of such group) determines the number of votes that each trust representative has on the technical committee. Most matters are decided by a simple majority of the trust assets.

The trust participants agreed to certain transfer restrictions with respect to the trust assets. The trust is irrevocable, for a term that will conclude on December 31, 2030 (subject to additional ten-year renewal terms), during which time trust assets may be transferred by trust participants to spouses and immediate family members and, subject to certain conditions, to companies that are 100% owned by trust participants, which we refer to as the permitted transferees, provided in all cases that the transferee agrees to be bound by the terms of the voting trust. In the event that a trust participant wishes to sell part of its trust assets to someone other than a permitted transferee, the other trust participants have a right of first refusal to purchase the trust assets that the trust participant wishes to sell. If none of the trust participants elects to acquire the trust assets from the selling trust participant, the technical committee will have a right to nominate (subject to the approval of technical

committee members representing 75% of the trust assets, excluding trust assets that are the subject of the sale) a purchaser for such trust assets. In the event that none of the trust participants or a nominated purchaser elects to acquire trust assets, the selling trust participant will have the right to sell the trust assets to a third-party on the same terms and conditions that were offered to the trust participants. Acquirors of trust assets will only be permitted to become parties to the voting trust upon the affirmative vote by the technical committee of at least 75% of the trust shares, which must include trust shares represented by at least three trust group representatives. In the event that a trust participant holding a majority of the trust assets elects to sell its trust assets, the other trust participants have “tag along” rights that will enable them to sell their trust assets to the acquiror of the selling trust participant’s trust assets.

Because of their ownership of a majority of the Series B Shares, the trust participants may be deemed to control our company. Other than as a result of their ownership of the Series B Shares, the trust participants do not have any voting rights that are different from those of other shareholders.

Interest of Management in Certain Transactions

The following is a summary of: (i) the main transactions we have entered into with entities for which members of our board of directors or management serve as a member of the board of directors or management, (ii) the main transactions our subsidiaries have entered into with entities for which members of their board of directors or management serve as members of the board of directors or management, and (iii) the main transactions our subsidiaries have entered into with related entities. Each of these transactions was entered into in the ordinary course of business, and we believe each is on terms comparable to those that could be obtained in arm’s length negotiations with unaffiliated third parties. Under our bylaws, transactions entered with related parties not in the ordinary course of business are subject to the approval of our board of directors, subject to the prior opinion of the corporate practices committee.

José Antonio Fernández Carbajal, our Executive Chairman of the Board, serves as a member of the Heineken Holding Board and the Heineken Supervisory Board. Javier Astaburuaga Sanjines, our Vice President of Corporate Development, also serves on the Heineken Supervisory Board. We made purchases of beer and raw materials in the ordinary course of business from the Heineken Group in the amount of Ps. 25,215 million in 2019, Ps. 27,999 million in 2018 and Ps. 24,942 million in 2017. We also supplied logistics and administrative services to subsidiaries of Heineken for a total of Ps. 3,380 million in 2019, Ps. 3,265 million in 2018 and Ps. 3,570 million in 2017. As of the end of December 31, 2019, 2018 and 2017, our net balance due to Heineken amounted to Ps. 1,393, Ps. 2,181 and Ps. 1,730 million, respectively.

We, along with certain of our subsidiaries, regularly engage in financing and insurance coverage transactions, including entering into loans and bond offerings in the local capital markets, with subsidiaries of Grupo Financiero BBVA Bancomer, a financial services holding company of which Ricardo Guajardo Touché, who is also a director of FEMSA and Coca-Cola FEMSA, is a director. We made interest expense payments and fees paid to Grupo Financiero BBVA Bancomer in respect of these transactions of Ps. 144 million, Ps. 230 million and Ps. 53 million as of December 31, 2019, 2018 and 2017, respectively. The total amount due to Grupo Financiero BBVA Bancomer as of the end of December 31, 2019, 2018 and 2017 was Ps. 1,696 million, Ps. 4,093 million and Ps. 352 million, respectively, and we also had a receivable balance with Grupo Financiero BBVA Bancomer of Ps. 6,798, Ps. 11,509 million, and Ps. 1,496 million, respectively, as of December 31, 2019, 2018 and 2017.

Until 2018, we maintained an insurance policy covering utility cars issued by GNP, an insurance company of which Alberto Bailleres González and Maximino Michel González, directors of FEMSA, Víctor Alberto Tiburcio Celorio, director of FEMSA and Coca-Cola FEMSA and Alejandro Bailleres Gual, alternate director of FEMSA, are directors. The aggregate amount of premiums paid under the policy was Ps. 12 million and Ps. 32 million in 2018 and 2017, respectively.

We, along with certain of our subsidiaries, spent Ps. 115 million, Ps. 113 million and Ps. 107 million in the ordinary course of business in 2019, 2018 and 2017, respectively, in publicity and advertisement purchased from Televisa, a media corporation in which our directors Alberto Bailleres González and Alfonso de Angoitia Noriega and our alternate director and director of Coca-Cola FEMSA, Enrique F. Senior Hernández, serve as directors.

FEMSA Comercio, in its ordinary course of business, purchased Ps. 6,194 million, Ps. 5,763 million and Ps. 4,802 million in 2019, 2018 and 2017, respectively, in baked goods and snacks for its stores from subsidiaries of Bimbo, of which Ricardo Guajardo Touché, one of FEMSA’s directors, Daniel Servitje Montull, one of Coca-Cola FEMSA’s directors, and Jaime A. El Koury, one of Coca-Cola FEMSA’s alternate directors, are directors. FEMSA Comercio also

purchased Ps. 1,606 million, Ps. 1,656 million and Ps. 1,290 million in 2019, 2018 and 2017, respectively, in juices from subsidiaries of Jugos del Valle.

José Antonio Fernández Carbajal, Eva Maria Garza Lagüera Gonda, Mariana Garza Lagüera Gonda, Ricardo Guajardo Touché, Alfonso Garza Garza and Ricardo Saldivar Escajadillo, who are directors or alternate directors of FEMSA or Coca-Cola FEMSA, are also members of the board of directors of ITESM, also, Carlos Aldrete Ancira, Secretary of the Board of Directors of FEMSA and Coca-Cola FEMSA, is alternate secretary of the board of directors of ITESM, which is a prestigious university system with headquarters in Monterrey, Mexico that routinely receives donations from FEMSA and its subsidiaries. For the years ended December 31, 2019, 2018 and 2017 donations to ITESM amounted to Ps. 215 million, Ps. 192 million and Ps. 108 million, respectively.

José Antonio Fernández Carbajal, Alfonso Garza Garza, Federico Reyes Garcia, Javier Astaburuaga Sanjines, Miguel Eduardo Padilla Silva, José González Ornelas, John Anthony Santa Maria Otazua, Charles H. McTier, Carlos Aldrete Ancira and Daniel Alberto Rodríguez Cofré, who are directors, alternate directors or senior officers of FEMSA or Coca-Cola FEMSA, are also members of the board of directors of Fundación FEMSA, A.C., which is a social investment instrument for communities in Latin America. For the years ended December 31, 2019, 2018 and 2017, donations to Fundación FEMSA, A.C. amounted to Ps. 195 million, Ps. 232 million and Ps. 23 million, respectively.

Business Transactions between Coca-Cola FEMSA, FEMSA and The Coca-Cola Company

Coca-Cola FEMSA regularly engages in transactions with TCCC and its affiliates. Coca-Cola FEMSA purchases all of its concentrate requirements for *Coca-Cola* trademark beverages from affiliates of TCCC. Total expenses charged to Coca-Cola FEMSA by TCCC for concentrates were Ps. 34,063 million, Ps. 32,379 million and Ps. 30,758 million (excluding expenses from KOF Philippines) in 2019, 2018 and 2017, respectively. Coca-Cola FEMSA and TCCC pay and reimburse each other for marketing expenditures. TCCC also makes contributions to Coca-Cola FEMSA that Coca-Cola FEMSA generally uses for initiatives that promote volume growth of *Coca-Cola* trademark beverages, including the placement of coolers with retailers. Coca-Cola FEMSA received contributions to its marketing expenses of Ps. 2,274 million, Ps. 3,542 million and Ps. 4,023 million in 2019, 2018 and 2017, respectively.

In 2007 and 2008, Coca-Cola FEMSA sold most of its proprietary brands to TCCC. The proprietary brands are licensed back to Coca-Cola FEMSA by TCCC pursuant to its bottler agreements.

In Argentina, Coca-Cola FEMSA purchases plastic preforms, as well as returnable plastic bottles, at competitive prices from Andina Empaques S.A., a local subsidiary of Embotelladora Andina S.A., a bottler of TCCC with operations in Argentina, Chile, Brazil and Paraguay in which TCCC has a substantial interest.

Coca-Cola FEMSA purchases products from Jugos del Valle, a Mexican joint business acquired together with TCCC, in the amount of Ps. 2,863 million, Ps. 2,872 million and Ps. 2,604 million in 2019, 2018 and 2017, respectively, which is mainly related to certain juice-based beverages and dairy products that are part of Coca-Cola FEMSA's product portfolio. As of April 10, 2020, Coca-Cola FEMSA held a 28.8% interest in Jugos del Valle.

Coca-Cola FEMSA purchases products from Leão Alimentos, a Brazilian business acquired together with TCCC, in the amount of Ps. 1,867 million, Ps. 2,654 million and Ps. 4,010 million in 2019, 2018 and 2017, respectively, which is mainly related to certain juice-based beverages and teas that are part of Coca-Cola FEMSA's product portfolio. As of April 10, 2020, Coca-Cola FEMSA held a 24.7% indirect interest in Leão Alimentos.

ITEM 8. FINANCIAL INFORMATION

Consolidated Financial Statements

See pages F-1 through F-185, incorporated herein by reference.

Dividend Policy

For a discussion of our dividend policy, See "Item 3. Key Information—Dividends" and "Item 10. Additional Information."

Legal Proceedings

We are party to various legal proceedings in the ordinary course of business. Other than as disclosed in this annual report, we are not currently involved in any litigation or arbitration proceeding, including any proceeding that is pending or threatened of which we are aware, which we believe will have, or has had, a material adverse effect on our company. Other legal proceedings that are pending against or involve us and our subsidiaries are incidental to the conduct of our and their business. We believe that the ultimate resolution of such other proceedings individually or on an aggregate basis will not have a material adverse effect on our consolidated financial condition or results.

Coca-Cola FEMSA

Mexico

Waste Management Legislative Reform. On June 28, 2019, the government of the state of Oaxaca, Mexico amended the Law for the Prevention and Integral Management of Solid Waste (*Ley para la Prevención y Gestión Integral de los Residuos Sólidos*) to prohibit the use, sale and distribution of single-use PET bottles for water and all other beverages in the state of Oaxaca. As a result of this amendment, on July 30, 2019, two of Coca-Cola FEMSA's Mexican subsidiaries filed a legal recourse against the amended law that is still pending resolution.

Brazil

Arbitration with Heineken Brazil. In July 2017, Heineken Brazil issued a notice of termination with respect to the agreement under which Coca-Cola FEMSA distributes and sells *Heineken* beer products in Coca-Cola FEMSA's Brazilian territories. Because the agreement is scheduled to expire in 2022, this dispute was submitted to an arbitration proceeding. On October 31, 2019, the arbitration tribunal issued an award confirming that the distribution agreement pursuant to which Coca-Cola FEMSA distributes Kaiser's portfolio in Brazil, including *Heineken* beer, shall continue in full force and effect until and including March 19, 2022.

Arbitration with Unilever Brazil. In May 2018, Unilever Brazil notified Coca-Cola FEMSA of its decision to add certain charges to the selling price of AdeS products under the supply agreement with Coca-Cola FEMSA and other Brazilian bottlers. Coca-Cola FEMSA and the other Brazilian bottlers disagreed with such charges, and an arbitration proceeding was brought by Unilever Brazil against Coca-Cola FEMSA and the other Brazilian bottlers. The arbitration panel has been installed, and the process is currently ongoing. An unfavorable outcome in this proceeding could have an adverse impact on Coca-Cola FEMSA's Brazilian AdeS business.

Legal Proceeding against Heineken Brazil. In January 2020, Coca-Cola FEMSA's Brazilian subsidiary, together with the Brazilian association of *Coca-Cola* bottlers and other Brazilian bottlers, filed a lawsuit against Heineken and Heineken Brazil seeking indemnification and asserting the right to distribute beer *Kirin* as part of its Heineken portfolio in Brazil.

Significant Changes

Except as disclosed under "Corporate History and Recent Developments" in Item 4, no significant changes have occurred since the date of the annual financial statements included in this annual report.

ITEM 9. THE OFFER AND LISTING

Description of Securities

We have three series of capital stock, each with no par value:

- Series B Shares ("Series B Shares");
- Series D-B Shares ("Series D-B Shares"); and
- Series D-L Shares ("Series D-L Shares").

Series B Shares have full voting rights, and Series D-B and D-L Shares have limited voting rights. The shares of our company are not separable and may be transferred only in the following forms:

- B Units, consisting of five Series B Shares; and
- BD Units, consisting of one Series B Share, two Series D-B Shares and two Series D-L Shares.

At our AGM held on March 29, 2007, our shareholders approved a three-for-one stock split in respect all of our outstanding capital stock, which became effective in May 2007. Following the stock split, our total capital stock consists of 2,161,177,770 BD Units and 1,417,048,500 B Units. Our stock split also resulted in a three-for-one stock split of our ADSs. The stock-split was conducted on a pro-rata basis in respect of all holders of our shares and all ADS holders of record as of May 25, 2007, and the ratio of voting and non-voting shares was maintained, thereby preserving our ownership structure as it was prior to the stock-split.

On April 22, 2008, FEMSA shareholders approved a proposal to amend our bylaws in order to preserve the unit structure for our shares that has been in place since May 1998, and to maintain our existing share structure beyond May 11, 2008, absent further shareholder action.

Previously, our bylaws provided that on May 11, 2008, each Series D-B Share would automatically convert into one Series B Share with full voting rights, and each Series D-L Share would automatically convert into one Series L Share with limited voting rights. At that time:

- the BD Units and the B Units would cease to exist and the underlying Series B Shares and Series L Shares would be separate; and
- the Series B Shares and Series L Shares would be entitled to share equally in any dividend, and the dividend preferences of the Series D-B Shares and Series D-L Shares of 125% of any amount distributed in respect of each Series B Share existing prior to May 11, 2008, would be terminated.

However, following the April 22, 2008 shareholder approvals, these changes will no longer occur and instead our share and unit structure will remain unchanged, absent shareholder action, as follows:

- the BD Units and the B Units will continue to exist; and
- the dividend preferences of the Series D-B Shares and Series D-L Shares of 125% of any amount distributed in respect of each Series B Share will continue to exist.

The following table sets forth information regarding our capital stock as of March 20, 2020:

| Class | Number | Percentage of Capital | Percentage of Full Voting Rights |
|----------------------------------|-----------------------|------------------------------|---|
| Series B Shares (no par value) | 9,246,420,270 | 51.68% | 100.00% |
| Series D-B Shares (no par value) | 4,322,355,540 | 24.16% | 0.00% |
| Series D-L Shares (no par value) | 4,322,355,540 | 24.16% | 0.00% |
| Total Shares | 17,891,131,350 | 100.00% | 100.00% |
| Units | | | |
| BD Units | 2,161,177,770 | 60.40% | 23.47% |
| B Units | 1,417,048,500 | 39.60% | 76.63% |
| Total Units | 3,578,226,270 | 100.00% | 100.00% |

Trading Markets

Since May 11, 1998, ADSs representing BD Units have been listed on the NYSE, and the BD Units and the B Units have been listed on the Mexican Stock Exchange. Each ADS represents 10 BD Units deposited under the deposit agreement with the ADS depository. As of March 31, 2020, approximately 46.6% of BD Units traded in the form of ADSs.

The NYSE trading symbol for the ADSs is “FMX” and the Mexican Stock Exchange trading symbols are “FEMSA UBD” for the BD Units and “FEMSA UB” for the B Units.

Fluctuations in the exchange rate between the Mexican peso and the U.S. dollar have affected the U.S. dollar equivalent of the Mexican peso price of our shares on the Mexican Stock Exchange and, consequently, have also affected the market price of our ADSs.

Trading on the Mexican Stock Exchange

The Mexican Stock Exchange, located in Mexico City, is currently the only stock exchange in Mexico. Founded in 1907, it is organized as a *sociedad anónima bursátil de capital variable*. Trading on the Mexican Stock Exchange takes place principally through automated systems and is open between the hours of 9:30 a.m. and 4:00 p.m. Eastern Time, each business day. Trades in securities listed on the Mexican Stock Exchange can also be effected off the exchange. The Mexican Stock Exchange operates a system of automatic suspension of trading in shares of a particular issuer as a means of controlling excessive price volatility, but under current regulations this system does not apply to securities such as the BD Units that are directly or indirectly (for example, in the form of ADSs) quoted on a stock exchange (including for these purposes the NYSE) outside Mexico.

Settlement is effected three business days after a share transaction on the Mexican Stock Exchange. Deferred settlement, even by mutual agreement, is not permitted without the approval of the *Comisión Nacional Bancaria y de Valores* (“CNBV”). Most securities traded on the Mexican Stock Exchange, including ours, are on deposit with *S.D. Indeval Institución para el Depósito de Valores S.A. de C.V.*, which we refer to as “Indeval,” a privately owned securities depository that acts as a clearinghouse for Mexican Stock Exchange transactions.

ITEM 10. ADDITIONAL INFORMATION

Bylaws

The following is a summary of the material provisions of our bylaws and applicable Mexican law. Our bylaws were last amended on April 22, 2008. For a description of the provisions of our bylaws relating to our board of directors and executive officers, see “Item 6. Directors, Senior Management and Employees.”

Organization and Registry

We are a publicly listed company with variable capital (*sociedad anónima bursátil de capital variable*) organized in Mexico under the Mexican General Corporations Law (*Ley General de Sociedades Mercantiles*) and the Mexican Securities Law (*Ley del Mercado de Valores*). We were incorporated in 1936 under the name Valores Industriales, S.A., as a *sociedad anónima*, and are currently named Fomento Económico Mexicano, S.A.B. de C.V. We are registered in the Public Registry of Property and Commerce (*Registro Público de la Propiedad y del Comercio*) of Monterrey, Nuevo León.

Voting Rights and Certain Minority Rights

Each Series B Share entitles its holder to one vote at any of our ordinary or extraordinary general shareholders meetings. Our bylaws state that the board of directors must be composed of no more than 21 members, at least 25% of whom must be independent. Holders of Series B Shares are entitled to elect at least 11 members of our board of directors. Holders of Series D Shares are entitled to elect five members of our board of directors. Our bylaws also contemplate that, should a conversion of the Series D-L Shares to Series L Shares occur pursuant to the vote of our Series D-B and Series D-L shareholders at special and extraordinary shareholders meetings, the holders of Series D-L shares (who would become holders of newly-issued Series L Shares) will be entitled to elect two members of the board of directors. None of our shares has cumulative voting rights, which is a right not regulated under Mexican law.

Under our bylaws, the holders of Series D Shares are entitled to vote at extraordinary shareholders meetings called to consider any of the following limited matters: (1) the transformation from one form of corporate organization to another, other than from a company with variable capital stock to a company without variable capital stock or vice versa, (2) any merger in which we are not the surviving entity or with other entities whose principal corporate purposes are different from those of our company or our subsidiaries, (3) change of our jurisdiction of incorporation, (4) dissolution and liquidation and

(5) the cancellation of the registration of the Series D Shares or Series L Shares in the Mexican Stock Exchange or in any other foreign stock market where listed, except in the case of the conversion of these shares as provided for in our bylaws.

Holders of Series D Shares are also entitled to vote on the matters that they are expressly authorized to vote on by the Mexican Securities Law and at any extraordinary shareholders meeting called to consider any of the following matters:

- To approve a conversion of all of the outstanding Series D-B Shares and Series D-L Shares into Series B shares with full voting rights and Series L Shares with limited voting rights, respectively.
- To agree to the unbundling of their share Units.

This conversion and/or unbundling of shares would become effective two years after the date on which the shareholders agreed to such conversion and/or unbundling.

Under Mexican law, holders of shares of any series are entitled to vote as a class in a special meeting governed by the same rules that apply to extraordinary shareholders meetings on any action that would have an effect on the rights of holders of shares of such series. There are no procedures for determining whether a particular proposed shareholder action requires a class vote, and Mexican law does not provide extensive guidance on the criteria to be applied in making such a determination.

The Mexican Securities Law, the Mexican General Corporations Law and our bylaws provide for certain minority shareholder protections. These minority protections include provisions that permit:

- holders of at least 10% of our outstanding capital stock entitled to vote, including in a limited or restricted manner, to require the chairman of the board of directors or of the Audit or Corporate Practices Committees to call a shareholders' meeting;
- holders of at least 5% of our outstanding capital stock, including limited or restricted vote, may bring an action for liabilities against our directors, the secretary of the board of directors or certain key officers;
- holders of at least 10% of our outstanding capital stock who are entitled to vote, including limited or restricted vote, at any shareholders meeting to request that resolutions with respect to any matter on which they considered they were not sufficiently informed be postponed;
- holders of 20% of our outstanding capital stock to oppose any resolution adopted at a shareholders meeting in which they are entitled to vote, including limited or restricted vote, and file a petition for a court order to suspend the resolution temporarily within 15 days following the adjournment of the meeting at which the action was taken, provided that (1) the challenged resolution violates Mexican law or our bylaws, (2) the opposing shareholders neither attended the meeting nor voted in favor of the challenged resolution and (3) the opposing shareholders deliver a bond to the court to secure payment of any damages that we may suffer as a result of suspending the resolution in the event that the court ultimately rules against the opposing shareholder; and
- holders of at least 10% of our outstanding capital stock who are entitled to vote, including limited or restricted vote, to appoint one member of our board of directors and one alternate member of our board of directors.

Shareholders Meetings

General shareholders meetings may be ordinary meetings or extraordinary meetings. Extraordinary meetings are those called to consider certain matters specified in Article 182 and 228 BIS of the Mexican General Corporations Law, Articles 53 and 108(ii) of the Mexican Securities Law and in our bylaws. These matters include: amendments to our bylaws, liquidation, dissolution, merger, spin-off and transformation from one form of corporate organization to another, issuance of preferred stock and increases and reductions of the fixed portion of our capital stock. In addition, our bylaws require a general shareholders' extraordinary meeting to consider the cancellation of the registration of shares with the Mexican Registry of Securities ("RNV") or with other foreign stock exchanges on which our shares may be listed, the amortization of distributable earnings into capital stock, and an increase in our capital stock in terms of the Mexican Securities Law. General meetings called to consider all other matters, including increases or decreases affecting the variable portion of our capital stock, are ordinary meetings. An ordinary meeting must be held at least once each year within the first four months following

the end of the preceding fiscal year. Holders of BD Units or B Units are entitled to attend all shareholders meetings of the Series B Shares and Series D Shares and to vote on matters that are subject to the vote of holders of the underlying shares.

The quorum for an ordinary shareholders meeting on first call is more than 50% of the Series B Shares, and action may be taken by a majority of the Series B Shares represented at the meeting. If a quorum is not available, a second or subsequent meeting may be called and held by whatever number of Series B Shares is represented at the meeting, at which meeting action may be taken by a majority of the Series B Shares that are represented at the meeting.

The quorum for an extraordinary shareholders meeting is at least 75% of the shares entitled to vote at the meeting, and action may be taken by a vote of the majority of all the outstanding shares that are entitled to vote. If a quorum is not available, a second meeting may be called, at which the quorum will be the majority of the outstanding capital stock entitled to vote, and actions will be taken by holders of the majority of all the outstanding capital stock entitled to vote.

Shareholders meetings may be called by the board of directors, the audit committee or the corporate practices committee and, under certain circumstances, a Mexican court. Additionally, holders of 10% or more of our capital stock may require the chairman of the board of directors, or the chairman of the audit or corporate practices committees to call a shareholders meeting. A notice of meeting and an agenda must be published in the electronic system of the Secretary of Economy (*Secretaría de Economía*) and in the Official State Gazette of Nuevo León (*Periódico Oficial del Estado de Nuevo León*, or the “Official State Gazette”) or a newspaper of general distribution in Monterrey, Nuevo León, Mexico at least 15 days prior to the date set for the meeting. Notices must set forth the place, date and time of the meeting and the matters to be addressed and must be signed by whoever convened the meeting. Shareholders meetings will be deemed validly held and convened without a prior notice or publication only to the extent that all the shares representing our capital stock are fully represented. All relevant information relating to the shareholders meeting must be made available to shareholders starting on the date of publication of the notice involving such shareholders meeting. To attend a meeting, shareholders must deposit their shares with our company or with Indeval or an institution for the deposit of securities prior to the meeting as indicated in the notice. If entitled to attend a meeting, a shareholder may be represented by an attorney-in-fact.

In addition to the provisions of the Mexican General Corporations Law, the ordinary shareholders meeting shall be convened to approve any transaction that, in a fiscal year, represents 20% or more of the consolidated assets of our company as of the immediately prior quarter, whether such transaction is executed in one or several operations, to the extent that, according to the nature of such transactions, they may be deemed the same. All shareholders shall be entitled to vote on in such ordinary shareholders meeting, including those with limited or restricted voting rights.

Dividend Rights

At the AGM, the board of directors submits the financial statements of our company for the previous fiscal year, together with a report thereon by the board of directors. Once the holders of Series B Shares have approved the financial statements, they determine the allocation of our net profits for the preceding year. Mexican law requires the allocation of at least 5% of net profits to a legal reserve, which is not subsequently available for distribution, until the amount of the legal reserve equals 20% of our paid in capital stock. Thereafter, the holders of Series B Shares may determine and allocate a certain percentage of net profits to any general or special reserve, including a reserve for open-market purchases of our shares. The remainder of net profits is available for distribution in the form of dividends to the shareholders. Dividends may only be paid if net profits are enough to offset losses from prior fiscal years.

Our bylaws provide that dividends will be allocated among the shares outstanding and fully paid at the time a dividend is declared in such manner that each Series D-B Share and Series D-L Share receives 125% of the dividend distributed in respect of each Series B Share. Holders of Series D-B Shares and Series D-L Shares are entitled to this dividend premium in connection with all dividends paid by us.

Change in Capital

Our outstanding capital stock consists of both a fixed and a variable portion. The fixed portion of our capital stock may be increased or decreased only by an amendment of the bylaws adopted by an extraordinary shareholders meeting. The variable portion of our capital stock may be increased or decreased by resolution of an ordinary shareholders meeting. Capital increases and decreases must be recorded in our share registry and book of capital variations, if applicable.

A capital stock increase may be effected through the issuance of new shares for payment in cash or in kind, or by capitalization of indebtedness or of certain items of stockholders' equity. Treasury stock may only be sold pursuant to a public offering.

Any increase or decrease in our capital stock or any redemption or repurchase will be subject to the following limitations: (1) Series B Shares will always represent at least 51% of our outstanding capital stock and the Series D-L Shares and Series L Shares will never represent more than 25% of our outstanding capital stock; and (2) the Series D-B, Series D-L and Series L Shares will not exceed, in the aggregate, 49% of our outstanding capital stock.

Preemptive Rights

Under Mexican law, except in limited circumstances which are described below, in the event of an increase in our capital stock, a holder of record generally has the right to subscribe to shares of a series held by such holder sufficient to maintain such holder's existing proportionate holding of shares of that series. Preemptive rights must be exercised during a term fixed by the shareholders at the meeting declaring the capital increase, which term must last at least 15 days following the publication of notice of the capital increase in the Official State Gazette. As a result of applicable United States securities laws, holders of ADSs may be restricted in their ability to participate in the exercise of preemptive rights under the terms of the deposit agreement. Shares subject to a preemptive rights offering, with respect to which preemptive rights have not been exercised, may be sold by us to third parties on the same terms and conditions previously approved by the shareholders or the board of directors. Under Mexican law, preemptive rights cannot be waived in advance or be assigned, or be represented by an instrument that is negotiable separately from the corresponding shares.

Our bylaws provide that shareholders will not have preemptive rights to subscribe shares in the event of a capital stock increase or listing of treasury stock in any of the following events: (i) merger of our company; (ii) conversion of obligations (*conversion de obligaciones*) in terms of the Mexican General Credit Instruments and Credit Operations Law (*Ley General de Títulos y Operaciones de Crédito*); (iii) public offering made according to the terms of articles 53, 56 and related provisions of the Mexican Securities Law; and (iv) capital increase made through the payment in kind of the issued shares or through the cancellation of debt of our company.

Limitations on Share Ownership

Ownership of shares of Mexican companies by non-Mexican residents is regulated by the Foreign Investment Law and its regulations. The Foreign Investment Commission is responsible for the enforcement of the Foreign Investment Law and its regulations.

As a general rule, the Foreign Investment Law allows foreign holdings of up to 100% of the capital stock of Mexican companies, except for those companies engaged in certain specified restricted industries. The Foreign Investment Law and its regulations require that Mexican shareholders retain the power to determine the administrative control and the management of corporations in industries in which special restrictions on foreign holdings are applicable. Foreign investment in our shares is not limited under either the Foreign Investment Law or its regulations.

Management of our Company

Management of our company is entrusted to the board of directors and also to the chief executive officer, who is required to follow the strategies, policies and guidelines approved by the board of directors and the authority, obligations and duties expressly authorized in the Mexican Securities Law.

At least 25% of the members of the board of directors shall be independent. Independence of the members of the board of directors is determined by the shareholders meeting, subject to the CNBV's challenge of such determination. In the performance of its responsibilities, the board of directors will be supported by a corporate practices committee and an audit committee. The corporate practices committee and the audit committee consist solely of independent directors. Each committee is formed by at least three board members appointed by the shareholders or by the board of directors. The chairmen of said committees are appointed (taking into consideration their experience, capacity and professional prestige) and removed exclusively by a vote in a shareholders meeting.

Surveillance

Surveillance of our company is entrusted to the board of directors, which shall be supported in the performance of these functions by the corporate practices committee, the audit committee and our external auditor. The external auditor may be invited to attend board of directors meetings as an observer, with a right to participate but without voting rights.

Authority of the Board of Directors

The board of directors is our legal representative and is authorized to take any action in connection with our operations not expressly reserved to our shareholders. Pursuant to the Mexican Securities Law, the board of directors must approve, *observing at all moments their duty of care and duty of loyalty*, among other matters:

- any related-party transactions which are deemed to be outside the ordinary course of our business;
- significant asset transfers or acquisitions;
- material guarantees or collateral;
- internal policies; and
- other material transactions.

Meetings of the board of directors are validly convened and held if a majority of the members are present. Resolutions passed at these meetings will be valid if approved by a majority of members of the board of directors present at the meeting. If required, the chairman of the board of directors may cast a tie-breaking vote.

Redemption

We may redeem part of our shares for cancellation with distributable earnings pursuant to a decision of an extraordinary shareholders meeting. Only shares subscribed and fully paid for may be redeemed. Any shares intended to be redeemed shall be purchased on the Mexican Stock Exchange in accordance with the Mexican General Corporations Law and the Mexican Securities Law. No shares will be redeemed, if as a consequence of such redemption, the Series D and Series L Shares in the aggregate exceed the percentages permitted by our bylaws or if any such redemption will reduce our fixed capital below its minimum.

Repurchase of Shares

According to our bylaws, subject to the provisions of the Mexican Securities Law and under rules promulgated by the CNBV, we may repurchase our shares at any time at the then prevailing market price. The maximum amount available for repurchase of our shares must be approved at the AGM. The economic and voting rights corresponding to such repurchased shares may not be exercised while our company owns the shares.

In accordance with the Mexican Securities Law, our subsidiaries may not purchase, directly or indirectly, shares of our capital stock or any security that represents such shares.

Forfeiture of Shares

As required by Mexican law, our bylaws provide that non-Mexican holders of BD Units, B Units or shares (1) are considered to be Mexican with respect to such shares that they acquire or hold and (2) may not invoke the protection of their own governments in respect of the investment represented by those shares. Failure to comply with our bylaws may result in a penalty of forfeiture of a shareholder's capital stock in favor of the Mexican state. In the opinion of Carlos Eduardo Aldrete Ancira, our general counsel, under this provision, a non-Mexican shareholder (including a non-Mexican holder of ADSs) is deemed to have agreed not to invoke the protection of its own government by asking such government to interpose a diplomatic claim against the Mexican state with respect to its rights as a shareholder, but is not deemed to have waived any other rights it may have, including any rights under the United States securities laws, with respect to its investment in our company. If a shareholder should invoke governmental protection in violation of this agreement, its shares could be forfeited to the Mexican state.

Duration

The bylaws provide that the duration of our company is 99 years, commencing on May 30, 1936, unless extended by a resolution of an extraordinary shareholders meeting.

Appraisal Rights

Whenever the shareholders approve a change of corporate purpose, change of jurisdiction of incorporation or the transformation from one form of corporate organization to another, any shareholder entitled to vote on such change that has voted against it, may withdraw as a shareholder of our company and have its shares redeemed by FEMSA at a price per share calculated as specified under applicable Mexican law, provided that it exercises its right within 15 days following the adjournment of the meeting at which the change was approved. Under Mexican law, the amount which a withdrawing shareholder is entitled to receive is equal to its proportionate interest in our capital stock or according to our most recent balance sheet approved by an ordinary general shareholders meeting.

Delisting of Shares

In the event of a cancellation of the registration of any of our shares with the RNV, whether by order of the CNBV or at our request with the prior consent of 95% of the holders of our outstanding capital stock, our bylaws and the new Mexican Securities Law require us to make a public offer to acquire these shares prior to their cancellation.

Liquidation

Upon the dissolution of our company, one or more liquidators must be appointed by an extraordinary general meeting of the shareholders to wind up its affairs. All fully paid and outstanding shares of capital stock will be entitled to participate equally in any distribution upon liquidation.

Actions Against Directors

Shareholders (including holders of Series D-B and Series D-L Shares) representing, in the aggregate, not less than 5% of our capital stock may directly bring an action against directors.

In the event of actions derived from any breach of the duty of care and the duty of loyalty, liability is exclusively in favor of our company. The Mexican Securities Law establishes that liability may be imposed on the members and the secretary of the board of directors, as well as to the relevant officers.

Notwithstanding, the Mexican Securities Law provides that the members of the board of directors will not incur, individually or jointly, liability for damages and losses caused to our company, when their acts were made in good faith, in any of the following events: (1) the directors complied with the requirements of the Mexican Securities Law and with our company's bylaws; (2) the decision making or voting was based on information provided by the relevant officers, the external auditor or the independent experts, whose capacity and credibility do not offer reasonable doubt; (3) the negative economic effects could not have been foreseen, based on the information available; and (4) they comply with the resolutions of the shareholders' meeting when such resolutions comply with applicable law.

Fiduciary Duties—Duty of Care

The Mexican Securities Law provides that the directors shall act in good faith and in our best interest and in the best interest of our subsidiaries. In order to fulfill its duty, the board of directors may:

- request information about us or our subsidiaries that is reasonably necessary to fulfill its duties;
- require our officers and certain other persons, including the external auditors, to appear at board of directors' meetings to report to the board of directors;
- postpone board of directors' meetings for up to three days when a director has not been given sufficient notice of the meeting or in the event that a director has not been provided with the information provided to the other directors; and

- require a matter be discussed and voted upon by the full board of directors in the presence of the secretary of the board of directors.

Our directors may be liable for damages for failing to comply their duty of care if such failure causes economic damage to us or our subsidiaries and the director (1) failed to attend board of directors' or committee meetings and as a result of such failure, the board of directors was unable to take action, unless such absence is approved by the shareholders meeting, (2) failed to disclose to the board of directors or the committees material information necessary for the board of directors to reach a decision, unless legally or contractually prohibited from doing so in order to maintain confidentiality and (3) failed to comply with the duties imposed by the Mexican Securities Law or our bylaws.

Fiduciary Duties—Duty of Loyalty

The Mexican Securities Law provides that the directors and secretary of the board of directors shall keep confidential any non-public information and matters about which they have knowledge as a result of their position. Also, directors should abstain from participating, attending or voting at meetings related to matters where they have a conflict of interest.

The directors and secretary of the board of directors will be deemed to have violated the duty of loyalty, and will be liable for damages, when they obtain an economic benefit by virtue of their position. Further, the directors will fail to comply with their duty of loyalty if they:

- vote at a board of directors' meeting or take any action on a matter involving our assets where there is a conflict of interest;
- fail to disclose a conflict of interest during a board of directors' meeting;
- enter into a voting arrangement to support a particular shareholder or group of shareholders against the other shareholders;
- approve of transactions without complying with the requirements of the Mexican Securities Law;
- use company property in violation of the policies approved by the board of directors;
- unlawfully use material non-public information; and
- usurp a corporate opportunity for their own benefit or the benefit of third parties, without the prior approval of the board of directors.

Limited Liability of Shareholders

The liability of shareholders for our company's losses is limited to their shareholdings in our company.

Taxation

The following summary contains a description of certain U.S. federal income and Mexican federal tax consequences of the purchase, ownership and disposition of our ADSs, but it does not purport to be a description of all of the possible tax considerations that may be relevant to a decision to purchase, hold or dispose of ADSs. For purposes of this summary, the term "U.S. holder" means a holder that is a citizen or resident of the United States, a U.S. domestic corporation or a person or entity that otherwise will be subject to U.S. federal income tax on a net income basis in respect of our ADSs. In particular, this discussion does not address all Mexican or U.S. federal income tax considerations that may be relevant to a particular investor, nor does it address the special tax rules applicable to certain categories of investors, such as banks, dealers, traders who elect to mark to market, tax-exempt entities, insurance companies, certain short-term holders of ADSs or investors who hold our ADSs as part of a hedge, straddle, conversion or integrated transaction, partnerships that hold ADSs, or partners therein, nonresident aliens present in the United States for more than 182 days in a taxable year, or investors who have a "functional currency" other than the U.S. dollar. This summary deals only with U.S. holders that will hold our ADSs as capital assets and does not address the tax treatment of a U.S. holder that owns or is treated as owning 10% or more of the shares by vote or value (including ADSs) of our company.

This summary is based upon the federal tax laws of the United States and Mexico as in effect on the date of this annual report, including the provisions of the income tax treaty between the United States and Mexico which we refer to as the Tax Treaty, which are subject to change. The summary does not address any tax consequences under the laws of any state or locality of Mexico or the United States or the laws of any taxing jurisdiction other than the federal laws of Mexico and the United States. Holders of our ADSs should consult their tax advisors as to the U.S., Mexican or other tax consequences of the purchase, ownership and disposition of ADSs, including, in particular, the effect of any foreign, state or local tax laws.

Mexican Taxation

For purposes of this summary, the term “non-resident holder” means a holder that is not a resident of Mexico for tax purposes and that does not hold our ADSs in connection with the conduct of a trade or business through a permanent establishment for tax purposes in Mexico. For purposes of Mexican taxation, an individual is a resident of Mexico if he or she has established his or her home in Mexico, or if he or she has another home outside Mexico, but his or her Center of Vital Interests (*Centro de Intereses Vitales*) (as defined in the Mexican Tax Code) is located in Mexico and, among other circumstances, when more than 50% of that person’s total income during a calendar year comes from within Mexico. A legal entity is a resident of Mexico if it has either its principal place of business or its place of effective management in Mexico. A Mexican citizen is presumed to be a resident of Mexico unless he or she can demonstrate that the contrary is true. If a legal entity or an individual is deemed to have a permanent establishment in Mexico for tax purposes, all income attributable to the permanent establishment will be subject to Mexican taxes, in accordance with applicable tax laws.

Taxation of Dividends. Under Mexican income tax law, dividends, either in cash or in kind, paid with respect to our shares represented by our ADSs are not subject to Mexican withholding tax if such dividends were distributed from the net taxable profits generated before 2014. Dividends distributed from the net taxable profits account (CUFIN) generated after or during 2014 will be subject to Mexican withholding tax at a rate of 10%.

Taxation of Dispositions of ADSs. Gains from the sale or disposition of ADSs by non-resident holders will not be subject to Mexican tax, if the disposition is carried out through a stock exchange recognized under applicable Mexican tax law and the transferor is resident of a country with which Mexico has entered into a tax treaty for the avoidance of double taxation; if the transferor is not a resident of such a country, the gain will be taxable at the rate of 10%, in which case the tax will be withheld by the financial intermediary.

In compliance with certain requirements, gains on the sale or other disposition of ADSs made in circumstances different from those set forth in the prior paragraph generally would be subject to Mexican tax, at the general rate of 25% of the gross income, regardless of the nationality or residence of the transferor. However, under the Tax Treaty, a holder that is eligible to claim the benefits of the Tax Treaty will be exempt from Mexican tax on gains realized on a sale or other disposition of our ADSs in a transaction that is not carried out through the Mexican Stock Exchange or other approved securities markets, so long as the holder did not own, directly or indirectly, 25% or more of our outstanding capital stock (including shares represented by our ADSs) within the 12-month period preceding such sale or other disposition. Deposits of shares in exchange for ADSs and withdrawals of shares in exchange for our ADSs will not give rise to Mexican tax.

Other Mexican Taxes. There are no Mexican inheritance, gift, succession or value added taxes applicable to the ownership, transfer, exchange or disposition of our ADSs. There are no Mexican stamp, issue, registration or similar taxes or duties payable by holders of our ADSs.

United States Taxation

Tax Considerations Relating to the ADSs

In general, for U.S. federal income tax purposes, holders of ADSs will be treated as owners of the shares represented by those ADSs.

Taxation of Dividends. The gross amount of any distributions paid with respect to our shares represented by our ADSs, to the extent paid out of our current or accumulated earnings and profits, as determined for U.S. federal income tax purposes, generally will be included in the gross income of a U.S. holder as foreign source dividend income on the day on which the dividends are received by the ADS depository and will not be eligible for the dividends received deduction allowed to corporations under the Internal Revenue Code of 1986, as amended. Because we do not expect to maintain calculations of our

earnings and profits in accordance with U.S. federal income tax principles, it is expected that distributions paid to U.S. holders generally will be reported as dividends.

Dividends, which will be paid in Mexican pesos, will be includible in the income of a U.S. holder in a U.S. dollar amount calculated, in general, by reference to the exchange rate in effect on the date that they are received by the ADS depositary (regardless of whether such Mexican pesos are in fact converted into U.S. dollars on such date). If such dividends are converted into U.S. dollars on the date of receipt, a U.S. holder generally should not be required to recognize foreign currency gain or loss in respect of the dividends. U.S. holders should consult their tax advisors regarding the treatment of the foreign currency gain or loss, if any, on any Mexican pesos received that are converted into U.S. dollars on a date subsequent to the date of receipt.

The amount of Mexican tax withheld generally will give rise to a foreign tax credit or deduction for U.S. federal income tax purposes. Dividends generally will constitute “passive category income” for purposes of the foreign tax credit (or in the case of certain U.S. holders, “general category income”). The foreign tax credit rules are complex. U.S. holders should consult their own tax advisors with respect to the implications of those rules for their investments in our ADSs.

Subject to certain exceptions for short-term and hedged positions, the U.S. dollar amount of dividends received by an individual U.S. holder in respect of the ADSs generally is subject to taxation at the reduced rate applicable to long-term capital gains if the dividends are “qualified dividends.” Dividends paid on the ADSs will be treated as qualified dividends if (1) we are eligible for the benefits of a comprehensive income tax treaty with the United States that the Internal Revenue Service has approved for the purposes of the qualified dividend rules, or the dividends are paid with respect to ADSs that are “readily tradable on an established U.S. securities market” and (2) we were not, in the year prior to the year in which the dividend was paid, and are not, in the year in which the dividend is paid, a passive foreign investment company (or “PFIC,” as further explained below under “*Passive Foreign Investment Company Rules*”). The income tax treaty between Mexico and the United States has been approved for the purposes of the qualified dividend rules. The ADSs are listed on the NYSE, and will qualify as readily tradable on an established securities market in the United States so long as they are so listed. Based on our audited consolidated financial statements and relevant market and shareholder data, we believe that we were not treated as a passive foreign investment company for U.S. federal income tax purposes with respect to our 2019 taxable year. In addition, based on our audited consolidated financial statements and our current expectations regarding the value and nature of our assets, the sources and nature of our income and relevant market and shareholder data, we do not anticipate becoming a passive foreign investment company for our 2020 taxable year.

Distributions to holders of additional shares with respect to our ADSs that are made as part of a pro rata distribution to all of our shareholders generally will not be subject to U.S. federal income tax.

Taxation of Capital Gains. A gain or loss realized by a U.S. holder on the sale or other taxable disposition of ADSs will be subject to U.S. federal income taxation as capital gain or loss in an amount equal to the difference between the amount realized on the disposition and such U.S. holder’s tax basis in the ADSs (each calculated in dollars). Any such gain or loss will be a long-term capital gain or loss if the ADSs were held for more than one year on the date of such sale. Any long-term capital gain recognized by a U.S. holder that is an individual is subject to a reduced rate of federal income taxation. The deduction of capital losses is subject to limitations for U.S. federal income tax purposes. Deposits and withdrawals of shares by U.S. holders in exchange for ADSs will not result in the realization of gains or losses for U.S. federal income tax purposes.

Any gain realized by a U.S. holder on the sale or other disposition of ADSs generally will be treated as U.S. source income for U.S. foreign tax credit purposes.

Passive Foreign Investment Company Rules. Special U.S. tax rules apply to companies that are considered to be PFICs. We will be classified as a PFIC in a particular taxable year if, taking into account our proportionate share of the income and assets of our subsidiaries under applicable “look-through” rules, either

- 75 percent or more of our gross income for the taxable year is passive income; or
- the average percentage of the value of our assets that produce or are held for the production of passive income is at least 50 percent.

For this purpose, passive income generally includes dividends, interest, gains from certain commodities transactions, rents, royalties and the excess of gains over losses from the disposition of assets that produce passive income.

Although we do not believe that we are a PFIC and do not anticipate becoming a PFIC, the determination whether we are a PFIC must be made annually based on the facts and circumstances at that time, some of which may be beyond our control, such as the valuation of our assets, including goodwill and other intangible assets, at the time. Accordingly, we cannot be certain that we will not be a PFIC in the current year or in future years. If we are classified as a PFIC, and you do not make one of the elections described below, you will be subject to a special tax at ordinary income tax rates on “excess distributions,” including certain distributions by us and gain that you recognize on the sale of your ADSs. The amount of income tax on any excess distributions will be increased by an interest charge to compensate for tax deferral, calculated as if the excess distributions were earned ratably over the period you hold your ADSs. Classification as a PFIC may also have other adverse tax consequences, including, in the case of individuals, the denial of a step-up in the basis of your ADSs at death.

You can avoid the unfavorable rules described in the preceding paragraph by electing to mark your ADSs to market, provided the ADSs are considered “marketable.” The ADSs will be marketable if they are regularly traded on certain qualifying U.S. stock exchanges, including the New York Stock Exchange, or on a foreign stock exchange that meets certain requirements. If you make this mark-to-market election, you will be required in any year in which we are a PFIC to include as ordinary income the excess of the fair market value of your ADSs at the end of your taxable year over your basis in those ADSs. If at the end of your taxable year, your basis in the ADSs exceeds their fair market value, you will be entitled to deduct the excess as an ordinary loss, but only to the extent of your net mark-to-market gains from previous years. Your adjusted tax basis in the ADSs will be adjusted to reflect any income or loss recognized under these rules. In addition, any gain you recognize upon the sale of your ADSs will be taxed as ordinary income in the year of sale and any loss will be treated as an ordinary loss to the extent of your net mark-to-market gains from previous years. Once made, the election cannot be revoked without the consent of the IRS unless the shares cease to be marketable.

If you are a U.S. Holder that owns an equity interest in a PFIC, you generally must annually file IRS Form 8621, and may be required to file other IRS forms. A failure to file one or more of these forms as required may toll the running of the statute of limitations in respect of each of your taxable years for which such form is required to be filed. As a result, the taxable years with respect to which you fail to file the form may remain open to assessment by the IRS indefinitely, until the form is filed.

You should consult your own tax advisor regarding the U.S. federal income tax considerations discussed above and the desirability of making a mark-to-market election.

United States Backup Withholding and Information Reporting. A U.S. holder of ADSs may, under certain circumstances, be subject to “information reporting” and “backup withholding” with respect to certain payments to such U.S. holder, such as dividends, interest or the proceeds of a sale or disposition of ADSs, unless such holder (1) comes within certain exempt categories, and demonstrates this fact when so required, or (2) in the case of backup withholding, provides a correct taxpayer identification number, certifies that it is not subject to backup withholding and otherwise complies with applicable requirements of the backup withholding rules. Any amount withheld under these rules does not constitute a separate tax and will be creditable against the holder’s U.S. federal income tax liability.

Specified Foreign Financial Assets. Certain U.S. holders that own “specified foreign financial assets” with an aggregate value in excess of USD 50,000 on the last day of the taxable year or USD 75,000 at any time during the taxable year are generally required to file an information statement along with their tax returns, currently on Form 8938, with respect to such assets. “Specified foreign financial assets” include any financial accounts held at a non-U.S. financial institution, as well as securities issued by a non-U.S. issuer (which would include the ADSs) that are not held in accounts maintained by financial institutions. Higher reporting thresholds apply to certain individuals living abroad and to certain married individuals. Regulations extend this reporting requirement to certain entities that are treated as formed or availed of to hold direct or indirect interests in specified foreign financial assets based on certain objective criteria. U.S. holders who fail to report the required information could be subject to substantial penalties. Prospective investors should consult their own tax advisors concerning the application of these rules to their investment in the ADSs, including the application of the rules to their particular circumstances.

U.S. Tax Consequences for Non-U.S. Holders

Taxation of Dividends and Capital Gains. Subject to the discussion below under “United States Backup Withholding and Information Reporting,” a holder of ADSs that is not a U.S. holder (a “non-U.S. holder”) generally will not be subject to U.S. federal income or withholding tax on dividends received on ADSs or on any gain realized on the sale of ADSs.

United States Backup Withholding and Information Reporting. While non-U.S. holders generally are exempt from information reporting and backup withholding, a non-U.S. holder may, in certain circumstances, be required to comply with certain information and identification procedures in order to prove this exemption.

Material Contracts

We and our subsidiaries are parties to a variety of material agreements with third parties, including shareholders’ agreements, supply agreements and purchase and service agreements. Set forth below are summaries of the material terms of such agreements. The actual agreements have either been filed as exhibits to, or incorporated by reference in, this annual report. See “Item 19. Exhibits.”

Material Contracts Relating to Coca-Cola FEMSA

Shareholders Agreement

Coca-Cola FEMSA operates pursuant to a shareholders agreement among our company and TCCC and certain of its subsidiaries. This agreement, together with Coca-Cola FEMSA’s bylaws, sets forth the basic rules pursuant to which Coca-Cola FEMSA operates.

In 2010, Coca-Cola FEMSA’s main shareholders, FEMSA and TCCC, amended the shareholders agreement, and Coca-Cola FEMSA’s bylaws were amended accordingly. The amendment mainly related to changes in the voting requirements for decisions on: (1) ordinary operations within an annual business plan and (2) appointment of the chief executive officer and all officers reporting to him, all of which may be taken by the board of directors by simple majority voting. Also, the amendment provided that payment of dividends, up to an amount equivalent to 20% of the preceding years’ consolidated net profits, may be approved by a simple majority of the voting capital stock and any payment of dividends above 20.0% of the preceding years’ consolidated net profits shall require the approval of a majority of the voting capital stock, which majority must also include a majority of Coca-Cola FEMSA Series D shares. Any decision on extraordinary matters, as they are defined in Coca-Cola FEMSA’s bylaws and which include, among other things, any new business acquisition, business combinations or any change in the existing line of business shall require the approval of the majority of the members of the board of directors, with the vote of two of the members appointed by TCCC.

Under Coca-Cola FEMSA’s bylaws and shareholders agreement, its Series A Shares, Series B Shares and Series D Shares are the only shares with full voting rights and, therefore, control actions by its shareholders.

The shareholders agreement also sets forth the principal shareholders’ understanding as to the effect of adverse actions of TCCC under the bottler agreements. Coca-Cola FEMSA’s bylaws and shareholders agreement provide that a majority of the directors appointed by the holders of its Series A Shares, upon making a reasonable, good faith determination that any action of TCCC under any bottler agreement between TCCC and Coca-Cola FEMSA or any of its subsidiaries is materially adverse to Coca-Cola FEMSA’s business interests and that TCCC has failed to cure such action within 60 days of notice, may declare a “simple majority period,” as defined in Coca-Cola FEMSA’s bylaws, at any time within 90 days after giving notice. During the simple majority period certain decisions, namely the approval of material changes in Coca-Cola FEMSA’s business plans, the introduction of a new, or termination of an existing, line of business, and related-party transactions outside the ordinary course of business, to the extent the presence and approval of at least two Coca-Cola FEMSA Series D directors would otherwise be required, can be made by a simple majority vote of its entire board of directors, without requiring the presence or approval of any Coca-Cola FEMSA Series D director. A majority of the Coca-Cola FEMSA Series A directors may terminate a simple majority period but, once having done so, cannot declare another simple majority period for one year after the termination. If a simple majority period persists for one year or more, the provisions of the shareholders agreement for resolution of irreconcilable differences may be triggered, with the consequences outlined in the following paragraph.

In addition to the rights of first refusal provided for in Coca-Cola FEMSA’s bylaws regarding proposed transfers of its Series A Shares or Series D Shares, the shareholders agreement contemplates three circumstances under which one principal

shareholder may purchase the interest of the other in Coca-Cola FEMSA: (1) a change in control in a principal shareholder; (2) the existence of irreconcilable differences between the principal shareholders; or (3) the occurrence of certain specified events of default.

In the event that (1) one of the principal shareholders buys the other's interest in Coca-Cola FEMSA in any of the circumstances described above or (2) the beneficial ownership of TCCC or FEMSA is reduced below 20% of our outstanding voting stock, and upon the request of the shareholder whose interest is not so reduced, the shareholders agreement will be terminated and Coca-Cola FEMSA's bylaws will be amended to eliminate all share transfer restrictions and all special-majority voting and quorum requirements.

The shareholders agreement also contains provisions relating to the principal shareholders' understanding as to Coca-Cola FEMSA's growth. It states that it is TCCC's intention that Coca-Cola FEMSA will be viewed as one of a small number of its "anchor" bottlers in Latin America. In particular, the parties agree that it is desirable that Coca-Cola FEMSA expands by acquiring additional bottler territories in Mexico and other Latin American countries in the event any become available through horizontal growth. In addition, TCCC has agreed, subject to a number of conditions, that if it obtains ownership of a bottler territory that fits with Coca-Cola FEMSA's operations, it will give Coca-Cola FEMSA the option to acquire such territory. TCCC has also agreed to support reasonable and sound modifications to Coca-Cola FEMSA's capital structure to support horizontal growth. TCCC's agreement as to horizontal growth expires upon either the elimination of the super-majority voting requirements described above or TCCC's election to terminate the agreement as a result of a default.

The Coca-Cola Memorandum

In connection with the acquisition of Panamco, in 2003, Coca-Cola FEMSA established certain understandings primarily relating to operational and business issues with both TCCC and our company that were memorialized in writing prior to completion of the acquisition. Although the memorandum has not been amended, Coca-Cola FEMSA continues to develop its relationship with TCCC (through, *inter alia*, acquisitions and taking on new product categories), and Coca-Cola FEMSA therefore believes that the memorandum should be interpreted in the context of subsequent events, some of which have been noted in the description below. The main terms are as follows:

- The shareholder arrangements between our company and TCCC and certain of its subsidiaries will continue in place. In 2010, FEMSA amended its shareholders agreement with TCCC. See "Item 10. Additional Information—Material Contracts—Material Contracts Relating to Coca-Cola FEMSA—Shareholders Agreement."
- We will continue to consolidate Coca-Cola FEMSA's financial results under IFRS.
- TCCC and our company will continue to discuss in good faith the possibility of implementing changes to Coca-Cola FEMSA's capital structure in the future.
- TCCC may require the establishment of a different long-term strategy for Brazil. If, after taking into account Coca-Cola FEMSA's performance in Brazil, TCCC does not consider Coca-Cola FEMSA to be part of this long-term strategic solution for Brazil, then Coca-Cola FEMSA will sell its Brazilian franchise to TCCC or its designee at fair market value. Fair market value would be determined by independent investment bankers retained by each party at their own expense pursuant to specified procedures. In light of the performance of Coca-Cola FEMSA's business in Brazil and the fact that TCCC authorized Coca-Cola FEMSA to acquire four Coca-Cola bottlers in Brazil from 2008 to 2017 and participate in the acquisition of Brazilian operations of Jugos del Valle, Leão Alimentos, Laticínios Verde Campo Ltda and the AdeS business in Brazil, Coca-Cola FEMSA believe that this provision is no longer applicable.
- Coca-Cola FEMSA would like to keep open strategic alternatives that relate to the integration of sparkling beverages and beer. TCCC, our company and Coca-Cola FEMSA would explore these alternatives on a market-by-market basis at the appropriate time.
- TCCC agreed to sell to us sufficient shares to permit us to beneficially own 51% of Coca-Cola FEMSA outstanding capital stock (assuming that we do not sell any shares and that there are no issuances of Coca-Cola FEMSA stock other than as contemplated by the acquisition). As a result of this understanding, in November 2006, we acquired, through a subsidiary, 148,000,000 of Coca-Cola FEMSA Series D shares from certain subsidiaries of TCCC, representing 9.4% of the total outstanding voting shares and 8% of the total outstanding equity of Coca-Cola FEMSA, at a price of US\$ 2.888

per share for an aggregate amount of US\$ 427.4 million. Pursuant to our bylaws, the acquired shares were converted from Series D shares to Series A shares.

- Coca-Cola FEMSA may be entering some markets where significant infrastructure investment may be required. TCCC and our company will conduct a joint study that will outline strategies for these markets, as well as the investment levels required to execute these strategies. Subsequently, it is intended that our company and TCCC will reach an agreement on the level of funding to be provided by each of the partners. The parties intend that this allocation of funding responsibilities would not be overly burdensome for either partner.

Cooperation Framework with The Coca-Cola Company

In 2016, Coca-Cola FEMSA announced a new, comprehensive framework with TCCC. This cooperation framework seeks to maintain a mutually beneficial business relationship over the long-term, which will allow both companies to focus on continuing to drive the business forward and generating profitable growth. The cooperation framework contemplates the following main objectives:

- ***Long term guidelines to the relationship economics.*** Concentrate prices for sparkling beverages in Mexico gradually increased from 2017 through July 2019.
- ***Other Concentrate Price Adjustments.*** Potential future concentrate price adjustments for sparkling beverages and flavored water in Mexico will take into account investment and profitability levels that are beneficial both to Coca-Cola FEMSA and TCCC.
- ***Marketing and commercial strategies.*** Coca-Cola FEMSA and TCCC are committed to implementing marketing and commercial strategies as well as productivity programs to maximize profitability. Coca-Cola FEMSA believes that these initiatives will partially mitigate the effects of concentrate price adjustments.

Bottler Agreements

Bottler agreements are the standard agreements that TCCC enters into with bottlers in each territory. Pursuant to Coca-Cola FEMSA's bottler agreements, Coca-Cola FEMSA is authorized to manufacture, sell and distribute *Coca-Cola* trademark beverages within specific geographic areas, and Coca-Cola FEMSA is required to purchase concentrate for all *Coca-Cola* trademark beverages in all of its territories from affiliates of TCCC and sweeteners and other raw materials from companies authorized by TCCC.

These bottler agreements also provide that Coca-Cola FEMSA will purchase its entire requirement of concentrate for *Coca-Cola* trademark beverages at prices, terms of payment and on other terms and conditions of supply as determined from time to time by TCCC at its sole discretion. Concentrate prices for *Coca-Cola* trademark beverages are determined as a percentage of the weighted average retail price in local currency, net of applicable taxes. Although the price multipliers used to calculate the cost of concentrate and the currency of payment, among other terms, are set by TCCC at its sole discretion, Coca-Cola FEMSA sets the price of products sold to customers at its discretion, subject to the applicability of price restraints imposed by authorities in certain territories. Coca-Cola FEMSA has the exclusive right to distribute *Coca-Cola* trademark beverages for sale in its territories in authorized containers of the nature approved by the bottler agreements and currently used by Coca-Cola FEMSA. These containers include various configurations of cans and returnable and non-returnable bottles made of glass, aluminum and plastic and fountain containers.

The bottler agreements include an acknowledgment by Coca-Cola FEMSA that TCCC is the sole owner of the trademarks that identify the *Coca-Cola* trademark beverages and of the formulas with which TCCC's concentrates are made. Subject to Coca-Cola FEMSA's exclusive right to distribute *Coca-Cola* trademark beverages in its territories, TCCC reserves the right to import and export *Coca-Cola* trademark beverages to and from each of Coca-Cola FEMSA's territories. Coca-Cola FEMSA's bottler agreements do not contain restrictions on TCCC's ability to set the price of concentrates and do not impose minimum marketing obligations on TCCC. The prices at which Coca-Cola FEMSA purchases concentrate under the bottler agreements may vary materially from the prices Coca-Cola FEMSA has historically paid. However, under Coca-Cola FEMSA's bylaws and the shareholders agreement among TCCC and certain of its subsidiaries and our subsidiaries, an adverse action by TCCC under any of the bottler agreements may result in a suspension of certain voting rights of the directors appointed by TCCC. This provides Coca-Cola FEMSA with limited protection against TCCC's ability to raise concentrate prices to the extent that such increase is deemed detrimental to us pursuant to such shareholder agreement and

our bylaws. See “Item 10. Additional Information—Material Contracts—Material Contracts Relating to Coca-Cola FEMSA—Shareholders Agreement.”

TCCC has the ability, at its sole discretion, to reformulate any of the *Coca-Cola* trademark beverages and to discontinue any of the *Coca-Cola* trademark beverages, subject to certain limitations, so long as all *Coca-Cola* trademark beverages are not discontinued. TCCC may also introduce new beverages in Coca-Cola FEMSA’s territories in which case Coca-Cola FEMSA has a right of first refusal with respect to the manufacturing, packaging, distribution and sale of such new beverages subject to the same obligations as then exist with respect to the *Coca-Cola* trademark beverages under the bottler agreements. The bottler agreements prohibit Coca-Cola FEMSA from producing, bottling or handling beverages other than *Coca-Cola* trademark beverages, or other products or packages that would imitate, infringe upon or cause confusion with the products, trade dress, containers or trademarks of TCCC, except under the authority of, or with the consent of, TCCC. The bottler agreements also prohibit Coca-Cola FEMSA from acquiring or holding an interest in a party that engages in such restricted activities. The bottler agreements impose restrictions concerning the use of certain trademarks, authorized containers, packaging and labeling of TCCC so as to conform to policies approved by TCCC. In particular, Coca-Cola FEMSA is obligated to:

- maintain plant and equipment, staff and distribution facilities capable of manufacturing, packaging and distributing the *Coca-Cola* trademark beverages in authorized containers in accordance with its bottler agreements and in sufficient quantities to satisfy fully the demand in its territories;
- undertake adequate quality control measures established by TCCC;
- develop, stimulate and satisfy fully the demand for *Coca-Cola* trademark beverages using all approved means, which includes the investment in advertising and marketing plans;
- maintain a sound financial capacity as may be reasonably necessary to assure performance by it and its subsidiaries of its obligations to TCCC; and
- submit annually to TCCC its marketing, management, promotional and advertising plans for the ensuing year.

TCCC contributed a significant portion of Coca-Cola FEMSA’s total marketing expenses in Coca-Cola FEMSA’s territories during 2016 and has reiterated its intention to continue providing such support as part of Coca-Cola FEMSA’s cooperation framework. Although Coca-Cola FEMSA believes that TCCC will continue to provide funds for advertising and marketing, it is not obligated to do so. Consequently, future levels of advertising and marketing support provided by TCCC may vary materially from the levels historically provided. See “Item 10. Additional Information—Material Contracts—Material Contracts Relating to Coca-Cola FEMSA—Shareholders Agreement.”

Coca-Cola FEMSA has separate bottler agreements with TCCC for each of the territories where it operates, on substantially the same terms and conditions. These bottler agreements are automatically renewable for ten-year terms, subject to the right of either party to give prior notice that it does not wish to renew a specific agreement.

As of the date of this annual report, Coca-Cola FEMSA had:

- four bottler agreements in Mexico: (i) the agreement for the Valley of Mexico territory, which is up for renewal in June 2023, (ii) the agreement for the southeast territory, which is up for renewal in June 2023, (iii) the agreement for the Bajío territory, which is up for renewal in May 2025 and (iv) the agreement for the Gulf territory, which is up for renewal in May 2025;
- two bottler agreements in Brazil, which are up for renewal in October 2027;
- three bottler agreements in Guatemala, one of which is up for renewal in March 2025 and two in April 2028;
- one bottler agreement in Argentina, which is up for renewal in September 2024;
- one bottler agreement in Colombia, which is up for renewal in June 2024;
- one bottler agreement in Costa Rica, which is up for renewal in September 2027;

- one bottler agreement in Nicaragua, which is up for renewal in May 2026;
- one bottler agreement in Panama, which is up for renewal in November 2024; and
- one bottler agreement in Uruguay, which is up for renewal in June 2028.

As of date of this annual report, Coca-Cola FEMSA's investee KOF Venezuela had one bottler agreement, which is up for renewal in August 2026.

The bottler agreements are subject to termination by TCCC in the event of default by Coca-Cola FEMSA. The default provisions include limitations on the change in ownership or control of Coca-Cola FEMSA and the assignment or transfer of the bottler agreements and are designed to preclude any person not acceptable to TCCC from obtaining an assignment of a bottler agreement or from acquiring Coca-Cola FEMSA independently of other rights set forth in the shareholders' agreement. These provisions may prevent changes in Coca-Cola FEMSA's principal shareholders, including mergers or acquisitions involving sales or dispositions of Coca-Cola FEMSA's capital stock, which will involve an effective change of control, without the consent of TCCC. See "Item 10. Additional Information—Material Contracts—Material Contracts Relating to Coca-Cola FEMSA—Shareholders Agreement."

Coca-Cola FEMSA has also entered into tradename license agreements with TCCC pursuant to which it is authorized to use certain trademark names of TCCC with Coca-Cola FEMSA's corporate name. These agreements have a ten-year term and are automatically renewed for ten-year terms, but are terminated if Coca-Cola FEMSA ceases to manufacture, market, sell and distribute *Coca-Cola* trademark products pursuant to the bottler agreements or if the shareholders agreement is terminated. TCCC also has the right to terminate any license agreement if Coca-Cola FEMSA uses its trademark names in a manner not authorized by the bottler agreements.

Material Contracts Relating to our Heineken Investment

Share Exchange Agreement

On January 11, 2010, FEMSA and certain of our subsidiaries entered into a share exchange agreement, which we refer to as the Share Exchange Agreement, with Heineken Holding N.V. and Heineken N.V. The Share Exchange Agreement required Heineken N.V., in consideration for 100% of the shares of EMPREX Cerveza, S.A. de C.V. (now Heineken Mexico Holding, S.A. de C.V.), which we refer to as "EMPREX Cerveza," to deliver at the closing of the Heineken transaction 86,028,019 newly-issued Heineken N.V. shares to FEMSA with a commitment to deliver, pursuant to the ASDI, 29,172,504 Allotted Shares over a period of not more than five years from the date of the closing of the Heineken transaction. As of October 5, 2011, we had received the totality of the Allotted Shares.

The Share Exchange Agreement provided that, simultaneously with the closing of the transaction, Heineken Holding N.V. would swap 43,018,320 Heineken N.V. shares with FEMSA for an equal number of newly issued Heineken Holding N.V. shares. After the closing of the Heineken transaction, we owned 7.5% of Heineken N.V.'s shares. This percentage increased to 12.53% upon full delivery of the Allotted Shares and, together with our ownership of 14.94% of Heineken Holding N.V.'s shares, represented an aggregate 20% economic interest in the Heineken Group.

Under the terms of the Share Exchange Agreement, in exchange for such economic interest in the Heineken Group, FEMSA delivered 100% of the shares representing the capital stock of EMPREX Cerveza, which owned 100% of the shares of FEMSA Cerveza. As a result of the transaction, EMPREX Cerveza and FEMSA Cerveza became wholly-owned subsidiaries of Heineken.

The principal provisions of the Share Exchange Agreement are as follows:

- delivery to Heineken N.V., by FEMSA, of 100% of the outstanding share capital of EMPREX Cerveza, which together with its subsidiaries, constitutes the entire beer business and operations of FEMSA in Mexico and Brazil (including the United States and other export business);
- delivery to FEMSA by Heineken N.V. of 86,028,019 new Heineken N.V. shares;
- simultaneously with the closing of the Heineken transaction, a swap between Heineken Holding N.V. and FEMSA of 43,018,320 Heineken N.V. shares for an equal number of newly issued shares in Heineken Holding N.V.;

- the commitment by Heineken N.V. to assume indebtedness of EMPREX Cerveza and subsidiaries amounting to approximately US\$ 2.1 billion;
- the provision by FEMSA to the Heineken Group of indemnities customary in transactions of this nature concerning FEMSA and FEMSA Cerveza and its subsidiaries and their businesses;
- FEMSA's covenants to operate the EMPREX Cerveza business in the ordinary course consistent with past practice until the closing of the transaction, subject to customary exceptions, with the economic risks and benefits of the EMPREX Cerveza business transferring to Heineken as of January 1, 2010;
- the provision by Heineken N.V. and Heineken Holding N.V. to FEMSA of indemnities customary in transactions of this nature concerning the Heineken Group; and
- FEMSA's covenants, subject to certain limitations, to not engage in the production, manufacture, packaging, distribution, marketing or sale of beer and similar beverages in Latin America, the United States, Canada and the Caribbean.

In September 2017, FEMSA sold shares equivalent to 3.9% of Heineken N.V.'s capital stock and shares equivalent to 2.67% of Heineken Holding N.V.'s capital stock. This sale decreased FEMSA's economic interest in Heineken from 20.0% to 14.76%.

Corporate Governance Agreement

On April 30, 2010, FEMSA, CB Equity (as transferee of the Heineken N.V. and Heineken Holding N.V. Exchange Shares and Allotted Shares), Heineken N.V., Heineken Holding N.V. and L'Arche Green N.V. (as majority shareholder of Heineken Holding N.V.) entered into a corporate governance agreement, which we refer to as the Corporate Governance Agreement, which establishes the terms of the relationship between Heineken and FEMSA after the closing of the Heineken transaction.

The Corporate Governance Agreement covers, among other things, the following topics:

- FEMSA's representation on the Heineken Holding Board and the Heineken Supervisory Board and the creation of an Americas committee, also with FEMSA's representation;
- FEMSA's representation on the selection and appointment committee and the audit committee of the Heineken Supervisory Board;
- FEMSA's commitment to not increase its holding in Heineken Holding N.V. above 20% and to not increase its holding in the Heineken Group above a maximum 20% economic interest (subject to certain exceptions); and
- FEMSA's agreement not to transfer any shares in Heineken N.V. or Heineken Holding N.V. for a five-year period, subject to certain exceptions, including among others, (i) beginning in the third anniversary, the right to sell up to 1% of all outstanding shares of each of Heineken N.V. and Heineken Holding N.V. in each calendar quarter, and (ii) beginning in the third anniversary, the right to dividend or distribute to its shareholders each of Heineken N.V. and Heineken Holding N.V. shares.

Under the Corporate Governance Agreement, FEMSA is entitled to nominate two representatives to the Heineken Supervisory Board, one of whom will be appointed as its vice-chairman and will also serve as a representative of FEMSA on the Heineken Supervisory Board. José Antonio Fernández Carbajal, our Executive Chairman of the Board and Javier Astaburuaga Sanjines, our Vice President of Corporate Development were appointed to the Heineken Supervisory Board by Heineken N.V.'s general meeting of shareholders. Mr. Fernández Carbajal was also approved to the Heineken Holding Board by the general meeting of shareholders of Heineken Holding N.V.

In addition, the Heineken Supervisory Board has created an Americas committee to oversee the strategic direction of the business in the American continent and assess new business opportunities in that region. The Americas committee consists of two existing members of the Heineken Supervisory Board and one FEMSA representative, who acts as the chairman. The chairman of the Americas committee is José Antonio Fernández Carbajal, our Executive Chairman of the Board.

The Corporate Governance Agreement has no fixed term, but certain provisions cease to apply if FEMSA ceases to have the right to nominate a representative to the Heineken Holding Board and the Heineken Supervisory Board. For example, in certain circumstances, FEMSA would be entitled to only one representative on the Heineken Supervisory Board, including in the event that FEMSA's economic interest in the Heineken Group were to fall below 14%, the current FEMSA control structure were to change or FEMSA were to be subject to a change of control. In the event that FEMSA's economic interest in Heineken falls below 7% or a beer producer acquires control of FEMSA, all of FEMSA's corporate governance rights would end pursuant to the Corporate Governance Agreement.

Documents on Display

We file reports, including annual reports on Form 20-F, and other information with the SEC pursuant to the rules and regulations of the SEC that apply to foreign private issuers. Any filings we make electronically are available to the public over the internet at the SEC's web site at www.sec.gov and at our website at www.femsa.com. (This URL is intended to be an inactive textual reference only. It is not intended to be an active hyperlink to our website. The information on our website, which might be accessible through a hyperlink resulting from this URL, is not and shall not be deemed to be incorporated into this annual report.)

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our business activities require the holding or issuing of derivative financial instruments that expose us to market risks related to changes in interest rates, foreign currency exchange rates, equity risk and commodity price risk.

Interest Rate Risk

Interest rate risk exists principally with respect to our indebtedness that bears interest at floating rates. At December 31, 2019, we had outstanding total debt of Ps. 117,951 million, of which 13% bore interest at variable interest rates and 87% bore interest at fixed interest rates. After giving effect to derivative hedging contracts, as of December 31, 2019, 87.7% of our total debt was fixed rate and 12.3% of our total debt was variable rate (the total amount of debt and of variable rate debt and fixed rate debt used in the calculation of this percentage includes the effect of cross-currency and interest rate swaps). The interest rate on our variable rate debt is determined by reference to the London Interbank Offered Rate ("LIBOR," a benchmark rate used for Eurodollar loans), the Equilibrium Interbank Interest Rate (*Tasa de Interés Interbancaria de Equilibrio*, or "TIE"), and the Treasury Certificates (*Certificados de la Tesorería*, or "CETES") rate. If these reference rates increase, our interest payments would consequently increase.

The table below provides information about our derivative financial instruments that are sensitive to changes in interest rates and exchange rates. The table presents notional amounts and weighted average interest rates by expected contractual maturity dates. Notional amounts are used to calculate the contractual payments to be exchanged under the contract. Weighted average variable rates are based on the reference rates on December 31, 2019, plus spreads contracted by us. Our derivative financial instruments' current payments are denominated in U.S. dollars and Mexican pesos. All of the payments in the table are presented in Mexican pesos, our reporting currency, utilizing the December 31, 2019 exchange rate of Ps. 18.8600 per U.S. dollar.

The table below also includes the estimated fair value as of December 31, 2019 of:

- short and long-term debt, based on the discounted value of contractual cash flows, in which the discount rate is estimated using rates currently offered for debt with similar terms and remaining maturities;
- long-term notes payable and capital leases, based on quoted market prices; and
- cross-currency swaps and interest rate swaps, based on quoted market prices to terminate the contracts as of December 31, 2019.

As of December 31, 2019, the fair value represents an increase in total debt of Ps. 6,087 million more than book value.

Principal by Year of Maturity

| | At December 31, ⁽¹⁾ | | | | | | | | | | | | | | |
|--------------------------------|--------------------------------|-------|-------|------------|-------|---------------------|-------------------------------------|---------------------------------|--|--|--|--|--|--|--|
| (in millions of Mexican pesos) | 2020 | 2021 | 2022 | 2023 | 2024 | 2025 and Thereafter | Carrying Value at December 31, 2019 | Fair Value at December 31, 2019 | Carrying Value at December 31, 2018 ⁽¹⁾ | | | | | | |
| Short-term debt: | | | | | | | | | | | | | | | |
| Fixed rate debt: | | | | | | | | | | | | | | | |
| Colombian pesos | | | | | | | | | | | | | | | |
| Bank loans | Ps. 769 | Ps. – | Ps. – | Ps. – | Ps. – | Ps. – | Ps. 769 | Ps. 769 | Ps. – | | | | | | |
| Interest rate | 5.1% | – | – | – | – | – | 5.1% | – | – | | | | | | |
| Argentine pesos | | | | | | | | | | | | | | | |
| Bank loans | 126 | – | – | – | – | – | 126 | 126 | 157 | | | | | | |
| Interest rate | 63.5% | – | – | – | – | – | 63.5% | – | 36.8% | | | | | | |
| Chilean pesos | | | | | | | | | | | | | | | |
| Bank loans | 977 | – | – | – | – | – | 977 | 977 | 594 | | | | | | |
| Interest rate | 2.6% | – | – | – | – | – | 2.6% | – | 3.2% | | | | | | |
| U.S. dollars | | | | | | | | | | | | | | | |
| Bank loans | 1,038 | – | – | – | – | – | 1,038 | 1,038 | – | | | | | | |
| Interest rate | 2.6% | – | – | – | – | – | 2.6% | – | – | | | | | | |
| Capital leases | – | – | – | – | – | – | – | – | 10 | | | | | | |
| Interest rate | – | – | – | – | – | – | – | – | 3.3% | | | | | | |
| Uruguayan pesos | | | | | | | | | | | | | | | |
| Bank loans | 63 | – | – | – | – | – | 63 | 63 | 771 | | | | | | |
| Interest rate | 11.6% | – | – | – | – | – | 11.6% | – | 10% | | | | | | |
| Variable rate debt: | | | | | | | | | | | | | | | |
| Mexican pesos | | | | | | | | | | | | | | | |
| Bank loans | 100 | – | – | – | – | – | 100 | 100 | 450 | | | | | | |
| Interest rate | 7.9% | – | – | – | – | – | 7.9% | – | 9.2% | | | | | | |
| Colombian pesos | | | | | | | | | | | | | | | |
| Bank loans | 431 | – | – | – | – | – | 431 | 431 | 454 | | | | | | |
| Interest rate | 4.7% | – | – | – | – | – | 4.7% | – | 5.6% | | | | | | |
| Argentine pesos | | | | | | | | | | | | | | | |
| Bank loans | 32 | – | – | – | – | – | 32 | 32 | – | | | | | | |
| Interest rate | 54.3% | – | – | – | – | – | 54.3% | – | – | | | | | | |
| Brazilian reals | | | | | | | | | | | | | | | |
| Bank loans | 399 | – | – | – | – | – | 399 | 399 | – | | | | | | |
| Interest rate | 9.4% | – | – | – | – | – | 9.4% | – | – | | | | | | |
| Total short-term debt | Ps. 3,935 | Ps. – | Ps. – | Ps. – | Ps. – | Ps. – | Ps. 3,935 | Ps. 3,935 | Ps. 2,436 | | | | | | |
| | | | | | | | | | | | | | | | |
| | 2020 | 2021 | 2022 | 2023 | 2024 | 2025 and Thereafter | Carrying Value at December 31, 2019 | Fair Value at December 31, 2019 | Carrying Value at December 31, 2018 ⁽¹⁾ | | | | | | |
| (in millions of Mexican pesos) | | | | | | | | | | | | | | | |
| Long-term debt: | | | | | | | | | | | | | | | |
| Fixed rate debt: | | | | | | | | | | | | | | | |
| Euro | | | | | | | | | | | | | | | |
| Senior unsecured notes | Ps. – | Ps. – | Ps. – | Ps. 21,046 | Ps. – | Ps. – | Ps. 21,046 | Ps. 22,181 | Ps. 22,439 | | | | | | |
| Interest rate | – | – | – | 1.7% | – | – | 1.7% | – | 1.7% | | | | | | |
| U.S. dollars | | | | | | | | | | | | | | | |
| Yankee bond | 9,421 | – | – | 16,840 | – | 11,314 | 37,575 | 41,231 | 39,204 | | | | | | |
| Interest rate | 4.6% | – | – | 3.9% | – | 5.3% | 4.5% | – | 4.5% | | | | | | |
| U.S. dollars Promissory Note | | | | | | | | | | | | | | | |
| Interest rate ⁽¹⁾ | – | – | – | – | – | – | – | – | 4,652 | | | | | | |
| Bank of NY (FEMSA USD 2023) | – | – | – | 5,593 | – | – | 5,593 | 5,715 | 5,849 | | | | | | |
| Interest rate ⁽¹⁾ | – | – | – | 2.9% | – | – | 2.9% | – | 2.9% | | | | | | |
| Bank of NY (FEMSA USD 2043) | | | | | | | | | | | | | | | |
| Interest rate ⁽¹⁾ | – | – | – | – | – | 12,943 | 12,943 | 14,611 | 13,504 | | | | | | |
| Bank loans | 439 | 437 | 437 | 436 | 436 | – | 2,185 | 2,185 | – | | | | | | |
| Interest rate | 3.6% | 3.6% | 3.6% | 3.6% | 3.6% | – | 3.6% | – | – | | | | | | |
| Mexican pesos | | | | | | | | | | | | | | | |
| Domestic senior notes | – | 2,499 | – | 7,496 | – | 8,489 | 18,484 | 18,066 | 18,481 | | | | | | |
| Interest rate | – | 8.3% | – | 5.5% | – | 7.9% | 6.9% | – | 6.9% | | | | | | |
| Bank loans | 49 | 31 | 20 | 12 | 3 | – | 115 | 116 | 77 | | | | | | |
| Interest rate | 8.2% | 9.3% | 11.0% | 11.0% | 11.0% | – | 9.3% | – | 6.4% | | | | | | |

| | | | | | | | | | |
|------------------------|------------|-----------|---------|------------|---------|------------|------------|-------------|-------------|
| Brazilian reais | | | | | | | | | |
| Bank loans | 118 | 197 | 61 | 35 | 23 | – | 434 | 434 | 545 |
| Interest rate | 5.9% | 8.8% | 6.1% | 6.4% | 6.6% | – | 7.3% | – | 6.0% |
| Chilean pesos | | | | | | | | | |
| Capital leases | 26 | 14 | – | – | – | – | 40 | 39 | – |
| Interest rate | 3.5% | 3.2% | – | – | – | – | 3.4% | – | – |
| Uruguayan pesos | | | | | | | | | |
| Bank loans | 477 | 788 | – | – | – | – | 1,265 | 1,265 | 573 |
| Interest rate | 10.2% | 9.9% | – | – | – | – | 5.8% | – | 10.2% |
| Subtotal | Ps. 10,530 | Ps. 3,966 | Ps. 518 | Ps. 51,458 | Ps. 462 | Ps. 32,746 | Ps. 99,680 | Ps. 105,842 | Ps. 105,405 |

(1) All interest rates shown in this table are weighted average contractual annual rates.

| (in millions of Mexican pesos) | 2020 | 2021 | 2022 | 2023 | 2024 | 2025 and Thereafter | Carrying Value at December 31, 2019 | Fair Value at December 31, 2019 | Carrying Value at December 31, 2018 ⁽¹⁾ |
|--|------------|-----------|-----------|------------|---------|---------------------------|--|---------------------------------------|---|
| Variable rate debt: | | | | | | | | | |
| U.S. dollars | | | | | | | | | |
| Bank loans | Ps. – | Ps. – | Ps. – | Ps. – | Ps. – | Ps. – | Ps. – | Ps. – | 4,025 |
| Interest rate ⁽¹⁾ | – | – | – | – | – | – | – | – | 3.3% |
| Mexican pesos | | | | | | | | | |
| Domestic senior notes | – | – | 1,459 | – | – | – | 1,459 | 1,385 | 1,497 |
| Interest rate ⁽¹⁾ | – | – | 8.0% | – | – | – | 8.0% | – | 8.6% |
| Bank Loans | 263 | 119 | 81 | 34 | 9 | 9,358 | 9,864 | 9,864 | 10,731 |
| Interest rate ⁽¹⁾ | 8.5% | 9.0% | 8.9% | 9.0% | 9.5% | 8.2% | 8.4% | – | 8.6% |
| Brazilian reais | | | | | | | | | |
| Bank loans | 184 | 52 | 6 | – | – | – | 242 | 242 | 505 |
| Interest rate | 7.8% | 7.8% | 7.8% | – | – | – | 7.8% | – | 9.5% |
| Notes payable ⁽²⁾ | – | – | – | – | – | – | – | – | 5 |
| Interest rate | – | – | – | – | – | – | – | – | 0.4% |
| Colombian pesos | | | | | | | | | |
| Bank loans | 417 | 4 | 1 | – | – | – | 422 | 422 | 848 |
| Interest rate | 5.7% | 6.8% | 6.8% | – | – | – | 5.7% | – | 5.7% |
| Chilean pesos | | | | | | | | | |
| Bank loans | 875 | 577 | 593 | 304 | – | – | 2,349 | 2,348 | 3,212 |
| Interest rate | 3.9% | 4.0% | 4.3% | 4.1% | – | – | 4.1% | – | 4.1% |
| Subtotal | Ps. 1,739 | 752 Ps. | 2,140 Ps. | 338 Ps. | 9 Ps. | 9,358 Ps. | 14,336 Ps. | 14,261 Ps. | 20,823 |
| Total long-term debt | Ps. 12,269 | Ps. 4,718 | Ps. 2,658 | Ps. 51,796 | Ps. 471 | Ps. 42,104 | Ps. 114,016 | Ps. 120,103 | Ps. 126,228 |
| Current portion of long term debt | | | | | | | (12,269) | | (11,238) |
| | | | | | | | Ps. 101,747 | | Ps. 114,990 |

(1) All interest rates shown in this table are weighted average contractual annual rates.

(2) Promissory note denominated and payable in Brazilian reais; however, it is linked to the performance of the exchange rate between the Brazilian real and the U.S. dollar. As a result, the principal amount under the promissory note may be increased or reduced based on the depreciation or appreciation of the Brazilian real relative to the U.S. dollar.

A hypothetical, instantaneous and unfavorable change of 100 basis points in the average interest rate applicable to variable-rate liabilities held at FEMSA as of December 31, 2019 would increase our interest expense by approximately Ps. 55 million, or 1.0%, over the 12-month period of 2020, assuming no additional debt is incurred during such period, in each case after giving effect to all of our interest and cross-currency swap agreements.

Foreign Currency Exchange Rate Risk

Our principal exchange rate risk involves changes in the value of the local currencies, of each country where we operate, relative to the U.S. dollar. In 2019, the percentage of our consolidated total revenues was denominated as follows:

Total Revenues by Currency at December 31, 2019

| Region | Currency | % of Consolidated Total Revenues |
|----------------------------|--|----------------------------------|
| Mexico and Central America | Mexican peso, Guatemalan quetzal, Panamanian balboa, Costa Rican colon, Nicaraguan córdoba and U.S. dollar | 72% |
| South America | Brazilian reais, Argentine peso, Colombian peso, Chilean peso, Uruguayan peso and Peru sol | 28% |

We estimate that a majority of our consolidated costs and expenses are denominated in Mexican pesos for Mexican subsidiaries and in the aforementioned currencies for the foreign subsidiaries, which are principally subsidiaries of Coca-Cola FEMSA. Substantially all of our costs and expenses denominated in a foreign currency, other than the functional currency of each country where we operate, are denominated in U.S. dollars. As of December 31, 2019, after giving effect to all cross-currency swaps and interest rate swaps, 54.5% of our long-term indebtedness was denominated in Mexican pesos, 7.8% was denominated in U.S. Dollars, 18.8% was denominated in Euros, 12.2% was denominated in Brazilian reais, 4.1% was denominated in Chilean pesos and 1.3% was denominated in Colombian pesos, 1.2% Uruguayan pesos and 0.1% in Argentine pesos. We also have short-term indebtedness, which mostly consists of bank loans in Colombian pesos, Argentine pesos, Chilean pesos and U.S. dollars. Decreases in the value of the different currencies relative to the U.S. dollar will increase the cost of our foreign currency denominated operating costs and expenses, and the debt service obligations with respect to our foreign currency-denominated indebtedness. A depreciation of the Mexican peso relative to the U.S. dollar will also result in foreign exchange losses, as the Mexican peso value of our foreign currency-denominated long-term indebtedness is increased.

Our exposure to market risk associated with changes in foreign currency exchange rates relates primarily to U.S. dollar and Euro-denominated debt obligations as shown in the interest rate risk table above. We occasionally utilize financial derivative instruments to hedge our exposure to the U.S. dollar relative to the Mexican peso and other currencies. Also, we occasionally use non-derivative financial instruments to hedge our exposure to the Euro relative to the Mexican peso, regarding our net investment in Heineken.

As of December 31, 2019, we had forward agreements that met the hedging criteria for accounting purposes, to hedge our transactions denominated in U.S. dollars and Euros. The notional amount of these forward agreements was (i) Ps. 8,447 million that expire in 2020, for which we have recorded a net fair value liability of Ps. 258 million; (ii) Ps. 215 million that expire in 2021, for which we have recorded a net fair value asset of Ps. 27 million; and (iii) Ps. 52 million that expire in 2022, for which we have recorded a net fair value asset of Ps. 5 million. The fair value of foreign currency forward contracts is estimated based on the quoted market price of each agreement at year-end assuming the same maturity dates originally contracted for. For the year ended December 31, 2019, a gain of Ps. 116 million on expired forward agreements was recorded in our consolidated results.

As of December 31, 2018, we had forward agreements that met the hedging criteria for accounting purposes, to hedge our transactions denominated in U.S. dollars and Euros. The notional amount of these forward agreements was Ps. 5,808 million, for which we have recorded a net fair value asset of Ps. 68 million. The maturity date of these forward agreements was in 2019. The fair value of foreign currency forward contracts is estimated based on the quoted market price of each agreement at year-end assuming the same maturity dates originally contracted for. For the year ended December 31, 2018, a gain of Ps. 87 million on expired forward agreements was recorded in our consolidated results.

As of December 31, 2017, we had forward agreements that met the hedging criteria for accounting purposes, to hedge our transactions denominated in U.S. dollars and Euros. The notional amount of these forward agreements was Ps. 7,739 million, for which we have recorded a fair value asset of Ps. 152 million. The maturity date of these forward agreements was in 2018. The fair value of foreign currency forward contracts is estimated based on the quoted market price

of each agreement at year-end assuming the same maturity dates originally contracted for. For the year ended December 31, 2017, a gain of Ps. 40 million on expired forward agreements was recorded in our consolidated results.

As of December 31, 2019, we had options to purchase U.S. dollars to reduce our exposure to the risk of exchange rate fluctuations. The notional amount of these options was Ps. 107 million, for which we have recorded a net fair value asset of Ps. 2 million as part of accumulated other comprehensive income. The maturity date of these options is in 2020.

As of December 31, 2018, we had options to purchase U.S. dollars to reduce our exposure to the risk of exchange rate fluctuations. The notional amount of these options was Ps. 1,734 million, for which we have recorded a net fair value asset of Ps. 24 million as part of accumulated other comprehensive income. The maturity date of these options was in 2019.

As of December 31, 2017, we had options to purchase U.S. dollars to reduce our exposure to the risk of exchange rate fluctuations. The notional amount of these options was Ps. 266 million, for which we have recorded a net fair value asset of Ps. 12 million as part of accumulated other comprehensive income. The maturity date of these options was in 2018.

As of December 31, 2019, we have long-term debt in the amount of €1,000. We have designated a non-derivative financial liability as a hedge on the net investment in our stake hold in Heineken. We recognized a foreign exchange gain, net of tax, of Ps. 991 million, which is as part of the exchange differences on translation of foreign operation within the accumulated other comprehensive income.

The following table illustrates the effects that hypothetical fluctuations in the exchange rates of the U.S. dollar and the Euro relative to the Mexican peso, and the U.S. dollar relative to the Brazilian reais and Colombian peso, would have on our equity and profit or loss:

| Foreign Currency Risk | Change in Exchange Rate | Effect on Equity (in millions of Mexican pesos) |
|-----------------------|-------------------------|--|
| 2019 | | |
| FEMSA(1) | +9% MXN/EUR | Ps. 57 |
| | -9% MXN/EUR | (57) |
| | +13% BRL/USD | 202 |
| | -13% BRL/USD | (202) |
| Coca-Cola FEMSA | +9% MXN/USD | 739 |
| | -9% MXN/USD | (739) |
| | +13% BRL/USD | 155 |
| | -13% BRL/USD | (155) |
| | +5% UYU/USD | 23 |
| | -5% UYU/USD | (23) |
| | +10% COP/USD | 54 |
| | -10% COP/USD | (54) |
| | +25% ARS/USD | 88 |
| | -25% ARS/USD | (88) |
| 2018 | | |
| FEMSA(1) | +12 MXN/EUR | Ps. 116 |
| | -12% MXN/EUR | (116) |
| Coca-Cola FEMSA | +13% MXN/USD | 668 |
| | -13% MXN/USD | (668) |
| | +16% BRL/USD | 413 |
| | -16% BRL/USD | (413) |
| | +8% UYU/USD | 46 |
| | -8% UYU/USD | (46) |
| | +12% COP/USD | 2 |
| | -12% COP/USD | (2) |
| | +27% ARS/USD | 522 |
| | -27% ARS/USD | (522) |
| 2017 | | |
| FEMSA(1) | +13% MXN/EUR | Ps. 141 |
| | -13% MXN/EUR | (141) |
| | +8% CLP/USD | 2 |
| | -8% CLP/USD | (2) |
| Coca-Cola FEMSA | +12% MXN/USD | 626 |
| | -12% MXN/USD | (626) |
| | +14% BRL/USD | 234 |
| | -14% BRL/USD | (234) |
| | +9% COP/USD | 73 |
| | -9% COP/USD | (73) |
| | +10% ARS/USD | 29 |
| | -10% ARS/USD | (29) |

(1) Does not include Coca-Cola FEMSA.

As of December 31, 2019, we had (i) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 17,252 million that expire in 2020, for which we have recorded a net fair value asset of Ps. 576 million; (ii) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 702 million that expire in 2021, for which we have recorded a net fair value asset of Ps. 49 million; (iii) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 375 million that expire in 2022, for which we have recorded a net fair value asset of Ps. 3 million; (iv) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 23,466 million that expire in 2023, for which we have

recorded a net fair value asset of Ps. 6,528 million; (v) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 1,788 million that expire in 2024, for which we have recorded a net fair value liability of Ps. 53 million; (vi) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 772 million that expire in 2026, for which we have recorded a net fair value liability of Ps. 63 million; (vii) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 6,596 million that expire in 2027, for which we have recorded a net fair value liability of Ps. 843 million; (viii) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 1,371 million that expire in 2029, for which we have recorded a net fair value asset of Ps. 121 million; and (ix) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 8,869 million that expire in 2043, for which we have recorded a net fair value asset of Ps. 576 million.

As of December 31, 2018, we had (i) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 4,738 million that expire in 2019, for which we have recorded a net fair value asset of Ps. 502 million; (ii) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 18,126 million that expire in 2020, for which we have recorded a net fair value asset of Ps. 637 million; (iii) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 4,774 million that expire in 2021, for which we have recorded a net fair value asset of Ps. 615 million; (iv) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 396 million that expire in 2023, for which we have recorded a net fair value liability of Ps. 7 million; (v) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 23,948 million that expire in 2026, for which we have recorded a net fair value asset of Ps. 7,422 million; (vi) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 813 million that expire in 2027, for which we have recorded a net fair value liability of Ps. 154 million; and (vii) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 6,889 million that expire in 2028, for which we have recorded a net fair value asset of Ps. 160 million.

As of December 31, 2017, we had (i) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 24,760 million that expire in 2018, for which we have recorded a net fair value liability of Ps. 3,878 million; (ii) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 6,263 million that expire in 2019, for which we have recorded a net fair value liability of Ps. 205 million; (iii) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 18,428 million that expire in 2020, for which we have recorded a net fair value liability of Ps. 360 million; (iv) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 4,853 million that expire in 2021, for which we have recorded a net fair value asset of Ps. 12 million; (v) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 14,446 million that expire in 2023, for which we have recorded a net fair value asset of Ps. 8,336 million; (vi) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 888 million that expire in 2026, for which we have recorded a net fair value liability of Ps. 192 million; and (vii) cross-currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 6,907 million that expire in 2027, for which we have recorded a net fair value asset of Ps. 51 million.

Certain cross-currency swap instruments did not meet the hedging criteria for accounting purposes. For the years ended December 31, 2019, 2018 and 2017, changes in the estimated fair value were recorded in the income statement. The changes in fair value of these contracts represented a loss of Ps. 289 and Ps. 128 million in 2019 and 2018, respectively, and a gain of Ps. 349 million in 2017.

A hypothetical, instantaneous and unfavorable 10% devaluation of the Mexican peso relative to the U.S. dollar occurring on December 31, 2019 would result in a foreign exchange gain increasing our consolidated net income by approximately Ps. 4,610 million over the 12-month period of 2020, reflecting greater foreign exchange loss related to our U.S. dollar denominated indebtedness, net of a gain in the cash balances held by us in U.S. dollars and Euros.

As of April 24, 2020, the exchange rates relative to the U.S. dollar of all the countries where we operate, as well as their devaluation/revaluation effect compared to December 31, 2019, were as follows:

| Country | Currency | Exchange Rate as of April 24, 2020 | (Devaluation) / Revaluation |
|------------|-----------------|--|--------------------------------|
| Mexico | Mexican peso | 24.5883 | (30.5)% |
| Brazil | Brazilian reais | 5.65 | (40.2)% |
| Colombia | Colombian peso | 4,020.94 | (22.7)% |
| Argentina | Argentine peso | 66.43 | (10.9)% |
| Costa Rica | Colon | 569.03 | 1.3% |
| Guatemala | Quetzal | 7.71 | (0.2)% |
| Nicaragua | Cordoba | 34.15 | (0.9)% |
| Panama | U.S. dollar | 1.00 | — |
| Euro Zone | Euro | 0.93 | (3.9)% |
| Peru | Nuevo sol | 3.38 | (1.8)% |
| Chile | Chilean peso | 858.87 | (15.3)% |
| Uruguay | Uruguayan peso | 43.70 | (17.1)% |

A hypothetical, instantaneous and unfavorable 10% devaluation in the value of the currencies in each of the countries where we operate, relative to the U.S. dollar, occurring on December 31, 2019, would produce a reduction (or gain) in stockholders' equity as follows:

| Country | Currency | Reduction in Stockholders' Equity (in millions of Mexican pesos) |
|------------|-----------------|---|
| Mexico | Mexican peso | 4,610 |
| Brazil | Brazilian reais | 3,430 |
| Colombia | Colombian peso | 1,211 |
| Costa Rica | Colon | 504 |
| Argentina | Argentine peso | 239 |
| Guatemala | Quetzal | 84 |
| Nicaragua | Cordoba | 100 |
| Panama | U.S. dollar | 114 |
| Peru | Nuevo sol | 1 |
| Chile | Chilean peso | (199) |
| Euro Zone | Euro | 6,748 |
| U.S.A | U.S. dollar | 1,615 |

Equity Risk

As of December 31, 2019, 2018 and 2017, we did not have any equity derivative agreements, other than as described in notes 2.3.1.8 and 21.8 of our audited consolidated financial statements.

Commodity Price Risk

We entered into various derivative contracts to hedge the cost of certain raw materials that are exposed to variations of commodity price exchange rates. As of December 31, 2019, we had various derivative instruments contracts with maturity dates through 2021, notional amounts of Ps. 2,366 million and a fair value asset of Ps. 44 million. The results of our commodity price contracts for the years ended December 31, 2019, 2018, and 2017, were a gain of Ps. 391 million, gain of Ps. 258 million and gain of Ps. 6 million, respectively, which were recorded in the results of each year.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

ITEM 12A. DEBT SECURITIES

Please see Exhibit 2.17 to this annual report.

ITEM 12B. WARRANTS AND RIGHTS

Not applicable.

ITEM 12C. OTHER SECURITIES

Not applicable.

ITEM 12D. AMERICAN DEPOSITARY SHARES

The Bank of New York Mellon, headquartered at 225 Liberty Street, New York, New York 10286, serves as the depositary for our ADSs. Holders of our ADSs, evidenced by ADRs, are required to pay various fees to the depositary, and the depositary may refuse to provide any service for which a fee is assessed until the applicable fee has been paid.

ADS holders are required to pay the depositary amounts in respect of expenses incurred by the depositary or its agents on behalf of ADS holders, including expenses arising from compliance with applicable law, taxes or other governmental charges, cable, telex and facsimile transmission, or the conversion of foreign currency into U.S. dollars. The depositary may decide in its sole discretion to seek payment by either billing holders or by deducting the fee from one or more cash dividends or other cash distributions.

ADS holders are also required to pay additional fees for certain services provided by the depositary, as set forth in the table below.

| Depositary service | Fee payable by ADS holders |
|---|---|
| Issuance and delivery of ADSs, including in connection with share distributions, stock splits | Up to US\$ 5.00 per 100 ADSs (or portion thereof) |
| Distribution of dividends | Up to US\$ 0.02 per ADS |
| Withdrawal of shares underlying ADSs | Up to US\$ 5.00 per 100 ADSs (or portion thereof) |

Please see Exhibit 2.17 to this annual report for more information.

Direct and indirect payments by the depositary

The depositary pays us an agreed amount, which includes reimbursements for certain expenses we incur in connection with the ADS program. These reimbursable expenses include legal and accounting fees, listing fees, investor relations expenses and fees payable to service providers for the distribution of material to ADS holders. For the year ended December 31, 2019, this amount was US\$ 2,376,336.40.

ITEMS 13-14. NOT APPLICABLE

ITEM 15. CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures

We have evaluated, with the participation of our principal executive officer and principal financial officer, the effectiveness of our disclosure controls and procedures as of December 31, 2019. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Based upon our evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (or the "Exchange Act") is recorded, processed, summarized and reported, within the time periods specified in the applicable rules and forms, and that it is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Management's annual report on internal control over financial reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an

evaluation of the effectiveness of our internal control over financial reporting based on the framework in “Internal Control— Integrated Framework,” as issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards. Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets, (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with International Financial Reporting Standards, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors, and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Based on our evaluation under the 2013 framework in “Internal Controls— Integrated Framework,” as issued by the Committee of Sponsoring Organizations of the Treadway Commission, our management concluded that our internal control over financial reporting was effective as of December 31, 2019.

In accordance with applicable guidance provided by SEC, our management assessment and conclusions of internal control effectiveness over financial reporting as of December 31, 2019 excludes an assessment of the internal control over financial reporting of GPF and AGV Group (“AGV”). These acquisitions represented 1.6% and 0.5% of our total assets and net assets, respectively, as of December 31, 2019, and 1.7% of our revenues, for the year ended December 31, 2019.

The effectiveness of our internal control over financial reporting as of December 31, 2019 has been audited by Mancera, S.C., a member practice of Ernst & Young Global Limited, an independent registered public accounting firm, as stated in its report included herein.

(c) Attestation Report of the Registered Public Accounting Firm

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of
Fomento Económico Mexicano, S.A.B. de C.V.

Opinion on internal Control over Financial Reporting

We have audited Fomento Económico Mexicano, S.A.B. de C.V. and subsidiaries’ internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) (the COSO criteria). In our opinion, Fomento Económico Mexicano, S.A.B. de C.V. and subsidiaries (“the Company”) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on the COSO criteria.

As indicated in the accompanying Management’s Annual Report on Internal Control over Financial Reporting, management’s assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of 1) Corporación Grupo FYBECA, S.A. (“GPF”) consolidated since May 2019, and 2) AGV Group (“AGV”), consolidated since December 2019, which collectively constituted 1.6% and 0.7% of total and net assets, respectively, as of December 31, 2019 and 1.7% of revenues for the year then ended. Our audit of internal control over financial reporting of the Company also did not include an evaluation of the internal control over financial reporting of GPF and AGV.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated statements of financial position of the Company as of December 31, 2019 and 2018, the related consolidated statements of income, comprehensive income, changes in equity, and cash flows for each of the three years in the period ended December 31, 2019, and the related notes, and our report dated April 28, 2020, expressed an unqualified opinion thereon based on our audit and the report of the other auditor.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Mexico according to the "Codigo de Etica Profesional del Instituto Mexicano de Contadores Publicos" ("IMCP Code"), and the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards, as issued by the International Accounting Standard Board (IFRS). A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Mancera, S.C.
A member practice of
Ernst & Young Global Limited

/s/ MANCERA, S.C.
Monterrey, N.L., Mexico
April 28, 2020

(d) Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting during 2019 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our shareholders and our board of directors have designated Victor Alberto Tiburcio Celorio, an independent director under the Mexican Securities Law and applicable U.S. Securities Laws and NYSE listing standards, as an “audit committee financial expert” within the meaning of this Item 16A. See “Item 6. Directors, Senior Management and Employees— Directors.”

ITEM 16B. CODE OF ETHICS

We have adopted a code of ethics, within the meaning of this Item 16B of Form 20-F. Our code of ethics applies to our principal executive officer, principal financial officer, principal accounting officer and persons performing similar functions as well as to our directors and other officers and employees. Our code of ethics is available on our website at <https://www.femsa.com/en/press-room/documents/code-of-ethics/>. If we amend the provisions of our code of ethics that apply to our principal executive officer, principal financial officer, principal accounting officer and persons performing similar functions, or if we grant any waiver of such provisions, we will disclose such amendment or waiver on our website at the same address.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit and Non-Audit Fees

For the fiscal years ended December 31, 2019, 2018 and 2017, Mancera, S.C., a member practice of Ernst & Young Global Limited, was our auditor.

The following table summarizes the aggregate fees billed to us in 2019, 2018 and 2017 by Mancera, S.C., which is an independent registered public accounting firm, during the fiscal years ended December 31, 2019, 2018 and 2017:

| | Year ended December 31, | | |
|--------------------|--------------------------------|--------|--------|
| | 2019 | 2018 | 2017 |
| | (in millions of Mexican pesos) | | |
| Audit fees | Ps.129 | Ps.139 | Ps.126 |
| Audit-related fees | 21 | 10 | 21 |
| Tax fees | 17 | 24 | 13 |
| Other fees | 4 | 8 | 1 |
| Total | Ps.171 | Ps.181 | Ps.161 |

Audit fees. Audit fees in the above table represent the aggregate fees billed in connection with the audit of our annual financial statements, as well as to other limited procedures in connection with our quarterly financial information and other statutory and regulatory audit activities.

Audit-related fees. Audit-related fees in the above table are the aggregate fees billed for assurance and other services related to the performance of the audit, mainly in connection with bond issuance processes and other special audits and reviews.

Tax fees. Tax fees in the above table are fees billed for services based upon existing facts and prior transactions in order to document, compute and obtain government approval for amounts included in tax filings such as value-added tax return assistance and transfer pricing documentation.

Other fees. Other fees in the above table include mainly fees billed for due diligence services.

Audit Committee Pre-Approval Policies and Procedures

We have adopted pre-approval policies and procedures under which all audit and non-audit services provided by our external auditors must be pre-approved by the audit committee as set forth in the Audit Committee’s charter. Any service proposals submitted by external auditors need to be discussed and approved by the Audit Committee during its meetings, which take place at least four times a year. Once the proposed service is approved, we or our subsidiaries formalize the engagement of services. The approval of any audit and non-audit services to be provided by our external auditors is specified in the minutes of our Audit Committee. In addition, the members of our board of directors are briefed on matters discussed by the different committees of our board of directors.

ITEM 16D. NOT APPLICABLE

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

We did not purchase any of our equity securities in 2019. The following table presents purchases by trusts that we administer in connection with our stock incentive plans, which purchases may be deemed to be purchases by an affiliated purchaser of us. See “Item 6. Directors, Senior Management and Employees—EVA Stock Incentive Plan.”

Purchases of Equity Securities

| Period | Total Number of BD Units Purchased | Average Price Paid per BD Units | Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Appropriate U.S. dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs |
|------------|--|------------------------------------|---|--|
| March 2020 | 2,445,983 | Ps. 170.0382 | — | — |

ITEM 16F. NOT APPLICABLE

ITEM 16G. CORPORATE GOVERNANCE

Pursuant to Rule 303A.11 of the Listed Company Manual of the NYSE, we are required to provide a summary of the significant ways in which our corporate governance practices differ from those required for U.S. companies under the NYSE listing standards. We are a Mexican corporation with shares listed on the Mexican Stock Exchange. Our corporate governance practices are governed by our bylaws, the Mexican Securities Law and the regulations issued by the CNBV. We also disclose the extent of compliance with the Mexican Code of Principles and Best Corporate Governance (*Código de Principios y Mejores Prácticas de Gobierno Corporativo*), which was created by a group of Mexican business leaders and was endorsed by the Mexican Stock Exchange.

The table below discloses the significant differences between our corporate governance practices and the NYSE standards.

| NYSE Standards | Our Corporate Governance Practices |
|---|---|
| <p>Directors independence: A majority of the board of directors must be independent.</p> | <p>Directors independence: Pursuant to the Mexican Securities Law, we are required to have a board of directors with a maximum of 21 members, 25% of whom must be independent.</p> <p>The Mexican Securities Law sets forth, in article 26, the definition of “independence,” which differs from the one set forth in Section 303A.02 of the Listed Company Manual of the NYSE. Generally, under the Mexican Securities Law, a director is not independent if such director: (i) is an employee or a relevant officer of the company or its subsidiaries; (ii) is an individual with significant influence over the company or its subsidiaries; (iii) is a shareholder or participant of the controlling group of the company; (iv) is a client, supplier, debtor, creditor, partner or employee of an important client, supplier, debtor or creditor of the company; or (v) is a family member of any of the aforementioned persons.</p> <p>In accordance with the Mexican Securities Law, our shareholders are required to make a determination as to the independence of our directors at an ordinary meeting of our shareholders, though the CNBV may challenge that determination. Our board of directors is not required to make a determination as to the independence of our directors.</p> |

NYSE Standards

Executive sessions: Non-management directors must meet at regularly scheduled executive sessions without management.

Nominating/Corporate Governance Committee: A nominating/corporate governance committee composed entirely of independent directors is required.

Compensation Committee: A compensation committee composed entirely independent directors is required.

Audit Committee: Listed companies must have an audit committee satisfying the independence and other requirements of Rule 10A-3 under the Exchange Act and the NYSE independence standards.

Equity compensation plan: Equity compensation plans require shareholder approval, subject to limited exemptions.

Code of business conduct and ethics: Corporate governance guidelines and a code of conduct and ethics are required, with disclosure of any waiver for directors or executive officers.

Our Corporate Governance Practices

Executive sessions: Under our bylaws and applicable Mexican law, our non-management and independent directors are not required to meet in executive sessions.

Our bylaws state that the board of directors will meet at least four times a year, following the end of each quarter, to discuss our operating results and progress in achieving strategic objectives. Our board of directors can also hold extraordinary meetings.

Nominating/Corporate Governance Committee: We are not required to have a nominating committee, and the Mexican Code of Best Corporate Practices does not provide for a nominating committee.

However, Mexican law requires us to have a Corporate Practices Committee. Our Corporate Practices Committee is composed of four members, and as required by the Mexican Securities Law and our bylaws, the four members are independent, and its chairman is elected at the shareholders' meeting.

Compensation Committee: We do not have a committee that exclusively oversees compensation issues. Our Corporate Practices Committee, composed entirely of independent directors, reviews and recommends management compensation programs in order to ensure that they are aligned with shareholders' interests and corporate performance.

Audit Committee: We have an Audit Committee of three members, as required by the Mexican Securities Law. Each member of the Audit Committee is an independent director, and its chairman is elected at the shareholders' meeting.

Equity compensation plan: Shareholder approval is not required under Mexican law or our bylaws for the adoption and amendment of an equity compensation plan. Such plans should provide for general application to all executives. Our current equity compensation plans have been approved by our board of directors.

Code of business conduct and ethics: We have adopted a code of ethics, within the meaning of Item 16B of SEC Form 20-F. Our code of ethics applies to our Chief Executive Officer, Chief Financial Officer and persons performing similar functions as well as to our directors and other officers and employees. Our code of ethics is available on our website at <https://www.femsa.com/en/press-room/documents/code-of-ethics/>. If we amend the provisions of our code of ethics that apply to our Chief Executive Officer, Chief Financial Officer and persons performing similar functions, or if we grant any waiver of such provisions, we will disclose such amendment or waiver on our website at the same address.

ITEM 16H. NOT APPLICABLE

ITEM 17. NOT APPLICABLE

ITEM 18. FINANCIAL STATEMENTS

See pages F-1 through F-185, incorporated herein by reference.

ITEM 19. EXHIBITS

- 1.1 [Bylaws \(*estatutos sociales*\) of Fomento Económico Mexicano, S.A.B. de C.V., approved on April 22, 2008, together with an English translation thereof \(incorporated by reference to Exhibit 1.1 of FEMSA's Annual Report on Form 20-F filed on June 30, 2008 \(File No. 333-08752\)\).](#)
- 1.2 [Share Exchange Agreement by and between Heineken Holding N.V., Heineken N.V., Compañía Internacional de Bebidas, S.A. de C.V., Emprex and FEMSA dated as of January 11, 2010 \(incorporated by reference to Exhibit 1.2 of FEMSA's Annual Report on Form 20-F filed on June 25, 2010 \(File No. 333-08752\)\).](#)
- 1.3 [First Amendment to Share Exchange Agreement by and between Heineken Holding N.V., Heineken N.V., Compañía Internacional de Bebidas, S.A. de C.V., Emprex and FEMSA dated as of April 26, 2010 \(incorporated by reference to Exhibit 1.3 of FEMSA's Annual Report on Form 20-F filed on June 25, 2010 \(File No. 333-08752\)\).](#)
- 1.4 [Corporate Governance Agreement, dated April 30, 2010, between Heineken Holding N.V., Heineken N.V., L'Arche Green N.V., FEMSA and CB Equity \(incorporated by reference to Exhibit 1.4 of FEMSA's Annual Report on Form 20-F filed on April 27, 2012 \(File No. 333-08752\)\).](#)
- 2.1 [Deposit Agreement, as further amended and restated as of May 11, 2007, among FEMSA, The Bank of New York Mellon \(formerly The Bank of New York\), and all owners and holders from time to time of any American Depositary Receipts, including the form of American Depositary Receipt \(incorporated by reference to FEMSA's registration statement on Form F-6 filed on April 30, 2007 \(File No. 333-142469\)\).](#)
- 2.2 Specimen certificate representing a BD Unit, consisting of one Series B Share, two Series D-B Shares and two Series D-L Shares, together with an English translation (incorporated by reference to FEMSA's registration statement on Form F-4 filed on April 9, 1998 (File No. 33-8618)).*
- 2.3 [Indenture, dated as of April 8, 2013, between FEMSA, as Issuer, and The Bank of New York Mellon, as Trustee, Security Registrar, Paying Agent, and Transfer Agent \(incorporated by reference to Exhibit 4.1 of FEMSA's registration statement on Form F-3 filed on April 9, 2013 \(File No. 333-187806\)\).](#)
- 2.4 [First Supplemental Indenture, dated as of May 10, 2013, between FEMSA, as Issuer, and The Bank of New York Mellon, as Trustee, Security Registrar, Paying Agent and Transfer Agent, and The Bank of New York Mellon SA/NV, Dublin Branch, as Irish Paying Agent, including the form of global note therein \(incorporated by reference to Exhibit 1.4 to FEMSA's registration statement on Form 8-A filed on May 17, 2013 \(File No. 001-35934\)\).](#)
- 2.5 [Second Supplemental Indenture, dated as of March 18, 2016, between FEMSA, as Issuer, and The Bank of New York Mellon, as Trustee, Security Registrar, Paying Agent and Transfer Agent, and The Bank of New York Mellon SA/NV, Dublin Branch, as Irish Paying Agent, including the form of global note therein \(incorporated by reference to Exhibit 2.13 of FEMSA's Annual Report on Form 20-F filed on April 21, 2016 \(File No. 1-35934\)\).](#)
- 2.6 [Third Supplemental Indenture, dated as of January 16, 2020, between FEMSA, as Issuer, and The Bank of New York Mellon, as Trustee, Security Registrar, Paying Agent and Transfer Agent, including the form of global note therein \(incorporated by reference to Exhibit 99.4 to FEMSA's registration statement on Form 8-A filed on January 16, 2020 \(File No. 001-35934\)\).](#)
- 2.7 [Indenture, dated as of February 5, 2010, among Coca-Cola FEMSA and The Bank of New York Mellon \(incorporated by reference to Exhibit 2.2 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 10, 2010 \(File No. 1-12260\)\).](#)

- 2.8 [First Supplemental Indenture, dated as of February 5, 2010 among Coca-Cola FEMSA and The Bank of New York Mellon and the Bank of New York Mellon \(Luxembourg\) S.A. \(incorporated by reference to Exhibit 2.3 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 10, 2010 \(File No. 1-12260\)\).](#)
- 2.9 [Second Supplemental Indenture, dated as of April 1, 2011, among Coca-Cola FEMSA, Propimex, S. de R.L. de C.V. \(formerly Propimex, S.A. de C.V.\), as Guarantor, and The Bank of New York Mellon \(incorporated by reference to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 17, 2011 \(File No. 001-12260\)\).](#)
- 2.10 [Third Supplemental Indenture, dated as of September 6, 2013, among Coca-Cola FEMSA, as issuer, Propimex, S. de R.L. de C.V. \(formerly Propimex, S.A. de C.V.\), as existing guarantor, Comercializadora La Pureza de Bebidas, S. de R.L. de C.V., Grupo Embotellador Cimsa, S. de R.L. de C.V., Refrescos Victoria del Centro, S. de R.L. de C.V., Servicios Integrados Inmuebles del Golfo, S. de R.L. de C.V. and Yoli de Acapulco, S.A. de C.V., as additional guarantors, and The Bank of New York Mellon, as trustee, security registrar, paying agent and transfer agent \(incorporated by reference to Exhibit 4.7 to Coca-Cola FEMSA's Registration Statement on Form F-3 filed on November 8, 2013 \(File No.333- 187275\)\).](#)
- 2.11 [Fourth Supplemental Indenture, dated as of October 18, 2013, among Coca-Cola FEMSA, as issuer, Propimex, S. de R.L. de C.V., Comercializadora La Pureza de Bebidas, S. de R.L. de C.V., Grupo Embotellador Cimsa, S. de R.L. de C.V., Refrescos Victoria del Centro, S. de R.L. de C.V., Servicios Integrados Inmuebles del Golfo, S. de R.L. de C.V. and Yoli de Acapulco, S.A. de C.V., as existing guarantors, Controladora Interamericana de Bebidas, S. de R.L. de C.V., as additional guarantor, and The Bank of New York Mellon, as trustee, security registrar, paying agent and transfer agent \(incorporated by reference to Exhibit 4.8 to Coca-Cola FEMSA's Registration Statement on Form F-3 filed on November 8, 2013 \(File No. 333-187275\)\).](#)
- 2.12 [Fifth Supplemental Indenture, dated as of November 26, 2013, among Coca-Cola FEMSA, as issuer, Propimex, S. de R.L. de C.V., Comercializadora La Pureza de Bebidas, S. de R.L. de C.V., Grupo Embotellador Cimsa, S. de R.L. de C.V., Refrescos Victoria del Centro, S. de R.L. de C.V., Servicios Integrados Inmuebles del Golfo, S. de R.L. de C.V., Yoli de Acapulco, S.A. de C.V. and Controladora Interamericana de Bebidas, S. de R.L. de C.V., as guarantors, and The Bank of New York Mellon, as trustee, security registrar, paying agent and transfer agent \(incorporated by reference to Exhibit 4.1 to Coca-Cola FEMSA's Form 6-K filed on December 5, 2013 \(File No.1-12260\)\).](#)
- 2.13 [Sixth Supplemental Indenture, dated as of January 21, 2014 among Coca-Cola FEMSA, as issuer, Propimex, S. de R.L. de C.V., Comercializadora La Pureza de Bebidas, S. de R.L. de C.V., Grupo Embotellador Cimsa, S. de R.L. de C.V., Refrescos Victoria del Centro, S. de R.L. de C.V., Servicios Integrados Inmuebles del Golfo, S. de R.L. de C.V., Yoli de Acapulco, S.A. de C.V. and Controladora Interamericana de Bebidas, S. de R.L. de C.V., as guarantors, and The Bank of New York Mellon, as trustee, security registrar, paying agent and transfer agent \(incorporated by reference to Exhibit 4.1 to Coca-Cola FEMSA's Form 6-K filed on January 27, 2014 \(File No.1-12260\)\).](#)
- 2.14 [Seventh Supplemental Indenture, dated as of November 23, 2015, among Coca-Cola FEMSA, S.A.B. de C.V., as issuer, Propimex, S. de R.L. de C.V., Comercializadora La Pureza de Bebidas, S. de R.L. de C.V., Grupo Embotellador Cimsa, S. de R.L. de C.V., Refrescos Victoria del Centro, S. de R.L. de C.V., Yoli de Acapulco, S. de R.L. de C.V. and Controladora Interamericana de Bebidas, S. de R.L. de C.V., as guarantors, Distribuidora y Manufacturera del Valle de Mexico, S. de R.L. de C.V., as successor guarantor, and The Bank of New York Mellon, as trustee, security registrar, paying agent and transfer agent \(incorporated by reference to Exhibit 2.9 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on April 15, 2016 \(File No. 1-12260\)\).](#)
- 2.15 [Eighth Supplemental Indenture, dated as of January 22, 2020 among Coca-Cola FEMSA, S.A.B. de C.V., as issuer, Propimex, S. de R.L. de C.V., Comercializadora La Pureza de Bebidas, S. de R.L. de C.V., Grupo Embotellador Cimsa, S. de R.L. de C.V., Refrescos Victoria del Centro, S. de R.L. de C.V., Yoli de Acapulco, S. de R.L. de C.V., Controladora Interamericana de Bebidas, S. de R.L. de C.V. and Distribuidora y Manufacturera del Valle de Mexico, S. de R.L. de C.V., as guarantors, and The Bank of New York Mellon, as trustee, security registrar, paying agent and transfer agent \(incorporated by reference to Exhibit 4.1 to Coca-Cola FEMSA's Form 6-K filed on January 22, 2020 \(File No. 1-12260\)\).](#)
- 2.16 [Ninth Supplemental Indenture, dated as of January 22, 2020 among Coca-Cola FEMSA, S.A.B. de C.V., as issuer, Propimex, S. de R.L. de C.V., Comercializadora La Pureza de Bebidas, S. de R.L. de C.V., Grupo Embotellador Cimsa, S. de R.L. de C.V., Refrescos Victoria del Centro, S. de R.L. de C.V., Yoli de Acapulco, S. de R.L. de C.V., Controladora Interamericana de Bebidas, S. de R.L. de C.V. and Distribuidora y Manufacturera del Valle de Mexico, S. de R.L. de C.V., as guarantors, and The Bank of New York Mellon, as trustee, security registrar, paying agent and transfer agent.](#)

- 2.17 [Description of securities registered under Section 12 of the Securities Exchange Act of 1934.](#)
- 3.1 [Amended Voting Trust Agreement among certain principal shareholders of FEMSA, together with an English translation \(incorporated by reference to FEMSA's Schedule 13D as amended, filed on August 11, 2005 \(File No. 005-54705\)\).](#)
- 4.1 [Amended and Restated Shareholders' Agreement, dated as of July 6, 2002, by and among CIBSA, Emprex, The Coca-Cola Company and Inmex \(incorporated by reference to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 27, 2003 \(File No. 1-12260\)\).](#)
- 4.2 [First Amendment, dated May 6, 2003, to the Amended and Restated Shareholders' Agreement dated July 6, 2002, among CIBSA, Emprex, The Coca-Cola Company, Inmex, Atlantic Industries, Dulux CBAI 2003 B.V. and Dulux CBEXINMX 2003 B.V. \(incorporated by reference to Exhibit 4.14 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 27, 2003 \(File No. 1-12260\)\).](#)
- 4.3 [Second Amendment, dated February 1, 2010, to the Amended and Restated Shareholders' Agreement dated July 6, 2002, among CIBSA, Emprex, The Coca-Cola Company, Inmex and Dulux CBAI 2003 B.V. \(incorporated by reference to Exhibit 4.3 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 10, 2010 \(File No. 1-12260\)\).](#)
- 4.4 [Amended and Restated Bottler Agreement, dated June 21, 2003, between Coca-Cola FEMSA and The Coca-Cola Company with respect to operations in the valley of Mexico \(incorporated by reference to Exhibit 4.3 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on April 5, 2004 \(File No. 1-12260\)\).](#)
- 4.5 Supplemental Agreement, dated June 21, 1993, between Coca-Cola FEMSA and The Coca-Cola Company with respect to operations in the valley of Mexico (with English translation) (incorporated by reference to Exhibit 10.3 to Coca-Cola FEMSA's Registration Statement on Form F-1 filed on August 13, 1993 (File No. 33-67380)).*
- 4.6 [Amended and Restated Bottler Agreement, dated June 21, 2003, between Coca-Cola FEMSA and The Coca-Cola Company with respect to operations in the southeast of Mexico \(incorporated by reference to Coca-Cola FEMSA's Annual Report on Form 20-F filed on April 5, 2004 \(File No. 1-12260\)\).](#)
- 4.7 Supplemental Agreement, dated June 21, 1993, between Coca-Cola FEMSA and The Coca-Cola Company with respect to operations in the southeast of Mexico (with English translation) (incorporated by reference to Exhibit 10.4 to Coca-Cola FEMSA's Registration Statement on Form F-1 filed on August 13, 1993 (File No. 33-67380)).*
- 4.8 Bottler Agreement, dated August 22, 1994, between Coca-Cola FEMSA and The Coca-Cola Company with respect to operations in Argentina (with English translation) (incorporated by reference to Exhibit 10.1 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 30, 1995 (File No. 1-12260)).*
- 4.9 Supplemental Agreement, dated August 22, 1994, between Coca-Cola FEMSA and The Coca-Cola Company with respect to operations in Argentina (with English translation) (incorporated by reference to Exhibit 10.2 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 30, 1995 (File No. 1-12260)).*
- 4.10 Amendments, dated May 17 and July 20, 1995, to Bottler Agreement and Letter of Agreement, dated August 22, 1994, each with respect to operations in Argentina between Coca-Cola FEMSA and The Coca-Cola Company (with English translation) (incorporated by reference to Exhibit 10.3 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 28, 1996 (File No. 1-12260)).*
- 4.11 Bottler Agreement, dated December 1, 1995, between Coca-Cola FEMSA and The Coca-Cola Company with respect to operations in SIRSA (with English translation) (incorporated by reference to Exhibit 10.4 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 28, 1996 (File No. 1-12260)).*
- 4.12 Supplemental Agreement, dated December 1, 1995, between Coca-Cola FEMSA and The Coca-Cola Company with respect to operations in SIRSA (with English translation) (incorporated by reference to Exhibit 10.6 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 28, 1996 (File No. 1-12260)).*
- 4.13 Amendment, dated February 1, 1996, to Bottler Agreement between Coca-Cola FEMSA and The Coca-Cola Company with respect to operations in SIRSA, dated December 1, 1995 (with English translation) (incorporated by reference to Exhibit 10.5 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 28, 1996 (File No. 1-12260)).*

- 4.14 Amendment, dated May 22, 1998, to Bottler Agreement with respect to the former SIRSA territory, dated December 1, 1995, between Coca-Cola FEMSA and The Coca-Cola Company (with English translation) (incorporated by reference to Exhibit 4.12 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 20, 2001 (File No. 1-12260)).*
- 4.15 [Bottler Agreement and Side Letter, dated June 1, 2005, between Panamco Golfo, S.A. de C.V. and The Coca-Cola Company with respect to operations in Golfo, Mexico \(English translation\) \(incorporated by reference to Exhibit 4.7 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on April 18, 2006 \(File No. 1-12260\)\).](#)
- 4.16 [Bottler Agreement and Side Letter, dated June 1, 2005, between Panamco Bajio, S.A. de C.V., and The Coca-Cola Company with respect to operations in Bajio, Mexico \(English translation\) \(incorporated by reference to Exhibit 4.8 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on April 18, 2006 \(File No. 1-12260\)\).](#)
- 4.17 Coca-Cola Tradename License Agreement, dated June 21, 1993, between Coca-Cola FEMSA and The Coca-Cola Company (with English translation) (incorporated by reference to FEMSA's Registration Statement on Form F-4 filed on April 9, 1998 (File No. 33-8618)).*
- 4.18 [Amendment to the Trademark License Agreement, dated December 1, 2002, entered by and among Administración de Marcas, S.A. de C.V., as proprietor, and The Coca-Cola Export Corporation Mexico branch, as licensee \(incorporated by reference to Panamco's Quarterly Report on Form 10-Q for the period ended March 31, 2003 \(File No. 1-12290\)\).](#)
- 4.19 [Trademark Sub-License Agreement, dated January 4, 2003, entered by and among Panamco Golfo, S.A. de C.V., as licensor, and The Coca-Cola Company, as licensee \(incorporated by reference to Panamco's Quarterly Report on Form 10-Q for the period ended March 31, 2003 \(File No. 1-12290\)\).](#)
- 4.20 [Trademark Sub-License Agreement, dated January 4, 2003, entered by and among Panamco Bajio, S.A. de C.V., as licensor, and The Coca-Cola Company, as licensee \(incorporated by reference to Panamco's Quarterly Report on Form 10-Q for the period ended March 31, 2003 \(File No. 1-12290\)\).](#)
- 4.21 Supply Agreement, dated April 3, 1998, between ALPLA Fábrica de Plásticos, S.A. de C.V. and Industria Embotelladora de México, S.A. de C.V. (with English translation) (incorporated by reference to Exhibit 4.18 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on July 1, 2002 (File No. 1-12260)).*
- 4.22 Services Agreement, dated November 7, 2000, between Coca-Cola FEMSA and FEMSA Logística, S.A. de C.V. (with English translation) (incorporated by reference to Exhibit 4.15 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 20, 2001 (File No. 1-12260)).*
- 4.23 [Promotion and Non-Compete Agreement, dated March 11, 2003, entered by and among The Coca-Cola Export Corporation Mexico branch and Panamco Bajio, S.A. de C.V. \(with English translation\) \(incorporated by reference to Panamco's Quarterly Report on Form 10-Q for the period ended March 31, 2003 \(File No. 1-12290\)\).](#)
- 4.24 [Promotion and Non-Compete Agreement, dated March 11, 2003, entered by and among The Coca-Cola Export Corporation Mexico branch and Panamco Golfo, S.A. de C.V. \(with English translation\) \(incorporated by reference to Panamco's Quarterly Report on Form 10-Q for the period ended March 31, 2003 \(File No. 1-12290\)\).](#)
- 4.25 [Memorandum of Understanding, dated as of March 11, 2003, by and among Panamco, as seller, and The Coca-Cola Company, as buyer \(incorporated by reference to Panamco's Quarterly Report on Form 10-Q for the period ended March 31, 2003 \(File No. 1-12290\)\).](#)
- 4.26 [The Coca-Cola Company Memorandum to Steve Hoyer from Jose Antonio Fernández, dated December 22, 2002 \(incorporated by reference to Exhibit 10.1 to FEMSA's Registration Statement on Amendment No. 1 to the Form F-3 filed on September 20, 2004 \(File No. 333-117795\)\).](#)
- 8.1 [Significant Subsidiaries.](#)
- 12.1 [CEO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated April 28, 2020.](#)
- 12.2 [CFO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated April 28, 2020.](#)
- 13.1 [Officer Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated April 28, 2020.](#)
- 15.1 [Consent letter of Mancera, S.C., a member practice of Ernst & Young Global.](#)
- 15.2 [Consent letter of Deloitte Accountants B.V.](#)
101. INS XBRL Instance Document.
101. SCH XBRL Taxonomy Extension Schema Document.

101. CAL XBRL Taxonomy Extension Calculation Linkbase Document.

101. LAB XBRL Taxonomy Extension Label Linkbase Document.

101. PRE XBRL Taxonomy Extension Presentation Linkbase Document.

101. DEF XBRL Taxonomy Extension Definition Document.

* This was a paper filing, and is not available on the SEC Website.

Omitted from the exhibits filed with this annual report are certain instruments and agreements with respect to our long-term debt, none of which authorizes the issuance of securities in a total amount that exceeds 10% of our total assets. We hereby agree to furnish to the SEC copies of any such omitted instruments or agreements as the SEC requests.

SIGNATURE

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Date: April 28, 2020

Fomento Económico Mexicano, S.A.B. de C.V.

By: /s/ Gerardo Estrada Attolini

Gerardo Estrada Attolini

Director of Corporate Finance

FOMENTO ECONÓMICO MEXICANO, S.A.B. DE C.V. AND SUBSIDIARIES
MONTERREY, N.L., MÉXICO
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Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of
Fomento Económico Mexicano, S.A.B. de C.V.

Opinion on the Financial Statements

We have audited the accompanying consolidated statements of financial position of Fomento Económico Mexicano, S.A.B. de C.V. and subsidiaries (“the Company”) as of December 31, 2019 and 2018, the related consolidated statements of income, comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2019, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, based on our audits and the report of other auditors, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2019, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

We did not audit the consolidated financial statements of Heineken N.V. (a corporation in which the Company has an 8.63% interest at December 31, 2019 and 2018) which is majority owned by Heineken Holding N.V. (a corporation in which the Company has a 12.26% interest at December 31, 2019 and 2018) (collectively “Heineken”). In the consolidated financial statements, the Company’s investment in Heineken includes its share of the net assets of Ps. 50,341 (€ 2,383) and Ps. 47,765 (€ 2,119) million at December 31, 2019 and 2018, respectively, and its equity in the net income of Heineken of Ps. 6,885, (€ 319), Ps. 6,320 (€ 281) and Ps. 7,656 (€ 357) million for the years ended December 31, 2019, 2018 and 2017, respectively, which are exclusive of the impact of goodwill and other adjustments recorded by the Company. The financial statements of Heineken were audited by other auditors whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included above for Heineken, is based solely on the report of the other auditors.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) and our report dated April 28, 2020 expressed an unqualified opinion thereon.

Adoption of New Accounting Standard

As disclosed in Note 2.4.1 to the consolidated financial statements, effective January 1, 2019, the Company changed its method of accounting for leases, as a result of the adoption of International Financial Reporting Standard 16 “Leases” (IFRS 16), applying the modified retrospective approach. As explained below, auditing the Company’s adoption of IFRS 16 was a “Critical Audit Matter”.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Mexico according to the

“Codigo de Etica Profesional del Instituto Mexicano de Contadores Publicos” (“IMCP Code”), and the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits and the report of other auditors provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Impairment of distribution rights, trade marks and goodwill

Description of the Matter

At December 31, 2019, the Company has distribution rights, trade marks and goodwill with an aggregate carrying value of approximately Ps. 135,049 million. As explained in Note 13 to the consolidated financial statements, distribution rights, trade marks and goodwill are tested for impairment at least annually at the Cash Generating Unit (CGU) level. Impairment exists when the carrying value of an asset or CGU exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value-in-use.

Auditing management’s annual distribution rights, trade marks and goodwill impairment tests were complex and involved significant auditor judgment due to the significant estimation required to determine the fair value for CGUs. In particular, the fair value estimate was sensitive to significant assumptions, such as the weighted average cost of capital, revenue growth rate, operating margin, working capital royalty rates, and terminal value, which are affected by expected future market or economic conditions, particularly those in emerging markets.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's distribution rights, trade marks and goodwill impairment review processes, including controls over management's review of the significant assumptions described above, prospective financial information and the valuation model used to develop such estimates.

To test the estimated fair value of the Company's CGUs, we performed audit procedures that included, among others, assessing methodologies and testing the significant assumptions discussed above and the underlying data used by the Company in its analysis. We assessed the historical accuracy of management's estimates and projections by comparing them to actual and obtaining appropriate explanations for the differences; examining and challenging management's support for the current estimates and projections; comparing them to industry and economic trends; and evaluating whether changes to the Company's business model, customer base or product mix and other factors would significantly affect the prospective financial information and, thus the fair value of the CGUs that would result from changes in the assumptions, focusing primarily on the projected compound annual growth rates and weighted average cost of capital. We also involved our valuation specialist to assist in the evaluation of the significant assumptions and methodology used by the Company.

Furthermore, we assessed the related disclosures made in the consolidated financial statements.

Recoverability of deferred tax assets

Description of the Matter

As described in Note 25 to the consolidated financial statements, the Company recognized deferred tax assets arising from net operating loss carryforwards (NOLs) of approximately Ps.10,309 million and recoverable tax credits of approximately Ps.1,855 million. The NOLs were generated primarily by the Brazilian and Mexican operations and attributable to tax deductions of goodwill amortization generated from recent business acquisitions in Brazil and to remeasurement effects of foreign currency denominated borrowings by the Mexican entities. The recoverable tax credits correspond to income tax credits generated in Mexico arising from dividends received from foreign subsidiaries.

Auditing management's assessment of the realizability of its deferred tax assets arising from NOLs and recoverable tax credits was complex and involved significant auditor judgment because management's estimate of realizability is based on assessing the probability, timing and sufficiency of

future expected reversals of taxable temporary differences, future taxable profits and available tax planning opportunities that will create future taxable profits; these projections are subjective because they are affected by management's judgments and projections and future market and economic conditions.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls that address the risks of material misstatement relating to the realizability of deferred tax assets, including controls over management's scheduled analyses of the future reversal of existing taxable temporary differences, projections of future taxable income, and the identification of available tax planning opportunities.

To test the realizability of deferred tax assets arising from NOLs and recoverable tax credits, we performed audit procedures, among others, on the review of management's estimates of future taxable income in Brazil and Mexico by assessing the estimates underlying the prospective financial information, such as growth rates, discount rates, and other key assumptions and comparing them with the industry and economic trends and evaluating whether changes to the Company's business model and other factors would significantly affect the prospective financial information. We involved our internal specialists in performing these procedures.

In addition, with the assistance of our tax professionals, we assessed the application of the tax laws, including the Company's future tax planning opportunities and tested the Company's scheduling of the timing and amount of reversal of taxable temporary differences.

We also evaluated the related disclosures made in the consolidated financial statements.

Recoverability of federal sales taxes in Brazil

Description of the Matter

As disclosed in Note 25.1.1 to the consolidated financial statements, the Company recorded an asset within the recoverable taxes caption in the consolidated statement of financial position as of December 31, 2019, related to the recovery of federal sales taxes ("PIS and COFINS") paid in prior years in Brazil. The amount resulted from a ruling in favor of the Brazilian subsidiary of the Company by the Brazilian Federal Supreme Court that stated that the inclusion of state value added taxes in the PIS and COFINS taxable basis is unconstitutional and, consequently, allowed the Brazilian subsidiary the right to claim the excess PIS and COFINS paid as credits following certain administrative procedures.

Auditing management's assessment of the recoverability of the excess PIS and COFINS recoverable amount was complex and involved significant auditor judgment because management's estimate of recoverability is complex and determining the amounts and related supporting documents required by the relevant authorities to substantiate the determination of the excess amount of PIS and COFINS is based upon, among other things, assessing the probability and timing of recovery and understanding the application of the legal ruling and related recovery mechanisms.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over taxes, including controls over the determination of the recoverable amount of sales taxes in Brazil.

Our audit procedures included, among others, the assessment of the legal, accounting and tax supporting documentation, including the assumptions and judgments made by management for the measurement and recoverability of the recorded tax amount by reviewing the court decision, inspecting tax evidence and documentation that supports the calculation of the recoverable tax amount, assessing the recoverability timeframe by corroborating management's estimation to recover considering the amount of federal taxes expected to be paid in the near future, and inspecting the recoverable tax claim protocol documentation presented by the Company to the tax authorities, among other procedures. Additionally, we have engaged our tax professionals to support the audit team in performing the procedures mentioned above.

We also evaluated the related disclosures made in the consolidated financial statements.

Adoption of International Financial Reporting Standard 16 "Leases"

Description of the Matter

As disclosed in Note 2.4.1 to the consolidated financial statements, effective January 1, 2019, the Company changed its method of accounting for leases, as a result of the adoption of International Financial Reporting Standard 16 "Leases" (IFRS 16), applying the modified retrospective approach. The adoption resulted in the recognition of right-of-use assets and lease liabilities of Ps.50,220 million

Auditing the adoption of IFRS 16 was complex and involved significant auditor judgment due to the significant judgement in management's determination of, among others, the lease terms, considering renewal and termination options, the large volume of contracts which vary in terms and specificity due to differences in laws and practices in the various countries, variable lease payments and the estimation of the incremental borrowing rate, for which the Company involved a specialist.

How We Addressed the Matter in Our Audit

We obtained an understanding of the design and we tested the operating effectiveness of Company's controls over the implementation process of IFRS 16. For example, we tested controls over management's assessment

and review of the significant assumptions described above, consideration of the application of the practical expedients permitted under IFRS 16 and controls over the completeness and accuracy of the data and the lease system used in management's analysis.

To test the implementation of IFRS 16 our audit procedures included, among others, evaluating the methodology used and analyses made on the application of the permitted practical expedients, determination of the lease terms considering renewal options, as well as the significant assumptions noted above. We tested the completeness and accuracy of the underlying data used to calculate the right-of-use asset and lease liability, we inspected a sample of contracts to corroborate the lease terms and scheduled payments, assessed the Company's historical experience with renewal options and other assumptions to the attributes used in the compilation of data into the Company's lease system and compared those leases included in the adoption analysis to prior period lease payments to determine completeness of the analysis. We also considered whether other information obtained throughout the course of our audit procedures corroborated management's analyses.

Further we involved our specialists to assist us in evaluating management's methodology and relevant data inputs to determine the incremental borrowing rate.

Additionally, we assessed the related disclosures made in the consolidated financial statements.

Mancera, S.C.
A member practice of
Ernst & Young Global Limited

/s/ MANCERA, S.C.
We have served as the Company's auditor since 2008
Monterrey, N.L., Mexico
April 28, 2020

FOMENTO ECONÓMICO MEXICANO, S.A.B. DE C.V. AND SUBSIDIARIES**MONTERREY, N.L., MEXICO**

Consolidated Statements of Financial Position

As of December 31, 2019 and 2018.

In millions of U.S. dollars (\$) and in millions of Mexican pesos (Ps.).

| | Note | 2019 ⁽¹⁾ | 2019 ⁽²⁾ | 2018 |
|--|------|---------------------|---------------------|--------------------|
| ASSETS | | | | |
| CURRENT ASSETS | | | | |
| Cash and cash equivalents | 5 | \$ 3,476 | Ps. 65,562 | Ps. 62,047 |
| Investments | 6 | 656 | 12,366 | 30,924 |
| Trade accounts receivables, net | 7 | 1,571 | 29,633 | 28,164 |
| Inventories | 8 | 2,175 | 41,023 | 35,686 |
| Recoverable taxes | 25 | 995 | 18,761 | 16,488 |
| Other current financial assets | 9 | 61 | 1,146 | 878 |
| Other current assets | 9 | 217 | 4,088 | 3,420 |
| Total current assets | | 9,151 | 172,579 | 177,607 |
| NON CURRENT ASSETS | | | | |
| Equity accounted investees | 10 | 5,168 | 97,470 | 94,315 |
| Property, plant and equipment, net | 11 | 6,072 | 114,513 | 108,602 |
| Right-of-use assets, net | 12 | 2,793 | 52,684 | — |
| Intangible assets, net | 13 | 7,771 | 146,562 | 145,610 |
| Deferred tax assets | 25 | 1,088 | 20,521 | 16,543 |
| Other non-current financial assets | 14 | 1,203 | 22,680 | 23,387 |
| Other non-current assets | 14 | 558 | 10,532 | 10,317 |
| Total non-current assets | | 24,653 | 464,962 | 398,774 |
| TOTAL ASSETS | | \$33,804 | Ps. 637,541 | Ps. 576,381 |
| LIABILITIES AND EQUITY | | | | |
| CURRENT LIABILITIES | | | | |
| Bank loans and notes payable | 19 | \$ 209 | Ps. 3,935 | Ps. 2,436 |
| Current portion of non-current debt | 19 | 651 | 12,269 | 11,238 |
| Current portion of lease liabilities | 12 | 392 | 7,387 | — |
| Interest payable | | 47 | 895 | 964 |
| Trade payable | | 3,032 | 57,178 | 52,101 |
| Accounts payable | | 1,034 | 19,498 | 13,568 |
| Taxes payable | | 621 | 11,717 | 12,264 |
| Other current financial liabilities | 26 | 1,254 | 23,655 | 8,893 |
| Total current liabilities | | 7,240 | 136,534 | 101,464 |
| NON-CURRENT LIABILITIES | | | | |
| Bank loans and notes payable | 19 | 5,395 | 101,747 | 114,990 |
| Lease liabilities | 12 | 2,508 | 47,292 | — |
| Post-employment benefits | 17 | 337 | 6,347 | 4,699 |
| Deferred tax liabilities | 25 | 368 | 6,946 | 5,886 |
| Other non-current financial liabilities | 26 | 132 | 2,481 | 2,232 |
| Provisions and other non-current liabilities | 26 | 552 | 10,443 | 11,568 |
| Total non-current liabilities | | 9,292 | 175,256 | 139,375 |
| TOTAL LIABILITIES | | 16,532 | 311,790 | 240,839 |
| EQUITY | | | | |
| Controlling interest: | | | | |
| Capital stock | | 178 | 3,348 | 3,348 |
| Additional paid-in capital | | 963 | 18,162 | 26,850 |
| Retained earnings | | 12,184 | 229,794 | 217,802 |
| Other comprehensive income | | 36 | 685 | 9,053 |
| Total controlling interest | | 13,361 | 251,989 | 257,053 |
| Non-controlling interest | 22 | 3,911 | 73,762 | 78,489 |
| TOTAL EQUITY | | 17,272 | 325,751 | 335,542 |
| TOTAL LIABILITIES AND EQUITY | | \$33,804 | Ps. 637,541 | Ps. 576,381 |

⁽¹⁾ Convenience translation to U.S. dollars (\$) – See Note 2.2.3⁽²⁾ The Company initially adopted IFRS 16 at January 1, 2019 using the modified retrospectively approach under which the comparative information is not restated. – See Note 2.4.1

The accompanying notes are an integral part of these consolidated statements of financial position.

FOMENTO ECONÓMICO MEXICANO, S.A.B. DE C.V. AND SUBSIDIARIES
MONTERREY, N.L., MEXICO
Consolidated Income Statements

For the years ended December 31, 2019, 2018 and 2017.

In millions of U.S. dollars (\$) and in millions of Mexican pesos (Ps.), except for earnings per share amounts.

| | Note | 2019 ^(1,2) | 2019 ⁽²⁾ | 2018 | 2017 ⁽³⁾ |
|--|------|-----------------------|---------------------|-------------------|---------------------|
| Net sales | 28 | \$26,726 | Ps. 504,059 | Ps. 468,894 | Ps. 439,239 |
| Other operating revenues | | 141 | 2,652 | 850 | 693 |
| Total revenues | | 26,867 | 506,711 | 469,744 | 439,932 |
| Cost of goods sold | | 16,714 | 315,230 | 294,574 | 277,842 |
| Gross profit | | 10,153 | 191,481 | 175,170 | 162,090 |
| Administrative expenses | | 1,057 | 19,930 | 17,313 | 15,222 |
| Selling expenses | | 6,462 | 121,871 | 114,573 | 105,880 |
| Other income | 20 | 54 | 1,013 | 673 | 31,951 |
| Other expenses | 20 | 260 | 4,905 | 2,947 | 33,866 |
| Interest expense | 19 | 749 | 14,133 | 9,825 | 11,092 |
| Interest income | | 168 | 3,168 | 2,832 | 1,470 |
| Foreign exchange (loss) gain, net | | (131) | (2,467) | (248) | 4,934 |
| Monetary position gain, net | | 14 | 260 | 216 | 1,590 |
| Market value loss on financial instruments | | 17 | 320 | 355 | 204 |
| Income before income taxes from continuing operations and share in the profit of equity accounted investees | | 1,713 | 32,296 | 33,630 | 35,771 |
| Income taxes | 25 | 555 | 10,476 | 10,169 | 10,213 |
| Share in the profit of equity accounted investees, net of tax | 10 | 330 | 6,228 | 6,252 | 7,923 |
| Net income from continuing operations | | 1,488 | 28,048 | 29,713 | 33,481 |
| Net income from discontinued operations | 4 | — | — | 3,366 | 3,726 |
| CONSOLIDATED NET INCOME | | 1,488 | 28,048 | 33,079 | 37,207 |
| Controlling interest from continuing operations | | 1,098 | 20,699 | 22,560 | 40,864 |
| Controlling interest from discontinued operations | | — | — | 1,430 | 1,545 |
| Non-controlling interest from continuing operations | | 390 | 7,349 | 7,153 | (7,383) |
| Non-controlling interest from discontinued operations | | — | — | 1,936 | 2,181 |
| CONSOLIDATED NET INCOME | | \$ 1,488 | Ps. 28,048 | Ps. 33,079 | Ps. 37,207 |
| Basic earnings per share from continuing operations | | | | | |
| Per series "B" share | 24 | \$ 0.05 | Ps. 1.03 | Ps. 1.13 | Ps. 2.04 |
| Per series "D" share | 24 | 0.07 | 1.29 | 1.41 | 2.55 |
| Basic earnings per share from discontinued operations | | | | | |
| Per series "B" share | 24 | — | — | 0.07 | 0.08 |
| Per series "D" share | 24 | — | — | 0.09 | 0.10 |
| Diluted earnings per share from continuing operations | | | | | |
| Per series "B" share | 24 | 0.05 | 1.03 | 1.13 | 2.04 |
| Per series "D" share | 24 | 0.07 | 1.29 | 1.41 | 2.55 |
| Diluted earnings per share from discontinued operations | | | | | |
| Per series "B" share | 24 | — | — | 0.07 | 0.08 |
| Per series "D" share | 24 | — | — | 0.09 | 0.10 |

⁽¹⁾ Convenience translation to U.S. dollars (\$) – See Note 2.2.3

⁽²⁾ The Company initially adopted IFRS 16 at January 1st, 2019 using the modified retrospectively approach under which the comparative information is not restated. – See Note 2.4.1

⁽³⁾ Revised to reflect the discontinued Philippines operations of Coca-Cola FEMSA – See Note 4.2.1

The accompanying notes are an integral part of these consolidated income statements.

FOMENTO ECONÓMICO MEXICANO, S.A.B. DE C.V. AND SUBSIDIARIES
MONTERREY, N.L., MEXICO

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2019, 2018 and 2017.

In millions of U.S. dollars (\$) and in millions of Mexican pesos (Ps.).

| | Note | 2019 ⁽¹⁾ | 2019 | 2018 | 2017 ⁽²⁾ |
|--|------|---------------------|-------------------|-------------------|---------------------|
| CONSOLIDATED NET INCOME | | <u>\$1,488</u> | <u>Ps. 28,048</u> | <u>Ps. 33,079</u> | <u>Ps. 37,206</u> |
| Items that will be reclassified to consolidated net income in subsequent periods, net of tax: | | | | | |
| Valuation of the effective portion of derivative financial instruments | 21 | (52) | (980) | (592) | (439) |
| Income (loss) on hedge of net investments in foreign operations | 19 | 53 | 991 | 724 | (1,259) |
| Exchange differences on the translation of foreign operations and equity accounted investees | | (666) | (12,556) | (13,174) | 14,482 |
| Share of other comprehensive income (loss) of equity accounted investees | 10 | 56 | 1,058 | (360) | (2,013) |
| Total items that will be reclassified | | <u>(609)</u> | <u>(11,487)</u> | <u>(13,402)</u> | <u>10,771</u> |
| Items that will not be reclassified to consolidated net income in subsequent periods, net of tax: | | | | | |
| Loss due to changes in the fair value in equity financial instruments | | — | — | (1,039) | — |
| Share of other comprehensive income (loss) of equity accounted investees | | (21) | (389) | 597 | 69 |
| Remeasurements of the net defined benefit liability | | (58) | (1,090) | 551 | (7) |
| Total items that will not be reclassified | | <u>(79)</u> | <u>(1,479)</u> | <u>109</u> | <u>62</u> |
| Other items of comprehensive (loss) income, net of tax | | <u>(688)</u> | <u>(12,966)</u> | <u>(13,293)</u> | <u>10,833</u> |
| Consolidated comprehensive income, net of tax | | <u>\$ 800</u> | <u>Ps. 15,082</u> | <u>Ps. 19,786</u> | <u>Ps. 48,039</u> |
| Controlling interest comprehensive income | | 654 | 12,331 | 14,776 | 46,052 |
| Reattribution to non-controlling interest of other comprehensive income by acquisition of Vonpar | | — | — | — | (51) |
| Reattribution to non-controlling interest of other comprehensive income by acquisition of YZA | | — | 3 | — | — |
| Reattribution to non-controlling interest of other comprehensive income by acquisition of Socofar | | (3) | (49) | — | — |
| Controlling interest comprehensive income | | <u>\$ 651</u> | <u>Ps. 12,285</u> | <u>Ps. 14,776</u> | <u>Ps. 46,001</u> |
| Non-controlling interest comprehensive income | | 146 | 2,751 | 5,010 | 1,987 |
| Reattribution from controlling interest of other comprehensive income by acquisition of Vonpar | | — | — | — | 51 |
| Reattribution from controlling interest of other comprehensive income by acquisition of YZA | | — | (3) | — | — |
| Reattribution from controlling interest of other comprehensive income by acquisition of Socofar | | 3 | 49 | — | — |
| Non-controlling interest comprehensive income | | <u>149</u> | <u>2,797</u> | <u>5,010</u> | <u>2,038</u> |
| Consolidated comprehensive income, net of tax | | <u>\$ 800</u> | <u>Ps. 15,082</u> | <u>Ps. 19,786</u> | <u>Ps. 48,039</u> |
| Out of which: | | | | | |
| Controlling comprehensive income from continuing operations, net of tax | | \$ 651 | Ps. 12,285 | Ps. 4,540 | Ps. 20,895 |
| Controlling comprehensive income from discontinued operations, net of tax | | — | — | 4,804 | 1,790 |
| Non-controlling comprehensive income from continuing operations, net of tax | | 149 | 2,797 | 10,236 | 25,106 |
| Non-controlling comprehensive income from discontinued operations, net of tax | | — | — | 206 | 248 |

⁽¹⁾ Convenience translation to U.S. dollars (\$) – See Note 2.2.3

⁽²⁾ Revised to reflect the discontinued operations of Coca-Cola FEMSA Philippines – See Note 4.2.1

The accompanying notes are an integral part of these consolidated statements of comprehensive income.

FOMENTO ECONÓMICO MEXICANO, S.A.B. DE C.V. AND SUBSIDIARIES
MONTERREY, N.L., MEXICO

Consolidated Statements of Changes in Equity

For the years ended December 31, 2019, 2018 and 2017.

In millions of U.S. dollars (\$) and in millions of Mexican pesos (Ps.).

| | Notes | Capital Stock | Additional paid-in capital | Retained earnings | Fair value in equity financial instrument | Valuation of the effective portion of derivative financial instrument | Exchange differences on the translation of foreign operations and equity accounted investees | Remeasurements of the net defined benefit liability | Total controlling interest | Non-controlling interest | Total equity |
|--|--------|------------------|----------------------------|--------------------|---|---|--|---|----------------------------|--------------------------|--------------------|
| Balances as of January 1, 2017 | | Ps. 3,348 | Ps. 25,733 | Ps. 168,796 | Ps. — | Ps. 2,663 | Ps. 14,553 | Ps. (3,189) | Ps. 211,904 | Ps. 74,266 | Ps. 286,170 |
| Consolidated net income | | — | — | 42,408 | — | — | — | — | 42,408 | (5,202) | 37,206 |
| Other comprehensive income (loss), net | | — | — | — | — | (47) | 3,607 | 33 | 3,593 | 7,240 | 10,833 |
| Total other comprehensive income (loss) | | — | — | 42,408 | — | (47) | 3,607 | 33 | 46,001 | 2,038 | 48,039 |
| Dividends declared and paid | 22, 23 | — | — | (8,636) | — | — | — | — | (8,636) | (3,622) | (12,258) |
| Issuance of share-based compensation plans | 18 | — | (89) | — | — | — | — | — | (89) | 50 | (39) |
| Capitalization of issued shares to former owners of Vonpar in Coca-Cola FEMSA | 4 | — | 1,164 | — | — | 2 | 47 | 2 | 1,215 | 2,867 | 4,082 |
| Acquisitions of non-controlling interest | 4 | — | — | — | — | — | — | — | — | (322) | (322) |
| Contribution from non-controlling interest | 22 | — | — | — | — | — | — | — | — | 272 | 272 |
| Recognition of non-controlling interest upon consolidation of CCEPI | 4 | — | — | — | — | — | — | — | — | 11,072 | 11,072 |
| Recycling from net defined benefit liability on partial disposal of equity accounted investees | 15 | — | — | (596) | — | — | — | 596 | — | — | — |
| Other movements in equity accounted investees, net | 10 | — | — | (104) | — | — | — | — | (104) | — | (104) |
| Balances as of December 31, 2017 | | Ps. 3,348 | Ps. 26,808 | Ps. 201,868 | Ps. — | Ps. 2,618 | Ps. 18,207 | Ps. (2,558) | Ps. 250,291 | Ps. 86,621 | Ps. 336,912 |
| Balances as of January 1, 2018 | | 3,348 | 26,808 | 201,868 | — | 2,618 | 18,207 | (2,558) | 250,291 | 86,621 | 336,912 |
| Acounting standard adoption effects (IFRS 9), net of tax | 2 | — | — | (229) | — | — | — | — | (229) | (150) | (379) |
| Adoption of IAS 29 for Argentina | | — | — | 1,269 | — | — | — | — | 1,269 | 1,418 | 2,687 |
| Adjusted balance at January 1, 2018 | | 3,348 | 26,808 | 202,908 | — | 2,618 | 18,207 | (2,558) | 251,331 | 87,889 | 339,220 |
| Consolidated net income | | — | — | 23,990 | — | — | — | — | 23,990 | 9,089 | 33,079 |

| | | | | | | | | | | |
|--|-----------|------------|-------------|-----------|-----------|-----------|-------------|-------------|------------|-------------|
| Other comprehensive income (loss), net | — | — | — | (491) | (727) | (8,988) | 992 | (9,214) | (4,079) | (13,293) |
| Total other comprehensive income (loss) | — | — | 23,990 | (491) | (727) | (8,988) | 992 | 14,776 | 5,010 | 19,786 |
| Dividends declared and paid | 22,23 | — | (9,220) | — | — | — | — | (9,220) | (3,713) | (12,933) |
| Issuance of share-based compensation plans | 18 | — | 42 | — | — | — | — | 42 | 31 | 73 |
| Contribution from non-controlling interest | 22 | — | — | — | — | — | — | — | 412 | 412 |
| Derecognition upon disposal of non-controlling interest in Philippines | 4 | — | — | — | — | — | — | — | (11,140) | (11,140) |
| Other movements in equity accounted investees, net of tax | 10 | — | — | 124 | — | — | — | 124 | — | 124 |
| Balances as of December 31, 2018 | Ps. 3,348 | Ps. 26,850 | Ps. 217,802 | Ps. (491) | Ps. 1,891 | Ps. 9,219 | Ps. (1,566) | Ps. 257,053 | Ps. 78,489 | Ps. 335,542 |

FOMENTO ECONÓMICO MEXICANO, S.A.B. DE C.V. AND SUBSIDIARIES
MONTERREY, N.L., MEXICO

Consolidated Statements of Cash Flows

For the years ended December 31, 2019, 2018 and 2017.

In millions of U.S. dollars (\$) and in millions of Mexican pesos (Ps.).

| | 2019 ^(1,2) | 2019 ⁽²⁾ | 2018 | 2017 ⁽³⁾ |
|---|-----------------------|---------------------|-------------------|---------------------|
| OPERATING ACTIVITIES | | | | |
| Income before income taxes from discontinued operations | \$ — | Ps. — | Ps. 1,308 | Ps. 1,265 |
| Income before income taxes from continuing operations | <u>\$ 2,043</u> | <u>Ps. 38,524</u> | <u>Ps. 39,882</u> | <u>Ps. 43,694</u> |
| Non-cash items adjustments: | | | | |
| Operating (income) expenses | (68) | (1,279) | 1,687 | 3,166 |
| Non-operating expenses | — | — | — | 25,817 |
| Depreciation | 1,239 | 23,361 | 14,698 | 13,799 |
| Amortization | 130 | 2,449 | 2,539 | 1,841 |
| Gain on sale of long-lived assets | 4 | 68 | (174) | (210) |
| (Gain) loss on sale of shares | — | — | — | (30,112) |
| Disposal of long-lived assets | 46 | 861 | 518 | 451 |
| Impairment of long-lived assets | 54 | 1,018 | 432 | 2,063 |
| Share of the profit of equity accounted investees, net of taxes | (330) | (6,228) | (6,252) | (7,923) |
| Interest income | (168) | (3,168) | (2,832) | (1,470) |
| Interest expense | 749 | 14,133 | 9,825 | 11,092 |
| Foreign exchange loss (gain), net | 131 | 2,467 | 248 | (4,934) |
| Monetary position (gain), net | (14) | (260) | (216) | (1,590) |
| Market value loss on financial instruments | 17 | 320 | 355 | 204 |
| Net cash flow from operating activities before changes in operating accounts | <u>3,833</u> | <u>72,266</u> | <u>60,710</u> | <u>55,888</u> |
| Trade accounts receivable and other current assets | (149) | (2,818) | (2,426) | (11,182) |
| Other current financial assets | (14) | (268) | 379 | 1,417 |
| Inventories | (299) | (5,635) | (3,809) | (2,808) |
| Derivative financial instruments | 2 | 41 | (23) | 18 |
| Trade accounts payable and other accounts | 542 | 10,230 | 4,906 | 7,344 |
| Other non-current liabilities | 18 | 345 | 752 | 309 |
| Other current financial liabilities | 8 | 158 | (544) | 1,769 |
| Employee benefits paid | (42) | (790) | (412) | (661) |
| Net cash generated from operations | <u>3,899</u> | <u>73,529</u> | <u>59,532</u> | <u>52,094</u> |
| Income taxes paid | (630) | (11,891) | (12,603) | (18,659) |
| Net cash generated by operating activities from discontinued operations | <u>—</u> | <u>—</u> | <u>654</u> | <u>5,435</u> |
| Net cash generated by operating activities from continuing operations | <u>3,268</u> | <u>61,638</u> | <u>46,929</u> | <u>33,435</u> |

| | 2019 ^(1,2) | 2019 ⁽²⁾ | 2018 | 2017 ⁽³⁾ |
|--|-----------------------|---------------------|-------------------|---------------------|
| INVESTING ACTIVITIES | | | | |
| Proceeds from the sale of subsidiary, net of cash disposed | — | — | 7,649 | — |
| Acquisition by Coca-Cola FEMSA, net of cash acquired (see Note 4) | — | — | (5,692) | — |
| Deconsolidation in Coca-Cola FEMSA Venezuela (see Note 3.3) | — | — | — | (170) |
| Other acquisitions, net of cash acquired (see Note 4) | (374) | (7,136) | (321) | — |
| Equity accounted investees | (133) | (2,516) | (98) | (889) |
| Other equity investments | (765) | (14,419) | — | — |
| Partial disposal of investment in Heineken Group | — | — | — | 50,790 |
| Disposal (purchase) of investments | 1,558 | 29,381 | (40,487) | (2,539) |
| Interest received | 172 | 3,253 | 2,736 | 1,470 |
| Derivative financial instruments | (11) | (203) | 99 | (35) |
| Dividends received from equity accounted investees | 160 | 3,026 | 2,927 | 3,277 |
| Property, plant and equipment acquisitions | (1,216) | (22,926) | (21,584) | (19,484) |
| Proceeds from disposal of property, plant and equipment | 35 | 655 | 467 | 491 |
| Acquisition of intangible assets | (117) | (2,197) | (1,793) | (3,003) |
| Investment in other assets | (63) | (1,179) | (1,182) | (1,222) |
| Collections of other assets | 22 | 415 | 166 | 94 |
| Investment in other financial assets | (19) | (285) | (65) | (184) |
| Net cash (used in) generated by investing activities from discontinued operations | — | — | (962) | 2,820 |
| Net cash (used in) generated by investing activities from continuing operations | (751) | (14,132) | (57,178) | 28,596 |
| FINANCING ACTIVITIES | | | | |
| Proceeds from borrowings | 788 | 18,280 | 16,155 | 13,599 |
| Payments of bank loans | (1,213) | (26,301) | (17,182) | (18,130) |
| Interest paid | (345) | (6,503) | (6,799) | (6,547) |
| Derivative financial instruments | (37) | (690) | (2,288) | (1,579) |
| Dividends paid | (723) | (13,629) | (12,933) | (12,450) |
| Acquisition of non-controlling interest | (39) | (728) | — | (663) |
| Interest paid derived from leases | (238) | (4,498) | — | — |
| Payments of leases | (231) | (4,350) | — | — |
| Other financing activities | (1) | (15) | 36 | 634 |
| Financing from Vonpar's acquisition | — | — | — | 4,082 |
| Net cash used in financing activities from discontinued operations | — | — | (37) | (485) |
| Net cash (used) generated by financing activities from continuing operations | (2,040) | (38,433) | (23,011) | (21,054) |
| Increase (decrease) in cash and cash equivalents from continuing operations | 477 | 9,073 | (33,258) | 40,977 |
| Increase in cash and cash equivalents from discontinued operations | — | — | 963 | 9,035 |
| Cash and cash equivalents at the beginning of the period | 3,290 | 62,047 | 96,944 | 43,637 |
| Effects of exchange rate changes and inflation effects on cash and cash equivalents held in foreign currencies | (291) | (5,558) | (2,602) | 3,295 |
| Cash and cash equivalents at the end of the period | \$ 3,476 | Ps. 65,562 | Ps. 62,047 | Ps. 96,944 |

(1) Convenience translation to U.S. dollars (\$) – See Note 2.2.3

(2) The Company initially adopted IFRS 16 at January 1st, 2019 using the modified retrospectively approach under which the comparative information is not restated. – See Note 2.4.1

(3) Revised to reflect the discontinued Philippines operations of Coca-Cola FEMSA – See Note 4.2.1

The accompanying notes are an integral part of these consolidated statements of cash flows.

Note 1. Company Business

Fomento Económico Mexicano, S.A.B. de C.V. and subsidiaries (“FEMSA” or the Company), incorporated in 1936, is a public company established as a *sociedad anónima bursátil de capital variable* under the Mexican laws leading subsidiaries that are direct and indirect sub-holding companies in businesses in which the Company operates as beverage industry through Coca-Cola FEMSA; retail industry through FEMSA Comercio Proximity, Fuel and Health Divisions; beer industry through the Heineken investment and other businesses.

The following is a description of the Company’s businesses, along with its interest ownership in each reportable segment:

| Business | % Ownership | | Activities |
|--|--|--|---|
| | 2019 | 2018 | |
| Coca-Cola FEMSA, S.A.B. de C.V. and subsidiaries (“Coca-Cola FEMSA”) | 47.2% ⁽¹⁾ (56.0% of the voting shares) | 47.2% ⁽¹⁾ (63.0% of the voting shares) | Production, distribution and marketing of certain Coca-Cola trademark beverages in Mexico, Guatemala, Nicaragua, Costa Rica, Panama, Colombia, Venezuela, Brazil, Argentina and Uruguay (see Note 4). As of December 31, 2019, The Coca-Cola Company (“TCCC”) indirectly owns 27.8% of Coca-Cola FEMSA’s capital stock. In addition, shares representing 25% of Coca-Cola FEMSA’s capital stock are traded on the Bolsa Mexicana de Valores (Mexican Stock Exchange “BMV”) and on the New York Stock Exchange, Inc. (“NYSE”) in the form of American Depositary Shares (“ADS”). |
| FEMSA Comercio – Proximity Division ⁽³⁾ | 100% | 100% | Small-box retail chain format operations in Mexico, Colombia, Peru, United States, Chile and Brazil, mainly under the trade name “OXXO”. |
| FEMSA Comercio – Fuel Division | 100% | 100% | Retail service stations for fuels, motor oils, lubricants and car care products under the trade name “OXXO GAS” with operations in Mexico. |
| FEMSA Comercio – Health Division | 100% ⁽²⁾ | Various ⁽²⁾ | Drugstores operations in Chile, Colombia and Ecuador, mainly under the trademark “Cruz Verde”, “Fybica” and “Sana Sana”; and in Mexico under various brands such as “YZA”, “La Moderna” and “Farmacon”. |
| Heineken investment | 14.8% | 14.8% | Heineken N.V. and Heineken Holding N.V. shares, which represents an aggregate of 14.8% economic interest in both entities (“Heineken Group”). |
| Other businesses | 100% | 100% | Companies engaged in the production and distribution of coolers, commercial refrigeration equipment, plastic cases, food processing, preservation and weighing equipment; logistic transportation and maintenance services to FEMSA’s subsidiaries and to third parties. |

- (1) The Company controls Coca-Cola FEMSA’s relevant activities. On January 31, 2019, Coca-Cola FEMSA, S.A.B. de C.V. Extraordinary General Shareholders’ Meeting approved the following: (i) an eight-for-one stock split (the “Stock Split”) of each series of shares of the Company; (ii) the issuance of Series B ordinary shares with full voting rights; and (iii) the creation of units, comprised of 3 Series B shares and 5 Series L shares, to be listed for trading on the Mexican Stock Exchange and in the form of American depositary shares on the New York Stock Exchange.
- (2) The former shareholders of Farmacias YZA had a 18.6% stake in Cadena Comercial de Farmacias, S.A.P.I. de C.V., a subsidiary of FEMSA that holds all pharmacy business in Mexico (which we refer to as “CCF”). On November 13, 2019, FEMSA completed the acquisition of the remaining interest in Farmacias YZA. In 2018, FEMSA had 60% interest on Grupo Socofar (“Socofar”). As of December 13, 2019, FEMSA recognized the remaining 40% interest in Grupo Socofar (“Socofar”) following the exercise of a put right by the minority partner to sell its non - controlling interest in Socofar.
- (3) In 2018, the Company made a change in its reporting segment previously named FEMSA Comercio – Retail Division in which the activities not directly related with FEMSA Comercio – Retail Division were eliminated from the Proximity stores, including restaurant and discount retail units, before including in this operating segment. The reclassified operations from this segments is now included in “Others”.

Note 2. Basis of Preparation

2.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

The Company’s consolidated financial statements and notes were authorized for issuance by the Company’s Chief Executive Officer Eduardo Padilla Silva and the Chief Corporate Financial Officer Gerardo Estrada Attolini on February 21, 2020. These consolidated financial statements and notes were then approved by the Company’s Board of Directors on February 27, 2020 and by the Shareholder meeting on March 20, 2020. The accompanying consolidated financial statements were approved for issuance in the Company’s annual report on form 20-F by the Company’s Chief Executive Officer and Chief Corporate Financial Officer on April 28, 2020 and subsequent events have been considered through that date (see Note 30).

2.2 Basis of measurement and presentation

The consolidated financial statements have been prepared on historical cost basis, except for the following:

- Derivative financial instruments.
- Trust assets of post-employment and other long-term employee benefit plans.
- Investments in equity instruments and some financial liabilities.

The carrying values of assets and liabilities designated as hedged items in fair value hedges that would otherwise be carried at amortized cost are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationship.

The financial statements of subsidiaries whose functional currency is the currency of a hyperinflationary economy are restated in terms of the measuring unit at the end of the reporting period.

2.2.1 Presentation of consolidated income statement

The Company’s consolidated income statement classifies its related costs and expenses by function accordingly within the industry practices in which the Company operates.

2.2.2 Presentation of consolidated statements of cash flows

The Company’s consolidated statement of cash flows is presented using the indirect method.

2.2.3 Convenience translation to U.S. dollars (\$)

The consolidated financial statements are stated in millions of Mexican pesos (“Ps.”) and rounded to the nearest million unless stated otherwise. However, solely for the convenience of the readers, the consolidated statement of financial position, as of December 31, 2019 the consolidated income statement, the consolidated statement of comprehensive income and consolidated statement of cash flows for the year ended December 31, 2019 were converted into U.S. dollars at closing exchange rate of 18.8600 Mexican pesos per U.S. dollar as published by the Federal Reserve Bank of New York as of December 31, 2019. This arithmetic conversion should not be construed as representation that amounts expressed in Mexican pesos may be converted into U.S. dollars at that or any other exchange rate.

As explained in Note 2.1 above, as of April 24, 2020 the exchange rate was Ps. 24.8225 per U.S. dollar, a devaluation of 32% since December 31, 2019.

2.3 Critical accounting judgments and estimates

For the application of the Company’s accounting policies, as described in Note 3, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if it affects only such period or in the current or subsequent periods of the revision if this affects both.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, the most significant effects of which are included on consolidated financial statements.

2.3.1 Key sources of estimation uncertainty

The following are the assumptions and other sources of estimation uncertainty as of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in the subsequent financial period. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes would be included in the assumptions when they occur.

2.3.1.1 Impairment of indefinite lived intangible assets, goodwill and depreciable long-lived assets

Intangible assets with indefinite lives including goodwill are subject to impairment tests annually or whenever indicators of impairment are present. An impairment exists when the carrying value of an asset or cash generating unit ("CGU") exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales agreements in arm's length transactions of similar assets or observable market prices less incremental costs for disposing of the asset. In order to determine whether such assets are impaired, the Company calculates an estimation of the value-in-use of the CGU to which such assets have been allocated. Impairment losses are recognized in current earnings for the excess of the carrying amount of the asset or CGU over its value-in-use in the period the related impairment is determined.

The Company assesses at each reporting date whether there is an indication that a long-lived asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset or CGU is considered impaired and is written down to its recoverable amount. In assessing value-in-use, the estimated future cash flows expected to be generated from the use of the asset or CGU are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account, if available.

If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

The key assumptions used to determine the recoverable amount for the Company's CGUs, including a sensitivity analysis, are further explained in Notes 3.20 and 13.

2.3.1.2 Useful lives of property, plant and equipment and intangible assets with definite useful lives

Property, plant and equipment, including returnable bottles which are expected to provide benefits over a period of more than one year, as well as intangible assets with definite useful lives are depreciated/amortized over their estimated useful lives. The Company bases its estimates on the experience of its technical personnel as well as its experience in the industry for similar assets, see Notes 3.15, 3.18, 11 and 13.

2.3.1.3 Post-employment and other non-current employee benefits

The Company regularly evaluates the reasonableness of the assumptions used in its post-employment and other long-term employee benefit computations. Information about such assumptions is described in Note 17.

2.3.1.4 Income taxes

Deferred income tax assets and liabilities are determined based on the differences between the financial statement carrying amounts and the tax bases of assets and liabilities. The Company recognizes deferred tax assets for unused tax losses and other credits and regularly reviews them for recoverability, based on its judgment regarding the probability of the timing and level of future taxable income, the expected timing of the reversals of existing taxable temporary differences and available tax planning strategies, see Note 25.

2.3.1.5 Tax, labor and legal contingencies and provisions

The Company is subject to various claims and contingencies related to tax, labor and legal proceedings as described in Note 26. Due to their nature, such legal proceedings involve inherent uncertainties including, but not limited to, court rulings, negotiations between affected parties and governmental actions. Management periodically assesses the probability of loss for such contingencies and accrues a provision and/or discloses the relevant circumstances, as appropriate. If the potential loss of any claim or legal proceeding is considered probable and the amount can be reasonably estimated, the Company accrues a provision for the estimated loss. Management's judgment must be exercised to determine the likelihood of such a loss and an estimate of the amount, due to the subjective nature of the loss.

2.3.1.6 Valuation of financial instruments

The Company measures all derivative financial instruments at fair value.

The fair values of derivative financial instruments are determined considering quoted prices in recognized markets. If such instruments are not traded, fair value is determined by applying techniques based upon technical models supported by sufficient reliable and verifiable data, recognized in the financial sector. The Company bases its forward price curves upon market price quotations. Management believes that the chosen valuation techniques and assumptions used are appropriate in determining the fair value of financial instruments, see Note 21.

2.3.1.7 Business combinations

Businesses combinations are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Company to, and liabilities assumed by the Company from the former owners of the acquiree, the amount of any non-controlling interest in the acquiree, and the equity interests issued by the Company in exchange for control of the acquiree.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognized and measured at their fair value, except that:

- Deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with IAS 12, *Income Taxes* and IAS 19, *Employee Benefits*, respectively;
- Liabilities or equity instruments related to share-based compensation arrangements of the acquiree or share-based compensation arrangements of the Company entered into to replace share-based compensation arrangements of the acquiree are measured in accordance with IFRS 2, *Share-based Payment* at the acquisition date, see Note 3.27;
- Assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5, *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and
- Indemnifiable assets are recognized at the acquisition date on the same basis as the indemnified liability subject to any contractual limitations.

For each acquisition, management's judgment must be exercised to determine the fair value of the assets acquired, the liabilities assumed and any non-controlling interest in the acquiree, applying estimates or judgments in techniques used, especially in forecasting CGU's cash flows, in the computation of weighted average cost of capital ("WACC") and estimation of inflation during the identification of intangible assets with indefinite life, mainly, goodwill, distribution and trademark rights.

2.3.1.8 Equity accounted investees

If the Company holds, directly or indirectly, 20 per cent or more of the voting power of the investee, it is presumed that it has significant influence, unless it can be clearly demonstrated that this is not the case. If the Company holds, directly or indirectly, less than 20 per cent of the voting power of the investee, it is presumed that the Company does not have significant influence, unless such influence can be clearly demonstrated. Decisions regarding the propriety of utilizing the equity method of accounting for a less than 20 per cent-owned corporate investee requires a careful evaluation of voting rights and their impact on the Company's ability to exercise significant influence. Management considers the existence of the following circumstances which may indicate that the Company is in a position to exercise significant influence over a less than 20 per cent-owned corporate investee:

- Representation on the board of directors or equivalent governing body of the investee;
- Participation in policy-making processes, including participation in decisions about dividends or other distributions;
- Material transactions between the Company and the investee;
- Interchange of managerial personnel; or
- Provision of essential technical information.

Management also considers the existence and effect of potential voting rights that are currently exercisable or currently convertible when assessing whether the Company has significant influence.

In addition, the Company evaluates certain indicators that provide evidence of significant influence, such as:

- Whether the extent of the Company's ownership is significant relative to other shareholders (i.e., a lack of concentration of other shareholders);
- Whether the Company's significant shareholders, fellow subsidiaries, or officers hold additional investment in the investee; and
- Whether the Company is a part of significant investee's board of director committees, such as the executive committee or the finance committee.

An arrangement can be a joint arrangement even though not all of its parties have joint control of the arrangement. When the Company is a party to an arrangement it assesses whether the contractual arrangement gives all the parties, or a group of the parties, control of the arrangement collectively; joint control exists only when decisions about the relevant activities require the unanimous consent of the parties that control the arrangement collectively. Management needs to apply judgment when assessing whether all the parties, or a group of the parties, have joint control of an arrangement. When assessing joint control, management considers the following facts and circumstances such as:

- a) Whether all the parties or a group of the parties, control the arrangement, considering definition of joint control, as described in Note 3.14; and
- b) Whether decisions about the relevant activities require the unanimous consent of all the parties, or of a group of the parties.

As mentioned in Note 4, until January 2017, Coca-Cola FEMSA accounted for its 51% investment in Coca-Cola FEMSA Philippines, Inc. ("CCFPI") as a joint venture, this was based on the facts that Coca-Cola FEMSA and TCCC: (i) make all operating decisions jointly during the initial four-year period and (ii) potential voting rights to acquire the remaining 49% of CCFPI were not probable to be exercised in the foreseeable future and the fact that the call option remains "out of the money" as of December 31, 2017. In January 2017, the arrangement between Coca-Cola FEMSA and TCCC for joint control of CCFPI expired; therefore, Coca-Cola FEMSA started to consolidate the operations of CCFPI effective February 2017. On August 16, 2018, Coca-Cola FEMSA announced the exercise of the put option to sell its 51% stake in CCFPI back to TCCC. Therefore, its operations for the years ended December 31, 2018 and 2017 were classified as discontinued operations in the consolidated income statements.

2.3.1.9 Venezuela exchange rates and deconsolidation

As is explained in Note 3.3 below, effective December 31, 2017, the Company deconsolidated its Coca-Cola FEMSA subsidiary's operations in Venezuela due to the political and economic environment in that country and began accounting for its investments under the fair value method. Consequently, beginning January 1, 2018, all changes in the fair value of the investment, including foreign currency translation differences are recognized for Venezuela's operations in "Other comprehensive income, net of tax."

2.3.1.10 Leases

Information on assumptions and estimates that have a significant risk of resulting in an adjustment to the carrying value of right-of-use assets and lease liabilities, and related statement of income accounts, include the following:

- If the Company is reasonably certain to exercise an option to extend a lease agreement or not to exercise an option to terminate a lease agreement before its termination date, considering all the facts and circumstances that create an economic incentive for the Company to exercise, or not, such options, taking into account whether the lease option is enforceable, when the Company has the unilateral right to apply the option in question.
- Determination of the non-cancellable period for evergreen contracts and lifelong leases, considering whether the Company is reasonably certain to terminate the lease and/or estimating a reasonable period for the use of the asset, based on significant leasehold improvements made on the leased properties that provide reasonable certainty to the Company about the remaining period to obtain the benefits of such improvements on leased properties.

2.4 Application of recently issued accounting standards

The Company has applied the following amendments to IFRS during 2019:

2.4.1 IFRS 16 Leases

IFRS 16 supersedes International Accounting Standard (IAS) 17, *Leases*, International Financial Reporting Interpretation Committee (IFRIC) 4, *Determining whether an Arrangement contains a Lease*, Standard Interpretation Committee (SIC) 15, *Operating Leases-Incentives* and SIC 27, *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for most leases under a single on-balance sheet model, recognizing a right-of-use asset reflecting its right to use the underlying asset and a related lease liability for its obligation to make lease payments during the lease term. The Company has modified its accounting policy for lease contracts as a result of the standard adoption, acting only as a lessee, as detailed in Note 3.

Lessor accounting under IFRS 16 is substantially unchanged from IAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in IAS 17. Therefore, IFRS 16 did not have an impact for leases where the Group is the lessor.

The Company applied the modified retrospective approach, under which, the cumulative effect of initial application is recognized in retained earnings as from January 1, 2019. The main changes on leases accounting policy is disclosed below.

Definition of a lease

Previously, the Company had determined at each contract inception whether an arrangement is or contains a lease under “IAS 17 – Leases” and “IFRIC 4 – Determining whether an arrangement contains a lease”. Under IFRS 16, the Company assesses whether a contract is or contains a lease based on the definition of a lease, as explained in Note 3.

The Company elected to apply the transition practical expedient known as “Grandfather” which allows at the date of initial application to consider as a lease only those contracts previously identified as such in accordance with IAS 17 and IFRIC 4. Therefore, the definition of a lease under IFRS 16 applies only to those contracts entered into or modified on or after January 1, 2019.

Accounting as a lessee

As a lessee, the Company previously classified leases as either operating or finance leases based on its assessment of whether substantially all the rights and risk incidental to ownership of an asset are transferred from the lessor to the lessee. Under IFRS 16, the Company recognizes a right-of-use asset and a lease liability for all lease arrangements, excluding those that are considered as exceptions by the standard.

At transition date, the Company recognized a lease liability measured at the present value of the remaining lease payments during the non-cancellable period, discounted at the incremental borrowing rate of the Company as of January 1, 2019. Right-of-use asset is measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments.

The following practical expedients permitted by IFRS 16 were applied to lease contracts previously accounted for as operating leases under IAS 17 at the transition date only:

- A single discount rate to a portfolio of leases with similar characteristics.
- Not to recognize right-of-use assets and liabilities for leases with less than twelve months of lease term and leases of low-value items.
- Exclude initial direct costs from measuring the right-of-use asset.
- Use hindsight information when determining the lease term if the contract contains options to extend or terminate the lease.

As of January 1, 2019, the main effects in the relevant line items of FEMSA's statement of financial position were as follows:

| | |
|---|-------------------|
| Operating lease commitments as of December 31, 2018 | Ps. 82,216 |
| Discounted operating lease commitments | 50,827 |
| Less: Commitments relating to short-term leases and low-value assets | 699 |
| Add: Commitments relating to leases previously classified as finance leases | 92 |
| Lease liabilities and right-of-use asset as of January 1, 2019 | Ps. 50,220 |

As of the date of the adoption, the weighted average incremental borrowing rate was 9.84%.

2.4.2 IFRIC 23 Uncertainty over income tax treatments

The Interpretation addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of IAS 12 and does not apply to taxes or levies outside the scope of IAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Interpretation specifically addresses the following:

- a) Whether an entity considers uncertain tax treatments separately,
- b) The assumptions an entity makes about the examination of tax treatments by taxation authorities,
- c) How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, and
- d) How an entity considers changes in facts and circumstances.

An entity must determine whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments. The approach that better predicts the resolution of the uncertainty should be followed. The interpretation is effective for annual reporting periods beginning on or after January 1, 2019 and has been adopted in preparing these Consolidated Financial Statements.

The Company applied the modified retrospective approach and has performed a qualitative and quantitative evaluation of the impacts in the consolidated financial statements derived from IFRIC 23 adoption. Such evaluation includes the following activities described below:

- i) Review of the Company's policies through which tax treatments are revised and accounted, this includes evidence from business units delivered to external advisors.
- ii) Analysis of the tax memorandums prepared by the external tax advisor which support the Company's tax treatment over an uncertain tax position about a) how tax earnings (losses) are calculated, b) tax basis or losses are applied, c) tax credits are applied, and d) how tax rates in different jurisdictions are considered.
- iii) Documentation of the tax correspondence received in the Company's and subsidiaries business units in order to analyze any recent resolution adopted from the tax authority regarding tax positions.

iv) Analysis of the tax position report of the Company on a monthly basis.

The Company concluded that there were no significant impacts on the consolidated financial statements from the adoption of the IFRIC 23.

Note 3. Significant Accounting Policies

3.1 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company. Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Company controls an investee if and only if the Company has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

When the Company has less than a majority of the voting or similar rights of an investee, the Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangements with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Company's voting rights and potential voting rights.

The Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary are included in the consolidated financial statements of income and comprehensive income from the date the Company gains control until the date the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income ("OCI") are attributed to the equity holders of the parent of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Company's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Company are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Company loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary.
- Derecognizes the carrying amount of any non-controlling interests.
- Derecognizes the cumulative translation differences recorded in equity.
- Recognizes the fair value of the consideration received.
- Recognizes the fair value of any investment retained.
- Recognizes any surplus or deficit in profit or loss.
- Reclassifies the parent's share of components previously recognized in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Company had directly disposed of the related assets or liabilities.

3.1.1 Acquisitions of non-controlling interests

Acquisitions of non-controlling interests are accounted for as transactions with owners in their capacity as owners and therefore no goodwill is recognized as a result. Adjustments to non-controlling interests arising from transactions that do not involve the loss of control are measured at carrying amount and reflected in shareholders' equity as part of additional paid-in capital.

3.2 Business combinations

Business combinations are accounted for using the acquisition method at the acquisition date, which is the date on which control is transferred to the Company. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Company elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the Company previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the Company previously held interest in the acquiree (if any), the excess is recognized immediately in profit or loss as a bargain purchase gain.

Costs, other than those associated with the issuance of debt or equity securities, that the Company incurs in connection with a business combination are expensed as incurred.

Any contingent consideration payable is recognized at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not remeasured, and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent considerations are recognized in consolidated net income.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items in which the accounting is incomplete and discloses that its allocation is preliminary in nature. Those provisional amounts are adjusted retrospectively during the measurement period (not greater than 12 months from the acquisition date), or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

Sometimes obtaining control of an acquiree in which equity interest is held immediately before the acquisition date is considered as a business combination achieved in stages also referred to as a step acquisition. The Company remeasures its previously held equity interest in the acquiree at its acquisition-date fair value and recognizes the resulting gain or loss, if any, in profit or loss. Also, the changes in the value of equity interest in the acquiree recognized in other comprehensive income shall be recognized on the same basis as required if the Company had disposed directly of the previously held equity interest, see Note 3.14.

The Company sometimes obtains control of an acquiree without transferring consideration. The acquisition method of accounting for a business combination, applies to those combinations as follows:

- (a) The acquiree repurchases a sufficient number of its own shares for the Company to obtain control.
- (b) Minority veto rights lapse that previously kept the Company from controlling an acquiree in which it held the majority voting rights.
- (c) The Company and the acquiree agree to combine their businesses by contract alone in which it transfers no consideration in exchange for control and no equity interest is held in the acquiree, either on the acquisition date or previously.

3.3 Foreign currencies, consolidation of foreign subsidiaries and accounting of equity accounted investees

In preparing the financial statements of each individual subsidiary and accounting for equity accounted investees, transactions in currencies other than the individual entity's functional currency (foreign currencies) are recognized at the exchange rates prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognized in consolidated net income in the period in which they arise except for:

- The variations in the net investment in foreign subsidiaries generated by exchange rate fluctuation which are included in other comprehensive income, which is recorded in equity as part of cumulative translation adjustment within the accumulated other comprehensive income;
- Intercompany financing balances with foreign subsidiaries are considered as long-term investments when there is no plan to pay such financing in the foreseeable future. Monetary position and exchange rate fluctuation regarding this financing is recorded in the exchange differences on translation of foreign operations within the accumulated other comprehensive income (loss) item, which is recorded in equity; and
- Exchange differences on transactions entered into in order to hedge certain foreign currency risks.

Foreign exchange differences on monetary items are recognized in profit or loss. Their classification in the income statement depends on their nature. Differences arising from fluctuations related to operating activities are presented in the “*other expenses*” line (see Note 20) while fluctuations related to non-operating activities such as financing activities are presented as part of “foreign exchange gain (loss)” line in the income statement.

For incorporation into the Company’s consolidated financial statements, each foreign subsidiary, associates or joint venture’s individual financial statements are translated into Mexican pesos, as follows:

- For entities operating in hyperinflationary economic environments, the inflation effects of the origin country are recognized pursuant IAS 29 *Financial Reporting in Hyperinflationary Economies*, and subsequently translated into Mexican pesos using the year-end exchange rate for the consolidated statements of financial position and consolidated income statement and comprehensive income; and
- For entities operating in non-hyperinflationary economic environments, assets and liabilities are translated into Mexican pesos using the year-end exchange rate, equity is translated into Mexican pesos using the historical exchange rate, and the income statement and comprehensive income is translated using the exchange rate at the date of each transaction. The Company uses the average exchange rate of each month if the exchange rate does not fluctuate significantly.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Company losing control over the subsidiary, the proportionate share of accumulated exchange differences is re-attributed to non-controlling interests and are not recognized in profit or loss. For all other partial disposals (i.e., partial disposals of equity accounted investees that do not result in the Company losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss. In September 2017, the Company sold shares equal to 5.2% of economic interest in Heineken Group, consequently it reclassified the proportionate share of the accumulated exchange differences, recognized previously in other comprehensive income, for a total profit of Ps. 6,632 to the consolidated income statement.

Goodwill and fair value adjustments on identifiable assets and liabilities acquired arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Foreign exchange differences arising are recognized in equity as part of the cumulative translation adjustment.

The translation of assets and liabilities denominated in foreign currencies into Mexican pesos is for consolidation purposes and does not indicate that the Company could realize or settle the reported value of those assets and liabilities in Mexican pesos. Additionally, this does not indicate that the Company could return or distribute the reported Mexican peso value in equity to its shareholders.

| Country or Zone | Functional / Recording Currency | Exchange Rates of Local Currencies Translated to Mexican Pesos ⁽¹⁾ | | | | |
|-----------------|---------------------------------------|---|-------|-------|----------------------|----------------------|
| | | Average Exchange Rate for | | | Exchange Rate as of | |
| | | 2019 | 2018 | 2017 | December 31, 2019 | December 31, 2018 |
| Guatemala | Quetzal | 2.50 | 2.56 | 2.57 | 2.45 | 2.54 |
| Costa Rica | Colon | 0.03 | 0.03 | 0.03 | 0.03 | 0.03 |
| Panama | U.S. dollar | 19.26 | 19.24 | 18.93 | 18.85 | 19.68 |
| Colombia | Colombian peso | 0.01 | 0.01 | 0.01 | 0.01 | 0.01 |
| Nicaragua | Cordoba | 0.58 | 0.62 | 0.63 | 0.56 | 0.61 |
| Argentina | Argentine peso | 0.41 | 0.73 | 1.15 | 0.31 | 0.52 |
| Venezuela a) | Bolivar | — | — | a) | — | — |
| Brazil | Reais | 4.89 | 5.29 | 5.94 | 4.68 | 5.08 |
| Chile | Chilean peso | 0.03 | 0.03 | 0.03 | 0.03 | 0.03 |
| Euro Zone | Euro (€) | 21.56 | 22.71 | 21.32 | 21.12 | 22.54 |
| Peru | Nuevo Sol | 5.77 | 5.85 | 5.78 | 5.68 | 5.83 |
| Ecuador | U.S. dollar | 19.26 | 19.24 | 18.93 | 18.85 | 19.68 |
| Philippines | Philippine peso | — | 0.37 | 0.38 | — | 0.37 |
| Uruguay | Uruguayan peso | 0.55 | 0.63 | 0.66 | 0.51 | 0.61 |

(1) Exchange rates published by the Central Bank of each country where the Company operates.

a) Venezuela

Effective December 31, 2017, the Company determined that the deteriorating conditions in Venezuela had led Coca-Cola FEMSA to no longer meet the accounting criteria to consolidate its Venezuelan subsidiary. Such deteriorating conditions had significantly impacted Coca-Cola FEMSA's ability to manage its capital structure, its capacity to purchase raw materials and limitations of portfolio dynamics. In addition, certain government controls over pricing, restriction over labor practices, acquisition of U.S. dollars and imports, has affected the normal course of business. Therefore, and due to the fact that its Venezuelan subsidiary will continue doing operations in Venezuela, as of December 31, 2017, Coca-Cola FEMSA changed the method of accounting for its investment in Venezuela from consolidation to fair value measured using a Level 3 concept.

As a result of the deconsolidation, Coca-Cola FEMSA also recorded loss within other expenses for an amount of Ps. 28,176 for the year ended December 31, 2017. Such effect includes the reclassification of Ps. 26,123 previously recorded as exchange differences on translation of foreign subsidiaries and equity accounted investees in equity, impairment equal to Ps. 745 and Ps. 1,098 mainly from distribution rights and property, plant and equipment, respectively, and Ps. 210 for the remeasurement at fair-value of Venezuelan investment.

Prior to deconsolidation, during 2017, Coca-Cola FEMSA's Venezuelan operations contributed Ps. 4,005 to net sales, and losses of Ps. 2,223 to net income. Its total assets were Ps. 4,138 and the total liabilities were Ps. 2,889.

Beginning on January 1, 2018, Coca-Cola FEMSA recognizes its investment in Venezuela under the fair value through OCI method following the *IFRS 9 Financial Instruments*.

Exchange rate

Until December 31, 2017, Coca-Cola FEMSA's recognition of its Venezuelan operations involved a two-step accounting process in order to translate into bolivars all transactions in a different currency than bolivars and then to translate the bolivar amounts to Mexican pesos.

Step-one.- Transactions are first recorded in the stand-alone accounts of the Venezuelan subsidiary in its functional currency, which is bolivar. Any non-bolivar denominated monetary assets or liabilities are translated into bolivars at each balance sheet date using the exchange rate at which Coca-Cola FEMSA expects them to be settled, with the corresponding effect of such translation being recorded in the income statement. See 3.4 below.

Step-two.- In order to integrate the results of the Venezuelan operations into the consolidated figures of Coca-Cola FEMSA, such Venezuelan results are translated from Venezuelan bolivars into Mexican pesos.

In December 2017, Coca-Cola FEMSA translated the Venezuela entity figures at an exchange rate of 22,793 bolivars per U.S. dollar, as such exchange rate better represents the economic conditions in Venezuela. Coca-Cola FEMSA considers that this exchange rate provides more useful and relevant information with respect to Venezuela's financial position, financial performance and cash flows. On January 30, 2018, a new auction of the DICOM celebrated by Venezuela's government resulted on an estimated exchange rate of 25,000 bolivar per U.S. dollar.

3.4 Recognition of the effects of inflation in countries with hyperinflationary economic environments

The Company recognizes the effects of inflation on the financial information of its subsidiaries that operates in hyperinflationary economic environments (when cumulative inflation of the three preceding years is approaching, or exceeds, 100% or more in addition to other qualitative factors), which consists of:

- Using inflation factors to restate non-monetary assets, such as inventories, property, plant and equipment, net, intangible assets, net including related costs and expenses when such assets are consumed or depreciated;
- Applying the appropriate inflation factors to restate capital stock, additional paid-in capital, net income, retained earnings and items of other comprehensive income by the necessary amount to maintain the purchasing power equivalent in the currency of the subsidiary on the dates such capital was contributed, or income was generated up to the date those consolidated financial statements are presented; and
- Including the monetary position gain or loss in consolidated net income.

The Company restates the financial information of subsidiaries that operate in hyperinflationary economic environment using the consumer price index of each country ("CPI").

As disclosed in Note 3.3, Coca-Cola FEMSA deconsolidated its Venezuelan operations. Consequently, the Venezuelan investment is no longer consolidated by Coca-Cola FEMSA, however, Coca-Cola FEMSA's Venezuelan subsidiary will continue operating.

As of December 31, 2019, 2018, and 2017, the operations of the Company are classified as follows:

| Country | Cumulative Inflation 2017- 2019 | Type of Economy | Cumulative Inflation 2016- 2018 | Type of Economy | Cumulative Inflation 2015- 2017 | Type of Economy |
|---------------|---------------------------------------|-----------------------|---------------------------------------|-----------------------|---------------------------------------|-----------------------|
| Mexico | 13.2% | Non-hyperinflationary | 15.7% | Non-hyperinflationary | 12.7% | Non-hyperinflationary |
| Guatemala | 11.8% | Non-hyperinflationary | 12.2% | Non-hyperinflationary | 13.5% | Non-hyperinflationary |
| Costa Rica | 5.8% | Non-hyperinflationary | 5.7% | Non-hyperinflationary | 2.5% | Non-hyperinflationary |
| Panama | 0.5% | Non-hyperinflationary | 2.1% | Non-hyperinflationary | 2.3% | Non-hyperinflationary |
| Colombia | 11.0% | Non-hyperinflationary | 13.4% | Non-hyperinflationary | 17.5% | Non-hyperinflationary |
| Nicaragua | 15.6% | Non-hyperinflationary | 13.1% | Non-hyperinflationary | 12.3% | Non-hyperinflationary |
| Argentina (a) | 179.4% | Hyperinflationary | 158.4% | Hyperinflationary | 101.5% | Hyperinflationary |
| Venezuela | — | — | — | — | 30,690.0% | Hyperinflationary |
| Brazil | 11.1% | Non-hyperinflationary | 25.0% | Non-hyperinflationary | 21.1% | Non-hyperinflationary |
| Philippines | — | — | 11.9% | Non-hyperinflationary | 7.5% | Non-hyperinflationary |
| Euro Zone | 3.6% | Non-hyperinflationary | 2.7% | Non-hyperinflationary | 2.7% | Non-hyperinflationary |
| Chile | 8.3% | Non-hyperinflationary | 9.7% | Non-hyperinflationary | 9.7% | Non-hyperinflationary |
| Peru | 5.2% | Non-hyperinflationary | 9.3% | Non-hyperinflationary | 9.3% | Non-hyperinflationary |
| Ecuador | 0.3% | Non-hyperinflationary | 30.3% | Non-hyperinflationary | 30.3% | Non-hyperinflationary |
| Uruguay | 22.0% | Non-hyperinflationary | 25.3% | Non-hyperinflationary | — | — |

a) Argentina

Beginning on July 1, 2018, Argentina was classified as hyperinflationary economy based on several consumer price indexes of the country. Therefore, the financial statements of the subsidiary were remeasured in its functional currency (Argentine peso) but they were not restated in its presentation currency (Mexican pesos) as it is not stated as a hyperinflationary economy. In addition, the Company's financial statements for prior periods were not restated for comparative purposes.

For being considered hyperinflationary, the financial information for our Argentine subsidiary has been adjusted to recognize the inflationary effects since January 1, 2018 through:

- Using inflation factors to restate non-monetary assets, such as inventories, property, plant and equipment, net, intangible assets, net, including related costs and expenses when such assets are consumed or depreciated.
- Recognize the monetary position gain or loss in consolidated net income.

The Federacion Argentina de Consejos Profesionales de Ciencias Económicas ("FACPCE") approved on September 29, 2018 and published on October 5, 2018, a resolution which defines, among other things, that the index price to determine the restatement coefficient (Based on a series that applies the NCPI from January with the IPIM until this date, and computing November and December 2015 using the CPI – of Ciudad del Gran Buenos Aires ("CGBA") variation).

3.5 Cash and cash equivalents and restricted cash

Cash is comprised of deposits in bank accounts which generate an interest on the available balance. Cash equivalents are mainly represented by short-term bank deposits and fixed-income investments (overnight), both with maturities of three months or less and their carrying values approximate fair value.

The Company also maintains restricted cash which is insured as collateral to meet certain contractual obligations. Restricted cash is presented within other current financial assets given that, by their nature, the restrictions are short-term.

3.6 Investments

The investments include debt securities and bank deposits with a maturity of more than three months as of the acquisition date.

Management determines the appropriate classification of investments at the time of purchase and evaluates that classification at the date of each statement of financial position, see Notes 6 and 14.

3.7 Financial assets

Financial assets are classified within the following business models depending on management's objective: (i) "held to maturity to recover cash flows", (ii) "held to maturity and to sell financial assets" and (iii) "others or held for trading", including derivatives assigned in hedging instruments with efficient hedge, as appropriate. The classification depends on the nature and purpose of holding the financial assets and is determined at the time of initial recognition.

The Company performs a portfolio – level assessment of the business model in which a financial asset is managed to accomplish with Company's risk management purposes. The information that is considered within the evaluation includes:

- The policies and objectives of the Company in relation to the portfolio and the practical implementation of policies;
- Performance and evaluation of the Company's portfolio including accounts receivable;
- Risks that affect the performance of the business model and how those risks are managed;
- Any compensation related to the performance of the portfolio; and
- Frequency, volume and timing of sales of financial assets in previous periods together with the reasons for said sales and expectations regarding future sales activities.

The Company's financial assets include cash, cash equivalents and restricted cash, investments with maturities of more than three months, loans and accounts receivable, derivative financial instruments and other financial assets.

For the initial recognition of a financial asset, the Company measures it at fair value plus the transaction costs that are directly attributable to the purchase thereof, in the event that said asset is not measured at fair value through profit or loss. Accounts receivable that do not have a significant financing component are measured and recognized at the transaction price when they are generated. The rest of the financial assets are recognized only when the Company is part of the contractual provisions of the instrument.

The fair value of an asset is measured using assumptions that would be used by market participants when valuing the asset, assuming that the transaction is orderly and takes place in the principal or the most advantageous market for the asset.

During the initial recognition, the financial asset is also classified as measured at: amortized cost, fair value with changes in other comprehensive income – debt or equity investments – and fair value through profit or loss. The classification depends on the objective by which the financial asset is acquired.

Financial assets are not reclassified after their initial recognition unless the Company changes the business model to manage the financial assets; in which case, all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

3.7.1 Financial assets at amortized cost

A financial asset is measured at amortized cost if it meets the following two conditions and is not designated as fair value through profit and loss (“FVTPL”):

- Its managed within a business model whose objective is to maintain financial assets to recover the contractual cash flows; and
- The contractual terms are only payments at specified dates of the principal and interest on the amount of the outstanding principal.

The amortized cost of a financial asset is the amount of the initial recognition less the principal payments, plus or less the accumulated amortization using the effective interest rate method of any difference between the initial amount and the amount as of the maturity and, for financial assets, adjusted for loss of impairment. The financial product, exchange fluctuation and impairment are recognized in results. Any profit or loss is also recognized in the same way in results.

3.7.2 Effective interest rate method (“ERR”)

The effective interest rate method consists in calculating the amortized cost of loans and accounts receivables and other financial assets (measured at amortized cost) and allocating interest income/expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

3.7.3 Financial assets at fair value with changes in other comprehensive income (“FVOCI”)

A financial asset is measured in FVOCI if it meets the following two conditions and is not designated as FVTPL:

- Its managed within a business model whose objective is achieved through the collection of contractual cash flows and the sale of financial assets; and
- The contractual terms are only payments of the principal and interest on the amount of the outstanding principal.

These assets are subsequently measured at fair value. The financial product calculated using the internal rate of return (“IRR”), the exchange fluctuation and the impairment are recognized in profit and loss. Other gains and losses, related to changes in fair value, are recognized in OCI. In case of disposals, the accumulated gains and losses in OCI are reclassified to profit and loss.

In the initial recognition of an equity instrument that is not held for trading, under the “other” business model, the Company may irrevocably choose to present changes in the fair value of the investment in OCI. This choice has to be made for each investment. Equity instruments are subsequently measured at fair value. Dividends are recognized as profit in results unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses, related to changes in fair value, are recognized in OCI and are considered items that will not be reclassified to consolidated net income in subsequent periods.

3.7.4 Financial assets at fair value through profit or loss

Financial assets designated as fair value through profit and loss include financial assets held for trading and financial assets designated at initial recognition as fair value through profit and loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the short term. Derivatives, including embedded derivatives are also classified as held for trading unless they are allocated as effective hedging instruments. Financial assets at fair value through profit or loss are recorded in the balance sheet with changes in fair value presented as financial costs (net negative changes in fair value) or financial products (net positive changes in fair value) in profit or loss, including any dividend income.

3.7.5 Evaluation that contractual cash flows are solely principal and interest payments ("SPPI")

In order to classify a financial asset within one of the three different categories, the Company determines whether the contractual cash flows of the asset are only principal and interest payments. The Company considers the contractual terms of the financial instrument and whether the financial asset contains any contractual term that could change the timing or amount of the contractual cash flows in such a way that it would not meet the SPPI criteria. In making this evaluation, the Company considers the following:

- Contingent events that would change the amount or timing of cash flows;
- Terms that can adjust the contractual coupon rate, including variable interest rate characteristics;
- Payment and extension features; and
- Characteristics that limit the Company's right to obtain cash flows from certain assets.

A prepaid feature is consistent with the characteristics of only principal and interest payments if the prepayment amount substantially represents the amounts of the principal and interest pending payment, which could include reasonable compensation for early termination of the contract. Additionally, a financial asset acquired or originated with a premium or discount to its contractual amount and in the initial recognition the fair value of the prepaid characteristic is insignificant, the asset will pass the test of the contractual characteristics of cash flow if the amount of prepaid represents substantially the contractual amount and accrued interest (but not paid); which may include additional compensation for the early termination of the contract.

3.7.6 Impairment of financial assets

The Company recognizes impairment due to expected credit loss ("ECL") in:

- Financial assets measured at amortized cost;
- Debt investments measured at FVOCI; and
- Other contractual assets.

Impairment losses on accounts receivable, contractual assets and leasing receivables are measured at the amount that equals the lifetime expected loss of credit, whether or not it has a significant component. The Company applies the criteria to all accounts receivable, contractual assets and leasing credits, together or separately.

The Company measures impairment losses at an amount that equals to lifetime ECL, except for the following:

- Debt instruments classified as low credit risk; and
- Other debt instruments in which the credit risk (irrecoverability risk over the financial instrument expected life) has not increased significantly since the initial recognition.

In determining whether the credit risk of a financial asset has increased significantly since initial recognition and estimating the ECL, the Company considers reasonable and sustainable information that is relevant and available without undue cost or effort. It includes qualitative and quantitative analysis based on Company's experience and credit assessment.

The impairment loss is a weighted estimate of the probability of expected loss. The amount of impairment loss is measured as the present value of any lack of liquidity (the difference between the contractual cash flows that correspond to the Company and the cash flows that management expects to receive). The expected credit loss is discounted at the original effective interest rate of the financial asset.

The Company annually evaluates if there was evidence of an impairment. Some observable data that financial assets were impaired includes:

- Significant financial difficulty of the issuer or the borrower;
- A breach of contract, such as default or past due event;
- Granting concessions due to the borrower's financial difficulties in which Company would not consider in other circumstances.
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganization;
- The disappearance of an active market for a financial instrument because of financial difficulties; or
- Information indicating that there was a measurable decrease in the expected cash flows of a group of financial assets.

For a capital instrument, evidence of impairment includes a significant decrease in its fair value even lower than its carrying value.

The impairment loss on financial assets measured at amortized cost is reduced from the book value and for financial assets measured at FVOCI, the impairment loss is recognized as profit or loss within OCI.

3.7.7 Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized when:

- The rights to receive cash flows from the financial asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

3.7.8 Offsetting of financial instruments

Financial assets are required to be offset against financial liabilities and the net amount reported in the consolidated statement of financial position if, and only when the Company:

- Currently has an enforceable legal right to offset the recognized amounts; and
- Intends to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

3.8 Other financial assets

Other financial assets include long term accounts receivable, derivative financial instruments and recoverable contingencies acquired from business combinations. Long term accounts receivable with a stated term are measured at amortized cost using the effective interest method, less any impairment.

3.9 Derivative financial instruments

The Company is exposed to different risks related to cash flows, liquidity, market and third-party credit. As a result, the Company contracts different derivative financial instruments in order to reduce its exposure to the risk of exchange rate fluctuations between the Mexican peso and other currencies, and interest rate fluctuations associated with its borrowings denominated in foreign currencies and the exposure to the risk of fluctuation in the costs of certain raw materials.

The Company values and records all derivative financial instruments and hedging activities, in the consolidated statement of financial position as either an asset or liability measured at FVTPL or FVOCI, considering quoted prices in recognized markets. If such instruments are not traded in a formal market, fair value is determined by applying techniques based upon technical models supported by sufficient, reliable and verifiable market data. Changes in the fair value of derivative financial instruments are recorded each period in current earnings otherwise as a component of cumulative other comprehensive income based on the item being hedged and the effectiveness of the hedge.

3.9.1 Hedge accounting

The Company designates certain hedging instruments, which include derivatives to cover foreign currency risk, as either fair value hedges or cash flow hedges. Hedges of foreign exchange risk on firm commitments are accounted for as cash flow hedges.

At the inception of the hedge relationship, the Company documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

3.9.2 Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in other comprehensive income and accumulated under the heading valuation of the effective portion of derivative financial instruments. The gain or loss relating to the ineffective portion is recognized immediately in consolidated net income and is included in the market value (gain) loss on financial instruments line item within the consolidated income statements.

Amounts previously recognized in other comprehensive income and accumulated in equity are reclassified to consolidated net income in the periods when the hedged item is recognized in consolidated net income, in the same line of the consolidated income statement as the recognized hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously recognized in other comprehensive income and accumulated in equity are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Hedge accounting is discontinued when the Company revokes the hedging relationship, when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognized in cumulative other comprehensive income in equity at that time remains in equity and is recognized when the forecast transaction is ultimately recognized in consolidated net income. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognized immediately in consolidated net income.

3.9.2.1 Fair value hedges

For hedged items carried at fair value, the change in the fair value of a hedging derivative is recognized in the consolidated income statement as foreign exchange gain or loss. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognized in the consolidated income statement as foreign exchange gain or loss.

For fair value hedges relating to items carried at amortized cost, change in the fair value of the effective portion of the hedge is recognized first as an adjustment to the carrying value of the hedged item and then is amortized through profit or loss over the remaining term of the hedge using the EIR method. EIR amortization may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged. If the hedged item is derecognized, the unamortized fair value is recognized immediately in profit or loss.

When an unrecognized firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognized as an asset or liability with a corresponding gain or loss recognized in profit and loss.

3.9.2.2 Hedge of net investment in a foreign business

The Company designates debt securities as a hedge of certain net investment in foreign subsidiaries and applies hedge accounting to foreign currency differences arising between the functional currency of its investments abroad and the functional currency of the holding company (Mexican peso), regardless of whether the net investment is held directly or through a sub-holding company.

Differences in foreign currency that arise in the conversion of a financial liability designated as a hedge of a net investment in a foreign operation are recognized in other comprehensive income in the exchange differences on the translation of foreign operations and associates caption, to the extent that the hedge is effective. To the extent that the hedge is ineffective, such differences are recognized as market value gain or loss on financial instruments within the consolidated income statements. When part of the hedge of a net investment is disposed, the corresponding accumulated foreign currency translation effect is recognized as part of the gain or loss on disposal within the consolidated income statement.

3.10 Fair value measurement

The Company measures financial instruments, such as derivatives, and certain non-financial assets, at fair value at each balance sheet date. Also, fair values of financial instruments measured at amortized cost are disclosed in Notes 14 and 19.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.
- Level 2 — Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 — Are unobservable inputs for the asset or liability. Unobservable inputs shall be used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company determines the policies and procedures for both recurring fair value measurements, such as those described in Note 21 and unquoted liabilities such as debt described in Note 19.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

3.11 Inventories and cost of goods sold

Inventories are measured at the lower of cost and net realizable value. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Inventories represent the acquisition or production cost which is incurred when purchasing or producing a product and are based on the weighted average cost formula. The operating segments of the Company use inventory costing methodologies to value their inventories, such as the weighted average cost method in Coca-Cola FEMSA, retail method (a method to estimate the average cost) in FEMSA Comercio – Proximity, FEMSA Comercio – Health Division; and acquisition method in FEMSA Comercio – Fuel Division, except for the distribution centers which are valued with average cost method.

Cost of goods sold includes expenses related to the purchase of raw materials used in the production process, as well as labor costs (wages and other benefits), depreciation of production facilities, equipment and other costs, including fuel, electricity, equipment maintenance and inspection; expenses related to the purchase of goods and services used in the sale process of the Company's products and expenses related to the purchase of gasoline, diesel and all engine lubricants used in the sale process of the Company.

3.12 Loans and receivables

The instruments under this category includes loans, trade receivables, and other accounts receivables measured at amortized cost which represents future cash flows discounted at the effective interest rate of the transaction date.

In addition, an expected credit loss model is applied to this category, which is reported net of this impairment allowance in the financial statements. The allowance amount is not significant because the trade accounts receivable are usually recovered in the short term.

Interest income is recognized by applying the effective interest rate except for current receivables, considering that the recognition of interest is immaterial. For the years ended December 31, 2019, 2018 and 2017 there was no interest income on loans and receivables.

3.13 Other current assets

Other current assets, which will be realized within a period of less than one year from the reporting date, are comprised of prepaid assets and product promotion agreements with customers.

Prepaid assets principally consist of advances to suppliers of raw materials, advertising, promotional, leasing and insurance costs, and are recognized as other current assets at the time of the cash disbursement. Prepaid assets are carried to the appropriate caption in the income statement when inherent benefits and risks have already been transferred to the Company or services have been received, respectively.

The Company has prepaid advertising costs which consist of television and radio advertising airtime in advance. These expenses are generally amortized over the period based on the transmission of the television and radio spots. The related production costs are recognized in consolidated income statement as incurred.

Coca-Cola FEMSA has agreements with customers for the right to sell and promote Coca-Cola FEMSA's products over a certain period. The majority of these agreements have terms of more than one year, and the related costs are amortized using the straight-line method over the term of the contract, with amortization presented as a reduction of net sales. During the years ended December 31, 2019, 2018 and 2017, such amortization aggregated to Ps. 273, Ps. 277 and Ps. 759, respectively.

3.14 Equity accounted investees

Associates are those entities over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but it is not control over those policies. Upon loss of significant influence over the associate, the Company measures and recognizes any retained investment at its fair value.

Investments in associates are accounted for using the equity method and initially recognized at cost, which comprises the investment's purchase price and any directly attributable expenditure necessary to acquire it. The carrying value of the investment is adjusted to recognize changes in the Company's shareholding of the associate since the acquisition date. The financial statements of the associates are prepared for the same reporting period as the Company.

The consolidated financial statements include the Company's share of the consolidated net income and other comprehensive income, after adjustments to align the accounting policies with those of the Company, from the date that significant influence commences until the date that significant influence ceases.

Profits and losses resulting from ‘upstream’ and ‘downstream’ transactions between the Company (including its consolidated subsidiaries) and an associate are recognized in the consolidated financial statements only to the extent of unrelated investors’ interests in the associate. ‘Upstream’ transactions are, for example, sales of assets from an associate to the Company. ‘Downstream’ transactions are, for example, sales of assets from the Company to an associate. The Company’s share in the associate’s profits and losses resulting from these transactions is eliminated.

When the Company’s share of losses exceeds the carrying amount of the associate, including any advances, the carrying amount is reduced to nil and recognition of further losses is discontinued except to the extent that the Company has a legal or constructive obligation to pay the associate or has to make payments on behalf of the associate.

Goodwill identified at the acquisition date is presented as part of the investment in shares of the associate in the consolidated statement of financial position. Any goodwill arising on the acquisition of the Company’s interest in an associate is measured in accordance with the Company’s accounting policy for goodwill arising in a business combination, see Note 3.2.

After application of the equity method, the Company determines whether it is necessary to recognize an additional impairment loss on its investment in its associate. The Company determines at each reporting date whether there is any objective evidence that the investment in the associates is impaired. If this is the case, the Company calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognizes the amount in the share of the profit or loss of associates and joint ventures accounted for using the equity method in the consolidated income statements.

If an investment interest is reduced, but continues to be classified as an associate, the Company reclassifies to profits or losses the proportion of the gain or loss that had previously been recognized in other comprehensive income relating to the reduction in ownership interest if the gain or loss would be required to be reclassified to consolidated net income on the disposal of the related investment.

The Company reclassifies in each case proportionate to the interest disposed of recognized in other comprehensive income: i) foreign exchange differences, ii) accumulated hedging gains and losses, iii) any other amount previously recognized that would have been recognized in net income if the associate had directly disposed of the asset to which it relates.

Upon loss of significant influence over the associate, the Company measures and recognizes any retained investment at its fair value.

A joint arrangement is an arrangement of which two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. The Company classifies its interests in joint arrangements as either joint operations or joint ventures depending on the Company’s rights to the assets and obligations for the liabilities of the arrangements.

Joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. The Company recognizes its interest in the joint ventures as an investment and accounts for that investment using the equity method. As of December 31, 2019 and 2018 the Company does not have an interest in joint operations.

If an investment interest is reduced, but continues to be classified as joint arrangement, the Company reclassifies to profits or losses the proportion of the gain or loss that had previously been recognized in other comprehensive income relating to the reduction in ownership interest if the gain or loss would be required to be reclassified to consolidated net income on the partial disposal of the related investment.

The Company reclassifies the proportion to the interest disposed of in joint ventures investment interest reduction. During the years ended December 31, 2019, 2018 and 2017 the Company does not have a significant disposal or partial disposal in joint arrangements.

Upon loss of joint control over the joint venture, the Company measures and recognizes any retained investment at its fair value.

3.15 Property, plant and equipment

Property, plant and equipment are initially recorded at their cost of acquisition and/or construction and are presented net of accumulated depreciation and accumulated impairment losses, if any. The borrowing costs related to the acquisition or construction of qualifying asset is capitalized as part of the cost of that asset, if material.

Major maintenance costs are capitalized as part of total acquisition cost. Routine maintenance and repair costs are expensed as incurred.

Investments in progress consist of long-lived assets not yet in service, in other words, that are not yet ready for the purpose that they were bought, built or developed. The Company expects to complete those investments during the following 12 months.

Depreciation is computed using the straight-line method over the asset's estimated useful life. Where an item of property, plant and equipment comprises major components having different useful lives, they are accounted and depreciated for as separate items (major components) of property, plant and equipment. The Company estimates depreciation rates, considering the estimated useful lives of the assets.

The estimated useful lives of the Company's assets are as follows:

| | Years |
|----------------------------------|---------------------------------------|
| Buildings | 25-50 |
| Machinery and equipment | 10-20 |
| Distribution equipment | 7-15 |
| Refrigeration equipment | 5-7 |
| Returnable bottles | 1.5-3 |
| Leasehold improvements | The shorter of lease term or 15 years |
| Information technology equipment | 3-5 |
| Other equipment | 3-10 |

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds (if any) and the carrying amount of the asset and is recognized in consolidated income statement.

Returnable and non-returnable bottles:

Coca-Cola FEMSA has two types of bottles: returnable and non-returnable.

- Non-returnable: Are recorded in consolidated income statement at the time of the sale of the product.
- Returnable: Are classified as long-lived assets as a component of property, plant and equipment. Returnable bottles are recorded at acquisition cost and for countries with hyperinflationary economies, restated according to IAS 29, Depreciation of returnable bottles is computed using the straight-line method considering their estimated useful lives.

There are two types of returnable bottles:

- Those that are in Coca-Cola FEMSA's control within its facilities, plants and distribution centers; and
- Those that have been placed in the hands of customers, and still belong to Coca-Cola FEMSA.

Returnable bottles that have been placed in the hands of customers are subject to an agreement with a retailer pursuant to which Coca-Cola FEMSA retains ownership. These bottles are monitored by sales personnel during periodic visits to retailers and Coca-Cola FEMSA has the right to charge any breakage identified to the retailer. Bottles that are not subject to such agreements are expensed when placed in the hands of retailers.

Coca-Cola FEMSA's returnable bottles are depreciated according to their estimated useful lives (3 years for glass bottles and 1.5 years for PET bottles). Deposits received from customers are amortized over the same useful estimated lives of the bottles.

3.16 Leases

Under IFRS 16, the Company assesses at its inception whether a contract is, or contains, a lease when the contract conveys the right to control the use of an identified asset for a period of time in exchange for a consideration. The Company assesses whether a contract is a lease arrangement, when:

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all the capacity of a physically distinct asset. If the lessor has substantive substitution rights, then the asset is not identified;
- The Company has the right to obtain substantially all the economic benefits from the use of the asset throughout the period of use; and
- The Company has the right to direct the use of the asset when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. When the use of the asset is predetermined, the Company has the right to direct the use of the asset if either: i) it has the right to operate the asset; or ii) the design of the asset predetermines how and for what purpose it will be used.

The Company enters into leases mainly for land and buildings for its retail stores and other buildings for its offices. In general, lease agreements for retail stores last 15 years, and office space agreements last between three and five years.

As a lessee

Initial recognition

At the lease commencement date, the Company recognizes a right-of-use asset and a lease liability. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date. The right-of-use asset considers any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The lease liability is initially measured at the present value of the lease payments to be made over the lease term. The future lease payments are discounted using the Company's incremental borrowing rate, which is considered as the rate that the Company would negotiate when financing for a similar period, and with a similar guarantee, to obtain an asset of a similar value to the lease asset. For the Company, the discount rate used to measure the right of use asset and its lease liability is the rate related to the cost of financing for the Company from the consolidated perspective ("*Ultimate Parent Company*").

Lease payments included in the measurement of the lease liability, comprise the following:

- Fixed payments, including in-substance fixed payments, less any incentives receivable;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date; and
- The exercise price under a purchase option that the Company is reasonably certain to exercise, an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.
- Amounts expected to be payable to the lessor under residual value guarantees.

The Company does not recognize a right-of-use asset and a lease liability for short-term leases that have a lease term of 12 months or less and leases of low-value assets, mainly technological equipment used by the employees, such as: computers, handheld devices and printers. The Company recognizes the lease payments associated with these leases as an expense in the consolidated statement of income as they are incurred.

Subsequent measurement

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the shorter of the useful life of the right-of-use asset or the end of the lease term. In addition, the right-of-use asset is periodically adjusted for impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is subsequently measured at amortized cost using the effective interest rate method. The Company remeasures the lease liability when there is a modification in the lease term or amounts of expected payments under a residual value guarantee and when it is arising from a change in an index or rate, without modifying the incremental borrowing rate (unless it results from a change in a floating rate). The lease liability is remeasured using a new incremental borrowing rate at the date of the modification when:

- An extension or termination option is exercised modifying the non-cancellable period of the contract;
- The Company changes its assessment of whether it will exercise a purchase option.

When the lease liability is remeasured, a corresponding adjustment is made to the carrying value amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

A modification to the lease agreement is accounted for as a separate lease if both of the following conditions are met: i) the modification increases the scope of the lease by adding the right-to-use one or more underlying assets; and ii) the consideration for the lease increases by an amount proportional to the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the contract.

In the consolidated statement of income and consolidated statement of comprehensive income, the interest expense from the lease liability is recognized as a component of finance costs, unless it is directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's accounting policy on borrowing costs. Depreciation of the right-of-use asset is recognized in the consolidated statement of income.

Leasehold improvements on lease agreements are recognized as a part of property, plant and equipment in the consolidated financial statements and are amortized using the straight-line method over the shorter of either the useful life of the assets or the related lease term contract.

The Company has recognized a significant amount of right-of-use assets and a corresponding lease liability, see Note 12.

As a lessor

If the Company acts as a lessor, it determines at lease inception if each arrangement is either a finance lease or an operating lease.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of the underlying asset. If not, all other leases are classified as operating leases. The Company considers certain relevant indicators, amongst others, to determine if all the risks and rewards are substantially transferred, such as:

- Whether the lease is for the major part of the economic life of the asset, or
- Whether the minimum future lease payments compare with the fair value of the underlying asset.

The Company recognizes lease payments received under operating leases as income on a straight-line basis over the lease term as part of the consolidated statement of income, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. The Company also recognizes costs, including depreciation of the leased assets, incurred in earning the lease revenue.

The Company initially recognizes an amount equal to the net investment of the lease, that is, the present value of future lease payments plus any guarantee of residual value that is granted; and it includes the distinction between the current portion of the receivables with maturity less than or equal to a term of 12 months and the non-current receivables, that is, with maturity greater than 12 months; including:

- (i) fixed payments, including those that are in substance fixed payments, which may include a variability, but that are unavoidable in essence, less any lease incentive to be received;
- (ii) payments for variable rent that depend on an index or a rate at the start date of the lease contract;
- (iii) amounts payable by the lessee under residual value guarantees (if applicable);
- (iv) the price related to a purchase option if the lessee is reasonably certain to exercise the option (if applicable); and
- (v) payments for penalties derived from the termination of the lease, if the term of the lease reflects that the lessee will exercise an option to terminate the lease.

All intra-group right-of-use assets and lease liabilities, interest expenses, depreciations and cash flows relating to transactions between subsidiaries of the Company are eliminated on consolidation.

3.17 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Borrowing costs may include:

- Interest expense; and
- Exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in consolidated income statement in the period in which they are incurred.

3.18 Intangible assets

Intangible assets are identifiable non-monetary assets without physical substance and represent payments whose benefits will be received in future years. Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition (see Note 3.2). Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite, in accordance with the period over which the Company expects to receive the benefits.

Intangible assets with finite useful lives are amortized and mainly consist of:

- Information technology and management system costs incurred during the development stage which are currently in use. Such amounts are capitalized and then amortized using the straight-line method over their expected useful lives, with a range in useful lives from 3 to 10 years. Expenditures that do not fulfill the requirements for capitalization are expensed as incurred.
- Long-term alcohol licenses are amortized using the straight-line method over their estimated useful lives, which range between 12 and 15 years, and are presented as part of intangible assets with finite useful lives.

Amortized intangible assets, such as finite lived intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be recoverable through its expected future cash flows.

Intangible assets with an indefinite life are not amortized and are subject to impairment tests on an annual basis as well as whenever certain circumstances indicate that the carrying amount of those intangible assets may exceed their recoverable value.

The Company's intangible assets with an indefinite life mainly consist of rights to produce and distribute Coca-Cola trademark products in the Company's territories. These rights are contained in agreements that are standard contracts that The Coca-Cola Company has with its bottlers. Additionally, the Company's intangible assets with an indefinite life also consist of FEMSA Comercio – Health Division's trademark rights which consist of standalone beauty store retail banners, pharmaceutical distribution to third-party clients and the production of generic and bioequivalent pharmaceuticals.

As of December 31, 2019, and in regards to a joint restructure with TCCC for the bottling agreements, Coca-Cola FEMSA had four bottler agreements in Mexico: (i) the agreements for the Valley of Mexico territory, which are up for renewal in June 2023, (ii) the agreement for the Southeast territory, which is up for renewal in June 2023, (iii) one agreement for the Bajío territory, which is up for renewal in May 2025 and (iv) the agreement for the Golfo territory, which is up for renewal in May 2025.

As of December 31, 2019, and in regards to a joint restructure with TCCC for the bottling agreements, Coca-Cola FEMSA had two bottler agreements in Brazil which are up for renewal in October 2027; and three bottler agreements in Guatemala, which are up for renewal in March 2025 and April 2028 (two contracts).

In addition, Coca-Cola FEMSA had one bottler agreement in each country which are up for renewal as follows: Argentina, which is up for renewal in September 2024; Colombia which is up for renewal in June 2024; Panama which is up for renewal in November 2024; Costa Rica which is up for renewal in September 2027; Nicaragua which is up for renewal in May 2026; and Uruguay which is up for renewal in June 2028.

The bottler agreements are automatically renewable for ten-year terms, subject to the right of either party to give prior notice that it does not wish to renew a specific agreement. In addition, these agreements generally may be terminated in the case of material breach. Termination would prevent Coca-Cola FEMSA from selling Coca-Cola trademark beverages in the affected territory and would have an adverse effect on the Company's business, financial conditions, results from operations and prospects.

3.19 Non-current assets held for sale and discontinued operations

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the non-current asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification. In addition, the sale is considered highly probable if the following conditions are met:

- The appropriate level of management must be committed to a plan to sell the asset (or disposal group);
- An active programme to locate a buyer and complete the plan must have been initiated;
- The active (disposal group) must be actively marketed for sale at a price is reasonable in relation to its current fair value; and
- The sale should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

The discontinued operations are operations and cash flows that can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the entity, that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations;

- Is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or
- Is a subsidiary acquired exclusively with a view to resale.

Discontinued operations are excluded from the continuing operations and are also presented as a single entity as earnings (loss) after income taxes of discontinued operations in the income statement. For further information, please see Note 4. In addition, the information included elsewhere in this report, includes only continuing operations otherwise it would be indicated the opposite.

3.20 Impairment of long-lived assets

At the end of each reporting period, the Company reviews the carrying amounts of its long-lived tangible and intangible assets with finite lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest CGU for which a reasonable and consistent allocation basis can be identified.

For the purpose of impairment testing goodwill acquired in a business combination, from the acquisition date, is allocated to each of the group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

For goodwill and other indefinite lived intangible assets, the Company tests for impairment on an annual basis and whenever certain circumstances indicate that the carrying amount of related CGU might exceed its recoverable amount.

Recoverable amount is the higher of fair value less costs to sell and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted, as discussed in Note 2.3.1.1.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized immediately in consolidated net income.

Where the conditions leading to an impairment loss no longer exist, it is subsequently reversed, that is, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or CGU) in prior years. A reversal of an impairment loss is recognized immediately in consolidated net income. Impairment losses related to goodwill are not reversible.

For the year ended December 31, 2019, 2018 and 2017, the Company recognized impairment losses of Ps. 1,018, Ps. 432 and 2,063, respectively (see Note 20).

3.21 Financial liabilities and equity instruments

3.21.1 Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

3.21.2 Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

3.21.3 Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of IFRS 9 are classified as financial liabilities at amortized cost, except for derivatives instruments designated as hedging instruments in an effective hedge, financial liabilities arising from transfer of a financial asset that does not qualify for derecognition, financial guarantee contracts and contingent consideration obligation in a business combination, as appropriate, which are recognized at FVTPL. The Company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognized initially at fair value less, in the case of loans and borrowings, directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings, and derivative financial instruments, see Note 3.9.

Subsequent measurement

The subsequent measurement of the Company's financial liabilities depends on their classification as described below.

3.21.4 Loans and borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the consolidated income statements when the liabilities are derecognized as well as through the effective interest method amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest method. The effective interest method amortization is included in interest expense in the consolidated income statements, see Note 19.

3.21.5 Derecognition

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the consolidated income statements.

3.22 Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably.

The Company recognizes a provision for a loss contingency when it is probable (i.e., the probability that the event will occur is greater than the probability that it will not) that certain effects related to past events, would materialize and can be reasonably quantified. These events and their financial impact are also disclosed as loss contingencies in the consolidated financial statements when the risk of loss is deemed to be other than remote. The Company does not recognize an asset for a gain contingency until the gain is realized, see Note 26.

Restructuring provisions are recognized only when the recognition criteria for provisions are fulfilled. The Company has a constructive obligation when a detailed formal plan identifies the business or part of the business concerned, the location and number of employees affected, a detailed estimate of the associated costs, and an appropriate timeline. Furthermore, the employees affected must have been notified of the plan's main features.

3.23 Post-employment and other long-term employee benefits

Post-employment and other long-term employee benefits, which are considered to be monetary items, include obligations for pension and retirement plans, seniority premiums and postretirement medical services.

In Mexico, the economic benefits from employee benefits and retirement pensions are granted to employees with 10 years of service and minimum age of 60. In accordance with Mexican Labor Law, the Company provides seniority premium benefits to its employees under certain circumstances. These benefits consist of a one-time payment equivalent to 12 days wages for each year of service (at the employee's most recent salary, but not to exceed twice the legal minimum wage), payable to all employees with 15 or more years of service, as well as to certain employees terminated involuntarily prior to the vesting of their seniority premium benefit. For qualifying employees, the Company also provides certain post-employment healthcare benefits such as the medical-surgical services, pharmaceuticals and hospital.

For defined benefit retirement plans and other long-term employee benefits, such as the Company's sponsored pension and retirement plans, seniority premiums and postretirement medical service plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each reporting period. All remeasurements effects of the Company's defined benefit obligation such as actuarial gains and losses are recognized directly in OCI. The Company presents service costs within cost of goods sold, administrative and selling expenses in the consolidated income statements. The Company presents net interest cost within interest expense in the consolidated income statements. The projected benefit obligation recognized in the consolidated statement of financial position represents the present value of the defined benefit obligation as of the end of each reporting period. Certain subsidiaries of the Company have established plan assets for the payment of pension benefits, seniority premiums and postretirement medical services through irrevocable trusts of which the employees are named as beneficiaries, which serve to decrease the funded status of such plans' related obligations.

Costs related to compensated absences, such as vacations and vacation premiums, are recognized on an accrual basis.

The Company recognizes a liability and expense for termination benefits at the earlier of the following dates:

- a) When it can no longer withdraw the offer of those benefits; or
- b) When it recognizes costs for a restructuring that is within the scope of IAS 37 "*Provisions, Contingent Liabilities and Contingent Assets*," and involves the payment of termination benefits.

The Company is demonstrably committed to a termination when, and only when, the entity has a detailed formal plan for the termination and is without realistic possibility of withdrawal.

A settlement occurs when an employer enters into a transaction that eliminates all further legal for constructive obligations for part or all of the benefits provided under a defined benefit plan. A curtailment arises from an isolated event such as closing of a plant, discontinuance of an operation or termination or suspension of a plan. Gains or losses on the settlement or curtailment of a defined benefit plan are recognized when the settlement or curtailment occurs.

3.24 Revenue recognition

The Company recognizes revenue when the control of performance obligations included in the contract are transferred to the customer. Control refers to the ability that customer has to direct the use and also to obtain substantially all the benefits of the goods or services exchanged.

Management defined the following as indicators to analyze the timing and circumstances as well as the amount by which the revenues would be recognized:

- Identify the contract(s) with a customer (written, oral or any other according with business practices);
- Evaluating the goods and services committed in the contract and identify how each performance obligation in the contract will be transferred to the customer;
- Considering the contractual terms jointly with business practices to determinate the transaction price. The transaction price is the amount of the consideration the Company expects to receive in exchange for transferring the committed goods and services to the customer, excluding tax on sales. The expected consideration in a contract should include fixed or variable amounts, or both;
- Allocate the transaction price to each performance obligations in the contract (to each good and service that is different) for an amount that represents the consideration to which the entity expects to receive in exchange to the goods and services arranged with the customer; and
- Recognise revenue when (or as) the entity satisfies a performance obligation in exchange for committed goods and services.

All of the above conditions are typically met at the point in time that goods are delivered to the customer at the customers' facilities. Net sales reflect units delivered at list prices reduced by promotional allowances and discounts.

The benefits granted from supplier to the Company as discounts and incentives are recognized as benefit in the cost of goods sold, because they do not represent an additional revenue by mean of which a separate performance obligation is to be satisfied, with a separate reasonable fair value to be identified by the Company.

The Company generates revenues for the following activities:

Sale of goods

It includes the sales of goods by all the subsidiaries of the Company, mainly the sale of beverages of the leading brand of Coca-Cola and the sale or consumption of goods in the small-format stores of the FEMSA Comercio – Proximity, FEMSA Comercio – Health and FEMSA Comercio – Fuel Divisions; in which the revenue is recognized in the point of time those products were sold to the customers. See Note 28.

Rendering of services

It includes the revenues of distribution services, maintenance services and packing of raw materials that the Company recognizes as revenues as the related performance obligation is satisfied. The Company recognizes revenues for rendering of services during the time period in which the performance obligation is satisfied according with the following conditions:

- The customer receives and consume simultaneously the benefits, as the Company satisfies the obligation;
- The customer controls related assets, even if the Company improve them;
- The revenues can be measured reliably; and
- Is probable that economic benefits will flow to the Company.

Financial products

It includes interest generated on related financial assets used by third parties which includes accounts receivables recorded when the following conditions are accomplished:

- The revenues can be measured reliably; and
- It is probable that economic benefits will flow to the Company.

In addition, the Company evaluates the revenue recognition based on the classification previously defined for the financial asset that generates the related financial product, according with the business models establishes for the financial instruments classified by the Company. See Note 3.9.

The main financial instruments of the Company that could generate a financial product are trade accounts receivables classified as financial assets held to maturity to cover cash flows which are measured at amortized cost through the effective interest rate method, applying EIR, which is the rate that exactly discounts the collections of cash flows to the expected life of the related financial asset.

Rewards programs

The Company recognizes a provision for the obligation to award additional benefits to its customers. Management considers for those effects, the expectation that some percentage of its customers would not redeem their rewards points in future based on previous experience.

Variable allowances granted to customers

The Company adjust the transaction price based on its estimated amount of rebates and promotional allowances, among others. Those estimations include commercial commitments with customers and previous expected performance. The variable allowances are assigned to each related performance obligation.

Contracts costs

The incremental costs to obtain a contract with a customer are recognized as an asset (capitalized) if the Company expect to recover those costs. The incremental costs of obtaining a contract are those costs that an entity incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained. The Company recognizes those costs as an expense in the income statement when the income associated with those costs is incurred for a period equal to or less than a year. For any other cost that is related with the fulfillment of a contract with a customer, but it is not part of the own revenue recognition, then this will be considered as an asset including related costs, but only if those costs are related with a contract or with a contract that the Company expects to identify specifically and also, those costs generates or improves the resources of the Company that will be applied to satisfy, or continue satisfying; the performance obligations in the future and that is expected to recover those costs. The asset recognized is amortized progressively in the same manner as the exchange of the goods and services are transferred to the customer, accordingly, the asset is recognized in the income statement through its amortization in the same period of time in which the revenue is recognized.

3.25 Administrative and selling expenses

Administrative expenses include labor costs (salaries and other benefits, including employee profit sharing (“PTU”)) of employees not directly involved in the sale or production of the Company’s products, as well as professional service fees, the depreciation of office facilities, amortization of capitalized information technology system implementation costs and any other similar costs.

Selling expenses include:

- Distribution: labor costs, outbound freight costs, warehousing costs of finished products, write off of returnable bottles in the distribution process, depreciation and maintenance of trucks and other distribution facilities and equipment. For the years ended December 31, 2019, 2018 and 2017, these distribution costs amounted to Ps. 25,068, Ps. 23,421 and Ps. 25,041, respectively;

- Sales: labor costs and sales commissions paid to sales personnel; and
- Marketing: promotional expenses and advertising costs.

PTU is paid by the Company's Mexican subsidiaries to eligible employees. In Mexico, employee profit sharing is computed at the rate of 10% of the individual company taxable income. PTU in Mexico is calculated from the same taxable income for income tax, except for the following: a) neither tax losses from prior years nor the PTU paid during the year are deductible; and b) payments exempt from taxes for the employees are fully deductible in the PTU computation.

3.26 Income taxes

Income tax expense represents the sum of the tax currently payable and deferred tax. Income taxes are charged to consolidated income statements as they are incurred, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

3.26.1 Current income taxes

Income taxes are recorded in the results of the year they are incurred.

3.26.2 Deferred income taxes

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences, including tax loss carryforwards and certain tax credits, to the extent that it is probable that future taxable profits, reversal of existing taxable temporary differences and future tax planning strategies that will create taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from initial recognition of goodwill (no recognition of deferred tax liabilities) or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In the case of Brazil, where certain goodwill amounts are at times deductible for tax purposes, the Company recognizes in connection with the acquisition accounting a deferred tax asset for the tax effect of the excess of the tax basis over the related carrying value.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries, associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Deferred income taxes are classified as a long-term asset or liability, regardless of when the temporary differences are expected to reverse.

Deferred tax relating to items recognized in the other comprehensive income are recognized in correlation to the underlying transaction in OCI.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

In Mexico, the income tax rate is 30%, for 2019, 2018 and 2017, and it is expected to remain at 30% for the following years.

3.27 Share-based payments arrangements

Senior executives of the Company receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments. The equity instruments are granted and then held by a trust controlled by the Company until vesting. They are accounted for as equity settled transactions. The award of equity instruments is a fixed monetary value on the grant date.

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed and recognized based on the graded vesting method over the vesting period, based on the Company's estimate of equity instruments that will eventually vest. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in consolidated income statements such that the cumulative expense reflects the revised estimate.

3.28 Earnings per share

The Company presents basic and diluted earnings per share ("EPS") data for its shares. Basic EPS is calculated by dividing the net income attributable to controlling interest by the weighted average number of shares outstanding during the period adjusted for the weighted average of own shares purchased in the year. Diluted EPS is determined by adjusting the weighted average number of shares outstanding including the weighted average of own shares purchased in the year for the effects of all potentially dilutive securities, which comprise share rights granted to employees described above.

3.29 Issuance of subsidiary common shares

The Company recognizes the issuance of a subsidiary's common shares as an equity transaction. The difference between the book value of the shares issued and the amount contributed by the non-controlling interest holder or third party is recorded in additional paid-in capital.

Note 4. Mergers, Acquisitions and Disposals

4.1 Mergers and acquisitions

The Company has consummated certain mergers and acquisitions during 2019, 2018 and 2017; which were recorded using the acquisition method of accounting. The results of the acquired operations have been included in the consolidated financial statements since the date on which the Company obtained control of the business, as disclosed below. Therefore, the consolidated income statements and the consolidated statements of financial position in the year of such acquisitions are not comparable with previous periods. The consolidated statements of cash flows for the years ended December 31, 2019, 2018 and 2017 show the cash outflow and inflow for the merged and acquired operations net of the cash acquired related to those mergers and acquisitions.

4.1.1 Acquisitions of Coca-Cola FEMSA

Coca-Cola FEMSA finalized the allocation of the purchase price to the fair values of the identifiable assets acquired and liabilities assumed for acquisitions completed during the prior year, with no significant variations to the preliminary allocation to the fair value of the net assets acquired, which were included in its audited annual consolidated financial statements as at and for the year ended December 31, 2018, primarily related to the following: (1) acquisition of 100% of the Alimentos y Bebidas del Atlántico, S.A. ("ABASA") in Guatemala, included in the Company results since May, 2018; (2) acquisition of 100% of Comercializadora y Distribuidora Los Volcanes, S.A. ("Los Volcanes") in Guatemala included in the Company's consolidated results beginning on May, 2018; and (3) acquisition of 100% of Montevideo Refrescos, S.R.L. ("MONRESA") in Uruguay which is included in the consolidated financial results beginning on July 2018.

The final allocation on the purchase prices to the fair value of the net assets acquired is as follows:

| | 2018 |
|---|------------------|
| Total current assets (including cash acquired of Ps. 860) | Ps. 1,864 |
| Total non-current assets | 4,031 |
| Distribution rights | 1,715 |
| Total assets | 7,610 |
| Total liabilities | (3,691) |
| Net assets acquired | 3,649 |
| Goodwill ⁽¹⁾ | 2,903 |
| Total consideration transferred | 6,552 |
| Cash acquired | (860) |
| Net cash paid | Ps. 5,692 |

- (1) As a result of the purchase price allocation which was finalized in 2019, additional fair value adjustments from those recognized in 2018 have been recognized as follows: decrease in total non-current assets amounted to Ps. 236, distribution rights of Ps. 2,887 and increase in goodwill of Ps. 2,903.

Coca-Cola FEMSA expects to recover the registered amounts recorded as goodwill through the synergies related to the available production capacity.

The income statement information of these acquisitions for the period from the acquisition date through to December 31, 2018 is as follows:

| Income Statement | 2018 |
|----------------------------|------------------|
| Total revenues | Ps. 4,628 |
| Income before income taxes | 496 |
| Net income | Ps. 413 |

4.1.2 Other acquisitions

During 2019, the Company completed acquisitions which in the aggregate amounted to Ps. 7,671. These acquisitions, among other smaller acquisitions, were primarily related to the following: 1) as of April 30, 2019, the Company completed through FEMSA Comercio S.A. de C.V., the acquisition of 100% of the Ecuadorian company Corporación Grupo FYBECA S.A. ("GPF"), pharmaceutical leader in Quito, Ecuador, mainly under the brands of Fybica and SanaSana, which is included in the Company's results since May, 2019; and (2) in December 2019, the Company completed through one of its logistic's subsidiaries, the acquisition of 100% of Brazilian company AGV Group ("AGV") founded in 1998, leader in integral logistic services in Brazil which operates a value-added warehousing and distribution platform of warehousing space located across 15 states in Brazil and over 2,600 employees.

The Company is in the process of finalizing the allocation of the purchase price to the fair values of the identifiable assets acquired and liabilities assumed. This process is expected to be completed for each acquisition within 12 months of the acquisition date.

The preliminary allocation on the aggregated purchase prices to the fair value of the net assets acquired is as follows:

| | 2019 |
|---|------------------|
| Total current assets (including cash acquired of Ps. 389) | Ps. 4,085 |
| Total non-current assets | 5,250 |
| Total assets | 9,335 |
| Total liabilities | 8,153 |
| Net assets acquired | 1,182 |
| Goodwill | 6,542 |
| Non-controlling interest | (53) |
| Total consideration transferred | 7,671 |
| Amount to be paid | (147) |
| Cash acquired | (389) |
| Net cash paid | 7,135 |

During 2019, FEMSA Comercio has been allocated goodwill in the acquisitions in FEMSA Comercio- Health Division in Ecuador and Colombia. FEMSA Comercio expects to recover the amount recorded through synergies related to the adoption of the Company's economic current value proposition, the ability to apply the successful operational processes and expansion planning designed for each unit.

The income statement information of these acquisitions for the period from the acquisition date through to December 31, 2019 is as follows:

| Income Statement | 2019 |
|----------------------------|------------------|
| Total revenues | Ps. 8,594 |
| Income before income taxes | 37 |
| Net loss | Ps. 1 |

Unaudited Pro Forma Financial Data

The following unaudited consolidated pro forma financial data represent the Company's historical financial statements, adjusted to give effect to (i) the acquisitions of GPF and AGV; and (ii) certain accounting adjustments mainly related to the pro forma depreciation of fixed assets of the acquired company.

Unaudited pro forma financial data for the acquisitions, is as follow:

| | Unaudited pro forma financial information for the year ended December 31, 2019 |
|---|---|
| Total revenues | Ps. 516,496 |
| Income before income taxes and share of the profit of equity accounted investees | 33,823 |
| Net income | 29,516 |
| Basic net controlling interest income per share Series "B" | Ps. 1.11 |
| Basic net controlling interest income per share Series "D" | 1.38 |

On May 22, 2018, the Company acquired an additional 10% its participation in Café del Pacífico, S.A.P.I. de C.V. ("Caffenio"), a Mexican company founded in 1941 whose main activities includes the production of coffee and beverages formulas, commercialization of beverages and whole foods and trading of commercial contracts, for an amount of Ps. 370 and reaching a controlling interest of 50% of ownership, through an agreement with other shareholders assuming control of the subsidiary.

The following unaudited consolidated pro forma financial data represent the Company's historical financial statements, adjusted to give effect to (i) the acquisitions of Coca-Cola FEMSA and Caffenio as if these acquisitions has occurred on January 1, 2018; and (ii) certain accounting adjustments mainly related to the pro forma depreciation of fixed assets of the acquired company.

Unaudited pro forma financial data for the acquisitions, is as follow:

| | Unaudited pro forma financial information for the year ended December 31, 2018 |
|---|---|
| Total revenues | Ps. 473,420 |
| Income before income taxes and share of the profit of equity accounted investees | 34,266 |
| Net income | 33,521 |
| Basic net controlling interest income per share Series "B" | Ps. 1.22 |
| Basic net controlling interest income per share Series "D" | 1.52 |

The following unaudited consolidated pro forma financial data represent the Company's historical financial statements, adjusted to give effect to (i) the acquisition of Coca-Cola FEMSA Philippines as if this acquisition has occurred on January 1, 2017; and (ii) certain accounting adjustments mainly related to the pro forma depreciation of fixed assets of the acquired company.

Unaudited pro forma financial data for the acquisition included, is as follow:

| | Unaudited pro forma financial information for the year ended December 31, 2017 | |
|---|--|---------|
| Total revenues | Ps. | 462,112 |
| Income before income taxes and share of the profit of equity accounted investees | | 39,917 |
| Net income | | 37,311 |
| Basic net controlling interest income per share Series "B" | Ps. | 2.12 |
| Basic net controlling interest income per share Series "D" | | 2.65 |

4.2. Disposals

4.2.1 Discontinued operations (Coca-Cola FEMSA Philippines)

On August 16, 2018, Coca-Cola FEMSA announced its decision to exercise the put option to sell its 51% stake in CCFPI to The Coca-Cola Company. Such decision was approved by the Company's board on August 6, 2018. Consequently beginning August 31, 2018 CCFPI had been classified as an asset held for sale and its operations as a discontinued operation in the financial statements for December 31, 2017 and 2018. Previously CCFPI represented the Asia division and was considered an independent segment until December 31, 2017. Coca-Cola FEMSA Philippines operations was sold on December 13, 2018. In addition, the income statement as of December 2017 was restated.

Income statement of discontinued operations

For the years ended December 31, 2018 and 2017, the income statement of discontinued operations was as follows:

| | 2018 | 2017 |
|---|------------|------------|
| Total revenues | Ps. 24,167 | Ps. 20,524 |
| Cost of goods sold | 17,360 | 12,346 |
| Gross profit | 6,807 | 8,178 |
| Operating expenses | 5,750 | 6,865 |
| Other expenses, net | 7 | 134 |
| Financial income, net | (185) | (64) |
| Foreign exchange gain, net | (73) | (22) |
| Income before income taxes | 1,308 | 1,265 |
| Income taxes | 466 | 370 |
| Net income for discontinued operations | Ps. 842 | Ps. 895 |
| Less: non-controlling interest in discontinued operations | 391 | 469 |
| Controlling interest in discontinued operations | Ps. 451 | Ps. 426 |
| Accumulated currency translation effect for the subsidiary disposal | (811) | 2,830 |
| Gain from sale | 3,335 | — |
| Net income for subsidiary disposal – controlling interest | 2,975 | 3,256 |
| Net income from discontinued operations | Ps. 3,366 | Ps. 3,725 |

4.2.2 Heineken

During 2017, the Company sold a portion of its investment in Heineken Group, representing 5.2% of economic interest for Ps. 53,051 in an all cash transaction. With this transaction the Company took advantage of a Repatriation of Capital Decree issued by the Mexican government which was valid from January 19 until October 19, 2017; through this decree, a fiscal benefit was attributed to the Company due to repatriated resources obtained from the sale of shares. The Company recognized a gain of Ps. 29,989, as a result of the sales of shares within other income, which is the difference between the fair value of the consideration received and the book value of the net assets disposed. The gain is net of transaction related costs of Ps. 160 and includes reclassification from other comprehensive income of exchange differences on translation which amount to Ps. 6,632. Also, the Company reclassified from other comprehensive income to consolidated net income a total loss of Ps. 2,431, relating to the Company's share of hedging reserve and translation reserve of Heineken investment attributable to the portion of shares sold. None of the Company's other disposals was individually significant, see Note 20.

Note 5. Cash and Cash Equivalents

Includes cash on hand and in bank deposits and cash equivalents, which are short-term, highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value, with a maturity date of three months or less at their acquisition date. Cash and cash equivalents at the end of the reporting period as shown in the consolidated statements of financial position and cash flows is comprised of the following:

| | December 31, 2019 | December 31, 2018 |
|---------------------------------|----------------------|----------------------|
| Cash and bank balances | Ps. 31,905 | Ps. 31,768 |
| Cash equivalents (see Note 3.5) | 33,657 | 30,279 |
| | <u>Ps. 65,562</u> | <u>Ps. 62,047</u> |

Note 6. Investments

As of December 31, 2019 and 2018, current investments with maturity greater than three-month period but less than twelve-month period are classified at amortized cost, and their carrying value is similar to their fair value. The following is a detail of such investments:

| | | |
|-----------------------------------|-------------------|-------------------|
| <i>Fixed rate</i> | | |
| Corporate debt securities | 2019 | 2018 |
| Acquisition cost | Ps. 1,048 | Ps. 906 |
| Accrued interest | 4 | 4 |
| Total fixed rate | <u>1,052</u> | <u>910</u> |
| <i>Variable rate</i> | | |
| Government debt securities | | |
| Acquisition cost | — | 8,660 |
| Accrued interest | — | 28 |
| Corporate debt securities | | |
| Acquisition cost | 11,307 | 21,259 |
| Accrued interest | 7 | 67 |
| Total variable rate | <u>11,314</u> | <u>30,014</u> |
| Total investments | <u>Ps. 12,366</u> | <u>Ps. 30,924</u> |

Note 7. Trade Accounts Receivable, Net

| | December 31, 2019 | December 31, 2018 |
|--------------------------------------|--------------------------|--------------------------|
| Trade accounts receivables | Ps. 26,942 | Ps. 25,615 |
| The Coca-Cola Company (see Note 15) | 813 | 1,173 |
| Loans to employees | 115 | 108 |
| Heineken Group (see Note 15) | 749 | 768 |
| Others | 3,203 | 2,614 |
| Allowance for expected credit losses | (2,189) | (2,114) |
| | <u>Ps. 29,633</u> | <u>Ps. 28,164</u> |

7.1 Trade receivables

Trade receivables representing rights arising from sales and loans to employees or any other similar concept, are presented net of discounts and the allowance for expected credit losses.

Coca-Cola FEMSA has accounts receivable from The Coca-Cola Company arising from the latter's participation in advertising and promotional programs..

Because less than 9% of the trade accounts receivables is unrecoverable, the Company does not have customers classified as "high risk", which would be eligible to have special management conditions for the credit risk.

As of December 31, 2019, the main customers of the Company represent, in aggregate form, the expected loss on 14%.

The allowance is calculated under an expected loss model that recognizes the impairment losses throughout the life of the contract. For this particular case, because the accounts receivable is generally less than one year, the Company defined an impairment estimation model under a simplified approach of expected loss through a parametric model.

The parameters used within the model are:

- Breach probability;
- Losses severity;
- Financing rate;
- Special recovery rate; and
- Breach exposure.

Aging of accounts receivable (days current or outstanding)

| | December 31, 2019 | December 31, 2018 |
|-------------|----------------------|----------------------|
| Current | Ps. 24,696 | Ps. 22,789 |
| 0-30 days | 3,278 | 4,081 |
| 31-60 days | 1,345 | 869 |
| 61-90 days | 668 | 598 |
| 91-120 days | 244 | 241 |
| 120+ days | 1,591 | 1,700 |
| Total | Ps. 31,822 | Ps. 30,278 |

7.2 Changes in the allowance for expected credit losses

| | 2019 | 2018 | 2017 |
|---|------------------|-----------|-----------|
| Balance at the beginning of the period | Ps. 2,114 | Ps. 1,375 | Ps. 1,193 |
| Effect of adoption of IFRS 9 | — | 468 | — |
| Adjusted balance at the beginning of the period | 2,114 | 1,843 | 1,193 |
| Allowance for the period | 709 | 348 | 530 |
| Additions (write-offs) of uncollectible accounts ⁽¹⁾ | (269) | (402) | (400) |
| Addition from business combinations | — | 1 | 86 |
| Effects of changes in foreign exchange rates | (365) | 324 | (32) |
| Effect of Venezuela deconsolidation | — | — | (2) |
| Balance at the end of the period | Ps. 2,189 | Ps. 2,114 | Ps. 1,375 |

⁽¹⁾ In 2018, includes the effect of Coca-Cola FEMSA Philippines, Inc. sale for an aggregate amount of \$ 82.

In determining the recoverability of trade receivables, the Company considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the customer base being large and disperse.

7.3 Receivable from The Coca-Cola Company

The Coca-Cola Company participates in certain advertising and promotional programs as well as in the Coca-Cola FEMSA's refrigeration equipment and returnable bottles investment program. Contributions received by Coca-Cola FEMSA for advertising and promotional incentives are recognized as a reduction in selling expenses and contributions received for the refrigeration equipment and returnable bottles investment program are recorded as a reduction in the carrying amount of refrigeration equipment and returnable bottles items. For the years ended December 31, 2019, 2018 and 2017 contributions due were Ps. 2,274, Ps. 3,542 and Ps. 3,436, respectively.

Note 8. Inventories

| | December 31, 2019 | December 31, 2018 |
|------------------------|----------------------|----------------------|
| Finished products | Ps. 32,853 | Ps. 27,145 |
| Raw materials | 5,331 | 5,363 |
| Spare parts | 1,198 | 1,362 |
| Work in process | 113 | 225 |
| Inventories in transit | 1,528 | 1,591 |
| | Ps. 41,023 | Ps. 35,686 |

For the years ended 2019, 2018 and 2017, the Company recognized write-downs of its inventories for Ps. 2,992, Ps. 2,006 and Ps. 308 to net realizable value, respectively.

For the years ended 2019, 2018 and 2017, changes in inventories are comprised as follows and included in the consolidated income statement under the cost of goods sold caption:

| | 2019 | 2018 | 2017 |
|---|--------------------|-------------|-------------|
| Changes in inventories of finished goods and work in progress | Ps. 221,540 | Ps. 204,688 | Ps. 188,022 |
| Raw materials and consumables used | 84,502 | 79,825 | 85,568 |
| Total | Ps. 306,042 | Ps. 284,513 | Ps. 273,590 |

Note 9. Other Current Assets and Other Current Financial Assets

9.1 Other current assets

| | December 31, 2019 | December 31, 2018 |
|------------------------------------|----------------------|----------------------|
| Prepaid expenses | Ps. 2,201 | Ps. 2,714 |
| Recoverable taxes | 268 | 316 |
| Agreements with customers | 294 | 146 |
| Licenses | 575 | 146 |
| Assets classified as held for sale | 197 | 49 |
| Other | 553 | 49 |
| | Ps. 4,088 | Ps. 3,420 |

As of December 31, 2019 and 2018, Company's prepaid expenses are as follows:

| | December 31, 2019 | December 31, 2018 |
|--|----------------------|----------------------|
| Advances for inventories | Ps. 1,359 | Ps. 1,500 |
| Advertising and promotional expenses paid in advance | 89 | 510 |
| Advances to service suppliers | 60 | 236 |
| Prepaid leases | 239 | 211 |
| Prepaid insurance | 129 | 117 |
| Others | 325 | 140 |
| | Ps. 2,201 | Ps. 2,714 |

For the years ended December 31, 2019, 2018 and 2017, Company's advertising and promotional expenses amounted to Ps. 8,840, Ps. 7,695 and Ps. 6,148, respectively.

9.2 Other current financial assets

| | December 31, 2019 | December 31, 2018 |
|--|----------------------|----------------------|
| Restricted cash | Ps. 92 | Ps. 101 |
| Derivative financial instruments (see Note 21) | 1,008 | 735 |
| Note receivables ⁽¹⁾ | 46 | 42 |
| | Ps. 1,146 | Ps. 878 |

(1) The carrying value approximates its fair value as of December 31, 2019 and 2018.

The Company has pledged part of its cash in order to fulfill the collateral requirements for the accounts payable in different currencies. As of December 31, 2019 and 2018, the carrying of restricted cash pledged were:

| | December 31, 2019 | December 31, 2018 |
|-----------------|----------------------|----------------------|
| Brazilian reais | Ps. 89 | Ps. 98 |
| Chilean pesos | 3 | 3 |
| | <u>Ps. 92</u> | <u>Ps. 101</u> |

The restricted cash in Brazil consist in current deposits as requirements to guarantee the notes payable.

Note 10. Equity Accounted Investees

As of December 31, 2019 and 2018, Company's equity accounted investees are as follows:

| Investee | Principal Activity | Place of Incorporation | Ownership Percentage | | Carrying Value | |
|---|--------------------|------------------------|----------------------|----------------------|----------------------|----------------------|
| | | | December 31, 2019 | December 31, 2018 | December 31, 2019 | December 31, 2018 |
| Heineken ^{(1) (2)} | Beverages | The Netherlands | 14.8% | 14.8% | Ps. 83,789 | Ps. 83,461 |
| Coca-Cola FEMSA: | | | | | | |
| Joint ventures: | | | | | | |
| Compañía Panameña de Bebidas, S.A.P.I. de C.V. | Beverages | Mexico | 50.0% | 50.0% | 486 | 1,550 |
| Dispensadoras de Café, S.A.P.I. de C.V. | Services | Mexico | 50.0% | 50.0% | 172 | 162 |
| Fountain Agua Mineral, L.T.D.A. | Beverages | Brazil | 50.0% | 50.0% | 851 | 826 |
| Associates: | | | | | | |
| Promotora Industrial Azucarera, S.A. de C.V. ("PIASA") | Sugar production | Mexico | 36.4% | 36.4% | 3,274 | 3,120 |
| Industria Envasadora de Querétaro, S.A. de C.V. ("IEQSA") | Canned bottling | Mexico | 26.5% | 26.5% | 194 | 179 |
| Industria Mexicana de Reciclaje, S.A. de C.V. ("IMER") | Recycling | Mexico | 35.0% | 35.0% | 121 | 129 |
| Jugos del Valle, S.A.P.I. de C.V. | Beverages | Mexico | 28.8% | 26.3% | 1,929 | 1,571 |
| Leao Alimentos e Bebidas, L.T.D.A. | Beverages | Brazil | 24.7% | 24.7% | 1,931 | 2,084 |
| Other investments in Coca-Cola FEMSA's companies | Various | Various | Various | Various | 793 | 897 |
| FEMSA Comercio: | | | | | | |
| Raizen Conveniências ⁽⁴⁾ | Proximity | Brazil | 50.0% | — | 3,410 | — |
| Other investments ^{(1) (3)} | Various | Various | Various | Various | <u>520</u> | <u>336</u> |
| | | | | | <u>Ps. 97,470</u> | <u>Ps. 94,315</u> |

(1) Associate.

(2) As of December 31, 2019 and 2018 comprised of 8.63% of Heineken, N.V. and 12.26% of Heineken Holding, N.V., which represents an economic interest of 14.76% in Heineken Group. The Company has significant influence, mainly, due to the fact that it participates in the Board of Directors of Heineken Holding, N.V. and the Supervisory Board of Heineken N.V.; and for the material transactions between the Company and Heineken Group.

(3) Joint ventures.

(4) On November 1, 2019, FEMSA Comercio – Proximity Division closed the acquisition of a 50% interest of Raízen Conveniências. The consideration amounted to R\$ 357 million paid in cash and R\$367 through notes payable, and such amounts include FEMSA Comercio's prorrata portion of the investment requirements for the initial period of operations of the joint venture. Raízen is a company formed in 2010 from Cosan and Royal Dutch Shell in Brazil. The Joint Venture between FEMSA Comercio – Proximity Division and Raízen is limited to the convenience and proximity store business and excludes any other Raízen operations.

During 2019, Coca-Cola FEMSA received dividends from Promotora Mexicana de Embotelladores, S.A. de C.V. for the amount of Ps. 1 and during 2018, Coca-Cola FEMSA received dividends from Industria Envasadora de Querétaro, S.A. de C.V. for the amount of Ps. 8.

During 2019 Coca-Cola FEMSA made capital contributions to Jugos del Valle, S.A.P.I. de C.V. and Promotora Industrial Azucarera, S.A. de C.V. in the amounts of Ps. 204 and Ps. 111, respectively, there were no changes in the ownership percentage of Promotora Industrial Azucarera, S.A. de C.V. as a result of capital contributions made by the other shareholders. During 2018 the Company made capital contributions to Jugos del Valle, S.A.P.I. de C.V. and Promotora Industrial Azucarera, S.A. de C.V. in the amounts of Ps. 73 and Ps. 146, respectively, there were no changes in the ownership percentage as a result of capital contributions made by the other shareholders. During 2018, there was a spin-off for our investment in UBI 3 resulted in a loss of Ps. 333 capitalized.

As of December 31, 2019 and 2018, Coca-Cola FEMSA recognized an impairment, in their investment Compañía Panameña de Bebidas, S.A.P.I. de C.V., for an amount of Ps. 948 and Ps. 432 million charged as other expenses line, respectively. The Company will continue to monitor the results of this investment in conjunction with its partner The Coca-Cola Company, looking for alternatives to improve the business profitability in the near future.

On April 30, 2010, the Company acquired an economic interest of 20% of Heineken Group. Heineken's main activities are the production, distribution and marketing of beer worldwide. On September 18, 2017, the Company concluded the sale of a portion of its investment, representing 5.2% combined economic interest, consisting of 22,485,000 Heineken N.V. shares and 7,700,000 Heineken Holding N.V. shares at the price of € 84.50 and € 78.00 per share, respectively, see Note 4.2. The Company recognized an equity income of Ps. 6,428, Ps. 6,478 and Ps. 7,847 net of taxes based on its economic interest in Heineken Group for the years ended December 31, 2019, 2018 and 2017, respectively. The economic interest for the year 2019 and 2018 was 14.8%. The Company's share of the net income attributable to equity holders of Heineken Group exclusive of amortization of adjustments amounted to Ps. 6,885 (€ 319 million), Ps. 6,320 (€ 281 million) and Ps. 7,656 (€ 357 million), for the years ended December 31, 2019, 2018 and 2017, respectively. Summarized financial information in respect of the associate Heineken Group accounted for under the equity method is set out below.

| Amounts in millions | December 31, 2019 | | December 31, 2018 | |
|---|-------------------|----------|-------------------|----------|
| | Peso | Euro | Peso | Euro |
| Total current assets | Ps. 177,829 | € 8,419 | Ps. 205,662 | € 9,125 |
| Total non-current assets | 804,443 | 38,085 | 744,350 | 33,026 |
| Total current liabilities | 259,952 | 12,307 | 235,052 | 10,429 |
| Total non-current liabilities | 356,671 | 16,886 | 360,928 | 16,014 |
| Total equity | 365,648 | 17,311 | 354,032 | 15,708 |
| Equity attributable to equity holders ⁽¹⁾ | 341,062 | 16,147 | 327,369 | 14,525 |
| Total revenue and other income | Ps. 511,125 | € 24,064 | Ps. 517,528 | € 22,564 |
| Total cost and expenses | 433,959 | 20,431 | 445,945 | 19,443 |
| Net income | Ps. 50,424 | € 2,374 | Ps. 48,280 | € 2,105 |
| Net income attributable to equity holders | 46,006 | 2,166 | 43,877 | 1,913 |
| Other comprehensive income | 3,951 | 186 | (1,170) | (51) |
| Total comprehensive income | Ps. 54,375 | € 2,560 | Ps. 47,111 | € 2,054 |
| Total comprehensive income attributable to equity holders | 49,447 | 2,328 | 42,615 | 1,858 |

- (1) Following the IFRS Interpretations Committee agenda decision in January 2019 regarding tax deposits (relating to taxes other than income tax), Heineken Group changed its accounting policy with regards to payments relating to contingent liabilities. This change in accounting policy has been recognised retrospectively in Heineken Financial Statements and increased equity as at 1 January 2018 by €157 million. The impact on 2018 profit amounts to an increase of €10 million. For further information please refer to Heineken's Annual Report.

Reconciliation from the equity of the associate Heineken Group to the investment of the Company.

| Amounts in millions | December 31, 2019 | | December 31, 2018 | |
|---|-------------------|----------|-------------------|----------|
| | Peso | Euro | Peso | Euro |
| Equity attributable to equity holders of Heineken ⁽¹⁾ | Ps. 341,062 | € 16,147 | Ps. 323,608 | € 14,358 |
| Economic ownership percentage | 14.76% | 14.76% | 14.76% | 14.76% |
| Investment in Heineken investment exclusive of goodwill and other adjustments | Ps. 50,341 | € 2,383 | Ps. 47,765 | € 2,119 |
| Effects of fair value determined by purchase price allocation | 14,839 | 703 | 15,846 | 703 |
| Goodwill | 18,609 | 881 | 19,850 | 881 |
| Heineken investment | Ps. 83,789 | € 3,967 | Ps. 83,461 | € 3,703 |

- (1) Related to the change in Heineken's accounting policy mentioned in the table above, the Company recognized the accumulated effects as of January 1, 2019.

As of December 31, 2019 and 2018, the fair value of Company's investment in Heineken N.V. Holding and Heineken N.V. represented by shares equivalent to 14.8% of its outstanding shares amounted to Ps. 164,504 (€ 7,769 million) and Ps. 145,177 (€ 6,441 million) based on quoted market prices of those dates. As of April 24, 2020, fair value amounted to € 6,152 million.

During the years ended December 31, 2019, 2018 and 2017, the Company received dividends distributions from Heineken Group, amounting to Ps. 3,031, Ps. 2,872 and Ps. 3,250, respectively.

For the years ended December 31, 2019, 2018 and 2017 the equity earnings recognized for associates of Coca-Cola FEMSA was Ps. 84, Ps. 44 and Ps. 235, respectively.

For the years ended December 31, 2019, 2018 and 2017 the equity (loss) earnings recognized for joint ventures of Coca-Cola FEMSA was a loss of Ps. 215, Ps. 270 and Ps. 175, respectively.

For the year ended December 31, 2019, 2018 and 2017, the Company's share of other comprehensive income from equity investees, net of taxes are as follows:

| | 2019 | 2018 | 2017 |
|--|------------------|-----------|-------------|
| Items that may be reclassified to consolidated net income: | | | |
| Valuation of the effective portion of derivative financial instruments | Ps. — | Ps. (355) | Ps. 252 |
| Exchange differences on translating foreign operations | 1,058 | (5) | (2,265) |
| Total | Ps. 1,058 | Ps. (360) | Ps. (2,013) |
| Items that may not be reclassified to consolidated net income in subsequent periods: | | | |
| Remeasurements of the net defined benefit liability | Ps. (389) | Ps. 597 | Ps. 69 |

Note 11. Property, Plant and Equipment, Net

| Cost | Land | Buildings | Machinery and Equipment | Refrigeration Equipment | Returnable Bottles | Investments in Fixed Assets in Progress | Leasehold Improvements | Other | Total |
|--|-------------------|-------------------|-------------------------|-------------------------|--------------------|---|------------------------|------------------|--------------------|
| Cost as of January 1, 2017 | Ps. 9,182 | Ps. 24,541 | Ps. 70,367 | Ps. 16,978 | Ps. 15,943 | Ps. 6,978 | Ps. 17,368 | Ps. 2,086 | Ps. 163,443 |
| Additions | 465 | 1,474 | 6,150 | 389 | 3,201 | 8,878 | 57 | 224 | 20,838 |
| Additions from business acquisitions | 5,115 | 1,634 | 5,988 | 482 | 3,324 | 821 | 145 | — | 17,509 |
| Transfer of completed projects in progress | 6 | 676 | 3,073 | 1,967 | 558 | (8,572) | 2,295 | (3) | — |
| Transfer (to)/from assets classified as held for sale | — | — | (42) | — | — | — | — | (58) | (100) |
| Disposals | (144) | (588) | (3,147) | (800) | (193) | — | (352) | (12) | (5,236) |
| Effects of changes in foreign exchange rates | (1,018) | (1,964) | (2,817) | (1,523) | (1,216) | (720) | 153 | (1,201) | (10,306) |
| Changes in value on the recognition of inflation effects | 527 | 1,016 | 2,030 | 689 | (2) | 226 | — | 638 | 5,124 |
| Venezuela deconsolidation effect (see Note 3.3) | (544) | (817) | (1,300) | (717) | (83) | (221) | — | (646) | (4,328) |
| Cost as of December 31, 2017 | Ps. 13,589 | Ps. 25,972 | Ps. 80,302 | Ps. 17,465 | Ps. 21,532 | Ps. 7,390 | Ps. 19,666 | Ps. 1,028 | Ps. 186,944 |

| Cost | Land | Buildings | Machinery and Equipment | Refrigeration Equipment | Returnable Bottles | Investments in Fixed Assets in Progress | Leasehold Improvements | Other | Total |
|---|-------------------|-------------------|--|------------------------------------|-------------------------------|--|-----------------------------------|------------------|--------------------|
| Cost as of January 1, 2018 | Ps. 13,589 | Ps. 25,972 | Ps. 80,302 | Ps. 17,465 | Ps. 21,532 | Ps. 7,390 | Ps. 19,666 | Ps. 1,028 | Ps. 186,944 |
| Additions | 334 | 877 | 6,926 | 644 | 2,888 | 6,482 | 3,322 | 111 | 21,584 |
| Additions from business acquisitions | 25 | 451 | 4,128 | 537 | 393 | 290 | 2 | 41 | 5,867 |
| Transfer of completed projects in progress | 526 | 567 | 2,193 | 1,711 | 3 | (4,927) | (93) | 20 | — |
| Transfer (to)/from assets classified as held for sale | — | — | (127) | — | — | — | — | — | (127) |
| Disposals | (93) | (152) | (4,623) | (614) | (312) | (633) | (748) | (21) | (7,196) |
| Philippines disposal | (4,654) | (2,371) | (11,621) | (2,415) | (10,116) | (489) | (236) | — | (31,902) |
| Effects of changes in foreign exchange rates | (401) | (1,079) | (3,526) | (759) | (251) | (330) | (354) | (293) | (6,993) |
| Effects on the recognition of inflation effects | 242 | 816 | 2,552 | 465 | 612 | 66 | — | 9 | 4,762 |
| Cost as of December 31, 2018 | Ps. 9,568 | Ps. 25,081 | Ps. 76,204 | Ps. 17,034 | Ps. 14,749 | Ps. 7,849 | Ps. 21,559 | Ps. 895 | Ps. 172,939 |

| Cost | Land | Buildings | Machinery and Equipment | Refrigeration Equipment | Returnable Bottles | Investments in Fixed Assets in Progress | Leasehold Improvements | Other | Total |
|---|------------------|-------------------|--|------------------------------------|-------------------------------|--|-----------------------------------|----------------|--------------------|
| Cost as of January 1, 2019 | Ps. 9,568 | Ps. 25,081 | Ps. 76,204 | Ps. 17,034 | Ps. 14,749 | Ps. 7,849 | Ps. 21,559 | Ps. 895 | Ps. 172,939 |
| Additions | 309 | 1,134 | 6,826 | 636 | 2,581 | 8,421 | 2,907 | 112 | 22,926 |
| Additions from business acquisitions | 146 | 806 | 686 | — | — | — | 466 | — | 2,104 |
| Changes in the fair value of past acquisitions | 142 | 227 | 50 | (13) | — | — | 7 | (8) | 405 |
| Transfer of completed projects in progress | (253) | 581 | 3,694 | 1,396 | 359 | (6,284) | 496 | 11 | — |
| Transfer (to)/from assets classified as held for sale | — | — | (410) | — | — | — | — | (49) | (459) |
| Disposals | (15) | (254) | (3,195) | (1,032) | (1,056) | (33) | (170) | (38) | (5,793) |
| Effects of changes in foreign exchange rates | (329) | (1,147) | (2,463) | (961) | (833) | (370) | 26 | (130) | (6,207) |
| Effects on the recognition of inflation effects | 114 | 366 | 1,254 | 241 | 352 | 18 | — | — | 2,345 |
| Cost as of December 31, 2019 | Ps. 9,682 | Ps. 26,794 | Ps. 82,646 | Ps. 17,301 | Ps. 16,152 | Ps. 9,601 | Ps. 25,291 | Ps. 793 | Ps. 188,260 |

| | | | Machinery and Equipment | Refrigeration Equipment | Returnable Bottles | Investments in Fixed Assets in Progress | Leasehold Improvements | Other | Total |
|--|--------------|--------------------|-------------------------------|----------------------------|-----------------------|--|---------------------------|------------------|---------------------|
| Accumulated Depreciation | Land | Buildings | | | | | | | |
| Accumulated Depreciation as of January 1, 2017 | Ps. — | Ps. (5,553) | Ps. (30,263) | Ps. (8,723) | Ps. (10,266) | Ps. — | Ps. (5,556) | Ps. (859) | Ps. (61,220) |
| Depreciation for the year | — | (887) | (6,928) | (2,186) | (3,365) | — | (1,562) | (685) | (15,613) |
| Transfer to/(from) assets classified as held for sale | — | 44 | 7 | — | — | — | — | — | 51 |
| Disposals | — | 40 | 3,125 | 683 | 103 | — | 300 | 5 | 4,256 |
| Effects of changes in foreign exchange rates | — | 518 | 437 | 1,157 | 93 | — | (138) | 940 | 3,007 |
| Venezuela deconsolidation effect | — | 481 | 1,186 | 626 | 56 | — | — | 335 | 2,684 |
| Venezuela impairment | — | (257) | (841) | — | — | — | — | — | (1,098) |
| Changes in value on the recognition of inflation effects | — | (437) | (1,031) | (553) | (44) | — | — | (234) | (2,299) |
| Accumulated Depreciation as of December 31, 2017 | <u>Ps. —</u> | <u>Ps. (6,051)</u> | <u>Ps. (34,308)</u> | <u>Ps. (8,996)</u> | <u>Ps. (13,423)</u> | <u>Ps. —</u> | <u>Ps. (6,956)</u> | <u>Ps. (498)</u> | <u>Ps. (70,232)</u> |

| | | | Machinery and Equipment | Refrigeration Equipment | Returnable Bottles | Investments in Fixed Assets in Progress | Leasehold Improvements | Other | Total |
|--|--------------|--------------------|-------------------------------|----------------------------|-----------------------|--|---------------------------|------------------|---------------------|
| Accumulated Depreciation | Land | Buildings | | | | | | | |
| Accumulated Depreciation as of January 1, 2018 | Ps. — | Ps. (6,051) | Ps. (34,308) | Ps. (8,996) | Ps. (13,423) | Ps. — | Ps. (6,956) | Ps. (498) | Ps. (70,232) |
| Depreciation for the year | — | (786) | (7,437) | (1,752) | (2,827) | — | (1,763) | (133) | (14,698) |
| Transfer to/(from) assets classified as held for sale | — | — | 78 | — | — | — | — | — | 78 |
| Disposals | — | 69 | 4,970 | 579 | 204 | — | 571 | — | 6,393 |
| Philippines disposal | — | 700 | 6,125 | 2,083 | 7,225 | — | 77 | — | 16,210 |
| Effects of changes in foreign exchange rates | — | 112 | 404 | 250 | 631 | — | 141 | 143 | 1,681 |
| Changes in value on the recognition of inflation effects | — | (223) | (2,692) | (338) | (516) | — | — | — | (3,769) |
| Accumulated Depreciation as of December 31, 2018 | <u>Ps. —</u> | <u>Ps. (6,179)</u> | <u>Ps. (32,860)</u> | <u>Ps. (8,174)</u> | <u>Ps. (8,706)</u> | <u>Ps. —</u> | <u>Ps. (7,930)</u> | <u>Ps. (488)</u> | <u>Ps. (64,337)</u> |

| Accumulated Depreciation | Land | Buildings | Machinery and Equipment | Refrigeration Equipment | Returnable Bottles | Investments in Fixed Assets in Progress | Leasehold Improvements | Other | Total |
|---|--------------|--------------------|--|------------------------------------|-------------------------------|--|-----------------------------------|------------------|---------------------|
| Accumulated Depreciation as of January 1, 2019 | Ps. — | Ps. (6,179) | Ps. (32,860) | Ps. (8,174) | Ps. (8,706) | Ps. — | Ps. (7,930) | Ps. (488) | Ps. (64,337) |
| Depreciation for the year | — | (937) | (7,862) | (1,862) | (2,734) | — | (1,985) | (88) | (15,468) |
| Transfer to/(from) assets classified as held for sale | — | — | 262 | — | — | — | — | — | 262 |
| Disposals | — | 46 | 1,967 | 966 | 1,079 | — | 115 | 31 | 4,204 |
| Effects of changes in foreign exchange rates | — | 264 | 1,249 | 583 | 572 | — | 64 | 63 | 2,795 |
| Changes in value on the recognition of inflation effects | — | (92) | (629) | (164) | (302) | — | (2) | (14) | (1,203) |
| Accumulated Depreciation as of December 31, 2019 | Ps. — | Ps. (6,898) | Ps. (37,873) | Ps. (8,651) | Ps. (10,091) | Ps. — | Ps. (9,738) | Ps. (496) | Ps. (73,747) |

| Carrying Amount | Land | Buildings | Machinery and Equipment | Refrigeration Equipment | Returnable Bottles | Investments in Fixed Assets in Progress | Leasehold Improvements | Other | Total |
|--------------------------------|------------------|-------------------|--|------------------------------------|-------------------------------|--|-----------------------------------|----------------|--------------------|
| As of December 31, 2017 | Ps. 13,589 | Ps. 19,921 | Ps. 45,994 | Ps. 8,469 | Ps. 8,109 | Ps. 7,390 | Ps. 12,710 | Ps. 530 | Ps. 116,712 |
| As of December 31, 2018 | Ps. 9,568 | Ps. 18,902 | Ps. 43,344 | Ps. 8,860 | Ps. 6,043 | Ps. 7,849 | Ps. 13,629 | Ps. 407 | Ps. 108,602 |
| As of December 31, 2019 | Ps. 9,682 | Ps. 19,896 | Ps. 44,773 | Ps. 8,650 | Ps. 6,061 | Ps. 9,601 | Ps. 15,553 | Ps. 297 | Ps. 114,513 |

For the years ended December 31, 2019, 2018 and 2017, the Company did not recognize any capitalization of borrowing costs.

Note 12. Leases

As of December 31, 2019, consolidated right-of-use assets reported in our financial statements was as follows:

| | Land and buildings | Other ⁽¹⁾ | Total |
|---|-------------------------------|-----------------------------|---------------|
| Cost as of January 1, 2019 | Ps.49,112 | 1,108 | 50,220 |
| Additions | 7,406 | 96 | 7,502 |
| Additions from business combinations | 2,187 | — | 2,187 |
| Disposals | (827) | (5) | (832) |
| Remeasurements | 2,299 | (9) | 2,290 |
| Depreciation | (7,492) | (401) | (7,893) |
| Effects of changes in foreign exchange rates and restatement effects associated with hyperinflationary economies | (759) | (31) | (790) |
| Right-of-use assets, net as of December 31, 2019 | <u>Ps.51,926</u> | <u>758</u> | <u>52,684</u> |

(1) Other assets mainly include transportation equipment and servers.

As of December 31, 2019, the lease liabilities are integrated as follows:

| | December 31, 2019 |
|---|--------------------------|
| Maturity analysis - contractual undiscounted cash flows | |
| Less than one year | Ps. 10,655 |
| One to five years | 40,262 |
| Five to ten years | 24,053 |
| More than ten years | 11,884 |
| Total undiscounted lease liabilities at December 31 | <u>86,854</u> |
| Lease liabilities included in the statement of financial position at December 31 | <u>54,679</u> |
| Current | 7,387 |
| Non-Current | <u>Ps. 47,292</u> |

The interest expense for leases reported in the income statements for the twelve-month period ended December 31, 2019 was Ps. 4,774.

The expense relating to short-term leases and leases of low-value assets for the twelve-month period ended December 31, 2019 was Ps. 430.

For the year ended December 31, 2019, the amounts recognized in the consolidated statement of cash flows related to leases is Ps. 8,848.

12.1 Land and buildings leases

The Company leases land for constructions of its retail stores mainly and some buildings for its office space. The leases of retail stores typically run for an average useful life of 15 years, and leases of office space for three to five years. Some leases include an option to renew the lease for additional period at the end of the contract term.

Some leases provide for additional rent payments that are based on changes in the National Consumer and Price Index, or sales that the Company makes at the leased store in the period.

Variable lease payments based on sales

Some leases of retail stores contain variable lease payments that are based on sales that the Company makes at the store. Variable rental payments in the Company do not represent a significant impact in profit and loss amounts for the year ended December 31, 2019.

The Company expects the relative proportions of fixed and variable lease payments to remain broadly consistent in future years.

Extension options

Some leases of office buildings, cellars and retail stores contain extension options exercisable by the Company up to one year before the end of the non-cancellable contract period. Where practicable, the Company seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by FEMSA and not by the lessor, in other words, the lessee has the unilateral right to exercise the extension option. The Company assesses at lease commencement whether it is reasonably certain to exercise the extension options. FEMSA reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control. Except for some business units, FEMSA consider that the “reasonably certain” criteria is met when a new lease contract is signed by both, the Company and the lessor, which usually occurs within a short period of the expiration of the current lease term. Extension options on leases in the Company do not represent a significant impact on the right-of-use assets at December 31, 2019.

12.2 Other leases

The Company leases vehicles, servers and equipment, with lease terms from three to five years. In some cases, the Company has options to purchase the assets at the end of the contract term. At the commencement date, the Company does not expect to exercise the purchase option.

FEMSA also leases IT equipment and machinery with contract terms from one to three years. These leases are short-term and/or leases of low-value items. The Company has elected not to recognize right-of-use assets and lease liabilities for these types of leases.

Note 13. Intangible Assets

| | Rights to Produce and Distribute Coca-Cola Trademark Products | | Other Indefinite Lived Intangible Assets | | Total Unamortized Intangible Assets | | Technology Costs and Management Systems | | Systems in Development | | Alcohol Licenses | | Other | | Total Amortized Intangible Assets | | Total Intangible Assets | |
|---|--|------------------|---|------------------|--|------------------|--|-----------------|---------------------------|-------------------|---------------------|--|-------|--|--|--|-------------------------------|--|
| Cost as of January 1, 2017 | Ps. 85,338 | Ps.51,857 | Ps. 6,225 | Ps. 2,151 | Ps. 145,571 | Ps. 6,124 | Ps. 798 | Ps.1,416 | Ps.2,338 | Ps. 10,676 | Ps.156,247 | | | | | | | |
| Additions | 1,288 | — | — | 6 | 1,294 | 464 | 920 | 221 | 445 | 2,050 | 3,344 | | | | | | | |
| Acquisitions from business combinations (see Note 4) | 4,144 | 140 | 5 | — | 4,289 | 6 | — | — | 80 | 86 | 4,375 | | | | | | | |
| Changes in fair value of past acquisitions | 5,167 | (7,022) | 836 | 9 | (1,010) | (188) | — | — | 892 | 704 | (306) | | | | | | | |
| Transfer of completed development systems | — | — | — | — | — | 412 | (412) | — | — | — | — | | | | | | | |
| Disposals | — | — | — | — | — | 110 | — | — | — | 110 | 110 | | | | | | | |
| Effect of movements in exchange rates | (2,563) | (1,526) | 119 | 91 | (3,879) | 175 | (15) | — | 52 | 212 | (3,667) | | | | | | | |
| Changes in value on the recognition of inflation effects Venezuela deconsolidation effect | (727) | — | — | — | (727) | — | — | — | 175 | 175 | (552) | | | | | | | |
| Cost as of December 31, 2017 | Ps. 91,902 | Ps.43,449 | Ps. 7,185 | Ps. 2,257 | Ps. 144,793 | Ps. 7,103 | Ps. 1,291 | Ps.1,637 | Ps.3,843 | Ps. 13,874 | Ps.158,667 | | | | | | | |
| | | | | | | | | | | | | | | | | | | |
| | Rights to Produce and Distribute Coca-Cola Trademark Products | | Other Indefinite Lived Intangible Assets | | Total Unamortized Intangible Assets | | Technology Costs and Management Systems | | Systems in Development | | Alcohol Licenses | | Other | | Total Amortized Intangible Assets | | Total Intangible Assets | |
| Cost as of January 1, 2018 | Ps. 91,902 | Ps.43,449 | Ps. 7,185 | Ps. 2,257 | Ps. 144,793 | Ps. 7,103 | Ps. 1,291 | Ps.1,637 | Ps.3,843 | Ps. 13,874 | Ps.158,667 | | | | | | | |
| Additions | — | 75 | — | 71 | 146 | 1,051 | 371 | 131 | 94 | 1,647 | 1,793 | | | | | | | |
| Acquisitions from business combinations (see Note 4) | 4,602 | 842 | 170 | — | 5,614 | 35 | 57 | — | 291 | 383 | 5,997 | | | | | | | |
| Changes in fair value of past acquisitions | — | 272 | — | — | 272 | — | — | — | — | — | 272 | | | | | | | |
| Internal development | — | — | — | — | — | — | — | — | 41 | 41 | 41 | | | | | | | |

| | | | | | | | | | | |
|--|------------|-----------|-----------|-----------|-------------|-----------|---------|----------|----------|------------|
| Transfer of completed development systems | — | — | — | — | — | 904 | (904) | — | — | — |
| Disposals | — | — | — | (2) | (2) | (43) | — | — | (146) | (189) |
| Philippines disposal | (3,882) | — | — | — | (3,882) | — | — | — | (596) | (596) |
| Effect of movements in exchange rates | (5,005) | (4,108) | (656) | (349) | (10,118) | (343) | (38) | — | (311) | (692) |
| Changes in value on the recognition of inflation effects | — | — | — | — | — | — | — | — | 57 | 57 |
| Cost as of December 31, 2018 | Ps. 87,617 | Ps.40,530 | Ps. 6,699 | Ps. 1,977 | Ps. 136,823 | Ps. 8,707 | Ps. 777 | Ps.1,768 | Ps.3,273 | Ps.14,525 |
| | | | | | | | | | | Ps.151,348 |

| | Rights to Produce and Distribute Coca-Cola Trademark Products | | | Other Indefinite Lived Intangible Assets | | | Technology Costs and Management Systems | | | Total Amortized Intangible Assets | | |
|--|--|------------|-----------|---|-------------|-----------|--|-----------|-----------|--|-------------|--|
| | | | | | | | | | | | | |
| Cost as of January 1, 2019 | Ps. 87,617 | 40,530 | Ps. 6,699 | Ps. 1,977 | Ps. 136,823 | Ps. 8,707 | Ps. 777 | Ps. 1,768 | Ps. 3,273 | Ps. 14,525 | Ps. 151,348 | |
| Additions | — | — | — | 164 | 164 | 824 | 334 | 191 | 685 | 2,034 | 2,198 | |
| Acquisitions from business combinations (see Note 4) | — | 6,542 | 469 | — | 7,011 | 759 | — | — | 12 | 771 | 7,782 | |
| Changes in the fair value of past acquisitions | (2,887) | 2,903 | — | 153 | 169 | (6) | — | — | (185) | (191) | (22) | |
| Transfer of completed development systems | — | — | — | — | — | 412 | (413) | — | 1 | — | — | |
| Disposals | — | — | (48) | — | (48) | (580) | — | (130) | — | (710) | (758) | |
| Effect of movements in exchange rates | (3,475) | (2,069) | (520) | (134) | (6,198) | (553) | (23) | — | (337) | (913) | (7,111) | |
| Changes in value on the recognition of inflation effects | — | — | — | — | — | — | — | — | (6) | (6) | (6) | |
| Cost as of December 31, 2019 | Ps. 81,255 | Ps. 47,906 | Ps. 6,600 | Ps. 2,160 | Ps. 137,921 | Ps. 9,563 | Ps. 675 | Ps. 1,829 | Ps. 3,443 | Ps. 15,510 | Ps. 153,431 | |

| | Rights to Produce and Distribute Coca-Cola Trademark Products | Goodwill | Trademark Rights | Other Indefinite Lived Intangible Assets | Total Unamortized Intangible Assets | Technology Costs and Management Systems | Systems in Development | Alcohol Licenses | Other | Total Amortized Intangible Assets | Total Intangible Assets |
|--|--|--------------|---------------------|---|--|--|---------------------------|---------------------|--------------------|--|-------------------------------|
| Amortization and Impairment Losses | | | | | | | | | | | |
| Amortization as of January 1, 2017 | Ps. — | Ps. — | Ps. — | Ps. — | Ps. — | Ps. (1,937) | Ps. — | Ps. (376) | Ps. (666) | Ps. (2,979) | Ps. (2,979) |
| Amortization expense | — | — | — | — | — | (961) | — | (81) | (217) | (1,259) | (1,259) |
| Impairment losses | — | — | — | — | — | (110) | — | — | — | (110) | (120) |
| Venezuela deconsolidation effect | — | — | — | — | — | — | — | — | (120) | (120) | (120) |
| Effect of movements in exchange rates | — | — | — | — | — | (254) | — | — | 148 | (106) | (106) |
| Amortization as of December 31, | Ps. — | Ps. — | Ps. — | Ps. — | Ps. — | Ps. (3,262) | Ps. — | Ps. (457) | Ps. (855) | Ps. (4,574) | Ps. (4,574) |
| Amortization as of January 1, 2018 | Ps. — | Ps. — | Ps. — | Ps. — | Ps. — | Ps. (3,262) | Ps. — | Ps. (457) | Ps. (855) | Ps. (4,574) | Ps. (4,574) |
| Amortization expense | — | — | — | — | — | (1,453) | — | (87) | (373) | (1,913) | (1,913) |
| Disposals | — | — | — | — | — | 93 | — | — | 98 | 191 | 191 |
| Philippines disposal | — | — | — | — | — | — | — | — | 375 | 375 | 375 |
| Effect of movements in exchange rates | — | — | — | — | — | 236 | — | — | (1) | 235 | 235 |
| Changes in value on the recognition of inflation effects | — | — | — | — | — | (51) | — | — | (1) | (52) | (52) |
| Amortization as of December 31, | Ps. — | Ps. — | Ps. — | Ps. — | Ps. — | Ps. (4,437) | Ps. — | Ps. (544) | Ps. (757) | Ps. (5,738) | Ps. (5,738) |
| Amortization as of January 1, 2019 | Ps. — | Ps. — | Ps. — | Ps. — | Ps. — | Ps. (4,437) | Ps. — | Ps. (544) | Ps. (757) | Ps. (5,738) | Ps. (5,738) |
| Amortization expense | — | — | — | — | — | (1,351) | — | (123) | (337) | (1,811) | (1,811) |
| Disposals | — | — | — | — | — | 445 | — | 30 | — | 475 | 475 |
| Effect of movements in exchange rates | — | — | — | — | — | 165 | — | — | 68 | 233 | 233 |
| Changes in value on the recognition of inflation effects | — | — | — | — | — | (29) | — | — | 1 | (28) | (28) |
| Amortization as of December 31, | Ps. — | Ps. — | Ps. — | Ps. — | Ps. — | Ps. (5,207) | Ps. — | Ps. (637) | Ps. (1,025) | Ps. (6,869) | Ps. (6,869) |

| | Rights to Produce and Distribute Coca-Cola Trademark Products | | Other Indefinite Lived Intangible Assets | | Total Unamortized Intangible Assets | Technology Costs and Management Systems | Systems in Development | Alcohol Licenses | Other | Total Amortized Intangible Assets | Total Intangible Assets |
|-------------------------------|--|-----------------|---|-----------------------------|---|--|---------------------------|---------------------|-----------|---|-------------------------------|
| Carrying Amount | | Goodwill | | Trademark Rights | | | | | | | |
| As of December 31, 2017 | Ps. 91,902 | Ps.43,449 | Ps. 7,185 | Ps. 2,257 | Ps. 144,793 | Ps. 3,841 | Ps. 1,291 | Ps. 1,180 | Ps. 2,988 | Ps. 9,300 | Ps.154,093 |
| As of December 31, 2018 | Ps. 87,617 | Ps.40,530 | Ps. 6,699 | Ps. 1,977 | Ps. 136,823 | Ps. 4,270 | Ps. 777 | Ps.1,224 | Ps.2,516 | Ps. 8,787 | Ps.145,610 |
| As of December 31, 2019 | Ps. 81,255 | Ps.47,906 | Ps. 6,600 | Ps. 2,160 | Ps. 137,921 | Ps. 4,356 | Ps. 675 | Ps.1,192 | Ps.2,418 | Ps. 8,641 | Ps.146,562 |

For the years ended December 31, 2019 and 2018, the Company did not recognize any capitalization of borrowing costs.

On March 28, 2017 Coca-Cola FEMSA acquired distribution rights and other intangibles of AdeS soy-based beverages in its territories in Mexico and Colombia for an aggregate amount of Ps. 1,664. This acquisition was made to reinforce Coca-Cola FEMSA leadership position. For the years ended 2019, 2018 and 2017, allocation for amortization expense is as follows:

| | 2019 | 2018 | 2017 |
|-------------------------|-----------------|-----------------|-----------------|
| Cost of goods sold | Ps. 317 | Ps. 399 | Ps. 132 |
| Administrative expenses | 953 | 858 | 627 |
| Selling expenses | 542 | 656 | 500 |
| | <u>Ps.1,812</u> | <u>Ps.1,913</u> | <u>Ps.1,259</u> |

The average remaining period for the Company's intangible assets that are subject to amortization is as follows:

| | Years |
|---|----------------|
| Technology Costs and Management Systems | <u>3 - 10</u> |
| Alcohol Licenses | <u>12 - 15</u> |

Coca-Cola FEMSA Impairment Tests for Cash-Generating Units Containing Goodwill and Distribution Rights

For the purpose of impairment testing, goodwill and distribution rights are allocated and monitored on an individual country basis, which is considered to be a CGU.

The aggregate carrying amounts of goodwill and distribution rights allocated to each CGU are as follows:

| | December 31, 2019 | December 31, 2018 |
|------------|----------------------|----------------------|
| Mexico | Ps. 56,352 | Ps. 56,352 |
| Guatemala | 1,679 | 1,853 |
| Nicaragua | 420 | 460 |
| Costa Rica | 1,442 | 1,417 |
| Panama | 1,131 | 1,182 |
| Colombia | 4,367 | 4,600 |
| Brazil | 38,765 | 42,153 |
| Argentina | 306 | 327 |
| Uruguay | 2,626 | 3,003 |
| Total | <u>Ps. 107,088</u> | <u>Ps. 111,347</u> |

Goodwill and distribution rights are tested for impairments annually.

The recoverable amounts are based on value in use. The value in use of a CGU is determined based on the discounted cash flows method. The key assumptions used in projecting cash flows are: volume, expected annual long-term inflation, and the weighted average cost of capital (WACC) used to discount the projected cash flows. The cash flow forecasts could differ from the results obtained over time; however, Coca-Cola FEMSA prepares its estimates based on the current situation of each of the CGUs.

To determine the discount rate, Coca-Cola FEMSA uses the WACC as determined for each of the cash generating units in real terms and as described in following paragraphs.

The estimated discount rates to perform impairment test for each CGU consider market participants' assumptions. Market participants were selected taking into consideration the size, operations and characteristics of the businesses that are similar to those of Coca-Cola FEMSA.

The discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the opportunity cost to a market participant, considering the specific circumstances of Coca-Cola FEMSA and its operating segments and is derived from its WACC. The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by Company's investors. The cost of debt is estimated based on the interest-bearing borrowings Coca-Cola FEMSA is obliged to service, which is equivalent to the cost of debt based on the conditions that a creditor in the market would consider. Segment-specific risk is incorporated by applying beta factors which are evaluated annually based on publicly available market data.

Market participant assumptions are important because, not only do they include industry data for growth rates, management also assesses how the CGU's position, relative to its competitors, might change over the forecasted period.

The key assumptions used for the value-in-use calculations are as follows:

- Cash flows were projected based on actual operating results and the five-year business plan. Cash flows for a further five-year were forecasted maintaining the same stable growth and margins per country of the last year base. Coca-Cola FEMSA believes that this forecasted period is justified due to the non-current nature of the business and past experiences.
- Cash flows after the first ten-year period were extrapolated using a perpetual growth rate equal to the expected annual population growth, in order to calculate the terminal recoverable amount.
- A per CGU-specific WACC was applied as a hurdle rate to discount cash flows to get the recoverable amount of the units; the calculation assumes, size premium adjustments.

The key assumptions by CGU for impairment test as of December 31, 2019 were as follows:

| <u>CGU</u> | <u>Pre-tax WACC</u> | <u>Post-tax WACC</u> | <u>Expected Annual Long-Term Inflation 2020-2029</u> | <u>Expected Volume Growth Rates 2020-2029</u> |
|------------|---------------------|----------------------|--|---|
| Mexico | 7.3% | 5.2% | 3.5% | 0.7% |
| Colombia | 8.9% | 6.2% | 3.1% | 4.0% |
| Costa Rica | 13.8% | 9.7% | 2.2% | 2.1% |
| Guatemala | 9.1% | 7.1% | 4.0% | 8.5% |
| Nicaragua | 21.1% | 12.4% | 4.4% | 3.0% |
| Panamá | 8.5% | 6.6% | 2.0% | 5.4% |
| Argentina | 21.6% | 14.8% | 39.2% | 3.7% |
| Brazil | 9.3% | 5.6% | 3.6% | 2.0% |
| Uruguay | 9.4% | 6.8% | 7.4% | 2.0% |

The key assumptions by CGU for impairment test as of December 31, 2018 were as follows:

| <u>CGU</u> | <u>Pre-tax WACC</u> | <u>Post-tax WACC</u> | <u>Expected Annual Long-Term Inflation 2019-2028</u> | <u>Expected Volume Growth Rates 2019-2028</u> |
|------------|---------------------|----------------------|--|---|
| Mexico | 7.4% | 5.3% | 4.0% | 1.4% |
| Colombia | 7.8% | 5.2% | 3.1% | 4.0% |
| Costa Rica | 13.9% | 9.2% | 4.0% | 1.6% |
| Guatemala | 9.4% | 7.5% | 3.2% | 7.3% |
| Nicaragua | 21.2% | 11.0% | 6.2% | 3.8% |
| Panama | 9.2% | 7.0% | 2.4% | 3.0% |
| Argentina | 19.6% | 11.3% | 21.9% | 2.7% |
| Brazil | 10.7% | 6.6% | 3.8% | 1.7% |

The values assigned to the key assumptions represent management's assessment of future trends in the industry and are based on both external sources and internal sources (historical data). Coca-Cola FEMSA consistently applied its methodology to determine CGU specific WACC's to perform its annual impairment testing.

During the year ended December 31, 2017 and because the economic and operational conditions worsened in Venezuela, Coca-Cola FEMSA has recognized an impairment of the distribution rights in such country for an amount of Ps 745, such charge has been recorded in other expenses line in the consolidated income statement.

Sensitivity to Changes in Assumptions

At December 31, 2019, Coca-Cola FEMSA performed an additional impairment sensitivity calculation, taking into account an adverse change in post-tax WACC, according to the country risk premium, using for each country the relative standard deviation between equity and sovereign bonds and an additional sensitivity to the volume of 100 basis points and concluded that no impairment would be recorded.

| <u>CGU</u> | <u>Change in WACC</u> | <u>Change in Volume Growth CAGR ⁽¹⁾</u> | <u>Effect on Valuation</u> |
|------------|-----------------------|--|----------------------------|
| Mexico | +0.4% | -1.0% | Passes by 4.9x |
| Colombia | +0.3% | -1.0% | Passes by 4.7x |
| Costa Rica | +0.8% | -1.0% | Passes by 3.4x |
| Guatemala | +0.4% | -1.0% | Passes by 38.5x |
| Nicaragua | +1.4% | -1.0% | Passes by 1.1x |
| Panamá | +0.2% | -1.0% | Passes by 9.7x |
| Argentina | +1.9% | -1.0% | Passes by 13.9x |
| Brazil | +0.5% | -1.0% | Passes by 1.6x |
| Uruguay | +0.3% | -1.0% | Passes by 3x |

(1) Compound Annual Growth Rate ("CAGR").

FEMSA Comercio – Proximity Division, FEMSA Comercio – Health Division and FEMSA Comercio – Fuel Division Impairment Test for Cash-Generating Units Containing Goodwill

For the purpose of impairment testing, goodwill is allocated and monitored on an individual country basis by operating segment. The Company has integrated its cash generating units as follow: (i) FEMSA Comercio – Proximity Division is integrated as Mexico, and (ii) FEMSA Comercio – Health Division are integrated as Mexico, Chile, Colombia and Ecuador for each of them and (iii) FEMSA Comercio – Fuel Division includes only Mexico.

As of December 31, 2019 in FEMSA Comercio – Health Division there is a significant carrying amount of goodwill allocated in Chile and Colombia as a group of cash generating (South America) with a total carrying amount of Ps. 4,743.

The recoverable amounts are based on value in use. The value in use of CGUs is determined based on the method of discounted cash flows. The key assumptions used in projecting cash flows are: sales, expected annual long-term inflation, and the weighted average cost of capital ("WACC") used to discount the projected cash flows. The cash flow forecasts could differ from the results obtained over time; however, the Company prepares its estimates based on the current situation of each of the CGUs or group of CGUs.

To determine the discount rate, the Company uses the WACC as determined for each of the cash generating units or group of the cash generating units in real terms and as described in following paragraphs.

The estimated discount rates to perform the IAS 36 “*Impairment of assets*”, impairment test for each CGU or group of CGUs consider market participants’ assumptions. Market participants were selected taking into consideration the size, operations and characteristics of the businesses that are similar to those of FEMSA Comercio –Health Division.

The discount rates represent the current market assessment of the risks specific to each CGU or group of CGUs, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the opportunity cost to a market participant, considering the specific circumstances of the Company and its operating segments and is derived from its WACC. The WACC takes into account both debt and cost of equity. The cost of equity is derived from the expected return on investment by Company’s investors. The cost of debt is based on the interest-bearing borrowings the Company is obliged to service, which is equivalent to the cost of debt based on the conditions that a creditor would assess in the market. Segment-specific risk is incorporated by applying beta factors which are evaluated annually based on publicly available market data.

Market participant assumptions are important because, not only do they include industry data for growth rates, management also assesses how the CGU’s position, relative to its competitors, might change over the forecasted period.

The key assumptions used for the value-in-use calculations are as follows:

- Cash flows were projected based on actual operating results and the five-year business plan. The Company believes that this forecasted period is justified due to the non-current nature of the business and past experiences.
- Cash flows projected based on actual operating results and five-year business plan were calculated using a perpetual growth rate equal to the expected annual population growth, in order to calculate the terminal recoverable amount.
- A per CGU-specific Weighted Average Cost of Capital (“WACC”) was applied by FEMSA Comercio – Health Division as a hurdle rate to discount cash flows to get the recoverable amount of the units; the calculation assumes size premium adjustments.

The key assumptions by CGU for impairment test as of December 31, 2019 were as follows:

| <u>CGU</u> | <u>Pre-tax WACC</u> | <u>Post-tax WACC</u> | <u>Expected Annual Long-Term Inflation 2020-2029</u> | <u>Expected Volume Growth Rates 2020-2029</u> |
|--|---------------------|----------------------|--|---|
| South America (FEMSA Comercio – Health Division) | 9.4% | 6.6% | 3.0% | 0.3% |

The key assumptions by CGU for impairment test as of December 31, 2018 were as follows:

| <u>CGU</u> | <u>Pre-tax WACC</u> | <u>Post-tax WACC</u> | <u>Expected Annual Long-Term Inflation 2019-2028</u> | <u>Expected Volume Growth Rates 2019-2028</u> |
|--|---------------------|----------------------|--|---|
| South America (FEMSA Comercio – Health Division) | 9.0% | 6.3% | 3.0% | 0.4% |

The values assigned to the key assumptions represent management’s assessment of future trends in the industry and are based on both external sources and internal sources (historical data). The Company consistently applied its methodology to determine CGU specific WACC’s to perform its annual impairment testing.

Sensitivity to Changes in Assumptions

At December 31, 2019, the Company performed an additional impairment sensitivity calculation, taking into account an adverse change in post-tax WACC, according to the country risk premium, using for each country the relative standard deviation between equity and sovereign bonds and a sensitivity analysis of sales that would be affected considering a contraction in economic conditions as a result of lower purchasing power of customers, which based on management estimation considered to be reasonably possible an effect of 100 basis points in the sale’s compound annual growth rate (“CAGR”), concluding that no impairment would be recognized.

| <u>CGU</u> | <u>Change in WACC</u> | <u>Change in Sales Growth CAGR ⁽¹⁾</u> | <u>Effect on Valuation</u> |
|--|-----------------------|---|----------------------------|
| FEMSA Comercio – Health Division (South America) | +0.2% | -0.5% | Passes by 1.34x |

(1) Compound Annual Growth Rate.

Note 14. Other Assets and Other Financial Assets

14.1 Other non-current assets

| | <u>December 31, 2019</u> | <u>December 31, 2018</u> |
|--|------------------------------|------------------------------|
| Agreement with customers | Ps. 953 | Ps. 897 |
| Long term prepaid advertising expenses | 341 | 388 |
| Guarantee deposits ⁽¹⁾ | 2,407 | 2,910 |
| Prepaid bonuses | 226 | 248 |
| Advances to acquire property, plant and equipment | 203 | 233 |
| Recoverable taxes | 2,111 | 1,289 |
| Indemnifiable assets from business combinations ⁽²⁾ | 2,948 | 3,336 |
| Recoverable taxes from business combinations | — | 395 |
| Others | 1,343 | 621 |
| | <u>Ps. 10,532</u> | <u>Ps. 10,317</u> |

- (1) As it is customary in Brazil, the Company is required to guarantee tax, legal and labor contingencies by guarantee deposits including those related to business acquisitions. See Note 26.7.
- (2) Corresponds to indemnifiable assets that are warranted by former Vonpar owners as per the share purchase agreement. See Note 4.1.3

14.2 Other non-current financial assets

| | <u>December 31, 2019</u> | <u>December 31, 2018</u> |
|--|------------------------------|------------------------------|
| Non-current accounts receivable | Ps. 938 | Ps. 724 |
| Derivative financial instruments (see Note 21) | 8,260 | 10,752 |
| Investments ⁽¹⁾ | — | 11,810 |
| Others | 172 | 101 |
| Other investments in equity instruments ⁽²⁾ | 13,310 | — |
| | <u>Ps. 22,680</u> | <u>Ps. 23,387</u> |

- (1) It represents an investment in corporate debt securities with variable interest rates, measured at amortized cost. The carrying value approximates its fair value as of December 31, 2019.
- (2) Corresponds to the acquisition of a minority stake in Jetro Restaurant Depot as of November 8, 2019. Refer to note 3.7.3.

As of December 31, 2019 and 2018, the fair value of non-current accounts receivable amounted to Ps. 724 and Ps. 740, respectively. The fair value is calculated based on the discounted value of contractual cash flows whereby the discount rate is estimated using rates currently offered for receivable of similar amounts and maturities, which is considered to be level 2 in the fair value hierarchy.

Note 15. Balances and Transactions with Related Parties and Affiliated Companies

Balances and transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in this note.

The consolidated statements of financial positions and consolidated income statements include the following balances and transactions with related parties and affiliated companies:

| | December 31, 2019 | December 31, 2018 |
|--|----------------------|----------------------|
| Balances | | |
| Due from The Coca-Cola Company (see Note 7) ^{(1) (8)} | Ps. 802 | Ps. 1,173 |
| Balance with BBVA, S.A. de C.V. ⁽²⁾ | 6,798 | 11,509 |
| Balance with JP Morgan Chase & Co. ⁽²⁾ | — | 27 |
| Balance with Grupo Scotiabank Inverlat, S.A. ⁽³⁾ | 510 | 503 |
| Grupo Industrial Saltillo S.A.B. de C.V. ⁽³⁾ | — | 169 |
| Due from Heineken Group ^{(1) (3) (7)} | 2,915 | 2,572 |
| Other receivables ^{(1) (4)} | 390 | 565 |
| Due to The Coca-Cola Company ^{(5) (6) (8)} | Ps. 4,417 | Ps. 3,893 |
| Due to BBVA, S.A. de C.V. ⁽⁵⁾ | 1,696 | 4,093 |
| Due to Heineken Group ^{(6) (7)} | 4,308 | 4,753 |
| Due to Grupo Financiero Scotiabank Inverlat, S.A. ⁽⁵⁾ | 104 | 170 |
| Other payables ⁽⁶⁾ | 2,003 | 1,402 |

- (1) Presented within accounts receivable.
- (2) Presented within cash and cash equivalents.
- (3) Presented within other financial assets.
- (4) Presented within other current financial assets.
- (5) Recorded within bank loans and notes payable.
- (6) Recorded within accounts payable.
- (7) Associates.
- (8) Non-controlling interest.

Balances due from related parties are considered to be recoverable. Accordingly, for the years ended December 31, 2019, 2018 and 2017, there was no expense resulting from uncollectible balances due from related parties.

| Transactions | 2019 | 2018 | 2017 |
|--|------------------|-------------|-------------|
| Income: | | | |
| Services to Heineken Group ⁽¹⁾ | Ps.3,380 | Ps.3,265 | Ps.3,570 |
| Logistic services to Grupo Industrial Saltillo, S.A. de C.V. ⁽³⁾ | — | 255 | 457 |
| Logistic services to Jugos del Valle ⁽¹⁾ | 553 | 369 | 587 |
| Interest revenues from BBVA, S.A. de C.V. ⁽³⁾ | 1,456 | 1,469 | 1,002 |
| Interest revenues from Grupo Financiero Scotiabank Inverlat, S.A. ⁽³⁾ | 447 | — | — |
| Other revenues from related parties | 404 | 242 | 243 |
| Expenses: | | | |
| Purchase of concentrate from The Coca-Cola Company ⁽²⁾ | Ps.34,063 | Ps.32,379 | Ps.30,758 |
| Purchases of beer from Heineken Group ^{(1) (6)} | 25,215 | 27,999 | 24,942 |
| Purchase of coffee from Caffenio ⁽⁵⁾ | — | — | 2,397 |
| Purchase of baked goods and snacks from Grupo Bimbo, S.A.B. de C.V. ⁽³⁾ | 6,194 | 5,763 | 4,802 |
| Advertisement expense paid to The Coca-Cola Company ^{(2) (4)} | 1,756 | 2,193 | 1,392 |
| Purchase of juices from Jugos del Valle, S.A.P.I. de C.V. ⁽¹⁾ | 4,477 | 4,537 | 3,905 |
| Purchase of sugar from Promotora Industrial Azucarera, S.A. de C.V. ⁽¹⁾ | 2,728 | 2,604 | 1,885 |
| Interest expense and fees paid to BBVA, S.A. de C.V. ⁽³⁾ | 144 | 230 | 53 |

| | | | |
|--|-------|-------|-------|
| Purchase of sugar from Beta San Miguel ⁽³⁾ | 655 | 651 | 1,827 |
| Purchase of sugar, cans and aluminum lids from Promotora Mexicana de Embotelladores, S.A. de C.V. ⁽³⁾ | — | 739 | 839 |
| Purchase of canned products from IEQSA ⁽¹⁾ | 682 | 596 | 804 |
| Purchases to AdeS Alimentos y Bebidas ⁽¹⁾ | 497 | 592 | — |
| Purchase of inventories to Leao Alimentos e Bebidas, L.T.D.A. ⁽¹⁾ | 1,867 | 2,654 | 4,010 |
| Advertising paid to Grupo Televisa, S.A.B. ⁽³⁾ | 115 | 113 | 107 |
| Insurance premiums for policies with Grupo Nacional Provincial, S.A.B. ⁽³⁾ | — | 12 | 32 |
| Donations to Fundación FEMSA, A.C. ⁽³⁾ | 195 | 232 | 23 |
| Donations to Difusión y Fomento Cultural, A.C. ⁽³⁾ | 61 | 63 | 44 |
| Donations to ITESM ⁽³⁾ | 215 | 192 | 108 |
| Other expenses with related parties | 319 | 423 | 742 |

- (1) Associates.
- (2) Non-controlling interest.
- (3) Members of the board of directors in FEMSA participate in board of directors of this entity.
- (4) Net of the contributions from The Coca-Cola Company of Ps. 2,274, Ps. 3,542 and Ps. 3,436, for the years ended in 2019, 2018 and 2017, respectively.
- (5) On May 22, 2018 the Company completed the acquisition of an additional 10% of non-controlling interest of Café del Pacífico S.A.P.I. de C.V. (Caffenio).
- (6) Favorable resolution of Arbitration in Brazil on October 31, 2019, the arbitration tribunal in charge of the arbitration proceeding between Coca-Cola FEMSA and Cervejarias Kaiser Brasil, S.A., a subsidiary of Heineken, N.V. (“Kaiser”), issued an award confirming that the distribution agreement pursuant to which Coca-Cola FEMSA distribute Kaiser’s portfolio in the country, including Heineken beer, shall continue in full force and effect until and including March 19, 2022.

Commitments with related parties

| Related Party | Commitment | Conditions |
|----------------|------------|--|
| Heineken Group | Supply | Supply of all beer products in Mexico’s OXXO stores. The contract may be renewed for five years or additional periods. At the end of the contract OXXO will not hold exclusive contract with another supplier of beer for the next 3 years. Commitment term, Jan 1 st , 2010 to Jun 30, 2020. |

On February 26, 2019, the Company through its subsidiary Cadena Comercial OXXO, S.A. de C.V. (“OXXO”) signed an agreement with HEINEKEN Group (“Cervezas Cuauhtémoc Moctezuma, S.A. de C.V.”) and both companies agreed to an extension of their existing commercial relationship with certain important changes. Under the terms of the agreement, signed in April 2019 and following a gradual process, OXXO started selling the beer brands of Grupo Modelo in certain regions of Mexico, covering the entire Mexican territory by the end of 2022.

The aggregate compensation paid to executive officers and senior management of the Company were as follows:

| | 2019 | 2018 | 2017 |
|-----------------------------------|----------|----------|----------|
| Short-term employee benefits paid | Ps.2,163 | Ps.1,885 | Ps.1,699 |
| Postemployment benefits | 48 | 37 | 48 |
| Termination benefits | 411 | 88 | 74 |
| Share based payments | 610 | 401 | 351 |

Note 16. Balances and Transactions in Foreign Currencies

Assets, liabilities and transactions denominated in foreign currencies are those realized in a currency different than the functional currency of the Company. As of December 31, 2019 and for each of the three years ended on December 31, 2019, 2018 and 2017, respectively; the assets, liabilities and transactions denominated in foreign currencies, expressed in Mexican pesos (contractual amounts) are as follows:

| Balances | Assets | | Liabilities | |
|--------------------------------|-------------------|-------------------|--------------------|-------------------|
| | Short-Term | Long-Term | Short-Term | Long-Term |
| As of December 31, 2019 | | | | |
| U.S. dollars | Ps. 58,151 | Ps. 452 | Ps. 5,597 | Ps. 57,075 |
| Euros | 877 | — | 363 | 21,122 |
| Other currencies | 620 | 1,593 | 58 | 1 |
| Total | Ps. 59,648 | Ps. 2,045 | Ps. 6,018 | Ps. 78,198 |
| As of December 31, 2018 | | | | |
| U.S. dollars | Ps. 69,281 | Ps. 12,026 | Ps. 4,625 | Ps. 63,112 |
| Euros | 749 | — | 417 | 22,538 |
| Other currencies | 46 | 1,605 | 24 | 1 |
| Total | Ps. 70,076 | Ps. 13,631 | Ps. 5,066 | Ps. 85,651 |

| Transactions | Revenues | Other Operating Revenues | Purchases of Raw Materials | Interest Expense | Consulting Fees | Asset Acquisitions | Other |
|---|------------------|---------------------------------|-----------------------------------|-------------------------|------------------------|---------------------------|------------------|
| For the year ended December 31, 2019 | | | | | | | |
| U.S. dollars | Ps. 5,487 | Ps. 5,612 | Ps. 17,941 | Ps. 2,183 | Ps. 718 | Ps. 3,388 | Ps. 4,348 |
| Euros | — | — | 538 | 397 | 33 | 5 | 2 |
| Other currencies | 1 | 982 | — | — | 2 | — | 132 |
| Total | Ps. 5,488 | Ps. 6,594 | Ps. 18,479 | Ps. 2,580 | Ps. 753 | Ps. 3,393 | Ps. 4,482 |
| For the year ended December 31, 2018 | | | | | | | |
| U.S. dollars | Ps. 7,228 | Ps. 130 | Ps. 21,460 | Ps. 2,309 | Ps. 752 | Ps. 2,166 | Ps. 2,676 |
| Euros | — | — | 63 | 434 | 20 | — | 1 |
| Other currencies | — | 9 | — | — | 2 | — | — |
| Total | Ps. 7,228 | Ps. 139 | Ps. 21,523 | Ps. 2,743 | Ps. 774 | Ps. 2,166 | Ps. 2,677 |
| For the year ended December 31, 2017 | | | | | | | |
| U.S. dollars | Ps. 1,909 | Ps. 1,677 | Ps. 16,320 | Ps. 2,534 | Ps. 267 | Ps. 272 | Ps. 4,052 |
| Euros | — | 2 | 87 | 452 | 23 | 4 | 20 |
| Other currencies | — | — | — | — | 12 | — | — |
| Total | Ps. 1,909 | Ps. 1,679 | Ps. 16,407 | Ps. 2,986 | Ps. 302 | Ps. 276 | Ps. 4,072 |

Mexican peso exchange rates effective at the dates of the consolidated statements of financial position and at the issuance date of the Company's consolidated financial statements were as follows:

| | December 31, | | April 24, |
|-------------|--------------|---------|----------------|
| | 2019 | 2018 | 2020 |
| U.S. dollar | 18.8452 | 19.6829 | 24.5883 |
| Euro | 21.1223 | 22.5383 | 26.5350 |

Note 17. Employee Benefits

The Company has various labor liabilities for employee benefits in connection with pension, seniority and post-retirement medical benefits. Benefits vary depending upon the country where the individual employees are located. Presented below is a discussion of the Company's labor liabilities in Mexico, which comprise the substantial majority of those recorded in the consolidated financial statements.

17.1 Assumptions

The Company annually evaluates the reasonableness of the assumptions used in its labor liability for post-employment and other non-current employee benefits computations.

Actuarial calculations for pension and retirement plans, seniority premiums and post-retirement medical benefits, as well as the associated cost for the period, were determined using the following long-term assumptions for Mexico:

| Mexico | December 31, 2019 | December 31, 2018 | December 31, 2017 |
|--|------------------------------|------------------------------|------------------------------|
| Financial: | | | |
| Discount rate used to calculate the defined benefit obligation | 7.50% | 9.40% | 7.60% |
| Salary increase | 4.50% | 4.60% | 4.50% |
| Future pension increases | 3.50% | 3.60% | 3.50% |
| Healthcare cost increase rate | 5.10% | 5.10% | 5.10% |
| Biometric: | | | |
| Mortality ⁽¹⁾ | EMSSA 2009 | EMSSA 2009 | EMSSA 2009 |
| Disability ⁽²⁾ | IMSS-97 | IMSS-97 | IMSS-97 |
| Normal retirement age | 60 years | 60 years | 60 years |
| Employee turnover table ⁽³⁾ | BMAR 2007 | BMAR 2007 | BMAR 2007 |

Measurement date December:

- (1) EMSSA. Mexican Experience of social security.
- (2) IMSS. Mexican Experience of Instituto Mexicano del Seguro Social.
- (3) BMAR. Actuary experience.

In Mexico, the methodology used to determine the discount rate was the Yield or Internal Rate of Return (IRR) which involves a yield curve. In this case, the expected rates of each period were taken from a yield curve of Mexican Federal Government Treasury Bonds (known as CETES in Mexico) because there is no deep market in high quality corporate obligations in Mexican pesos.

In Mexico upon retirement, the Company purchases an annuity for the employee, which will be paid according to the option chosen by the employee.

Based on these assumptions, the amounts of benefits expected to be paid out in the following years are as follows:

| | Pension and Retirement Plans | Seniority Premiums | Post-Retirement Medical Services | Total |
|--------------|---|-------------------------------|---|--------------|
| 2020 | Ps. 767 | Ps. 129 | Ps. 20 | Ps. 916 |
| 2021 | 332 | 111 | 21 | 464 |
| 2022 | 340 | 107 | 22 | 469 |
| 2023 | 414 | 106 | 22 | 542 |
| 2024 | 405 | 107 | 23 | 535 |
| 2025 to 2029 | 3,192 | 594 | 124 | 3,910 |

17.2 Balances of the liabilities for employee benefits

| | December 31, 2019 | December 31, 2018 |
|--|----------------------|----------------------|
| Pension and Retirement Plans: | | |
| Defined benefit obligation | Ps. 7,193 | Ps. 6,189 |
| Pension plan funds at fair value | (2,678) | (2,501) |
| Net defined benefit liability | <u>Ps. 4,515</u> | <u>Ps. 3,688</u> |
| Seniority Premiums: | | |
| Defined benefit obligation | Ps. 1,237 | Ps. 772 |
| Seniority premium plan funds at fair value | (127) | (111) |
| Net defined benefit liability | <u>Ps. 1,110</u> | <u>Ps. 661</u> |
| Postretirement Medical Services: | | |
| Defined benefit obligation | Ps. 797 | Ps. 418 |
| Medical services funds at fair value | (75) | (68) |
| Net defined benefit liability | <u>Ps. 722</u> | <u>Ps. 350</u> |
| Total Employee Benefits | <u>Ps. 6,347</u> | <u>Ps. 4,699</u> |

17.3 Trust assets

Trust assets consist of fixed and variable return financial instruments recorded at fair value (Level 1), which are invested as follows:

| | December 31, 2019 | December 31, 2018 |
|--|----------------------|----------------------|
| Fixed return: | | |
| Traded securities | 9% | 19% |
| Bank instruments | 23% | 6% |
| Federal government instruments of the respective countries | 33% | 60% |
| Variable return: | | |
| Publicly traded shares | 35% | 15% |
| | <u>100%</u> | <u>100%</u> |

In Mexico, the regulatory framework for pension plans is established in the Income Tax Law and its Regulations, the Federal Labor Law and the Mexican Social Security Institute Law. None of these laws establish minimum funding levels or a minimum required level of contributions.

In Mexico, the Income Tax Law requires that, in the case of private plans, certain notifications must be submitted to the authorities and a certain level of instruments must be invested in Federal Government securities among others.

The Company's various pension plans have a technical committee that is responsible for verifying the correct operation of the plan with regard to the payment of benefits, actuarial valuations of the plan, and supervise the trustee. The committee is responsible for determining the investment portfolio and the types of instruments the fund will be invested in. This technical committee is also responsible for reviewing the correct operation of the plans in all of the countries in which the Company has these benefits.

The risks related to the Company's employee benefit plans are primarily attributable to the plan assets. The Company's plan assets are invested in a diversified portfolio, which considers the term of the plan so as to invest in assets whose expected return coincides with the estimated future payments.

Since the Mexican Tax Law limits the plan asset investment to 10% for related parties, this risk is not considered to be significant for purposes of the Company's Mexican subsidiaries.

In Mexico, the Company's policy is to invest at least 30% of the fund assets in Mexican Federal Government instruments. Guidelines for the target portfolio have been established for the remaining percentage and investment decisions are made to comply with these guidelines insofar as the market conditions and available funds allow.

In Mexico, the amounts and types of securities of the Company in related parties included in portfolio fund are as follows:

| | December 31, 2019 | December 31, 2018 |
|--|----------------------|----------------------|
| Debt: | | |
| El Puerto de Liverpool, S.A.B. de C.V. | Ps. 30 | Ps. 30 |
| Grupo Industrial Bimbo, S.A.B. de C. V. | 31 | 27 |
| BBVA Bancomer, S.A de C.V. | 20 | 19 |
| Grupo Financiero Banorte, S.A.B. de C.V. | 8 | 8 |
| Grupo Financiero Scotiabank Inverlat, S.A. de C.V. | 10 | — |
| Grupo Televisa, S.A.B. de C.V. | — | 45 |
| Gentera, S.A.B. de C.V. | — | 4 |
| Equity: | | |
| CEMEX, S.A.B. de C.V. | 12 | 3 |
| Alfa, S.A.B. de C.V. | 6 | — |
| El Puerto de Liverpool, S.A.B. de C.V. | 2 | 3 |
| Others | 3 | — |
| Grupo Televisa, S.A.B. de C.V. | — | 1 |
| Grupo Aeroportuario del Sureste, S.A.B. de C.V. | — | 2 |

For the years ended December 31, 2019 and 2018, the Company did not make significant contributions to the plan assets and does not expect to make material contributions to the plan assets during the following fiscal year. There are no restrictions placed on the trustee's ability to sell those securities. As of December 31, 2019 and 2018, the plan assets did not include securities of the Company in portfolio funds.

17.4 Amounts recognized in the consolidated income statements and the consolidated statement of comprehensive income

| | Income Statement | | | | AOCI ⁽¹⁾ |
|---------------------------------|-------------------------|----------------------|--|--|---|
| | Current Service Cost | Past Service Cost | Gain or Loss on Settlement or Curtailment | Net Interest on the Net Defined Benefit Liability | Remeasurements of the Net Defined Benefit Liability |
| December 31, 2019 | | | | | |
| Pension and retirement plans | Ps. 279 | Ps. (45) | Ps. 2 | Ps. 290 | Ps. 1,608 |
| Seniority premiums | 139 | 161 | — | 57 | 162 |
| Postretirement medical services | 15 | — | — | 32 | 396 |
| Total | Ps. 433 | Ps. 116 | Ps. 2 | Ps. 379 | Ps. 2,166 |
| December 31, 2018 | | | | | |
| Pension and retirement plans | Ps. 318 | Ps. — | Ps. (5) | Ps. 304 | Ps. 668 |
| Seniority premiums | 125 | — | (8) | 49 | (63) |
| Postretirement medical services | 25 | — | (1) | 34 | 41 |
| Total | Ps. 468 | Ps. — | Ps. (14) | Ps. 387 | Ps. 646 |

| December 31, 2017 | Current Service Cost | Past Service Cost | Gain or Loss on Settlement or Curtailment | Net Interest on the Net Defined Benefit Liability | Remeasurements of the Net Defined Benefit Liability |
|---------------------------------|-------------------------|----------------------|--|--|---|
| Pension and retirement plans | Ps. 244 | Ps. 10 | Ps. (2) | Ps. 248 | Ps. 1,061 |
| Seniority premiums | 106 | — | (1) | 41 | 46 |
| Postretirement medical services | 24 | — | — | 30 | 184 |
| Total | Ps. 374 | Ps. 10 | Ps. (3) | Ps. 319 | Ps. 1,291 |

(1) Amounts accumulated in other comprehensive income as of the end of the period.

For the years ended December 31, 2019, 2018 and 2017, labor costs of Ps.433, Ps.468 and Ps.374 have been included in the consolidated income statements under the allocation of costs of goods sold, administrative expenses and selling expenses.

Remeasurements of the net defined benefit liability recognized in accumulated other comprehensive income are as follows:

| | December 31, 2019 | December 31, 2018 | December 31, 2017 |
|--|------------------------------|----------------------|----------------------|
| Amount accumulated in other comprehensive income as of the beginning of the period, net of tax | Ps. 475 | Ps. 892 | Ps. 966 |
| Actuarial (gains) arising from exchange rates | (30) | (21) | (2) |
| Remeasurements during the year, net of tax | 100 | 221 | 295 |
| Actuarial losses and (gains) arising from changes in financial assumptions | 1,071 | (617) | (367) |
| Effect on settlement | 8 | — | — |
| Amount accumulated in other comprehensive income as of the end of the period, net of tax | Ps. 1,624 | Ps. 475 | Ps. 892 |

Remeasurements of the net defined benefit liability include the following:

- The return on plan assets, excluding amounts included in net interest expense.
- Actuarial gains and losses arising from changes in demographic assumptions.
- Actuarial gains and losses arising from changes in financial assumptions.

17.5 Changes in the balance of the defined benefit obligation for post-employment

| | December 31, 2019 | December 31, 2018 | December 31, 2017 |
|--|------------------------------|----------------------|----------------------|
| Pension and Retirement Plans: | | | |
| Initial balance | Ps. 6,189 | Ps. 7,370 | Ps. 5,702 |
| Current service cost | 279 | 318 | 341 |
| Past service (credit) cost | (45) | — | 10 |
| Interest expense | 530 | 484 | 491 |
| Settlement / Curtailment | 2 | (5) | (2) |
| Remeasurements of the net defined benefit obligation | 859 | (740) | 263 |
| Foreign exchange loss (gain) | (69) | (86) | (79) |
| Benefits paid | (582) | (450) | (550) |
| (Derecognition) acquisitions | 30 | (702) | 1,194 |
| Ending balance | Ps. 7,193 | Ps. 6,189 | Ps. 7,370 |
| Seniority Premiums: | | | |
| Initial balance | Ps. 772 | Ps. 783 | Ps. 663 |
| Current service cost | 139 | 125 | 106 |
| Past service cost | 161 | — | — |
| Interest expense | 68 | 57 | 49 |
| Settlement | — | (8) | (1) |
| Remeasurements of the net defined benefit obligation | 230 | (115) | 28 |
| Benefits paid | (133) | (77) | (68) |
| Acquisitions | — | 7 | 6 |
| Ending balance | Ps. 1,237 | Ps. 772 | Ps. 783 |
| Postretirement Medical Services: | | | |
| Initial balance | Ps. 418 | Ps. 524 | Ps. 460 |
| Current service cost | 15 | 25 | 24 |
| Interest expense | 38 | 39 | 34 |
| Curtailment / Settlement | — | (1) | — |

| | | | |
|--|----------------|----------------|----------------|
| Remeasurements of the net defined benefit obligation | 356 | (143) | 32 |
| Benefits paid | (30) | (26) | (26) |
| Ending balance | <u>Ps. 797</u> | <u>Ps. 418</u> | <u>Ps. 524</u> |

17.6 Changes in the balance of plan assets

| | December 31, 2019 | December 31, 2018 | December 31, 2017 |
|-------------------------------|----------------------|----------------------|----------------------|
| Total Plan Assets: | | | |
| Initial balance | Ps. 2,680 | Ps. 3,304 | Ps. 2,378 |
| Actual return on trust assets | 174 | 47 | 213 |
| Foreign exchange loss (gain) | 2 | (1) | 86 |
| Life annuities | 24 | 35 | 65 |
| Benefits paid | — | (1) | (136) |
| (Derecognition) acquisitions | — | (704) | 698 |
| Ending balance | Ps. 2,880 | Ps. 2,680 | Ps. 3,304 |

As a result of the Company's investments in life annuities plan, management does not expect it will need to make material contributions to plan assets in order to meet its future obligations.

17.7 Variation in assumptions

The Company decided that the relevant actuarial assumptions that are subject to sensitivity and valued through the projected unit credit method, are the discount rate, the salary increase rate and healthcare cost increase rate. The reasons for choosing these assumptions are as follows:

- Discount rate: The rate that determines the value of the obligations over time.
- Salary increase rate: The rate that considers the salary increase which implies an increase in the benefit payable.
- Healthcare cost increase rate: The rate that considers the trends of health care costs which implies an impact on the postretirement medical service obligations and the cost for the year.

The following table presents the amount of defined benefit plan expense and OCI impact in absolute terms of a variation of 1% in the assumptions on the net defined benefit liability associated with the Company's defined benefit plans. The sensitivity of this 1% on the significant actuarial assumptions is based on a projected long-term discount rates for Mexico and a yield curve projection of long-term Mexican government bonds—CETES:

| +1%: | Income Statement | | | OCI ⁽¹⁾ |
|---|----------------------|---|---|---|
| | Current Service Cost | Gain or Loss on Settlement or Curtailment | Effect of Net Interest on the Net Defined Benefit Liability (Asset) | Remeasurements of the Net Defined Benefit Liability (Asset) |
| Discount rate used to calculate the defined benefit obligation and the net interest on the net defined benefit liability | | | | |
| Pension and retirement plans | Ps. 180 | Ps. 1 | Ps. 237 | Ps. 1,379 |
| Seniority premiums | 283 | — | 52 | 147 |
| Postretirement medical services | 6 | — | 29 | 335 |
| Total | Ps. 469 | Ps. 1 | Ps. 318 | Ps. 1,861 |
| Expected salary increase | | | | |
| Pension and retirement plans | Ps. 205 | Ps. 2 | Ps. 329 | Ps. 1,493 |
| Seniority premiums | 320 | — | 62 | 178 |
| Total | Ps. 525 | Ps. 2 | Ps. 391 | Ps. 1,671 |
| Assumed rate of increase in healthcare costs | | | | |
| Postretirement medical services | Ps. 8 | Ps. — | Ps. 40 | Ps. 431 |

+1%:

| Discount rate used to calculate the defined benefit obligation and the net interest on the net defined benefit liability | Current Service Cost | Gain or Loss on Settlement or Curtailment | Effect of Net Interest on the Net Defined Benefit Liability (Asset) | Remeasurements of the Net Defined Benefit Liability (Asset) |
|---|-----------------------------|--|--|--|
| Pension and retirement plans | Ps. 199 | Ps. 2 | Ps. 356 | Ps. 1,528 |
| Seniority premiums | 317 | — | 63 | 1 |
| Postretirement medical services | 8 | — | 41 | 429 |
| Total | Ps. 524 | Ps. 2 | Ps. 460 | Ps. 1,958 |
| Expected salary increase | | | | |
| Pension and retirement plans | Ps. 178 | Ps. 1 | Ps. 267 | Ps. 1,408 |
| Seniority premiums | 281 | — | 53 | 147 |
| Total | Ps. 459 | Ps. 1 | Ps. 320 | Ps. 1,555 |
| Assumed rate of increase in healthcare costs | | | | |
| Postretirement medical services | Ps. 6 | Ps. — | Ps. 30 | Ps. 333 |

(1) Amounts accumulated in other comprehensive income as of the end of the period.

17.8 Employee benefits expense

For the years ended December 31, 2019, 2018 and 2017, employee benefits expenses recognized in the consolidated income statements as cost of goods sold, administrative and selling expenses are as follows:

| | 2019 | 2018 | 2017 |
|--------------------------|-------------------|-------------------|-------------------|
| Wages and salaries | Ps. 64,776 | Ps. 58,745 | Ps. 51,874 |
| Social security costs | 11,494 | 10,486 | 9,800 |
| Employee profit sharing | 1,205 | 1,294 | 1,209 |
| Post-employment benefits | 795 | 842 | 700 |
| Share-based payments | 200 | 405 | 351 |
| Termination benefits | 169 | 132 | 159 |
| | Ps. 78,639 | Ps. 71,904 | Ps. 64,093 |

Note 18. Bonus Programs

18.1 Quantitative and qualitative objectives

The bonus program for executives is based on complying with certain goals established annually by management, which include quantitative and qualitative objectives, and special projects.

The quantitative objectives represent approximately 50% of the bonus and are based on the Economic Value Added (“EVA”) methodology. The objective established for the executives at each entity is based on a combination of the EVA generated per entity and the EVA generated by the Company, calculated at approximately 70% and 30%, respectively. The qualitative objectives and special projects represent the remaining 50% of the annual bonus and are based on the critical success factors established at the beginning of the year for each executive.

The bonus amount is determined based on each eligible participant's level of responsibility and based on the EVA generated by the applicable business unit the employee works for. This formula is established by considering the level of responsibility within the organization, the employees' evaluation and competitive compensation in the market. The bonus is paid to the eligible employee on an annual basis and after withholding applicable taxes.

18.2 Share-based payment bonus plan

The Company has implemented a stock incentive plan for the benefit of its senior executives. As discussed above, this plan uses as its main evaluation metric the EVA. Under the EVA stock incentive plan, eligible employees are entitled to receive a special annual bonus (fixed amount), to be paid in shares of FEMSA or Coca-Cola FEMSA, as applicable or stock options (the plan considers providing stock options to employees; however, since inception only shares of FEMSA or Coca-Cola FEMSA have been granted).

The plan is managed by FEMSA's chief executive officer ("CEO"), with the support of the board of directors, together with the CEO of the respective sub-holding company. FEMSA's Board of Directors is responsible for approving the plan's structure, and the annual amount of the bonus. Each year, FEMSA's CEO in conjunction with the Evaluation and Compensation Committee of the board of directors and the CEO of the respective sub-holding company determine the employees eligible to participate in the plan and the bonus formula to determine the number of shares to be received. Until 2015 the shares were vested ratably over a six-year period, beginning with January 1, 2016 onwards they were ratably vest over a four-year period, with retrospective effects, on existing grants recognized in 2016. FEMSA accounts for its share-based payment bonus plan as an equity-settled share-based payment transaction as it will ultimately settle its obligations with its employees by issuing its own shares or those of its subsidiary Coca-Cola FEMSA.

The Company contributes the individual employee's special bonus (after taxes) in cash to the Administrative Trust (which is controlled and consolidated by FEMSA), who then uses the funds to purchase FEMSA or Coca-Cola FEMSA shares (as instructed by the Administrative Trust's Technical Committee), which are then allocated to such employee. The Administrative Trust tracks the individual employees' account balance. FEMSA created the Administrative Trust with the objective of conducting the purchase of FEMSA and Coca-Cola FEMSA shares by each of its subsidiaries with eligible executives participating in the stock incentive plan. The Administrative Trust's objectives are to acquire FEMSA shares or shares of Coca-Cola FEMSA and to manage the shares granted to the individual employees based on instructions set forth by the Technical Committee. Once the shares are acquired following the Technical Committee's instructions, the Administrative Trust assigns to each participant their respective rights. As the trust is controlled and therefore consolidated by FEMSA, shares purchased in the market and held within the Administrative Trust are presented as treasury stock (as it relates to FEMSA's shares) or as a reduction of the noncontrolling interest (as it relates to Coca-Cola FEMSA's shares) in the consolidated statement of changes in equity, on the line issuance (purchase) of shares associated with share-based payment plans. Should an employee leave prior to their shares vesting, they would lose the rights to such shares, which would then remain within the Administrative Trust and be able to be reallocated to other eligible employees as determined by the Company. The incentive plan target is expressed in months of salary, and the final amount payable is computed based on a percentage of compliance with the goals established every year. For the years ended December 31, 2019, 2018 and 2017, the compensation expense recorded in the consolidated income statement amounted to Ps. 610, Ps. 401 and Ps. 351, respectively.

All shares held in the Administrative Trust are considered outstanding for diluted earnings per share purposes and dividends on shares held by the trust are charged to retained earnings.

As of December 31, 2019 and 2018, the number of shares held by the trust associated with the Company's share-based payment plans are as follows:

| | Number of Shares | | | |
|---|------------------|------------------|----------------|----------------|
| | FEMSA UBD | | KOF UBL | |
| | 2019 | 2018 | 2019 | 2018 |
| Beginning balance | 2,278,460 | 2,945,209 | 697,226 | 935,899 |
| Shares acquired by the administrative trust to employees | 1,441,838 | 913,846 | 456,077 | 262,909 |
| Shares released from administrative trust to employees upon vesting | (1,470,633) | (1,580,595) | (400,456) | (501,582) |
| Ending balance | <u>2,249,665</u> | <u>2,278,460</u> | <u>752,847</u> | <u>697,226</u> |

The fair value of the shares held by the trust as of the end of December 31, 2019 and 2018 was Ps. 488 and Ps. 468, respectively, based on quoted market prices of those dates.

Note 19. Bank Loans and Notes Payable

| | At December 31, ⁽¹⁾ | | | | | | | Carrying Value at December 31, 2019 | Fair Value at December 31, 2019 | Carrying Value at December 31, 2018 ⁽¹⁾ |
|--------------------------------|--------------------------------|------|------|-----------|------|---------------------|-------------------------------------|-------------------------------------|--|--|
| (in millions of Mexican pesos) | 2020 | 2021 | 2022 | 2023 | 2024 | 2025 and Thereafter | | | | |
| Short-term debt: | | | | | | | | | | |
| Fixed rate debt: | | | | | | | | | | |
| Colombian pesos | | | | | | | | | | |
| Bank loans | Ps. 769 | Ps.— | Ps.— | Ps. — | Ps.— | Ps. — | Ps. 769 | Ps. 769 | Ps. — | |
| Interest rate | 5.1% | — | — | — | — | — | 5.1% | — | — | |
| Argentine pesos | | | | | | | | | | |
| Bank loans | 126 | — | — | — | — | — | 126 | 126 | 157 | |
| Interest rate | 63.5% | — | — | — | — | — | 63.5% | — | 36.8% | |
| Chilean pesos | | | | | | | | | | |
| Bank loans | 977 | — | — | — | — | — | 977 | 977 | 594 | |
| Interest rate | 2.6% | — | — | — | — | — | 2.6% | — | 3.2% | |
| U.S. dollars | | | | | | | | | | |
| Bank loans | 1,038 | — | — | — | — | — | 1,038 | 1,038 | — | |
| Interest rate | 2.6% | — | — | — | — | — | 2.6% | — | — | |
| Capital leases | — | — | — | — | — | — | — | — | 10 | |
| Interest rate | — | — | — | — | — | — | — | — | 3.3% | |
| Uruguayan pesos | | | | | | | | | | |
| Bank loans | 63 | — | — | — | — | — | 63 | 63 | 771 | |
| Interest rate | 11.6% | — | — | — | — | — | 11.6% | — | 10% | |
| Variable rate debt: | | | | | | | | | | |
| Mexican pesos | | | | | | | | | | |
| Bank loans | 100 | — | — | — | — | x | 100 | 100 | 450 | |
| Interest rate | 7.9% | — | — | — | — | — | 7.9% | — | 9.2% | |
| Colombian pesos | | | | | | | | | | |
| Bank loans | 431 | — | — | — | — | — | 431 | 431 | 454 | |
| Interest rate | 4.7% | — | — | — | — | — | 4.7% | — | 5.6% | |
| Argentine pesos | | | | | | | | | | |
| Bank loans | 32 | — | — | — | — | — | 32 | 32 | — | |
| Interest rate | 54.3% | — | — | — | — | — | 54.3% | — | — | |
| Brazilian reals | | | | | | | | | | |
| Bank loans | 399 | — | — | — | — | — | 399 | 399 | — | |
| Interest rate | 9.4% | — | — | — | — | — | 9.4% | — | — | |
| Total short-term debt | Ps.3,935 | Ps.— | Ps.— | Ps. — | Ps.— | Ps. — | Ps. 3,935 | Ps. 3,935 | Ps. 2,436 | |
| | | | | | | | | | | |
| (in millions of Mexican pesos) | 2020 | 2021 | 2022 | 2023 | 2024 | 2025 and Thereafter | Carrying Value at December 31, 2019 | Fair Value at December 31, 2019 | Carrying Value at December 31, 2018 ⁽¹⁾ | |
| Long-term debt: | | | | | | | | | | |
| Fixed rate debt: | | | | | | | | | | |
| Euro | | | | | | | | | | |
| Senior unsecured notes | Ps. — | Ps.— | Ps.— | Ps.21,046 | Ps.— | Ps. — | Ps. 21,046 | Ps. 22,181 | Ps. 22,439 | |
| Interest rate | — | — | — | 1.7% | — | — | 1.7% | — | 1.7% | |
| U.S. dollars | | | | | | | | | | |
| Yankee bond | 9,421 | — | — | 16,840 | — | 11,314 | 37,575 | 41,231 | 39,204 | |
| Interest rate | 4.6% | — | — | 3.9% | — | 5.3% | 4.5% | — | 4.5% | |
| U.S. dollars Promissory Note | — | — | — | — | — | — | — | — | 4,652 | |
| Interest rate ⁽¹⁾ | — | — | — | — | — | — | — | — | 0.4% | |

| | | | | | | | | | |
|------------------------------|------------------|-----------------|----------------|------------------|----------------|------------------|-------------------|--------------------|--------------------|
| Bank of NY | | | | | | | | | |
| (FEMSA USD 2023) | — | — | — | 5,593 | — | — | 5,593 | 5,715 | 5,849 |
| Interest rate ⁽¹⁾ | — | — | — | 2.9% | — | — | 2.9% | — | 2.9% |
| Bank of NY | | | | | | | | | |
| (FEMSA USD 2043) | — | — | — | — | — | 12,943 | 12,943 | 14,611 | 13,504 |
| Interest rate ⁽¹⁾ | — | — | — | — | — | 4.4% | 4.4% | — | 4.4% |
| Bank loans | 439 | 437 | 437 | 436 | 436 | — | 2,185 | 2,185 | — |
| Interest rate | 3.6% | 3.6% | 3.6% | 3.6% | 3.6% | — | 3.6% | — | — |
| Mexican pesos | | | | | | | | | |
| Domestic senior notes | — | 2,499 | — | 7,496 | — | 8,489 | 18,484 | 18,066 | 18,481 |
| Interest rate | — | 8.3% | — | 5.5% | — | 7.9% | 6.9% | — | 6.9% |
| Bank loans | 49 | 31 | 20 | 12 | 3 | — | 115 | 116 | 77 |
| Interest rate | 8.2% | 9.3% | 11.0% | 11.0% | 11.0% | — | 9.3% | — | 6.4% |
| Brazilian reais | | | | | | | | | |
| Bank loans | 118 | 197 | 61 | 35 | 23 | — | 434 | 434 | 545 |
| Interest rate | 5.9% | 8.8% | 6.1% | 6.4% | 6.6% | — | 7.3% | — | 6.0% |
| Chilean pesos | | | | | | | | | |
| Capital leases | 26 | 14 | — | — | — | — | 40 | 39 | — |
| Interest rate | 3.5% | 3.2% | — | — | — | — | 3.4% | — | — |
| Uruguayan pesos | | | | | | | | | |
| Bank loans | 477 | 788 | — | — | — | — | 1,265 | 1,265 | 573 |
| Interest rate | 10.2% | 9.9% | — | — | — | — | 5.8% | — | 10.2% |
| Subtotal | <u>Ps.10,530</u> | <u>Ps.3,966</u> | <u>Ps. 518</u> | <u>Ps.51,458</u> | <u>Ps. 462</u> | <u>Ps.32,746</u> | <u>Ps. 99,680</u> | <u>Ps. 105,842</u> | <u>Ps. 105,405</u> |

(1) All interest rates shown in this table are weighted average contractual annual rates.

| (in millions of Mexican pesos) | 2020 | 2021 | 2022 | 2023 | 2024 | 2025 and Thereafter | Carrying Value at December 31, 2019 | Fair Value at December 31, 2019 | Carrying Value at December 31, 2018 ⁽¹⁾ |
|--|-------------------|-------------------|-------------------|-------------------|-------------------|---------------------------|--|--|---|
| Variable rate debt: | | | | | | | | | |
| U.S. dollars | | | | | | | | | |
| Bank loans | Ps. — | Ps. — | Ps. — | Ps. — | Ps. — | Ps. — | Ps. — | Ps. — | Ps. 4,025 |
| Interest rate ⁽¹⁾ | — | — | — | — | — | — | — | — | 3.3% |
| Mexican pesos | | | | | | | | | |
| Domestic senior notes | — | — | 1,459 | — | — | — | 1,459 | 1,385 | 1,497 |
| Interest rate ⁽¹⁾ | — | — | 8.0% | — | — | — | 8.0% | — | 8.6% |
| Bank Loans | 263 | 119 | 81 | 34 | 9 | 9,358 | 9,864 | 9,864 | 10,731 |
| Interest rate ⁽¹⁾ | 8.5% | 9.0% | 8.9% | 9.0% | 9.5% | 8.2% | 8.4% | — | 8.6% |
| Brazilian reais | | | | | | | | | |
| Bank loans | 184 | 52 | 6 | — | — | — | 242 | 242 | 505 |
| Interest rate | 7.8% | 7.8% | 7.8% | — | — | — | 7.8% | — | 9.5% |
| Notes payable ⁽²⁾ | — | — | — | — | — | — | — | — | 5 |
| Interest rate | — | — | — | — | — | — | — | — | 0.4% |
| Colombian pesos | | | | | | | | | |
| Bank loans | 417 | 4 | 1 | — | — | — | 422 | 422 | 848 |
| Interest rate | 5.7% | 6.8% | 6.8% | — | — | — | 5.7% | — | 5.7% |
| Chilean pesos | | | | | | | | | |
| Bank loans | 875 | 577 | 593 | 304 | — | — | 2,349 | 2,348 | 3,212 |
| Interest rate | 3.9% | 4.0% | 4.3% | 4.1% | — | — | 4.1% | — | 4.1% |
| Subtotal | <u>Ps. 1,739</u> | <u>Ps. 752</u> | <u>Ps.2,140</u> | <u>Ps. 338</u> | <u>Ps. 9</u> | <u>Ps. 9,358</u> | <u>Ps. 14,336</u> | <u>Ps. 14,261</u> | <u>Ps. 20,823</u> |
| Total long-term debt | <u>Ps.12,269</u> | <u>Ps.4,718</u> | <u>Ps.2,658</u> | <u>Ps.51,796</u> | <u>Ps. 471</u> | <u>Ps.42,104</u> | <u>Ps. 114,016</u> | <u>Ps. 120,103</u> | <u>Ps.126,228</u> |
| Current portion of long term debt | | | | | | | (12,269) | | (11,238) |
| | <u> </u> | <u> </u> | <u> </u> | <u> </u> | <u> </u> | <u> </u> | <u>Ps. 101,747</u> | <u> </u> | <u>Ps.114,990</u> |

(1) All interest rates shown in this table are weighted average contractual annual rates.

(2) Promissory note denominated and payable in Brazilian reais; however, it is linked to the performance of the exchange rate between the Brazilian real and the U.S. dollar. As a result, the principal amount under the promissory note may be increased or reduced based on the depreciation or appreciation of the Brazilian real relative to the U.S. dollar.

| Hedging Derivative Financial Instruments ⁽¹⁾ | 2020 | 2021 | 2022 | 2023 | 2024 | 2025 and Thereafter | Total 2019 | Total 2018 |
|--|-------------|-------------|-------------|-------------|-------------|--------------------------------|-----------------------|-----------------------|
| (notional amounts in millions of Mexican pesos) | | | | | | | | |
| Cross currency swaps: | | | | | | | | |
| U.S. dollars to Mexican pesos | | | | | | | | |
| Fixed to variable ⁽³⁾ | Ps. — | Ps. — | Ps. — | Ps. 11,403 | Ps. — | — | Ps. 11,403 | Ps. 11,403 |
| Interest pay rate | — | — | — | 8.8% | — | — | 8.8% | 9.8% |
| Interest receive rate | — | — | — | 4.0% | — | — | 4.0% | 4.0% |
| Fixed to fixed | 9,423 | — | — | 2,963 | — | 6,596 | 18,982 | 19,768 |
| Interest pay rate | 9.0% | — | — | 7.6% | — | 9.7% | 9.0% | 9.1% |
| Interest receive rate | 3.9% | — | — | 3.9% | — | 4.0% | 3.9% | 3.9% |
| Fixed to fixed ⁽²⁾ | | | | | | | | |
| Interest pay rate | — | — | — | — | — | 9.4% | 9.4% | — |
| Interest receive rate | — | — | — | — | — | 4.4% | 4.4% | — |
| U.S. dollars to Brazilian reais | | | | | | | | |
| Fixed to variable | — | — | — | — | — | — | — | 4,652 |
| Interest pay rate | — | — | — | — | — | — | — | 4.7% |
| Interest receive rate | — | — | — | — | — | — | — | 0.4% |
| Fixed to fixed | 4,365 | — | — | — | — | — | 4,365 | 4,559 |
| Interest pay rate | 8.3% | — | — | — | — | — | 8.3% | 8.3% |
| Interest receive rate | 2.9% | — | — | — | — | — | 2.9% | 2.9% |
| Variable to fixed | — | — | — | 9,046 | — | — | 9,046 | 13,483 |
| Interest pay rate | — | — | — | 9.5% | — | — | 9.5% | 9.0% |
| Interest receive rate | — | — | — | 3.9% | — | — | 3.9% | 3.6% |
| Chilean pesos | | | | | | | | |
| Variable to fixed | 163 | — | — | — | — | — | 163 | 364 |
| Interest pay rate | 6.9% | — | — | — | — | — | 6.9% | 6.9% |
| Interest receive rate | 4.7% | — | — | — | — | — | 4.7% | 4.6% |
| Interest rate swap: | | | | | | | | |
| Mexican pesos | | | | | | | | |
| Variable to fixed rate: | — | 405 | 414 | 1,367 | 2,167 | — | 4,353 | 2,847 |
| Interest pay rate | — | 7.6% | 6.6% | 5.8% | 3.6% | — | 4.9% | 6.3% |
| Interest receive rate | — | 2.8% | 4.9% | 4.1% | 3.7% | — | 3.9% | 4.0% |
| Variable to fixed rate ⁽³⁾: | | | | | | | | |
| Interest pay rate | — | — | — | 7.2% | — | — | 7.2% | 7.2% |
| Interest receive rate | — | — | — | 8.8% | — | — | 8.8% | 9.8% |

(1) All interest rates shown in this table are weighted average contractual annual rates.

(2) Cross Currency swaps which covers U.S. dollars to Mexican pesos with a notional of Ps.8,869, that have a starting date in 2023; receiving a fixed rate of 4.4% and pay a variable rate of 9.4%.

(3) Interest rate swaps with a notional amount of Ps. 11,403 that receive a variable rate of 8.8% and pay a fixed rate of 7.2%; joined with a cross currency swap, which covers U.S. dollars to Mexican pesos, that receives a fixed rate of 4.0% and pay a variable rate of 8.8%.

For the years ended December 31, 2019, 2018 and 2017, the interest expense is comprised as follows:

| | 2019 | 2018 | 2017 |
|---------------------------------------|------------------|-------------|-------------|
| Interest on debts and borrowings | Ps. 6,434 | Ps.6,760 | Ps. 6,377 |
| Capitalized interest | — | (5) | (10) |
| Finance charges for employee benefits | 382 | 373 | 317 |
| Derivative instruments | 2,300 | 2,649 | 4,339 |
| Finance operating charges | 243 | 48 | 69 |
| Finance charges payable for leases | 4,774 | — | — |
| | Ps.14,133 | Ps.9,825 | Ps.11,092 |

In March 14, 2016, the Company issued long-term debt on the Irish Stock Exchange (“ISE”) in the amount of € 1,000, which was made up of senior notes with a maturity of 7 years, a fixed interest rate of 1.75% and a spread of 155 basis points over the relevant benchmark mid-swap, for a total yield of 1.824%. The Company has designated this non-derivative financial liability as a hedge on the net investment in Heineken. For the year ended December 31, 2019, a foreign exchange gain, net of tax, has been recognized as part of the exchange differences on translation of foreign operations within the cumulative other comprehensive income of Ps. 991.

Coca-Cola FEMSA has the following bonds:

- a) registered with the Mexican stock exchange:
 - i) Ps. 2,500 (nominal amount) with a maturity date in 2021 and fixed interest rate of 8.27%; ii) Ps. 7,500 (nominal amount) with a maturity date in 2023 and fixed interest rate of 5.46%; iii) Ps. 1,500 (nominal amount) with a maturity date 2022 and floating interest rate of TIIE + 0.25%; and iv) Ps. 8,500 (nominal amount) with a maturity date 2027 and fixed interest rate of 7.87%.
- b) registered with the SEC:
 - i) Senior notes of U.S. \$500 with interest at a fixed rate of 4.63% and maturity date on February 15, 2020; ii) Senior notes of U.S. \$900 with interest at a fixed rate of 3.88% and maturity date on November 26, 2023; iii) Senior notes of U.S. \$600 with interest at a fixed rate of 5.25% and maturity date on November 26, 2043.

The mentioned bonds are guaranteed by Coca-Cola FEMSA subsidiaries: Propimex, S. de R.L. de C.V., Comercializadora La Pureza de Bebidas, S. de R.L. de C.V., Controladora Interamericana de Bebidas, S. de R.L. de C.V., Grupo Embotellador Cimsa, S. de R.L. de C.V., Refrescos Victoria del Centro, S. de R.L. de C.V., Distribuidora y Manufacturera del Valle de Mexico, S. de R.L. de C.V. (as successor guarantor of Servicios Integrados Inmuebles del Golfo, S. de R.L. de C.V.) and Yoli de Acapulco, S. de R.L. de C.V. ("Guarantors").

During 2018 Coca-Cola FEMSA had credit contracts in Mexican and Uruguayan peso with some banks for Ps. 10,100 and Ps. 1,344, respectively. On November 26, 2018, The Company paid the total balance of its bond in USD for USD 445 million and the total balance of Mexican debt for Ps. 10,100.

During 2019 Coca-Cola FEMSA celebrated bank loans in Mexico for an amount of Ps. 9,400 at an interest rate of 8.39% and 7.91%, such loans were used to settled bank loans denominated in USD and for general corporate purposes. Additionally, the Company obtained during 2019 bank loans in Uruguay, Colombia and Argentina for an amount of Ps. 1,670.

The Company has financing from different institutions under agreements that stipulate different restrictions and covenants, which mainly consist of maximum levels of leverage and capitalization as well as minimum consolidated net worth and debt and interest coverage ratios. As of the date of these consolidated financial statements, the Company was in compliance with all restrictions and covenants contained in its financing agreements.

19.1 Reconciliation of liabilities arising from financing activities

| | Carrying Value at January 1, 2019 | Cash Flows | Non-cash flows | | | | Carrying Value at December 31, 2019 |
|---|--|-------------|----------------|------------|---|-----------|--|
| | | | Acquisition | New leases | Foreign Exchange Income (Loss) | Others | |
| Bank loans | Ps. 22,944 | Ps. (2,999) | Ps. 1,917 | Ps. — | Ps. (397) | Ps. (658) | Ps. 20,807 |
| Notes payable | 105,720 | (5,022) | — | — | (1,244) | (2,310) | 97,144 |
| Total liabilities from financing activities | 128,664 | (8,021) | 1,917 | — | (1,641) | (2,968) | 117,951 |
| Financial leases | 50,220 | (8,848) | 2,187 | 7,490 | (10) | 3,640 | 54,679 |
| Total financing activities | Ps.178,884 | Ps.(16,869) | Ps. 4,104 | Ps. 7,490 | Ps.(1,651) | Ps. 672 | Ps. 172,630 |

| | <u>Carrying Value at December 31, 2017</u> | <u>Cash Flows</u> | <u>Non-cash flows</u> | | | | <u>Carrying Value at December 31, 2018</u> |
|---|--|-------------------|-----------------------|-------------------|--|---------------|--|
| | | | <u>Acquisition</u> | <u>New leases</u> | <u>Foreign Exchange Movement</u> | <u>Others</u> | |
| Bank loans | Ps. 13,669 | Ps. 8,313 | Ps. 1,147 | Ps. — | Ps. 417 | Ps. (602) | Ps. 22,944 |
| Notes payable | 117,551 | (9,314) | — | — | (769) | (1,840) | 105,628 |
| Lease liabilities | 128 | (26) | — | — | (10) | — | 92 |
| Total liabilities from financing activities | 131,348 | (1,027) | 1,147 | — | (362) | (2,442) | 128,664 |
| | <u>Carrying Value at December 31, 2016</u> | <u>Cash Flows</u> | <u>Non-cash flows</u> | | | | <u>Carrying Value at December 31, 2017</u> |
| | | | <u>Acquisition</u> | <u>New leases</u> | <u>Foreign Exchange Movement</u> | <u>Others</u> | |
| Bank loans | Ps. 14,497 | Ps. (949) | Ps. — | Ps. — | Ps. 190 | Ps. (69) | Ps. 13,669 |
| Notes payable | 123,859 | (3,574) | — | — | 4,954 | (7,688) | 117,551 |
| Lease liabilities | 892 | (8) | — | — | — | (756) | 128 |
| Total liabilities from financing activities | 139,248 | (4,531) | — | — | 5,144 | (8,513) | 131,348 |

Note 20. Other Income and Expenses

| | 2019 | 2018 | 2017 |
|---|-----------------|-----------------|------------------|
| | Ps. | Ps. | Ps. |
| Gain on sale of shares | — | — | 123 |
| Gain on sale of Heineken Group shares (see Note 4.2) | — | — | 29,989 |
| Gain on sale of other assets | — | 344 | — |
| Gain on sale of long-lived assets | — | 174 | 210 |
| Sale of waste material | 21 | 13 | 3 |
| Insurance rebates | — | 10 | 6 |
| Foreign exchange gain | 26 | 123 | — |
| Recoveries of prior years ⁽¹⁾ | 896 | — | — |
| Others | 70 | 9 | 1,620 |
| Other income | <u>Ps.1,013</u> | <u>Ps. 673</u> | <u>Ps.31,951</u> |
| Contingencies associated with prior acquisitions or disposals | Ps. 149 | Ps. 138 | Ps. 39 |
| Loss on sale of property, plant and equipment | 67 | — | — |
| Loss on sale of other assets | — | — | 148 |
| Recoveries of prior years | 44 | 116 | 35 |
| Impairment of long-lived assets ⁽²⁾ | 1,018 | 432 | 2,063 |
| Disposal of long-lived assets ⁽³⁾ | 861 | 518 | 451 |
| Suppliers provisions | — | — | 398 |
| Foreign exchange losses related to operating activities | — | — | 2,524 |
| Contingencies | 589 | 518 | 636 |
| Severance payments ⁽⁴⁾ | 1,207 | 264 | 243 |
| Donations | 489 | 528 | 242 |
| Legal fees and other expenses from past acquisitions | 17 | 149 | 612 |
| Venezuela deconsolidation effect | — | — | 26,123 |
| Other | 464 | 284 | 352 |
| Other expenses | <u>Ps.4,905</u> | <u>Ps.2,947</u> | <u>Ps.33,866</u> |

- (1) Following a favorable decision from Brazilian tax authorities received during 2019, Coca-Cola FEMSA has been entitled to reclaim indirect tax payments made in prior years in Brazil, resulting in the recognition of a tax credit and a positive effect in the operating revenues and other income captions of the condensed consolidated income statements. See Note 25.1.1.
- (2) Includes impairment loss related to Compañía Panameña de Bebidas, S.A.P.I. de C.V., for an amount of Ps. 948 and Ps. 432 million in 2019 and 2018, respectively (see Note 10), and impairment loss in Venezuela of Ps. 2,053 in 2017 (see Note 3.3).
- (3) Charges related to fixed assets retirement from ordinary operations and other long-lived assets.
- (4) During 2019, the Company incurred restructuring costs related to some of their operations as part of an efficiency program.

Note 21. Financial Instruments

Fair Value of Financial Instruments

The Company's financial assets and liabilities that are measured at fair value are based on level 2 applying the income approach method, which estimates the fair value based on expected cash flows discounted to net present value. The following table summarizes the Company's financial assets and liabilities measured at fair value, as of December 31, 2019 and 2018:

| | December 31, 2019 | | December 31, 2018 | |
|--|-------------------|---------|-------------------|---------|
| | Level 1 | Level 2 | Level 1 | Level 2 |
| Financial instrument (current asset) | 91 | 917 | — | 735 |
| Financial instrument (non-current asset) | 2,880 | 21,570 | 2,680 | 10,752 |
| Financial instrument (current liability) | 47 | 801 | 236 | 147 |
| Financial instrument (non-current liability) | — | 1,672 | — | 1,262 |

21.1 Total debt

The fair value of bank loans is calculated based on the discounted value of contractual cash flows whereby the discount rate is estimated using rates currently offered for debt of similar amounts and maturities, which is considered to be level 2 in the fair value hierarchy. The fair value of the Company's publicly traded debt is based on quoted market prices as of December 31, 2018 and 2017, which is considered to be level 1 in the fair value hierarchy.

| | 2019 | 2018 |
|----------------|--------------------|-------------|
| Carrying value | Ps. 117,951 | Ps. 128,664 |
| Fair value | 124,038 | 128,741 |

21.2 Interest rate swaps

The Company uses interest rate swaps to offset the interest rate risk associated with its borrowings, pursuant to which it pays amounts based on a fixed rate and receives amounts based on a floating rate. These instruments have been designated as cash flow hedges and are recognized in the consolidated statement of financial position at their estimated fair value. The fair value is estimated using formal technical models. The valuation method involves discounting to present value the expected cash flows of interest, calculated from the rate curve of the cash flow currency, and expresses the net result in the reporting currency. Changes in fair value are recorded in cumulative other comprehensive income, net of taxes until such time as the hedged amount is recorded in the consolidated income statements.

At December 31, 2019, the Company has the following outstanding interest rate swap agreements:

| <u>Maturity Date</u> | <u>Notional Amount</u> | <u>Fair Value Liability December 31, 2019</u> | <u>Fair Value Asset December 31, 2019</u> |
|----------------------|------------------------|---|---|
| 2020 | Ps. 4,365 | Ps. (142) | Ps. — |
| 2021 | 405 | (24) | — |
| 2022 | 414 | (20) | — |
| 2023 | 12,770 | (79) | 245 |
| 2024 | 3 | — | — |

At December 31, 2018, the Company has the following outstanding interest rate swap agreements:

| <u>Maturity Date</u> | <u>Notional Amount</u> | <u>Fair Value Liability December 31, 2018</u> | <u>Fair Value Asset December 31, 2018</u> |
|----------------------|------------------------|---|---|
| 2019 | Ps. 4,032 | Ps. (49) | Ps. — |
| 2020 | 4,559 | (112) | — |
| 2021 | 4,548 | (151) | — |
| 2022 | 617 | (18) | — |
| 2023 | 13,101 | (49) | 1,143 |

The net effect of expired contracts treated as hedges are recognized as interest expense within the consolidated income statements.

21.3 Forward agreements to purchase foreign currency

The Company has entered into forward agreements to reduce its exposure to the risk of exchange rate fluctuations between the Mexican peso and other currencies. Foreign exchange forward contracts measured at fair value are designated hedging instruments in cash flow hedges of forecast inflows in Euros and forecast purchases of raw materials in U.S. dollars. These forecast transactions are highly probable.

These instruments have been designated as cash flow hedges and are recognized in the consolidated statement of financial position at their estimated fair value which is determined based on prevailing market exchange rates to terminate the contracts at the end of the period. The price agreed in the instrument is compared to the current price of the market forward currency and is discounted to present value of the rate curve of the relevant currency. Changes in the fair value of these forwards are recorded as part of cumulative other comprehensive income, net of taxes. Net gain/loss on expired contracts is recognized as part of cost of goods sold when the raw material is included in sale transaction, and as a part of foreign exchange when the inflow in Euros are received.

At December 31, 2019, the Company had the following outstanding forward agreements to purchase foreign currency:

| <u>Maturity Date</u> | <u>Notional Amount</u> | <u>Fair Value Liability December 31, 2019</u> | <u>Fair Value Asset December 31, 2019</u> |
|----------------------|------------------------|---|---|
| 2020 | Ps. 8,447 | Ps. (292) | Ps. 34 |
| 2021 | 215 | — | 27 |
| 2022 | 52 | — | Ps. 5 |

At December 31, 2018, the Company had the following outstanding forward agreements to purchase foreign currency:

| <u>Maturity Date</u> | <u>Notional Amount</u> | <u>Fair Value Liability December 31, 2018</u> | <u>Fair Value Asset December 31, 2018</u> |
|----------------------|------------------------|---|---|
| 2019 | Ps. 5,808 | Ps. (65) | Ps. 133 |

21.4 Options to purchase foreign currency

The Company has executed call option and collar strategies to reduce its exposure to the risk of exchange rate fluctuations. A call option is an instrument that limits the loss in case of foreign currency depreciation. A collar is a strategy that combines call and put options, limiting the exposure to the risk of exchange rate fluctuations in a similar way as a forward agreement.

These instruments have been designated as cash flow hedges and are recognized in the consolidated statement of financial position at their estimated fair value which is determined based on prevailing market exchange rates to terminate the contracts at the end of the period. Changes in the fair value of these options, corresponding to the intrinsic value, are initially recorded as part of “cumulative other comprehensive income”. Changes in the fair value, corresponding to the extrinsic value, are recorded in the consolidated income statements under the caption “market value gain/ (loss) on financial instruments,” as part of the consolidated net income. Net gain/(loss) on expired contracts including the net premium paid, is recognized as part of cost of goods sold when the hedged item is recorded in the consolidated income statements.

At December 31, 2019, the Company paid a net premium of Ps. 43 million for the following outstanding collar options to purchase foreign currency:

| <u>Maturity Date</u> | <u>Notional Amount</u> | <u>Fair Value Liability December 31, 2019</u> | <u>Fair Value Asset December 31, 2019</u> |
|----------------------|------------------------|---|---|
| 2020 | Ps. 107 | Ps. — | Ps. 2 |

At December 31, 2018, the Company paid a net premium of Ps. 43 million for the following outstanding collar options to purchase foreign currency:

| <u>Maturity Date</u> | <u>Notional Amount</u> | <u>Fair Value Liability December 31, 2018</u> | <u>Fair Value Asset December 31, 2018</u> |
|----------------------|------------------------|---|---|
| 2019 | Ps. 1,734 | Ps. (33) | Ps. 57 |

21.5 Cross-currency swaps

The Company has contracted for a number of cross-currency swaps to reduce its exposure to risks of exchange rate and interest rate fluctuations associated with its borrowings denominated in U.S. dollars and other foreign currencies. Cross-Currency swaps contracts are designated as hedging instruments through which the Company changes the debt profile to its functional currency to reduce exchange exposure.

These instruments are recognized in the consolidated statement of financial position at their estimated fair value which is estimated using formal technical models. The valuation method involves discounting to present value the expected cash flows of interest, calculated from the rate curve of the cash foreign currency, and expresses the net result in the reporting currency. These contracts are designated as financial instruments at fair value through profit or loss. The fair values changes related to those cross-currency swaps are recorded under the caption “market value gain (loss) on financial instruments,” net of changes related to the long-term liability, within the consolidated income statements.

The Company has cross-currency contracts designated as cash flow hedges and are recognized in the consolidated statement of financial position at their estimated fair value. Changes in fair value are recorded in cumulative other comprehensive income, net of taxes until such time as the hedge amount is recorded in the consolidated income statement.

At December 31, 2019, the Company had the following outstanding cross – currency swap agreements:

| <u>Maturity Date</u> | <u>Notional Amount</u> | <u>Fair Value Liability 2019</u> | <u>Fair Value Asset December 31, 2019</u> |
|----------------------|----------------------------|--|---|
| 2020 | Ps. 17,252 | Ps. (307) | Ps. 883 |
| 2021 | 702 | — | 49 |
| 2022 | 375 | — | 3 |
| 2023 | 23,466 | (594) | 7,122 |
| 2024 | 1,788 | (53) | — |
| 2026 | 772 | (63) | — |
| 2027 | 6,596 | (843) | — |
| 2029 | 1,371 | — | 121 |
| 2043 | 8,869 | — | 576 |

At December 31, 2018, the Company had the following outstanding cross – currency swap agreements:

| <u>Maturity Date</u> | <u>Notional Amount</u> | <u>Fair Value Liability 2018</u> | <u>Fair Value Asset December 31, 2018</u> |
|----------------------|----------------------------|--|---|
| 2019 | Ps. 4,738 | Ps. — | Ps. 502 |
| 2020 | 18,126 | (378) | 1,015 |
| 2021 | 4,774 | — | 615 |
| 2022 | 396 | (7) | — |
| 2023 | 23,948 | (396) | 7,818 |
| 2026 | 813 | (154) | — |
| 2027 | 6,889 | (42) | 202 |

21.6 Commodity price contracts

The Company has entered into various commodity price contracts to reduce its exposure to the risk of fluctuation in the costs of certain raw material. The fair value is estimated based on the market valuations to terminate the contracts at the end of the period. These instruments are designated as Cash Flow Hedges and the changes in the fair value are recorded as part of “cumulative other comprehensive income.”

The fair value of expired commodity price contract was recorded in cost of goods sold where the hedged item was recorded also in cost of goods sold.

At December 31, 2019, Coca-Cola FEMSA had the following sugar price contracts:

| <u>Maturity Date</u> | <u>Notional Amount</u> | <u>Fair Value Asset December 31 2019</u> |
|----------------------|----------------------------|--|
| 2020 | Ps. 1,554 | Ps. 53 |
| 2021 | Ps. 98 | Ps. 15 |

At December 31, 2018, Coca-Cola FEMSA had the following sugar price contracts:

| <u>Maturity Date</u> | <u>Notional Amount</u> | <u>Fair Value Liability December 31, 2018</u> |
|----------------------|------------------------|---|
| 2019 | Ps. 1,223 | Ps. (88) |

At December 31, 2019, Coca-Cola FEMSA had the following aluminum price contracts:

| <u>Maturity Date</u> | <u>Notional Amount</u> | <u>Fair Value Asset December 31, 2019</u> |
|----------------------|------------------------|---|
| 2020 | Ps. 394 | Ps. 4 |

At December 31, 2018, Coca-Cola FEMSA had the following aluminum price contracts:

| <u>Maturity Date</u> | <u>Notional Amount</u> | <u>Fair Value Liability December 31, 2018</u> |
|----------------------|------------------------|---|
| 2019 | Ps. 265 | Ps. (17) |

At December 31, 2019, Coca-Cola FEMSA had the following PX+MEG (resine) contracts:

| <u>Maturity Date</u> | <u>Notional Amount</u> | <u>Fair Value Liability December 31, 2019</u> |
|----------------------|------------------------|---|
| 2020 | Ps. 320 | Ps. (28) |

At December 31, 2018, Coca-Cola FEMSA had the following PX+MEG (resine) contracts:

| <u>Maturity Date</u> | <u>Notional Amount</u> | <u>Fair Value Liability December 31, 2018</u> |
|----------------------|------------------------|---|
| 2019 | Ps. 1,303 | Ps. (131) |

21.7 Treasury Lock contracts

The Company has contracted a number of treasury locks to reduce its exposure to interest rate fluctuations associated with its USD debt. These treasury locks, for accounting purposes are recorded as Cash Flow Hedges and the interest rate variation is recorded in the consolidated balance sheet as “cumulative other comprehensive income”.

At December 31, 2019, the Company had the following outstanding treasury locks agreements:

| <u>Maturity Date</u> | <u>Notional Amount</u> | <u>Fair Value Liability December 31, 2019</u> | <u>Fair Value Asset December 31, 2019</u> |
|----------------------|------------------------|---|---|
| 2020 | Ps. 10,365 | Ps. — | Ps. 102 |

21.8 Option embedded in the Promissory Note to fund the Vonpar's acquisition

On December 6, 2016, as part of the purchase price paid for the Coca-Cola FEMSA's acquisition of Vonpar, Spal issued and delivered a three-year promissory note to the sellers, for a total amount of 1,166 million Brazilian reais which was partially offset on November 14, 2018, as a result of the occurrence of certain contingencies for which the sellers agreed to indemnify Coca-Cola FEMSA. The promissory note bears interest at an annual rate of 0.375% and was denominated and payable in Brazilian reais, but linked to the performance of the exchange rate between the Brazilian real and the U.S. dollar. On December 6, 2019 the promissory note matured and was paid in full in cash for the outstanding amount of 1,002 million Brazilian reais, which was at the time equivalent to US \$236 million (Ps. 4,670 million as of December 31, 2019).

21.9 Net effects of expired contracts that met hedging criteria

| | Impact in Consolidated Income Statement | 2019 | 2018 | 2017 |
|---|--|---------|---------|-----------|
| Cross currency swap ⁽¹⁾ | Interest expense | Ps. 199 | Ps. 157 | Ps. 2,102 |
| Cross currency swap ⁽¹⁾ | Foreign exchange | 480 | 642 | — |
| Interest rate swaps | Interest expense | 515 | — | — |
| Forward agreements to purchase foreign currency | Foreign exchange | (116) | (87) | (40) |
| Commodity price contracts | Cost of goods sold | (391) | (258) | (6) |
| Options to purchase foreign currency | Cost of goods sold | (63) | (8) | — |
| Forward agreements to purchase foreign currency | Cost of goods sold | (163) | 240 | 89 |

(1) This amount corresponds to the settlement of cross currency swaps portfolio in Brazil presented as part of the other financial activities.

21.10 Net effect of changes in fair value of derivative financial instruments that did not meet the hedging criteria for accounting purposes.

| Derivative | Impact in Consolidated Income Statement | 2019 | 2018 | 2017 |
|---|--|-----------|----------|--------|
| Forward agreements to purchase foreign currency | Market value gain (loss) on financial statements | Ps. 4 | Ps. (12) | Ps. 12 |
| Cross currency swaps | Market value (loss) gain on financial statements | Ps. (293) | (116) | 337 |

21.11 Net effect of expired contracts that did not meet the hedging criteria for accounting purposes

| Type of Derivatives | Impact in Consolidated Income Statement | 2019 | 2018 | 2017 |
|----------------------|--|-----------|-----------|-----------|
| Cross-currency swaps | Market value loss on financial instruments | Ps. (293) | Ps. (186) | Ps. (104) |
| Embedded derivatives | Market value gain on financial instruments | 4 | — | 1 |

21.12 Risk management

The Company has exposure to the following financial risks:

- Market risk;
- Interest rate risk;
- Liquidity risk; and
- Credit risk.

The Company determines the existence of an economic relationship between the hedging instruments and the hedged item based on the currency, amount and timing of their respective cash flows. The Company evaluates whether the derivative designated in each hedging relationship is expected to be effective and that it has been effective to offset changes in the cash flows of the hedged item using the hypothetical derivative method.

In these hedging relationships, the main sources of inefficiency are:

- The effect of the credit risk of the counterparty and the Company on the fair value of foreign currency forward contracts which is not reflected in the change in the fair value of the hedged cash flows attributable to change in the types of change; and
- Changes in the periodicity of covered.

21.12.1 Market risk

Market risk is the risk that the fair value of future cash flow of a financial instrument will fluctuate because of changes in market prices. Market prices include currency risk and commodity price risk.

The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and commodity prices. The Company enters into a variety of derivative financial instruments to manage its exposure to foreign currency risk, and commodity prices risk including:

- Forward Agreements to Purchase Foreign Currency in order to reduce its exposure to the risk of exchange rate fluctuations.
- Cross-Currency Swaps in order to reduce its exposure to the risk of exchange rate fluctuations.
- Commodity price contracts in order to reduce its exposure to the risk of fluctuation in the costs of certain raw materials.

The Company tracks the fair value (mark to market) of its derivative financial instruments and its possible changes using scenario analyses.

The following disclosures provide a sensitivity analysis of the market risks management considered to be reasonably possible at the end of the reporting period based on a stress test of the exchange rates according to an annualized volatility estimated with historic prices obtained for the underlying asset over a period of time, in the cases of derivative financial instruments related to foreign currency risk, which the Company is exposed to as it relates to in its existing hedging strategy:

| <u>Foreign Currency Risk</u> | <u>Change in Exchange Rate</u> | <u>Effect on Equity</u> |
|------------------------------|------------------------------------|-------------------------|
| 2019 | | |
| FEMSA ⁽¹⁾ | +9% MXN/EUR | Ps. 57 |
| | -9% MXN/EUR | (57) |
| | +13% BRL/USD | 202 |
| | -13% BRL/USD | (202) |
| Coca-Cola FEMSA | +9% MXN/USD | 739 |
| | -9% MXN/USD | (739) |
| | +13% BRL/USD | 155 |
| | -13% BRL/USD | (155) |
| | +5% UYU/USD | 23 |
| | -5% UYU/USD | (23) |
| | +10% COP/USD | 54 |
| | -10% COP/USD | (54) |
| | +25% ARS/USD | 88 |
| | -25% ARS/USD | (88) |
| 2018 | | |
| FEMSA ⁽¹⁾ | +12 MXN/EUR | Ps. 116 |
| | -12% MXN/EUR | (116) |
| Coca-Cola FEMSA | +13% MXN/USD | 668 |
| | -13% MXN/USD | (668) |
| | +16% BRL/USD | 413 |
| | -16% BRL/USD | (413) |
| | +8% UYU/USD | 46 |
| | -8% UYU/USD | (46) |
| | +12% COP/USD | 2 |
| | -12% COP/USD | (2) |
| | +27% ARS/USD | 522 |
| | -27% ARS/USD | (522) |
| 2017 | | |
| FEMSA ⁽¹⁾ | +13% MXN/EUR | Ps. 141 |
| | -13% MXN/EUR | (141) |
| | +8% CLP/USD | 2 |
| | -8% CLP/USD | (2) |
| Coca-Cola FEMSA | +12% MXN/USD | 626 |
| | -12% MXN/USD | (626) |
| | +14% BRL/USD | 234 |
| | -14% BRL/USD | (234) |
| | +9% COP/USD | 73 |
| | -9% COP/USD | (73) |
| | +10% ARS/USD | 29 |
| | -10% ARS/USD | (29) |

(1) Does not include Coca-Cola FEMSA.

| Cross Currency Swaps ^{(1) (2)} | | Change in Exchange Rate | Effect on Equity | Effect on Profit or Loss |
|---|--------------|----------------------------|---------------------|-----------------------------|
| 2019 | | | | |
| FEMSA ⁽³⁾ | +11% CLP/USD | Ps. | — | Ps. 546 |
| | -11% CLP/USD | | — | (546) |
| | +9% MXN/USD | | — | 1,805 |
| | -9% MXN/USD | | — | (1,805) |
| | +10% COP/USD | | — | 286 |
| | -10% COP/USD | | — | (286) |
| | +13% MXN/BRL | | — | 177 |
| | -13% MXN/BRL | | — | (177) |
| Coca-Cola FEMSA | +9% MXN/USD | | 2,315 | — |
| | -9% MXN/USD | | (2,315) | — |
| | +13% BRL/USD | | 645 | — |
| | -13% BRL/USD | | (645) | — |
| 2018 | | | | |
| FEMSA ⁽³⁾ | +10% CLP/USD | Ps. | — | Ps. 368 |
| | -10% CLP/USD | | — | (368) |
| | +13% MXN/USD | | — | 2,706 |
| | -13% MXN/USD | | — | (2,706) |
| | +12% COP/USD | | — | 283 |
| | -12% COP/USD | | — | (283) |
| | +15% MXN/BRL | | — | 27 |
| | -15% MXN/BRL | | — | (27) |
| Coca-Cola FEMSA | +13% MXN/USD | | 3,130 | — |
| | -13% MXN/USD | | (3,130) | — |
| | +16% BRL/USD | | 9,068 | — |
| | -16% BRL/USD | | (9,068) | — |
| 2017 | | | | |
| FEMSA ⁽³⁾ | +8% CLP/USD | Ps. | — | Ps. 373 |
| | -8% CLP/USD | | — | (373) |
| | +12% MXN/USD | | — | 3,651 |
| | -12% MXN/USD | | — | (3,651) |
| | +9% COP/USD | | — | 304 |
| | -9% COP/USD | | — | (304) |
| | +14% MXN/BRL | | — | 23 |
| | -14% MXN/BRL | | — | (23) |
| Coca-Cola FEMSA | +12% MXN/USD | | 3,540 | — |
| | -12% MXN/USD | | (3,540) | — |
| | +14% BRL/USD | | 7,483 | — |
| | -14% BRL/USD | | (7,483) | — |

(1) The sensitivity analysis effects include all subsidiaries of the Company.

(2) Includes the sensitivity analysis effects of all derivative financial instruments related to foreign exchange risk.

(3) Does not include Coca-Cola FEMSA.

| <u>Net Cash in Foreign Currency ⁽¹⁾</u> | <u>Change in Exchange Rate</u> | <u>Effect on Profit or Loss</u> |
|--|------------------------------------|-------------------------------------|
| 2019 | | |
| FEMSA ⁽²⁾ | +9% EUR/+9 % USD | Ps. 3,833 |
| | -9% EUR/ -9 % USD | (3,833) |
| Coca-Cola FEMSA | +8% USD | 940 |
| | -8% USD | (940) |
| 2018 | | |
| FEMSA ⁽²⁾ | +12% EUR/+13 % USD | Ps. 8,596 |
| | -12% EUR/ -13 % USD | (8,596) |
| Coca-Cola FEMSA | +13% USD | 1,868 |
| | -13% USD | (1,868) |
| 2017 | | |
| FEMSA ⁽²⁾ | +13% EUR/+12% USD | Ps. 8,077 |
| | -13% EUR/ -12% USD | (8,077) |
| Coca-Cola FEMSA | +12% USD | 553 |
| | -12% USD | (553) |

(1) The sensitivity analysis effects include all subsidiaries of the Company.

(2) Does not include Coca-Cola FEMSA.

| <u>Commodity Price Contracts ⁽¹⁾</u> | <u>Change in U.S.\$ Rate</u> | <u>Effect on Equity</u> |
|---|----------------------------------|-----------------------------|
| 2019 | | |
| Coca-Cola FEMSA | Sugar - 24% | Ps. (255) |
| | Aluminum - 15% | Ps. (1,164) |
| 2018 | | |
| Coca-Cola FEMSA | Sugar -30% | Ps. (341) |
| | Aluminum - 22% | Ps. (55) |
| 2017 | | |
| Coca-Cola FEMSA | Sugar -30% | Ps. (32) |

(1) Effects on commodity price contracts are only in Coca-Cola FEMSA.

21.12.2 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in market interest rates.

The Company is exposed to interest rate risk because it and its subsidiaries borrow funds at both fixed and variable interest rates. The risk is managed by the Company by maintaining an appropriate mix between fixed and variable rate borrowings, and by the use of the different derivative financial instruments. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied.

The following disclosures provide a sensitivity analysis of the interest rate risks management considered to be reasonably possible at the end of the reporting period, which the Company is exposed to as it relates to its fixed and floating rate borrowings, which it considers in its existing hedging strategy:

| <u>Interest Rate Swap ⁽¹⁾</u> | <u>Change in Bps.</u> | <u>Effect on Equity</u> |
|--|---------------------------|-----------------------------|
| 2019 | | |
| FEMSA ⁽²⁾ | (100 Bps.) | Ps. (432) |
| Coca-Cola FEMSA | (100 Bps.) | (37) |
| 2018 | | |
| FEMSA ⁽²⁾ | (100 Bps.) | Ps. (359) |
| Coca-Cola FEMSA | (100 Bps.) | (1,976) |
| 2017 | | |
| FEMSA ⁽²⁾ | (100 Bps.) | Ps. (452) |
| Coca-Cola FEMSA | (100 Bps.) | (234) |

(1) The sensitivity analysis effects include all subsidiaries of the Company.

(2) Does not include Coca-Cola FEMSA.

| <u>Interest Effect of Unhedged Portion Bank Loans</u> | <u>2019</u> | <u>2018</u> | <u>2017</u> |
|---|-------------|-------------|-------------|
| Change in interest rate | +100 Bps. | +100 Bps. | +100 Bps. |
| Effect on profit loss | Ps. (50) | Ps. 145 | Ps. (251) |

21.12.3 Liquidity risk

Each of the Company's sub-holding companies generally finances its operational and capital requirements on an independent basis. As of December 31, 2019 and 2018, 64.3% and 68.2%, respectively of the Company's outstanding consolidated total indebtedness was at the level of its sub-holding companies. This structure is attributable, in part, to the inclusion of third parties in the capital structure of Coca-Cola FEMSA. Currently, the Company's management expects to continue financing its operations and capital requirements when it is considering domestic funding at the level of its sub-holding companies, otherwise; it is generally more convenient that its foreign operations would be financed directly through the Company because of better market conditions obtained by itself. Nonetheless, sub-holdings companies may decide to incur indebtedness in the future to finance their own operations and capital requirements of the Company's subsidiaries or significant acquisitions, investments or capital expenditures. As a holding company, the Company depends on dividends and other distributions from its subsidiaries to service the Company's indebtedness.

The Company's principal source of liquidity has generally been cash generated from its operations. The Company has traditionally been able to rely on cash generated from operations because a significant majority of the sales of Coca-Cola FEMSA and FEMSA Comercio – Proximity, FEMSA Comercio – Health and FEMSA Comercio – Fuel Divisions are on a cash or short-term credit basis, and FEMSA Comercio's OXXO stores are able to finance a significant portion of their initial and ongoing inventories with supplier credit. The Company's principal use of cash has generally been for capital expenditure programs, acquisitions, debt repayment and dividend payments.

Ultimate responsibility for liquidity risk management rests with the Company's board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-, medium- and long-term funding and liquidity requirements. The Company manages liquidity risk by maintaining adequate cash reserves and continuously monitoring forecast and actual cash flows, and with a low concentration of maturities per year.

The Company has access to credit from national and international banking institutions in order to meet treasury needs; besides, the Company has the highest rating for Mexican companies (AAA) given by independent rating agencies, allowing the Company to evaluate capital markets in case it needs resources.

As part of the Company's financing policy, management expects to continue financing its liquidity needs with cash from operations. Nonetheless, as a result of regulations in certain countries in which the Company operates, it may not be beneficial practicable to remit cash generated in local operations to fund cash requirements in other countries. In the event that cash from operations in these countries is not sufficient to fund future working capital requirements and capital expenditures, management may decide, or be required, to fund cash requirements in these countries through local borrowings rather than remitting funds from another country. In the future the Company management may finance its working capital and capital expenditure needs with short-term or other borrowings.

The Company's management continuously evaluates opportunities to pursue acquisitions or engage in joint ventures or other transactions. We would expect to finance any significant future transactions with a combination of cash from operations, long-term indebtedness and capital stock.

The Company's sub-holding companies generally incur short-term indebtedness in the event that they are temporarily unable to finance operations or meet any capital requirements with cash from operations. A significant decline in the business of any of the Company's sub-holding companies may affect the sub-holding company's ability to fund its capital requirements. A significant and prolonged deterioration in the economies in which we operate or in the Company's businesses may affect the Company's ability to obtain short-term and long-term credit or to refinance existing indebtedness on terms satisfactory to the Company's management.

The Company presents the maturity dates associated with its long-term financial liabilities as of December 31, 2019, see Note 19. The Company generally makes payments associated with its long-term financial liabilities with cash generated from its operations.

The following table reflects all contractually fixed pay-offs for settlement, repayments and interest resulting from recognized financial liabilities. It includes expected net cash outflows from derivative financial liabilities that are in place as of December 31, 2019. Such expected net cash outflows are determined based on each particular settlement date of an instrument. The amounts disclosed are undiscounted net cash outflows for the respective upcoming fiscal years, based on the earliest date on which the Company could be required to pay. Cash outflows for financial liabilities (including interest) without fixed amount or timing are based on economic conditions (like interest rates and foreign exchange rates) existing at December 31, 2019.

| | 2020 | 2021 | 2022 | 2023 | 2024 | 2025 and thereafter |
|---------------------------------------|------------|-----------|-----------|------------|---------|---------------------|
| Non-derivative financial liabilities: | | | | | | |
| Notes and bonds | Ps. 10,598 | Ps. 1,130 | Ps. 1,154 | Ps. 29,446 | Ps. 600 | Ps. 44,328 |
| Loans from Banks | 5,745 | 809 | 902 | 542 | 4,711 | — |
| IFRS 16 lease obligation | 244 | 153 | 82 | 35 | 13 | — |
| Derivative financial liabilities | 1,291 | 1,337 | 1,192 | (1,011) | 671 | (7,314) |

The Company generally makes payments associated with its non-current financial liabilities with cash generated from its operations.

21.12.4 Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company only transacts with entities that are rated the equivalent of investment grade and above. This information is supplied by independent rating agencies where available and, if not available, the Company uses other publicly available financial information and its own trading records to rate its major customers. The Company's exposure and the credit ratings of its counterparties are continuously monitored, and the aggregate value of transactions concluded is spread amongst approved counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved by the risk management committee.

The Company has a high receivable turnover; hence management believes credit risk is minimal due to the nature of its businesses, which have a large portion of their sales settled in cash. The Company's maximum exposure to credit risk for the components of the statement of financial position at December 31, 2019 and 2018 is the carrying amounts, see Note 7.

The Company manages the credit risk related to its derivative portfolio by only entering into transactions with reputable and credit-worthy counterparties as well as by maintaining in some cases a Credit Support Annex ("CSA") that establishes margin requirements, which could change upon changes to the credit ratings given to the Company by independent rating agencies. As of December 31, 2019, the Company concluded that the maximum exposure to credit risk related with derivative financial instruments is not significant given the high credit rating of its counterparties.

21.13 Cash flows hedges

As of December 31, 2019, the Company's financial instruments used to hedge its exposure to foreign exchange rates and interest rates as follows:

| | Maturity | | |
|--|------------|-------------|--------------|
| | 1-6 months | 6-12 months | More than 12 |
| Foreign exchange currency risk | | | |
| Foreign exchange currency forward contracts | | | |
| Net exposure | 4,373 | 2,086 | — |
| Average exchange rate MXN/USD | 20.00 | 20.20 | — |
| Net exposure | 746 | 378 | 267 |
| Average exchange rate BRL/USD | 4.05 | 4.19 | 4.44 |
| Net exposure | 220 | 85 | — |
| Average exchange rate COP/USD | 3,491 | 3,460 | — |
| Net exposure | 137 | — | — |
| Average exchange rate ARS/USD | 79.23 | — | — |
| Net exposure | 335 | 87 | — |
| Average exchange rate URY/USD | 37.55 | 40.03 | — |
| Foreign exchange currency option contracts | | | |
| Net exposure | 107 | — | — |
| Average exchange rate COP/USD | 3,252 | — | — |
| Foreign exchange currency swap contracts | | | |
| Net exposure | 9,423 | — | 18,428 |
| Average exchange rate MXN/USD | 19.54 | — | 15.93 |
| Net exposure | — | 4,365 | 9,140 |
| Average exchange rate BRL/USD | — | 3.41 | 4.00 |
| Net exposure | — | 84 | 1,195 |
| Average exchange rate BRL/MXN | — | 0.21 | 0.21 |
| Net exposure | — | — | 2,403 |
| Average exchange rate COP/USD | — | — | 3,075 |
| Net exposure | — | 3,007 | 1,371 |
| Average exchange rate CLP/USD | — | 696.02 | 677.00 |
| Interest rate risk | | | |
| Interest rate swaps | | | |
| Net exposure | — | 4,365 | — |
| Interest rate average BRL | — | 8.34% | — |
| Net exposure | — | — | 11,403 |
| Interest rate average MXN | — | — | 7.17% |
| Net exposure | — | — | 2,197 |
| Average exchange rate CLP | — | — | 6.26% |
| Commodities risk | | | |
| Aluminum | 276 | 118 | — |
| Average price (USD/Ton) | 1,796 | 1,812 | — |
| Sugar | 1,192 | 361 | 98 |
| Average price (USD cent/Lb) | 13.09 | 12.73 | 13.45 |
| PX+MEG | 160 | 160 | — |
| Average price (USD /Ton) | 848 | 848 | — |

As of December 31, 2018, the Company's financial instruments used to hedge its exposure to foreign exchange rates and interest rates as follows:

| | Maturity | | |
|--|------------|-------------|--------------|
| | 1-6 months | 6-12 months | More than 12 |
| Foreign exchange currency risk | | | |
| Foreign exchange currency forward contracts | | | |
| Net exposure | Ps. 1,022 | Ps. — | Ps. — |
| Average exchange rate MXN/EUR | 23.78 | — | — |
| Net exposure | 3,484 | 683 | — |
| Average exchange rate MXN/USD | 20.19 | 20.75 | — |
| Net exposure | 805 | 337 | — |
| Average exchange rate BRL/USD | 3.75 | 3.83 | — |
| Net exposure | 429 | 63 | — |
| Average exchange rate COP/USD | 2,851 | 2,976 | — |
| Net exposure | 339 | — | — |
| Average exchange rate ARS/USD | 43.31 | — | — |
| Net exposure | 196 | 159 | — |
| Average exchange rate URY/USD | 32.9 | 33.97 | — |
| Foreign exchange currency swap contracts | | | |
| Net exposure | — | — | 31,172 |
| Average exchange rate MXN/USD | — | — | 16.08 |
| Net exposure | — | 4,652 | 18,042 |
| Average exchange rate BRL/USD | — | 3.36 | 3.59 |
| Net exposure | — | 86 | 79 |
| Average exchange rate BRL/MXN | — | 0.18 | 0.19 |
| Net exposure | — | — | 1,928 |
| Average exchange rate COP/USD | — | — | 3,043.59 |
| Net exposure | — | — | 3,725 |
| Average exchange rate CLP/USD | — | — | 693.10 |
| Interest rate risk | | | |
| Interest rate swaps | | | |
| Net exposure | — | 4,013 | 8,594 |
| Interest rate average BRL | — | 6.29% | 8.15% |
| Net exposure | — | — | 11,403 |
| Interest rate average MXN | — | — | 7.17% |
| Net exposure | 19 | — | 2,828 |
| Average exchange rate CLP | 6.45% | — | 5.56% |
| Commodities risk | | | |
| Aluminum | 189 | 75,250 | — |
| Average price (USD/Ton) | 1,975 | 1,986 | — |
| Sugar | 725 | 498 | — |
| Average price (USD cent/Lb) | 12.86 | 13.11 | — |
| PX+MEG | 739 | 565 | — |
| Average price (USD /Ton) | 1,077 | 1,040 | — |

As of December 31, 2019, the Company does not have any cash flows hedge exposures.

As of December 31, 2018, the Company maintained the following cash flows hedge exposures:

| | Cash flow hedge reserve | Cash flow hedge costs | Remained balances of cash flow hedge reserve from which hedging accounting is not applied |
|--------------------------------|----------------------------|--------------------------|---|
| Foreign exchange currency risk | | | |
| Purchase of stock | 1 | 22 | — |

As of December 31, 2017, the Company maintained the following cash flows hedge exposures:

| | Cash flow hedge reserve | Cash flow hedge costs | Remained balances of cash flow hedge reserve from which hedging accounting is not applied |
|---------------------------------------|----------------------------|--------------------------|---|
| Foreign exchange currency risk | | | |
| Purchase of stock | — | 11 | — |

As of December 31, 2019, a reconciliation per category of equity components and an analysis of OCI components, net of tax; generated by the cash flow hedges were as follows:

| | Hedging reserve | Costs of hedging reserve |
|---|--------------------|-----------------------------|
| Balances at beginning of the period | Ps. 812 | Ps. 12 |
| Cash flows hedges | | |
| <u>Fair value changes:</u> | | |
| Foreign exchange currency risk – Purchase of stock | (333) | (12) |
| Foreign exchange currency risk – Other stock | (6,202) | — |
| Interest rate risk | 5,327 | — |
| <u>The amounts included in non-financial costs:</u> | | |
| Taxes due to changes in reserves during the period | 363 | — |
| Balances at the end of the period | Ps. (33) | Ps. — |

Note 22. Non-Controlling Interest in Consolidated Subsidiaries

An analysis of FEMSA's non-controlling interest in its consolidated subsidiaries for the years ended December 31, 2019 and 2018 is as follows:

| | December 31, 2019 | December 31, 2018 |
|-----------------|----------------------|----------------------|
| Coca-Cola FEMSA | Ps. 72,649 | Ps. 73,776 |
| Other | 1,113 | 4,713 |
| | Ps. 73,762 | Ps. 78,489 |

The changes in the FEMSA's non-controlling interest were as follows:

| | 2019 | 2018 | 2017 |
|---|------------|------------|------------|
| Balance at beginning of the period | Ps. 78,489 | Ps. 86,621 | Ps. 74,266 |
| Net income of non-controlling interest | 7,349 | 9,089 | (5,202) |
| Other comprehensive income (loss): | (4,552) | (4,080) | 7,240 |
| Exchange differences on translation of foreign operation | (3,833) | (4,016) | 7,349 |
| Remeasurements of the net defined benefits liability | (271) | 155 | 30 |
| Valuation of the effective portion of derivative financial instruments | (448) | (219) | (139) |
| Dividends | (3,945) | (3,713) | (3,622) |
| Share based payment | (12) | 31 | 50 |
| Acquisition of Socofar non-controlling interest | (3,530) | — | — |
| Other acquisitions and remeasurements | 32 | 413 | (50) |
| (Derecognition) contribution from non-controlling interest | — | (11,140) | 11,072 |
| Accounting standard adoption effects ("IFRIC 23 and IFRS 9") | (69) | (150) | — |
| Adoption of IAS 29 for Argentina | — | 1,418 | — |
| Capitalization of issued shares to former owners of Vonpar in Coca-Cola FEMSA | — | — | 2,867 |
| Balance at end of the period | Ps. 73,762 | Ps. 78,489 | Ps. 86,621 |

Non-controlling interest's accumulated other comprehensive income is comprised as follows:

| | December 31, 2019 | December 31, 2018 |
|--|----------------------|----------------------|
| Exchange differences on translation foreign operation | Ps. (699) | Ps. 3,134 |
| Remeasurements of the net defined benefits liability | (390) | (119) |
| Valuation of the effective portion of derivative financial instruments | (611) | (163) |
| Accumulated other comprehensive income | <u>Ps. (1,700)</u> | <u>Ps. 2,852</u> |

Coca-Cola FEMSA shareholders, especially the Coca-Cola Company which hold Series D shares, have some protective rights about investing in or disposing of significant businesses. However, these rights do not limit the continued normal operations of Coca-Cola FEMSA.

Summarized financial information in respect of Coca-Cola FEMSA is set out below:

| | December 31, 2019 | December 31, 2018 |
|--|----------------------|----------------------|
| Total current assets | Ps. 56,796 | Ps. 57,490 |
| Total non-current assets | 201,043 | 206,297 |
| Total current liabilities | 51,010 | 45,524 |
| Total non-current liabilities | 77,144 | 86,513 |
| Total revenue | Ps. 194,471 | Ps. 182,342 |
| Consolidated net (loss) income for continuing operations | 12,630 | 11,704 |
| Consolidated net income from discontinued operations | — | 3,366 |
| Consolidated comprehensive income for continuing operations | Ps. 5,489 | Ps. 3,563 |
| Consolidated comprehensive income from discontinued operations | — | 3,056 |
| Net cash flow generated from operating activities for continuing operations | 31,289 | 27,581 |
| Net cash flow generated from operating activities from discontinued operations | — | 1,308 |
| Net cash flow used in investing activities for continuing operations | (10,744) | (8,291) |
| Net cash flow used in investing activities from discontinued operations | — | (962) |
| Net cash flow used in financing activities for continuing operations | (22,794) | (14,235) |
| Net cash flow used in financing activities from discontinued operations | — | (37) |

22.1 Options embedded from past acquisitions

FEMSA Comercio – Health Division entered into option transactions regarding the remaining 40% non-controlling interest not held by FEMSA Comercio – Health Division. The former controlling shareholders of Socofar may be able to put some or all of that interest to FEMSA Comercio – Health Division beginning (i) 42-months after the initial acquisition, upon the occurrence of certain events and (ii) 60 months after the initial acquisition, in any event, FEMSA Comercio – Health Division can call the remaining 40% non-controlling interest beginning on the seventh anniversary of the initial acquisition date. Both of these options would be exercisable at the then fair value of the interest and shall remain indefinitely.

On December 13, 2019, the former controlling shareholders of Socofar exercised their put option to sell the remaining 40% non-controlling interest to FEMSA Comercio – Health Division at the fair value of the interest. As of December 31, 2019 the Company recognized a loss in the consolidated statements of changes in equity and Socofar has been included 100% in the consolidated statements of financial position.

The former controlling shareholders of Open Market retain a put for their remaining 20% non-controlling interest that can be exercised (i) at any time after the acquisition date upon the occurrence of certain events and (ii) annually from January through April, after the third anniversary of the acquisition date. In any event, the Company through one of its subsidiaries can call the remaining 20% non-controlling interest annually from January through April, after the fifth anniversary of the acquisition date. Both options would be exercisable at the then fair value of the interest and shall remain indefinitely.

Note 23. Equity

23.1 Equity accounts

The capital stock of FEMSA is comprised of 2,161,177,770 BD units and 1,417,048,500 B units. As of December 31, 2019 and 2018, the common stock of FEMSA was comprised of 17,891,131,350 common shares, without par value and with no foreign ownership restrictions. Fixed capital stock amounts to Ps. 300 (nominal value) and the variable capital may not exceed 10 times the minimum fixed capital stock amount.

The characteristics of the common shares are as follows:

- Series “B” shares, with unlimited voting rights, which at all times must represent a minimum of 51% of total capital stock;
- Series “L” shares, with limited voting rights, which may represent up to 25% of total capital stock; and
- Series “D” shares, with limited voting rights, which individually or jointly with series “L” shares may represent up to 49% of total capital stock.

The Series “D” shares are comprised as follows:

- Subseries “D-L” shares may represent up to 25% of the series “D” shares;
- Subseries “D-B” shares may comprise the remainder of outstanding series “D” shares; and
- The non-cumulative premium dividend to be paid to series “D” shareholders will be 125% of any dividend paid to series “B” shareholders.

The Series “B” and “D” shares are linked together in related units as follows:

- “B units” each of which represents five series “B” shares, and which are traded on the BMV; and
- “BD units” each of which represents one series “B” share, two subseries “D-B” shares and two subseries “D-L” shares, and which are traded both on the BMV and the NYSE.

As of December 31, 2019 and 2018, FEMSA’s capital stock is comprised as follows:

| | “B” Units | “BD” Units | Total |
|---------------------|----------------------|-----------------------|-----------------------|
| Units | 1,417,048,500 | 2,161,177,770 | 3,578,226,270 |
| Shares: | | | |
| Series “B” | 7,085,242,500 | 2,161,177,770 | 9,246,420,270 |
| Series “D” | — | 8,644,711,080 | 8,644,711,080 |
| Subseries “D-B” | — | 4,322,355,540 | 4,322,355,540 |
| Subseries “D-L” | — | 4,322,355,540 | 4,322,355,540 |
| Total shares | 7,085,242,500 | 10,805,888,850 | 17,891,131,350 |

The net income of the Company is subject to the legal requirement that 5% thereof be transferred to a legal reserve until such reserve equals 20% of common stock at nominal value. This reserve may not be distributed to shareholders during the existence of the Company, except as a stock dividend. As of December 31, 2019 and 2018, this reserve amounted to Ps. 596.

Retained earnings and other reserves distributed as dividends, as well as the effects derived from capital reductions, are subject to income tax at the rate in effect at the date of distribution, except when capital reductions come from restated shareholder contributions (“CUCA”) and when the distributions of dividends come from net taxable income, denominated Cuenta de Utilidad Fiscal Neta (“CUFIN”).

Dividends paid in excess of CUFIN are subject to income tax at a grossed-up rate based on the current statutory rate. Since 2003, this tax may be credited against the income tax of the year in which the dividends are paid, and in the following two years against the income tax and estimated tax payments. A new Income Tax Law (“LISR”) went into effect on January 1, 2014; such law no longer includes the tax consolidation regime which allowed calculating the CUFIN on a consolidated basis; therefore, beginning in 2014, distributed dividends must be taken from the individual CUFIN balance of FEMSA, which can be increased with the subsidiary companies’ individual CUFINES through the transfers of dividends. The sum of the individual CUFIN balances of FEMSA and its subsidiaries as of December 31, 2019 amounted to Ps. 225,589. Dividends distributed to its stockholders who are individuals and foreign residents must withhold 10% for LISR purposes, which will be paid in Mexico.

The foregoing will not be applicable when distributed dividends arise from the accumulated CUFIN balances as December 31, 2013.

At an ordinary shareholders' meeting of FEMSA held on March 16, 2017, the shareholders approved a dividend of Ps. 8,636 that was paid 50% on May 5, 2017 and other 50% on November 3, 2017; and a reserve for share repurchase of a maximum of Ps. 7,000. As of December 31, 2017, the Company has not repurchased shares. Treasury shares resulted from share-based payment bonus plan are disclosed in Note 18.

At an ordinary shareholders' meeting of Coca-Cola FEMSA held on March 16, 2017, the shareholders approved a dividend of Ps. 6,991 that was paid 50% on May 3, 2017 and other 50% on November 1, 2017. The corresponding payment to the non-controlling interest was Ps. 3,622.

At an ordinary shareholders' meeting of FEMSA held on March 16, 2018, the shareholders approved a dividend of Ps. 9,220 that was paid 50% on May 4, 2018 and other 50% on November 6, 2018; and a reserve for share repurchase of a maximum of Ps. 7,000. As of December 31, 2018, the Company has not repurchased shares. Treasury shares resulted from share-based payment bonus plan are disclosed in Note 18.

At an ordinary shareholders' meeting of Coca-Cola FEMSA held on March 9, 2018, the shareholders approved a dividend of Ps. 7,038 that was paid 50% on May 3, 2018 and other 50% on November 1, 2018. The corresponding payment to the non-controlling interest was Ps. 3,713.

At an ordinary shareholders' meeting of FEMSA held on March 22, 2019, the shareholders approved a dividend of Ps. 9,692 that was paid 50% on May 7, 2019 and other 50% on November 5, 2019; and a reserve for share repurchase of a maximum of Ps. 7,000. As of December 31, 2019, the Company has not repurchased shares. Treasury shares resulted from share-based payment bonus plan are disclosed in Note 18.

At an ordinary shareholders' meeting of Coca-Cola FEMSA held on March 14, 2019, the shareholders approved a dividend of Ps. 7,437 that was paid 50% on May 3, 2019 and other 50% on November 1, 2019. The corresponding payment to the non-controlling interest was Ps. 3,925.

For the years ended December 31, 2019, 2018 and 2017 the dividends declared and paid by the Company and Coca-Cola FEMSA were as follows:

| | 2019 | 2018 | 2017 |
|------------------------------------|------------------|-----------|-----------|
| FEMSA | Ps. 9,692 | Ps. 9,220 | Ps. 8,636 |
| Coca-Cola FEMSA (100% of dividend) | 7,437 | 7,038 | 6,991 |

For the years ended December 31, 2019 and 2018 the dividends declared and paid per share by the Company are as follows:

| Series of Shares | 2019 | 2018 |
|------------------|--------------------|-------------|
| "B" | Ps. 0.48333 | Ps. 0.45980 |
| "D" | 0.60417 | 0.57480 |

23.2 Capital management

The Company manages its capital to ensure that its subsidiaries will be able to continue as going concerns while maximizing the return to shareholders through the optimization of its debt and equity balance in order to obtain the lowest cost of capital available. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended December 31, 2019 and 2018.

The Company is not subject to any externally imposed capital requirements, other than the legal reserve (see Note 23.1) and debt covenants (see Note 19).

The Company's Finance, Planning and the Corporate Practices Committees reviews the capital structure of the Company on a quarterly basis. As part of this review, the committee considers the cost of capital and the risks associated with each class of capital. In conjunction with this objective, the Company seeks to maintain the highest credit rating both national and international, currently rated AAA and A- respectively, which requires it to have a debt to earnings before interest, taxes, depreciation and amortization ("EBITDA") ratio lower than 1.5. As a result, prior to entering into new business ventures, acquisitions or divestures, management evaluates the optimal ratio of debt to EBITDA in order to maintain its credit rating.

Note 24. Earnings per Share

Basic earnings per share amounts are calculated by dividing consolidated net income for the year attributable to controlling interest by the weighted average number of shares outstanding during the period adjusted for the weighted average of own shares purchased in the period.

Diluted earnings per share amounts are calculated by dividing consolidated net income for the year attributable to controlling interest by the weighted average number of shares outstanding during the period adjusted for the effects of dilutive potential shares (originated by the Company's share-based payment program).

| | 2019 | | 2018 | | 2017 | |
|---|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| | Per Series "B" Shares | Per Series "D" Shares | Per Series "B" Shares | Per Series "D" Shares | Per Series "B" Shares | Per Series "D" Shares |
| (in millions of shares) | | | | | | |
| Weighted average number of shares for basic earnings per share | 9,244.16 | 8,635.65 | 9,243.81 | 8,634.26 | 9,243.14 | 8,631.57 |
| Effect of dilution associated with non-vested shares for share based payment plans | 2.26 | 9.06 | 2.61 | 10.45 | 3.29 | 13.14 |
| Weighted average number of shares adjusted for the effect of dilution (Shares outstanding) | 9,246.42 | 8,644.71 | 9,246.42 | 8,644.71 | 9,246.42 | 8,644.71 |
| Dividend rights per series (see Note 23.1) | 100% | 125% | 100% | 125% | 100% | 125% |
| Weighted average number of shares further adjusted to reflect dividend rights | 9,246.42 | 10,805.89 | 9,246.42 | 10,805.89 | 9,246.42 | 10,805.89 |
| Basic earnings per share from continuing operations | 1.03 | 1.29 | 1.13 | 1.41 | 2.04 | 2.55 |
| Basic earnings per share from discontinued operations | — | — | 0.07 | 0.09 | 0.08 | 0.10 |
| Diluted earnings per share from continuing operations | 1.03 | 1.29 | 1.13 | 1.41 | 2.04 | 2.55 |
| Diluted earnings per share from discontinued operations | — | — | 0.07 | 0.09 | 0.08 | 0.10 |
| Allocation of earnings, weighted | 46.11% | 53.89% | 46.11% | 53.89% | 46.11% | 53.89% |
| Net controlling interest income allocated from continuing operations | Ps. 9,545 | Ps. 11,154 | Ps. 10,403 | Ps. 12,157 | Ps. 18,842 | Ps. 22,021 |
| Net controlling interest income allocated from discontinued operations | Ps. — | Ps. — | Ps. 660 | Ps. 770 | Ps. 713 | Ps. 832 |

Note 25. Taxes

25.1 Recoverable taxes

Recoverable taxes are mainly integrated by higher provisional payments of income tax during 2019 in comparison to prior year, which will be compensated in future years. The operations in Guatemala, Panama, Nicaragua and Colombia are subject to a minimum tax. In Guatemala and Colombia this tax is recoverable under certain circumstances only. Guatemala tax basis is determined considering the highest between total assets and net income; in Colombia tax basis is equity.

25.1.1 Exclusion of the State VAT (ICMS) on the federal sale taxes (PIS / COFINS) calculate basis

On March 15, 2017 the Brazilian Federal Supreme Court (STF) ruled that the inclusion of the VAT (ICMS) on federal sales taxes (PIS and COFINS) taxable basis is unconstitutional. During 2019, our companies in Brazil obtained conclusive favorable motions over this exclusion of VAT (ICMS) over PIS / COFINS calculation. The net favorable effects of each case are to be recorded at the time all formalities and legal procedures are finalized and the asset become virtually certain. During 2019, it was concluded the administrative formalities for one of the motions and the recoverable taxes for this motion were recorded in the income statement.

As of December 31, 2019 and 2018 the amount of recoverable taxes in Brazil including PIS and COFINS is Ps. 4,223 and Ps. 2,361.

25.2 Tax Reform

On January 1, 2020, a new tax regime in Mexico will be effective regarding foreign transparent vehicles and changes were made to the preferential tax regime, as a result of such changes, the dividends from Heineken Group will be subject to a 30% income tax in Mexico when received.

Starting January 1, 2020, the excise tax increased from 5.0% to 7.0% to carbonated beverages added with sugar or any caloric sweetener. Drinkable foods based on dairy products, grains or cereals, nectars, fruit juices and vegetables with natural fruit concentrates are exempt from this tax.

In addition to the above, on October 30, 2019, Mexico approved a new Tax Reform, which will be effective on January 1, 2020.

The most relevant changes are: (i) Taxpayers will be limited to a net interest deduction equal to 30% of the entity's Adjusted Taxable Income (ATI). ATI will be determined similarly to EBITDA (earnings before interest, taxes, depreciation and amortization). A \$20,000,000 pesos (approximately USD 1M) exception applies for deductible interest at a Mexican group level. The non-deductible interests that exceed the limitation could be carried forward for the subsequent 10 tax years; (ii) The reform modifies the excise tax (IEPS) of 1.17 pesos to 1.2616 per liter on the production, sale and import of beverages with added sugar and HFCS (High-fructose corn syrup) for flavored beverages and starting January 1, 2021, this tax will be subject to an annual increase based on the inflation of the previous year; (iii) The excise tax of 25% on energized beverages will be applicable whenever the beverages include a mixture of caffeine with any other stimulating effects substances; (iv) Federal Fiscal Code (FFC) was modified to attribute joint liability to partners, shareholders, directors, managers or any other responsible of the management of the business; (v) added a disclosure obligation of certain reportable transactions to tax authorities; and (vi) increased the tax authorities' discretion to limit tax benefits or attributes in situations where authorities understand there is a lack of business reason and no economic benefit obtained, other than the tax benefit.

On January 1, 2019, the Mexican government eliminated the right to offset any tax credit against any payable tax (general offset or *compensación universal*). As of such date, the right to offset any tax credit will be against taxes of the same nature and payable by the same person (not being able to offset tax credits against taxes payable by third parties). Additionally, by Executive Decree, certain tax benefits related to the value-added tax and income tax were provided to businesses located in the northern border of Mexico. Due to the territories where we operate, this last provision is not applicable to our business.

On January 1, 2019, a new tax reform became effective in Colombia. This reform reduced the income tax rate from 33.0% to 32.0% for 2020, to 31.0% for 2021 and to 30.0% for 2022. The minimum assumed income tax (*renta presuntiva sobre el patrimonio*) was also reduced from 3.5% to 1.5% for 2019 and 2020, and to null for 2021. In addition, the capitalization ratio was adjusted from 3:1 to 2:1 for operations with related parties only. As mentioned above, as of January 1, 2019, the value-added tax will be calculated at each sale instead of applied only to the first sale (being able to transfer the value-added tax throughout the entire supply chain). For the companies located in the free trade zone, the value-added tax will be calculated based on the cost of production instead of the cost of the imported raw materials (therefore, we will be able to credit the value added-tax on goods and services against the value added-tax on the sales price of our products). The municipality sales tax will be 50.0% credited against payable income tax for 2019 and 100.0% credited for 2020. Finally, the value-added tax paid on acquired fixed assets will be credited against income tax or the minimum assumed income tax.

The Tax Reform increases the dividend tax on distributions to foreign nonresidents entities and individuals from 5% to 7.5%. In addition, the tax reform establishes a 7.5% dividend tax on distributions between Colombian companies. The tax will be charged only on the first distribution of dividends between Colombian entities and may be credited against the dividend tax due once the ultimate Colombian company makes a distribution to its shareholders nonresident shareholders (individuals or entities) or to Colombian individual residents.

In October 2019, the Colombian Constitutional Court declared unconstitutional the tax reform of 2018 (Law 1943). On December 27, 2019, the Senate enacted a new tax reform through the Economic Growth Law, which became effective as of January 1, 2020. In general, the reform maintains the provisions introduced under Law 1943 with certain changes as follow: (i) reduction of the minimum assumed income tax rate (*renta presuntiva sobre el patrimonio*) from 1.5% to 0.5% for 2020 and maintained the 0% rate for year 2021 and onwards; (ii). reduction of dividends tax rate applicable to Colombian resident individuals from 15% to 10%; (iii) increasing of dividends tax rate applicable to foreign nonresidents (individuals and companies) from 7.5% to 10%; (iv) it postponed to 2022 the possibility of taxpayers to claim 100% of municipality sales tax as a credit against their income tax liability; and (v) gave more flexibility to recover VAT of imported goods from free trade zones.

On January 1, 2019 a tax reform became effective in Costa Rica. This reform will allow that tax on sales not only be applied to the first sale, but also to be applied and transferred for each sale; therefore, the tax credits on tax on sales will be recorded not only on goods related to production and on administrative services, but on a greater number of goods and services. Value-added tax on services provided within Costa Rica will be charged at tax rate of 13.0% if provided by local suppliers or withheld at the same rate if provided by foreigner suppliers. Although a territorial principle is still applicable in Costa Rica for operations abroad, a tax rate of 15.0% has been imposed on capital gains from the sale of assets located in Costa Rica. New income tax withholding rates were imposed on salaries and compensations of employees, at the rates of 25.0% and 20.0% (which will be applicable depending on the employee's salary), respectively. Finally, the thin capitalization rules were adjusted to provide that the interest expenses (generated with non-members of the financial system) that exceed 20.0% of the company's EBITDA will not be deductible for tax purposes.

On November 18, 2019, Panama's National Assembly voted through a national health program that included a tax on sugar-sweetened beverages. It imposed a 5.0% of excise tax (*Impuesto Selectivo al Consumo*) to non-carbonated beverages added with sugar or any caloric sweetener applicable since December 2019.

Since 2016, the Brazilian federal production and sales tax rates have been modified. However, the Supreme Court decided in early 2017 that the value-added tax will not be used as the basis for calculating the federal sales tax, which resulted in a reduction of the federal sales tax. Notwithstanding the above, the tax authorities appealed the Supreme Court's decision and are still waiting for a final resolution. For 2019, the federal production and sales taxes together resulted in an average of 16.3% tax over net sales.

In addition, the excise tax on concentrate in Brazil was reduced from 20.0% to 4.0% from September 1, 2018 to December 31, 2018. Temporarily the excise tax rate on concentrate increased from 4.0% to 12.0% from January 1, 2019 to June 30, 2019, then it will be reduced to 8.0% from July 1, 2019 to September 30, 2019, and increased to 10% from October 1, 2019 to December 31, 2019. On January 1st, 2020 the excise tax rate will be reduced back to 4.0%.

On January 1, 2018, a tax reform became effective in Argentina. This reform reduced the income tax rate from 35.0% to 30.0% for 2018 and 2019, and then to 25.0% for the following years. In addition, such reform imposed a new tax on dividends paid to non-resident stockholders and resident individuals at a rate of 7.0% for 2018 and 2019, and then to 13.0% for the following years.

However, on December 23, 2019, Argentina enacted a tax reform that became effective since January 2020, keeping the corporate income tax rate of 30% and the dividend withholding tax of 7% for two more years. Besides, beginning on 1 January 2020, taxpayers may deduct 100% of the negative or positive inflation adjustment the year in which the adjustment is calculated, instead of a six years period allocation.

In addition, this reform imposed a new tax applicable for 2020-2024 period, to purchases of foreign currency by Argentine residents to pay goods, services or obligations from abroad. The tax rate will be 30% and will apply to the amount of the taxable purchases. The tax will be withheld at the time of payment for the purchases.

For sales taxes in the province of Buenos Aires, the tax rate decreased from 1.75% to 1.5% in 2018; however, in the City of Buenos Aires, the tax rate increased from 1.0% to 2.0% in 2018, and will be reduced to 1.5% in 2019, 1.0% in 2020, 0.5% in 2021 and null in 2022.

On January 1, 2017, a general tax reform became effective in Colombia. This reform reduced the income tax rate from 35.0% to 34% for 2017 and then to 33% for the following years. In addition, this reform includes an extra income tax rate of 6.0% for 2017 and 4.0% for 2018, for entities located outside free trade zone. Regarding taxpayers located in free trade zone, the special income tax rate increase to from 15% to 20% for 2017. Additionally, the reform eliminated the temporary tax on net equity, the supplementary income tax (9.0 %) as contribution to social programs and the temporary contributions to social programs at a rate of 5.0%, 6.0%, 8.0% and 9.0% for the years 2015, 2016, 2017 and 2018, respectively.

During 2017, the Mexican government issued the Repatriation of Capital Decree which was valid from January 19 until October 19, 2017. Through this decree, a fiscal benefit was attributed to residents in Mexico by applying an income tax of 8% (instead of the statutory rate of 30% normally applicable) to the total amount of income returned to the country resulting from foreign investments held until December 2016.

Additionally, the Repatriation of Capital Decree sustains that the benefit will solely apply to income and investments returned to the country throughout the period of the decree. The resources repatriated must be invested during the fiscal year of 2017 and remain in national territory for a period of at least two years from the return date.

25.3 Income Tax

The major components of income tax expense for the years ended December 31, 2019, 2018 and 2017 are:

| | 2019 | 2018 | 2017 |
|---|-------------------|------------|------------|
| Current tax expense | Ps. 11,652 | Ps. 10,480 | Ps. 18,592 |
| Deferred tax expense (income): | | | |
| Origination and reversal of temporary differences | 127 | 491 | (7,546) |
| (Recognition) of tax losses, net | (1,201) | (927) | (823) |
| Change in the statutory rate | (102) | 125 | (10) |
| Total deferred tax income expense (benefit) | (1,176) | (311) | (8,379) |
| Total income taxes | Ps. 10,476 | Ps. 10,169 | Ps. 10,213 |

Recognized in Consolidated Statement of Other Comprehensive Income (“OCI”)

| | | | |
|--|--------------------|-------------|-------------|
| Income tax related to items charged or recognized directly in OCI during the period: | | | |
| | 2019 | 2018 | 2017 |
| Unrealized loss on cash flow hedges | Ps. (391) | Ps. (293) | Ps. (191) |
| Exchange differences on translation of foreign operations | (1,667) | (2,647) | 387 |
| Remeasurements of the net defined benefit liability | (371) | 287 | (154) |
| Share of the other comprehensive income of equity accounted investees | 288 | 989 | (1,465) |
| Total income tax benefit recognized in OCI | Ps. (2,141) | Ps. (1,664) | Ps. (1,423) |

A reconciliation between tax expense and income before income taxes and share of the profit or loss of associates and joint ventures accounted for using the equity method multiplied by the Mexican domestic tax rate for the years ended December 31, 2019, 2018 and 2017 is as follows:

| | | | |
|---|---------------|-------------|-------------|
| | 2019 | 2018 | 2017 |
| Mexican statutory income tax rate | 30.0% | 30.0% | 30.0% |
| Difference between book and tax inflationary values and translation effects | (2.2%) | (4.0%) | (5.7%) |
| Annual inflation tax adjustment | 0.2% | (1.2%) | 0.5% |
| Difference between statutory income tax rates | 0.9% | 1.8% | 1.2% |
| Repatriation of capital benefit decree | — | — | (22.6%) |
| Non-deductible expenses | 4.5% | 3.2% | 2.6% |
| Non-taxable income | (1.0%) | (0.5%) | — |
| Effect of changes in Argentina tax law | (0.3%) | (0.9%) | — |
| Income tax credits | — | — | (2.0%) |
| Venezuela deconsolidation effect | — | — | 28.6% |
| Others | 0.3% | 1.8% | (4.1%) |
| | 32.4% | 30.2% | 28.6% |

Deferred Income Tax Related to:

| | Consolidated Statement of Financial Position as of | | Consolidated Statement of Income | | |
|---|---|----------------------|-------------------------------------|--------|---------|
| | December 31, 2019 | December 31, 2018 | 2019 | 2018 | 2017 |
| Allowance for doubtful accounts | Ps. (437) | Ps. (416) | Ps. (43) | Ps. 93 | Ps. 16 |
| Inventories | 76 | 80 | (6) | (27) | (71) |
| Other current assets | 256 | 75 | 182 | (31) | 34 |
| Property, plant and equipment, net | (4,068) | (3,841) | (320) | (851) | (2,349) |
| Investments in equity accounted investees | (5,482) | (5,979) | 7 | 40 | (5,094) |
| Other assets | 137 | 212 | 59 | (82) | (155) |
| Finite useful lived intangible assets | (111) | 271 | (345) | 627 | 207 |
| Indefinite lived intangible assets | 10,788 | 10,331 | 1,220 | 758 | 968 |
| Post-employment and other long-term employee benefits | (1,067) | (1,058) | (2) | (148) | (77) |
| Derivative financial instruments | (9) | 21 | (31) | (63) | (171) |
| Provisions | (1,216) | (2,761) | 1,359 | 1,122 | (636) |
| Temporary non-deductible provision | (3,183) | (1,400) | (1,797) | (293) | (144) |
| Employee profit sharing payable | (430) | (403) | 8 | (27) | (11) |
| Tax loss carryforwards | (10,309) | (9,558) | (1,201) | (927) | (547) |

| | | | | | |
|---|-----------|-----------|-------------|-----------|-------------|
| Tax credits to recover ⁽²⁾ | (1,855) | (1,855) | (122) | (109) | (1,059) |
| Other comprehensive income ⁽¹⁾ | (596) | 229 | 29 | (54) | (224) |
| Exchange differences on translation of foreign operations in OCI | 3,959 | 5,202 | — | — | — |
| Other liabilities | 533 | 193 | (3) | (324) | 948 |
| Right of use from leases, net | (561) | — | (577) | — | — |
| Deferred tax income | | | Ps. (1,583) | Ps. (296) | Ps. (8,355) |
| Deferred tax income net recorded in share of the profit of equity accounted investees | | | 407 | (15) | (24) |
| Deferred tax income, net | | | Ps. (1,176) | Ps. (311) | Ps. (8,379) |
| Deferred income taxes, net | (13,575) | (10,657) | | | |
| Deferred tax asset | (20,521) | (16,543) | | | |
| Deferred tax liability | Ps. 6,946 | Ps. 5,886 | | | |

- (1) Deferred tax related to derivative financial instruments and remeasurements of the net defined benefit liability.
- (2) Correspond to income tax credits arising from dividends received from foreign subsidiaries to be recovered within the next ten years accordingly to the Mexican Income Tax law as well as effects of the exchange of foreign currencies with a related and non-related parties.

Deferred tax related to Accumulated Other Comprehensive Income (“AOCI”)

| | | |
|--|-----------|---------|
| Income tax related to items charged or recognized directly in AOCl as of the year: | 2019 | 2018 |
| Unrealized loss on derivative financial instruments | Ps. (36) | Ps. 361 |
| Remeasurements of the net defined benefit liability | (560) | (132) |
| Total deferred tax loss related to AOCl | Ps. (596) | Ps. 229 |

The changes in the balance of the net deferred income tax asset are as follows:

| | 2019 | 2018 | 2017 |
|---|--------------|--------------|-------------|
| Balance at the beginning of the period | Ps. (10,657) | Ps. (9,720) | Ps. (1,016) |
| Deferred tax provision for the period | (1,176) | (311) | (8,218) |
| Deferred tax income net recorded in share of the profit of equity accounted investees | (406) | 165 | (67) |
| Acquisition of subsidiaries | (382) | (316) | (367) |
| Effects in equity: | | | |
| Unrealized (gain) on cash flow hedges | (391) | (445) | (83) |
| Exchange differences on translation of foreign operations | (2,121) | (1,762) | (1,472) |
| Remeasurements of the net defined benefit liability | (204) | 543 | 131 |
| Retained earnings of equity accounted investees | 384 | 54 | (38) |
| Cash flow hedges in foreign investments | 425 | 310 | (540) |
| Restatement effect of the period and beginning balances associated with hyperinflationary economies | 953 | 438 | 1,689 |
| Disposal of subsidiaries | — | 387 | — |
| Deconsolidation of subsidiaries | — | — | 261 |
| Balance at the end of the period | Ps. (13,575) | Ps. (10,657) | Ps. (9,720) |

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities related to income taxes are levied by the same tax authority.

Tax Loss Carryforwards

The subsidiaries in Mexico, Colombia and Brazil have tax loss carryforwards. The tax losses carryforwards and corresponding years of expiration are as follows:

| <u>Year</u> | <u>Tax Loss Carryforwards</u> |
|-------------------------------------|-----------------------------------|
| 2020 | Ps. 825 |
| 2021 | 351 |
| 2022 | 221 |
| 2023 | 227 |
| 2024 | 610 |
| 2025 | 4,876 |
| 2026 | 4,706 |
| 2027 | 35 |
| 2028 | 2,247 |
| 2029 and thereafter | 3,984 |
| No expiration (Brazil and Colombia) | 14,454 |
| | <u>Ps. 32,536</u> |

The Company recorded certain goodwill balances due to acquisitions that are deductible for Brazilian income tax reporting purposes. The deduction of such goodwill amortization has resulted in the creation of NOLs in Brazil which NOLs have no expiration, but their usage is limited to 30% of Brazilian taxable income in any given year. As of December 31, 2019, the Company believes that it is more likely than not that it will ultimately recover such NOLs through the reversal of temporary differences and future taxable income. Accordingly the related deferred tax assets have been fully recognized.

Additionally as of December 31, 2019 and 2018, Coca-Cola FEMSA has unused tax losses in Colombia for an amount of Ps. 2 and Ps. 2, respectively.

The changes in the balance of tax loss carryforwards are as follows:

| | <u>2019</u> | <u>2018</u> |
|--|--------------------------|-------------------|
| Balance at beginning of the period | Ps. 29,941 | Ps. 29,487 |
| Derecognized | (377) | (306) |
| Additions | 7,194 | 4,124 |
| Usage of tax losses | (2,947) | (1,385) |
| Translation effect of beginning balances | (1,275) | (1,979) |
| Balance at end of the period | <u>Ps. 32,536</u> | <u>Ps. 29,941</u> |

There were no withholding taxes associated with the payment of dividends in either 2019, 2018 or 2017 by the Company to its shareholders.

The Company has determined that undistributed profits of its subsidiaries will not be distributed in the foreseeable future. As of December 31, 2019, 2018 and 2017, the temporary differences associated with investments in subsidiaries, associates and joint ventures, for which a deferred tax liability has not been recognized aggregate to Ps. 49,255, Ps. 45,305 and Ps. 41,915, respectively.

Note 26. Other Liabilities, Provisions, Contingencies and Commitments*26.1 Other current financial liabilities*

| | December 31, 2019 | December 31, 2018 |
|--|----------------------|----------------------|
| Sundry creditors | Ps. 11,509 | Ps. 8,489 |
| Derivative financial instruments (see Note 21) | 848 | 384 |
| Other notes payable ⁽¹⁾ | 11,294 | — |
| Others | 4 | 20 |
| Total | Ps. 23,655 | Ps. 8,893 |

⁽¹⁾ Related to Socofar's put option exercised on December 13, 2019.

26.2 Provisions and other non-current liabilities

| | December 31, 2019 | December 31, 2018 |
|---------------|----------------------|----------------------|
| Contingencies | Ps. 8,854 | Ps. 9,928 |
| Payable taxes | 710 | 873 |
| Others | 879 | 767 |
| Total | Ps. 10,443 | Ps. 11,568 |

26.3 Other financial liabilities

| | December 31, 2019 | December 31, 2018 |
|--|----------------------|----------------------|
| Derivative financial instruments (see Note 21) | Ps. 1,672 | Ps. 1,262 |
| Security deposits | 809 | 970 |
| Total | Ps. 2,481 | Ps. 2,232 |

26.4 Provisions recorded in the consolidated statement of financial position

The Company has various loss contingencies and has recorded reserves as other liabilities for those legal proceedings for which it believes an unfavorable resolution is probable. Most of these contingencies are the result of the Company's business acquisitions. The following table presents the nature and amount of the contingencies recorded as of December 31, 2019 and 2018:

| | December 31, 2019 | December 31, 2018 |
|----------------|----------------------|----------------------|
| Indirect taxes | Ps. 5,062 | Ps. 5,421 |
| Labor | 2,455 | 2,601 |
| Legal | 1,337 | 1,906 |
| Total | Ps. 8,854 | Ps. 9,928 |

26.5 Changes in the balance of provisions recorded

26.5.1 Indirect taxes

| | December 31, 2019 | December 31, 2018 | December 31, 2017 |
|--|----------------------|----------------------|----------------------|
| Balance at beginning of the period | Ps. 5,421 | Ps. 6,836 | Ps. 11,065 |
| Penalties and other charges | 1 | 123 | 362 |
| New contingencies | 486 | 178 | 91 |
| Contingencies added in business combination | — | 104 | 861 |
| Cancellation and expiration | (247) | 106 | (796) |
| Payments | (174) | (112) | (947) |
| Brazil amnesty adoption | — | — | (3,321) |
| Effects of changes in foreign exchange rates | (425) | (951) | (479) |
| Effects due to derecognition of Philippines | — | (863) | — |
| Balance at end of the period | <u>Ps. 5,062</u> | <u>Ps. 5,421</u> | <u>Ps. 6,836</u> |

26.5.2 Labor

| | December 31, 2019 | December 31, 2018 | December 31, 2017 |
|--|----------------------|----------------------|----------------------|
| Balance at beginning of the period | Ps. 2,601 | Ps. 2,723 | Ps. 2,578 |
| Penalties and other charges | 293 | 310 | 56 |
| New contingencies | 521 | 330 | 283 |
| Contingencies added in business combination | 44 | 289 | — |
| Cancellation and expiration | (283) | (133) | (32) |
| Payments | (500) | (193) | (92) |
| Effects of changes in foreign exchange rates | (221) | (725) | (69) |
| Venezuela deconsolidation effect | — | — | (1) |
| Balance at end of the period | <u>Ps. 2,455</u> | <u>Ps. 2,601</u> | <u>Ps. 2,723</u> |

26.5.3 Legal

| | December 31, 2019 | December 31, 2018 | December 31, 2017 |
|--|----------------------|----------------------|----------------------|
| Balance at beginning of the period | Ps. 1,906 | Ps. 3,296 | Ps. 2,785 |
| Penalties and other charges | 94 | 86 | 121 |
| New contingencies | 213 | 72 | 186 |
| Contingencies added in business combination | 77 | 67 | 783 |
| Cancellation and expiration | (542) | (146) | (16) |
| Payments | (318) | (251) | (417) |
| Brazil amnesty adoption | — | — | 7 |
| Effects of changes in foreign exchange rates | (93) | (335) | (151) |
| Venezuela deconsolidation effect | — | — | (2) |
| Effects due to derecognition of Philippines | — | (883) | — |
| Balance at end of the period | <u>Ps. 1,337</u> | <u>Ps. 1,906</u> | <u>Ps. 3,296</u> |

While provision for all claims has already been made, the actual outcome of the disputes and the timing of the resolution cannot be estimated by the Company at this time.

26.6 Unsettled lawsuits

The Company has entered into several proceedings with its labor unions, tax authorities and other parties that primarily involve Coca-Cola FEMSA and its subsidiaries. These proceedings have resulted in the ordinary course of business and are common to the industry in which the Company operates. The aggregate amount being claimed against the Company resulting from such proceedings as of December 31, 2019 is Ps. 81,683. Such contingencies were classified by legal counsel as less than probable but more than remote of being settled against the Company. However, the Company believes that the ultimate resolution of such several proceedings will not have a material effect on its consolidated financial position or result of operations.

Included in this amount Coca-Cola FEMSA has tax contingencies, most of which are related to its Brazilian operations, with loss expectations assessed by management and supported by the analysis of legal counsel considered as possible. The main possible contingencies of Brazilian operations amount to approximately Ps. 53,937. This refers to various tax disputes related primarily to: (i) Ps. 10,378 of credits for ICMS (“VAT”); (ii) Ps. 34,102 related to tax credits of “IPI” over raw materials acquired from Free Trade Zone Manaus; (iii) claims of Ps. 6,274 related to compensation of federal taxes not approved by the IRS (Tax authorities) and (iv) Ps. 3,183 related to the requirement by the Tax Authorities of State of São Paulo for ICMS (“VAT”), interest and penalty due to the alleged underpayment of tax arrears for the period 1994-1996. Coca-Cola FEMSA is defending its position in these matters and final decision is pending in court.

In recent years in its Mexican and Brazilian territories, Coca-Cola FEMSA has been requested to present certain information regarding possible monopolistic practices. These requests are commonly generated in the ordinary course of business in the soft drink industry where this subsidiaries operates. The Company does not expect any material liability to arise from these contingencies.

26.7 Collateralized contingencies

As is customary in Brazil, Coca-Cola FEMSA has been required by the tax authorities there to collateralize tax contingencies currently in litigation amounting to Ps. 10,471, Ps. 7,739 and Ps. 9,433 as of December 31, 2019, 2018 and 2017, respectively, by pledging fixed assets and entering into available lines of credit covering the contingencies, see Note 14. Also, as disclosed in Note 9.2, there is some restricted cash in Brazil related to current deposits in order to fulfill the collateral requirements for accounts payable.

26.8 Commitments

The Company has firm commitments for the purchase of property, plant and equipment of Ps. 556 as of December 31, 2019.

Note 27. Information by Segment

The information by segment is presented considering the Company’s business units (as defined in Note 1) based on its products and services, which is consistent with the internal reporting presented to the Chief Operating Decision Maker. A segment is a component of the Company that engages in business activities from which it earns revenues, and incurs the related costs and expenses, including revenues, costs and expenses that relate to transactions with any of Company’s other components. All segments’ operating results are reviewed regularly by the Chief Operating Decision Maker, which makes decisions about the resources that would be allocated to the segment and to assess its performance, and for which financial information is available.

In 2018, FEMSA made a change to the disclosure related to the businesses segments formerly named as FEMSA Comercio’s “Retail Division” by removing those operations that are not directly related to Proximity store business, including restaurant and discount retail units, from this segment. The business segment is now named the FEMSA Comercio – “Proximity Division” and will only include Proximity and Proximity-related operations, most of which operate today under the OXXO brand across markets. The removed operations are included in “Other.” The financial information by operating segment reported below for the year ended December 31, 2017 has been restated in order to give effect to business units’ reorganization described above.

Inter-segment transfers or transactions are entered into and presented under accounting policies of each segment, which are the same to those applied by the Company. Intercompany operations are eliminated and presented within the consolidation adjustment column included in the tables below.

a) By Business Unit:

| 2019 | Coca-Cola FEMSA | FEMSA Comercio – Proximity Division | FEMSA Comercio – Health Division | FEMSA Comercio – Fuel Division | Heineken Investment | Other ⁽¹⁾ | Consolidation Adjustments | Consolidated |
|--|----------------------------|--|---|---|--------------------------------|-----------------------------|--------------------------------------|---------------------|
| Total revenues | Ps. 194,471 | Ps. 184,810 | Ps. 58,922 | Ps. 47,852 | Ps. — | Ps. 41,788 | Ps. (21,132) | Ps. 506,711 |
| Intercompany revenue | 5,688 | 325 | — | 11 | — | 15,108 | (21,132) | — |
| Gross profit | 87,507 | 75,099 | 17,645 | 4,775 | — | 11,551 | (5,096) | 191,481 |
| Administrative expenses | — | — | — | — | — | — | — | 19,930 |
| Selling expenses | — | — | — | — | — | — | — | 121,871 |
| Other income | — | — | — | — | — | — | — | 1,013 |
| Other expenses | — | — | — | — | — | — | — | 4,905 |
| Interest expense | 6,904 | 5,733 | 1,226 | 1,175 | 1 | 2,303 | (3,209) | 14,133 |
| Interest income | 1,230 | 338 | 10 | 114 | 23 | 4,563 | (3,110) | 3,168 |
| Other net finance loss ⁽³⁾ | — | — | — | — | — | — | — | (2,527) |
| Income before income taxes and share of the profit of equity accounted investees | 18,409 | 11,458 | 1,487 | 124 | 10 | 449 | 359 | 32,296 |
| Income taxes | 5,648 | 923 | 556 | 49 | (491) | 3,791 | — | 10,476 |
| Share of the profit of equity accounted investees, net of tax | (131) | 9 | — | — | 6,428 | (78) | — | 6,228 |
| Net income from continuing operations | — | — | — | — | — | — | — | 28,048 |
| Net income from discontinued operations | — | — | — | — | — | — | — | — |
| Consolidated net income | — | — | — | — | — | — | — | 28,048 |
| Depreciation and amortization ⁽²⁾ | 10,642 | 9,604 | 3,112 | 855 | — | 1,708 | (112) | 25,810 |
| Non-cash items other than depreciation and amortization | 1,083 | 529 | 23 | 105 | — | 755 | — | 2,495 |
| Investments in equity accounted investees | 9,751 | 3,719 | — | — | 83,789 | 211 | — | 97,470 |
| Total assets | 257,841 | 117,229 | 54,366 | 17,701 | 86,639 | 158,746 | (54,981) | 637,541 |
| Total liabilities | 128,154 | 98,468 | 53,468 | 16,754 | 3,151 | 66,812 | (55,017) | 311,790 |
| Investments in fixed assets ⁽⁴⁾ | 11,465 | 10,374 | 1,529 | 706 | — | 1,685 | (180) | 25,579 |

(1) Includes other companies and corporate (see Note 1).

(2) Includes bottle breakage.

(3) Includes foreign exchange loss, net; gain on monetary position for subsidiaries in hyperinflationary economies; and market value loss on financial instruments.

(4) Includes acquisitions and disposals of property, plant and equipment, intangible assets and other long-lived assets.

| 2018 | Coca-Cola FEMSA | FEMSA Comercio – Proximity Division | FEMSA Comercio – Health Division | FEMSA Comercio – Fuel Division | Heineken Investment | Other ⁽¹⁾ | Consolidation Adjustments | Consolidated |
|-------------------------|----------------------------|--|---|---|--------------------------------|-----------------------------|--------------------------------------|---------------------|
| Total revenues | Ps. 182,342 | Ps. 167,458 | Ps. 51,739 | Ps. 46,936 | Ps. — | Ps. 42,293 | Ps. (21,024) | Ps. 469,744 |
| Intercompany revenue | 5,160 | 290 | — | — | — | 15,574 | (21,024) | — |
| Gross profit | 83,938 | 65,529 | 15,865 | 4,231 | — | 10,233 | (4,626) | 175,170 |
| Administrative expenses | — | — | — | — | — | — | — | 17,313 |
| Selling expenses | — | — | — | — | — | — | — | 114,573 |
| Other income | — | — | — | — | — | — | — | 673 |
| Other expenses | — | — | — | — | — | — | — | 2,947 |

| | | | | | | | | |
|--|---------|--------|--------|-------|--------|---------|----------|---------|
| Interest expense | 7,568 | 1,806 | 678 | 211 | 1 | 2,057 | (2,496) | 9,825 |
| Interest income | 1,004 | 372 | 14 | 159 | 22 | 3,757 | (2,496) | 2,832 |
| Other net finance income ⁽³⁾ | — | — | — | — | — | — | — | (387) |
| Income before income taxes and share of the profit of equity accounted investees | 17,190 | 13,335 | 1,438 | 407 | 11 | 1,219 | 30 | 33,630 |
| Income taxes | 5,260 | 1,124 | 652 | 123 | 4 | 3,006 | — | 10,169 |
| Share of the profit of equity accounted investees, net of tax | (226) | (17) | — | — | 6,478 | 17 | — | 6,252 |
| Net income from continuing operations | — | — | — | — | — | — | — | 29,713 |
| Net income from discontinued operations | — | — | — | — | — | — | — | 3,366 |
| Consolidated net income | — | — | — | — | — | — | — | 33,079 |
| Depreciation and amortization ⁽²⁾ | 10,028 | 4,971 | 983 | 152 | — | 1,103 | — | 17,237 |
| Non-cash items other than depreciation and amortization | 755 | 367 | 22 | 11 | — | 490 | — | 1,645 |
| Investments in equity accounted investees | 10,518 | 84 | — | — | 83,461 | 252 | — | 94,315 |
| Total assets | 263,787 | 75,146 | 35,881 | 7,015 | 86,340 | 150,674 | (42,462) | 576,381 |
| Total liabilities | 132,037 | 56,468 | 23,357 | 6,142 | 4,054 | 61,340 | (42,559) | 240,839 |
| Investments in fixed assets ⁽⁴⁾ | 11,069 | 9,441 | 1,162 | 520 | — | 2,391 | (317) | 24,266 |

(1) Includes other companies and corporate (see Note 1).

(2) Includes bottle breakage.

(3) Includes foreign exchange loss, net; gain on monetary position for subsidiaries in hyperinflationary economies; and market value loss on financial instruments.

(4) Includes acquisitions and disposals of property, plant and equipment, intangible assets and other long-lived assets.

| 2017 (Revised) ⁽⁵⁾ | Coca-Cola FEMSA | FEMSA Comercio – Proximity Division | FEMSA Comercio – Health Division | FEMSA Comercio – Fuel Division | Heineken Investment | Other ⁽¹⁾ | Consolidation Adjustments | Consolidated |
|--|--------------------|--|---|---|------------------------|----------------------|------------------------------|--------------|
| Total revenues | Ps. 183,256 | Ps. 149,833 | Ps. 47,421 | Ps. 38,388 | Ps. — | Ps. 39,732 | Ps. (18,698) | Ps. 439,932 |
| Intercompany revenue | 4,679 | 202 | — | — | — | 13,817 | (18,698) | — |
| Gross profit | 83,508 | 56,127 | 14,213 | 2,767 | — | 9,307 | (3,832) | 162,090 |
| Administrative expenses | — | — | — | — | — | — | — | 15,222 |
| Selling expenses | — | — | — | — | — | — | — | 105,880 |
| Other income | — | — | — | — | — | — | — | 31,951 |
| Other expenses | — | — | — | — | — | — | — | 33,866 |
| Interest expense | 8,778 | 1,313 | 685 | 156 | — | 2,372 | (2,212) | 11,092 |
| Interest income | 791 | 306 | 23 | 47 | 23 | 2,492 | (2,212) | 1,470 |
| Other net finance expenses ⁽³⁾ | — | — | — | — | — | — | — | 6,320 |
| Income before income taxes and share of the profit of equity accounted investees | (11,255) | 11,723 | 956 | 146 | 30,000 | 4,265 | (64) | 35,771 |

| | | | | | | | | |
|---|---------|--------|--------|-------|---------|---------|----------|---------|
| Income taxes | 4,184 | 762 | 434 | 23 | (5,132) | 9,942 | — | 10,213 |
| Share of the profit of equity accounted investees, net of tax | 60 | 5 | — | — | 7,847 | 11 | — | 7,923 |
| Net income from continuing operations | — | — | — | — | — | — | — | 33,480 |
| Net income from discontinued operations | — | — | — | — | — | — | — | 3,726 |
| Consolidated net income | — | — | — | — | — | — | — | 37,206 |
| Depreciation and amortization ⁽²⁾ | 9,632 | 4,144 | 942 | 118 | — | 804 | — | 15,640 |
| Non-cash items other than depreciation and amortization | 1,663 | 285 | 31 | 18 | — | 267 | — | 2,264 |
| Investments in equity accounted investees | 11,501 | 642 | — | — | 83,720 | 234 | — | 96,097 |
| Total assets | 285,677 | 64,717 | 38,496 | 4,678 | 76,555 | 154,930 | (36,512) | 588,541 |
| Total liabilities | 144,967 | 49,101 | 25,885 | 4,091 | 1,343 | 62,754 | (36,512) | 251,629 |
| Investments in fixed assets ⁽⁴⁾ | 12,917 | 8,396 | 774 | 291 | — | 1,479 | (371) | 23,486 |

- (1) Includes other companies and corporate (see Note 1).
(2) Includes bottle breakage.
(3) Includes foreign exchange gain, net; gain on monetary position for subsidiaries in hyperinflationary economies; and market value loss on financial instruments.
(4) Includes acquisitions and disposals of property, plant and equipment, intangible assets and other long-lived assets.
(5) Disclosure has been revised for the restructuring of FEMSA Comercio – Proximity Division and for 2017 the discontinued Philippines operations of Coca-Cola FEMSA Philippines. The assets (Ps. 28,272) and liabilities (Ps. 9,945) for the discontinued operation for 2017 of Philippines segment are included in Mexico and Central America.

b) By Geographic Area:

The Company aggregates geographic areas into the following for the purposes of its consolidated financial statements: (i) Mexico and Central America division (comprising the following countries: Mexico, Guatemala, Nicaragua, Costa Rica and Panama) and (ii) the South America division (comprising the following countries: Brazil, Argentina, Colombia, Chile, Ecuador, Peru and Uruguay). (iii) Europe (comprised of the Company's equity method investment in Heineken Group). For further information related with aggregates geographic areas see Note 28.2 Disaggregation of revenue.

Geographic disclosure for the Company non-current assets is as follow:

| | 2019 | 2018 |
|---|--------------------|-------------|
| Mexico and Central America ⁽¹⁾ | Ps. 244,199 | Ps. 195,310 |
| South America ⁽²⁾ | 136,480 | 120,003 |
| Europe | 83,789 | 83,461 |
| Consolidated | Ps. 464,468 | Ps. 398,774 |

- (1) Domestic (Mexico only) non-current assets were Ps. 236,915 and Ps. 185,857, as of December 31, 2019, and December 31, 2018, respectively.
(2) South America non-current assets includes Brazil, Argentina, Colombia, Chile and Uruguay. Brazilian non-current assets were Ps. 79,710 and Ps. 76,869, as of December 31, 2019 and December 31, 2018, respectively. Colombia non-current assets were Ps. 16,463 and Ps. 16,664, as of December 31, 2019 and December 31, 2018, respectively. Argentina non-current assets were Ps. 4,043 and Ps. 4,538, as of December 31, 2019 and December 31, 2018, respectively. Chile non-current assets were Ps. 31,487 and Ps. 16,787, as of December 31, 2019 and December 31, 2018, respectively. Uruguay non-current assets were Ps. 4,781 and Ps. 5,145, as of December 31, 2019 and December 31, 2018, respectively.

Note 28. Revenues

28.1 Nature of goods sold and services

The information sets below described the core activities of the business units from which the Company generates its revenues. According to the standard, the performance obligation for the Company's business units are satisfied in a point in time that the control of good and services are totally transferred to the customers. For detail information about business segments, see Note 27.

| Segment | Product or Service | Nature, timing to fulfill the performance obligation and significant payment terms |
|-------------------------------------|---|---|
| Coca-Cola FEMSA | Beverages sales | Includes the delivery of beverages to customers and wholesalers. The transaction prices are assigned to each product on sale based on its own sale price separately, net of promotions and discounts. The performance obligation is satisfied at the point in time the product on sale is delivered to the customer. |
| | Services revenues | Includes the rendering of manufacturing services, logistic and administrative services. The transaction prices are assigned to each product on sale based on its own sale price if sold separately. The performance obligation is satisfied at the point in time the product on sale is delivered to the customer. |
| FEMSA Comercio – Proximity Division | Products sales | Operates the largest chain of small-format stores in Mexico and Latin America including as some of its principal products as beers, cigarettes, sodas, other beverages and snacks. The performance obligation is satisfied at the time of the sale or at the moment the control of the product is transferred and the payment is made by the customer. |
| | Commercial revenues | Includes mainly the commercialization of spaces into within stores, and revenues related to promotions and financial services. The performance obligation is satisfied at the point in time the service is render to the customer. |
| FEMSA Comercio – Health Division | Product sales | The core products include patent and generic formulas of medicines, beauty products, medical supplements, housing and personnel care products. The performance obligation is satisfied at the point in time of the sale or at the moment the control of the product is transferred to the customer. |
| | Services revenues | Rendering of services adding value as financial institutions, medical consultation and some financial services. The performance obligation is satisfied at the point in time of the rendering or the control is transferred to the customer. |
| FEMSA Comercio – Fuel Division | Services revenues | The core products are sold in the retail service stations as fuels, diesel, motor oils and other car care products. The performance obligation is satisfied at the point in time on sale and/or the control is transferred to the customer. |
| Others | Integral logistic services | Rendering a wide range of logistic services and maintenance of vehicles to subsidiaries and customers. The operations are on a daily, monthly or based upon the customer request. The revenue is recognized progressively during the time the service is rendered in a period no greater than a month. |
| | Production and sale of commercial refrigeration, plastic solutions and sale of equipment for food processing. | Involves the production, commercialization of refrigerators including its delivery and installation and offering of integral maintenance services at the point of sale. Design, manufacturing and recycling of plastic products. In addition, it includes the sale of equipment for food processing, storage and weighing. The revenue recognition is performed at the time in which the corresponding installation is concluded. The recognition of other business lines is performed at the point of sale or in time the control of the product is transferred to the customer. |

28.2 Disaggregation of revenue

The information sets below described the disaggregation of revenue by geographic area, business unit and products and services categories in which the Company operates. The timing in which the revenues is recognized by the business units in the Company, is the point in the time in which control of goods and services is transferred in its entirety to the customer.

| | Coca-Cola FEMSA | | FEMSA Comercio – Proximity Division | | FEMSA Comercio – Health Division | | FEMSA Comercio – Fuel Division | | Other Segments | | Total | |
|---|-----------------|---------------------|-------------------------------------|---------------------|----------------------------------|---------------------|--------------------------------|---------------------|----------------|---------------------|------------|---------------------|
| | 2019 | 2018 ⁽¹⁾ | 2019 | 2018 ⁽¹⁾ | 2019 | 2018 ⁽¹⁾ | 2019 | 2018 ⁽¹⁾ | 2019 | 2018 ⁽¹⁾ | 2019 | 2018 ⁽¹⁾ |
| By geographic areas: | | | | | | | | | | | | |
| Central America ⁽²⁾ | | | | | | | | | | | | |
| South America ⁽³⁾ | 85,223 | 82,180 | 86,608 | 1,946 | 1,418 | 1,181 | 50,752 | 43,841 | 40,062 | — | — | — |
| Venezuela | — | — | 4,005 | — | — | — | — | — | — | — | — | — |
| Total revenues | 194,472 | 182,342 | 183,256 | 184,810 | 167,458 | 149,833 | 58,922 | 51,739 | 47,421 | 47,852 | 46,936 | 38,388 |
| Consolidation adjustments | 5,688 | 5,160 | 4,678 | 325 | 290 | 202 | — | — | — | — | — | — |
| Consolidated revenues | 188,784 | 177,182 | 178,578 | 184,485 | 167,168 | 149,632 | 58,922 | 51,739 | 47,421 | 47,841 | 46,936 | 38,388 |
| By products and/or services | | | | | | | | | | | | |
| Products sold in the point-of-sale | Ps. 194,472 | Ps. 182,342 | Ps. 183,256 | Ps. 184,810 | Ps. 167,458 | Ps. 149,834 | Ps. 58,922 | Ps. 51,739 | Ps. 47,421 | Ps. 47,852 | Ps. 46,936 | Ps. 38,388 |
| Services revenues | — | — | — | — | — | — | — | — | — | — | — | — |
| Consolidation adjustments | 5,688 | 5,160 | 4,678 | 325 | 290 | 202 | — | — | — | 11 | — | — |
| Consolidated revenues | 188,784 | 177,182 | 178,578 | 184,485 | 167,168 | 149,632 | 58,922 | 51,739 | 47,421 | 47,841 | 46,936 | 38,388 |
| Mexico and Central America ⁽²⁾ | | | | | | | | | | | | |
| South America ⁽³⁾ | Ps. 109,249 | Ps. 100,162 | Ps. 92,643 | Ps. 182,864 | Ps. 166,040 | Ps. 148,652 | Ps. 8,170 | Ps. 7,898 | Ps. 7,359 | Ps. 47,852 | Ps. 46,936 | Ps. 38,388 |
| Venezuela | — | — | 4,005 | — | — | — | 50,752 | 43,841 | 40,062 | — | — | — |
| Total revenues | 194,472 | 182,342 | 183,256 | 184,810 | 167,458 | 149,833 | 58,922 | 51,739 | 47,421 | 47,852 | 46,936 | 38,388 |
| Consolidation adjustments | 5,688 | 5,160 | 4,678 | 325 | 290 | 202 | — | — | — | 11 | — | — |
| Consolidated revenues | 188,784 | 177,182 | 178,578 | 184,485 | 167,168 | 149,632 | 58,922 | 51,739 | 47,421 | 47,841 | 46,936 | 38,388 |
| By geographic areas: | | | | | | | | | | | | |
| Central America ⁽²⁾ | | | | | | | | | | | | |
| South America ⁽³⁾ | 85,223 | 82,180 | 86,608 | 1,946 | 1,418 | 1,181 | 50,752 | 43,841 | 40,062 | — | — | — |
| Venezuela | — | — | 4,005 | — | — | — | — | — | — | — | — | — |
| Total revenues | 194,472 | 182,342 | 183,256 | 184,810 | 167,458 | 149,833 | 58,922 | 51,739 | 47,421 | 47,852 | 46,936 | 38,388 |
| Consolidation adjustments | 5,688 | 5,160 | 4,678 | 325 | 290 | 202 | — | — | — | 11 | — | — |
| Consolidated revenues | 188,784 | 177,182 | 178,578 | 184,485 | 167,168 | 149,632 | 58,922 | 51,739 | 47,421 | 47,841 | 46,936 | 38,388 |
| By products and/or services | | | | | | | | | | | | |
| Products sold in the point-of-sale | Ps. 194,472 | Ps. 182,342 | Ps. 183,256 | Ps. 184,810 | Ps. 167,458 | Ps. 149,834 | Ps. 58,922 | Ps. 51,739 | Ps. 47,421 | Ps. 47,852 | Ps. 46,936 | Ps. 38,388 |
| Services revenues | — | — | — | — | — | — | — | — | — | — | — | — |
| Consolidation adjustments | 5,688 | 5,160 | 4,678 | 325 | 290 | 202 | — | — | — | 11 | — | — |
| Consolidated revenues | 188,784 | 177,182 | 178,578 | 184,485 | 167,168 | 149,632 | 58,922 | 51,739 | 47,421 | 47,841 | 46,936 | 38,388 |
| Mexico and Central America ⁽²⁾ | | | | | | | | | | | | |
| South America ⁽³⁾ | Ps. 109,249 | Ps. 100,162 | Ps. 92,643 | Ps. 182,864 | Ps. 166,040 | Ps. 148,652 | Ps. 8,170 | Ps. 7,898 | Ps. 7,359 | Ps. 47,852 | Ps. 46,936 | Ps. 38,388 |
| Venezuela | — | — | 4,005 | — | — | — | 50,752 | 43,841 | 40,062 | — | — | — |
| Total revenues | 194,472 | 182,342 | 183,256 | 184,810 | 167,458 | 149,833 | 58,922 | 51,739 | 47,421 | 47,852 | 46,936 | 38,388 |
| Consolidation adjustments | 5,688 | 5,160 | 4,678 | 325 | 290 | 202 | — | — | — | 11 | — | — |
| Consolidated revenues | 188,784 | 177,182 | 178,578 | 184,485 | 167,168 | 149,632 | 58,922 | 51,739 | 47,421 | 47,841 | 46,936 | 38,388 |
| By geographic areas: | | | | | | | | | | | | |
| Central America ⁽²⁾ | | | | | | | | | | | | |
| South America ⁽³⁾ | 85,223 | 82,180 | 86,608 | 1,946 | 1,418 | 1,181 | 50,752 | 43,841 | 40,062 | — | — | — |
| Venezuela | — | — | 4,005 | — | — | — | — | — | — | — | — | — |
| Total revenues | 194,472 | 182,342 | 183,256 | 184,810 | 167,458 | 149,833 | 58,922 | 51,739 | 47,421 | 47,852 | 46,936 | 38,388 |
| Consolidation adjustments | 5,688 | 5,160 | 4,678 | 325 | 290 | 202 | — | — | — | 11 | — | — |
| Consolidated revenues | 188,784 | 177,182 | 178,578 | 184,485 | 167,168 | 149,632 | 58,922 | 51,739 | 47,421 | 47,841 | 46,936 | 38,388 |
| By products and/or services | | | | | | | | | | | | |
| Products sold in the point-of-sale | Ps. 194,472 | Ps. 182,342 | Ps. 183,256 | Ps. 184,810 | Ps. 167,458 | Ps. 149,834 | Ps. 58,922 | Ps. 51,739 | Ps. 47,421 | Ps. 47,852 | Ps. 46,936 | Ps. 38,388 |
| Services revenues | — | — | — | — | — | — | — | — | — | — | — | — |
| Consolidation adjustments | 5,688 | 5,160 | 4,678 | 325 | 290 | 202 | — | — | — | 11 | — | — |
| Consolidated revenues | 188,784 | 177,182 | 178,578 | 184,485 | 167,168 | 149,632 | 58,922 | 51,739 | 47,421 | 47,841 | 46,936 | 38,388 |
| Mexico and Central America ⁽²⁾ | | | | | | | | | | | | |
| South America ⁽³⁾ | Ps. 109,249 | Ps. 100,162 | Ps. 92,643 | Ps. 182,864 | Ps. 166,040 | Ps. 148,652 | Ps. 8,170 | Ps. 7,898 | Ps. 7,359 | Ps. 47,852 | Ps. 46,936 | Ps. 38,388 |
| Venezuela | — | — | 4,005 | — | — | — | 50,752 | 43,841 | 40,062 | — | — | — |
| Total revenues | 194,472 | 182,342 | 183,256 | 184,810 | 167,458 | 149,833 | 58,922 | 51,739 | 47,421 | 47,852 | 46,936 | 38,388 |
| Consolidation adjustments | 5,688 | 5,160 | 4,678 | 325 | 290 | 202 | — | — | — | 11 | — | — |
| Consolidated revenues | 188,784 | 177,182 | 178,578 | 184,485 | 167,168 | 149,632 | 58,922 | 51,739 | 47,421 | 47,841 | 46,936 | 38,388 |
| By geographic areas: | | | | | | | | | | | | |
| Central America ⁽²⁾ | | | | | | | | | | | | |
| South America ⁽³⁾ | 85,223 | 82,180 | 86,608 | 1,946 | 1,418 | 1,181 | 50,752 | 43,841 | 40,062 | — | — | — |
| Venezuela | — | — | 4,005 | — | — | — | — | — | — | — | — | — |
| Total revenues | 194,472 | 182,342 | 183,256 | 184,810 | 167,458 | 149,833 | 58,922 | 51,739 | 47,421 | 47,852 | 46,936 | 38,388 |
| Consolidation adjustments | 5,688 | 5,160 | 4,678 | 325 | 290 | 202 | — | — | — | 11 | — | — |
| Consolidated revenues | 188,784 | 177,182 | 178,578 | 184,485 | 167,168 | 149,632 | 58,922 | 51,739 | 47,421 | 47,841 | 46,936 | 38,388 |
| By products and/or services | | | | | | | | | | | | |
| Products sold in the point-of-sale | Ps. 194,472 | Ps. 182,342 | Ps. 183,256 | Ps. 184,810 | Ps. 167,458 | Ps. 149,834 | Ps. 58,922 | Ps. 51,739 | Ps. 47,421 | Ps. 47,852 | Ps. 46,936 | Ps. 38,388 |
| Services revenues | — | — | — | — | — | — | — | — | — | — | — | — |
| Consolidation adjustments | 5,688 | 5,160 | 4,678 | 325 | 290 | 202 | — | — | — | 11 | — | — |
| Consolidated revenues | 188,784 | 177,182 | 178,578 | 184,485 | 167,168 | 149,632 | 58,922 | 51,739 | 47,421 | 47,841 | 46,936 | 38,388 |
| Mexico and Central America ⁽²⁾ | | | | | | | | | | | | |
| South America ⁽³⁾ | Ps. 109,249 | Ps. 100,162 | Ps. 92,643 | Ps. 182,864 | Ps. 166,040 | Ps. 148,652 | Ps. 8,170 | Ps. 7,898 | Ps. 7,359 | Ps. 47,852 | Ps. 46,936 | Ps. 38,388 |
| Venezuela | — | — | 4,005 | — | — | — | 50,752 | 43,841 | 40,062 | — | — | — |
| Total revenues | 194,472 | 182,342 | 183,256 | 184,810 | 167,458 | 149,833 | 58,922 | 51,739 | 47,421 | 47,852 | 46,936 | 38,388 |
| Consolidation adjustments | 5,688 | 5,160 | 4,678 | 325 | 290 | 202 | — | — | — | 11 | — | — |
| Consolidated revenues | 188,784 | 177,182 | 178,578 | 184,485 | 167,168 | 149,632 | 58,922 | 51,739 | 47,421 | 47,841 | 46,936 | 38,388 |
| By geographic areas: | | | | | | | | | | | | |
| Central America ⁽²⁾ | | | | | | | | | | | | |
| South America ⁽³⁾ | 85,223 | 82,180 | 86,608 | 1,946 | 1,418 | 1,181 | 50,752 | 43,841 | 40,062 | — | — | — |
| Venezuela | — | — | 4,005 | — | — | — | — | — | — | — | — | — |
| Total revenues | 194,472 | 182,342 | 183,256 | 184,810 | 167,458 | 149,833 | 58,922 | 51,739 | 47,421 | 47,852 | 46,936 | 38,388 |
| Consolidation adjustments | 5,688 | 5,160 | 4,678 | 325 | 290 | 202 | — | — | — | 11 | — | — |
| Consolidated revenues | 188,784 | 177,182 | 178,578 | 184,485 | 167,168 | 149,632 | 58,922 | 51,739 | 47,421 | 47,841 | 46,936 | 38,388 |
| By products and/or services | | | | | | | | | | | | |
| Products sold in the point-of-sale | Ps. 194,472 | Ps. 182,342 | Ps. 183,256 | Ps. 184,810 | Ps. 167,458 | Ps. 149,834 | Ps. 58,922 | Ps. 51,739 | Ps. 47,421 | Ps. 47,852 | Ps. 46,936 | Ps. 38,388 |
| Services revenues | — | — | — | — | — | — | — | — | — | — | — | — |
| Consolidation adjustments | 5,688 | 5,160 | 4,678 | 325 | 290 | 202 | — | — | — | 11 | — | — |
| Consolidated revenues | 188,784 | 177,182 | 178,578 | 184,485 | 167,168 | 149,632 | 58,922 | 51,739 | 47,421 | 47,841 | 46,936 | 38,388 |
| Mexico and Central America ⁽²⁾ | | | | | | | | | | | | |
| South America ⁽³⁾ | Ps. 109,249 | Ps. 100,162 | Ps. 92,643 | Ps. 182,864 | Ps. 166,040 | Ps. 148,652 | Ps. 8,170 | Ps. 7,898 | Ps. 7,359 | Ps. 47,852 | Ps. 46,936 | Ps. 38,388 |
| Venezuela | — | — | 4,005 | — | — | — | 50,752 | 43,841 | 40,062 | — | — | — |
| Total revenues | 194,472 | 182,342 | 183,256 | 184,810 | 167,458 | 149,833 | 58,922 | 51,739 | 47,421 | 47,852 | 46,936 | 38,388 |
| Consolidation adjustments | 5,688 | 5,160 | 4,678 | 325 | 290 | 202 | — | — | — | 11 | — | — |
| Consolidated revenues | 188,784 | 177,182 | 178,578 | 184,485 | 167,168 | 149,632 | 58,922 | 51,739 | 47,421 | 47,841 | 46,936 | 38,388 |
| By geographic areas: | | | | | | | | | | | | |
| Central America ⁽²⁾ | | | | | | | | | | | | |
| South America ⁽³⁾ | 85,223 | 82,180 | 86,608 | 1,946 | 1,418 | 1,181 | 50,752 | 43,841 | 40,062 | — | — | — |
| Venezuela | — | — | 4,005 | — | — | — | — | — | — | — | — | — |
| Total revenues | 194,472 | 182,342 | 183,256 | 184,810 | 167,458 | 149,833 | 58,922 | 51,739 | 47,421 | 47,852 | 46,936 | 38,388 |
| Consolidation adjustments | 5,688 | 5,160 | 4,678 | 325 | 290 | 202 | — | — | — | 11 | — | — |
| Consolidated revenues | 188,784 | 177,182 | 178,578 | 184,485 | 167,168 | 149,632 | 58,922 | 51,739 | 47,421 | 47,841 | 46,936 | 38,388 |
| By products and/or services | | | | | | | | | | | | |
| Products sold in the point-of-sale | Ps. 194,472 | Ps. 182,342 | Ps. 183,256 | Ps. 184,810 | Ps. 167,458 | Ps. 149,834 | Ps. 58,922 | Ps. 51,739 | Ps. 47,421 | Ps. 47,852 | Ps. 46,936 | Ps. 38,388 |
| Services revenues | — | — | — | — | — | — | — | — | — | — | — | — |
| Consolidation adjustments | 5,688 | 5,160 | 4,678 | 325 | 290 | 202 | — | — | — | 11 | — | — |
| Consolidated revenues | 188,784 | 177,182 | 178,578 | 184,485 | 167,168 | 149,632 | 58,922 | 51,739 | 47,421 | 47,841 | 46,936 | 38,388 |
| Mexico and Central America ⁽²⁾ | | | | | | | | | | | | |
| South America ⁽³⁾ | Ps. 109,249 | Ps. 100,162 | Ps. 92,643 | Ps. 182,864 | Ps. 166,040 | Ps. 148,652 | Ps. 8,170 | Ps. 7,898 | Ps. 7,359 | Ps. 47,852 | Ps. 46,936 | Ps. 38,388 |
| Venezuela | — | — | 4,005 | — | — | — | 50,752 | 43,841 | 40,062 | — | — | — |
| Total revenues | 194,472 | 182,342 | 183,256 | 184,810 | 167,458 | 149,833 | 58,922 | 51,739 | 47,421 | 47,852 | 46,936 | 38,388 |
| Consolidation adjustments | 5,688 | 5,160 | 4,678 | 325 | 290 | 202 | — | — | — | 11 | — | — |
| Consolidated revenues | 188,784 | 177,182 | 178,578 | 184,485 | 167,168 | 149,632 | 58,922 | 51,739 | 47,421 | 47,841 | 46,936 | 38,388 |
| By geographic areas: | | | | | | | | | | | | |
| Central America ⁽²⁾ | | | | | | | | | | | | |
| South America ⁽³⁾ | 85,223 | 82,180 | 86,608 | 1,946 | 1,418 | 1,181 | 50,752 | 43,841 | 40,062 | — | — | — |
| Venezuela | — | — | 4,005 | — | — | — | — | — | — | — | — | — |
| Total revenues | 194,472 | 182,342 | 183,256 | 184,810 | 167,458 | 149,833 | 58,922 | 51,739 | 47,421 | 47,852 | 46,936 | 38,388 |
| Consolidation adjustments | 5,688 | 5,160 | 4,678 | 325 | 290 | 202 | — | — | — | 11 | — | — |
| Consolidated revenues | 188,784 | 177,182 | 178,578 | 184,485 | 167,168 | 149,632 | 58,922 | 51,739 | 47,421 | 47,84 | | |

- (1) For IFRS 15 adoption purposes, the Company applies the modified retrospective method in which no comparative information is restated for previous periods. The Company recognized no adjustment as a result of adopting IFRS 15.
- (2) Central America includes Guatemala, Nicaragua, Costa Rica and Panama. Domestic (Mexico only) revenues were Ps. 346,659, Ps. 319,792 and Ps. 288,783 and during the years ended December 31, 2019, 2018 and 2017, respectively.
- (3) South America includes Brazil, Argentina, Colombia, Chile, Uruguay, Ecuador and Venezuela, although Venezuela is shown separately above for 2017. South America revenues include Brazilian revenues of Ps. 67,076, Ps. 63,601 and Ps. 64,345 during the years ended December 31, 2019, 2018 and 2017, respectively. South America revenues include Colombia revenues of Ps. 16,440, Ps. 19,245 and Ps. 17,545 during the years ended December 31, 2019, 2018 and 2017, respectively. South America revenues include Argentina revenues of Ps. 6,887, Ps. 9,237 and Ps. 13,938 during the years ended December 31, 2019, 2018 and 2017, respectively. South America revenues include Chile revenues of Ps. 45,276, Ps. 44,576 and Ps. 40,660 during the years ended December 31, 2019, 2018 and 2017, respectively. South America revenues include Uruguay revenue of Ps. 3,421 and Ps. 1,925 during the years ended in December 31, 2019 and 2018, respectively. South America revenues include Ecuador revenue of Ps. 6,539 during the year ended in December 31, 2019.

28.3 Contract balances

As of December 31, 2019, no significant cost was identified incurred to obtain or accomplished a contract that might be capitalized as assets. No significant contracts have been entered into for which the Company has not performed all the obligations as well as additional costs associated to it.

28.4 Transaction price assigned to remained performance obligations

No performance obligations were identified in customer contracts that are not included in the transaction price, as a result of identified variable considerations per each business unit are part of the transaction price through be consider highly probable that not occurs a significant reversion of the revenue amount.

Note 29. Future Impact of Recently Issued Accounting Standards not yet in Effect

The Company has not applied the following standards, amendments and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's financial statements. The Company intends to adopt these standards, if applicable, when they become effective.

Modifications to the Conceptual Framework

The Conceptual Framework for Financial Information ("Conceptual Framework") have been issued on March 2018 replacing the previous version of the Conceptual Framework issued on 2010. The Conceptual Framework describes the purpose and concepts of general purpose for the financial information. The purpose of the Conceptual Framework is to:

- a) Help to the IASB to develop standards that are based on consistent concepts;
- b) Assist to preparers to develop congruent accounting policies when no Standard is applicable to a specific transaction or event, or when a Standard allows an accounting policy option; and
- c) Help to all parties to understand and interpret the Standards.

The Conceptual Framework is not a Standard. No content of the Conceptual Framework prevails over any Standard or requirement of a Standard.

The Conceptual Framework is effective immediately for the IASB and the IFRIC, and is effective for periods beginning on or after January 1, 2020, and its early application is permitted, for companies that use the Conceptual Framework to develop their policies Accountants when IFRS are not applicable for a particular transaction.

As long as the Company's accounting policy is in line with these modifications, the Company does not expect any effect on its consolidated financial statements.

Modifications to IFRS 3 Definition of a Business ("IFRS 3")

The IASB issued an amendment to IFRS 3 in October 2018 that revises the definition of a business. The modified definition emphasizes that the purpose of a business is to provide goods and services to the customers, while the previous definition was focus on returns in dividends, lower costs or other economic benefits for investors and others. The distinction between a business and a group of assets is important because an acquirer recognizes a goodwill when a business is acquired. The amendments to IFRS 3 are effective beginning on January 1, 2020 and their early application is allowed.

As long as the Company's accounting policy is aligned with these modifications, the Company does not expect any effect on its consolidated financial statements.

Modifications to IAS 1 and IAS 8 Definition of Material or relative importance ("IAS 1" and "IAS 8")

The definition of material or relative importance helps to the Company to determine whether information about an item, transaction or other event should be provided to the users of the financial statements. However, the Companies had difficulty using the above definition of material or with relative importance in making materiality judgments or with relative importance in the preparation of the financial statements. Accordingly, the IASB published the Definition of Material or Relative Importance (Amendments to IAS 1 and IAS 8) in October 2018. The amendments to IAS 1 and IAS 8 will be effective on January 1, 2020 and its early application is allowed. The Company does not expect to have significant effects on its consolidated financial statements.

Interest Rate Benchmark Reform — Amendments to IFRS 9, IAS 39 and IFRS 7

In September 2019, the IASB issued amendments to IFRS 9, IAS 39 and IFRS 7 *Financial Instruments: Disclosures*, which concludes phase one of its work to respond to the effects of Interbank Offered Rates (IBOR) reform on financial reporting. The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the replacement of an existing interest rate benchmark with an alternative nearly risk-free interest rate (an RFR).

The amendments to IFRS 9

The amendments include a number of reliefs, which apply to all hedging relationships that are directly affected by the interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainties about the timing and/or amount of benchmark-based cash flows of the hedged item or the hedging instrument.

Application of the reliefs is mandatory. The first three reliefs provide for:

- The assessment of whether a forecast transaction (or component thereof) is highly probable
- Assessing when to reclassify the amount in the cash flow hedge reserve to profit and loss
- The assessment of the economic relationship between the hedged item and the hedging instrument

For each of these reliefs, it is assumed that the benchmark on which the hedged cash flows are based (whether or not contractually specified) and/or, for relief three, the benchmark on which the cash flows of the hedging instrument are based, are not altered as a result of IBOR reform.

A fourth relief provides that, for a benchmark component of interest rate risk that is affected by IBOR reform, the requirement that the risk component is separately identifiable need be met only at the inception of the hedging relationship. Where hedging instruments and hedged items may be added to or removed from an open portfolio in a continuous hedging strategy, the separately identifiable requirement need only be met when hedged items are initially designated within the hedging relationship.

To the extent that a hedging instrument is altered so that its cash flows are based on an RFR, but the hedged item is still based on IBOR (or vice versa), there is no relief from measuring and recording any ineffectiveness that arises due to differences in their changes in fair value.

The reliefs continue indefinitely in the absence of any of the events described in the amendments. When an entity designates a group of items as the hedged item, the requirements for when the reliefs cease are applied separately to each individual item within the designated group of items.

The amendments also introduce specific disclosure requirements for hedging relationships to which the reliefs are applied.

The amendments are effective for annual periods beginning on or after January 1, 2020 and must be applied retrospectively. However, any hedge relationships that have previously been de-designated cannot be reinstated upon application, nor can any hedge relationships be designated with the benefit of hindsight. Early application is permitted and must be disclosed. The Company do not expect to have significant effects on its consolidated financial statements.

Note 30. Subsequent Events

On January 9, 2020, FEMSA completed the acquisition of the remaining 40% interest in Grupo Socofar (“Socofar”) following the exercise of a put right by FEMSA’s minority partner on December 13, 2019 to sell its remaining interest in Socofar.

On January 16, 2020, the Company issued U.S. \$1,500 million 3.500% senior unsecured notes at an annual rate of 130 basis points over the relevant benchmark. In addition, on February 12, 2020, the Company placed a re-tap to its US-denominated SEC-registered Senior Unsecured Notes due 2050 and issued U.S. \$300 million 3.500% at an annual rate of 137.5 basis points over the relevant benchmark, raising the total outstanding balance to U.S. \$1,800 million with an implied yield to maturity of 3.577%.

On January 22, 2020, Coca – Cola FEMSA issued US 1,250 million aggregate principal amount of 2.750% senior notes due January 22, 2030. These notes were used to prepaid Senior Note of \$ 900 with an interest rate of 3.88% with due date on November 26, 2023. These notes are guaranteed by the Guarantors. The indenture governing these notes imposes, among others, certain conditions upon a consolidation or merger by Coca – Cola FEMSA and restricts the incurrence of liens and the entering into sale and leaseback transactions by Coca – Cola FEMSA and our significant subsidiaries.

On February 7, 2020, Coca – Cola FEMSA issued (i) Ps.3,000 million aggregate amount of 8-year fixed rate promisory note bearing an annual interest rate of 7.35% and due January 2028, and (ii) Ps.1,727 million aggregate amount of 5.5-year floating rate promisory note, priced at 28-day Equilibrium Interbank Interest Rate, or TIIE plus 0.08% and due August 2025.

On March 9, 2020, the Company has entered into definitive agreements with the shareholders of WAXIE Sanitary Supply (“WAXIE”) and North American Corporation (“North American”) to form a new platform within the Jan-San, Packaging and Specialized distribution industry in the United States. The platform will bring together two market leaders in this field: WAXIE And North American, with FEMSA acquiring a majority controlling interest of 90% in the combined company for US\$900 million.

In March 2020, we entered into certain short-term bank loan in Mexican pesos for an aggregate principal amount of Ps.15,000 million.

On March 12, 2020, the Company’s Board of Directors agreed to propose the payment of a cash ordinary dividend in the amount of Ps. 10,360, which will be split in a number of installments and dates during 2020 and will be determined by the Board of Directors. This ordinary dividend was approved by the Annual Shareholders meeting on March 20, 2020.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders, the Board of Directors, and the Executive Board of Heineken N.V.

Opinion on the Financial Statements

We have audited the accompanying consolidated statements of financial position of Heineken N.V. and subsidiaries (the “Company”) as of December 31, 2019 and 2018, the related consolidated income statements and consolidated statements of comprehensive income, cash flows and changes in equity, for each of the three years in the period ended December 31, 2019, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2019, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Adoption of New Accounting Standard

As discussed in note 4 to the consolidated financial statements, effective January 1, 2019, the Company adopted IFRS 16 - Leases, using the modified retrospective method.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Deloitte Accountants B.V.

Amsterdam, the Netherlands

February 11, 2020

We have served as the Company’s auditor since 2015.

Consolidated Income Statement

For the year ended 31 December

In millions of €

| | Note | 2019 | 2018* | 2017* |
|--|------|-----------------|--------------|--------------|
| Revenue | 6.1 | 28,521 | 26,811 | 25,843 |
| Excise tax expense | 6.1 | (4,552) | (4,322) | (4,234) |
| Net revenue | 6.1 | 23,969 | 22,489 | 21,609 |
| Other income | 6.2 | 95 | 75 | 141 |
| Raw materials, consumables and services | 6.3 | (14,592) | (14,001) | (13,334) |
| Personnel expenses | 6.4 | (3,880) | (3,749) | (3,550) |
| Amortisation, depreciation and impairments | 6.6 | (1,959) | (1,693) | (1,587) |
| Total other expenses | | (20,431) | (19,443) | (18,471) |
| Operating profit | | 3,633 | 3,121 | 3,279 |
| Interest income | 11.1 | 75 | 71 | 78 |
| Interest expenses | 11.1 | (529) | (492) | (468) |
| Other net finance income/(expenses) | 11.1 | (59) | (64) | (123) |
| Net finance expenses | | (513) | (485) | (513) |
| Share of profit of associates and joint ventures | 10.3 | 164 | 210 | 75 |
| Profit before income tax | | 3,284 | 2,846 | 2,841 |
| Income tax expense | 12.1 | (910) | (741) | (740) |
| Profit | | 2,374 | 2,105 | 2,101 |
| Attributable to: | | | | |
| Shareholders of the Company (net profit) | | 2,166 | 1,913 | 1,883 |
| Non-controlling interests | | 208 | 192 | 218 |
| Profit | | 2,374 | 2,105 | 2,101 |
| Weighted average number of shares – basic | 6.7 | 573,643,551 | 570,146,069 | 570,112,097 |
| Weighted average number of shares – diluted | 6.7 | 574,217,111 | 570,663,632 | 570,361,374 |
| Basic earnings per share (€) | 6.7 | 3.78 | 3.36 | 3.30 |
| Diluted earnings per share (€) | 6.7 | 3.77 | 3.35 | 3.30 |

* Restated for IAS 37. Refer to note 4 for further details.

Consolidated Statement of Comprehensive Income

For the year ended 31 December

In millions of €

| | Note | 2019 | 2018* | 2017* |
|---|------|--------------|--------------|----------------|
| Profit | | 2,374 | 2,105 | 2,101 |
| Other comprehensive income, net of tax: | | | | |
| Items that will not be reclassified to profit or loss: | | | | |
| Remeasurement of post-retirement obligations | 12.3 | (210) | 221 | 64 |
| Net change in fair value through OCI investments ¹ | 12.3 | 9 | 11 | — |
| Items that may be subsequently reclassified to profit or loss: | | | | |
| Currency translation differences | 12.3 | 369 | (106) | (1,475) |
| Reclassification of currency translation differences to profit and loss | 12.3 | | | 59 |
| Change in fair value of net investment hedges | 12.3 | (43) | (3) | 26 |
| Change in fair value of cash flow hedges | 12.3 | 64 | (67) | 109 |
| Cash flow hedges reclassified to profit or loss | 12.3 | 21 | (77) | (3) |
| Net change in fair value through OCI investments ¹ | 12.3 | 1 | — | 68 |
| Cost of hedging | 12.3 | (5) | 6 | — |
| Share of other comprehensive income of associates/joint ventures | 12.3 | (20) | (36) | (7) |
| Other comprehensive income, net of tax | 12.3 | 186 | (51) | (1,159) |
| Total comprehensive income | | 2,560 | 2,054 | 942 |
| Attributable to: | | | | |
| Shareholders of the Company | | 2,328 | 1,858 | 839 |
| Non-controlling interests | | 232 | 196 | 103 |
| Total comprehensive income | | 2,560 | 2,054 | 942 |

* Restated for IAS 37. Refer to note 4 for further details.

¹ In 2017 these investments were classified as available-for-sale investments

Consolidated Statement of Financial Position

As at 31 December

| In millions of € | Note | 2019 | 2018* |
|--|------|---------------|---------------|
| Intangible assets | 8.1 | 17,769 | 17,459 |
| Property, plant and equipment | 8.2 | 13,269 | 11,359 |
| Investments in associates and joint ventures | 10.3 | 4,868 | 2,021 |
| Loans and advances to customers | 8.3 | 277 | 341 |
| Deferred tax assets | 12.2 | 647 | 626 |
| Other non-current assets | 8.4 | 1,255 | 1,220 |
| Total non-current assets | | 38,085 | 33,026 |
| Inventories | 7.1 | 2,213 | 1,920 |
| Trade and other receivables | 7.2 | 4,123 | 3,795 |
| Current tax assets | | 123 | 71 |
| Derivative assets | 11.6 | 28 | 35 |
| Cash and cash equivalents | 11.2 | 1,821 | 2,903 |
| Assets classified as held for sale | 10.2 | 111 | 401 |
| Total current assets | | 8,419 | 9,125 |
| Total assets | | 46,504 | 42,151 |

As at 31 December

| In millions of € | Note | 2019 | 2018* |
|--|-----------|---------------|---------------|
| Shareholders' equity | 11.4 | 16,147 | 14,525 |
| Non-controlling interests | 11.4 | 1,164 | 1,183 |
| Total equity | | 17,311 | 15,708 |
| Borrowings | 11.3 | 13,366 | 12,628 |
| Post-retirement obligations | 9.1 | 1,189 | 954 |
| Provisions | 9.2 | 756 | 833 |
| Deferred tax liabilities | 12.2 | 1,422 | 1,431 |
| Other non-current liabilities | 11.6 | 153 | 168 |
| Total non-current liabilities | | 16,886 | 16,014 |
| Borrowings | 11.2/11.3 | 3,686 | 2,358 |
| Trade and other payables | 7.3 | 7,520 | 6,891 |
| Returnable packaging deposits | 7.4 | 565 | 569 |
| Provisions | 9.2 | 184 | 164 |
| Current tax liabilities | | 283 | 245 |
| Derivative liabilities | 11.6 | 69 | 70 |
| Liabilities associated with assets classified as held for sale | 10.2 | — | 132 |
| Total current liabilities | | 12,307 | 10,429 |
| Total equity and liabilities | | 46,504 | 42,151 |

* Restated for IAS 37. Refer to note 4 for further details.

Consolidated Statement of Cash Flows

For the year ended 31 December

In millions of €

| | Note | 2019 | 2018* | 2017* |
|--|------|----------------|---------|---------|
| Operating activities | | | | |
| Profit | | 2,374 | 2,105 | 2,101 |
| Adjustments for: | | | | |
| Amortisation, depreciation and impairments | 6.6 | 1,959 | 1,693 | 1,587 |
| Net interest expenses | 11.1 | 454 | 421 | 390 |
| Other income | 6.2 | (95) | (75) | (141) |
| Share of profit of associates and joint ventures and dividend income on fair value through OCI investments | | (173) | (228) | (84) |
| Income tax expenses | 12.1 | 910 | 741 | 740 |
| Other non-cash items | | 240 | 201 | 393 |
| Cash flow from operations before changes in working capital and provisions | | 5,669 | 4,858 | 4,986 |
| Change in inventories | | (257) | (129) | (185) |
| Change in trade and other receivables | | (245) | (66) | (241) |
| Change in trade and other payables and returnable packaging deposits | | 510 | 908 | 495 |
| Total change in working capital | | 8 | 713 | 69 |
| Change in provisions and post-retirement obligations | | (121) | (31) | (131) |
| Cash flow from operations | | 5,556 | 5,540 | 4,924 |
| Interest paid | | (528) | (555) | (463) |
| Interest received | | 52 | 118 | 98 |
| Dividends received | | 181 | 109 | 109 |
| Income taxes paid | | (924) | (824) | (786) |
| Cash flow related to interest, dividend and income tax | | (1,219) | (1,152) | (1,042) |
| Cash flow from operating activities | | 4,337 | 4,388 | 3,882 |
| Investing activities | | | | |
| Proceeds from sale of property, plant and equipment and intangible assets | | 177 | 111 | 187 |
| Purchase of property, plant and equipment | | (1,915) | (1,888) | (1,696) |
| Purchase of intangible assets | | (186) | (167) | (137) |
| Loans issued to customers and other investments | | (249) | (239) | (259) |
| Repayment on loans to customers and other investments | | 64 | 41 | 54 |
| Acquisition of subsidiaries, net of cash acquired | | (183) | (70) | (1,047) |
| Acquisition of/additions to associates, joint ventures and other investments | | (2,875) | (159) | (93) |
| Disposal of subsidiaries, net of cash disposed of | | 244 | 15 | 10 |
| Disposal of associates, joint ventures and other investments | | 50 | 1 | 16 |
| Cash flow (used in)/from investing activities | | (4,873) | (2,355) | (2,965) |
| Financing activities | | | | |
| Proceeds from borrowings | | 2,288 | 1,694 | 3,268 |
| Repayment of borrowings | | (2,150) | (1,545) | (3,205) |
| Payment of lease commitments | | (259) | — | — |
| Dividends paid | | (1,223) | (1,090) | (1,011) |
| Purchase own shares and shares issued | | 428 | (20) | — |
| Acquisition of non-controlling interests | | (103) | (2) | (18) |
| Other | | 3 | (4) | — |
| Cash flow (used in)/from financing activities | | (1,016) | (967) | (966) |
| Net cash flow | | (1,552) | 1,066 | (49) |
| Cash and cash equivalents as at 1 January | | 2,248 | 1,177 | 1,177 |
| Effect of movements in exchange rates | | (9) | 5 | 5 |
| Cash and cash equivalents as at 31 December | 11.2 | 687 | 2,248 | 1,133 |

* Restated for IAS 37. Refer to note 4 for further details.

Consolidated Statement of Changes in Equity

| In millions of € | Note | Share capital | Share premium | Translation reserve | Hedging reserve | Cost of hedging reserve | Fair value reserve | Other legal reserves | Reserve for own shares | Retained earnings | Shareholders of the Company | Non-controlling interests | Total equity |
|--|------|---------------|---------------|---------------------|-----------------|-------------------------|--------------------|----------------------|------------------------|-------------------|-----------------------------|---------------------------|--------------|
| Balance as at 31 December 2016 | | 922 | 2,701 | (1,829) | (1) | — | 262 | 838 | (443) | 10,788 | 13,238 | 1,335 | 14,573 |
| Change in accounting policy* | | — | — | (29) | — | — | — | — | — | 229 | 200 | 1 | 201 |
| Balance as at 1 January 2017* | | 922 | 2,701 | (1,858) | (1) | — | 262 | 838 | (443) | 11,017 | 13,438 | 1,336 | 14,774 |
| Profit* | | — | — | — | — | — | — | 153 | — | 1,730 | 1,883 | 218 | 2,101 |
| Other comprehensive income* | 12.3 | — | — | (1,285) | 106 | — | 69 | — | — | 66 | (1,044) | (115) | (1,159) |
| Total comprehensive income | | — | — | (1,285) | 106 | — | 69 | 153 | — | 1,796 | 839 | 103 | 942 |
| Transfer to retained earnings | | — | — | — | — | — | — | (29) | — | 29 | — | — | — |
| Dividends to shareholders | | — | — | — | — | — | — | — | — | (775) | (775) | (245) | (1,020) |
| Own shares delivered | | — | — | — | — | — | — | — | 33 | (33) | — | — | — |
| Share-based payments | | — | — | — | — | — | — | — | — | 22 | 22 | — | 22 |
| Acquisition of non-controlling interests without a change in control | | — | — | — | — | — | — | — | — | (45) | (45) | 28 | (17) |
| Changes in consolidation | | — | — | — | 7 | — | — | — | — | (7) | — | (21) | (21) |
| Balance as at 31 December 2017 | | 922 | 2,701 | (3,143) | 112 | — | 331 | 962 | (410) | 12,004 | 13,479 | 1,201 | 14,680 |

* Restated for IAS 37 (refer to note 4 for further details).

| In millions of € | Note | Share capital | Share premium | Translation reserve | Hedging reserve | Cost of hedging reserve | Fair value reserve | Other legal reserves | Reserve for own shares | Retained earnings | Shareholders of the Company | Non-controlling interests | Total equity |
|--|------|---------------|---------------|---------------------|-----------------|-------------------------|--------------------|----------------------|------------------------|-------------------|-----------------------------|---------------------------|--------------|
| Balance as at 31 December 2017 | | 922 | 2,701 | (3,143) | 112 | — | 331 | 962 | (410) | 12,004 | 13,479 | 1,201 | 14,680 |
| Changes in accounting policy** | | — | — | (2) | — | 3 | — | — | — | (3) | (2) | — | (2) |
| Balance as at 1 January 2018** | | 922 | 2,701 | (3,145) | 112 | 3 | 331 | 962 | (410) | 12,001 | 13,477 | 1,201 | 14,678 |
| Profit | | — | — | — | — | — | — | 214 | — | 1,699 | 1,913 | 192 | 2,105 |
| Other comprehensive income | 12.3 | — | — | (143) | (150) | 6 | 11 | — | — | 221 | (55) | 4 | (51) |
| Total comprehensive income | | — | — | (143) | (150) | 6 | 11 | 214 | — | 1,920 | 1,858 | 196 | 2,054 |
| Transfer to retained earnings | | — | — | — | — | — | — | (80) | — | 80 | — | — | — |
| Dividends to shareholders | | — | — | — | — | — | — | — | — | (866) | (866) | (212) | (1,078) |
| Purchase/reissuance own/non-controlling shares | 11.4 | — | — | — | — | — | — | — | (38) | — | (38) | 20 | (18) |
| Own shares delivered | | — | — | — | — | — | — | — | 33 | (33) | — | — | — |
| Share-based payments | | — | — | — | — | — | — | — | — | 26 | 26 | — | 26 |
| Acquisition of non-controlling interests | | — | — | — | — | — | — | — | — | 26 | 26 | (30) | (4) |
| Changes in consolidation | | — | — | — | — | — | — | — | — | 42 | 42 | 8 | 50 |
| Balance as at 31 December 2018 | | 922 | 2,701 | (3,288) | (38) | 9 | 342 | 1,096 | (415) | 13,196 | 14,525 | 1,183 | 15,708 |

** Adoption impact of IFRS 9.

| In millions of € | Note | Share capital | Share premium | Translation reserve | Hedging reserve | Cost of hedging reserve | Fair value reserve | Other legal reserves | Reserve for own shares | Retained earnings | Shareholders of the Company | Non-controlling interests | Total equity |
|--|------|---------------|---------------|---------------------|-----------------|-------------------------|--------------------|----------------------|------------------------|-------------------|-----------------------------|---------------------------|--------------|
| Balance as at 31 December 2018 | | 922 | 2,701 | (3,288) | (38) | 9 | 342 | 1,096 | (415) | 13,196 | 14,525 | 1,183 | 15,708 |
| Changes in accounting policy*** | | — | — | — | — | — | — | — | — | 3 | 3 | — | 3 |
| Balance as at 1 January 2019*** | | 922 | 2,701 | (3,288) | (38) | 9 | 342 | 1,096 | (415) | 13,199 | 14,528 | 1,183 | 15,711 |
| Profit | | — | — | — | — | — | — | 172 | — | 1,994 | 2,166 | 208 | 2,374 |
| Other comprehensive income | 12.3 | — | — | 287 | 85 | (5) | 10 | — | — | (215) | 162 | 24 | 186 |
| Total comprehensive income | | — | — | 287 | 85 | (5) | 10 | 172 | — | 1,779 | 2,328 | 232 | 2,560 |
| Realised hedge results from non-financial assets | | — | — | — | (66) | — | — | — | — | — | (66) | — | (66) |
| Transfer to retained earnings | | — | — | 3 | — | — | (39) | (153) | — | 189 | — | — | — |
| Dividends to shareholders | | — | — | — | — | — | — | — | — | (949) | (949) | (272) | (1,221) |
| Purchase/reissuance own/non-controlling shares | 11.4 | — | — | — | — | — | — | — | 320 | 98 | 418 | 11 | 429 |
| Own shares delivered | | — | — | — | — | — | — | — | 32 | (32) | — | — | — |
| Share-based payments | | — | — | — | — | — | — | — | — | 14 | 14 | — | 14 |
| Acquisition of non-controlling interests | | — | — | — | — | — | — | — | — | (126) | (126) | 5 | (121) |
| Changes in consolidation | | — | — | — | — | — | — | — | — | — | — | 5 | 5 |
| Balance as at 31 December 2019 | | 922 | 2,701 | (2,998) | (19) | 4 | 313 | 1,115 | (63) | 14,172 | 16,147 | 1,164 | 17,311 |

*** Restated for IFRS 16 (refer to note 4 for further details).

Notes to the Consolidated Financial Statements

1. Reporting entity

Heineken N.V. (the 'Company') is a company domiciled in the Netherlands, with its head office in Amsterdam. The consolidated financial statements of the Company as at 31 December 2019 comprise the Company, its subsidiaries (together referred to as 'HEINEKEN') and HEINEKEN's interests in joint ventures and associates. The Company is registered in the Trade Register of Amsterdam No. 33011433.

HEINEKEN is primarily involved in the brewing and selling of beer and cider. Led by the Heineken® brand, HEINEKEN has a portfolio of more than 300 international, regional, local and speciality beers and ciders.

2. Basis of preparation

The consolidated financial statements are:

- Prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU) and comply with the financial reporting requirements included in Part 9 of Book 2 of the Dutch Civil Code. All standards and interpretations issued by the International Accounting Standards Board (IASB) and the International Financial Reporting Interpretations Committee (IFRIC) effective year-end 2019 have been adopted by the EU. Consequently, the accounting policies applied by the Company also comply fully with IFRS as issued by the IASB.
- Prepared by the Executive Board of the Company and authorised for issue on 11 February 2020 and will be submitted for adoption to the Annual General Meeting of Shareholders on 23 April 2020.
- Prepared on the historical cost basis unless otherwise indicated.
- Presented in Euro, which is the Company's functional currency.
- Rounded to the nearest million unless stated otherwise.

The deferred tax note 12.2 has been updated for 2018 to reflect a revised breakdown per deferred tax category.

3. Significant accounting estimates and judgements

In preparing these consolidated financial statements, management is required to make estimates and judgements that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses.

The application of accounting policies requires judgements that impact the amounts recognised. Next to this, the recognised amounts are based on factors which by default are associated with uncertainties. Therefore actual results may differ from estimates. Within the consolidated financial statements the estimates and judgements are described per note (if applicable). The following notes contain the most significant estimates and judgements:

| Note | Particular area involving significant estimates and judgements |
|---|---|
| 6.1 Operating segments | Judgement on acting as principal versus agent with respect to excise tax expense |
| 8.1 Intangible assets and 8.2 Property, plant and equipment | Assumptions used in impairment testing |
| 8.2 Property, plant and equipment and 11.3 Borrowings | Judgement used in the determination of the lease term and assumptions used in the determination of the incremental borrowing rate |
| 9.1 Post-retirement obligations | Assumptions for discount rates, future pension increases and life expectancy to calculate the defined benefit obligation |
| 9.2 Provisions and 9.3 Contingencies | Estimating the likelihood and timing of potential cash flows relating to claims and litigation |
| 12.2 Deferred tax assets and liabilities | Assessment of the recoverability of past tax losses |

4. Changes in accounting policies

(a) Changed accounting policies in 2019

The following accounting policy changes have been adopted in 2019 and are reflected in the consolidated financial statements:

IFRS 16 Leases

HEINEKEN has implemented IFRS 16 ‘Leases’ as at 1 January 2019, replacing existing guidance on leases, including IAS 17. The adoption of IFRS 16 has changed the accounting for leases as under the new standard all operating lease contracts are recognised on HEINEKEN’s statement of financial position (‘balance sheet’) by recognising a right of use (ROU) asset and a lease liability, except for short-term and low value leases. Lease expenses previously recorded in the income statement are replaced by depreciation and interest expenses for all lease contracts in scope of the standard. Refer to notes 8.2 Property, plant and equipment and 11.3 Borrowings for the accounting policy on leases.

HEINEKEN has implemented IFRS 16 as at 1 January 2019 by applying the modified retrospective method, meaning that the 2018 comparative numbers are not restated. HEINEKEN has around 30,000 operating leases mainly relating to stores, pubs, offices, warehouses, cars and (forklift) trucks.

In some countries, HEINEKEN is operating both as a lessee (referred to as head lease contracts) and a lessor (referred to as sublease contracts) for pubs. HEINEKEN has analysed the sublease contracts and concluded that under the new standard these contracts are treated as a finance lease, where under the previous standard these same leases were treated as an operating lease.

In the transition to IFRS 16 HEINEKEN applied the following transition expedients:

- Use the option to grandfather the lease classification for existing contracts
- Use the transition option for leases with a remaining contract period of less than one year, meaning that these leases will not be recorded on balance and the payments will be expensed in the income statement on a straight-line basis
- Measure the ROU asset based on the lease liability recognised

As a result of applying IFRS 16, HEINEKEN recognised €1,034 million of ROU assets, €252 million of lease receivables and €1,252 million of lease liabilities as at 1 January 2019. A net amount of €31 million of lease prepayments, lease accruals and onerous lease provisions has been included in

ROU assets as at 1 January 2019. An amount of €3 million has been recorded in retained earnings. The ROU assets are included in Property, plant and equipment. The lease receivables are included under Other non-current assets and Trade and other receivables. The lease liabilities are included under current and non-current Borrowings. As at 1 January 2019, deferred tax assets of €291 million related to lease liabilities, and deferred tax liabilities of €291 million related to ROU assets and lease receivables have been recognised. These deferred tax positions are offset and reported on a net basis in the statement of financial position.

When measuring the lease liability, HEINEKEN discounted the lease payments using the incremental borrowing rate as at 1 January 2019. The weighted average incremental borrowing rate applied is 4.3%.

During 2019, HEINEKEN reported €238 million depreciation and impairment of ROU assets and €55 million interest costs on lease liabilities. In 2018, operating lease expenses were reported under Raw materials, consumables and services and Personnel expenses. No material impact on tax expenses.

As a result of the treatment of subleases as a finance lease, revenue decreased with approximately €54 million. The decrease in revenue is fully offset by a decrease in expenses on the head leases and primarily impacts The Netherlands and Belgium.

The lease payments are reported under 'Interest paid' (2019: €55 million) and 'Payment of lease commitments' (2019: €259 million) in the cash flow statement. In 2018, all lease payments were included in the cash flow from operations.

As at 31 December 2018, HEINEKEN reported total off-balance sheet commitments for leases of €2,013 million. The difference between the opening balance sheet impact as at 1 January 2019 and the off-balance sheet commitments is primarily due to discounting of future lease payments and low value and short-term lease commitments, which are not included in the lease liability. Refer to the table below for the reconciliation:

In millions of €

| | |
|---|---------------------|
| Operating lease commitments disclosed at 31 December 2018 | 2,013 |
| Impact of discounting using the incremental borrowing rate as at 1 January 2019 | (615) |
| Short-term leases not recognised as a liability | (36) |
| Low value leases not recognised as a liability | (116) |
| Other reconciling items | 6 |
| Lease liability recognised as at 1 January 2019 | <u>1,252</u> |

Payments relating to contingent liabilities (IAS 37)

Following the IFRS Interpretations Committee agenda decision in January 2019 regarding tax deposits (relating to taxes other than income tax), HEINEKEN has changed its accounting policy with regards to payments relating to contingent liabilities.

Payments relating to contingent liabilities are now, in accordance with the conceptual framework, recognised as an asset on the balance sheet when it is probable (>50%) that HEINEKEN will recover the payment. Previously, these payments were contingent assets under IAS 37, and recognised if the recovery was virtually certain (>95%). Judgement is applied for estimating the likelihood, determining the timing of potential cash inflows and the recoverability.

This change in accounting policy has been recognised retrospectively and increased equity as at 1 January 2017: €201 million. The impact on profit for 2018 amounts to €10 million (increase) and 2017: €52 million (decrease). There is no impact on the 2018 other comprehensive income (2017: €10 million of increase). For both years the cash flow statement has been restated within the cash flow from operations.

The restated amounts in the balance sheet as at 31 December 2018 are as follows:

| As at 31 December 2018 (In millions of €) | 2018 Reported | Change in accounting policy IAS 37 | 2018 Restated |
|--|------------------|---|------------------|
| Deferred tax assets | 622 | 4 | 626 |
| Other non-current assets | 1,084 | 136 | 1,220 |
| Trade and other receivables | 3,740 | 55 | 3,795 |
| Total assets | 41,956 | 195 | 42,151 |
| Shareholders' equity | 14,358 | 167 | 14,525 |
| Non-controlling interests | 1,182 | 1 | 1,183 |
| Provisions (non-current) | 846 | (13) | 833 |
| Deferred tax liabilities | 1,370 | 61 | 1,431 |
| Current tax liabilities | 266 | (21) | 245 |
| Total equity and liabilities | 41,956 | 195 | 42,151 |

Other new standards and amendments

Other changes effective in 2019 had no significant impact on the disclosures or amounts recognised in HEINEKEN's consolidated financial statements.

(b) Upcoming changes in accounting policies for 2020

None of the standards and amendments to standards effective in 2020 will have a significant impact on HEINEKEN's consolidated financial statements.

5. General accounting policies

General

The accounting policies described in these consolidated financial statements have been applied consistently to all periods presented in these consolidated financial statements, except for the changes in accounting policies described in note 4.

(a) Basis of consolidation

The consolidated financial statements are prepared as a consolidation of the financial statements of the Company and its subsidiaries. Subsidiaries are entities controlled by HEINEKEN. HEINEKEN controls an entity when it has power over the investee, is exposed or has the right to variable returns from its involvement with that entity and has the ability to affect those returns through its power over the entity. Control is generally obtained by ownership of more than 50% of the voting rights.

The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by HEINEKEN.

On consolidation, intra-HEINEKEN balances and transactions, and any unrealised gains and losses or income and expenses arising from intra-HEINEKEN transactions, are eliminated. Unrealised gains arising from transactions with associates and JVs (refer to note 10.3) are eliminated against the investment to the extent of HEINEKEN's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(b) Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of HEINEKEN entities using the exchange rates at transaction date. Receivables, payables and other monetary assets and liabilities denominated in foreign currencies are re-translated to the functional currency using the exchange rates at the balance sheet date. Resulting foreign currency differences are recognised in the income statement, except for foreign currency differences arising on re-translation of Fair Value through Other Comprehensive Income (FVOCI) investments and financial liabilities designated as a hedge of a net investment, which are recognised in other comprehensive income.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are re-translated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured at cost are translated into the functional currency at the exchange rate at transaction date.

Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, and of intercompany loans with a permanent nature (quasi-equity) are translated to Euro at exchange rates at the reporting date. The income and expenses of foreign operations are translated to Euro at exchange rates approximating to the exchange rates ruling at the dates of the transactions, except for foreign operations in hyperinflationary economies. In 2019 HEINEKEN did not have any significant foreign operations in hyperinflationary economies.

Foreign currency differences are recognised in other comprehensive income and are presented within equity in the translation reserve. However, if the operation is not a wholly owned subsidiary, the relevant proportionate share of the translation difference is allocated to the non-controlling interests. The cumulative amount in the translation reserve is (either fully or partly) reclassified to the income statement upon disposal (either fully or partly) or liquidation.

Exchange rates of key currencies

The following exchange rates, for the most important countries in which HEINEKEN has operations, were used while preparing these consolidated financial statements:

| In € | Year-end 2019 | Year-end 2018 | % | Average 2019 | Average 2018 | % |
|--------------------------------|------------------|------------------|-------|-----------------|-----------------|-------|
| Brazilian Real (BRL) | 0.2215 | 0.2250 | (1.6) | 0.2265 | 0.2322 | (2.5) |
| Great Britain Pound (GBP) | 1.1754 | 1.1179 | 5.1 | 1.1396 | 1.1303 | 0.8 |
| Mexican Peso (MXN) | 0.0476 | 0.0446 | 6.7 | 0.0464 | 0.0440 | 5.5 |
| Nigerian Naira (NGN) | 0.0024 | 0.0024 | — | 0.0025 | 0.0024 | 4.2 |
| Polish Zloty (PLN) | 0.2348 | 0.2327 | 0.9 | 0.2327 | 0.2347 | (0.9) |
| Russian Ruble (RUB) | 0.0143 | 0.0125 | 14.4 | 0.0138 | 0.0135 | 2.2 |
| Singapore Dollar (SGD) | 0.6618 | 0.6414 | 3.2 | 0.6548 | 0.6279 | 4.3 |
| United States Dollar (USD) | 0.8902 | 0.8734 | 1.9 | 0.8932 | 0.8466 | 5.5 |
| Vietnamese Dong in 1,000 (VND) | 0.0385 | 0.0376 | 2.4 | 0.0384 | 0.0368 | 4.3 |

| In € | Year-end 2018 | Year-end 2017 | % | Average 2018 | Average 2017 | % |
|----------------------------------|------------------|------------------|--------|-----------------|-----------------|--------|
| Brazilian Real (BRL) | 0.2250 | 0.2517 | (10.6) | 0.2322 | 0.2774 | (16.3) |
| Great Britain Pound (GBP) | 1.1179 | 1.1271 | (0.8) | 1.1303 | 1.1410 | (0.9) |
| Mexican Peso (MXN) | 0.0446 | 0.0425 | 4.9 | 0.0440 | 0.0469 | (6.2) |
| Nigerian Naira (NGN) | 0.0024 | 0.0025 | (4.0) | 0.0024 | 0.0027 | (11.1) |
| Polish Zloty (PLN) | 0.2327 | 0.2398 | (3.0) | 0.2347 | 0.2349 | (0.1) |
| Russian Ruble (RUB) | 0.0125 | 0.0144 | (13.2) | 0.0135 | 0.0152 | (11.2) |
| Singapore Dollar (SGD) | 0.6414 | 0.6241 | 2.8 | 0.6279 | 0.6417 | (2.2) |
| United States Dollar (USD) | 0.8734 | 0.8338 | 4.7 | 0.8466 | 0.8854 | (4.4) |
| Vietnamese Dollar in 1,000 (VND) | 0.0376 | 0.0367 | 2.5 | 0.0368 | 0.0389 | (5.4) |

(c) Cash flow statement

The cash flow statement is prepared using the indirect method. Assets and liabilities acquired as part of a business combination are included in investing activities (net of cash acquired). Dividends paid to shareholders are included in financing activities. Dividends received are classified as operating activities, as well as interest paid.

(d) Offsetting financial instruments

If HEINEKEN has a legal right to offset financial assets with financial liabilities and if HEINEKEN intends either to settle on a net basis or to realise the asset and settle the liability simultaneously, financial assets and liabilities are presented in the statement of financial position as a net amount.

6. Operating activities

6.1 Operating segments

HEINEKEN distinguishes five reportable segments: Europe, Americas, Africa, Middle East & Eastern Europe, Asia Pacific and Head Office & Other/eliminations. In below table information is provided about these reportable segments:

| In millions of € | Note | Europe | | | Americas | | | Africa, Middle East & Eastern Europe | | | Asia Pacific | | | Head Office & Other/eliminations | | | Consolidated | | |
|--|------|----------------|----------------|----------------|--------------|--------------|--------------|--------------------------------------|--------------|--------------|--------------|--------------|--------------|----------------------------------|--------------|--------------|----------------|----------------|----------------|
| | | 2019 | 2018* | 2017 | 2019 | 2018* | 2017* | 2019 | 2018 | 2017 | 2019 | 2018 | 2017* | 2019 | 2018 | 2017 | 2019 | 2018* | 2017* |
| Net revenue (beia) ¹ | | 10,629 | 10,348 | 9,991 | 7,429 | 6,781 | 6,312 | 3,370 | 3,051 | 3,028 | 3,205 | 2,919 | 2,922 | (740) | (628) | (624) | 23,894 | 22,471 | 21,629 |
| Third party revenue ² | | 12,601 | 12,351 | 11,869 | 7,656 | 6,928 | 6,486 | 4,106 | 3,724 | 3,666 | 4,106 | 3,701 | 3,726 | 52 | 107 | 96 | 28,521 | 26,811 | 25,843 |
| Interregional revenue | | 758 | 702 | 687 | 32 | 27 | 28 | — | — | 1 | 2 | 3 | 2 | (792) | (732) | (718) | — | — | — |
| Revenue | | 13,359 | 13,053 | 12,556 | 7,688 | 6,955 | 6,514 | 4,106 | 3,724 | 3,667 | 4,108 | 3,704 | 3,728 | (740) | (625) | (622) | 28,521 | 26,811 | 25,843 |
| Excise tax expense ³ | | (2,728) | (2,687) | (2,595) | (181) | (174) | (202) | (737) | (673) | (639) | (906) | (785) | (797) | — | (3) | (1) | (4,552) | (4,322) | (4,234) |
| Net revenue | | 10,631 | 10,366 | 9,961 | 7,507 | 6,781 | 6,312 | 3,369 | 3,051 | 3,028 | 3,202 | 2,919 | 2,931 | (740) | (628) | (623) | 23,969 | 22,489 | 21,609 |
| Other income | 6.2 | 12 | 28 | 134 | 9 | 19 | 5 | 1 | 2 | 2 | 73 | 4 | — | — | 22 | — | 95 | 75 | 141 |
| Operating profit | | 1,286 | 1,279 | 1,338 | 1,176 | 949 | 945 | 369 | 211 | 326 | 934 | 779 | 829 | (132) | (97) | (159) | 3,633 | 3,121 | 3,279 |
| Net finance expenses | 11.1 | | | | | | | | | | | | | | | | (513) | (485) | (513) |
| Share of profit of associates and joint ventures | 10.3 | 17 | 15 | (11) | 67 | 124 | 20 | 40 | 37 | 44 | 44 | 38 | 22 | (4) | (4) | — | 164 | 210 | 75 |
| Income tax expense | 12.1 | | | | | | | | | | | | | | | | (910) | (741) | (740) |
| Profit | | | | | | | | | | | | | | | | | 2,374 | 2,105 | 2,101 |
| Attributable to: | | | | | | | | | | | | | | | | | | | |
| Shareholders of the Company (net profit) | | | | | | | | | | | | | | | | | 2,166 | 1,913 | 1,883 |
| Non-controlling interests | | | | | | | | | | | | | | | | | 208 | 192 | 218 |
| Operating profit reconciliation | | | | | | | | | | | | | | | | | | | |
| Operating profit | | 1,286 | 1,279 | 1,338 | 1,176 | 949 | 945 | 369 | 211 | 326 | 934 | 779 | 829 | (132) | (97) | (159) | 3,633 | 3,121 | 3,279 |
| Eia ¹ | | 150 | 173 | 33 | 28 | 169 | 185 | 39 | 200 | 62 | 151 | 164 | 133 | 18 | (19) | 9 | 387 | 687 | 422 |
| Operating profit (beia) ¹ | | 1,436 | 1,452 | 1,371 | 1,204 | 1,118 | 1,130 | 408 | 411 | 388 | 1,085 | 943 | 962 | (114) | (116) | (150) | 4,020 | 3,808 | 3,701 |

* Restated for IAS 37. Refer to note 4 for further details.

¹ Note that this is a non-GAAP measure. Due to rounding, this balance will not always cast.

² Includes other revenue of €356 million in 2019 (2018: €389 million).

³ Next to the €4,552 million of excise tax expense included in revenue (2018: €4,322 million), €1,813 million of excise tax expense is collected on behalf of third parties and excluded from revenue (2018: €1,568 million).

| In millions of € | Note | Europe | | | Americas | | | Africa, Middle East & Eastern Europe | | | Asia Pacific | | | Head Office & Other/eliminations | | | Consolidated | | |
|--|------|---------------|--------|--------|---------------|--------|--------|--------------------------------------|-------|-------|---------------|-------|-------|----------------------------------|-------|-------|---------------|---------------|---------------|
| | | 2019 | 2018* | 2017* | 2019 | 2018* | 2017* | 2019 | 2018 | 2017 | 2019 | 2018 | 2017 | 2019 | 2018 | 2017 | 2019 | 2018* | 2017* |
| Current segment assets | | 2,918 | 2,816 | 2,793 | 2,286 | 2,425 | 2,397 | 1,451 | 1,356 | 1,146 | 1,239 | 1,487 | 1,226 | 394 | 1,359 | 1,000 | 8,288 | 9,443 | 8,562 |
| Non-current segment assets | | 12,417 | 11,449 | 11,383 | 9,149 | 8,055 | 7,916 | 2,543 | 2,299 | 2,316 | 7,586 | 7,368 | 7,525 | 875 | 894 | 935 | 32,570 | 30,065 | 30,075 |
| Investments in associates and joint ventures | | 305 | 296 | 217 | 864 | 909 | 829 | 237 | 213 | 219 | 3,452 | 590 | 575 | 10 | 13 | 1 | 4,868 | 2,021 | 1,841 |
| Total segment assets | | 15,640 | 14,561 | 14,393 | 12,299 | 11,389 | 11,142 | 4,231 | 3,868 | 3,681 | 12,277 | 9,445 | 9,326 | 1,279 | 2,266 | 1,936 | 45,726 | 41,529 | 40,478 |
| Unallocated assets | | | | | | | | | | | | | | | | | 778 | 622 | 770 |
| Total assets | | | | | | | | | | | | | | | | | 46,504 | 42,151 | 41,248 |
| Segment liabilities | | 4,441 | 4,765 | 4,819 | 2,760 | 2,564 | 2,536 | 1,590 | 1,386 | 1,088 | 1,127 | 1,093 | 900 | 2,664 | 1,116 | 1,790 | 12,582 | 10,924 | 11,133 |
| Unallocated liabilities | | | | | | | | | | | | | | | | | 16,611 | 15,519 | 15,438 |
| Total equity | | | | | | | | | | | | | | | | | 17,311 | 15,708 | 14,677 |
| Total equity and liabilities | | | | | | | | | | | | | | | | | 46,504 | 42,151 | 41,248 |
| Purchase of owned P,P&E | 8.2 | 706 | 590 | 537 | 617 | 546 | 615 | 426 | 434 | 361 | 263 | 253 | 163 | 17 | 13 | 20 | 2,029 | 1,836 | 1,696 |
| Acquisition of goodwill | 8.1 | 33 | 10 | 2 | 13 | (23) | 907 | 23 | 29 | 1 | — | 7 | 9 | — | — | — | 69 | 23 | 919 |
| Purchases of intangible assets | 8.1 | 85 | 47 | 42 | 43 | 31 | 20 | 17 | 8 | 8 | 9 | 9 | 2 | 32 | 72 | 66 | 186 | 167 | 138 |
| Depreciation of owned P,P&E | 8.2 | (538) | (510) | (496) | (322) | (273) | (266) | (244) | (237) | (261) | (135) | (122) | (134) | (11) | (13) | (15) | (1,250) | (1,155) | (1,172) |
| (Impairment) and reversal of impairment of owned P,P&E | 8.2 | — | — | 1 | — | — | — | (9) | (133) | 4 | (43) | — | 14 | — | — | — | (52) | (133) | 19 |
| Amortisation of intangible assets | 8.1 | (76) | (56) | (57) | (117) | (131) | (116) | (9) | (8) | (8) | (160) | (159) | (174) | (37) | (30) | (25) | (399) | (384) | (380) |
| (Impairment) and reversal of impairment of intangible assets | 8.1 | — | — | — | — | — | — | (8) | (21) | — | (12) | — | 11 | — | — | — | (20) | (21) | 11 |

* Restated for IAS 37. Refer to note 4 for further details.

Reconciliation of segment profit or loss

The table below presents the reconciliation of operating profit before exceptional items and amortisation of acquisition-related intangibles (operating profit beia) to profit before income tax.

| In millions of € | 2019 | 2018* | 2017* |
|--|--------------|-------|-------|
| Operating profit (beia) | 4,020 | 3,808 | 3,701 |
| Amortisation of acquisition-related intangible assets included in operating profit | (309) | (311) | (302) |
| Exceptional items included in operating profit | (78) | (376) | (120) |
| Share of profit of associates and joint ventures | 164 | 210 | 75 |
| Net finance expenses | (513) | (485) | (513) |
| Profit before income tax | 3,284 | 2,846 | 2,841 |

* Restated for IAS 37. Refer to note 4 for further details.

The 2019 exceptional items and amortisation of acquisition-related intangibles in operating profit amounts to €387 million (2018: €687 million, 2017: €422 million). This amount consists of:

- €309 million (2018: €311 million, 2017: €302 million) of amortisation of acquisition-related intangibles recorded in operating profit.
- €78 million (2018: €376 million, 2017: €120 million) of exceptional items recorded in operating profit. This includes €78 million exceptional benefits on revenue, mainly relating to tax credits in Brazil and €2 million exceptional excise tax expenses (2018: €18 million exceptional excise tax benefit, 2017: €20 million), €91 million of restructuring expenses (2018: €122 million, 2017: €93 million), €85 million of impairments (2018: €183 million mainly in the DRC, 2017: €19 million reversal of impairment), there was no acquisition and integration costs in 2019 (2018: €24 million, 2017: €72 million), €57 million net gain on disposals (2018: €4 million, 2017: €71 million), mainly relating to the sale of operating entities in China and Hong Kong and €35 million of other net exceptional expenses (2018: €69 million, 2017: €25 million).

Accounting estimates and judgements

Due to the complexity and variety in tax legislations, significant judgement is applied in the assessment of whether excise tax expenses are borne by HEINEKEN or collected on behalf of a third party.

HEINEKEN makes estimates when determining discount accruals in revenue at year-end, specifically for conditional discounts. Refer to note 7.3 for more explanation on how discount accruals are estimated.

Accounting policies

Segment reporting

Operating segments are reported in a consistent manner with the internal reporting provided to the Executive Board, which is considered to be HEINEKEN's chief operating decision-maker. An operating segment is a component of HEINEKEN that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of HEINEKEN's other components. All operating segments' operating results are reviewed regularly by the Executive Board to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

The first four reportable segments as presented in the segmentation tables are HEINEKEN's business regions. These business regions are each managed separately by a Regional President, who reports to the Executive Board, and is directly accountable for the functioning of the segment's assets, liabilities and results. The Head Office operating segment falls directly under the responsibility of the Executive Board. The Executive Board reviews the performance of the segments based on internal management reports on a monthly basis.

Segment results, assets and liabilities that are reported to the Executive Board include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated result items comprise net finance expenses and income tax expenses. Unallocated assets mainly comprise deferred tax assets.

Segment capital expenditure is the total cost incurred during the period to acquire P,P&E and intangible assets other than goodwill.

Performance is measured based on operating profit (beia), as included in the internal management reports that are reviewed by the Executive Board. Beia stands for 'before exceptional items and amortisation of acquisition-related intangibles'. Exceptional items are defined as items of income and expense of such size, nature or incidence, that in the view of management their disclosure is relevant to explain the performance of HEINEKEN for the period. Exceptional items include,

amongst others, impairments (and reversal of impairments) of goodwill and fixed assets, gains and losses from acquisitions and disposals, redundancy costs following a restructuring, past service costs and curtailments, the tax impact on exceptional items and tax rate changes (the one-off impact on deferred tax positions). Operating profit and operating profit (beia) are not financial measures calculated in accordance with IFRS. Operating profit (beia) is used to measure performance as management believes that this measurement is the most relevant in evaluating the results of the segments. Beia adjustments are also applied on other metrics. The presentation of these financial measures may not be comparable to similarly titled measures reported by other companies due to differences in the ways the measures are calculated.

HEINEKEN has multiple distribution models to deliver goods to end customers. There is no reliance on major clients. Deliveries to end consumers are done in some countries via own wholesalers or own pubs, in other markets directly and in some others via third parties. As such, distribution models are country-specific and diverse across HEINEKEN. In addition, these various distribution models are not centrally managed or monitored. Consequently, the Executive Board is not allocating resources and assessing the performance based on business type information and therefore no segment information is provided on business type.

Inter-segment transfers or transactions are determined on an arm's length basis. As net finance expenses and income tax expenses are monitored on a consolidated level (and not on an individual regional basis) and regional presidents are not accountable for that, net finance expenses and income tax expenses are not provided for the reportable segments.

Revenue

The majority of HEINEKEN's revenue is generated by the sale and delivery of products to customers. The product portfolio of HEINEKEN mainly consists of beer, soft drinks and cider. Products are mostly own-produced finished goods from HEINEKEN's brewing activities, but also contain purchased goods for resale from HEINEKEN's wholesale activities. HEINEKEN's customer group can be split between on-trade customers like cafés, bars and restaurants and off-trade customers like retailers and wholesalers. Due to HEINEKEN's global footprint its revenue is exposed to strategic and financial risks that differ per region.

Revenue is recognised when control over products has transferred and HEINEKEN fulfilled its performance obligation to the customer. For the majority of the sales, control is transferred either at delivery of the products or upon pickup by the customer from HEINEKEN's premises.

Revenue recognised is based on the price specified in the contract, net of returns, discounts, sales taxes and excise taxes collected on behalf of third parties.

Other revenues include rental income from pubs & bars, royalties, income from wholesale activities, pub management services and technical services to third parties. Royalties are sales-based and recognised in profit or loss (consolidated income statement) on an accrual basis in accordance with the relevant agreement. Rental income, income from wholesale activities, pub management services and technical services are recognised in profit or loss when the services have been delivered.

Discounts

HEINEKEN uses different types of discounts depending on the nature of the customer. Some discounts are unconditional, like cash discounts, early payment discounts and temporary promotional discounts. Unconditional discounts are recognised at the same moment of the related sales transaction.

HEINEKEN also provides conditional discounts to customers. These contractually agreed conditions include volume and promotional rebates. Conditional discounts are recognised based on estimated target realisation. The estimation is based on accumulated experience supported by historical and current sales information. A discount accrual is recognised at each reporting date for discounts payable to customers based on their expected or actual volume up to that date.

Other discounts include listing and shelving visibility fees charged by the customer whereby the payments to customers are closely related to the volumes sold. HEINEKEN assesses the substance of contracts with customers to determine the classification of payments to customers as either discounts or marketing expenses.

Discounts are accounted for as a reduction of revenue. Only when these payments to customers relate to a distinct service, the amount is classified as operating expense.

Excise tax expense

Local tax authorities impose multiple taxes, duties and fees. These include excise on sale or production of alcoholic beverages, environmental taxes on the use of certain raw materials or packaging materials, or the energy consumption in the production process. Excise duties are very common in the beverage industry, but levied differently amongst the countries HEINEKEN operates in. HEINEKEN performs a country by country analysis to assess whether the excise duty

are sales-related or effectively a production tax. In most countries excise duties are effectively a production tax as excise duties become payable when goods are moved from bonded warehouses and is not based on the sales value. In these countries, increases in excise duty are not always (fully) passed on to customers and HEINEKEN cannot, or can only partly, reclaim the excise duty in the case products are eventually not sold to customers. Excise tax is borne by HEINEKEN for these countries and shown as expenses. Only for those countries where excise is levied at the moment of the sales transaction and excise is based on the sales value, the excise duties are collected on behalf of a tax authority and consequently deducted from revenue. Due to the complexity and variety in tax legislations, significant judgement is applied in the assessment whether taxes are borne by HEINEKEN or collected on behalf of a third party.

To provide transparency on the impact of the accounting for excise, HEINEKEN presents the excise tax expense on a separate line below revenue in the consolidated income statement. A subtotal called 'Net revenue' was added in 2018. This 'Net revenue' subtotal is 'revenue' as defined in IFRS 15 (after discounts) minus the excise tax expense for those countries where the excise is borne by HEINEKEN.

6.2 Other income

Other income includes the gain from sale of P,P&E and intangible assets. It also includes gains from the sale of subsidiaries, joint ventures and associates. These transactions do not arise from contracts with customers and are therefore presented separately from revenue.

| In millions of € | 2019 | 2018 | 2017 |
|---|-----------|-----------|------------|
| Gain on sale of property, plant and equipment | 20 | 31 | 20 |
| Gain on sale of intangible assets | — | 2 | 87 |
| Gain on sale of subsidiaries, joint ventures and associates | 75 | 42 | 34 |
| | 95 | 75 | 141 |

In 2019, other income mainly relates to the preliminary gain on sale of HEINEKEN's operating entities in China and Hong Kong (refer to note 10.2).

Accounting policies

Other income is recognised in profit or loss when control over the sold asset is transferred to the buyer. The amount recognised as other income equals the proceeds obtained from the buyer minus the carrying value of the sold asset.

6.3 Raw materials, consumables and services

| In millions of € | 2019 | 2018* | 2017* |
|--------------------------------|---------------|---------------|---------------|
| Raw materials | 2,068 | 1,897 | 1,817 |
| Non-returnable packaging | 4,058 | 3,624 | 3,375 |
| Goods for resale | 1,501 | 1,533 | 1,592 |
| Inventory movements | (75) | (43) | (130) |
| Marketing and selling expenses | 2,632 | 2,494 | 2,533 |
| Transport expenses | 1,325 | 1,266 | 1,177 |
| Energy and water | 572 | 529 | 513 |
| Repair and maintenance | 519 | 527 | 509 |
| Other expenses | 1,992 | 2,174 | 1,948 |
| | 14,592 | 14,001 | 13,334 |

* Restated for IAS 37. Refer to note 4 for further details.

Other expenses mainly include consulting expenses of €219 million (2018: €192 million, 2017: €169 million), telecom and office automation of €272 million (2018: €239 million, 2017: €227 million), warehousing expenses of €195 million (2018: €187 million, 2017: €172 million), travel expenses of €150 million (2018: €158 million, 2017: €162 million) and other taxes of €75 million (2018: €56 million, 2017: €33 million). As a result of the implementation of IFRS 16, other expenses include expenses for short-term leases of €73 million and low value leases of €39 million, compared to €375 million reported in 2018 for operating lease expenses (2017: 364 million). The majority of the operating lease expenses are now reported under amortisation, depreciation and impairments and interest expenses (refer to notes 6.6 and 11.1).

Accounting policies

Expenses are recognised based on accrual accounting. This means that expenses are recognised when the product is received or the service is provided regardless of when cash outflow takes place.

6.4 Personnel expenses

The average number of full-time equivalent (FTE) employees, excluding contractors, in 2019 was 85,853 (2018: 85,610 FTE, 2017: 80,425 FTE), divided per region as follows:

| In millions of € | 2019 | 2018 | 2017 |
|--------------------------------------|---------------|---------------|---------------|
| Europe | 29,045 | 28,345 | 27,871 |
| Americas | 32,694 | 33,081 | 27,818 |
| Africa, Middle East & Eastern Europe | 14,375 | 13,974 | 14,475 |
| Asia Pacific | 9,739 | 10,210 | 10,261 |
| | 85,853 | 85,610 | 80,425 |

The decrease in Asia Pacific is mainly due to the sale of operating entities in China and Hong-Kong. Within Europe 4,120 FTE are based in the Netherlands (2018: 4,027 FTE, 2017: 3,998 FTE).

HEINEKEN employees are granted with compensations such as salaries and wages, pensions (refer to note 9.1) and share-based payments (refer to note 6.5). Other personnel expenses include expenses for contractors of €183 million (2018: €168 million, 2017: €153 million) and restructuring costs of €84 million (2018: €111 million, 2017: €82 million). Restructuring provisions are disclosed in note 9.2.

| In millions of € | Note | 2019 | 2018 | 2017 |
|---|------|--------------|--------------|--------------|
| Wages and salaries | | 2,536 | 2,444 | 2,339 |
| Compulsory social security contributions | | 386 | 386 | 364 |
| Contributions to defined contribution plans | | 58 | 51 | 47 |
| Expenses/(income) related to defined benefit plans | 9.1 | 78 | 105 | 59 |
| Expenses related to other long-term employee benefits | | 12 | (9) | 3 |
| Equity-settled share-based payment plan | 6.5 | 31 | 48 | 55 |
| Other personnel expenses | | 779 | 724 | 683 |
| | | 3,880 | 3,749 | 3,550 |

Accounting policies

Personnel expenses are recognised when the related service is provided. For more details on accounting policies related to post-retirements obligations and share-based payments refer to note 9.1 and 6.5 respectively.

6.5 Share-based payments

HEINEKEN has the following share-based compensation plans: Long-term incentive plan, Extraordinary share plan and Matching share plan (as part of the Short-term incentive plan of the Executive Board).

Long-term incentive plan (LTIP)

HEINEKEN has a performance-based Long-term incentive plan (LTIP) for the Executive Board and senior management. Under this LTIP, share rights are conditionally awarded to participants on an annual basis. The vesting of these rights is subject to the performance of Heineken N.V. on specific internal performance conditions and continued service over a three calendar year period by the employee. The share rights are not dividend-bearing during the performance period.

The performance conditions for LTIP are Organic Net Revenue growth, Organic Operating Profit beia growth, Earnings Per Share beia growth and Free Operating Cash Flow.

At target performance 100% of the awarded share rights vest. At threshold performance 50% of the awarded share rights vest and at maximum performance, 200% of the awarded share rights vest.

The grant date, fair market value (FMV) at grant date, service period and vesting date for the LTIP are visualised below:



The number of outstanding share rights and the movement over the year under the LTIP of the Executive Board and senior management are as follows:

| | Number of share rights 2019 | Number of share rights 2018 |
|-------------------------------|-----------------------------|-----------------------------|
| Outstanding as at 1 January | 2,047,880 | 2,266,642 |
| Granted during the year | 531,949 | 444,556 |
| Forfeited during the year | (157,276) | (124,039) |
| Vested previous year | (617,012) | (699,032) |
| Performance adjustment | (59,523) | 159,753 |
| Outstanding as at 31 December | 1,746,018 | 2,047,880 |
| Share price as at 31 December | 94.92 | 77.20 |

At vesting, HEINEKEN deducts a number of shares to cover payroll taxes and mandatory withholdings on behalf of the individual employees. Therefore, the number of Heineken N.V. shares to be received by LTIP participants is a net (after tax) number. Ownership of the vested LTIP 2017-2019 shares will transfer to the Executive Board members shortly after publication of the annual results in 2020 and to senior management on 1 April 2020.

Other share-based compensation plans

Under the extraordinary share plans for senior management 2,500 shares were granted in 2019 and 7,025 (gross) shares were vested in 2019. These extraordinary grants only have a service condition and vest between one and five years. The expenses relating to these additional grants are recognised in profit or loss during the vesting period. Expenses recognised in 2019 are €0.2 million (2018: €0.4 million).

Matching shares granted to the Executive Board are disclosed in note 13.3.

Personnel expenses

The total share-based compensation expenses that are recognised in 2019 amount to €31 million (2018: €48 million).

| In millions of € | Note | 2019 | 2018 | 2017 |
|---|------------|-----------|-----------|-----------|
| Share rights granted in 2015 | | | | 18 |
| Share rights granted in 2016 | | — | 17 | 17 |
| Share rights granted in 2017 | | 13 | 18 | 20 |
| Share rights granted in 2018 | | 8 | 13 | — |
| Share rights granted in 2019 | | 10 | — | — |
| Total expense recognised in personnel expenses | 6.4 | 31 | 48 | 55 |

Accounting estimates

The grant date fair value is calculated by adjusting the share price at grant date for estimated foregone dividends during the performance period, as the participants are not entitled to receive dividends during that period. The foregone dividends are estimated by applying HEINEKEN's dividend policy on the latest forecasts of net profit (beia).

At each balance sheet date, HEINEKEN uses its latest forecasts to calculate the expected realisation on the performance targets per plan. The number of shares are adjusted to the new target realisation and HEINEKEN increases/decreases the total plan cost. The cumulative effect is recorded in the profit or loss, with a corresponding adjustment to equity.

Expenses related to employees that voluntarily leave HEINEKEN are reversed as they will not receive any shares from the LTIP. The expense calculation includes the estimated future forfeiture. HEINEKEN uses historical information to estimate this forfeiture rate.

Accounting policies

HEINEKEN's share-based compensation plans are equity-settled share rights granted to the Executive Board and senior management.

The grant date fair value is calculated by deducting expected foregone dividends from the grant date during the performance period share price. The costs of the share plans are adjusted for expected performance and forfeiture and spread evenly over the service period.

Share-based compensation expenses are recorded in the profit or loss, with a corresponding adjustment to equity.

6.6 Amortisation, depreciation and impairments

| In millions of € | Note | 2019 | 2018 | 2017 |
|---|------|--------------|--------------|--------------|
| Property, plant and equipment | 8.2 | 1,540 | 1,288 | 1,153 |
| Intangible assets | 8.1 | 419 | 405 | 369 |
| Recycling of currency translation differences | | | | 65 |
| | | 1,959 | 1,693 | 1,587 |

As a result of the implementation of IFRS 16, Property, plant and equipment as presented in the table above includes the depreciation and impairment of ROU assets of €238 million (2018: nil, 2017: nil).

Accounting policies

Refer to note 8.1 for the accounting policy on impairments and amortisation and note 8.2 for the policy on depreciation.

6.7 Earnings per share

The calculation of earnings per share for the period ended 31 December 2019 is based on the profit attributable to the shareholders of the Company (net profit) and the weighted average number of shares outstanding (basic and diluted) during the year ended 31 December 2019.

| In € per share (basic or diluted) for the period ended 31 December | 2019 | 2018* | 2017* |
|--|------|-------|-------|
| Basic earnings per share | 3.78 | 3.36 | 3.30 |
| Diluted earnings per share | 3.77 | 3.35 | 3.30 |

* Restated for IAS 37. Refer to note 4 for further details.

Refer to the table below for the information used in the calculation of the basic and diluted earnings per share.

Weighted average number of shares – basic and diluted

| | 2019 | 2018 | 2017 |
|--|--------------------|-------------|-------------|
| Total number of shares issued | 576,002,613 | 576,002,613 | 576,002,613 |
| Effect of own shares held | (2,359,062) | (5,856,544) | (5,928,278) |
| Weighted average number of basic shares outstanding for the year | 573,643,551 | 570,146,069 | 570,074,335 |
| Dilutive effect of share-based payment plan obligations | 573,560 | 517,563 | 577,776 |
| Weighted average number of diluted shares outstanding for the year | 574,217,111 | 570,663,632 | 570,652,111 |

Accounting policies

HEINEKEN presents basic and diluted earnings per share (EPS) data for its shares. Basic EPS is calculated by dividing the profit or loss attributable to shareholders of the Company by the weighted average number of shares outstanding during the year, adjusted for the weighted average number of own shares held in the year. Diluted EPS is determined by dividing the profit or loss attributable to shareholders by the weighted average number of shares outstanding, adjusted for the weighted average number of own shares held in the year and for the effects of all dilutive potential shares which comprise share rights granted to employees and the Executive Board.

7. Working Capital

7.1 Inventories

Inventory balances include raw and packaging materials, work in progress, spare parts, goods for resale and finished products.

| In millions of € | 2019 | 2018 |
|-----------------------------------|--------------|--------------|
| Raw materials | 403 | 351 |
| Work in progress | 252 | 228 |
| Finished products | 488 | 426 |
| Goods for resale | 339 | 323 |
| Non-returnable packaging | 283 | 230 |
| Other inventories and spare parts | 448 | 362 |
| | 2,213 | 1,920 |

During 2019 inventories were written down by €7 million to net realisable value (2018: €25 million, 2017: €14 million).

Accounting policies

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on weighted average cost, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

7.2 Trade and other receivables

Trade and other receivables arise in the course of ordinary activities like the sale of inventory, proceeds for contract brewing or royalty fees.

| In millions of € | 2019 | 2018* |
|--|--------------|--------------|
| Trade receivables | 2,913 | 2,588 |
| Other receivables | 813 | 817 |
| Trade receivables due from associates and joint ventures | 12 | 8 |
| Prepayments | 385 | 382 |
| | 4,123 | 3,795 |

* Restated for IAS 37. Refer to note 4 for further details.

Trade and other receivables contain a net impairment loss of €65 million (2018: €38 million, 2017: €13 million) from contracts with customers, which is included in expenses for raw materials, consumables and services.

The ageing of the trade and other receivables (excluding prepayments) as per reporting date can be shown as follows:

| In millions of € | 2019 | Past due | | | |
|------------------|--------------|--------------|------------|-------------|------------|
| | Total | Not past due | 0-30 days | 31-120 days | > 120 days |
| Gross | 4,172 | 2,814 | 455 | 313 | 590 |
| Allowance | (434) | (44) | (10) | (57) | (323) |
| | 3,738 | 2,770 | 445 | 256 | 267 |

| In millions of € | 2018* | Past due | | | |
|------------------|--------------|--------------|------------|-------------|------------|
| | Total | Not past due | 0-30 days | 31-120 days | > 120 days |
| Gross | 3,850 | 2,535 | 472 | 275 | 568 |
| Allowance | (437) | (38) | (5) | (44) | (350) |
| | 3,413 | 2,497 | 467 | 231 | 218 |

* Restated for IAS 37. Refer to note 4 for further details.

The movement in allowance for credit losses for trade and other receivables during the year was as follows:

| In millions of € | 2019 | 2018 |
|---------------------------------------|------------|------------|
| Balance as at 1 January | 437 | 453 |
| Policy changes | — | 1 |
| Changes in consolidation | 1 | 1 |
| Addition to allowance | 69 | 42 |
| Allowance used | (73) | (49) |
| Allowance released | (4) | (4) |
| Effect of movements in exchange rates | 4 | (7) |
| Balance as at 31 December | <u>434</u> | <u>437</u> |

Accounting estimates

HEINEKEN determines on each reporting date the impairment of trade and other receivables using a model (e.g. flow rate method) which estimates the lifetime expected credit losses that will be incurred on these receivables. Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics. For more information on HEINEKEN's credit risk exposure refer to note 11.5.

Accounting policies

Trade and other receivables are held by HEINEKEN in order to collect the related cash flows. These receivables are measured at fair value and subsequently at amortised cost minus any impairment losses. Trade and other receivables are derecognised by HEINEKEN when substantially all risks and rewards are transferred or if HEINEKEN does not retain control over the receivables.

7.3 Trade and other payables

In the ordinary course of business, payable positions arise towards suppliers of goods and services, as well as to other parties. Refer to the table below for the different types of trade and other payables.

| In millions of € | 2019 | 2018 |
|--|--------------|--------------|
| Trade payables | 4,720 | 4,016 |
| Accruals | 1,386 | 1,334 |
| Taxation and social security contributions | 1,009 | 1,060 |
| Interest | 147 | 164 |
| Dividends | 12 | 19 |
| Other payables | 246 | 298 |
| | <u>7,520</u> | <u>6,891</u> |

Accounting estimates

HEINEKEN makes estimates in the determination of discount accruals. When discounts are provided to customers, these reduce the transaction price and consequently the revenue. The conditional discounts in revenue (refer to note 6.1) are estimated based on accumulated experience supported by historical and current sales information. Expected sales volumes are determined taking into account (historical) sales patterns and other relevant information. A discount accrual is recognised for expected volume and year-end discounts payable to customers in relation to sales made until the end of the reporting period.

Accounting policies

Trade and other payables are initially measured at fair value and subsequently at amortised cost. Trade payables are derecognised when the contractual obligation is either discharged, cancelled or expired.

7.4 Returnable packaging materials

HEINEKEN uses returnable packaging materials such as glass bottles, crates and kegs in selling the finished products to the customer.

Returnable packaging materials

The majority of returnable packaging materials is classified as Property, plant and equipment. The category other fixed assets in Property, plant and equipment (refer to note 8.2) includes €922 million (2018: €882 million, 2017: €816) of returnable packaging materials.

Returnable packaging deposit liability

In certain markets, HEINEKEN has the legal or constructive obligation to take back the materials from the market. A deposit value is generally charged upon sale of the finished product, which is paid back when the empty returnable packaging material is returned.

In millions of €

| | 2019 | 2018 |
|-------------------------------|------------|------------|
| Returnable packaging deposits | <u>565</u> | <u>569</u> |

Accounting estimates

The main accounting estimate relating to returnable packaging materials is determining the returnable packaging materials in the market and the expected return thereof. This is based on circulation times and losses of returnable packaging materials in the market.

Accounting policies

Returnable packaging materials

Returnable packaging materials may be classified as Property, plant and equipment or Inventory. The classification mainly depends on whether the ownership gets transferred and whether HEINEKEN has the legal or constructive obligation to buy back the materials.

Refer to note 8.2 for the general accounting policy on Property, plant and equipment. Specifically for Returnable packaging materials, the estimated useful life depends on the loss of the materials in the market as well as on HEINEKEN site.

Returnable packaging deposit liability

HEINEKEN recognises a deposit liability when a legal or constructive obligation exists to reimburse the customer for returnable packaging materials that are returned. The returnable packaging deposit liability is based on the estimated returnable packaging materials in the market, the expected return thereof and the deposit value.

8. Non-current assets

8.1 Intangible assets

Intangible assets within HEINEKEN are mainly goodwill, brands and customer-related intangibles such as customer lists. The majority of intangible assets have been recognised by HEINEKEN as part of acquisitions. Refer to the table below for the historical cost per asset class and the movements during the year including amortisation.

| In millions of € | Note | 2019 | | | | | | 2018 | | | | | |
|---|------|----------|---------|------------------------------|----------------------------|--|---------|----------|--------|------------------------------|----------------------------|--|---------|
| | | Goodwill | Brands | Customer-related intangibles | Contract-based intangibles | Software, research and development and other | Total | Goodwill | Brands | Customer-related intangibles | Contract-based intangibles | Software, research and development and other | Total |
| Cost | | | | | | | | | | | | | |
| Balance as at 1 January | | 11,621 | 4,775 | 2,204 | 1,010 | 931 | 20,541 | 11,612 | 4,689 | 2,334 | 1,095 | 782 | 20,512 |
| Changes in consolidation and other transfers | | 62 | 71 | 21 | 5 | 12 | 171 | 23 | 43 | 6 | 6 | 24 | 102 |
| Purchased/internally developed | | — | — | 4 | 6 | 176 | 186 | — | 4 | — | 7 | 156 | 167 |
| Transfer (to)/from assets classified as held for sale | 10.2 | (5) | — | — | — | — | (5) | (59) | (4) | (65) | (79) | (1) | (208) |
| Disposals | | — | — | — | (3) | (73) | (76) | — | (1) | (109) | (28) | (27) | (165) |
| Effect of movements in exchange rates | | 220 | 133 | 71 | 46 | (9) | 461 | 45 | 44 | 38 | 9 | (3) | 133 |
| Balance as at 31 December | | 11,898 | 4,979 | 2,300 | 1,064 | 1,037 | 21,278 | 11,621 | 4,775 | 2,204 | 1,010 | 931 | 20,541 |
| Amortisation and impairment losses | | | | | | | | | | | | | |
| Balance as at 1 January | | (427) | (865) | (992) | (269) | (529) | (3,082) | (407) | (738) | (959) | (270) | (468) | (2,842) |
| Changes in consolidation and other transfers | | — | — | — | — | — | — | — | — | — | (9) | (23) | (32) |
| Amortisation charge for the year | 6.6 | — | (134) | (135) | (43) | (87) | (399) | — | (127) | (140) | (50) | (67) | (384) |
| Impairment losses | 6.6 | (6) | — | (6) | (6) | (2) | (20) | (20) | — | — | — | (1) | (21) |
| Transfer (to)/from assets classified as held for sale | 10.2 | — | — | — | — | — | — | — | 4 | 20 | 32 | 1 | 57 |
| Disposals | | — | — | — | — | 57 | 57 | — | — | 109 | 27 | 27 | 163 |
| Effect of movements in exchange rates | | — | (27) | (36) | (10) | 8 | (65) | — | (4) | (22) | 1 | 2 | (23) |
| Balance as at 31 December | | (433) | (1,026) | (1,169) | (328) | (553) | (3,509) | (427) | (865) | (992) | (269) | (529) | (3,082) |
| Carrying amount | | | | | | | | | | | | | |
| As at 1 January | | 11,194 | 3,910 | 1,212 | 741 | 402 | 17,459 | 11,205 | 3,951 | 1,375 | 825 | 314 | 17,670 |
| As at 31 December | | 11,465 | 3,953 | 1,131 | 736 | 484 | 17,769 | 11,194 | 3,910 | 1,212 | 741 | 402 | 17,459 |

Goodwill impairment testing

For the purpose of impairment testing, goodwill in respect of Europe, Americas (excluding Brazil) and Asia Pacific is allocated and monitored on a regional basis. For Brazil and subsidiaries within Africa, Middle East & Eastern Europe and Head Office, goodwill is allocated and monitored on an individual country basis. The total amount of goodwill of €11,465 million (2018: €11,194 million) is allocated to each (group of) Cash Generating Unit (CGU) as follows:

| In millions of € | 2019 | 2018 |
|---|---------------|---------------|
| Europe | 4,838 | 4,721 |
| The Americas (excluding Brazil) | 2,266 | 2,201 |
| Brazil | 571 | 580 |
| Africa, Middle East and Eastern Europe (aggregated) | 352 | 335 |
| Asia Pacific | 2,958 | 2,877 |
| Head Office | 480 | 480 |
| | 11,465 | 11,194 |

The carrying amount of a CGU is compared to the recoverable amount of the CGU. The recoverable amounts of the (group of) CGUs are based on the higher of the fair value less costs of disposal (“FVLCD”) and value in use calculations. For CGUs representing more than 95% of goodwill, the recoverable amount is based on a value in use model. Value in use is determined by discounting the future cash flows generated from the continuing use of the unit using a pre-tax discount rate.

The key assumptions used for the value in use calculations are as follows:

- Cash flows are projected based on actual operating results and the three-year business plan. Cash flows for a further seven-year period (except for Europe, where a further two-year period was applied) were extrapolated using expected annual per country volume growth rates, which are based on external sources. Management believes that this period is justified due to the long-term development of the local beer business and past experiences.
- The beer price growth per year after the first three-year period is assumed to be at specific per country expected annual long-term inflation, based on external sources.
- Cash flows after the first ten-year period (Europe five-year) are extrapolated using a perpetual growth rate equal to the expected annual long-term inflation, in order to calculate the terminal recoverable amount.
- A per CGU-specific pre-tax Weighted Average Cost of Capital (WACC) was applied in determining the recoverable amount of the units.

The values assigned to the key assumptions used for the value in use calculations are as follows:

| In % | Pre-tax WACC | Expected annual long-term inflation 2023-2029 | Expected volume growth rates 2023-2029 |
|--------------------------------------|--------------|---|--|
| Europe | 8.5 | 2.0 | 0.9 |
| Americas (excluding Brazil) | 12.1 | 2.9 | 2.7 |
| Brazil | 17.0 | 3.6 | — |
| Africa, Middle East & Eastern Europe | 22.7 - 35.3 | 6.9 - 8.7 | 0.0 - 2.9 |
| Asia Pacific | 13.5 | 3.4 | 3.9 |
| Head Office | 7.9 | 2.0 | 0.9 |

CGUs for which the recoverable amount is based on a FVLCD model represent less than 5% of goodwill.

The outcome of goodwill impairment tests in 2019 resulted in impairment losses of €6 million (2018: nil).

Sensitivity to changes in assumptions

The outcome of a sensitivity analysis of a 100 basis points adverse change in key assumptions (lower growth rates or higher discount rates respectively) did not result in a materially different outcome of the impairment test.

Brands, customer-related and contract-based intangibles

The main brands capitalised are the brands acquired in various acquisitions. The main customer-related and contract-based intangibles relate to customer relationships (constituted either by way of a contractual agreement or by way of non-contractual relations) and re-acquired rights.

Accounting estimates and judgements

The cash flow projections used in the value in use calculations for goodwill impairment testing contain various judgements and estimations as described in the key assumptions for the value in use calculations.

For intangible assets, other than goodwill, estimates are required to determine the (remaining) useful lives. Useful lives are determined based on the market position (for brands), estimated remaining useful life of the customer relationships or the period of the contractual arrangements, or estimates on technical and commercial developments (for software/development expenditure).

Amortisation is charged to profit or loss on a straight-line basis over the estimated useful life. HEINEKEN believes that straight-line depreciation most closely reflects the expected pattern of consumption of the future economic benefits embodied in the intangible asset.

Accounting policies

Goodwill

Goodwill represents the difference between the fair value of the net assets acquired and the transaction price of the acquisition. Goodwill arising on the acquisition of associates and joint ventures is included in the carrying amount of the associates and joint ventures.

Goodwill is measured at cost less accumulated impairment losses. Goodwill is allocated to individual or groups of CGUs for the purpose of impairment testing and is tested annually for impairment. Negative goodwill is recognised directly in profit or loss as other income. An impairment loss in respect of goodwill can not be reversed.

Brands, customer-related and contract-based intangibles

Brands, customer-related and contract-based intangibles acquired as part of a business combination are recognised at fair value. Otherwise these acquired intangibles are recognised at cost and amortised over the estimated useful life of the individual brand, respectively over the remaining useful life of the customer relationships or the period of the contractual arrangements.

Strategic brands are well-known international/local brands with a strong market position and an established brand name.

Software, research and development and other intangible assets

Purchased software is measured at cost less accumulated amortisation. Expenditure on internally developed software is capitalised when the expenditure qualifies as development activities, otherwise it is recognised in profit or loss when incurred.

Expenditure on research activities, undertaken with the prospect of gaining new technical knowledge, is recognised in profit or loss when incurred.

Amortisation

Amortisation is calculated over the cost of the asset less its residual value. Intangible assets with a finite life are amortised on a straight-line basis over their estimated useful lives from the date they are available for use. The estimated useful lives are as follows:

| | |
|---|---------------|
| • Strategic brands | 40 - 50 years |
| • Other brands | 15 - 25 years |
| • Customer-related and contract-based intangibles | 5 - 30 years |
| • Re-acquired rights | 3 - 12 years |
| • Software | 3 - 7 years |
| • Capitalised development costs | 3 years |

The amortisation method, useful lives and residual values are reassessed annually. Changes in useful lives or residual value are recognised prospectively.

De-recognition of intangible assets

Intangible assets are derecognised when disposed or sold. Gains on sale of intangibles are presented in profit or loss as other income (refer to note 6.2); losses on sale are included in depreciation. Goodwill is derecognised when the related CGU is sold.

Impairment of non-financial assets

At each reporting date HEINEKEN reviews the carrying amounts of its non-financial assets (except for inventories and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount is estimated.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use. The CGU for other non-financial assets is often the operating company on country level. The recoverable amount of an asset or CGU is the higher of an asset's FVLCD and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset or CGU.

An impairment loss is recognised in profit or loss if the carrying amount of an asset or its CGU exceeds its recoverable amount. Impairment losses are first allocated to goodwill and then to the other assets in the unit on a pro rata basis. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

8.2 Property, plant and equipment

Property, plant and equipment (P,P&E) are fixed assets that are owned by HEINEKEN, as well as right of use (ROU) assets under a lease agreement. Owned and ROU assets are held for use in HEINEKEN's operating activities. Refer to the table below for the split between owned assets and ROU assets as per balance sheet date:

| In millions of € | Note | 2019 | 2018 |
|--|------|---------------|---------------|
| Property, plant and equipment—owned assets | | 12,230 | 11,359 |
| Right of use assets | 4 | 1,039 | — |
| Property, plant and equipment | | 13,269 | 11,359 |

Owned assets

The table below details the historical cost per asset class and the movements during the year for owned assets.

| In millions of € | Note | Land and buildings | Plant and equipment | 2019 Other fixed assets | Under construction | Total | Land and buildings | Plant and equipment | 2018 Other fixed assets | Under construction | Total |
|---|------|--------------------|---------------------|----------------------------|--------------------|-----------------|--------------------|---------------------|----------------------------|--------------------|-----------------|
| Cost | | | | | | | | | | | |
| Balance as at 1 January | | 6,978 | 8,872 | 5,344 | 998 | 22,192 | 6,911 | 8,393 | 5,166 | 902 | 21,372 |
| Changes in consolidation and other transfers | | 25 | 23 | 8 | 3 | 59 | 5 | 74 | 12 | 2 | 93 |
| Purchases | | 62 | 91 | 411 | 1,465 | 2,029 | 36 | 74 | 396 | 1,330 | 1,836 |
| Transfer of completed projects under construction | | 328 | 737 | 327 | (1,392) | — | 314 | 615 | 315 | (1,244) | — |
| Transfer (to)/from assets classified as held for sale | | (23) | — | (1) | — | (24) | (89) | (108) | (31) | — | (228) |
| Disposals | | (133) | (194) | (385) | (13) | (725) | (132) | (105) | (517) | (1) | (755) |
| Effect of movements in exchange rates | | 181 | 109 | 74 | 16 | 380 | (67) | (71) | 3 | 9 | (126) |
| Balance as at 31 December | | 7,418 | 9,638 | 5,778 | 1,077 | 23,911 | 6,978 | 8,872 | 5,344 | 998 | 22,192 |
| Depreciation and impairment losses | | | | | | | | | | | |
| Balance as at 1 January | | (2,178) | (5,116) | (3,539) | — | (10,833) | (2,089) | (4,706) | (3,460) | — | (10,255) |
| Changes in consolidation and other transfers | | — | — | — | — | — | — | (64) | (6) | — | (70) |
| Depreciation charge for the year | 6.6 | (177) | (440) | (633) | — | (1,250) | (161) | (416) | (578) | — | (1,155) |
| Impairment losses | 6.6 | (15) | (27) | (10) | — | (52) | (29) | (89) | (15) | — | (133) |
| Transfer to/(from) assets classified as held for sale | | 8 | — | — | — | 8 | 10 | 33 | 24 | — | 67 |
| Disposals | | 25 | 190 | 378 | — | 593 | 82 | 100 | 505 | — | 687 |
| Effect of movements in exchange rates | | (30) | (71) | (46) | — | (147) | 9 | 26 | (9) | — | 26 |
| Balance as at 31 December | | (2,367) | (5,464) | (3,850) | — | (11,681) | (2,178) | (5,116) | (3,539) | — | (10,833) |
| Carrying amount | | | | | | | | | | | |
| As at 1 January | | 4,800 | 3,756 | 1,805 | 998 | 11,359 | 4,822 | 3,687 | 1,706 | 902 | 11,117 |
| As at 31 December | | 5,051 | 4,174 | 1,928 | 1,077 | 12,230 | 4,800 | 3,756 | 1,805 | 998 | 11,359 |

Land and buildings include the breweries and offices of HEINEKEN as well as stores, pubs and bars. The plant and machinery asset class contains all the assets needed in HEINEKEN's brewing, packaging and filling activities. Other fixed assets mainly consist of returnable packaging materials, commercial fixed assets and furniture, fixtures and fittings. Refer to note 7.4 for further information on returnable packaging materials that are included in this category.

Impairment losses

In 2019 an impairment of Property, plant and equipment of €52 million was charged to profit or loss (2018: €133 million), relating to Asia Pacific and Africa, Middle East & Eastern Europe regions.

Right of use (ROU) assets

HEINEKEN leases stores, pubs, offices, warehouses, cars, (forklift) trucks and other equipment in the ordinary course of business. HEINEKEN has around 30,000 leases with a wide range of different terms and conditions, depending on local regulations and practice. Many leases contain extension and termination options, which are included in the lease term if HEINEKEN is reasonably certain to exercise an extension option and reasonably certain not to exercise a termination option. Refer to the table below for the carrying amount of ROU assets per asset class per balance sheet date:

| In millions of € | 2019 | 2018 |
|--|--------------|------|
| Land and buildings | 807 | — |
| Equipment | 232 | — |
| Carrying amount ROU assets as at 31 December | 1,039 | — |

During 2019 €271 million was added to the ROU assets as a result of entering into new leases which did not exist at the beginning of the year and the remeasurement of existing leases. The depreciation and impairments of ROU assets during the financial year were as follows:

| In millions of € | 2019 | 2018 |
|---|------------|------|
| Land and buildings | 158 | — |
| Equipment | 80 | — |
| Depreciation and impairments for ROU assets | 238 | — |

Accounting estimates and judgements

Estimates are required to determine the (remaining) useful lives of fixed assets. Useful lives are determined based on an asset's age, the frequency of its use, repair and maintenance policy, technology changes in production and expected restructurings.

HEINEKEN estimates the expected residual value per asset item. The residual value is the higher of the expected sales price (based on recent market transactions of similar sold items) or its material scrap value.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of items of P,P&E. HEINEKEN believes that straight-line depreciation most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

Significant judgement is required to determine the lease term. The assessment of whether HEINEKEN is reasonably certain to exercise such options impacts the lease term, which as a result could affect the amount of lease liabilities and ROU assets recognised.

Accounting policies

Owned assets

A fixed asset is recognised when it is probable that future economic benefits associated with the P,P&E item will flow to HEINEKEN and when the cost of the P,P&E can be reliably measured. The majority of the P,P&E of HEINEKEN are owned assets, rather than leased assets.

P,P&E are recognised at historical cost less accumulated depreciation and impairment losses. Historical cost includes all costs directly attributable to the purchase of an asset. The cost of self-constructed assets includes all directly attributable costs to make the asset ready for its intended use. Spare parts that meet the definition of P,P&E are capitalised and accounted for accordingly. If spare parts do not meet the recognition criteria of P,P&E, they are either carried in inventory or consumed and recorded in profit or loss.

Subsequent costs are capitalised only when it is probable that the expenses will lead to future economic benefits and can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

For the contractual commitments on ordered P,P&E refer to note 13.2.

Depreciation and impairments

Depreciation is calculated using the straight-line method, based on the estimated useful life of the asset class. The estimated useful lives of the main asset classes are as follows:

| | |
|-----------------------|---------------|
| • Buildings | 30 - 40 years |
| • Plant and equipment | 10 - 30 years |
| • Other fixed assets | 3 - 10 years |

Land and assets under construction are not depreciated. When assets under construction are ready for its intended use, they are transferred to the relevant category and depreciation starts. All other P,P&E items are depreciated over their estimated useful live to the asset's residual value.

The depreciation method, residual value and useful lives are reassessed annually. Changes in useful lives or residual value are recognised prospectively.

HEINEKEN reviews whether impairment triggers exists on Cash Generating Unit (CGU) level. When a triggering event exists, assets are tested for impairment (refer to note 8.1).

De-recognition of Property, plant & equipment

P,P&E is derecognised when it is scrapped or sold. Gains on sale of P,P&E are presented in profit or loss as other income (refer to note 6.2); losses on sale are included in depreciation.

Right of use (ROU) assets

Definition of a lease

A contract is or contains a lease if it provides the right to control the use of an identified asset for a period of time in exchange for an amount payable to the lessor. The right to control the use of the identified asset exists when having the right to obtain substantially all of the economic benefits from use of that asset and when having the right to direct the use of that asset.

HEINEKEN as a lessee

At the start date of the lease, HEINEKEN (lessee) recognises a right of use (ROU) asset and a lease liability on the balance sheet. The ROU asset is initially measured at cost, and subsequently at cost less accumulated depreciation and impairment losses, and adjusted for certain remeasurements of the lease liability. For measurement of the lease liability, refer to note 11.3.

HEINEKEN applies the following practical expedients for the recognition of leases:

- The short-term lease exemption, meaning that leases with a duration of less than a year are expensed in the income statement on a straight-line basis.
- The low value lease exemption, meaning that leased assets with an individual value of €5 thousand or less if bought new, are expensed in the income statement on a straight-line basis.

HEINEKEN as a lessor

A lease is classified as a finance lease when it transfers substantially all the risks and rewards relating to ownership of the underlying asset to the lessee. For contracts where HEINEKEN acts as an intermediate lessor, the subleases are classified with reference to the ROU asset.

Lease related notes

For lease liabilities, refer to note 11.3 Borrowings. For short-term and low value leases, refer to other expenses in note 6.3 Raw materials, consumables and services. For the lease receivables, refer to other receivables in note 8.4 Other non-current assets and other receivables in note 7.2 Trade and other receivables. For the contractual maturities of lease liabilities, refer to note 11.5 Credit, liquidity and market risk.

8.3 Loans and advances to customers

Loans and advances to customers are inherent to HEINEKEN's business model. Loans to customers are repaid in cash on fixed dates while the settlement of advances to customers are linked to the sales volume of the customer. Loans and advances to customers are usually backed by collateral such as properties.

| | | |
|---------------------------------|------|------|
| In millions of € | 2019 | 2018 |
| Loans to customers | 55 | 52 |
| Advances to customers | 222 | 289 |
| Loans and advances to customers | 277 | 341 |

The movement in allowance for impairment losses for loans and advances to customers during the year was as follows:

| In millions of € | 2019 | 2018 |
|---------------------------------------|------------------|-------------------|
| Balance as at 1 January | 135 | 145 |
| Policy changes | — | (2) |
| Addition to allowance | 7 | 5 |
| Allowance used | (56) | (11) |
| Allowance released | (3) | — |
| Effect of movements in exchange rates | 2 | 1 |
| Other | (6) | (3) |
| Balance as at 31 December | <u>79</u> | <u>135</u> |

Accounting estimates

HEINEKEN determines on each reporting date the impairment of loans and advances to customers using an expected credit loss model which estimates the credit losses over 12 months. Only in case a significant increase in credit risk occurs (e.g. more than 30 days overdue, change in credit rating, payment delays in other receivables from the customer) the credit losses over the lifetime of the asset are incurred. Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics. For more information on HEINEKEN's credit risk exposure refer to note 11.5.

Accounting policies

Loans and advances to customers are initially measured at fair value and subsequently at amortised cost minus any impairment losses.

8.4 Other non-current assets

Other non-current assets mainly consist of Fair Value through Other Comprehensive Income (FVOCI) investments, prepayments and other receivables with a duration longer than 12 months.

| In millions of € | Note | 2019 | 2018* |
|--|------|---------------------|---------------------|
| Fair value through OCI investments | | 408 | 501 |
| Non-current derivatives | 11.6 | 2 | 35 |
| Loans to joint ventures and associates | | 38 | 9 |
| Long-term prepayments | | 439 | 466 |
| Other receivables | | 368 | 209 |
| Other non-current assets | | <u>1,255</u> | <u>1,220</u> |

* Restated for IAS 37. Refer to note 4 for further details.

The FVOCI investments primarily consist of equity securities. HEINEKEN designates these investments as FVOCI as these are not held for trading purposes. As at 31 December 2019 the investment of €241 million (2018: €331 million) in the Saigon Alcohol Beer and Beverages Corporation ('SABECO', Vietnam), is the main FVOCI equity investment.

The other receivables include lease receivables of €167 million (2018: nil). Including the short-term portion of lease receivables, the average outstanding term of the lease receivables is 4.6 years (2018: N/A). The remainder of other receivables mainly originate from the acquisition of the beer operations of FEMSA and represent a receivable on the Brazilian authorities on which interest is calculated in accordance with Brazilian legislation. Collection of this receivable is expected to be beyond a period of five years. A part of the aforementioned receivables qualifies for indemnification towards FEMSA which are provided for.

Sensitivity analysis – equity securities

An increase or decrease of 1% in the share price of the equity securities at the reporting date would not have a material impact.

Accounting estimates

HEINEKEN determines on each reporting date the impairment of other receivables using an expected credit loss model which estimates the credit losses over 12 months. Only in case a significant increase in credit risk occurs (e.g. more than 30 days overdue, change in credit rating, payment delays in other receivables from the customer) the credit losses over the lifetime of the asset are incurred. Individually significant other receivables are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics. For more information on HEINEKEN's credit risk exposure refer to 11.5.

Accounting policies**Fair value through OCI investments**

HEINEKEN's investments in equity securities are classified as FVOCI. These investments are interests in entities where HEINEKEN has less than significant influence. This is generally the case by ownership of less than 20% of the voting rights.

FVOCI investments are measured at fair value (refer to note 13.1). The fair value changes are recognised in OCI and presented within equity in the fair value reserve. Dividend income is recognised in profit or loss.

Non-current derivatives

Refer to the accounting policies on derivative financial instruments in note 11.6.

Other

The remaining non-current assets as presented in the previous table are initially measured at fair value and subsequently at amortised cost minus any impairment losses.

9. Provisions and contingent liabilities

9.1 Post-retirement obligations

HEINEKEN makes contributions to pension plans that provide pension benefits to (former) employees upon retirement, both via defined benefit as well as defined contribution plans. Other long term employee benefits include long-term bonus plans, termination benefits, medical plans and jubilee benefits. Refer to note 6.4 for the contribution to defined contribution plans. This note relates to HEINEKEN's defined benefit pension plans. Refer to the table below for the present value of the defined benefit plans as at 31 December.

| In millions of € | 2019 | 2018 |
|---|--------------|--------------|
| Present value of unfunded defined benefit obligations | 307 | 251 |
| Present value of funded defined benefit obligations | 9,210 | 8,260 |
| Total present value of defined benefit obligations | 9,517 | 8,511 |
| Fair value of defined benefit plan assets | (8,451) | (7,682) |
| Present value of net obligations | 1,066 | 829 |
| Asset ceiling items | 53 | 51 |
| Defined benefit plans included under non-current assets | 7 | 7 |
| Recognised liability for defined benefit obligations | 1,126 | 887 |
| Other long-term employee benefits | 63 | 67 |
| | 1,189 | 954 |

The vast majority of benefit payments are from pension funds that are held in trusts (or equivalent), however, there is a small portion where HEINEKEN fulfils the benefit payment obligation as it falls due. Plan assets held in trusts are governed by Trustee Boards composed of HEINEKEN representatives and independent and/or member representation, in accordance with local regulations and practice in each country. The relationship and division of responsibility between HEINEKEN and the Trustee Board (or equivalent) including investment decisions and contribution schedules are carried out in accordance with the plan's regulations.

The defined benefit pension plans in the Netherlands and the United Kingdom represent the majority of the total defined benefit plan assets and the present value of the defined benefit obligations. Refer to the table below for the split of these plans in the total present value of the net obligations of HEINEKEN.

| In millions of € | 2019 UK | 2018 UK | 2019 NL | 2018 NL | 2019 Other | 2018 Other | 2019 Total | 2018 Total |
|--|------------|------------|------------|------------|---------------|---------------|---------------|---------------|
| Total present value of defined benefit obligations | 3,945 | 3,611 | 4,096 | 3,587 | 1,476 | 1,313 | 9,517 | 8,511 |
| Fair value of defined benefit plan assets | (3,529) | (3,276) | (3,939) | (3,488) | (983) | (918) | (8,451) | (7,682) |
| Present value of net obligations | 416 | 335 | 157 | 99 | 493 | 395 | 1,066 | 829 |

Defined benefit plan in the Netherlands

HEINEKEN provides employees in the Netherlands with an average pay pension plan based on earnings up to the legal tax limit. Indexation of accrued benefits is conditional on the funded status of the pension fund. HEINEKEN pays contributions to the fund up to a maximum level agreed with the Board of the pension fund and has no obligation to make additional contributions in case of a funding deficit. In 2019, HEINEKEN's cash contribution to the Dutch pension plan was at the maximum level. The same level is expected to be paid in 2020. As a result of an agreed final payment to settle a closed transitional plan, a one-off contribution of €85 million is expected to be paid in late 2020 or early 2021. Following this payment, the respective plan will be fully funded.

Defined benefit plan in the United Kingdom

HEINEKEN's UK plan (Scottish & Newcastle pension plan 'SNPP') was closed to future accrual in 2011 and the liabilities thus relate to past service before plan closure. Based on the triennial review finalised in early 2019, HEINEKEN has renewed the funding plan (until 31 May 2023) including an annual deficit reduction contribution of GBP39.2 million in 2018, thereafter increasing with GBP1.7

million per year. At the end of 2018, an agreement (the Funding Agreement) was reached with the UK pension fund Trustees on a more conservative longer term funding and investment approach towards 2030. This agreement has been formalised during 2019 and leads to a gradual decrease of investment risk. The current schedule of deficit recovery payments until May 2023 will remain in place. As of June 2023 deficit recovery payments will be conditional on the funding position of the pensions fund and will be capped on the current contribution level.

Defined benefit plans in other countries

In a few other countries HEINEKEN offers defined benefit plans, which are individually not significant to HEINEKEN. The majority of these plans are closed for new participants.

Movement in net defined benefit obligation

The movement in the net defined benefit obligation during the year is as follows:

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| In millions of € | Note | Present value of defined benefit obligations | | Fair value of defined benefit plan assets | | Present value of net obligations | |
|---|------|--|--------------|---|----------------|----------------------------------|-------|
| | | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 |
| Balance as at 1 January | | 8,511 | 9,088 | (7,682) | (7,908) | 829 | 1,180 |
| Included in profit or loss | | | | | | | |
| Current service cost | | 81 | 88 | — | — | 81 | 88 |
| Past service cost/(credit) | | (1) | 14 | — | — | (1) | 14 |
| Administration expense | | — | — | 3 | 4 | 3 | 4 |
| Effect of any settlement | | (5) | (1) | — | — | (5) | (1) |
| Expense recognised in personnel expenses | 6.4 | 75 | 101 | 3 | 4 | 78 | 105 |
| Interest expense/(income) | 11.1 | 212 | 197 | (182) | (166) | 30 | 31 |
| | | 287 | 298 | (179) | (162) | 108 | 136 |
| Included in OCI | | | | | | | |
| Remeasurement loss/(gain): | | | | | | | |
| Actuarial loss/(gain) arising from | | | | | | | |
| Demographic assumptions | | (93) | (177) | — | — | (93) | (177) |
| Financial assumptions | | 1,065 | (329) | — | — | 1,065 | (329) |
| Experience adjustments | | (125) | 9 | — | — | (125) | 9 |
| Return on plan assets excluding interest income | | — | — | (579) | 174 | (579) | 174 |
| Effect of movements in exchange rates | | 210 | (10) | (190) | 9 | 20 | (1) |
| | | 1,057 | (507) | (769) | 183 | 288 | (324) |
| Other | | | | | | | |
| Changes in consolidation and reclassification | | 20 | 6 | (4) | 17 | 16 | 23 |
| Contributions paid: | | | | | | | |
| By the employer | | — | — | (175) | (170) | (175) | (170) |
| By the plan participants | | 24 | 21 | (24) | (23) | — | (2) |
| Benefits paid | | (382) | (395) | 382 | 381 | — | (14) |
| Settlements | | — | — | — | — | — | — |
| | | (338) | (368) | 179 | 205 | (159) | (163) |
| Balance as at 31 December | | 9,517 | 8,511 | (8,451) | (7,682) | 1,066 | 829 |

Defined benefit plan assets

| In millions of € | 2019 | | | 2018 | | |
|------------------------------|--------------|--------------|--------------|--------|----------|-------|
| | Quoted | Unquoted | Total | Quoted | Unquoted | Total |
| Equity instruments: | | | | | | |
| Europe | 579 | — | 579 | 815 | — | 815 |
| Northern America | 1,051 | — | 1,051 | 522 | — | 522 |
| Japan | 196 | — | 196 | 129 | — | 129 |
| Asia other | 122 | — | 122 | 60 | — | 60 |
| Other | 339 | 69 | 408 | 315 | 193 | 508 |
| | 2,287 | 69 | 2,356 | 1,841 | 193 | 2,034 |
| Debt instruments: | | | | | | |
| Bonds – investment grade | 3,759 | 512 | 4,271 | 2,150 | 1,353 | 3,503 |
| Bonds – non-investment grade | 251 | 240 | 491 | 223 | 507 | 730 |
| | 4,010 | 752 | 4,762 | 2,373 | 1,860 | 4,233 |
| Derivatives | 5 | (602) | (597) | 33 | (537) | (504) |
| Properties and real estate | 15 | 794 | 809 | 256 | 501 | 757 |
| Cash and cash equivalents | 107 | 17 | 124 | 196 | (12) | 184 |
| Investment funds | 66 | 848 | 914 | 523 | 239 | 762 |
| Other plan assets | 13 | 70 | 83 | 104 | 112 | 216 |
| | 206 | 1,127 | 1,333 | 1,112 | 303 | 1,415 |
| Balance as at 31 December | 6,503 | 1,948 | 8,451 | 5,326 | 2,356 | 7,682 |

The HEINEKEN pension funds monitor the mix of debt and equity securities in their investment portfolios based on market expectations. Material investments within the portfolio are managed on an individual basis. Through its defined benefit pension plans, HEINEKEN is exposed to a number of risks, the most significant are detailed below.

Risks associated with defined benefit plans

Asset volatility

The plan liabilities are calculated using a discount rate set with reference to AA corporate bond yields. If the return on the plan assets is less than the return on the liabilities implied by this assumption, this will create a deficit. Both the Netherlands and the UK plans hold a significant proportion of equities, which are expected to outperform corporate bonds in the long term, while providing volatility and risk in the short term.

In the Netherlands, an Asset-Liability Matching (ALM) study is performed at least on a triennial basis. The ALM study is the basis for the strategic investment policies and the (long-term) strategic investment mix. This resulted in a strategic asset mix comprising 38% of plan assets in equity securities, 30% in bonds, 12.5% in other investments, 10% in mortgage and 9.5% in real estate. The last ALM study was performed in 2018.

In the UK, an actuarial valuation is performed at least on a triennial basis. The valuation is the basis for the funding plan, strategic investment policies and the (long-term) strategic investment mix. Following the 2018 valuation a strategic asset mix comprising 30% of plan assets in liability driven investments, 20% in equities, 15% in corporate bonds, 15% in higher yielding credit, 15% in private markets and 5% in long lease property. As part of the Funding Agreement, the strategic asset mix will evolve between now and 2030 to provide a greater certainty of return, lower volatility and higher cash generation.

Interest rate risk

A decrease in corporate bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' fixed rate instruments holdings.

In the Netherlands, interest rate risk is partly managed through fixed income investments. These investments match the liabilities for 23.4% (2018: 24.4%). In the UK, interest rate risk is partly managed through the use of a mixture of fixed income investments and interest rate swap instruments. These investments and instruments match 49% of the interest rate sensitivity of the total liabilities (2018: 34%).

Inflation risk

Some of the pension obligations are linked to inflation. Higher inflation will lead to higher liabilities, although in most cases caps on the level of inflationary increases are in place to protect the plan against extreme inflation. The majority of the plan assets are either unaffected by or loosely correlated with inflation, meaning that an increase in inflation will increase the deficit.

HEINEKEN provides employees in the Netherlands with an average pay pension plan, whereby indexation of accrued benefits is conditional on the funded status of the pension fund. In the UK, inflation is partly managed through the use of a mixture of inflation-linked derivative instruments. These instruments match 49% of the inflation-linked liabilities (2018: 37%).

Life expectancy

The majority of the plans' obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities. This is particularly significant in the UK plan, where inflation-linked increases result in higher sensitivity to changes in life expectancy. In 2015, the Trustee of HEINEKEN UK's pension plan implemented a longevity hedge to remove the risk of a higher increase in life expectancy than anticipated for the 2015 population of pensioners.

Principal actuarial assumptions as at the balance sheet date

Based on the significance of the Dutch and UK pension plans compared with the other plans, the table below refers to the major actuarial assumptions for those two plans as at 31 December:

| In % | The Netherlands | | UK ¹ | |
|---------------------------------|-----------------|------|-----------------|------|
| | 2019 | 2018 | 2019 | 2018 |
| Discount rate as at 31 December | 0.9 | 1.8 | 2.1 | 2.9 |
| Future salary increases | 2.0 | 2.0 | — | — |
| Future pension increases | 0.5 | 0.8 | 2.9 | 3.0 |

¹ The UK plan is closed for future accrual, leading to certain assumptions being equal to zero.

For the other defined benefit plans, the following actuarial assumptions apply as at 31 December:

| In % | Europe | | Americas | | Africa, Middle East & Eastern Europe | |
|---------------------------------|---------|---------|----------|----------|--------------------------------------|----------|
| | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 |
| Discount rate as at 31 December | 0.3-0.9 | 1.0-2.9 | 6.8-14.0 | 7.0-12.9 | 0.9-12.4 | 1.8-15.5 |
| Future salary increases | 0.0-3.5 | 0.0-4.0 | 0.0-4.5 | 0.0-4.5 | 0.0-5.0 | 2.0-11.4 |
| Future pension increases | 0.0-1.5 | 0.0-3.0 | 0.0-3.6 | 0.0-3.5 | 0.0-2.9 | 0.0-5.0 |
| Medical cost trend rate | 0.0-4.5 | 0.0-4.5 | 0.0-13.1 | 0.0-12.2 | 0.0-0.0 | 0.0-0.0 |

Assumptions regarding future mortality rates are based on published statistics and mortality tables. For the Netherlands, the rates are obtained from the 'AG-Prognosetafel 2018', fully generational. For the UK, the future mortality rates are obtained by applying the Continuous Mortality Investigation 2017 projection model.

The weighted average duration of the defined benefit obligation at the end of the reporting period is 18 years.

HEINEKEN expects the regular contributions to be paid for the defined benefit plans for 2020 to be in line with 2019. For the pension fund in The Netherlands, a one-off contribution of €85 million is expected to be paid in late 2020 or early 2021.

Sensitivity analysis

As at the reporting date, changes to one of the relevant actuarial assumptions that are considered reasonably possible, holding other assumptions constant, would have affected the defined benefit obligation by the following amounts:

| Effect in millions of € | 31 December 2019 | | 31 December 2018 | |
|---|------------------------|------------------------|------------------------|------------------------|
| | Increase in assumption | Decrease in assumption | Increase in assumption | Decrease in assumption |
| Discount rate (0.5% movement) | (770) | 884 | (686) | 781 |
| Future salary growth (0.25% movement) | 17 | (16) | 48 | (46) |
| Future pension growth (0.25% movement) | 365 | (335) | 341 | (316) |
| Medical cost trend rate (0.5% movement) | 6 | (5) | 4 | (3) |
| Life expectancy (1 year) | 393 | (392) | 339 | (341) |

Accounting estimates

To make the actuarial calculations for the defined benefit plans, HEINEKEN needs to make use of assumptions for discount rates, future pension increases and life expectancy as described in this note. The actuarial calculations are made by external actuaries based on inputs from observable market data, such as corporate bond returns and yield curves to determine the discount rates used, mortality tables to determine life expectancy and inflation numbers to determine future salary and pension growth assumptions.

Accounting policies

Defined contribution plans

A defined contribution plan is a post-retirement plan for which HEINEKEN pays fixed contributions to a separate entity. HEINEKEN has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay out employees.

Defined benefit plans

A defined benefit plan is a post-retirement plan that is not a defined contribution plan. Typically, defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

HEINEKEN's net obligation in respect of defined benefit pension plans is calculated separately for each plan by estimating the amount of future benefits that employees have earned in return for their service in the current and prior periods; those benefits are discounted to determine its present value. The fair value of any defined benefit plan assets are deducted. The discount rate is the yield at balance sheet date on high-quality credit-rated bonds that have maturity dates approximating to the terms of HEINEKEN's obligations and that are denominated in the same currency in which the benefits are expected to be paid.

The calculations are performed annually by qualified actuaries using the projected unit credit method. When the calculation results in a benefit to HEINEKEN, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements that apply to any plan in HEINEKEN. An economic benefit is available to HEINEKEN if it is realisable during the life of the plan, or on settlement of the plan liabilities. When the benefits of a plan are changed, the expense or benefit is recognised immediately in profit or loss.

HEINEKEN recognises all actuarial gains and losses arising from defined benefit plans immediately in other comprehensive income and all expenses related to defined benefit plans in personnel expenses and other net finance income and expenses in profit or loss.

9.2 Provisions

Provisions within HEINEKEN mainly relate to claims and litigation that arise in the ordinary course of business. The outcome depends on future events, which are by nature uncertain.

| In millions of € | Claims and litigation | Taxes | Restruc- turing | Onerous contracts | Other | Total |
|---|--------------------------|------------|--------------------|----------------------|-----------|------------|
| Balance as at 1 January 2019* | 355 | 375 | 130 | 49 | 88 | 997 |
| Changes in accounting policy ¹ | — | — | — | (11) | — | (11) |
| Provisions made during the year | 94 | 46 | 86 | 4 | 31 | 261 |
| Provisions used during the year | (6) | (21) | (54) | (1) | (11) | (93) |
| Provisions reversed during the year | (119) | (63) | (8) | (12) | (26) | (228) |
| Effect of movements in exchange rates | (3) | (1) | — | 1 | (2) | (5) |
| Unwinding of discounts | 18 | 1 | — | — | — | 19 |
| Balance as at 31 December 2019 | 339 | 337 | 154 | 30 | 80 | 940 |
| Non-current | 326 | 260 | 93 | 17 | 60 | 756 |
| Current | 13 | 77 | 61 | 13 | 20 | 184 |

* Restated for IAS 37. Refer to note 4 for further details.

¹ Change in accounting policy for IFRS 16. Refer to note 4 for further details

Claims and litigation

The provisions for claims and litigation of €339 million mainly relate to civil and labour claims in Brazil.

Taxes

The provisions for taxes of €337 million do not relate to income tax within the scope of IAS 12 and mainly relate to Brazil. Tax legislation in Brazil is highly complex and subject to interpretation, therefore the timing of the cash outflows for these provisions is uncertain.

Restructuring

The provisions for restructuring of €154 million (2018: €130 million) mainly relate to restructuring programmes in Spain and the Netherlands.

Other provisions

Included are, among others, surety and guarantees provided of €42 million (2018: €47 million).

Accounting estimates

In determining the likelihood and timing of potential cash out flows, HEINEKEN needs to make estimates. For claims, litigation and tax provisions HEINEKEN bases its assessment on internal and external legal assistance and established precedents. For large restructurings, management assesses the timing of the costs to be incurred, which influences the classification as current or non-current liabilities.

Accounting policies

A provision is a liability of uncertain timing or amount. A provision is recognised when HEINEKEN has a present legal or constructive obligation as a result of past events that can be estimated reliably, and it is probable (> 50%) that an outflow of economic benefits will be required to settle the obligation. In case of accounting for business combinations, provisions are also recognised when the likelihood is less than probable, but more than remote (> 5%).

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation, using a pre-tax rate that reflects the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as part of net finance expenses.

Restructuring

A provision for restructuring is recognised when HEINEKEN has approved a detailed and formal restructuring plan, and the restructuring has either commenced or has been announced publicly. Future operating losses are not provided for. The provision includes the benefit commitments in connection with early retirement and redundancy schemes.

Onerous contracts

A provision for onerous contracts is recognised when the expected benefits to be received by HEINEKEN are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract,

and the expected net cost of continuing with the contract. Before a provision is established, HEINEKEN recognises any impairment loss on the assets associated with that contract.

9.3 Contingencies

HEINEKEN's contingencies are mainly in the area of tax, civil cases (part of other contingencies) and guarantees.

Tax

The tax contingencies mainly relate to tax positions in Latin America and include a large number of cases with a risk assessment lower than probable but possible. Assessing the amount of tax contingencies is highly judgemental, and the timing of possible outflows is uncertain. The best estimate of tax related contingent liabilities is €957 million (2018: €937 million), out of which €171 million (2018: €171 million) qualifies for indemnification. For several tax contingencies that were part of acquisitions, an amount of €306 million (2018: €369 million) has been recognised as provisions and other non-current liabilities in the balance sheet (refer to note 9.2).

Other contingencies

The other contingencies relate to civil cases in Brazil. Management's best estimate of the financial effect for these cases is €39 million (2018: €64 million). For the other contingencies that were part of acquisitions, an amount of €23 million (2018: €31 million) has been recognised as provisions in the balance sheet (refer to note 9.2).

Guarantees

| In millions of € | Total 2019 | Less than 1 year | 1-5 years | More than 5 years | Total 2018 |
|--|--------------|---------------------|------------|----------------------|---------------|
| Guarantees to banks for loans (to third parties) | 332 | 47 | 280 | 5 | 325 |
| Other guarantees | 1,019 | 330 | 378 | 311 | 959 |
| Guarantees | 1,351 | 377 | 658 | 316 | 1,284 |

Guarantees to banks for loans relate to loans and advances to customers, which are given to external parties in the ordinary course of business of HEINEKEN. HEINEKEN provides guarantees to the banks to cover the risk related to these loans.

Accounting estimates and judgements

HEINEKEN operates in a high number of jurisdictions, and is subject to a wide variety of taxes per jurisdiction. Tax legislation can be highly complex and subject to interpretation. As a result, HEINEKEN is required to exercise significant judgement in the recognition of taxes payable and determination of tax contingencies.

Also for the other contingencies, HEINEKEN is required to exercise significant judgement to determine whether the risk of loss is possible but not probable. Contingencies involve inherent uncertainties including, but not limited to, court rulings, negotiations between affected parties and governmental actions.

Accounting policies

A contingent liability is a liability of uncertain timing and amount. Contingencies are not recognised in the balance sheet because the existence can only be confirmed by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of HEINEKEN or because the risk of loss is estimated to be possible (>5%) but not probable (<50%) or because the amount cannot be measured reliably.

10. Acquisitions, disposals and investments

10.1 Acquisitions and disposals

Acquisitions and disposals in 2019

During 2019 no significant acquisitions or disposals took place.

Prior year adjustments

During 2019 all the provisional accounting periods of the 2018 acquisitions have been closed without material adjustments.

10.2 Assets or disposal groups classified as held for sale

The assets and liabilities below are classified as held for sale following the commitment of HEINEKEN to a plan to sell these assets and liabilities. Efforts to sell these assets and liabilities have commenced and are expected to be completed within one year.

Assets held for sale and liabilities associated with assets classified as held for sale

| In millions of € | 2019 | 2018 |
|--|------------|--------------|
| Current assets | — | 34 |
| Property, plant and equipment | 46 | 183 |
| Intangible assets | — | 153 |
| Other non-current assets | 65 | 31 |
| Assets classified as held for sale | 111 | 401 |
| Current liabilities | — | (101) |
| Non-current liabilities | — | (31) |
| Liabilities associated with assets classified as held for sale | — | (132) |

In 2018 the assets and liabilities held for sale mainly related to HEINEKEN's operating entities in China and Hong Kong, which have been sold as part of the strategic partnership with China Resources Enterprise, Limited ('CRE') and China Resources Beer (Holdings) Co. Ltd. ('CR Beer'). This transaction was closed in 2019 (refer to note 6.2).

Accounting estimates and judgements

HEINEKEN classifies assets or disposal groups as held for sale when they are available for immediate sale in its present condition and the sale is highly probable. HEINEKEN should be committed to the sale and it should be unlikely that the plan to sale will be withdrawn. This might be difficult to demonstrate in practice and involves judgement.

Accounting policies

Assets or disposal groups comprising assets and liabilities, that are expected to be recovered primarily through sale rather than through continuing use are classified as held for sale. Immediately before classification as held for sale, the assets, or components of a disposal group, are measured at the lower of their carrying amount and FVLCD.

Intangible assets and P,P&E once classified as held for sale are not amortised or depreciated. In addition, equity accounting of equity-accounted investees ceases once classified as held for sale.

10.3 Investments in associates and joint ventures

HEINEKEN has interests in a number of joint ventures and associates. The total carrying amount of these associates and joint ventures was €4,868 million as at 31 December 2019 (2018: €2,021 million) and the total share of profit and other comprehensive income was €144 million in 2019 (2018: €174 million, 2017: €68 million).

The investments in associates and joint ventures includes the interest of HEINEKEN in United Breweries Limited (UBL) in India. On 10 October 2018, officials from the Competition Commission of India visited UBL for an investigation in relation to allegations of price fixing. The related investigation report was communicated to UBL on 13 December 2019. Currently, UBL is in the process of reviewing the investigation report and preparing its response. As the decision of the Competition Commission of India is pending, UBL deems it not practicable at this stage to estimate its potential financial effect, if any.

The associate CRH (Beer) Limited ('CBL') is considered to be individually material. HEINEKEN holds a shareholding of 40% in CRH (Beer) Limited ('CBL') as of 29 April 2019. CBL holds a controlling interest of 51.67% in China Resources Beer (Holdings) Co. Ltd. ('CR Beer'), a company incorporated in Hong Kong and listed on the Main Board of The Stock Exchange of Hong Kong Limited, operating in the beer business in China. Consequently, HEINEKEN has an effective 20.67% economic interest in CR Beer. Based on the closing share price of HKD43.10 as at 31 December

2019 the fair value of this economic interest in CR Beer amounts to €3,304 million. The carrying amount of CBL as at 31 December 2019 amounts to €2,716 million.

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Set out below is the summarised financial information of CR Beer, not adjusted for the percentage of ownership held by HEINEKEN. The financial information has been amended to reflect adjustments made by HEINEKEN when using the equity method (such as fair value adjustments). Due to a difference in reporting timelines the financial information is included with a two month delay. This means that the financial information included relates to the period May-October 2019. The reconciliation of the summarised financial information to the carrying amount of the effective interest in CR Beer is also presented.

| In millions of € | 2019 |
|---|--------------|
| Summarised balance sheet (100%) | |
| Non-current assets | 8,708 |
| Current assets | 1,140 |
| Non-current liabilities | (1,470) |
| Current liabilities | (2,577) |
| Net assets | 5,801 |
| Reconciliation to carrying amount | |
| Opening net assets ¹ | 5,887 |
| Profit for the period | 61 |
| Other comprehensive income | (86) |
| Dividends paid | (61) |
| Closing net assets | 5,801 |
| Company's share in % | 20.67% |
| Company's share | 1,199 |
| Goodwill | 1,517 |
| Carrying amount | 2,716 |
| Summarised income statement (100%) | |
| Revenue | 2,500 |
| Profit | 61 |
| Other comprehensive income | (86) |
| Total comprehensive income | (25) |
| Dividends received | 13 |

¹ On the acquisition date 29 April 2019.

Summarised financial information for equity accounted joint ventures and associates

The following table includes, in aggregate, the carrying amount and HEINEKEN's share of profit and OCI of joint ventures and associates (net of income tax):

| In millions of € | Joint ventures | | | Associates | | |
|---|----------------|------------|-----------|-------------------|-----------|-----------|
| | 2019 | 2018 | 2017 | 2019 ¹ | 2018 | 2017 |
| Carrying amount of interests | 1,734 | 1,748 | 1,612 | 3,134 | 273 | 229 |
| Share of: | | | | | | |
| Profit or loss from continuing operations | 112 | 192 | 43 | 52 | 18 | 32 |
| Other comprehensive income | 4 | (37) | (13) | (24) | 1 | 6 |
| | 116 | 155 | 30 | 28 | 19 | 38 |

¹ The 2019 column includes the investment in CR Beer, which is considered to be individually material. The other joint ventures and associates are considered to be individually immaterial.

Accounting policies

Associates are those entities in which HEINEKEN has significant influence, but not control or joint control. Significant influence is generally obtained by ownership of more than 20% but less than 50% of the voting rights. Joint ventures (JVs) are the arrangements in which HEINEKEN has joint control.

HEINEKEN's investments in associates and joint ventures are accounted for using the equity method of accounting, meaning they are initially recognised at cost. The consolidated financial statements include HEINEKEN's share of the net profit or loss of the associates and JVs whereby the result is determined using the accounting policies of HEINEKEN.

When HEINEKEN's share of losses exceeds the carrying amount of the associate or joint venture, the carrying amount is reduced to nil and recognition of further losses is discontinued except to the extent that HEINEKEN has an obligation or has made a payment on behalf of the associate or JV.

11. Financing and capital structure

11.1 Net finance income and expense

Interest expenses are mainly related to interest charges over the outstanding bonds, commercial paper and bank loans (refer to note 11.3). Other net finance income and expenses comprises dividend income, fair value changes of financial assets and liabilities measured at fair value, transactional foreign exchange gains and losses (on net basis), unwinding of discount on provisions and interest on the net defined benefit obligation.

| In millions of € | Note | 2019 | 2018* | 2017* |
|--|------|--------------|--------------|--------------|
| Interest income | | 75 | 71 | 78 |
| Interest expenses | | (529) | (492) | (468) |
| Dividend income from fair value through OCI investments ² | | 10 | 16 | 10 |
| Net change in fair value of derivatives | | (14) | 71 | (149) |
| Net foreign exchange gain/(loss) ¹ | | (25) | (102) | 56 |
| Unwinding discount on provisions | 9.2 | (19) | (17) | (14) |
| Interest on the net defined benefit obligation | 9.1 | (26) | (31) | (33) |
| Other | | 15 | (1) | 7 |
| Other net finance income/(expenses) | | (59) | (64) | (123) |
| Net finance income/(expenses) | | <u>(513)</u> | <u>(485)</u> | <u>(513)</u> |

* Restated for IAS 37. Refer to note 4 for further details.

¹ Transactional foreign exchange effects of working capital and foreign currency denominated loans, the latter being offset by net change in fair value of derivatives.

² In 2017 these investments were classified as available-for-sale investments

Interest expenses include the interest component of lease liabilities of €55 million (2018: N/A, 2017: N/A).

Accounting policies

Interest income and expenses are recognised as they accrue, using the effective interest method.

Dividend income is recognised in the income statement on the date that HEINEKEN's right to receive payment is established, which is the ex-dividend date in the case of quoted securities.

11.2 Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. In general bank overdrafts form an integral part of HEINEKEN's cash management and are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

| In millions of € | Note | 2019 | 2018 |
|--|------|------------|--------------|
| Cash and cash equivalents | | 1,821 | 2,903 |
| Bank overdrafts | 11.3 | (1,134) | (655) |
| Cash and cash equivalents in the statement of cash flows | | <u>687</u> | <u>2,248</u> |

The following table presents recognised ‘Cash and cash equivalents’ and ‘Bank overdrafts’, and the impact of the netting of gross amounts. The ‘Net amount’ below refers to the impact on HEINEKEN’s balance sheet if all amounts subject to legal offset rights are netted.

| In millions of € | Gross amounts | Gross amounts offset in the statement of financial position | Net amounts presented in the statement of financial position | Amounts subject to legal offset rights | Net amount |
|---------------------------------------|----------------|---|--|--|---------------------|
| Balance as at 31 December 2019 | | | | | |
| Assets | | | | | |
| Cash and cash equivalents | 1,821 | — | 1,821 | (600) | 1,221 |
| Liabilities | | | | | |
| Bank overdrafts | <u>(1,134)</u> | <u>—</u> | <u>(1,134)</u> | <u>600</u> | <u>(534)</u> |
| Balance as at 31 December 2018 | | | | | |
| Assets | | | | | |
| Cash and cash equivalents | 3,241 | (338) | 2,903 | (260) | 2,643 |
| Liabilities | | | | | |
| Bank overdrafts | <u>(993)</u> | <u>338</u> | <u>(655)</u> | <u>260</u> | <u>(395)</u> |

HEINEKEN operates in a number of territories where there is limited availability of foreign currency resulting in restrictions on remittances. Mainly as a result of these restrictions, €342 million (2018: €330 million) of cash included in cash and cash equivalents is restricted for use by the Company, yet available for use in the relevant subsidiary’s day-to-day operations.

Accounting policies

Cash and cash equivalents are initially recognised at fair value and subsequently at amortised cost.

HEINEKEN has cash pooling arrangements with legally enforceable rights to offset cash and overdraft balances. Where there is an intention to settle on a net basis, cash and overdraft balances relating to the cash pooling arrangements are reported on a net basis in the statement of financial position.

11.3 Borrowings

HEINEKEN mainly uses bonds, commercial paper and bank loans to ensure sufficient financing to support its operations. Net interest-bearing debt is the key metric for HEINEKEN to measure its indebtedness.

| In millions of € | Note | 2019 | | | 2018 | | |
|--|------|---------------|--------------|---------------|---------------|--------------|---------------|
| | | Non-current | Current | Total | Non-current | Current | Total |
| Unsecured bond issues | | 11,774 | 1,014 | 12,788 | 12,179 | 971 | 13,150 |
| Lease liabilities | | 1,003 | 255 | 1,258 | — | — | — |
| Bank loans | | 462 | 22 | 484 | 309 | 17 | 326 |
| Other interest-bearing liabilities | | 127 | 568 | 695 | 140 | 37 | 177 |
| Deposits from third parties ¹ | | — | 693 | 693 | — | 678 | 678 |
| Bank overdrafts | | — | 1,134 | 1,134 | — | 655 | 655 |
| Total borrowings | | 13,366 | 3,686 | 17,052 | 12,628 | 2,358 | 14,986 |
| Market value of cross-currency interest rate swaps | 11.5 | | | 28 | | | (2) |
| Cash and cash equivalents | 11.2 | | | (1,821) | | | (2,903) |
| Net interest-bearing debt position | | | | 15,259 | | | 12,081 |

¹ Mainly employee deposits

As at 31 December 2019, €103 million of the €484 million of bank loans is secured (2018: €97 million). As at 31 December 2019 other interest bearing liabilities includes €532 million of commercial paper (2018: nil).

Changes in borrowings

| In millions of € | Unsecured bond issues | Lease liabilities | Bank loans | Other interest-bearing liabilities | Deposits from third parties | Derivatives used for financing activities | Assets and liabilities used for financing activities |
|---------------------------------------|-----------------------|-------------------|------------|------------------------------------|-----------------------------|---|--|
| Balance as at 1 January 2019 | 13,150 | — | 326 | 177 | 678 | (2) | 14,329 |
| Policy changes | — | 1,252 | — | — | — | — | 1,252 |
| Consolidation changes | — | 4 | 15 | 8 | — | — | 27 |
| Effect of movements in exchange rates | 97 | 29 | (1) | — | 1 | 38 | 164 |
| Addition of leases | — | 268 | — | — | — | — | 268 |
| Proceeds | 516 | — | 335 | 1,339 | 98 | — | 2,288 |
| (Re)payments | (984) | (259) | (189) | (832) | (105) | (8) | (2,377) |
| Transfer to liabilities held for sale | — | (4) | — | — | — | — | (4) |
| Interest paid over lease liability | — | (55) | — | — | — | — | (55) |
| Other | 9 | 23 | (2) | 3 | 21 | — | 54 |
| Balance as at 31 December 2019 | 12,788 | 1,258 | 484 | 695 | 693 | 28 | 15,946 |

| In millions of € | Unsecured bond issues | Lease liabilities | Bank loans | Other interest-bearing liabilities | Deposits from third parties | Derivatives used for financing activities | Assets and liabilities used for financing activities |
|---------------------------------------|-----------------------|-------------------|------------|------------------------------------|-----------------------------|---|--|
| Balance as at 1 January 2018 | 11,948 | — | 360 | 1,156 | 649 | (57) | 14,056 |
| Consolidation changes | — | — | 1 | 2 | — | — | 3 |
| Effect of movements in exchange rates | 172 | — | (18) | 39 | 1 | (114) | 80 |
| Proceeds | 1,242 | — | 216 | 25 | 39 | 172 | 1,694 |
| Repayments | (225) | — | (247) | (1,046) | (11) | (4) | (1,533) |
| Transfer to liabilities held for sale | — | — | — | — | — | — | — |
| Other | 13 | — | 14 | 1 | — | 1 | 29 |
| Balance as at 31 December 2018 | 13,150 | — | 326 | 177 | 678 | (2) | 14,329 |

Cash flows from financing activities are mainly generated by bonds, commercial paper, bank loans and other interest bearing liabilities presented above. Additionally, HEINEKEN also uses derivatives related to its financing, which can be recognised as assets or liabilities. The above table details the reconciliation of the liabilities and assets arising from financing activities to the cash flow from financing activities. Bank overdrafts form an integral part of HEINEKEN's cash management and are included as a component of cash and cash equivalents for the purpose of the statement of cash flows. For more information on derivatives refer to note 11.6.

The interest rate on the net debt position as at 31 December 2019 was 3.0% (2018: 3.2%). This interest rate includes the first time impact of IFRS 16. The average maturity of the bonds as at 31 December 2019 was 7 years (2018: 8 years).

Financing headroom

The committed financing headroom at Group level was approximately €3.0 billion as at 31 December 2019 and consisted of the undrawn revolving credit facility and centrally available cash minus commercial paper and other short-term borrowings. The financing headroom was lower than last year (2018: €5.2 billion) as HEINEKEN maintained higher cash balances in 2018 in anticipation of the settlement of the transactions related to CR Beer in China.

Accounting estimates

Significant judgement is required to determine the lease term and the incremental borrowing rate. The assessment of whether HEINEKEN is reasonably certain to exercise such options impacts the lease term, which as a result could affect the amount of lease liabilities recognised. The assumptions used in the determination of the incremental borrowing rate could impact the rate used in discounting future payments, which as a result could have an impact on the amount of lease liabilities recognised.

Accounting policies

Borrowings

Borrowings are initially measured at fair value less transaction costs. Subsequently the borrowings are measured at amortised cost using the effective interest rate method. Borrowings included in a fair value hedge are stated at fair value in respect of the risk being hedged.

Borrowings for which HEINEKEN has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date are classified as non-current liabilities. For the accounting policy on derivatives and cash and cash equivalents refer to notes 11.6. and 11.2 respectively.

Lease liabilities

Lease liabilities are measured at the present value of the lease payments to be paid during the lease term, discounted using the incremental borrowing rate ('IBR'). Lease liabilities are subsequently increased by the interest cost on the lease liabilities and decreased by lease payments made. The lease liabilities will be remeasured when there is a change in the amount to be paid (e.g. due to indexation) or when there is a change in the assessment of the lease terms.

The IBR is determined on a country level. For each country there are separate rates depending on the contract currency and the term of the lease. The IBR is calculated based on the local risk free rate plus a country default spread and a credit spread.

The lease term is determined as the non-cancellable period of a lease, together with:

- Periods covered by an unilateral option to extend the lease if HEINEKEN is reasonably certain to make use of that option
- Periods covered by an option to terminate the lease if HEINEKEN is reasonably certain not to make use of that option.

HEINEKEN applies the following practical expedients for the recognition of leases:

- Apply a single discount rate per country to a portfolio of leases with reasonably similar characteristics
- Include non-lease components in the lease liability for equipment leases.

11.4 Capital and reserves

Share capital

Refer to the table below for the issued share capital as at 31 December. All issued shares are fully paid.

| Share capital | 2019 | | 2018 | |
|---------------|--------------------|--------------------------------|--------------------|--------------------------------|
| | Shares of €1.60 | Nominal value in millions of € | Shares of €1.60 | Nominal value in millions of € |
| 1 January | 576,002,613 | 922 | 576,002,613 | 922 |
| Changes | — | — | — | — |
| 31 December | 576,002,613 | 922 | 576,002,613 | 922 |

The Company's authorised capital amounts to €2,500 million, consisting of 1,562,500,000 shares.

The shareholders are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholder meetings of the Company. In respect of the treasury shares that are held by HEINEKEN, rights are suspended.

Share premium

As at 31 December 2019, the share premium amounted to €2,701 million (2018: €2,701 million).

Translation reserve

The translation reserve comprises foreign currency differences arising from the translation of the assets and liabilities of foreign operations of HEINEKEN (excluding amounts attributable to non-controlling interests) as well as value changes of the hedging instruments in the net investment hedges. HEINEKEN considers this a legal reserve.

Hedging reserve

This reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments where the hedged transaction has not yet occurred. HEINEKEN considers this a legal reserve.

Fair value reserve

This reserve comprises the cumulative net change in the fair value of FVOCI equity investments. HEINEKEN transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised. HEINEKEN considers this a legal reserve.

Other legal reserves

These reserves relate to the share of profit of joint ventures and associates over the distribution of which HEINEKEN does not have control. The movement in these reserves reflects the share of profit of joint ventures and associates minus dividends received. For retained earnings of subsidiaries which cannot be freely distributed due to legal or other restrictions, a legal reserve is recognised. Furthermore, part of the reserve comprises a legal reserve for capitalised development costs.

Reserve for own shares

The reserve for own shares comprises the treasury shares held by HEINEKEN. Refer to the table below with the changes in 2019.

| Reserve for own shares | Number of shares |
|------------------------|------------------|
| 1 January 2019 | 5,823,026 |
| Changes | (5,128,456) |
| 31 December 2019 | 694,570 |

Dividends

The following dividends were declared and paid by HEINEKEN:

| In millions of € | 2019 | 2018 | 2017 |
|--|------------|------------|------------|
| Final dividend previous year €1.01, respectively €0.93 per qualifying share | 581 | 531 | 468 |
| Interim dividend current year €0.64, respectively €0.59 per qualifying share | 368 | 335 | 307 |
| Total dividend declared and paid | 949 | 866 | 775 |

For 2019, a payment of a total cash dividend of €1.68 per share (2018: €1.60) will be proposed at the AGM. If approved, a final dividend of €1.04 per share will be paid on 7 May 2020, as an interim dividend of €0.64 per share was paid on 8 August 2019. The payment will be subject to 15% Dutch withholding tax.

After the balance sheet date, the Executive Board proposed the following appropriation of profit. The dividends, taking into account the interim dividends declared and paid, have not been provided for.

| In millions of € | 2019 | 2018* | 2017 |
|---|-------|-------|-------|
| Dividend per qualifying share €1.68 (2018: €1.60) | 967 | 912 | 838 |
| Addition to retained earnings | 1,199 | 1,001 | 1,097 |
| Net profit | 2,166 | 1,913 | 1,935 |

* Restated for IAS 37. Refer to note 4 for further details.

Non-controlling interests

The non-controlling interests (NCI) relate to minority stakes held by third parties in HEINEKEN consolidated subsidiaries. The total NCI as at 31 December 2019 amounted to €1,164 million (2018: €1,183 million).

Capital management

There were no major changes in HEINEKEN's approach to capital management during the year. The Executive Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business and acquisitions.

HEINEKEN is not subject to externally imposed capital requirements other than the legal reserves. Shares are purchased from time to time to meet the requirements of the share-based payment awards, as further explained in note 6.5.

Accounting policies

Shares are classified as equity. When share capital recognised as equity is repurchased, the amount of the consideration paid, which includes directly attributable costs, is net of any tax effects recognised as a deduction from equity. Repurchased shares recorded at purchase price are classified as treasury shares and are presented in the reserve for own shares.

When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity, and the resulting surplus or deficit on the transaction is transferred to or from retained earnings.

Dividends are recognised as a liability in the period in which they are declared.

11.5 Credit, liquidity and market risk

This note summarises the financial risks that HEINEKEN is exposed to, and HEINEKEN's policies and processes that are in place for managing these risks. For more information on derivatives used in managing risk refer to note 11.6.

Risk management framework

The Executive Board sets rules and monitors the adequacy of HEINEKEN's risk management and control systems. These systems are regularly reviewed to reflect changes in market conditions and HEINEKEN's activities.

Managing the financial risks and financial resources includes the use of derivatives, primarily spot and forward exchange contracts, options and interest rate swaps. It is HEINEKEN's policy not to enter into speculative transactions.

In the normal course of business HEINEKEN is exposed to the following financial risks:

- Credit risk
- Liquidity risk
- Market risk

Credit risk

Credit risk is the risk of a loss to HEINEKEN when a customer or counterparty fails to pay. All local operations are required to comply with the Global Credit Policy and develop local credit management procedures accordingly. HEINEKEN reviews and updates the Global Credit Policy periodically to ensure that adequate controls are in place to mitigate credit risk.

Credit risk arises mainly from HEINEKEN's receivables from customers like trade receivables, loans to customers and advances to customers. At the balance sheet date, there were no significant concentrations of credit risk.

Loans and advances to customers

HEINEKEN's loans and receivables include loans and advances to customers. Loans and advances to customers are usually backed by collateral such as properties. HEINEKEN charges interest on loans to its customers.

Trade and other receivables

HEINEKEN's local management has credit policies in place and the exposure to credit risk is monitored on an ongoing basis. Under these policies all customers requiring credit above a certain amount are reviewed and new customers are analysed individually for creditworthiness before HEINEKEN's standard payment and delivery terms and conditions are offered. This review can include external ratings, where available, and in some cases bank references. Credit limits are determined for each customer and are reviewed regularly. Customers that fail to meet HEINEKEN's credit requirements transact only with HEINEKEN on a prepayment basis or Cash on Delivery.

Customers are monitored, on a country basis, according to their credit risk characteristics. Distinction is made between individuals and legal entities, type of distribution channel, geographic location, ageing profile, maturity and existence of previous financial difficulties.

HEINEKEN has a policy in place in respect of compliance with Anti-Money Laundering Laws. HEINEKEN considers it important to know with whom business is done and from whom payments are received.

Allowances

HEINEKEN establishes allowances for impairment of loans and advances to customers, trade- and other receivables using an expected credit losses model. These allowances cover specific loss components that relate to individual exposures, and a collective loss component established for groups of similar customers. The collective loss allowance is determined based on historical data of payment statistics and updated periodically to incorporate forward looking information. The loans and advances to customers, trade- and other receivables are written off when there is no reasonable expectation of recovery.

Investments

HEINEKEN limits its exposure to credit risk by only investing available cash balances in deposits and liquid investments with counterparties that have strong credit ratings. HEINEKEN actively monitors these credit ratings.

Guarantees

HEINEKEN's policy is to avoid issuing guarantees unless this leads to substantial benefits for HEINEKEN. For some loans (to customers) HEINEKEN does issue guarantees. In these cases HEINEKEN aims to receive security from the customer to limit the credit risk exposure.

Heineken N.V. has issued a joint and several liability statement to the provisions of Section 403, Part 9, Book 2 of the Dutch Civil Code with respect to legal entities established in the Netherlands. Refer to note A.1 of the Company financial statements.

Exposure to credit risk

Below the maximum exposure to credit risk as per reporting date is shown:

| In millions of € | Note | 2019 | 2018* |
|--|------|--------------|--------------|
| Cash and cash equivalents | 11.2 | 1,821 | 2,903 |
| Trade and other receivables, excluding prepayments | 7.2 | 3,738 | 3,413 |
| Derivative assets | 11.6 | 30 | 70 |
| Fair value through OCI investments | 8.4 | 408 | 501 |
| Loans and advances to customers | 8.3 | 277 | 341 |
| Other non-current receivables | 8.4 | 406 | 218 |
| Guarantees to banks for loans (to third parties) | 9.3 | 332 | 325 |
| | | 7,012 | 7,771 |

* Restated for IAS 37. Refer to note 4 for further details.

The exposure to credit risk by geographic region for trade and other receivables excluding prepayments is as follows:

| In millions of € | 2019 | 2018 |
|--------------------------------------|--------------|--------------|
| Europe | 1,590 | 1,463 |
| Americas | 1,056 | 925 |
| Africa, Middle East & Eastern Europe | 518 | 450 |
| Asia Pacific | 468 | 395 |
| Head Office & Other/eliminations | 106 | 180 |
| | <u>3,738</u> | <u>3,413</u> |

Liquidity risk

Liquidity risk is the risk that HEINEKEN will have difficulties to meet payment obligations associated with its financial liabilities, like payment of financial debt or trade payables when they are due. HEINEKEN's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient funds to meet its liabilities when due without incurring unacceptable losses.

HEINEKEN has a clear focus on ensuring sufficient access to capital markets to finance long-term growth and to refinance maturing debt obligations. HEINEKEN seeks to align the maturity profile of its long-term debts with its forecasted cash flow generation. More information about borrowing facilities is presented in note 11.3. Furthermore, strong cost and cash management as well as controls over investment proposals are in place.

Contractual maturities

The following table presents an overview of the expected timing of cash-out and inflows of non-derivative financial liabilities and derivative financial assets and liabilities, including interest payments.

| | 2019 | | | | |
|---|-----------------|------------------------|------------------|----------------|-------------------|
| In millions of € | Carrying amount | Contractual cash flows | Less than 1 year | 1-5 years | More than 5 years |
| Financial liabilities | | | | | |
| Interest-bearing liabilities | (15,793) | (18,653) | (3,831) | (5,434) | (9,388) |
| Lease liabilities | (1,258) | (1,861) | (304) | (683) | (874) |
| Trade and other payables and returnable packaging deposits (excluding interest payable, dividends and including non-current part) | (7,972) | (7,971) | (7,846) | (91) | (34) |
| Derivative financial assets and (liabilities) | | | | | |
| Cross currency interest rate swaps | (28) | (97) | (8) | (26) | (63) |
| Forward exchange contracts | (29) | (54) | (53) | (1) | — |
| Commodity derivatives | (5) | (5) | (5) | — | — |
| Other derivatives | 2 | 2 | 2 | — | — |
| Total | (25,083) | (28,639) | (12,045) | (6,235) | (10,359) |
| | 2018 | | | | |
| Financial liabilities | | | | | |
| Interest-bearing liabilities | (14,986) | (18,119) | (2,687) | (5,305) | (10,127) |
| Trade and other payables and returnable packaging deposits (excluding interest payable, dividends and including non-current part) | (7,331) | (7,332) | (7,223) | (84) | (25) |
| Derivative financial assets and (liabilities) | | | | | |
| Cross currency interest rate swaps | 2 | (38) | — | (14) | (24) |
| Forward exchange contracts | (18) | (24) | (23) | (1) | — |
| Commodity derivatives | (18) | (18) | (21) | 3 | — |
| Other derivatives | 1 | 1 | 1 | — | — |
| Total | (22,350) | (25,530) | (9,953) | (5,401) | (10,176) |

For more information on the derivative assets and liabilities refer to note 11.6.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates, commodity prices and equity prices, will adversely affect HEINEKEN's income or the value of its financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable boundaries.

HEINEKEN enters into derivatives and other financial liabilities to manage market risks. Generally, HEINEKEN seeks to apply hedge accounting or establish natural hedges in order to minimise the impact of market risks in profit or loss. Foreign currency, interest rate and commodity hedging operations are governed by internal policies and rules.

Foreign currency risk

HEINEKEN is exposed to:

- Transactional risk on (future) sales, working capital, (future) purchases, deposits, borrowings and dividends denominated in a currency other than the respective functional currencies of HEINEKEN entities.
- Translational risk, which is the risk resulting from the translation of foreign operations into the reporting currency of HEINEKEN.

The main currencies that give rise to this risk are the US Dollar, Mexican Peso, Brazilian Real, British Pound, Vietnamese Dong and Euro. In 2019, the transactional exchange risk was hedged in line with the hedging policy to the extent possible. The resulting transactional impact was negative, whereas the translational impact was positive.

In managing foreign currency risk, HEINEKEN aims to ensure the availability of foreign currencies and to reduce the impact of short-term fluctuations on earnings. Over the longer term, however, permanent changes in foreign exchange rates and the availability of foreign currencies, especially in emerging markets, will have an impact on profit.

HEINEKEN hedges up to 90% of its net US Dollar export cash flows on the basis of rolling cash flow forecasts of sales and purchases. Material cash flows in other foreign currencies are also hedged on the basis of rolling cash flow forecasts. For this hedging HEINEKEN mainly uses forward exchange contracts. The majority of the forward exchange contracts have maturities of less than one year after the balance sheet date.

HEINEKEN has a clear policy on hedging transactional exchange risks. Translation exchange risks are hedged to a limited extent, as the underlying currency positions are generally considered to be long term in nature. The result of the hedging of translation risk, using net investment hedges is recognised in the translation reserve, as can be seen in the consolidated statement of comprehensive income.

HEINEKEN's policy is to hedge material recognised transactional exposure like trade payables, receivables, borrowings and declared dividends. For material unrecognised transactional exposures like forecasted sales in foreign currencies, HEINEKEN hedges the exposure between agreed percentages according to the policy.

It is HEINEKEN's policy to provide intra-HEINEKEN financing in the functional currency of subsidiaries where possible to prevent foreign currency exposure on a subsidiary level. The resulting exposure at Group level is hedged by means of foreign currency denominated external debts and by forward exchange contracts. Intra-HEINEKEN financing in foreign currencies is mainly in British Pound, US Dollar and Swiss Franc. In some cases, HEINEKEN elects to treat intra-HEINEKEN financing with a permanent character as equity and does not hedge the foreign currency exposure.

HEINEKEN has financial liabilities in foreign currencies like US Dollar and British Pound to hedge local operations, which generate cash flows that have the same or closely correlated functional currencies. The corresponding interest on these liabilities is also denominated in currencies that match the cash flows generated by the underlying operations of HEINEKEN.

In respect of other monetary assets and liabilities denominated in currencies other than the functional currencies of HEINEKEN, HEINEKEN ensures that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

Exposure to foreign currency risk

Based on notional amounts, HEINEKEN's transactional exposure to the US Dollar and Euro was as follows. The Euro column relates to transactional exposure to the Euro within subsidiaries which are reporting in other currencies. The amounts below include intra-HEINEKEN cash flows.

| In millions | 2019 | | 2018 | |
|---|----------------|----------------|----------------|----------------|
| | EUR | USD | EUR | USD |
| Financial assets | 171 | 4,908 | 164 | 4,919 |
| Financial liabilities | (2,243) | (5,524) | (1,969) | (5,422) |
| Gross balance sheet exposure | (2,072) | (616) | (1,805) | (503) |
| Estimated forecast sales next year | 161 | 1,203 | 157 | 1,428 |
| Estimated forecast purchases next year | (1,871) | (2,644) | (1,924) | (2,479) |
| Gross exposure | (3,782) | (2,057) | (3,572) | (1,554) |
| Net notional amounts foreign exchange contracts | 366 | 858 | 348 | 596 |
| Net exposure | (3,416) | (1,199) | (3,224) | (958) |
| Sensitivity analysis | | | | |
| Equity | (142) | 18 | (121) | 7 |
| Profit or loss | (21) | (12) | (10) | (1) |

The sensitivity analysis above shows the impact on equity and profit of a 10% strengthening of the US Dollar against the Euro or, in case of the Euro, a strengthening of the Euro against all other currencies as at 31 December 2019. This analysis assumes that all other variables, in particular interest rates, remain constant. In case of a 10% weakening, the effects are equal but with an opposite effect.

Interest rate risk

Interest rate risk is the risk that changes in market interest rates affect the fair value or cash flows of a financial instrument. The most significant interest rate risk for HEINEKEN relates to borrowings (note 11.3).

By managing interest rate risk, HEINEKEN aims to reduce the impact of short-term fluctuations on earnings. Over the longer term however, permanent changes in interest rates will have an impact on profit.

HEINEKEN opts for a mix of fixed and variable interest rate financial instruments like bonds, commercial paper and bank loans, combined with the use of derivative interest rate instruments. Currently, HEINEKEN's interest rate position is more weighted towards fixed than floating. Interest rate derivative instruments that can be used are (cross-currency) interest rate swaps, forward rate agreements, caps and floors.

Interest rate risk – profile

At the reporting date, the interest rate profile of HEINEKEN's interest-bearing financial instruments is as follows:

| In millions of € | 2019 | 2018* |
|------------------------------------|-----------------|-----------------|
| Fixed rate instruments | | |
| Financial assets | 128 | 121 |
| Financial liabilities | (14,822) | (13,214) |
| Cross-currency interest rate swaps | 445 | 437 |
| | (14,249) | (12,656) |
| Variable rate instruments | | |
| Financial assets | 2,275 | 3,211 |
| Financial liabilities | (2,230) | (1,771) |
| Cross-currency interest rate swaps | (463) | (463) |
| | (418) | 977 |

* Restated for IAS 37. Refer to note 4 for further details.

Cash flow sensitivity analysis for variable rate instruments

A change of 100 basis points in interest rates constantly applied during the reporting period would not have a material impact.

Commodity price risk

Commodity price risk is the risk that changes in the prices of commodities will affect HEINEKEN's cost. The objective of commodity price risk management is to manage and control commodity risk exposures within acceptable parameters. The main commodity exposure relates to the purchase of aluminium cans, glass bottles, malt and utilities. Commodity price risk is in principle mitigated by negotiating fixed prices in supplier contracts with various contract durations.

Another method to mitigate commodity price risk is by entering into commodity derivatives. HEINEKEN enters into commodity derivatives for aluminium hedging and to a certain extent other derivatives for commodities like fuel, corn and sugar. HEINEKEN does not enter into commodity contracts other than to meet HEINEKEN's expected usage and sale requirements.

Sensitivity analysis for aluminium hedges

The table below details the estimated pre-tax impact on equity of a 10% change in the market price of aluminium.

| In millions of € | Equity | |
|------------------|--------------|--------------|
| | 10% increase | 10% decrease |
| 31 December 2019 | | |
| Aluminium hedges | 36 | (36) |

11.6 Derivative financial instruments

HEINEKEN uses derivatives in order to manage market risks. Refer to the table below for the fair value of derivatives recorded on the balance sheet of HEINEKEN as per reporting date:

| In millions of € | 2019 | | 2018 | |
|--------------------------|-----------|-------------|-----------|--------------|
| | Asset | Liability | Asset | Liability |
| Current | 28 | (69) | 35 | (70) |
| Non-current ¹ | 2 | (22) | 35 | (33) |
| | 30 | (91) | 70 | (103) |

¹ Non-current derivative assets and liabilities are part of 'Other non-current assets' (note 8.4) and 'Other non-current liabilities' (note 11.6) respectively.

Generally, HEINEKEN seeks to apply hedge accounting or make use of natural hedges in order to minimise profit and loss or cash flow volatility. Refer to the table below for derivatives that are used in hedge accounting:

| In millions of € | 2019 | | 2018 | |
|--------------------------------------|-----------|-------------|-----------|--------------|
| | Asset | Liability | Asset | Liability |
| No hedge accounting - CCIRS | — | (16) | 7 | — |
| No hedge accounting - Other | 4 | (10) | 6 | (3) |
| Cash flow hedge - Forwards | 11 | (31) | 21 | (38) |
| Cash flow hedge - Commodity forwards | 15 | (20) | 12 | (30) |
| Fair value hedge - CCIRS | — | (7) | — | (29) |
| Net investment hedge - CCIRS | — | (5) | 24 | — |
| Net investment hedge - Forwards | — | (2) | — | (3) |
| | 30 | (91) | 70 | (103) |

Cash flow hedges

The hedging of future, highly probable forecasted transactions are designated as cash flow hedges. Cash flow hedges are entered into to cover commodity price risk and transactional foreign exchange risk.

Fair value hedges

HEINEKEN has entered into several cross-currency interest rate swaps (CCIRS) which have been designated as fair value hedges to hedge the foreign exchange rate risk on the principal amount and future interest payments of certain US Dollar borrowings. The borrowings and the cross-currency interest rate swaps have the same critical terms. The accumulated loss arising on derivatives as designated hedging instruments in fair value hedges amounts to €11 million as at 31 December 2019. The gain arising on the adjustment for the hedged item attributable to the hedged risk in a designated fair value hedge accounting relationship also amounts to €11 million as at 31 December 2019.

Net investment hedges

HEINEKEN hedges its investments in certain subsidiaries by entering into local currency denominated borrowings, forward contracts and cross-currency interest rate swaps, which mitigate the foreign currency translation risk arising from the subsidiaries net assets. These borrowings, forward contracts and swaps are designated as net investment hedges and fully effective, as such there was no ineffectiveness recognised in profit and loss in 2019 (2018: nil). As at 31 December 2019 the fair value of these borrowings was €288 million (2018: €453 million), the market value of forward contracts was €2 million negative (2018: €3 million negative) and the market value of these swaps was €5 million negative (2018: €24 million positive).

Hedge effectiveness

Hedge effectiveness is determined at the start of the hedge relationship and periodically through a prospective effectiveness assessment to ensure that an economic relationship exists between the hedged item and hedging instrument. This assessment is done qualitatively by comparing the critical terms, and if needed quantitative assessments are done using hypothetical derivatives. For the current hedges no hedge ineffectiveness is expected.

Accounting policies

Derivative financial instruments are recognised initially at fair value. Subsequent accounting for derivatives depends on whether or not the derivatives are designated as hedging instrument in a cash flow, fair value or net investment hedge. Derivatives with positive fair values are recorded as assets and negative fair values as liabilities. Refer to note 13.1 for fair value measurements.

Cash flow hedge

Changes in the fair value are recognised in other comprehensive income and presented in the hedging reserve within equity to the extent that the hedge is effective. The ineffective part is recognised as other net finance income/(expense). When the hedged risk impacts the profit or loss, the amounts previously recognised in other comprehensive income are recycled through other comprehensive income and transferred to the same item in the profit or loss as the hedged item. When the hedged risk subsequently results in a non-financial asset or liability (e.g. inventory or P,P&E), the amount previously recognised in the cash flow hedge reserve is directly included in its carrying amount and does not affect other comprehensive income.

Fair value hedge

The fair value changes of derivatives used in fair value hedges are recognised in profit or loss.

Net investment hedge

The fair value changes of derivatives used in net investment hedges are recognised in other comprehensive income and presented within equity in the translation reserve. Any ineffectiveness is recognised in profit or loss.

12. Tax

12.1 Income tax expense

Recognised in profit or loss

| In millions of € | 2019 | 2018* | 2017* |
|---|-------------|-------------|-------------|
| Current tax expense | | | |
| Current year | 896 | 809 | 815 |
| Under/(over) provided in prior years | 27 | (24) | (16) |
| | 923 | 785 | 799 |
| Deferred tax expense | | | |
| Origination and reversal of temporary differences, tax losses and tax credits | 30 | (29) | (27) |
| De-recognition/(recognition) of deferred tax assets | (33) | — | 11 |
| Effect of changes in tax rates | (1) | (3) | (45) |
| Under/(over) provided in prior years | (9) | (12) | 2 |
| | (13) | (44) | (59) |
| Total income tax expense in profit or loss | 910 | 741 | 740 |

* Restated for IAS 37. Refer to note 4 for further details.

Reconciliation of the effective tax rate

| In millions of € | 2019 | 2018* | 2017* |
|---|--------------|--------------|--------------|
| Profit before income tax | 3,284 | 2,846 | 2,975 |
| Share of net profit of associates and joint ventures | (164) | (210) | (75) |
| Profit before income tax excluding share of profit of associates and joint ventures | <u>3,120</u> | <u>2,636</u> | <u>2,900</u> |

* Restated for IAS 37. Refer to note 4 for further details.

| | % | 2019 | % | 2018* | % | 2017* |
|---|-------------|------------|-------------|------------|-------------|------------|
| Income tax using the Company's domestic tax rate | 25.0 | 780 | 25.0 | 659 | 25.0 | 696 |
| Effect of tax rates in foreign jurisdictions | 0.7 | 21 | (0.1) | (3) | 0.6 | 15 |
| Effect of non-deductible expenses | 3.2 | 100 | 2.3 | 62 | 2.6 | 75 |
| Effect of tax incentives and exempt income | (3.8) | (119) | (3.2) | (84) | (3.4) | (98) |
| De-recognition/(recognition) of deferred tax assets | (1.1) | (33) | — | — | 0.4 | 11 |
| Effect of unrecognised current year losses | 2.8 | 87 | 3.4 | 89 | 1.7 | 49 |
| Effect of changes in tax rates | — | (1) | (0.1) | (3) | (1.6) | (45) |
| Withholding taxes | 2.1 | 67 | 3.2 | 84 | 2.3 | 65 |
| Under/(over) provided in prior years | 0.6 | 18 | (1.4) | (37) | (0.5) | (14) |
| Other reconciling items | (0.3) | (10) | (1.0) | (26) | (0.4) | (12) |
| | 29.2 | 910 | 28.1 | 741 | 26.7 | 740 |

* Restated for IAS 37. Refer to note 4 for further details.

The higher effective tax rate in 2019 is mainly driven by the new interest deduction limitation rules in the Netherlands.

For the income tax impact on items recognised in other comprehensive income, refer to note 12.3.

12.2 Deferred tax assets and liabilities

Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following items:

| In millions of € | Assets | | Liabilities | | Net | |
|------------------------------|--------------|--------------|----------------|----------------|--------------|--------------|
| | 2019 | 2018* | 2019 | 2018* | 2019 | 2018* |
| P,P&E | 98 | 92 | (803) | (560) | (705) | (468) |
| Intangible assets | 29 | 29 | (1,358) | (1,360) | (1,329) | (1,331) |
| Investments | 41 | 44 | (5) | (5) | 36 | 39 |
| Inventories | 47 | 40 | (12) | (12) | 35 | 28 |
| Borrowings | 308 | 11 | — | — | 308 | 11 |
| Post-retirement obligations | 278 | 231 | (4) | (6) | 274 | 225 |
| Provisions | 302 | 310 | (28) | (27) | 274 | 283 |
| Other items | 138 | 163 | (216) | (162) | (78) | 1 |
| Tax losses carried forward | 410 | 407 | — | — | 410 | 407 |
| Tax assets/(liabilities) | 1,651 | 1,327 | (2,426) | (2,132) | (775) | (805) |
| Set-off of tax | (1,004) | (701) | 1,004 | 701 | — | — |
| Net tax assets/(liabilities) | 647 | 626 | (1,422) | (1,431) | (775) | (805) |

* Restated for IAS 37 and to reflect the correct breakdown per category. Refer to note 4 for further details on IAS 37.

Of the total net deferred tax assets of €647 million as at 31 December 2019 (2018: €626 million), €101 million (2018: €225 million) is recognised in respect of subsidiaries in various countries where there have been losses in the current or preceding period. Management's projections support the assumption that it is probable that the results of future operations will generate sufficient taxable income to utilise these deferred tax assets. This judgement is performed annually and based on budgets and business plans for the coming years, including planned commercial initiatives.

No deferred tax liability has been recognised in respect of undistributed earnings of subsidiaries, joint ventures and associates, with an impact of €82 million (2018: €80 million). This is because HEINEKEN is able to control the timing of the reversal of the temporary differences, and it is probable that such differences will not reverse in the foreseeable future.

Tax losses carried forward

HEINEKEN has tax losses carried forward of €4,024 million as at 31 December 2019 (2018: €3,494 million), out of which €382 million (2018: €356 million) expires in the following five years. €191 million (2018: €228 million) will expire after five years and €3,451 million (2018: €2,911 million) can be carried forward indefinitely. Deferred tax assets have not been recognised in respect of tax losses carried forward of €2,163 million (2018: €1,664 million) as it is not probable that taxable profit will be available to offset these losses. Out of this €2,163 million (2018: €1,664 million), €173 million (2018: €103 million) expires in the following five years. €16 million (2018: €40 million) will expire after five years and €1,974 million (2018: €1,521 million) can be carried forward indefinitely.

Movement in deferred tax balances during the year

| In millions of € | Balance 1 January 2019* | Changes in accounting policy (IFRS 16) | Changes in consolidation | Effect of movements in foreign exchange | Recognised in income | Recognised in equity | Transfers | Balance 31 December 2019 |
|------------------------------|-------------------------------|--|-----------------------------|--|-------------------------|-------------------------|-----------|--------------------------------|
| | | | | | | | | |
| P,P&E | (468) | (226) | (1) | (16) | 11 | — | (5) | (705) |
| Intangible assets | (1,331) | — | (19) | (37) | 49 | — | 9 | (1,329) |
| Investments | 39 | — | — | 2 | (5) | — | — | 36 |
| Inventories | 28 | — | — | 1 | 4 | — | 2 | 35 |
| Borrowings | 11 | 291 | — | 11 | (15) | — | 10 | 308 |
| Post-retirement obligations | 225 | — | — | 6 | (15) | 58 | — | 274 |
| Provisions | 283 | — | — | (5) | (2) | — | (2) | 274 |
| Other items | 1 | (65) | — | (40) | (7) | 10 | 23 | (78) |
| Tax losses carried forward | 407 | — | 2 | 9 | (7) | — | (1) | 410 |
| Net tax assets/(liabilities) | (805) | — | (18) | (69) | 13 | 68 | 36 | (775) |

* Restated for IAS 37 and to reflect the correct breakdown per category. Refer to note 4 for further details on IAS 37.

| In millions of € | Balance 1 January 2018* | Changes in accounting policy (IFRS 9) | Changes in consolidation | Effect of movements in foreign exchange | Recognised in income | Recognised in equity | Transfers | Balance 31 December 2018 |
|------------------------------|-------------------------------|---|-----------------------------|--|-------------------------|-------------------------|-----------|--------------------------------|
| P.P&E | (513) | — | (1) | 12 | 36 | — | (2) | (468) |
| Intangible assets | (1,405) | — | (7) | (12) | 67 | — | 26 | (1,331) |
| Investments | 48 | — | — | — | (10) | — | 1 | 39 |
| Inventories | 20 | — | — | 1 | 5 | — | 2 | 28 |
| Borrowings | 4 | — | — | 17 | (25) | 18 | (3) | 11 |
| Post-retirement obligations | 294 | — | — | — | 5 | (75) | 1 | 225 |
| Provisions | 280 | — | — | (19) | 14 | — | 8 | 283 |
| Other items | 22 | (2) | — | — | (14) | 14 | (20) | 1 |
| Tax losses carried forward | 472 | — | — | (19) | (34) | — | (12) | 407 |
| Net tax assets/(liabilities) | (778) | (2) | (8) | (19) | 44 | (43) | 1 | (805) |

* Restated for IAS 37 and to reflect the correct breakdown per category. Refer to note 4 for further details on IAS 37.

Accounting estimates and judgements

The tax legislation in the countries in which HEINEKEN operates is often complex and subject to interpretation. In determining the current and deferred income tax position, judgement is required. New information may become available that causes HEINEKEN to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact the income tax expense in the period that such a determination is made.

Accounting policies

Income tax comprises current and deferred tax. Current tax is the expected income tax payable or receivable in respect of taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to income tax payable in respect of previous years.

Deferred tax is a tax payable or receivable in the future and is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax is not recognised on temporary differences related to:

- The initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss.
- Investments in subsidiaries, associates and joint ventures to the extent that HEINEKEN is able to control the timing of the reversal of the temporary differences and it is probable (>50% chance) that they will not reverse in the foreseeable future.
- The initial recognition of non-deductible goodwill.

The amount of deferred tax provided is based on the expected manner of recovery or settlement of the carrying amount of assets and liabilities, using tax rates (substantively) enacted, at year-end.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be utilised.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different taxable entities which intend either to settle current tax liabilities and assets on a net basis or to realise the assets and settle the liabilities simultaneously.

Current and deferred tax are recognised in the income statement (refer to note 12.1), except when it relates to a business combination or for items directly recognised in equity or other comprehensive income (refer to note 12.3).

12.3 Income tax on other comprehensive income

| | 2019 | | | 2018 | | |
|--|------------------------------------|-----------|------------------------------------|------------------------------------|-------------|------------------------------------|
| | Balance Amount before tax | Tax | Balance Amount net of tax | Balance Amount before tax | Tax | Balance Amount net of tax |
| In millions of € | | | | | | |
| Remeasurement of post-retirement obligations | (268) | 58 | (210) | 296 | (75) | 221 |
| Currency translation differences | 412 | (43) | 369 | (134) | 28 | (106) |
| Change in fair value of net investment hedges | (43) | — | (43) | (3) | — | (3) |
| Change in fair value of cash flow hedges | 52 | 12 | 64 | (96) | 29 | (67) |
| Cash flow hedges reclassified to profit or loss | 27 | (6) | 21 | (77) | — | (77) |
| Net change in fair value through OCI investments | 7 | 3 | 10 | 8 | 3 | 11 |
| Cost of hedging | (6) | 1 | (5) | 7 | (1) | 6 |
| Share of other comprehensive income of associates/joint ventures | (20) | — | (20) | (36) | — | (36) |
| Other comprehensive income | 161 | 25 | 186 | (35) | (16) | (51) |

13. Other

13.1 Fair value

In this note more information is disclosed regarding the fair value and the different methods of determining fair values.

Financial instruments - hierarchy

The financial instruments included on the HEINEKEN statement of financial position are measured at either fair value or amortised cost. To measure the fair value, HEINEKEN generally uses external valuations with market inputs. The measurement of fair value can be subjective in some cases and may be dependent on inputs used in the calculations. The different valuation methods are referred to as 'hierarchies' as described below.

- Level 1 - The fair value is determined using quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 - The fair value is calculated using inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices)
- Level 3 - The fair value is determined using inputs for the asset or liability that are not based on observable market data (unobservable inputs)

The following table shows the carrying amounts and fair values of financial assets and liabilities according to their fair value hierarchy.

| In millions of € | Carrying amount | Fair value | | |
|------------------------------------|-----------------|-----------------|--------------|------------|
| | | Level 1 | Level 2 | Level 3 |
| Fair value through OCI investments | 408 | 283 | — | 125 |
| Non-current derivative assets | 2 | — | 2 | — |
| Current derivative assets | 28 | — | 28 | — |
| Total 2019 | 438 | 283 | 30 | 125 |
| Total 2018 | 572 | 410 | 71 | 91 |
| Non-current derivative liabilities | (22) | — | (22) | — |
| Borrowings ¹ | (13,435) | (13,824) | (646) | — |
| Current derivative liabilities | (69) | — | (69) | — |
| Total 2019 | (13,526) | (13,824) | (737) | — |
| Total 2018 | (13,756) | (13,470) | (606) | — |

During the period ended 31 December 2019 there were no significant transfers between the three levels of the fair value hierarchy.

Refer to the table below for detail of the determination of level 3 fair value measurements as at 31 December:

| In millions of € | 2019 | 2018 |
|---|------------|-----------|
| Fair value through OCI investments based on level 3 | | |
| Balance as at 1 January | 91 | 84 |
| Fair value adjustments recognised in other comprehensive income | 34 | 3 |
| Transfer to associate | — | 4 |
| Balance as at 31 December | 125 | 91 |

The fair values for the level 3 fair value through OCI investments are based on the financial performance of the investments and the market multiples of comparable equity securities.

Accounting estimates

The different methods applied by HEINEKEN to determine the fair value require the use of estimates.

Investments in equity securities

The fair value of financial assets at fair value through profit or loss and fair value through OCI is determined by reference to their quoted closing bid price at the reporting date or, if unquoted, determined using an appropriate valuation technique. These valuation techniques maximise the use of observable market data where available.

Derivative financial instruments

The fair value of derivative financial instruments is based on their listed market price, if available. If a listed market price is not available, fair value is in general estimated by discounting the difference between the cash flows based on contractual price and the cash flows based on current price for the residual maturity of the contract using observable interest yield curves, basis spread and foreign exchange rates. These calculations are tested for reasonableness by comparing the outcome of the internal valuation with the valuation received from the counterparty. Fair values include the instrument's credit risk and adjustments to take account of the credit risk of the HEINEKEN entity and counterparty when appropriate.

Non-derivative financial instruments

Fair value, which is determined for disclosure purposes or when fair value hedge accounting is applied, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date. Fair values include the instrument's credit risk and adjustments to take account of the credit risk of the HEINEKEN entity and counterparty when appropriate.

13.2 Off-balance sheet commitments

The raw materials purchase contracts mainly relate to malt, bottles and cans which are used in the production and sale of finished products.

| In millions of € | Total 2019 | Less than 1 year | 1-5 years | More than 5 years | Total 2018 |
|---|---------------|------------------------|--------------|----------------------------|---------------|
| Operating lease commitments | — | — | — | — | 2,013 |
| Property, plant and equipment ordered | 321 | 309 | 12 | — | 305 |
| Raw materials purchase contracts | 8,827 | 2,804 | 4,901 | 1,122 | 7,571 |
| Marketing and merchandising commitments | 1,051 | 380 | 667 | 4 | 635 |
| Other off-balance sheet obligations | 2,005 | 486 | 622 | 897 | 4,375 |
| Off-balance sheet obligations | 12,204 | 3,979 | 6,202 | 2,023 | 14,899 |
| Undrawn committed bank facilities | 3,750 | 69 | 3,681 | — | 3,845 |

As per the introduction of IFRS 16, operating lease commitments are capitalised on balance as per 1 January 2019. The discounted future lease commitments are reported under Borrowings (refer to note 11.3 for more information). The contractual maturities for the capitalised leases are included in the table of note 11.5.

Other off-balance sheet obligations include energy, distribution and service contracts. In 2018, other off-balance sheet obligations included HKD24.3 billion (€2.7 billion as at 31 December 2018) for the committed amount for acquiring the shareholding of 40% in CRH (Beer) Limited by HEINEKEN, which was closed in 2019 (refer to note 10.3).

Committed bank facilities are credit facilities on which a commitment fee is paid as compensation for the bank's requirement to reserve capital. The bank is legally obliged to provide the facility under the terms and conditions of the agreement.

Accounting policies

Off-balance sheet commitments are not discounted.

Operating lease commitments (applicable for 2018)

Operating leases are not recognised in HEINEKEN's statement of financial position. Payments made under operating leases are charged to profit or loss on a straight-line basis over the term of the lease. When an operating lease is terminated before the lease period has expired, any payment required to be made to the lessor by way of penalty is recognised as an expense in the period in which termination takes place. The lease commitments contain the lease payments for the non-cancellable period of a lease and the period for extension options that are reasonably certain to be exercised.

Raw materials purchase contracts

Raw material purchase contracts include long-term purchase contracts with suppliers in which prices are fixed or will be agreed based upon predefined price formulas.

13.3 Related parties

Identification of related parties

The following parties are considered to be related to Heineken N.V.:

- Key management personnel: the Executive Board and the Supervisory Board
- Parent company Heineken Holding N.V. and ultimate controlling party Mrs. Carvalho-Heineken (refer to 'Shareholder Information')
- Associates and Joint ventures of Heineken N.V.
- Shareholder with significant influence Fomento Económico Mexicano, S.A.B. de C.V. (FEMSA)
- HEINEKEN pension funds (refer to note 9.1)
- Employees of HEINEKEN (refer to note 6.4)

Key management remuneration

| In millions of € | 2019 | 2018 | 2017 |
|-------------------|------|------|------|
| Executive Board | 10.8 | 12.0 | 13.3 |
| Supervisory Board | 1.5 | 1.0 | 1.0 |
| Total | 12.3 | 13.0 | 14.3 |

Executive Board

The remuneration of the members of the Executive Board consists of a fixed component and a variable component. The variable component is made up of a Short-term incentive (STI) and a Long-term incentive (LTI). The STI is based on financial and operational measures (75%) and on individual leadership measures (25%) as set by the Supervisory Board at the beginning of the year. Refer to note 6.5 for information related to the LTI component.

As at 31 December 2019, Mr. J.F.M.L. van Boxmeer held 214,087 Company shares and Mrs. L.M. Debroux held 45,318 Company shares (2018: Mr. J.F.M.L. van Boxmeer 259,149 and Mrs. L.M. Debroux 28,159).

| In thousands of € | 2019 | | | 2018 | | |
|----------------------------|----------------------------|-----------------|--------|----------------------------|-----------------|--------|
| | J.F.M.L. van Boxmeer | L.M. Debroux | Total | J.F.M.L. van Boxmeer | L.M. Debroux | Total |
| Fixed salary | 1,250 | 850 | 2,100 | 1,250 | 735 | 1,985 |
| Short-term incentive | 2,223 | 1,080 | 3,303 | 2,730 | 1,147 | 3,877 |
| Matching share entitlement | 505 | 245 | 750 | 610 | 256 | 866 |
| Long-term incentive | 2,323 | 1,201 | 3,524 | 2,732 | 1,360 | 4,092 |
| Pension contributions | 762 | 167 | 929 | 873 | 145 | 1,018 |
| Other emoluments | 49 | 183 | 232 | 49 | 162 | 211 |
| Total | 7,112 | 3,726 | 10,838 | 8,244 | 3,805 | 12,049 |

| In thousands of € | 2017 | | |
|----------------------------|----------------------------|-----------------|--------|
| | J.F.M.L. van Boxmeer | L.M. Debroux | Total |
| Fixed salary | 1,200 | 720 | 1,920 |
| Short-term incentive | 2,736 | 1,173 | 3,909 |
| Matching share entitlement | 622 | 266 | 888 |
| Long-term incentive | 3,623 | 1,739 | 5,362 |
| Pension contributions | 858 | 142 | 1,000 |
| Other emoluments | 21 | 163 | 184 |
| Total | 9,060 | 4,203 | 13,263 |

The matching share entitlements for each year are based on the performance in that year. The Executive Board members receive 25% of their STI pay in (investment) shares. In addition they have the opportunity to indicate before year-end whether they wish to receive up to another 25% of their STI in (investment) shares. All (investment) shares are restricted for sale for five calendar years, after which they are matched 1:1 by (matching) shares. For 2019 the Executive Board

members did not elect to receive additional (investment) shares, hence the ‘Matching share entitlement’ in the table above is based on a 25% investment. In 2018 the investment was 25% for both Executive Board members as well. From an accounting perspective the corresponding matching shares vest immediately and as such a fair value of €0.8 million was recognised in the 2019 income statement. The matching share entitlements are not dividend-bearing during the five calendar year holding period of the investment shares. Therefore, the fair value of the matching share entitlements has been adjusted for missed expected dividends by applying a discount based on the dividend policy and vesting period.

Supervisory Board

The individual members of the Supervisory Board received the following remuneration:

| In thousands of € | 2019 ⁶ | 2018 | 2017 |
|---|-------------------|------------|------------|
| J.M. Huët | 195 | 86 | 82 |
| J.A. Fernández Carbajal | 153 | 109 | 114 |
| M. Das | 133 | 85 | 85 |
| M.R. de Carvalho | 141 | 96 | 90 |
| A.M. Fentener van Vlissingen ¹ | — | 43 | 85 |
| V.C.O.B.J. Navarre | 110 | 74 | 70 |
| J.G. Astaburuaga Sanjinés | 133 | 104 | 99 |
| P. Mars-Wright | 151 | 103 | 95 |
| M. Helmes ² | 131 | 62 | — |
| R.L. Ripley ⁴ | 97 | — | — |
| I.H. Arnold ⁴ | 100 | — | — |
| G.J. Wijers ³ | 103 | 163 | 160 |
| Y. Dervisoglu ³ | 53 | 70 | 70 |
| H. Scheffers ⁵ | — | — | 40 |
| | 1,500 | 995 | 990 |

¹ Stepped down as at 19 April 2018.

² Appointed as at 19 April 2018.

³ Stepped down as at 25 April 2019.

⁴ Appointed as at 25 April 2019.

⁵ Stepped down as at 20 April 2017.

⁶ Supervisory Board new management fees were approved by the 2019 AGM.

Mr. Michel de Carvalho held 100,008 shares of Heineken N.V. as at 31 December 2019 (2018: 100,008 shares). As at 31 December 2019 and 2018, the Supervisory Board members did not hold any of the Company’s bonds or option rights. Mr. Michel de Carvalho held 100,008 shares of Heineken Holding N.V. as at 31 December 2019 (2018: 100,008 shares).

Heineken Holding N.V.

In 2019, an amount of €1,146,413 (2018: €1,393,537, 2017: €714,412) was paid to Heineken Holding N.V. for management services for HEINEKEN.

This payment is based on an agreement of 1977 as amended in 2001, providing that Heineken N.V. reimburses Heineken Holding N.V. for its costs.

Other related party transactions

| In millions of € | Associates & Joint Ventures | | | FEMSA | | | Total | | |
|---|-----------------------------|------|------|-------|-------|-------|-------|-------|-------|
| | 2019 | 2018 | 2017 | 2019 | 2018 | 2017 | 2019 | 2018 | 2017 |
| Sales | 462 | 467 | 300 | 1,170 | 1,235 | 1,168 | 1,632 | 1,702 | 1,468 |
| Purchases | 290 | 271 | 479 | 160 | 144 | 168 | 450 | 415 | 647 |
| Accounts receivables | 114 | 93 | 88 | 208 | 274 | 238 | 322 | 367 | 326 |
| Accounts payables and other liabilities | 20 | 40 | 68 | 108 | 43 | 42 | 128 | 83 | 110 |

13.4 HEINEKEN entities

Control of HEINEKEN

The shares of the Company are traded on Euronext Amsterdam, where the Company is included in the main AEX Index. Heineken Holding N.V. Amsterdam has an interest of 50.005% in the issued capital of the Company and consolidates the financial information of the Company.

A declaration of joint and several liability pursuant to the provisions of Section 403, Part 9, Book 2, of the Dutch Civil Code has been issued with respect to legal entities established in the Netherlands. In the table below the list of the legal entities for which the declaration has been issued.

| | Country of incorporation | Percentage of ownership | |
|--|--------------------------|-------------------------|------|
| | | 2019 | 2018 |
| Heineken Nederlands Beheer B.V. | The Netherlands | 100% | 100% |
| Heineken Group B.V. | The Netherlands | 100% | 100% |
| Heineken Brouwerijen B.V. | The Netherlands | 100% | 100% |
| Heineken CEE Investments B.V. | The Netherlands | 100% | 100% |
| Heineken Nederland B.V. | The Netherlands | 100% | 100% |
| Heineken International B.V. | The Netherlands | 100% | 100% |
| Heineken Supply Chain B.V. | The Netherlands | 100% | 100% |
| Heineken Global Procurement B.V. | The Netherlands | 100% | 100% |
| Heineken Mexico B.V. | The Netherlands | 100% | 100% |
| HIBV Skopje Holdings B.V. | The Netherlands | 100% | 100% |
| Heineken Beer Systems B.V. | The Netherlands | 100% | 100% |
| Amstel Brouwerij B.V. | The Netherlands | 100% | 100% |
| Vrumona B.V. | The Netherlands | 100% | 100% |
| B.V. Beleggingsmaatschappij Limba | The Netherlands | 100% | 100% |
| Brand Bierbrouwerij B.V. | The Netherlands | 100% | 100% |
| Brasinvest B.V. | The Netherlands | 100% | 100% |
| Heineken Asia Pacific B.V. | The Netherlands | 100% | 100% |
| B.V. Handel- en Exploitatie Maatschappij Schoonhoven | The Netherlands | 100% | 100% |
| Distilled Trading International B.V. | The Netherlands | 100% | 100% |
| Premium Beverages International B.V. | The Netherlands | 100% | 100% |
| De Brouwketel B.V. | The Netherlands | 100% | 100% |
| Proseco B.V. | The Netherlands | 100% | 100% |
| Roeminck Insurance N.V. | The Netherlands | 100% | 100% |
| Heineken Americas B.V. | The Netherlands | 100% | 100% |
| Heineken Export Americas B.V. | The Netherlands | 100% | 100% |
| Amstel Export Americas B.V. | The Netherlands | 100% | 100% |
| Heineken Brazil B.V. | The Netherlands | 100% | 100% |
| B.V. Panden Exploitatie Maatschappij PEM | The Netherlands | 100% | 100% |
| Heineken Exploitatie Maatschappij B.V. | The Netherlands | 100% | 100% |
| Hotel De L'Europe B.V. | The Netherlands | 100% | 100% |
| Hotel De L'Europe Monumenten I B.V. | The Netherlands | 100% | 100% |
| Hotel De L'Europe Monumenten II B.V. | The Netherlands | 100% | 100% |
| Heineken Groothandel B.V. | The Netherlands | 100% | 100% |
| Heineken Horeca Services B.V. | The Netherlands | 100% | 100% |
| Beerwulf B.V. | The Netherlands | 100% | 100% |
| Heineken Belize B.V. | The Netherlands | 100% | 100% |
| Heineken Netherlands Supply B.V. | The Netherlands | 100% | — % |

Pursuant to the provisions of Section 357 of the Republic of Ireland Companies Act 2014, the Company irrevocably guarantees, in respect of the financial year from 1 January 2019 up to and including 31 December 2019, the liabilities referred to in Schedule 3 of the Republic of Ireland Companies Act 2014 of the wholly-owned subsidiary companies Heineken Ireland Limited, Heineken Ireland Sales Limited, The West Cork Bottling Company Limited, Western Beverages Limited, Beamish & Crawford Limited and Nash Beverages Limited.

Significant subsidiaries

Set out below are HEINEKEN's significant subsidiaries at 31 December 2019. The subsidiaries as listed below are held by the Company and the proportion of ownership interests held equals the proportion of the voting rights held by HEINEKEN. The disclosed significant subsidiaries represent the largest subsidiaries and represent an approximate total revenue of €17 billion and total asset value of €29 billion and are structural contributors to the business.

There were no significant changes to the HEINEKEN structure and ownership interests.

| | Country of incorporation | Percentage of ownership | |
|--|--------------------------|-------------------------|-------|
| | | 2019 | 2018 |
| Heineken International B.V. | The Netherlands | 100.0 | 100.0 |
| Heineken Brouwerijen B.V. | The Netherlands | 100.0 | 100.0 |
| Heineken Nederland B.V. | The Netherlands | 100.0 | 100.0 |
| Cuauhtémoc Moctezuma Holding, S.A. de C.V. | Mexico | 100.0 | 100.0 |
| Cervejarias Kaiser Brasil S.A. | Brazil | 100.0 | 100.0 |
| Bavaria S.A. | Brazil | 100.0 | 100.0 |
| Heineken France S.A.S. | France | 100.0 | 100.0 |
| Nigerian Breweries Plc. | Nigeria | 56.0 | 56.0 |
| Heineken USA Inc. | United States | 100.0 | 100.0 |
| Heineken UK Ltd | United Kingdom | 100.0 | 100.0 |
| Heineken España S.A. | Spain | 99.8 | 99.8 |
| Heineken Italia S.p.A. | Italy | 100.0 | 100.0 |
| Brau Union Österreich AG | Austria | 100.0 | 100.0 |
| Grupa Żywiec S.A. | Poland | 65.2 | 65.2 |
| LLC Heineken Breweries | Russia | 100.0 | 100.0 |
| Heineken Vietnam Brewery Limited Company | Vietnam | 60.0 | 60.0 |
| SCC—Sociedade Central de Cervejas e Bebidas S.A. | Portugal | 99.9 | 99.9 |
| Heineken South Africa (Proprietary) Limited | South Africa | 82.4 | 82.4 |

13.5 Subsequent events

No material subsequent events occurred.

13.6 Other disclosures

Remuneration

Refer to note 13.3 of the consolidated financial statements for the remuneration and incentives of the Executive Board and Supervisory Board.

Executive and Supervisory Board statement

The members of the Supervisory Board signed the financial statements in order to comply with their statutory obligation pursuant to Article 2:101, paragraph 2, of the Dutch Civil Code.

The members of the Executive Board signed the financial statements in order to comply with their statutory obligation pursuant to Article 2:101, paragraph 2, of the Dutch Civil Code and Article 5:25c, paragraph 2 sub c, of the Financial Markets Supervision Act.

| | | | | |
|-----------------------------|-----------------|--|----------------------|--|
| Amsterdam, 12 February 2020 | Executive Board | | Supervisory Board | |
| | Van Boxmeer | | Huët | |
| | Debroux | | Fernández Carbajal | |
| | | | Das | |
| | | | de Carvalho | |
| | | | Navarre | |
| | | | Astaburuaga Sanjinés | |
| | | | Mars-Wright | |
| | | | Helmès | |
| | | | Ripley | |
| | | | Arnold | |

Coca-Cola FEMSA, S.A.B. de C.V.,

as Issuer

Propimex, S. de R.L. de C.V.,
Comercializadora La Pureza de Bebidas, S. de R.L. de C.V.,
Grupo Embotellador Cimsa, S. de R.L. de C.V.,
Refrescos Victoria del Centro, S. de R.L. de C.V.,
Yoli de Acapulco, S. de R.L. de C.V.,
Controladora Interamericana de Bebidas, S. de R.L. de C.V. and
Distribuidora y Manufacturera del Valle de México, S. de R.L. de C.V.,

as Guarantors

and

The Bank of New York Mellon,

as Trustee, Security Registrar, Paying Agent and Transfer Agent

NINTH SUPPLEMENTAL INDENTURE

Dated as of January 22, 2020

3.875% Senior Notes due 2023

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NINTH SUPPLEMENTAL INDENTURE, dated as of January 22, 2020 (this “Ninth Supplemental Indenture”), among (i) Coca-Cola FEMSA, S.A.B. de C.V., a *sociedad anónima bursátil de capital variable* organized and existing under the laws of the United Mexican States (“Mexico”) (herein called the “Company”), having its principal office at Calle Mario Pani No. 100, Colonia Santa Fe Cuajimalpa, Alcaldía Cuajimalpa de Morelos, 05348, Mexico City, Mexico; (ii) Propimex, S. de R.L. de C.V., Comercializadora La Pureza de Bebidas, S. de R.L. de C.V., Grupo Embotellador Cimsa, S. de R.L. de C.V., Refrescos Victoria del Centro, S. de R.L. de C.V., Yoli de Acapulco, S. de R.L. de C.V., Controladora Interamericana de Bebidas, S. de R.L. de C.V. and Distribuidora y Manufacturera del Valle de México, S. de R.L. de C.V., as guarantors (the “Guarantors”); and (iii) The Bank of New York Mellon, a corporation duly organized and existing under the laws of the State of New York authorized to conduct a banking business, as trustee (herein called the “Trustee”), security registrar, paying agent and transfer agent, to the indenture dated as of February 5, 2010, between the Company and the Trustee (herein called the “Base Indenture”).

W I T N E S S E T H:

WHEREAS, the Company, the Guarantors, the Trustee (in such capacity, and as paying agent, registrar and transfer agent) and The Bank of New York Mellon SA/NV, Dublin Branch, as Irish paying agent (the “Irish Agent”) previously have entered into the fifth supplemental indenture, dated as of November 26, 2013 (the “Fifth Supplemental Indenture”), pursuant to which the Company established under the Base Indenture a series of Securities known as the Company’s “3.875% Senior Notes due 2023” (the “Notes”) and issued U.S.\$750,000,000 in aggregate principal of Notes;

WHEREAS, the Company, the Guarantors, the Trustee (in such capacity, and as paying agent, registrar and transfer agent) and the Irish Agent previously have entered into the sixth supplemental indenture, dated as of January 21, 2014 (the “Sixth Supplemental Indenture”) and together with the Base Indenture and the Fifth Supplemental Indenture, the “Indenture”), pursuant to which the Company issued additional U.S.\$150,000,000 in aggregate principal of Notes;

WHEREAS, Section 902 of the Base Indenture provides that the Company and the Trustee may enter into a supplemental indenture to the Base Indenture for the purposes of amending or modifying such Base Indenture as it applies to a series of Securities with the consent of the Holders of not less than a majority in principal amount of the Outstanding Securities of each series affected by such supplemental indenture (the “Required Consents”);

WHEREAS, the Company has solicited (the “Consent Solicitation”) consents (the “Consents”) from each Holder of the Notes upon the terms of, and subject to the conditions set forth in, the Offer to Purchase and Consent Solicitation Statement, dated as of January 6, 2020 (as amended, restated and supplemented from time to time, the “Statement”) to effect certain amendments to the Indenture and the Notes as described in the Statement and set forth in this Ninth Supplemental Indenture (the “Proposed Amendments”);

WHEREAS, as evidenced by the Officers' Certificate delivered to the Trustee by the Company on the date hereof, (i) the Holders of at least a majority in aggregate principal amount of the Notes Outstanding have duly consented to the Proposed Amendments in accordance with the Indenture, which such consents have not been withdrawn or revoked as of the date hereof, (ii) the Company has (x) accepted for purchase all of the Notes tendered by consenting Holders as of the Consent Payment and Withdrawal Deadline (as such term is defined in the Statement) in accordance with the Statement and (y) paid to such Holders all amounts due to such Holders in accordance with the terms of the Statement;

WHEREAS, pursuant to the Consent Solicitation, there have been validly delivered to the Company the Required Consents to effect the Proposed Amendments;

WHEREAS, pursuant to Section 902 of the Base Indenture, the Trustee is authorized to execute and deliver this Ninth Supplemental Indenture;

WHEREAS, by delivery of their Consents, Holders of the Notes have authorized and directed the Trustee to (i) enter into this Ninth Supplemental Indenture to give effect to the Proposed Amendments, and (ii) to do all such other things as may be necessary or expedient to carry out and give effect to the Consents or the Consent Solicitations;

WHEREAS, the Company and each of the Guarantors has duly authorized the execution and delivery of this Ninth Supplemental Indenture to effect the Proposed Amendments; and

WHEREAS, all things necessary to make this Ninth Supplemental Indenture a valid agreement of the Company and the Guarantors, in accordance with its terms, have been done.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Company, the Guarantors and the Trustee hereby agree, as follows:

ARTICLE ONE

INDENTURE AND DEFINITIONS

Section 101. Provisions of the Base Indenture.

Except insofar as herein otherwise expressly provided, all the definitions, provisions, terms and conditions of the Indenture shall remain in full force and effect. The Indenture, as supplemented by this Ninth Supplemental Indenture, is in all respects ratified and confirmed, and the Indenture and this Ninth Supplemental Indenture shall be read, taken and considered as one and the same instrument for all purposes and every Holder of Notes authenticated and delivered under the Indenture shall be bound hereby. This Ninth Supplemental Indenture shall not modify, amend or otherwise affect the Indenture insofar as it relates to any other series of Securities or modify, amend or otherwise affect in any manner the terms and conditions of the Securities of any other series. Notwithstanding any other provision of this Section 101 or the Indenture or this Ninth Supplemental Indenture to the contrary, to the extent any provisions of this Ninth Supplemental Indenture shall conflict with any provision of the Indenture or any Note issuer thereunder, the provisions of this Ninth Supplemental Indenture, shall govern.

Section 102. *Definitions.*

For all purposes of this Ninth Supplemental Indenture and the Notes, except as otherwise expressly provided or unless the subject matter or context otherwise requires:

- (a) any reference to an “Article” or a “Section” refers to an Article or Section, as the case may be, of this Ninth Supplemental Indenture;
- (b) the words “herein,” “hereof” and “hereunder” and other words of similar import refer to this Ninth Supplemental Indenture as a whole and not to any particular Article, Section or other subdivision; and
- (c) all terms used in this Ninth Supplemental Indenture that are not defined herein shall have the meanings assigned to them in the Indenture.

ARTICLE TWO

CONSENT AND AMENDMENT

Section 201. *Consent and Amendments.* From and after the Supplement Operative Time (as defined below) and without further action by any party hereto, the Indenture is hereby amended as follows.

(a) Section 203(b) “Forms; Terms and Conditions in Forms. – Form of Reverse of Note” to the Fifth Supplemental Indenture shall be amended solely with respect to redemption of the Notes by deleting and replacing the words “upon not less than 30 nor more than 60 days’ written notice” with “upon not less than three Business Days nor more than 60 days’ written notice”;

(b) Section 701 “Optional Redemption by the Company” to the Fifth Supplemental Indenture shall be amended and restated solely with respect to the Notes by deleting it in its entirety and replacing it with the following:

“Each series of Notes may be redeemed at the option of the Company on the terms and conditions set forth in the form of Note as set forth in Section 203(b) of this Fifth Supplemental Indenture and in accordance with Article Eleven of the Base Indenture, modified with respect to the Notes only as follows:

- (a) The election of the Company to redeem any Notes shall be evidenced by a Board Resolution. In case of any redemption at the election of the Company of the Notes of any series, the Company shall, at least three Business Days prior to the Redemption Date fixed by the Company, notify the Trustee in writing of such Redemption Date, of the principal amount of Notes of such series to be redeemed and, if applicable, of the tenor of the Notes to be redeemed. Such notice, once given to the Trustee, shall be irrevocable;
- (b) Notice of redemption shall be given by the Company (or by the Trustee at the request of the Company) first-class mail, postage prepaid, mailed not less than three Business Days nor more than 60 days prior to the Redemption Date, to each Holder of Notes to be redeemed, at his address appearing in the

Security Register; *provided that*, as long as the Notes are represented by Global Notes registered in the name of, the Depositary for such Notes or a nominee thereof, notices to be given to Holders will be given to the Depositary in accordance with the Applicable Procedures of the Depositary.”

Section 202. *Modifications of the Notes*. From and after the Supplement Operative Time and without further action by any party hereto, any provision contained in each Global Note representing the Notes that relates to the sections in the Indenture that are amended pursuant to Section 201 hereof shall likewise be amended so that any such provision contained in such Global Note will conform to and be consistent with the Indenture, as amended by this Ninth Supplemental Indenture.

Section 203. *References to Deleted or Amended Provisions*. From and after the Supplement Operative Time and without any further action by any party hereto, all references in the Indenture or any Global Note representing the Notes, as amended by Sections 201 and 202 hereof, as applicable, to any of the provisions so amended, or to terms defined in such provisions, shall also be deemed amended, in accordance with the terms of this Ninth Supplemental Indenture. From and after the Supplement Operative Time and without any further action by any party hereto, the Company, the Guarantors, the Trustee and the Holders of the Notes or other parties to or beneficiaries of the Indenture shall only have such rights, obligations or liabilities as provided for under such Sections, subsections or clauses as amended and such Sections, subsections or clauses shall only be considered as amended in determining whether an Event of Default has occurred or whether the Company or any Guarantor has observed, performed or complied with the provisions of the Indenture or any Note.

ARTICLE THREE MISCELLANEOUS PROVISIONS

Section 301. *Effect of Ninth Supplemental Indenture*. From and after the Supplement Operative Time, the Indenture and the Notes shall be amended and supplemented in accordance herewith. Each reference in the Indenture to “this Indenture,” “hereunder,” “hereof,” or “herein,” and each reference in the Notes to “the Indenture,” “thereunder,” “thereof,” or “therein” shall mean and be a reference to the Indenture as amended and supplemented by this Ninth Supplemental Indenture unless the context otherwise requires. Additionally, each reference in the Notes to “this Note,” “hereunder,” “hereof,” or “herein,” and each reference in the Indenture to “the Notes,” “thereunder,” “thereof,” or “therein” shall mean and be a reference to the Notes as amended and supplemented by this Ninth Supplemental Indenture unless the context otherwise requires. The Indenture as amended and supplemented by this Ninth Supplemental Indenture shall be read, taken and construed as one and the same instrument, and every Holder of the Notes heretofore or hereafter authenticated and delivered under the Indenture as supplemented by this Ninth Supplemental Indenture shall be bound thereby.

Section 302. *Effectiveness*. This Ninth Supplemental Indenture shall become effective on the Company, the Guarantors, the Trustee, the Irish Agent and each Holder of the Notes heretofore or hereafter authenticated and delivered under the Indenture, following payment to the consenting Holders of the consideration set forth in the Statement and at the time of execution and delivery of this Ninth Supplemental Indenture by the parties hereto (such time of execution, the “Supplement Operative Time”).

Section 303. *Ratification of Indenture; Ninth Supplemental Indenture Part of the Indenture.* Except as expressly amended hereby, the Indenture and the Notes are in all respects ratified and confirmed and all the terms, conditions and provisions thereof shall not in any way be affected or impaired thereby and such provision shall be ineffective only to the extent of such invalidity, illegality or unenforceability.

Section 304. *Consent to Service; Jurisdiction*

Each party hereto agrees that any legal suit, action or proceeding arising out of or relating to this Ninth Supplemental Indenture, the Base Indenture, the Notes, or the Guarantees may be instituted in any federal or state court in the Borough of Manhattan, The City of New York, New York and in the courts of its own corporate domicile, in respect of actions brought against each such party as a defendant, and each waives any objection which it may now or hereafter have to the laying of the venue of any such legal suit, action or proceeding, waives any immunity from jurisdiction or to service of process in respect of any such suit, action or proceeding, waives any right to any jurisdiction to which it may be entitled on account of place of residence, domicile or any other reason and irrevocably submits to the jurisdiction of any such court in any such suit, action or proceeding. Each of the Company and each of the Guarantors hereby designates and appoints CT Corporation System, 28 Liberty Street, New York, NY 10005, as its authorized agent upon which process may be served in any legal suit, action or proceeding arising out of or relating to this Ninth Supplemental Indenture, the Base Indenture, the Notes, or the Guarantees which may be instituted in any federal or state court in the Borough of Manhattan, The City of New York, New York, and agrees that service of process upon such agent shall be deemed in every respect effective service of process upon the Company and/or the Guarantors, as applicable, in any such suit, action or proceeding and further designates its domicile, the domicile of CT Corporation System specified above and any domicile CT Corporation System may have in the future as its domicile to receive any notice hereunder (including service of process). If for any reason CT Corporation System (or any successor agent for this purpose) shall cease to act as agent for service of process as provided above, each of the Company and the Guarantors will promptly appoint a successor agent for this purpose reasonably acceptable to the Trustee. Each of the Company and the Guarantors agree to take any and all actions as may be necessary to maintain such designation and appointment of such agent in full force and effect.

Section 305. *Governing Law; Waiver of Jury Trial*

(a) THIS NINTH SUPPLEMENTAL INDENTURE, THE BASE INDENTURE, THE NOTES AND THE GUARANTEES SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

(b) EACH OF THE PARTIES HERETO (EXCEPT FOR THE AVOIDANCE OF DOUBT THE HOLDERS OF THE NOTES) HEREBY WAIVES, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, ALL RIGHTS TO TRIAL BY JURY IN ANY ACTION, PROCEEDING OR COUNTERCLAIM (WHETHER BASED ON

CONTRACT, TORT OR OTHERWISE) ARISING OUT OF OR RELATING TO THE BASE INDENTURE, THIS NINTH SUPPLEMENTAL INDENTURE, THE NOTES, THE GUARANTEES OR THE TRANSACTIONS CONTEMPLATED HEREBY OR THEREBY.

Section 306. Separability of Invalid Provisions

In case any one or more of the provisions contained in this Ninth Supplemental Indenture, the Base Indenture, the Notes or the Guarantees should be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provisions contained in this Ninth Supplemental Indenture, and to the extent and only to the extent that any such provision is invalid, illegal or unenforceable, this Ninth Supplemental Indenture shall be construed as if such provision had never been contained herein.

Section 307. Execution in Counterparts

This Ninth Supplemental Indenture may be simultaneously executed and delivered in any number of counterparts, each of which when so executed and delivered shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

Section 308. Certain Matters

The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Ninth Supplemental Indenture, the Base Indenture, the Notes, the Guarantees or for or in respect of the recitals contained herein, all of which are made solely by the Company and the Guarantors.

Section 309. Certain Duties and Responsibilities of the Trustee. In entering into this Ninth Supplemental Indenture, the Trustee shall be entitled to the benefit of every provision of the Indenture relating to the conduct or affecting the liability of or affording protection to the Trustee (including, without limitation, the right to be indemnified), whether or not elsewhere herein so provided. The Trustee, for itself and its successors, accepts the terms of the Indenture as amended by this Ninth Supplemental Indenture, and agrees to perform the same, but only upon the terms and provisions defining and limiting the liabilities and responsibilities of the Trustee, which terms and provisions shall in like manner define and limit its liabilities and responsibilities in the performance of the trust created by the Indenture. The Trustee shall not be responsible in any manner whatsoever for or in respect of and makes no representations (i) as to the validity or sufficiency of this Ninth Supplemental Indenture or any of the terms or provisions hereof, other than as to the validity of its execution and delivery by the Trustee, (ii) in respect of recitals contained herein (all of which recitals or statements are made solely by the Company and the Guarantors), (iii) as to the due execution hereof by the Company and the Guarantors, or (iv) as to the consequences of any amendment and/or waiver herein provided for.

[Signature pages follow]

IN WITNESS WHEREOF, the parties hereto have caused this Ninth Supplemental Indenture to be duly executed on their respective behalves, all as of the day and year first written above.

COCA-COLA FEMSA, S.A.B. DE C.V.

By /s/ José Castro Godard

Name: José Castro Godard

Title: Attorney-in-fact

By /s/ Marlene Fernanda Castillo Jiménez

Name: Marlene Fernanda Castillo Jiménez

Title: Attorney-in-fact

PROPIMEX, S. DE R.L. DE C.V.

By /s/ Gerardo Cruz Celaya
Name: Gerardo Cruz Celaya
Title: Attorney-in-fact

By /s/ Marlene Fernanda Castillo Jiménez
Name: Marlene Fernanda Castillo Jiménez
Title: Attorney-in-fact

COMERCIALIZADORA LA PUREZA DE BEBIDAS, S. DE R.L. DE C.V.

By /s/ Gerardo Cruz Celaya
Name: Gerardo Cruz Celaya
Title: Attorney-in-fact

By /s/ Marlene Fernandez Castillo Jiménez
Name: Marlene Fernandez Castillo Jiménez
Title: Attorney-in-fact

GRUPO EMBOTELLADOR CIMS, S. DE R.L. DE C.V.

By /s/ Gerardo Cruz Celaya
Name: Gerardo Cruz Celaya
Title: Attorney-in-fact

By /s/ Marlene Fernandez Castillo Jiménez
Name: Marlene Fernandez Castillo Jiménez
Title: Attorney-in-fact

REFRESCOS VICTORIA DEL CENTRO, S. DE R.L. DE C.V.

By /s/ Gerardo Cruz Celaya
Name: Gerardo Cruz Celaya
Title: Attorney-in-fact

By /s/ Marlene Fernandez Castillo Jiménez
Name: Marlene Fernandez Castillo Jiménez
Title: Attorney-in-fact

CONTROLADORA INTERAMERICANA DE BEBIDAS, S. DE R.L. DE C.V.

By /s/ Gerardo Cruz Celaya
Name: Gerardo Cruz Celaya
Title: Attorney-in-fact

By /s/ Marlene Fernanda Castillo Jiménez
Name: Marlene Fernanda Castillo Jiménez
Title: Attorney-in-fact

DISTRIBUIDORA Y MANUFACTURERA DEL VALLE DE MÉXICO, S. DE R.L. DE C.V.

By /s/ Gerardo Cruz Celaya
Name: Gerardo Cruz Celaya
Title: Attorney-in-fact

By /s/ Marlene Fernandez Castillo Jiménez
Name: Marlene Fernandez Castillo Jiménez
Title: Attorney-in-fact

YOLI DE ACAPULCO, S. DE R.L. DE C.V.

By /s/ Gerardo Cruz Celaya
Name: Gerardo Cruz Celaya
Title: Attorney-in-fact

By /s/ Marlene Fernandez Castillo Jiménez
Name: Marlene Fernandez Castillo Jiménez
Title: Attorney-in-fact

THE BANK OF NEW YORK MELLON,
as Trustee, Security Registrar,
Principal Paying Agent and Transfer Agent

By: /s/ Latoya S. Elvin

Name: Latoya S. Elvin

Title: Vice President

DESCRIPTION OF SECURITIES REGISTERED UNDER SECTION 12 OF THE EXCHANGE ACT

As of December 31, 2019, Fomento Económico Mexicano, S.A.B. de C.V. (“FEMSA,” “the Company,” “we,” “us” and “our”) had the following series of securities registered pursuant to Section 12(b) of the Exchange Act:

| Title of each class: | Trading symbol: | Name of each exchange on which registered: |
|--|-----------------|--|
| American Depositary Shares, each representing 10 BD Units, and each BD Unit consisting of one Series B Share, two Series D-B Shares and two Series D-L Shares, without par value | FMX | New York Stock Exchange |
| 2.875% Senior Notes due 2023 | FMX23 | New York Stock Exchange |
| 4.375% Senior Notes due 2043 | FMX43 | New York Stock Exchange |
| 3.500% Senior Notes due 2050 | FMX50 | New York Stock Exchange |

Disclosures under the following items are not applicable to us and have been omitted: warrants and rights (Item 12.B of Form 20-F) and other securities (Item 12.C of Form 20-F).

DESCRIPTION OF OUR CAPITAL STOCK

Below is a brief summary of certain significant provisions of our current bylaws and Mexican law relating to the AA Shares, A Shares and L Shares. It does not purport to be complete and is qualified by reference to the bylaws themselves. An English translation of our bylaws has been filed with the SEC as an exhibit to our annual report.

Type and Class of Securities (Item 9.A.5 of Form 20-F)

We have three series of capital stock, each with no par value: Series B shares, Series D-B shares and Series D-L shares. Series B Shares have full voting rights, and Series D-B and D-L Shares have limited voting rights. The shares of the Company are not separable and may be transferred only in the following forms: B Units, consisting of five Series B Shares; and BD Units, consisting of one Series B Share, two Series D-B Shares and two Series D-L Shares. The amount of B Units and BD Units issued as of the last of day of the financial year covered by the annual report to which this exhibit is attached is given on the cover page of the annual report.

Preemptive Rights (Item 9.A.3 of Form 20-F)

See “Item 10—Additional Information—Shareholders Meetings—Preemptive Rights” in the annual report to which this exhibit is attached.

Limitations or Qualifications (Item 9.A.6 of Form 20-F)

See “Item 10—Additional Information—Shareholders Meetings—Limitations on Share Ownership” in the annual report to which this exhibit is attached.

Other rights (Item 9.A.7 of Form 20-F)

Not applicable.

Rights of the Shares (Item 10.B.3 of Form 20-F)

See “Item 10—Additional Information—Bylaws—Voting Rights and Certain Minority Rights” and “Item 10—Additional Information—Shareholders Meetings” in the annual report to which this exhibit is attached.

Requirements for Amendments (Item 10.B.4 of Form 20-F)

The rights of holders are set in our bylaws. A general shareholders’ extraordinary meeting (in which all holders of BD Units and B Units are entitled to attend and to vote on matters) is necessary for the amendment of our bylaws.

Limitations on the Rights to Own Our Shares (Item 10.B.6 of Form 20-F)

See “Item 10—Additional Information—Shareholders Meetings—Limitations on Share Ownership” in the annual report to which this exhibit is attached.

Provisions Affecting Any Change of Control (Item 10.B.7 of Form 20-F)

There are no provisions in our bylaws which may have the effect of delaying, deferring or preventing a change in control of FEMSA and that would only operate with respect to a merger, acquisition or corporate restructuring involving FEMSA or any of its subsidiaries.

Ownership Threshold (Item 10.B.8 of Form 20-F)

There are no provisions in our bylaws governing the ownership threshold above which shareholder ownership must be disclosed.

Differences Between the Law of Different Jurisdictions (Item 10.B.9 of Form 20-F)

Not applicable.

Changes in Our Capital (Item 10.B.10 of Form 20-F)

See “Item 10—Additional Information—Shareholders Meetings—Change in Capital” in the annual report to which this exhibit is attached.

**AMERICAN DEPOSITARY SHARES
(Item 12.D.1 and 12.D.2 of Form 20-F)**

This summary of the general terms and provisions of FEMSA’s American Depositary Shares (“ADSs”) does not purport to be complete and is qualified in its entirety by reference to the Deposit Agreement, as further amended and restated as of May 11, 2007, among FEMSA, The Bank of New York Mellon (formerly The Bank of New York), as depositary (the “Depositary”) and all owners and holders from time to time of American Depositary Receipts issued thereunder (the “Deposit Agreement”), including the form of American Depositary Receipt (“ADR”). Please refer to Exhibit 1 to FEMSA’s registration statement on Form F-6 filed on April 30, 2007 (File No. 333-142469) filed with the U.S. Securities and Exchange Commission (“SEC”). Capitalized terms used in this section but not defined herein have the meanings given to them in the Deposit Agreement.

General

Each ADS represents an ownership interest in 10 BD Units of FEMSA, and each BD Unit consists of one Series B share, two Series D-B Shares and two Series D-L Shares, without par value. The principal executive office of the Depositary is 240 Greenwich Street, New York, New York 10286.

Procedures for Voting

Upon receipt from the Company of notice of any meeting of holders of Units or Shares or other Deposited Securities, if requested in writing by the Company, the Depositary shall, as soon as practicable thereafter, mail to the Owners of Receipts a notice, which shall contain (a) such information as is contained in such notice of meeting received by the Depositary from the Company, (b) a statement that the Owners of Receipts as of the close of business on a specified record date will be entitled, subject to any applicable provision of Mexican law and of the By-laws of the Company, to instruct the Depositary as to the exercise of the voting rights, if any, pertaining to the amount of Units or Shares or other Deposited Securities represented by their respective American Depositary Shares and (c) a statement as to the manner in which such instructions may be given, including an express indication that such instructions may be given or deemed given in accordance with the last sentence of this paragraph if no instruction is received, to the Depositary to give a discretionary proxy to a person designated by the Company. Upon the written request of an Owner of a Receipt on such record date, received on or before the Instruction Date, the Depositary shall endeavor, in so far as practicable to vote or cause to be voted the amount of Units, Shares or other Deposited Securities represented by the American Depositary Shares evidenced by such Receipt in accordance with the instructions set forth in such request. The Depositary shall not vote or attempt to exercise the right to vote that attaches to the Units or Shares or other Deposited Securities, other than in accordance with such instructions or deemed instructions. If no instructions are received by the Depositary from any Owner with respect to any of the Deposited Securities represented by the American Depositary Shares evidenced by such Owner's Receipts on or before the date established by the Depositary for such purpose, the Depositary shall deem such Owner to have instructed the Depositary to give a discretionary proxy to a person designated by the Company with respect to such Deposited Securities and the Depositary shall give a discretionary proxy to a person designated by the Company to vote such Deposited Securities, provided, that no such instruction shall be given with respect to any matter as to which the Company informs the Depositary (and the Company agrees to provide such information as promptly as practicable in writing) that (x) the Company does not wish such proxy given, (y) substantial opposition exists or (z) such matter materially and adversely affects the rights of holders of Units or Shares. In the event that the Company does so inform the Depositary in writing of the existence of any of the foregoing circumstances (x), (y) or (z), then the Depositary shall deem such Owner to have so instructed the Depositary to vote or to give voting instructions with respect to or cause the Custodian to vote or give voting instructions with respect to such Deposited Securities in the same manner as holders of the majority of the class of Deposited Securities voted at the relevant meeting.

Subject to the rules of any securities exchange or market on which American Depositary Shares or the Deposited Securities represented thereby are listed or traded, at least two (2) Business Days prior to the date of such meeting or date for giving such instructions, the Depositary shall if requested by the Company deliver to the Company, to the attention of its secretary, copies of all instructions received from Owners in accordance with which the Depositary will vote, or cause to be voted, or give voting instructions with respect to, the Deposited Securities. Delivery of instructions will be made at the expense of the Company provided that payment of such expense shall not be a condition precedent to the obligations of the Depositary under this section.

Notwithstanding anything else contained under the Deposit Agreement, the Depositary shall, if so requested in writing by the Company, represent all Deposited Securities (whether or not voting instructions have been received in respect of such Deposited Securities from holders as of the record date) for the sole purpose of establishing a quorum at a meeting of shareholders.

There can be no assurance that Owners generally or any Owner in particular will receive the notice described in the preceding paragraph sufficiently prior to the Instruction Date to ensure that the Depositary will vote the Units, Shares or Deposited Securities in accordance with the provisions set forth in the preceding paragraph.

Dividends and Distributions

Whenever the Depositary shall receive any cash dividend or other cash distribution on any Deposited Securities, the Depositary shall, if at the time of receipt thereof any amounts received in a foreign currency can in the judgment of the Depositary be converted on a reasonable basis into United States dollars transferable to the United States, and subject to the Deposit Agreement, convert such dividend or distribution into Dollars and shall distribute as promptly as practicable the amount thus received (net of the fees and expenses of the Depositary as provided in the Deposit Agreement, if applicable) to the Owners of Receipts entitled thereto, provided, however, that in the event that the Company or the Depositary shall be required to withhold and does withhold from such cash dividend or such other cash distribution in respect of any Deposited Securities an amount on account of taxes, the amount distributed to the Owners of the Receipts evidencing American Depositary Shares representing such Deposited Securities shall be reduced accordingly.

Subject to the provisions of Sections 4.11 (Withholding) and 5.9 (Charges to Depositary) of the Deposit Agreement, whenever the Depositary shall receive any distribution other than a distribution described in Sections 4.1 (Cash Distributions), 4.3 (Distributions in Units or Shares) or 4.4 (Rights) of the Deposit Agreement, the Depositary shall cause the securities or property received by it to be distributed to the Owners of Receipts entitled thereto, after deduction or upon payment of any fees and expenses of the Depositary or any taxes or other governmental charges in proportion to the number of American Depositary Shares representing such Deposit Securities held by them respectively, in any manner that the Depositary may deem equitable and practicable for accomplishing such distribution; provided, however, that if in the opinion of the Depositary such distribution cannot be made proportionately among the Owners of Receipts entitled thereto, or if for any other reason the Depositary deems such distribution not to be feasible, the Depositary may adopt such method as it may deem equitable and practicable for the purpose of effecting such distribution, including, but not limited to, the public or private sale of the securities or property thus received, or any part thereof, and the net proceeds of any such sale (net of the fees of the Depositary as provided in Section 5.9 (Charges of Depositary) of the Deposit Agreement) shall be distributed by the Depositary to the Owners of Receipts entitled thereto as in the case of a distribution received in cash.

If any distribution upon any Deposited Securities consists of a dividend in, or free distribution of, Units or Shares, the Depositary may, after Consultation with the Company and shall if the Company shall so request, distribute as promptly as practicable to the Owners of outstanding Receipts entitled thereto, additional Receipts evidencing an aggregate number of American Depositary Shares representing the amount of Units or Shares received as such dividend or free distribution, subject to the terms and conditions of the Deposit Agreement with respect to the deposit of Units or Shares and the issuance of American Depositary Shares evidenced by Receipts, including the withholding of any tax or other governmental charge as provided in Section 4.11 (Withholding) of the Deposit Agreement and the payment of the fees of the Depositary as provided in Section 5.9 (Charges of Depositary) of the Deposit Agreement. In lieu of delivering Receipts for fractional American Depositary Shares in any such case, the Depositary shall sell the amount of Units or Shares represented by the aggregate of such fractions and distribute the net proceeds, all in the manner and subject to the conditions set forth in the Deposit Agreement. If additional Receipts are not so distributed, each American Depositary Share shall thenceforth also represent the additional Units or Shares distributed upon the Deposited Securities represented thereby.

In the event that the Depositary determines that any distribution in property (including Units or Shares and rights to subscribe therefor) is subject to any tax or other governmental charge which the Depositary is obligated to withhold, the Depositary may by public or private sale dispose of all or a portion of such property (including Units or Shares and rights to subscribe therefor) in such amounts and in such manner as the Depositary deems necessary and practicable to pay any such taxes or charges and the Depositary shall distribute the net proceeds of any such sale after deduction of such taxes or charges to the Owners of Receipts entitled thereto.

The Depositary will forward to the Company or its agent such information from its records as the Company may reasonably request to enable the Company or its agents to file necessary reports with governmental authorities or agencies. The Depositary, the Custodian or the Company and its agents may, but shall not be obligated to, file such reports as are necessary to reduce or eliminate applicable taxes on dividends and on other distributions in respect of Deposited Securities under applicable tax treaties or laws for the Owners. Owners of American Depositary Shares may be required from time to time, and in a timely manner, to file such proof of taxpayer status, residence and beneficial ownership (as applicable), to execute such certificates and to make such representations and warranties, or to provide any other information or documents, as the Depositary or the Custodian may deem necessary or proper to fulfill the Depositary's or the Custodian's obligations under applicable law. The Owners shall indemnify the Depositary, the Company, the Custodian and any of their respective directors, employees, agents and affiliates against, and hold each of them harmless from, any claims by any governmental authority with respect to taxes, additions to tax, penalties or interest arising out of any refund of taxes, reduced rate of withholding at source or other tax benefit obtained.

The Depositary is under no obligation to provide the holders and Owners with any information about the tax status of the Company. The Depositary shall not incur any liability for any tax consequences that may be incurred by holders and Owners on account of their ownership of the American Depositary Shares, including without limitation, tax consequences resulting from the Company (or any of its subsidiaries) being treated as a "Foreign Personal Holding Company," or as a "Passive Foreign Investment Company" (in each case as defined in the U.S. Internal Revenue Code and the regulations issued thereunder) or otherwise.

Notices, Reports and Proxy Soliciting Material; Rights of Inspection

The Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly, files certain reports with the SEC.

Such reports and communications will be available for inspection and copying at the public reference facilities maintained by the SEC located at 100 F Street, N.E., Washington, D.C. 20549.

The Depositary will make available for inspection by Owners of Receipts at its Corporate Trust Office any reports and communications, including any proxy soliciting material, received from the Company which are both (a) received by the Depositary as the holder of the Deposited Securities and (b) made generally available to the holders of such Deposited Securities by the Company. The Depositary shall also, upon written request, send to the Owners of Receipts copies of such reports furnished by the Company pursuant to the Deposit Agreement. Any such reports and communications, including any such proxy soliciting material, furnished to the Depositary by the Company shall be furnished in English.

The Depositary shall keep books at its Corporate Trust Office for the registration of Receipts and transfers of Receipts which at all reasonable times shall be open for inspection by the Owners of Receipts, provided that such inspection shall not be for the purpose of communicating with Owners of Receipts in the interest of a business or object other than the business of the Company or a matter related to the Deposit Agreement or the Receipts.

Sale or Exercise of Rights

In the event that the Company shall offer or cause to be offered to the holders of any Deposited Securities any rights to subscribe for additional Units or Shares or any rights of any other nature, the Depositary after Consultation with the Company shall have discretion as to the procedure to be followed in making such rights available to any Owners or in disposing of such rights on behalf of any Owners and making the net proceeds available to such Owners or, if by the terms of such rights offering or for any other reason, the Depositary may not either make such rights available to any Owners or dispose of such rights and make the net proceeds available to such Owners, then the Depositary shall allow the rights to lapse. If at the time of the offering of any rights the Depositary determines in its discretion that it is lawful and feasible to make such rights available to all Owners or to certain Owners but not to other Owners, the Depositary may distribute, to any Owner to whom it determines the distribution to be lawful and feasible, in proportion to the number of American Depositary Shares held by such Owner, warrants or other instruments therefor in such form as it deems appropriate.

In circumstances in which rights would otherwise not be distributed, if an Owner of Receipts requests the distribution of warrants or other instruments in order to exercise the rights allocable to the American Depositary Shares of such Owner under the Deposit Agreement, the Depositary will make such rights available to such Owner upon written notice from the Company to the Depositary that (a) the Company has elected in its sole discretion to permit such rights to be exercised and (b) such Owner has executed such documents as the Company has determined in its sole discretion are reasonably required under applicable law.

If the Depositary has distributed warrants or other instruments for rights to all or certain Owners, then upon instruction from such an Owner pursuant to such warrants or other instruments to the Depositary from such Owner to exercise such rights, upon payment by such Owner to the Depositary for the account of such Owner of an amount equal to the purchase price of the Units or Shares to be received upon the exercise of the rights, and upon payment of the fees and expenses of the Depositary and any other charges as set forth in such warrants or other instruments, the Depositary shall, on behalf of such Owner, exercise the rights and purchase the Units or Shares, and the Company shall cause the Units or Shares so purchased to be delivered to the Depositary on behalf of such Owner. As agent for such Owner, the Depositary will cause the Units or Shares so purchased to be deposited pursuant to Section 2.2 (Deposit of Units or Shares) of the Deposit Agreement, and shall, pursuant to Section 2.3 (Execution and Delivery of Receipts) of the Deposit Agreement, execute and deliver Receipts to such Owner. In the case of a distribution pursuant to the foregoing paragraph, such Receipts shall be legended in accordance with applicable U.S. laws, and shall be subject to the appropriate restrictions on sale, deposit, cancellation and transfer under such laws.

If the Depositary determines in its discretion that it is not lawful and feasible to make such rights available to all or certain Owners, it may sell the rights, warrants or other instruments in proportion to the number of American Depositary Shares held by the Owners to whom it has determined it may not lawfully or feasibly make such rights available, and allocate the net proceeds of such sales (net of the fees and expenses of the Depositary as provided in Section 5.9 (Charges of Depositary) of the Deposit Agreement and all taxes and governmental charges payable in connection with such rights and subject to the terms and conditions of the Deposit Agreement) for the account of such Owners otherwise entitled to such rights, warrants or other instruments, upon an averaged or other practical basis without regard to any distinctions among such Owners because of exchange restrictions or the date of delivery of any Receipt or otherwise.

The Depositary will not offer rights to Owners unless both the rights and the securities to which such rights relate are either exempt from registration under the Securities Act with respect to a distribution to Owners or are registered under the provisions of the Securities Act. If an Owner of Receipts requests distribution of warrants or other instruments, notwithstanding that there has been no such registration under such the Securities Act, the Depositary shall not effect such distribution unless it has received an opinion from recognized counsel in the United States for the Company upon which the Depositary may rely that such distribution to such Owner is exempt from such registration.

Neither the Depositary nor the Company shall be responsible for any failure to determine that it may be lawful or feasible to make such rights available to Owners in general or any Owner in particular.

Deposit or Sale of Securities Resulting from Splits or Plans of Reorganization

In circumstances where the provisions of Section 4.3 (Distributions in Units or Shares) of the Deposit Agreement do not apply, upon any change in nominal value, change in par value, split-up, consolidation or any other reclassification of Deposited Securities, or upon any recapitalization, reorganization, merger or consolidation, or sale of assets affecting the Company or to which it is a party, any securities which shall be received by the Depositary or a Custodian in exchange for or in conversion of or in respect of Deposited Securities shall be treated as new Deposited Securities under the Deposit Agreement, and American Depositary Shares shall thenceforth represent, in addition to the existing Deposited Securities, if any, the new Deposited Securities so received in exchange or conversion, unless additional Receipts are delivered pursuant to the following sentence. In any such case the Depositary may, and shall if the Company shall so request, execute and deliver additional Receipts as in the case of a dividend in Units or Shares, or call for the surrender of outstanding Receipts to be exchanged for new Receipts specifically describing such new Deposited Securities.

Amendment or Termination of the Deposit Arrangements

The form of the Receipts and any provisions of the Deposit Agreement may at any time and from time to time be amended by agreement between the Company and the Depositary without the consent of Owners and holders in any respect which they may deem necessary or desirable. Any amendment which shall impose or increase any fees or charges (other than taxes and other governmental charges, registration fees, cable, telex or facsimile transmission costs, delivery costs or other such expenses), or which shall otherwise prejudice any substantial existing right of Owners of Receipts, shall, however, not become effective as to outstanding Receipts until the expiration of thirty days after notice of such amendment shall have been given to the Owners of outstanding Receipts. Every Owner of a Receipt at the time any amendment so becomes effective shall be deemed, by continuing to hold such Receipt, to consent and agree to such amendment and to be bound by the Deposit Agreement as amended thereby. In no event shall any amendment impair the right of the Owner of any Receipt to surrender such Receipt and receive therefor the Deposited Securities represented thereby, except in order to comply with mandatory provisions of applicable law.

The Depositary shall at any time at the direction of the Company terminate the Deposit Agreement by mailing notice of such termination to the Owners of all Receipts then outstanding at least 30 days prior to the date fixed in such notice for such termination. The Depositary may likewise terminate the Deposit Agreement by mailing notice of such termination to the Company and the Owners of all Receipts then outstanding if at any time 60 days shall have expired after the Depositary shall have delivered to the Company a written notice of its election to resign and a successor depositary shall not have been appointed and accepted its appointment as provided in Section 5.4 (Resignation and Removal of the Depositary) of the Deposit Agreement. On and after the date of termination, the

Owner of a Receipt will, upon (a) surrender of such Receipt at the Corporate Trust Office of the Depositary, (b) payment of the fee of the Depositary for the surrender of Receipts referred to in Section 2.5 (Surrender of Receipts and Withdrawal of Units or Shares) of the Deposit Agreement and (c) payment of any applicable taxes or governmental charges, be entitled to delivery, to him or upon his order, of the amount of Deposited Securities represented by the American Depositary Shares evidenced by such Receipt. If any Receipts shall remain outstanding after the date of termination, the Depositary thereafter shall discontinue the registration of transfers of Receipts, shall suspend the distribution of dividends to the Owners thereof, and shall not give any further notices or perform any further acts under the Deposit Agreement, except that the Depositary shall continue to collect dividends and other distributions pertaining to Deposited Securities, shall sell rights and other property as provided in the Deposit Agreement, and shall continue to deliver Deposited Securities, together with any dividends or other distributions received with respect thereto and the net proceeds of the sale of any rights or other property, in exchange for Receipts surrendered to the Depositary (after deducting, in each case, the fee of the Depositary for the surrender of a Receipt, any expenses for the account of the Owner of such Receipt in accordance with the terms and conditions of the Deposit Agreement, and any applicable taxes or governmental charges). At any time after the expiration of 6 months from the date of termination, the Depositary may sell the Deposited Securities then held under the Deposit Agreement and may thereafter hold uninvested the net proceeds of any such sale, together with any other cash then held by it thereunder, unsegregated and without liability for interest, for the pro rata benefit of the Owners of Receipts which have not theretofore been surrendered, such Owners thereupon becoming general creditors of the Depositary with respect to such net proceeds. After making such sale, the Depositary shall be discharged from all obligations under the Deposit Agreement, except to account for such net proceeds and other cash (after deducting, in each case, the fee of the Depositary for the surrender of a Receipt, any expenses for the account of the Owner of such Receipt in accordance with the terms and conditions of the Deposit Agreement, and any applicable taxes or governmental charges). Upon the termination of the Deposit Agreement, the Company shall be discharged from all obligations under the Deposit Agreement except for its obligations to the Depositary under Sections 5.8 (Indemnification) and 5.9 (Charges of Depositary) of the Deposit Agreement.

Restrictions on the Right to Transfer or Withdraw the Underlying Securities

Notwithstanding any other provision of the Deposit Agreement or the form of ADR, the surrender of outstanding Receipts and withdrawal of Deposited Securities may be suspended only for (i) temporary delays caused by closing the transfer books of the Depositary or the Company or the deposit of Units or Shares in connection with voting at a shareholders' meeting, or the payment of dividends, (ii) the payment of fees, taxes and similar charges and (iii) compliance with any U.S. or foreign laws or governmental regulations relating to the Receipts or to the withdrawal of the Deposited Securities.

The delivery of Receipts against deposits of Units or Shares generally or against deposits of particular Units or Shares may be suspended, or the transfer of Receipts in particular instances may be refused, or the registration of transfer of outstanding Receipts generally may be suspended, during any period when the transfer books of the Depositary are closed, or if any such action is deemed necessary or advisable by the Depositary or the Company at any time or from time to time because of any requirement of law or of any government or governmental body or commission, or any securities exchange on which the Units, Shares or American Depositary Shares are listed, or under any provision of the Deposit Agreement or the form of ADR, or for any other reason, subject to the provisions of Section 7.7 (Compliance with U.S. Securities Laws) of the Deposit Agreement. Without limitation of the foregoing, the Depositary shall not knowingly accept for deposit under the Deposit Agreement any Units or Shares required to be registered under the provisions of the Securities Act, unless a registration statement is in effect as to such Units or Shares.

If any tax or other governmental charge shall become payable with respect to any Receipt or any Deposited Securities represented hereby, such tax or other governmental charge shall be payable by the Owner hereof to the Depositary. The Depositary may refuse to effect any transfer of the ADR or any withdrawal of Deposited Securities represented by American Depositary Shares evidenced by such Receipt until such payment is made, and may withhold any dividends or other distributions, or may sell for the account of the Owner hereof any part or all of the Deposited Securities represented by the American Depositary Shares evidenced by the ADR, and may apply such dividends or other distributions or the proceeds of any such sale in payment of such tax or other governmental charge and the Owner hereof shall remain liable for any deficiency.

Any person presenting Units or Shares for deposit or any Owner or holder of a Receipt may be required from time to time to file with the Depositary or the Custodian such proof of citizenship or residence, exchange control approval, or such information relating to the registration on the books of the Company or the Foreign Registrar, if applicable, to execute such certificates and to make such representations and warranties, as the Depositary may deem necessary or proper or as the Company may reasonably require by written request to the Depositary. The Depositary may withhold the delivery or registration of transfer of any Receipt or the distribution of any dividend or sale or distribution of rights or of the proceeds thereof or the delivery of any Deposited Securities until such proof or other information is filed or such certificates are executed or such representations and warranties made. The Depositary shall provide the Company, upon the Company's reasonable written request, in a timely manner, with copies of any such proofs of citizenship or residence, or exchange control approval that it receives, unless that disclosure is not permitted under applicable law. No Unit or Share shall be accepted for deposit unless accompanied by evidence satisfactory to the Depositary that any necessary approval has been granted by any governmental body in Mexico which is then performing the function of the regulation of currency exchange.

The Company agrees to pay the fees, reasonable expenses and out-of-pocket charges of the Depositary and those of any Registrar only in accordance with agreements in writing entered into between the Depositary and the Company from time to time. The Depositary shall present its statement for such charges and expenses to the Company once every three months. The charges and expenses of the Custodian are for the sole account of the Depositary.

The following charges shall be incurred by any party depositing or withdrawing Units or Shares or by any party surrendering Receipts or to whom Receipts are issued (including, without limitation, issuance pursuant to a stock dividend or stock split declared by the Company or an exchange of stock regarding the Receipts or Deposited Securities or a distribution of Receipts pursuant to Section 4.3 (Distributions in Units or Shares) of the Deposit Agreement), or by Owners, as applicable: (1) taxes and other governmental charges, (2) such registration fees as may from time to time be in effect for the registration of transfers of Units or Shares generally on the Unit or Share register of the Company or Foreign Registrar and applicable to transfers of Units or Shares to or from the name of the Depositary or its nominee or the Custodian or its nominee on the making of deposits or withdrawals under the Deposit Agreement, (3) such cable, telex and facsimile transmission expenses as are expressly provided in the Deposit Agreement, (4) such expenses as are incurred by the Depositary in the conversion of foreign currency pursuant to Section 4.5 (Conversion of Foreign Currency) of the Deposit Agreement, (5) a fee of \$5.00 or less per 100 American Depositary Shares (or portion thereof) for the execution and delivery of Receipts pursuant to Section 2.3 (Execution and Delivery of Receipts), 4.3 (Distributions in Units or Shares) or 4.4 (Rights) of the Deposit Agreement and the surrender of Receipts pursuant to Section 2.5 (Surrender of Receipts and Withdrawal of Units or Shares) or 6.2 (Termination) of the Deposit Agreement, (6) a fee of \$.02 or less per American Depositary Share (or portion thereof) for any cash distribution made pursuant to the Deposit Agreement, including, but not limited to Sections 4.1 (Cash Distributions), 4.2 (Distributions Other Than Cash, Units, Shares or Rights), 4.3 (Distributions in Units or Shares) and 4.4 (Rights) of the Deposit Agreement, to the extent permitted by the rules of any securities exchange on which the American Depositary Shares may be listed for trading, (7) a fee for the distribution of securities pursuant to Section 4.2 (Distributions Other Than Cash, Units, Shares or Rights) of the Deposit Agreement, such fee being in an amount equal to the fee for the execution and delivery of American Depositary Shares referred to above which would have been charged as a result of the deposit of such securities (for purposes of this clause 7 treating all such securities as if they were Units or Shares) but which securities are instead distributed by the Depositary to Owners and (8) any other charge payable by the Depositary, any of the Depositary's agents, including the Custodian, or the agents of the Depositary's agents in connection with the servicing of Units or Shares or other Deposited Securities (which charge shall be assessed against Owners as of the date or dates set by the Depositary in accordance with Section 4.6 (Fixing of Record Date) of the Deposit Agreement and shall be payable at the sole discretion of the Depositary by billing such Owners for such charge or by deducting such charge from one or more cash dividends or other cash distributions).

Notwithstanding any other provision in the Deposit Agreement, the Company may restrict transfers of the Units or Shares, as the case may be, where such transfer might result in ownership of Units or Shares exceeding limits imposed by applicable law or the By-laws of the Company. The Company may also restrict, in such manner as it deems appropriate, transfers of the American Depositary Shares where such transfer may result in the total number of Units or Shares represented by the American Depositary Shares owned by a single Owner exceeding such limits. The Company may, in its sole discretion but subject to applicable law, instruct the Depositary to take such reasonable and practicable actions with respect to the ownership interest of any Owner in excess of the limits set

forth in the preceding sentence, including, but not limited to, the imposition of restrictions on the transfer of American Depositary Shares, the removal or limitation of voting rights or mandatory sale or disposition on behalf of an Owner of the Units or the Shares (as the case may be) represented by the American Depositary Shares held by such Owner in excess of such limitations, if and to the extent such disposition is reasonable and practicable and permitted by applicable law and the By-laws of the Company. The Depositary shall, at the sole expense of the Company, use its reasonable efforts to comply with the reasonable and practicable written instructions of the Company as provided in Article 25 (Ownership Restrictions) of the form of ADR. The Depositary shall have no liability for any action taken by it pursuant to Article 25 (Ownership Restrictions) of the form of ADR and Section 3.5 (Ownership Restrictions) of the Deposit Agreement.

Limitation of Depositary's Liability

Neither the Depositary nor the Company nor any of their respective directors, employees, agents or affiliates shall incur any liability to any Owner or holder of any Receipt, if by reason of any provision of any present or future law or regulation of the United States or any other country, or of any governmental or regulatory authority or stock exchange, or by reason of any provision, present or future, of the By-laws of the Company, or by reason of any provision of any Securities issued or distributed by the Company, or any offering or distribution thereof or by reason of any act of God or war or terrorism or other circumstances beyond its control, the Depositary or the Company shall be prevented, delayed or forbidden from, or be subject to any civil or criminal penalty on account of, doing or performing any act or thing which by the terms of the Deposit Agreement or Deposited Securities it is provided shall be done or performed; nor shall the Depositary or the Company incur any liability to any Owner or holder of a Receipt by reason of any non-performance or delay, caused as aforesaid, in the performance of any act or thing which by the terms of the Deposit Agreement it is provided shall or may be done or performed, or by reason of any exercise of, or failure to exercise, any discretion provided for in the Deposit Agreement. Where, by the terms of a distribution pursuant to Sections 4.1 (Cash Distributions), 4.2 (Distributions Other Than Cash, Units, Shares or Rights) or 4.3 (Distributions in Units or Shares) of the Deposit Agreement, or an offering or distribution pursuant to Section 4.4 (Rights) of the Deposit Agreement, or for any other reason, such distribution or offering may not be made available to Owners of Receipts, and the Depositary may not dispose of such distribution or offering on behalf of such Owners and make the net proceeds available to such Owners, then the Depositary shall not make such distribution or offering, and shall allow any rights, if applicable, to lapse. Neither the Company nor the Depositary assumes any obligation or shall be subject to any liability under the Deposit Agreement to Owners or holders of Receipts, except that they agree to perform their obligations specifically set forth in the Deposit Agreement without negligence or bad faith. The Depositary shall not be subject to any liability with respect to the validity or worth of the Deposited Securities. Neither the Depositary nor the Company shall be under any obligation to appear in, prosecute or defend any action, suit or other proceeding in respect of any Deposited Securities or in respect of the Receipts, which in its opinion may involve it in expense or liability, unless indemnity satisfactory to it against all expense and liability shall be furnished as often as may be required, and the Custodian shall not be under any obligation whatsoever with respect to such proceedings, the responsibility of the Custodian being solely to the Depositary. Neither the Depositary nor the Company shall be liable for any action or nonaction by it in reliance upon the advice of or information from legal counsel, accountants, any governmental authority, any person presenting Units or Shares for deposit, any Owner or holder of a Receipt, or any other person believed by it in good faith to be competent to give such advice or information. The Depositary shall not be liable for any acts or omissions made by a successor depositary whether in connection with a previous act or omission of the Depositary or in connection with any matter arising wholly after the removal or resignation of the Depositary, provided that in connection with the issue out of which such potential liability arises the Depositary performed its obligations without negligence or bad faith while it acted as Depositary. The Depositary shall not be responsible for any failure to carry out any instructions to vote any of the Deposited Securities, or for the manner in which any such vote is cast or the effect of any such vote, provided that any such action or nonaction is in good faith. The Company agrees to indemnify the Depositary, its directors, employees, agents and affiliates and any Custodian against, and hold each of them harmless from, any liability or expense (including, but not limited to, the fees and expenses of counsel) which may arise out of any registration with the SEC of Receipts, American Depositary Shares or Deposited Securities or the offer or sale thereof in the United States or out of acts performed or omitted, in accordance with the provisions of the Deposit Agreement and of the Receipts, as the same may be amended, modified or supplemented from time to time, (i) by either the Depositary or a Custodian or their respective directors, employees, agents and affiliates, except for any liability or expense arising out of the negligence or bad faith of either of them, or (ii) by the Company or any of its directors, employees, agents and affiliates. The Depositary agrees to indemnify the Company, its directors,

employees, agents and affiliates and hold them harmless from any liability or expense which may arise out of acts performed or omitted by the Depositary or its Custodian or their respective directors, employees, agents and affiliates due to their negligence or bad faith. No disclaimer of liability under the Securities Act is intended by any provision of the Deposit Agreement. Any person seeking indemnification under the Deposit Agreement shall notify the person from whom it is seeking indemnification of the commencement of any indemnifiable action or claim promptly after such indemnified person becomes aware of such commencement (provided that the failure to make such notification shall not affect such indemnified person's rights to seek indemnification except to the extent the indemnifying person is materially prejudiced by such failure) and shall consult in good faith with the indemnifying person as to the conduct of the defense of such action or claim that may give rise to an indemnity hereunder, which defense shall be reasonable in the circumstances. No indemnified person shall compromise or settle any action or claim that may give rise to an indemnity hereunder without the consent of the indemnifying person, which consent shall not be unreasonably withheld.

DEBT SECURITIES **(Item 12.A of Form 20-F)**

The following description of the 2023 Notes, 2043 Notes and 2050 Notes (each as defined herein) is a summary and does not purport to be complete. It is subject to and qualified in its entirety by reference to (i) the Prospectus and Prospectus Supplement, dated April 9, 2013, in relation to the 2023 and 2043 Notes and (ii) the Prospectus, dated September 26, 2019, the Prospectus Supplement, dated January 14, 2020, and the Prospectus Supplement, dated February 7, 2020, in relation to the 2050 Notes, each of which contain a detailed summary of additional provisions of the notes and of the relevant indentures under which the notes are issued.

We encourage you to read the above referenced prospectus, as supplemented, and the relevant indentures for additional information. Capitalized terms used but not defined herein have the meanings given to them in the relevant indentures. Section references included herein refer to sections in the relevant indentures.

A. 2.875% Senior Notes due 2023 and 4.375% Senior Notes due 2043

General

The 2.875% Senior Notes due 2023 ("2023 Notes") were issued in an aggregate principal amount of \$300,000,000, will bear interest at the rate of 2.875% per year and will mature on May 10, 2023. The 4.375% Senior Notes due 2043 ("2043 Notes") were issued in an aggregate principal amount of \$700,000,000, will bear interest at the rate of 4.375 % per year and will mature on May 10, 2043. All payments of principal and premium, if any, and interest on the 2023 Notes and 2043 Notes will be made in U.S. dollars.

The 2023 Notes and 2043 Notes were issued pursuant to the indenture, dated as of April 8, 2013, as supplemented by the a first supplemental indenture, dated May 10, 2013, among FEMSA, The Bank of New York Mellon, as trustee, registrar, paying agent and transfer agent, and The Bank of New York Mellon SA/NV, Dublin Branch, as Irish paying agent (collectively, the "2023 and 2043 Notes Indenture"). The paying agent's office is located at 240 Greenwich Street, New York, New York 10286 (formerly, 101 Barclay Street, Floor 4 East, New York, New York 10286). The Irish paying agent's office is located at Hanover Building, Windmill Lane Dublin 2, Ireland.

The 2023 Notes and 2043 Notes are not guaranteed by any of our subsidiaries.

Interest on the 2023 Notes and 2043 Notes will be payable on May 10 and November 10 of each year, beginning on November 10, 2013, to the holders in whose names the 2023 Notes and 2043 Notes are registered at the close of business on April 26 or October 27 immediately preceding the related interest payment date.

We will pay interest on the 2023 Notes and 2043 Notes on the interest payment dates stated above and at maturity. Each payment of interest due on an interest payment date or at maturity will include interest accrued from and including the last date to which interest has been paid or made available for payment, or from the issue date, if none has been paid or made available for payment, to but excluding the relevant payment date. We will compute interest on the 2023 Notes and 2043 Notes on the basis of a 360-day year consisting of twelve 30-day months.

“Business day” means each Monday, Tuesday, Wednesday, Thursday and Friday that is (a) not a day on which banking institutions in New York City or Mexico City generally are authorized or obligated by law, regulation or executive order, as applicable, to close and (b) in the case of 2023 Notes and 2043 Notes issued in certificated form, a day on which banks and financial institutions are generally open for business in the location of each office of a paying agent, but only with respect to a payment to be made at the office of such paying agent.

If any payment is due on the 2023 Notes or 2043 Notes on a day that is not a business day, we will make the payment on the next business day. Payments postponed to the next business day in this situation will be treated under the 2023 and 2043 Notes Indenture as if they were made on the original payment date. Postponement of this kind will not result in a default under the 2023 Notes, 2043 Notes or the 2023 and 2043 Notes Indenture, and no interest will accrue on the postponed amount from the original payment date to the next business day.

We are a holding company and our principal assets are shares that we hold in our subsidiaries. The 2023 Notes and 2043 Notes are not secured by any of our assets or properties. As a result, an owner of the 2023 Notes or 2043 Notes is one of our unsecured creditors. The 2023 Notes and 2043 Notes are not subordinated to any of our other unsecured obligations. In the event of a bankruptcy or liquidation proceeding against us, the 2023 Notes and 2043 Notes would rank equally in right of payment with all our other unsecured and unsubordinated obligations. The 2023 Notes and 2043 Notes do not restrict our ability or the ability of our subsidiaries to incur additional indebtedness in the future.

Unless otherwise specified in the applicable prospectus supplement, we reserve the right, from time to time without the consent of holders of either the 2023 Notes or 2043 Notes, to issue additional debt securities on terms and conditions substantially identical to those of the 2023 Notes or 2043 Notes (except as to denomination and as may otherwise be provided in any applicable prospectus supplement). (*Section 301*)

Payment of Additional Interest

We are required by Mexican law to deduct Mexican withholding taxes from payments of interest (or amounts deemed interest) to holders of the 2023 Notes and 2043 Notes who are not residents of Mexico for tax purposes as described under “Taxation—Mexican Tax Considerations” in the applicable prospectus supplement for the 2023 Notes and 2043 Notes.

Subject to the limitations and exceptions described below, we will pay to holders of the 2023 Notes and 2043 Notes all additional interest that may be necessary so that every net payment of interest or principal or premium to the holder will not be less than the amount provided for in the 2023 Notes and 2043 Notes. By net payment, we mean the amount that we or our paying agent will pay the holder after we deduct or withhold an amount for or on account of any present or future taxes, duties, assessments or other governmental charges imposed or levied with respect to that payment (or the payment of such additional interest) by a Mexican taxing authority or the taxing authority of any other country under whose laws we or any successor of us (assuming the obligations of the 2023 Notes and 2043 Notes, the 2023 and 2043 Notes Indenture and any applicable supplemental indenture following a merger, consolidation or transfer, lease or conveyance of substantially all of our assets and properties) are organized at the time of payment, except for the United States (each, a “Taxing Jurisdiction”).

Our obligation to pay additional interest is, however, subject to several important exceptions. We will not pay additional interest to or on behalf of any holder or beneficial owner, or to the trustee, for or on account of any of the following:

- any taxes, duties, assessments or other governmental charges imposed solely because at any time there is or was a connection between the holder and the Taxing Jurisdiction (other than the mere receipt of a payment or the ownership or holding of a debt security or the enforcement of rights with respect to a debt security);
- any estate, inheritance, gift, sales, transfer, personal property or other similar tax, assessment or other governmental charge imposed with respect to the debt securities;

- any taxes, duties, assessments or other governmental charges imposed solely because the holder or any other person fails to comply with any certification, identification or other reporting requirement concerning the nationality, residence, identity or connection with the Taxing Jurisdiction of the holder or any beneficial owner of the debt security if compliance is required by law, regulation or by an applicable income tax treaty to which such Taxing Jurisdiction is a party and which is effective, as a precondition to exemption from, or reduction in the rate of, the tax, assessment or other governmental charge and we have given the holders at least 30 calendar days' notice prior to the first payment date with respect to which such certification, identification or reporting requirement is required to the effect that holders will be required to provide such information and identification;
- any tax, duty, assessment or other governmental charge payable otherwise than by deduction or withholding from payments on the debt securities;
- any taxes, duties, assessments or other governmental charges with respect to a debt security presented for payment more than 15 days after the date on which the payment became due and payable or the date on which payment thereof is duly provided for and notice thereof given to holders, whichever occurs later, except to the extent that the holders of such debt security would have been entitled to such additional interest on presenting such debt security for payment on any date during such 15-day period;
- any payment on a debt security to a holder that is a fiduciary or partnership or a person other than the sole beneficial owner of any such payment, to the extent that a beneficiary or settlor with respect to such fiduciary, a member of such a partnership or the beneficial owner of the payment would not have been entitled to the additional interest had the beneficiary, settlor, member or beneficial owner been the holder of such debt security;
- any taxes, duties, assessments or other governmental charges that are imposed on a payment to an individual and are required to be made pursuant to European Council Directive 2003/48/EC on the taxation of savings income or any other directive implementing the conclusions of the ECOFIN Council meetings of November 26 and 27, 2000, December 13, 2001, and January 21, 2003, or any law or agreement implementing or complying with, or introduced in order to conform to, such a directive; and
- any combination of the items in the bullet points above. (*Section 1008*)

The limitations on our obligations to pay additional interest described in the third bullet point above will not apply if the provision of information, documentation or other evidence described in the applicable bullet point would be materially more onerous, in form, in procedure or in the substance of information disclosed, to a holder or beneficial owner of a debt security, taking into account any relevant differences between U.S. and Mexican law, regulation or administrative practice, or the laws, regulations or administrative practices of any other Taxing Jurisdiction, than comparable information or other reporting requirements imposed under U.S. tax law (including the United States/Mexico Income Tax Treaty), regulations (including proposed regulations) and administrative practice. (*Section 1008(a)*)

Applicable Mexican regulations currently allow us to withhold at a reduced rate, provided that we comply with certain information reporting requirements. Accordingly, the limitations on our obligations to pay additional interest described in the third bullet point above also will not apply with respect to any Mexican withholding taxes unless (a) the provision of the information, documentation or other evidence described in the applicable bullet point is expressly required by the applicable Mexican regulations, (b) we cannot obtain the information, documentation or other evidence necessary to comply with the applicable Mexican regulations on our own through reasonable diligence and (c) we otherwise would meet the requirements for application of the applicable Mexican regulations.

In addition, the limitation described in the third bullet point above does not require that any person that is not a resident of Mexico for tax purposes, including any non-Mexican pension fund, retirement fund or financial institution, register with the *Secretaría de Hacienda y Crédito Público* (the Ministry of Finance and Public Credit, or the "SHCP") or with the *Servicio de Administración Tributaria* (the Tax Administration Service or "SAT") to establish eligibility for an exemption from, or a reduction of, Mexican withholding tax.

We will remit the full amount of any taxes withheld to the applicable taxing authorities in accordance with the applicable law of the Taxing Jurisdiction. We will also provide the trustee with documentation (which may consist of copies of such documentation) reasonably satisfactory to the trustee evidencing the payment of taxes in respect of which we have paid any additional interest. We will provide copies of such documentation to the holders of the debt securities or the relevant paying agent upon request. *(Section 1008(a))*

In the event that additional interest actually paid with respect to the debt securities pursuant to the preceding paragraphs is based on rates of deduction or withholding of taxes in excess of the appropriate rate applicable to the holder of such debt securities, and as a result thereof such holder is entitled to make a claim for a refund or credit of such excess from the authority imposing such withholding tax, then such holder shall, by accepting such debt securities, be deemed to have assigned and transferred all right, title and interest to any such claim for a refund or credit of such excess to us. However, by making such assignment, the holder makes no representation or warranty that we will be entitled to receive such claim for a refund or credit and incurs no other obligation with respect thereto. *(Section 1008(d))*

Any reference in the applicable prospectus supplement for the 2023 Notes and 2043 Notes, the 2023 and 2043 Notes Indenture, any applicable supplemental indenture or the debt securities to principal, premium, if any, interest or any other amount payable in respect of the debt securities by us will be deemed also to refer to any additional interest that may be payable with respect to that amount under the obligations referred to therein. *(Section 1008(e))*

Redemption

We are not permitted to redeem the 2023 Notes or 2043 Notes before their stated maturity, except as set forth below in the sections “Optional Redemption with ‘Make-Whole’ Amount” and “Tax Redemption” in the applicable prospectus supplement for the 2023 Notes and 2043 Notes. The 2023 Notes and 2043 Notes are not entitled to the benefit of any sinking fund (meaning that we will not deposit money on a regular basis into any separate account to repay the 2023 Notes or 2043 Notes). In addition, holders are not entitled to require us to repurchase their 2023 Notes or 2043 Notes from them before the stated maturity.

Optional Redemption with “Make-Whole” Amount

We will have the right at our option to redeem either the 2023 Notes or 2043 Notes in whole or in part, at any time or from time to time prior to their maturity, on at least 30 days’ but not more than 60 days’ notice, at a redemption price equal to the greater of (1) 100% of the principal amount of the 2023 Notes or 2043 Notes to be redeemed and (2) the sum of the present values of each remaining scheduled payment of principal and interest thereon (exclusive of interest accrued to the date of redemption) discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 30 basis points, plus in each case accrued interest on the principal amount of the 2023 Notes or 2043 Notes being redeemed to the redemption date.

“Treasury Rate” means, with respect to any redemption date, the rate per annum equal to the semi-annual equivalent yield to maturity or interpolated maturity (on a day count basis) of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.

“Comparable Treasury Issue” means the U.S. Treasury security or securities selected by an Independent Investment Banker as having an actual or interpolated maturity comparable to the remaining term of the 2023 Notes or 2043 Notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of a comparable maturity to the remaining term of the 2023 Notes or 2043 Notes.

“Independent Investment Banker” means one of the Reference Treasury Dealers appointed by us.

“Comparable Treasury Price” means, with respect to any redemption date, (1) the average of the Reference Treasury Dealer Quotations quoted to an entity selected by us for such redemption date, after excluding the highest and lowest such Reference Treasury Dealer Quotation or (2) if such entity obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such quotations.

“Reference Treasury Dealer” means each of Citigroup Global Markets Inc. and Goldman, Sachs & Co. or their respective affiliates which are primary U.S. government securities dealers; provided, however, that if any of the foregoing shall cease to be a primary U.S. government securities dealer in New York City (a “Primary Treasury Dealer”), we will substitute therefor another Primary Treasury Dealer.

“Reference Treasury Dealer Quotation” means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by an entity selected by us, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to an entity selected by us by such Reference Treasury Dealer at 3:30 p.m. (New York City time) on the third business day preceding such redemption date.

On and after the redemption date, interest will cease to accrue on the 2023 Notes and 2043 Notes or any portion of the 2023 Notes and 2043 Notes called for redemption (unless we default in the payment of the redemption price and accrued interest). On or before the redemption date, we will deposit with the trustee money sufficient to pay the redemption price of and (unless the redemption date shall be an interest payment date) accrued interest to the redemption date on the 2023 Notes or 2043 Notes to be redeemed on such date. If less than all of the 2023 Notes or 2043 Notes are to be redeemed, the 2023 Notes or 2043 Notes to be redeemed shall be selected by the trustee by such method as the trustee shall deem fair and appropriate or in accordance with the applicable procedures of The Depository Trust Company (“DTC”).

Tax Redemption

We will have the right to redeem the 2023 Notes and 2043 Notes, in whole but not in part, at any time at a price equal to 100% of the principal amount thereof, plus accrued and unpaid interest to the redemption date, if, as a result of certain changes in tax laws applicable to payments under the 2023 Notes or 2043 Notes, there is an increase in the additional interest we are obligated to pay under the 2023 Notes or 2043 Notes. See “Description of Debt Securities—Optional Redemption—Redemption for Taxation Reasons” in the applicable prospectus for the 2023 Notes and 2043 Notes.

Covenants

The following covenants will apply to us and our subsidiaries for so long as any debt security remains outstanding. These covenants restrict our ability and the ability of our subsidiaries to enter into certain transactions. However, these covenants do not limit our ability to incur indebtedness or require us to comply with financial ratios or to maintain specified levels of net worth or liquidity. In addition, these covenants and the 2023 and 2043 Notes Indenture generally do not limit the ability of our principal shareholders to reduce their ownership interest in us.

Limitation on Liens

We may not, and we may not allow any of our significant subsidiaries to, create, incur, issue or assume any liens on our property to secure debt where the debt secured by such liens would exceed an aggregate amount equal to the greater of (1) U.S. \$2,800.00 million and (2) 16% of our Consolidated Net Tangible Assets less, in each case, the aggregate amount of attributable debt of us and our significant subsidiaries pursuant to the first bullet point under “—Limitation on Sales and Leasebacks” in the applicable prospectus for the 2023 Notes and 2043 Notes unless we secure the debt securities equally with, or prior to, the debt secured by such liens. This restriction will not, however, apply to the following:

- liens on property acquired and existing on the date the property was acquired or arising after such acquisition pursuant to contractual commitments entered into prior to such acquisition and not in contemplation of such acquisition;

- liens on any property securing debt incurred or assumed for the purpose of financing its purchase price or the cost of its construction, improvement or repair; *provided* that such lien attaches to the property within 12 months of its acquisition or the completion of its construction, improvement or repair and does not attach to any other property;
- liens existing on any property of any subsidiary prior to the time that the subsidiary became a subsidiary of ours or liens arising after that time under contractual commitments entered into prior to and not in contemplation of that event;
- liens on any property securing debt owed by a subsidiary of ours to us or to another of our subsidiaries;
- liens existing on the date the debt securities are issued;
- liens resulting from the deposit of funds or evidence of debt in trust for the purpose of defeasing our debt or the debt of any of our subsidiaries;
- any (i) liens for taxes, assessments and other governmental charges and (ii) attachment or judgment liens, in each case, the payment of which is being contested in good faith by appropriate proceedings for which such reserves or other appropriate provision, if any, as may be required by International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS”) shall have been made;
- liens on accounts receivable, inventory, or bottles and cases to secure working capital or revolving credit debt incurred in the ordinary course of business;
- liens resulting from a direct or indirect pledge of any or all of our shares in Heineken N.V. or Heineken Holdings N.V. or any holding company the principal assets of which consist of such shares;
- any liens on real estate related to retail or commercial locations operated by us or our subsidiaries that is contributed to a trust (a “Real Estate Trust”); and
- liens arising out of the refinancing, extension, renewal or refunding of any debt described above, provided that the aggregate principal amount of such debt is not increased and such lien does not extend to any additional property. *(Section 1006)*

“Consolidated Net Tangible Assets” means at any time the total assets (stated net of properly deductible items, to the extent not already deducted in the computation of total assets) appearing on our consolidated balance sheet less all goodwill and intangible assets appearing on such balance sheet, all determined on a consolidated basis at such time in accordance with IFRS. *(Section 101)*

For purposes of this covenant, the covenant set forth under “—Limitation on Sale and Leaseback Transactions” in the applicable prospectus for the 2023 Notes and 2043 Notes and the events of default set forth under “—Default, Remedies and Waiver of Default—Events of Default” in the applicable prospectus for the 2023 Notes and 2043 Notes, “significant subsidiary” means any of our subsidiaries that meets the definition of significant subsidiary under Regulation S-X as promulgated by the SEC. As of December 31, 2012, our significant subsidiaries consisted of Coca-Cola FEMSA, S.A.B. de C.V., FEMSA Comercio, S.A. de C.V. and CB Equity LLP. *(Section 101)*

Limitation on Sales and Leasebacks

We may not, and we may not allow any of our significant subsidiaries to, enter into any sale and leaseback transaction without effectively providing that the debt securities will be secured equally and ratably with or prior to the sale and leaseback transaction, unless:

- the aggregate amount of attributable debt of us and our significant subsidiaries pursuant to this bullet point would not exceed an aggregate amount equal to the greater of (1) U.S. \$2,800.00 million or (2) 16% of our Consolidated Net Tangible Assets less, in each case, any secured indebtedness permitted under “—Limitation on Liens” in the applicable prospectus for the 2023 Notes and 2043 Notes that does not secure the debt securities equally with, or prior to, the debt secured by such liens;

- we or one of our subsidiaries, within 12 months of the sale and leaseback transaction, retire debt not owed to us or any of our subsidiaries that is not subordinated to the debt securities or invest in equipment, plant facilities or other fixed assets used in the operations of us or any of our subsidiaries, in an aggregate amount equal to the greater of (1) the net proceeds of the sale or transfer of the property or other assets that are the subject of the sale and leaseback transaction and (2) the fair market value of the property leased (Section 1007); or
- the transaction involves the lease by us or our subsidiaries of real estate contributed to a Real Estate Trust.

Notwithstanding the foregoing, we and/or our subsidiaries may enter into sale and leaseback transactions that solely refinance, extend, renew or refund sale and leaseback transactions permitted under the bullet points above and the restriction described in the preceding paragraph will not apply to such sale and leaseback transactions.

“Sale and leaseback transaction” means a transaction or arrangement between us or one of our subsidiaries and a bank, insurance company or other lender or investor where we or our subsidiary leases property for an initial term of three years or more that was or will be sold by us or our significant subsidiary to that lender or investor for a sale price of U.S. \$5 million (or its equivalent in other currencies) or more. (Section 101)

“Attributable debt” means, with respect to any sale and leaseback transaction, the lesser of (1) the fair market value of the asset subject to such transaction and (2) the present value, discounted at a rate per annum equal to the discount rate of a capital lease obligation with a like term in accordance with IFRS, of the obligations of the lessee for net rental payments (excluding amounts on account of maintenance and repairs, insurance, taxes, assessments and similar charges and contingent rents) during the term of the lease. (Section 101)

Defaults, Remedies and Waiver of Defaults

Holders will have special rights if an event of default with respect to the debt securities they hold occurs and is not cured, as described below.

Events of Default

Each of the following will be an “event of default” with respect to any series of the debt securities:

- we fail to pay interest on any debt security within 30 days after its due date;
- we fail to pay the principal or premium, if any, of any debt security on its due date;
- we remain in breach of any covenant in the 2023 and 2043 Notes Indenture for the benefit of holders of the debt securities of any series, for 90 days after we receive a notice of default (sent by the trustee at the written request of holders of a majority in principal amount of the debt securities of that series to us or by the holders of a majority in principal amount of the debt securities of that series to us and the trustee) stating that we are in breach;
- we or any of our significant subsidiaries experience a default or event of default under any instrument relating to debt, prior to its maturity, that results in the failure to pay principal, or in the acceleration, of an aggregate principal amount equal to or greater than U.S. \$100 million (or its equivalent in other currencies);
- a final judgment is rendered against us or any of our significant subsidiaries in an aggregate amount in excess of U.S. \$50 million (or its equivalent in other currencies) that is not discharged or bonded in full within 90 days, for 10 days after we receive a notice of this default (sent by the trustee at the written request of holders of a majority in principal amount of the debt securities of such series to us or by the holders of a majority in principal amount of the debt securities of such series to us and the trustee); or

- we or any of our significant subsidiaries file for bankruptcy, or other events of bankruptcy, insolvency or reorganization or similar proceedings occur relating to us or any of our significant subsidiaries.

Remedies Upon Event of Default

If an event of default with respect to any series of the debt securities occurs and is not cured or waived, the trustee, at the written request of holders of a majority in principal amount of the debt securities of such series, may declare the entire principal amount of all the debt securities to be due and payable immediately, and upon any such declaration the principal, any accrued interest and any additional interest shall become due and payable. If, however, an event of default with respect to any series of debt securities occurs because of a bankruptcy, insolvency or reorganization relating to us or any of our significant subsidiaries, the entire principal amount of all the debt securities of such series and any accrued interest and any additional interest will be automatically accelerated, without any action by the trustee or any holder and any principal, interest or additional interest will become immediately due and payable. *(Section 502)*

Each of the situations described in the preceding paragraph is called an acceleration of the maturity of the debt securities. If at any time after a declaration of acceleration with respect to any series of debt securities is made and before a judgment for payment has been obtained, the holders of a majority in aggregate principal amount of the outstanding debt securities of such series (except in the event of an event of default arising from bankruptcy, insolvency or reorganization or similar proceedings) may rescind and annul such declaration and its consequences, provided that all amounts then due (other than amounts due solely because of such acceleration) have been paid and all other defaults with respect to such series of debt securities have been cured or waived. *(Section 502)*

If any event of default occurs, the trustee will be obligated to use those of its rights and powers under the 2023 and 2043 Notes Indenture, and to use the same degree of care and skill in doing so, that a prudent person would use under the circumstances in conducting his or her own affairs.

The trustee is not required to take any action under the 2023 and 2043 Notes Indenture at the request of any holders unless the holders offer the trustee reasonable protection, known as an indemnity, from expenses and liability. Subject to the trustee's right to receive an indemnity that is reasonably satisfactory to it, the holders of a majority in principal amount of the applicable series of outstanding debt securities may direct the time, method and place of conducting any lawsuit or other formal legal action seeking any remedy available to the trustee. These majority holders may also direct the trustee in writing in performing any other action under the 2023 and 2043 Notes Indenture with respect to the debt securities. *(Sections 512 and 603(e))*

Before a holder of any debt securities of any series bypasses the trustee and brings its own lawsuit or other formal legal action or takes other steps to enforce its rights or protect its interests relating to the debt securities, the following must occur:

- the holder must give the trustee written notice that an event of default has occurred with respect to the debt securities of such series and the event of default has not been cured or waived;
- the holders of a majority in aggregate principal amount of the outstanding debt securities of such series must make a written request that the trustee take action with respect to the debt securities of such series because of the default and they or other holders must offer to the trustee indemnity satisfactory to the trustee against the cost and other liabilities incurred by complying with such request;
- the trustee must not have taken action for 60 days after the above steps have been taken; and

- during those 60 days, the holders of a majority in aggregate principal amount of the outstanding debt securities of such series must not have given the trustee directions that are inconsistent with the written request previously delivered by the holders of a majority in aggregate principal amount of the outstanding debt securities of such series. *(Section 507)*

A holder will be entitled, however, at any time to bring a lawsuit for the payment of money due on any debt securities held by that holder on or after its due date. *(Section 508)*

Book-entry and other indirect holders should consult their banks or brokers for information on how to give notice or direction to or make a request of the trustee and how to declare or cancel an acceleration of the maturity.

Waiver of Default

The holders of not less than a majority in principal amount of the outstanding debt securities of any series may waive a past default for all the debt securities of such series. If this happens, the default will be treated as if it had been cured. However, no holder may waive (i) a payment default on any debt security or (ii) a covenant default by which we make any of the changes in “—Modification and Waiver—Changes Requiring Each Holder’s Approval” in the applicable prospectus for the 2023 Notes and 2043 Notes without obtaining approval of each affected holder of outstanding debt securities of such series. *(Section 513)*

Modification and Waiver

There are three types of changes we can make to the 2023 and 2043 Notes Indenture, any supplemental indenture and the outstanding debt securities under the 2023 and 2043 Notes Indenture.

Changes Requiring Each Holder’s Approval

The following changes cannot be made without the approval of each holder of an outstanding debt security affected by the change:

- a change in the stated maturity of any principal or interest payment on a debt security;
- a reduction in the principal amount, the interest rate or the redemption price for a debt security;
- a change in our obligation to pay additional interest;
- a change in the currency of any payment on a debt security other than as permitted by the debt security;
- a change in the currency of any payment on a debt security other than as permitted by the debt security;
- a change in the place of any payment on a debt security;
- an impairment of the holder’s right to sue for payment of any amount due on its debt security;
- a reduction in the percentage in principal amount of the debt securities needed to change the 2023 and 2043 Notes Indenture or the outstanding debt securities under the 2023 and 2043 Notes Indenture; and
- a reduction in the percentage in principal amount of the outstanding debt securities needed to waive our compliance with the 2023 and 2043 Notes Indenture, any supplemental indenture or to waive defaults. *(Section 902)*

Changes Not Requiring Approval

Some changes will not require the approval of holders of debt securities. These changes are limited to specific kinds of changes, like the addition of covenants, events of default or security, and other clarifications and changes that would not adversely affect the holders of outstanding debt securities under the 2023 and 2043 Notes Indenture in any material respect. *(Section 901)*

Changes Requiring Majority Approval

Any other change to the 2023 and 2043 Notes Indenture or the debt securities of any series will be required to be approved by the holders of a majority in principal amount of the outstanding debt securities of such series affected by the change or waiver. The required approval must be given by written consent. *(Section 902)*

The same majority approval will be required for us to obtain a waiver of certain of our covenants in the 2023 and 2043 Notes Indenture and any supplemental indenture. Our covenants include the promises we make about merging, creating liens on our interests and entering into sale and leaseback transactions, which we describe under “—Merger, Consolidation or Sale of Assets” and “—Covenants” in the applicable prospectus for the 2023 Notes and 2043 Notes. If the holders approve a waiver of a covenant, we will not have to comply with it. The holders, however, cannot approve a waiver of any provision in a particular debt security, the 2023 and 2043 Notes Indenture or any supplemental indenture, as it affects that debt security, that we cannot change without the approval of the holder of that debt security as described under in “—Changes Requiring Each Holder’s Approval” in the applicable prospectus for the 2023 Notes and 2043 Notes, unless that holder approves the waiver. *(Section 1010)*

Book-entry and other indirect holders should consult their banks or brokers for information on how approval may be granted or denied if we seek to change the 2023 and 2043 Notes Indenture, any supplemental indenture or the debt securities or request a waiver.

Defeasance

We may, at our option, elect to terminate (1) all of our obligations with respect to the debt securities (“legal defeasance”), except for certain obligations, including those regarding any trust established for defeasance and obligations relating to the transfer and exchange of the debt securities, the replacement of mutilated, destroyed, lost or stolen debt securities, the maintenance of agencies with respect to the debt securities and the rights, powers, trusts, duties, immunities, and indemnities and other provisions in respect of the trustee *(Sections 1201 and 1202)* or (2) our obligations under certain covenants in the 2023 and 2043 Notes Indenture, so that any failure to comply with such obligations will not constitute an event of default (“covenant defeasance”) in respect of a particular series of debt securities. *(Sections 1201 and 1203)* In order to exercise either legal defeasance or covenant defeasance, we must irrevocably deposit with the trustee U.S. dollars or such other currency in which the debt securities are denominated (the “securities currency”), government obligations of the United States or a government, governmental agency or central bank of the country whose currency is the securities currency, or any combination thereof, in such amounts as will be sufficient to pay the principal, premium, if any, and interest (including additional interest) in respect of the debt securities then outstanding on the maturity date of the debt securities, and comply with certain other conditions, including, without limitation, the delivery of opinions of counsel as to specified tax and other matters. *(Sections 1201, 1204 and 1205)*

If we elect either legal defeasance or covenant defeasance with respect to any series of debt securities, we must so elect it with respect to all of the outstanding debt securities of such series. *(Section 1201)*

Currency Indemnity

Our obligations under the debt securities will be discharged only to the extent that the trustee or the relevant holder is able to purchase the securities currency with any other currency paid to the trustee or that holder in accordance with any judgment or otherwise. If the trustee or the holder cannot purchase the securities currency in the amount originally to be paid, we have agreed to pay the difference. The holder, however, agrees that, if the amount of the securities currency purchased exceeds the amount originally to be paid to such holder, the holder will reimburse the excess to us. *(Section 1009)*

Other Relationships with Trustee

The trustee or its affiliates may have other business relationships with us from time to time.

Governing Law

The 2023 Notes and 2043 Notes, the 2023 and 2043 Notes Indenture and any supplemental indenture will be governed by, and construed in accordance with, the laws of the State of New York, United States of America. *(Section 113)*

B. 3.500% Senior Notes due 2050

The 3.500% Senior Notes due 2050 (the “2050 Notes”) were issued in an aggregate principal amount of \$1,800,000,000, will bear interest at the rate of 3.500% per year and will mature on January 16, 2050. All payments of principal and premium, if any, and interest on the 2050 Notes will be made in U.S. dollars.

The 2050 Notes were issued pursuant to the indenture, dated as of April 8, 2013, as supplemented by a third supplemental indenture, dated January 16, 2020, and a fourth supplemental indenture, dated February 12, 2020, among FEMSA and The Bank of New York Mellon, as trustee, security registrar, paying agent and transfer agent (collectively, the “2050 Notes Indenture.”) The paying agent’s office is located at 240 Greenwich Street, New York, New York 10286 (formerly, 101 Barclay Street, Floor 4 East, New York, New York 10286).

The 2050 Notes are not guaranteed by any of our subsidiaries.

Interest on the 2050 Notes will be payable on January 16 and July 16 of each year, beginning on July 16, 2020, to the holders in whose names the 2050 Notes are registered at the close of business on January 1 or July 1 immediately preceding the related interest payment date.

We will pay interest on the 2050 Notes on the interest payment dates stated above and at maturity. Each payment of interest due on an interest payment date or at maturity will include interest accrued from and including the last date to which interest has been paid or made available for payment, or from the issue date, if none has been paid or made available for payment, to but excluding the relevant payment date. We will compute interest on the 2050 Notes on the basis of a 360-day year consisting of twelve 30-day months.

Unless otherwise specified in the applicable prospectus supplement, “business day” means each Monday, Tuesday, Wednesday, Thursday and Friday that is (a) not a day on which banking institutions in New York City or Mexico City generally are authorized or obligated by law, regulation or executive order, as applicable, to close and (b) in the case of 2050 Notes issued in certificated form, a day on which banks and financial institutions are generally open for business in the location of each office of a paying agent, but only with respect to a payment to be made at the office of such paying agent. (*Section 101*)

If any payment is due on the 2050 Notes on a day that is not a business day, we will make the payment on the next business day. Payments postponed to the next business day in this situation will be treated under the 2050 Notes Indenture as if they were made on the original payment date. Postponement of this kind will not result in a default under the 2050 Notes or the 2050 Notes Indenture, and no interest will accrue on the postponed amount from the original payment date to the next business day.

If any payment is due on the 2050 Notes on a day that is not a business day, we will make the payment on the next business day. Payments postponed to the next business day in this situation will be treated under the 2050 Notes Indenture as if they were made on the original payment date. Postponement of this kind will not result in a default under the 2050 Notes or the 2050 Notes Indenture, and no interest will accrue on the postponed amount from the original payment date to the next business day.

We are a holding company and our principal assets are shares that we hold in our subsidiaries. The 2050 Notes will be our unsecured and unsubordinated obligations. As a result, the 2050 Notes are not secured by any of our assets or properties and will be effectively subordinated to all of our existing and future secured obligations to the extent of the value of the assets securing such obligations. The 2050 Notes are not guaranteed by any of our subsidiaries. As a result, the 2050 Notes will be structurally subordinated to all existing and future indebtedness and other obligations, including trade payables, of our subsidiaries in respect of assets of and revenue generated by such subsidiaries. In the event of a bankruptcy, *concurso mercantil*, *quiebra*, liquidation or other similar proceeding by or against us, the 2050 Notes would rank equally in right of payment with all our other existing and future unsecured and unsubordinated obligations, and junior to certain obligations given preference under applicable law, including tax, labor and social security obligations. The 2050 Notes do not restrict our ability or the ability of our subsidiaries to incur additional indebtedness in the future.

Unless otherwise specified in the applicable prospectus supplement, we reserve the right, from time to time without the consent of holders of the 2050 Notes, to issue additional debt securities on terms and conditions identical to those of the 2050 Notes (except for the issue date and issue price), which additional debt securities will increase the aggregate principal amount of, and will be consolidated and form a single series with, the 2050 Notes. The additional debt securities will be treated as a single class for all purposes under the 2050 Notes Indenture and will vote together as one class on all matters with respect to the debt securities, *provided* that any additional debt securities shall be issued under a separate CUSIP number, ISIN and Common Code unless the additional debt securities are issued pursuant to a “qualified reopening” of the original series, are otherwise treated as part of the same “issue” of debt instruments as the original series or the original 2050 Notes were, and the additional debt securities are, are issued with no more than a *de minimis* amount of original discount, in each case for U.S. federal income tax purposes. Unless the context otherwise requires, for all purposes of the 2050 Notes Indenture and the description of debt securities contained in the applicable prospectus supplement for the 2050 Notes, references to the debt securities include any additional debt securities. (*Section 301*)

Payment of Additional Interest

We are required by Mexican law to deduct Mexican withholding taxes from payments of interest (or amounts deemed interest) to holders of the 2050 Notes who are not residents of Mexico for tax purposes as described under “Taxation—Mexican Tax Considerations” in the applicable prospectus for the 2050 Notes.

Subject to the limitations and exceptions described below, we will pay to holders of the 2050 Notes all additional interest that may be necessary so that every net payment of interest or principal or premium to the holder will not be less than the amount provided for in the 2050 Notes. By net payment, we mean the amount that we or our paying agent will pay the holder after we deduct or withhold an amount for or on account of any present or future taxes, duties, assessments or other governmental charges imposed or levied with respect to that payment (or the payment of such additional interest) by a Mexican taxing authority or the taxing authority of any other country under whose laws we or any successor of us (assuming the obligations of the 2050 Notes, the 2050 Notes Indenture and any applicable supplemental indenture following a merger, consolidation or transfer, lease or conveyance of substantially all of our assets and properties) are organized at the time of payment, except for the United States (each, a “Taxing Jurisdiction”).

Our obligation to pay additional interest is, however, subject to several important exceptions. We will not pay additional interest to or on behalf of any holder or beneficial owner, or to the trustee, for or on account of any of the following:

- any taxes, duties, assessments or other governmental charges imposed solely because at any time there is or was a connection between the holder and the Taxing Jurisdiction (other than the mere receipt of a payment or the ownership or holding of a debt security or the enforcement of rights with respect to a debt security);
- any estate, inheritance, gift, sales, transfer, personal property or other similar tax, assessment or other governmental charge imposed with respect to the debt securities;
- any taxes, duties, assessments or other governmental charges imposed solely because the holder or any other person fails to comply with any certification, identification or other reporting requirement concerning the nationality, residence, identity or connection with the Taxing Jurisdiction of the holder or any beneficial owner of the debt security if compliance is required by law, regulation or by an applicable income tax treaty to which such Taxing Jurisdiction is a party and which is effective, as a precondition to exemption from, or reduction in the rate of, the tax, assessment or other governmental charge and we have given the holders at least 30 calendar days’ notice prior to the first payment date with respect to which such certification, identification or reporting requirement is required to the effect that holders will be required to provide such information and identification;
- any tax, duty, assessment or other governmental charge payable otherwise than by deduction or withholding from payments on the debt securities;

- any taxes, duties, assessments or other governmental charges with respect to a debt security presented for payment more than 15 days after the date on which the payment became due and payable or the date on which payment thereof is duly provided for and notice thereof given to holders, whichever occurs later, except to the extent that the holders of such debt security would have been entitled to such additional interest on presenting such debt security for payment on any date during such 15-day period;
- any payment on a debt security to a holder that is a fiduciary or partnership or a person other than the sole beneficial owner of any such payment, to the extent that a beneficiary or settlor with respect to such fiduciary, a member of such a partnership or the beneficial owner of the payment would not have been entitled to the additional interest had the beneficiary, settlor, member or beneficial owner been the holder of such debt security;
- any taxes, duties, assessments or other governmental charges that are imposed on a payment to an individual and are required to be made pursuant to European Council Directive 2003/48/EC on the taxation of savings income or any other directive implementing the conclusions of the ECOFIN Council meetings of November 26 and 27, 2000, December 13, 2001, and January 21, 2003, or any law or agreement implementing or complying with, or introduced in order to conform to, such a directive; and
- any combination of the items in the bullet points above. *(Section 1008)*

The limitations on our obligations to pay additional interest described in the third bullet point above will not apply if the provision of information, documentation or other evidence described in the applicable bullet point would be materially more onerous, in form, in procedure or in the substance of information disclosed, to a holder or beneficial owner of a debt security, taking into account any relevant differences between U.S. and Mexican law, regulation or administrative practice, or the laws, regulations or administrative practices of any other Taxing Jurisdiction, than comparable information or other reporting requirements imposed under U.S. tax law (including the United States/Mexico Income Tax Treaty), regulations (including proposed regulations) and administrative practice. *(Section 1008(a))*

Applicable Mexican regulations currently allow us to withhold at a reduced rate, provided that we comply with certain information reporting requirements. Accordingly, the limitations on our obligations to pay additional interest described in the third bullet point above also will not apply with respect to any Mexican withholding taxes unless (a) the provision of the information, documentation or other evidence described in the applicable bullet point is expressly required by the applicable Mexican regulations, (b) we cannot obtain the information, documentation or other evidence necessary to comply with the applicable Mexican regulations on our own through reasonable diligence and (c) we otherwise would meet the requirements for application of the applicable Mexican regulations.

In addition, the limitation described in the third bullet point above does not require that any person that is not a resident of Mexico for tax purposes, including any non-Mexican pension fund, retirement fund, tax exempt organization, financial institution or any other holder or beneficial owner of a debt security, register with, or provide information to, the SHCP or with the SAT) to establish eligibility for an exemption from, or a reduction of, Mexican withholding tax.

We will remit the full amount of any taxes withheld to the applicable taxing authorities in accordance with the applicable law of the Taxing Jurisdiction. We will also provide the trustee with documentation (which may consist of copies of such documentation) reasonably satisfactory to the trustee evidencing the payment of taxes in respect of which we have paid any additional interest. We will provide copies of such documentation to the holders of the debt securities or the relevant paying agent upon request. *(Section 1008(a))*

In the event that additional interest actually paid with respect to the debt securities pursuant to the preceding paragraphs is based on rates of deduction or withholding of taxes in excess of the appropriate rate applicable to the holder of such debt securities, and as a result thereof such holder is entitled to make a claim for a refund or credit of such excess from the authority imposing such withholding tax, then such holder shall, by accepting such debt securities, be deemed to have assigned and transferred all right, title and interest to any such claim for a refund or credit of such excess to us. However, by making such assignment, the holder makes no representation or warranty that we will be entitled to receive such claim for a refund or credit and incurs no other obligation with respect thereto. *(Section 1008(d))*

Any reference in the applicable prospectus supplement for the 2050 Notes, the 2050 Notes Indenture, any applicable supplemental indenture or the debt securities to principal, premium, if any, interest or any other amount payable in respect of the debt securities by us will be deemed also to refer to any additional interest that may be payable with respect to that amount under the obligations referred to therein. *(Section 1008(e))*

Redemption

We are not permitted to redeem the 2050 Notes before their stated maturity, except as set forth below. The 2050 Notes are not entitled to the benefit of any sinking fund (meaning that we will not deposit money on a regular basis into any separate account to repay the 2050 Notes). In addition, holders are not entitled to require us to repurchase their 2050 Notes from them before the stated maturity.

Optional Redemption With “Make-Whole” Amount

We will have the right at our option to redeem the outstanding 2050 Notes in whole at any time or in part from time to time prior to July 16, 2049 (the date that is six months prior to the maturity date of the 2050 Notes or the “Par Call Date”), on at least 15 days’ but not more than 60 days’ notice, at a redemption price equal to the greater of (1) 100% of the principal amount of the 2050 Notes to be redeemed and (2) the sum of the present values of each remaining scheduled payment of principal and interest thereon through the Par Call Date as if the 2050 Notes were redeemed on the Par Call Date (exclusive of accrued and unpaid interest to the redemption date on the principal amount of the 2050 Notes being redeemed on such redemption date and additional interest thereon) discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 20 basis points, plus in each case accrued and unpaid interest to the redemption date on the principal amount of the 2050 Notes being redeemed on such redemption date and additional interest thereon.

“Comparable Treasury Issue” means the U.S. Treasury security or securities selected by an Independent Investment Banker as having an actual or interpolated maturity comparable to the period from redemption date to the Par Call Date that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of a comparable maturity to the period from the redemption date to the Par Call Date.

“Comparable Treasury Price” means, with respect to any redemption date, (1) the average of the Reference Treasury Dealer Quotations quoted to an entity selected by us for such redemption date, after excluding the highest and lowest such Reference Treasury Dealer Quotation or (2) if such entity obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such quotations.

“Independent Investment Banker” means one of the Reference Treasury Dealers appointed by us.

“Reference Treasury Dealer” means each of BofA Securities, Inc., J.P. Morgan Securities LLC and Goldman Sachs & Co. LLC or their respective affiliates which are primary U.S. government securities dealers; provided, however, that if any of the foregoing shall cease to be a primary U.S. government securities dealer in New York City (a “Primary Treasury Dealer”), we will substitute therefor another Primary Treasury Dealer.

“Reference Treasury Dealer Quotation” means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by an entity selected by us, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to an entity selected by us by such Reference Treasury Dealer at 3:30 p.m. (New York City time) on the third business day preceding such redemption date.

“Treasury Rate” means, with respect to any redemption date, the rate per annum equal to the semi-annual equivalent yield to maturity or interpolated maturity (on a day count basis) of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.

Par Redemption

On and after the Par Call Date, we will have the right, at our option, to redeem the 2050 Notes in whole at any time or in part from time to time, on at least 15 days' but not more than 60 days' notice, at a redemption price equal to 100% of the outstanding principal amount of the 2050 Notes to be redeemed plus accrued and unpaid interest and additional interest to the redemption date on the principal amount of the 2050 Notes being redeemed on such redemption date.

General Provisions for Optional Redemption

On and after the redemption date, interest will cease to accrue on the 2050 Notes or any portion of the 2050 Notes called for redemption (unless we default in the payment of the redemption price and accrued interest). On or before the redemption date, we will deposit with the trustee money sufficient to pay the redemption price of and (unless the redemption date shall be an interest payment date) accrued and unpaid interest to the redemption date on the 2050 Notes to be redeemed on such date and additional interest thereon. If less than all of the outstanding 2050 Notes are to be redeemed, the 2050 Notes to be redeemed shall be selected by the trustee by such method as the trustee shall deem fair and appropriate or in accordance with the applicable procedures of DTC.

Tax Redemption

We will have the right to redeem the 2050 Notes, in whole but not in part, at any time at a price equal to 100% of the principal amount thereof, plus accrued and unpaid interest to the redemption date and additional interest, if, as a result of certain changes in tax laws applicable to payments under the 2050 Notes, there is an increase in the additional interest we are obligated to pay under the 2050 Notes. See "Description of Debt Securities—Redemption of Debt Securities—Redemption for Taxation Reasons" in the applicable prospectus for the 2050 Notes.

Covenants

The following covenants will apply to us and our subsidiaries for so long as any debt security remains outstanding. These covenants restrict our ability and the ability of our subsidiaries to enter into certain transactions. However, these covenants do not limit our ability to incur indebtedness or require us to comply with financial ratios or to maintain specified levels of net worth or liquidity. In addition, these covenants and the 2050 Notes Indenture generally do not limit the ability of our principal shareholders to reduce their ownership interest in us.

Limitation on Liens

We may not, and we may not allow any of our significant subsidiaries to, create, incur, issue or assume any liens on our property to secure debt where the debt secured by such liens would exceed an aggregate amount equal to the greater of (1) U.S. \$2,800.00 million and (2) 16% of our Consolidated Net Tangible Assets less, in each case, the aggregate amount of attributable debt of us and our significant subsidiaries pursuant to the first bullet point under "—Limitation on Sales and Leasebacks" in the applicable prospectus for the 2050 Notes unless we secure the debt securities equally with, or prior to, the debt secured by such liens. This restriction will not, however, apply to the following:

- liens on property acquired and existing on the date the property was acquired or arising after such acquisition pursuant to contractual commitments entered into prior to such acquisition and not in contemplation of such acquisition;
- liens on any property securing debt incurred or assumed for the purpose of financing its purchase price or the cost of its construction, improvement or repair; *provided* that such lien attaches to the property within 12 months of its acquisition or the completion of its construction, improvement or repair and does not attach to any other property;

- liens existing on any property of any subsidiary prior to the time that the subsidiary became a subsidiary of ours or liens arising after that time under contractual commitments entered into prior to and not in contemplation of that event;
- liens on any property securing debt owed by a subsidiary of ours to us or to another of our subsidiaries;
- liens existing on the date the debt securities are issued;
- liens resulting from the deposit of funds or evidence of debt in trust for the purpose of defeasing our debt or the debt of any of our subsidiaries;
- any (i) liens for taxes, assessments and other governmental charges and (ii) attachment or judgment liens, in each case, the payment of which is being contested in good faith by appropriate proceedings for which such reserves or other appropriate provision, if any, as may be required by International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS”) shall have been made;
- liens on accounts receivable, inventory, or bottles and cases to secure working capital or revolving credit debt incurred in the ordinary course of business;
- liens resulting from a direct or indirect pledge of any or all of our shares in Heineken N.V. or Heineken Holdings N.V. or any holding company the principal assets of which consist of such shares;
- any liens on real estate related to retail or commercial locations operated by us or our subsidiaries that is contributed to a trust (a “Real Estate Trust”); and
- liens arising out of the refinancing, extension, renewal or refunding of any debt described above, provided that the aggregate principal amount of such debt is not increased and such lien does not extend to any additional property. *(Section 1006)*

“Consolidated Net Tangible Assets” means at any time the total assets (stated net of properly deductible items, to the extent not already deducted in the computation of total assets) appearing on our consolidated balance sheet less all goodwill and intangible assets appearing on such balance sheet, all determined on a consolidated basis at such time in accordance with IFRS. *(Section 101)*

For purposes of this covenant, the covenant set forth under “—Limitation on Sale and Leaseback Transactions” in the applicable prospectus for the 2050 Notes and the events of default set forth under “—Default, Remedies and Waiver of Default—Events of Default” in the applicable prospectus for the 2050 Notes, “significant subsidiary” means any of our subsidiaries that meets the definition of significant subsidiary under Regulation S-X as promulgated by the SEC. As of December 31, 2012, our significant subsidiaries consisted of Coca-Cola FEMSA, S.A.B. de C.V., FEMSA Comercio, S.A. de C.V. and CB Equity LLP. *(Section 101)*

Limitation on Sales and Leasebacks

We may not, and we may not allow any of our significant subsidiaries to, enter into any sale and leaseback transaction without effectively providing that the debt securities will be secured equally and ratably with or prior to the sale and leaseback transaction, unless:

- the aggregate amount of attributable debt of us and our significant subsidiaries pursuant to this bullet point would not exceed an aggregate amount equal to the greater of (1) U.S. \$2,800.00 million or (2) 16% of our Consolidated Net Tangible Assets less, in each case, any secured indebtedness permitted under “—Limitation on Liens” in the applicable prospectus for the 2050 Notes that does not secure the debt securities equally with, or prior to, the debt secured by such liens;

- we or one of our subsidiaries, within 12 months of the sale and leaseback transaction, retire debt not owed to us or any of our subsidiaries that is not subordinated to the debt securities or invest in equipment, plant facilities or other fixed assets used in the operations of us or any of our subsidiaries, in an aggregate amount equal to the greater of (1) the net proceeds of the sale or transfer of the property or other assets that are the subject of the sale and leaseback transaction and (2) the fair market value of the property leased (Section 1007); or
- the transaction involves the lease by us or our subsidiaries of real estate contributed to a Real Estate Trust.

Notwithstanding the foregoing, we and/or our subsidiaries may enter into sale and leaseback transactions that solely refinance, extend, renew or refund sale and leaseback transactions permitted under the bullet points above and the restriction described in the preceding paragraph will not apply to such sale and leaseback transactions.

“Sale and leaseback transaction” means a transaction or arrangement between us or one of our subsidiaries and a bank, insurance company or other lender or investor where we or our subsidiary leases property for an initial term of three years or more that was or will be sold by us or our significant subsidiary to that lender or investor for a sale price of U.S. \$5 million (or its equivalent in other currencies) or more. (Section 101)

“Attributable debt” means, with respect to any sale and leaseback transaction, the lesser of (1) the fair market value of the asset subject to such transaction and (2) the present value, discounted at a rate per annum equal to the discount rate of a capital lease obligation with a like term in accordance with IFRS, of the obligations of the lessee for net rental payments (excluding amounts on account of maintenance and repairs, insurance, taxes, assessments and similar charges and contingent rents) during the term of the lease. (Section 101)

Defaults, Remedies and Waiver of Defaults

Holders will have special rights if an event of default with respect to the debt securities they hold occurs and is not cured, as described below.

Events of Default

Each of the following will be an “event of default” with respect to any series of the debt securities:

- we fail to pay interest on any debt security within 30 days after its due date;
- we fail to pay the principal or premium, if any, of any debt security on its due date;
- we remain in breach of any covenant in the 2050 Notes Indenture for the benefit of holders of the debt securities of any series, for 90 days after we receive a notice of default (sent by the trustee at the written request of holders of a majority in principal amount of the debt securities of that series to us or by the holders of a majority in principal amount of the debt securities of that series to us and the trustee) stating that we are in breach;
- we or any of our significant subsidiaries experience a default or event of default under any instrument relating to debt, prior to its maturity, that results in the failure to pay principal, or in the acceleration, of an aggregate principal amount equal to or greater than U.S. \$100 million (or its equivalent in other currencies);
- a final judgment is rendered against us or any of our significant subsidiaries in an aggregate amount in excess of U.S. \$50 million (or its equivalent in other currencies) that is not discharged or bonded in full within 90 days, for 10 days after we receive a notice of this default (sent by the trustee at the written request of holders of a majority in principal amount of the debt securities of such series to us or by the holders of a majority in principal amount of the debt securities of such series to us and the trustee); or

- we or any of our significant subsidiaries file for bankruptcy, or other events of bankruptcy, insolvency or reorganization or similar proceedings occur relating to us or any of our significant subsidiaries.

Remedies Upon Event of Default

If an event of default with respect to any series of the debt securities occurs and is not cured or waived, the trustee, at the written request of holders of a majority in principal amount of the debt securities of such series, may declare the entire principal amount of all the debt securities to be due and payable immediately, and upon any such declaration the principal, any accrued interest and any additional interest shall become due and payable. If, however, an event of default with respect to any series of debt securities occurs because of a bankruptcy, insolvency or reorganization relating to us or any of our significant subsidiaries, the entire principal amount of all the debt securities of such series and any accrued interest and any additional interest will be automatically accelerated, without any action by the trustee or any holder and any principal, interest or additional interest will become immediately due and payable. *(Section 502)*

Each of the situations described in the preceding paragraph is called an acceleration of the maturity of the debt securities. If at any time after a declaration of acceleration with respect to any series of debt securities is made and before a judgment for payment has been obtained, the holders of a majority in aggregate principal amount of the outstanding debt securities of such series (except in the event of an event of default arising from bankruptcy, insolvency or reorganization or similar proceedings) may rescind and annul such declaration and its consequences, provided that all amounts then due (other than amounts due solely because of such acceleration) have been paid and all other defaults with respect to such series of debt securities have been cured or waived. *(Section 502)*

If any event of default occurs, the trustee will be obligated to use those of its rights and powers under the 2050 Notes Indenture, and to use the same degree of care and skill in doing so, that a prudent person would use under the circumstances in conducting his or her own affairs.

The trustee is not required to take any action under the 2050 Notes Indenture at the request of any holders unless the holders offer the trustee reasonable protection, known as an indemnity, from expenses and liability. Subject to the trustee's right to receive an indemnity that is reasonably satisfactory to it, the holders of a majority in principal amount of the applicable series of outstanding debt securities may direct the time, method and place of conducting any lawsuit or other formal legal action seeking any remedy available to the trustee. These majority holders may also direct the trustee in writing in performing any other action under the 2050 Notes Indenture with respect to the debt securities. *(Sections 512 and 603(e))*

Before a holder of any debt securities of any series bypasses the trustee and brings its own lawsuit or other formal legal action or takes other steps to enforce its rights or protect its interests relating to the debt securities, the following must occur:

- the holder must give the trustee written notice that an event of default has occurred with respect to the debt securities of such series and the event of default has not been cured or waived;
- the holders of a majority in aggregate principal amount of the outstanding debt securities of such series must make a written request that the trustee take action with respect to the debt securities of such series because of the default and they or other holders must offer to the trustee indemnity satisfactory to the trustee against the cost and other liabilities incurred by complying with such request;
- the trustee must not have taken action for 60 days after the above steps have been taken; and
- during those 60 days, the holders of a majority in aggregate principal amount of the outstanding debt securities of such series must not have given the trustee directions that are inconsistent with the written request previously delivered by the holders of a majority in aggregate principal amount of the outstanding debt securities of such series. *(Section 507)*

A holder will be entitled, however, at any time to bring a lawsuit for the payment of money due on any debt securities held by that holder on or after its due date. *(Section 508)*

Book-entry and other indirect holders should consult their banks or brokers for information on how to give notice or direction to or make a request of the trustee and how to declare or cancel an acceleration of the maturity.

Waiver of Default

The holders of not less than a majority in principal amount of the outstanding debt securities of any series may waive a past default for all the debt securities of such series. If this happens, the default will be treated as if it had been cured. However, no holder may waive (i) a payment default on any debt security or (ii) a covenant default by which we make any of the changes in “—Modification and Waiver – Changes Requiring Each Holder’s Approval” in the applicable prospectus for the 2050 Notes without obtaining approval of each affected holder of outstanding debt securities of such series. *(Section 513)*

Modification and Waiver

There are three types of changes we can make to the 2050 Notes Indenture, any supplemental indenture and the outstanding debt securities under the 2050 Notes Indenture.

Changes Requiring Each Holder’s Approval

The following changes cannot be made without the approval of each holder of an outstanding debt security affected by the change:

- a change in the stated maturity of any principal or interest payment on a debt security;
- a reduction in the principal amount, the interest rate or the redemption price for a debt security;
- a change in our obligation to pay additional interest;
- a change in the currency of any payment on a debt security other than as permitted by the debt security;
- a change in the currency of any payment on a debt security other than as permitted by the debt security;
- a change in the place of any payment on a debt security;
- an impairment of the holder’s right to sue for payment of any amount due on its debt security;
- a reduction in the percentage in principal amount of the debt securities needed to change the 2050 Notes Indenture or the outstanding debt securities under the 2050 Notes Indenture; and
- a reduction in the percentage in principal amount of the outstanding debt securities needed to waive our compliance with the 2050 Notes Indenture, any supplemental indenture or to waive defaults. *(Section 902)*

Changes Not Requiring Approval

Some changes will not require the approval of holders of debt securities. These changes are limited to specific kinds of changes, like the addition of covenants, events of default or security, and other clarifications and changes that would not adversely affect the holders of outstanding debt securities under the 2050 Notes Indenture in any material respect. *(Section 901)*

Changes Requiring Majority Approval

Any other change to the 2050 Notes Indenture or the debt securities of any series will be required to be approved by the holders of a majority in principal amount of the outstanding debt securities of such series affected by the change or waiver. The required approval must be given by written consent. *(Section 902)*

The same majority approval will be required for us to obtain a waiver of certain of our covenants in the 2050 Notes Indenture and any supplemental indenture. Our covenants include the promises we make about merging, creating liens on our interests and entering into sale and leaseback transactions, which we describe under “—Merger, Consolidation or Sale of Assets” and “—Covenants” in the applicable prospectus for the 2050 Notes. If the holders approve a waiver of a covenant, we will not have to comply with it. The holders, however, cannot approve a waiver of any provision in a particular debt security, the 2050 Notes Indenture or any supplemental indenture, as it affects that debt security, that we cannot change without the approval of the holder of that debt security as described under in “—Changes Requiring Each Holder’s Approval,” unless that holder approves the waiver. (*Section 1010*)

Book-entry and other indirect holders should consult their banks or brokers for information on how approval may be granted or denied if we seek to change the 2050 Notes Indenture, any supplemental indenture or the debt securities or request a waiver.

Defeasance

We may, at our option, elect to terminate (1) all of our obligations with respect to the debt securities (“legal defeasance”), except for certain obligations, including those regarding any trust established for defeasance and obligations relating to the transfer and exchange of the debt securities, the replacement of mutilated, destroyed, lost or stolen debt securities, the maintenance of agencies with respect to the debt securities and the rights, powers, trusts, duties, immunities, and indemnities and other provisions in respect of the trustee (*Sections 1201 and 1202*) or (2) our obligations under certain covenants in the 2050 Notes Indenture, so that any failure to comply with such obligations will not constitute an event of default (“covenant defeasance”) in respect of a particular series of debt securities. (*Sections 1201 and 1203*) In order to exercise either legal defeasance or covenant defeasance, we must irrevocably deposit with the trustee U.S. dollars or such other currency in which the debt securities are denominated (the “securities currency”), government obligations of the United States or a government, governmental agency or central bank of the country whose currency is the securities currency, or any combination thereof, in such amounts as will be sufficient to pay the principal, premium, if any, and interest (including additional interest) in respect of the debt securities then outstanding on the maturity date of the debt securities, and comply with certain other conditions, including, without limitation, the delivery of opinions of counsel as to specified tax and other matters. (*Sections 1201, 1204 and 1205*)

If we elect either legal defeasance or covenant defeasance with respect to any series of debt securities, we must so elect it with respect to all of the outstanding debt securities of such series. (*Section 1201*)

Currency Indemnity

Our obligations under the debt securities will be discharged only to the extent that the trustee or the relevant holder is able to purchase the securities currency with any other currency paid to the trustee or that holder in accordance with any judgment or otherwise. If the trustee or the holder cannot purchase the securities currency in the amount originally to be paid, we have agreed to pay the difference. The holder, however, agrees that, if the amount of the securities currency purchased exceeds the amount originally to be paid to such holder, the holder will reimburse the excess to us. (*Section 1009*)

Other Relationships with Trustee

The trustee or its affiliates may have other business relationships with us from time to time.

Governing Law

The 2050 Notes, the 2050 Notes Indenture and any supplemental indenture will be governed by, and construed in accordance with, the laws of the State of New York, United States of America. (*Section 113*)

Significant Subsidiaries

The following table sets forth our significant subsidiaries as of December 31, 2019:

| Name of Company | Jurisdiction of Establishment | Percentage Owned |
|------------------|-------------------------------|----------------------|
| CIBSA: | Mexico | 100.0% |
| Coca-Cola FEMSA | Mexico | 47.2% ⁽¹⁾ |
| Emprex: | Mexico | 100.0% |
| FEMCO | Mexico | 100.0% |
| CB Equity | United Kingdom | 100.0% |

- (1) Percentage of capital stock. FEMSA, through CIBSA, owns 56% of the ordinary voting shares of Coca-Cola FEMSA after giving effect to the eight-for-one stock split (as defined herein) consummated by Coca-Cola FEMSA on April 11, 2019.

Certification

I, Miguel Eduardo Padilla Silva, certify that:

1. I have reviewed this annual report on Form 20-F of Fomento Económico Mexicano, S.A.B. de C.V.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results from operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 28, 2020

By: /s/ Miguel Eduardo Padilla Silva
Miguel Eduardo Padilla Silva
Chief Executive Officer

Certification

I, Gerardo Estrada Attolini, certify that:

1. I have reviewed this annual report on Form 20-F of Fomento Económico Mexicano, S.A.B. de C.V.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results from operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 28, 2020

By: /s/ Gerardo Estrada Attolini
Gerardo Estrada Attolini
Director of Corporate Finance

Certification
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of Fomento Económico Mexicano, S.A.B. de C.V. (the “Company”), does hereby certify, to such officer’s knowledge, that:

The Annual Report on form 20-F for the year ended December 31, 2019 (the “Form 20-F”) of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 20-F fairly presents, in all material respects, the financial condition and results from operations of the Company.

Date: April 28, 2020

By: /s/ Miguel Eduardo Padilla Silva
Miguel Eduardo Padilla Silva
Chief Executive Officer

Date: April 28, 2020

By: /s/ Gerardo Estrada Attolini
Gerardo Estrada Attolini
Director of Corporate Finance

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form F-3, No. 333-233960) of Fomento Económico Mexicano, S.A.B. de C.V., of our reports dated April 28, 2020, with respect to the consolidated financial statements of Fomento Económico Mexicano, S.A.B. de C.V. and subsidiaries, and the effectiveness of internal control over financial reporting of Fomento Económico Mexicano, S.A.B. de C.V. and subsidiaries included in this Annual Report (Form 20-F) for the year ended December 31, 2019.

Mancera, S.C.
A member practice of
Ernst & Young Global Limited

/s/ MANCERA, S.C.
Monterrey, N.L., Mexico
April 28, 2020

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-233960 on Form F-3 of our report dated February 11, 2020, relating to the financial statements of Heineken N.V. appearing in this Annual Report on Form 20-F for the year ended December 31, 2019.

/s/ Deloitte Accountants B.V.
Amsterdam, The Netherlands
April 28, 2020