

<p>BUSINESS CONDUCT AND PROFESSIONAL ETHICS CODE</p>	<p>DATE: February 2004</p> <p>SUBSTITUTES:</p>
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I. BACKGROUND

Based on the values promoted within its organization, Vitro is committed to achieve high standards of business conduct and professional ethics, relying on the integrity of its personnel, who should at all times act responsibly and professionally, complying with the Vitro's policies and guidelines, and with the laws, standards and regulations of each country where Vitro does business.

In order to guarantee that employees' decisions made in the performance of their duties are in the best interest of Vitro and adhere strictly to the law, free of any inappropriate conduct that might economically or morally harm the organization, Vitro, through this Code, has established conduct and ethics provisions which should be observed at all times by all employees wherever employed within the Vitro organization. This Code also establishes a hot line to support and survey compliance with this Code, guaranteeing confidential and professional treatment to those subject to it.

II. DEFINITION OF TERMS

Conflict of Interest

Is the activity in which an employee's interest, evidenced in its person or through friends or relatives, may conflict with Vitro's interest, and arises whenever an employee uses his/her position, time, resources or company information for personal gain which is in conflict with Vitro's interests either direct or indirectly or consciously lacks objectivity in judgment, seeking personal benefit to the detriment of Vitro and causing an economic or moral harm to the Organization.

Confidential Information

Is the information that has not been disclosed to the general public, therefore gives Vitro a competitive advantage. Such term also include any premature or inappropriate disclosure which might cause harm to Vitro, and may cause serious breaches of the laws that regulate companies which place securities among the investing public, by being used to influence investors to purchase, sell, or withhold shares and securities of Vitro, S.A. de C.V.

Proprietary Information of Vitro

Includes but is not limited to all information technical, technological, administrative, financial, commercial, business, marketing, sales, and cost data, as well as strategies, processes, policies, procedures, inventions, ideas, discoveries, marks, names, patents, industrial and commercial secrets, which constitute the intellectual capital owned by Vitro, whether by direct acquisition, internal generation or by possessing its use and exploitation rights.

The information include but is not limited to information stored on magnetic devices (recording disks, tapes, hard disks in laptop and desktop computers), network systems, Intranet (Vitronet), computer central system, and physically in filing cabinets, desks, work places, and in the processing and operation lines at all facilities.

Employee

Each individual who holds a direct or indirect labor relationship with Vitro, wherever employed throughout the world.

Vitro

As used in this Code the term Vitro includes Vitro, S.A. de C.V. and all affiliated companies wherever located and over which Vitro exercise any degree of operating control.

Acknowledgment certificate

It is the document executed by all employees, acknowledging that they have read and understand the provisions contained in this Code, and also acknowledging their personal obligation to ensure full compliance whit the provisions of this Code within all areas of their employment responsibilities.

Observance certificate

It is the additional certification made by employees that in opinion of the Executive Vice President Administration and the Executive Vice President Human Development and General Counsel, are obligated to execute it, on a high degree basis of compromise to comply, survey, supervise and diffuse the provisions of this Code, to prevent risks by Vitro for noncompliance.

III.SCOPE

The Business Conduct and Professional Ethics Code is applicable to all personnel that work for Vitro in Mexico or abroad, each of whom commit to obey, by word and action, all provisions of this Code.

IV.CODE

Compliance with Policies, Laws, Rules and Regulations

Employees must know and comply with the policies and guidelines established by Vitro, as well as with the laws, rules and regulations establishing obligations for Vitro in the countries where Vitro operates, avoiding at all times involving Vitro in practices contrary to law.

Contractual agreements entered by Vitro with other entities, such as: confidentiality agreements, lease agreements, intellectual property license agreement and any other, should be strictly observed.

Employees are obligated to confirm, through execution of the Acknowledgement and Observance Certificate, their personal knowledge of and compliance with Vitro policies and guidelines provided by this Code.

The contents of this Code shall be published throughout the Vitro organization through training course which shall be incorporated as a mandatory subject at the @utodesarrollate program or any other course available for this purpose, which should be attended and satisfactorily completed by all employees.

Conflicts of Interest

At the time when any actual or apparent conflict of interest situation is known by an employee, such employee is obligated to disclose such conflict for evaluation, through a free style writing addressed to the Vitro Internal Audit Department, that will notify to the Vitro Legal Department. Failure to timely notify, shall be considered an offense, the seriousness of which shall be gauged by the effect of such failure.

Outside Employment, compensations and directorships

Employees may not receive remuneration of any kind either directly or indirectly from any competitors, customers, distributors, suppliers or governmental entities, for providing services, negotiations or any other activities on behalf of Vitro.

Members of Vitro's Board of Directors will be relieved automatically from this obligation when the performance of such member's activities are not in conflict with Vitro's interests and if prior written authorization from the President and Chief Executive Officer is issued.

Investments

Employees should not own directly or indirectly through family members or friends, any financial interest in competitors, customers, distributors or suppliers of Vitro, in which the decision making on behalf of Vitro may be either directly or indirectly influenced. All such investments must be reported immediately to Vitro Internal Audit Department, where the Executive Vice President Administration in conjunction with the Executive Vice President Human Development and General Counsel, shall be responsible for evaluating the effect of such investments.

Use the Company's time and assets for personal benefit

Employees should not spend company time or resources in off-company work or in activities not considered appropriate to the duties the employee performs. No employee may use a supervisory position over another employee to obligate a subordinate to perform such jobs or activities. Charitable works performed by an employee during time for which such employee is compensated by Vitro for community organizations, educational or religious organizations will be included in the Donations Policy.

Loans to employees

Loans with Vitro's funds to employees for personal reasons can present a conflict of interest and, in some cases such loans are prohibited by law in the case of executive officers and members of Vitro's Board of Directors. Therefore, granting any kind of loan with Vitro's funds to any employee should be authorized by the Executive Vice President Human Development and General Counsel. This provision shall not apply to short term travel advances to employees as such loans are extended to enhance Vitro's business activities.

Acceptance of presents, gifts and entertainment

Employees shall avoid from soliciting or accepting for himself/herself or his/her relatives, favors, presents, gifts, courtesies or entertainment from competitors, customers, current or prospective distributors and suppliers. Any gifts received must be limited to small value promotional items granted as a generalized commercial practice.

Employees may accept reasonable hospitality and gratuities in the context of handling negotiations in pursuance to Vitro's interest, and may also reciprocate such reasonable hospitalities and gratuities.

Working relationship

Labor relationships shall be free of any influence or favoritism to insure that everybody receives the same job and development opportunities.

An employee's family member should not work in areas where an employee supervises, manages, exercises influence or holds authority on wages, performance, task assignments, disciplinary actions or job opportunities.

Whenever an employee has knowledge that a business either owned or controlled directly or indirectly by a friend or relative or where a friend or relative works applies to become a Vitro service or product supplier, such employee shall avoid from personally exerting any influence to negotiate in favor of such provider or supplier. If such employee's duties on behalf of Vitro would normally require either the direct or indirect participation in any negotiation or consideration related to business conducted or to be conducted which such relative or personal friend, such employee shall excuse himself/herself from such participation and shall report such situation to his/her immediate supervisor, who shall take the necessary preventive measures to protect Vitro's interests.

Employees shall avoid associating with supervisor, subordinates or friends to commit dishonest acts which may harm Vitro's interest. When such employee's responsibilities cannot be carried out objectively due to the pressure exerted from others to act dishonestly, it shall be reported to the Vitro Internal Audit Department.

Civic and service activities

Employees are free to participate at any civic, charitable, educational, religious or political activities in its community. However any statements made shall clarify that such statement constitutes such employee's personal point of view, and not necessarily the view of Vitro.

In any relationship between an employee acting on behalf of a community organization and where such organization conducts any business, either directly or indirectly with Vitro, such employee should remain neutral and avoid exerting any direct or indirect influence in such activities.

Employees may not perform lobbying activities with community authorities, and official entities on behalf of Vitro, without the express written authorization from the Executive Vice President Human Development and General Counsel. For Members of Vitro's Board of Directors the authorization will be granted by the President and Chief Executive Officer.

Corporate Opportunities

Employees may not appropriate for their own benefit or for any other person or entity, the use of the name Vitro, as well as the benefits of any negotiation or potential investment, whether as leaders or members of a Vitro negotiating team.

Employees may not compete, either direct or indirectly, against Vitro. Employees shall notify Vitro Internal Audit Department immediately of any negotiation or potential competition, whereupon the Vitro Legal Department shall evaluate the propriety of any continued competition.

Use of privileged information and dealing with securities issued by Vitro

Vitro's proprietary information shall be treated confidentially and its disclosure should be avoided, with the exception of those persons whose position and duties require knowledge of such information.

Improper use of Vitro privileged and non-public information, even in good faith, such as a recommendation to purchase or sell any kind of Vitro's securities, constitutes a breach of legal provisions. Persons possessing privileged information and facts considered as such are included in the, Use of Privilege Information and Transactions with Securities Issued by Vitro and/or Subsidiaries Policy.

Employees who presumably possess privileged and non-public information, should not perform directly or indirectly transactions with shares or any kind of securities issued by Vitro, placed among the investing public in Mexico or abroad, except during those window periods during which transaction are approved by the law of the countries in which such securities are issued or traded. Any transaction entered into during periods not approved by law of the countries in which such securities are issued or traded may result in either civil or criminal sanctions or both in accordance with the law of each respective country.

Any doubt about what you can or cannot do in this area, should be referred to the Vitro Legal Department for clarification.

Confidentiality and proprietary information

Employees have the duty to safeguard confidentiality and/or proprietary information about Vitro, as well as the information entrusted to Vitro's employees by our customers and suppliers. Employees are strictly forbidden to use this information for personal benefit or for the benefit of relatives, friends or third parties, assuming responsibility for the consequences of such non-authorized disclosure.

Employees shall avoid discussing confidential information in public places, family circles, with third parties, and even with peers having no direct relationship with such information. This duty shall continue even though the employee has left Vitro.

If an employee communicates privileged, confidential or non-public information without authorization to third parties or peers, and such third parties or peers subsequently disclose such information to the detriment of Vitro, the disclosing employee be subject to sanctions within Vitro which sanctions may range up to including dismissal. Additional sanctions and/or civil or criminal prosecutions may result if such disclosure violates the law of any country in which Vitro operates.

Information with rights reserved by Vitro as to which employees have access due to the work that such employee performs, should not be reproduced without the express authorization of the area responsible of its generation and custody. Vitro's Administrators should assure that external personnel with access to Vitro's information comply strictly with this provision, establishing controls that preserve Vitro's interest and avoiding any harm caused to Vitro for violations with this provision.

Solely the departments of Financial Information, Investor Relationship and Institutional Relationship and Communication and any other department expressly authorized by the President and Chief Executive Officer, may disseminate through channels approved by Vitro, any financial or non financial information, within or outside of the Vitro Organization.

Deal fair and honest to customer, suppliers, competitors and employees

Our customers

Business with our customers should be earned based on the quality, price and, services of our products, and our ability to fulfill contracted commitments. Vitro prohibits strictly the use

of false data with the purpose of simulating compliance with the customers' specifications, when such cannot be achieved.

No commercial negotiations with customers should be refused due to the mere fact that their suppliers include direct or indirect competitors of Vitro. Commercial practices should adhere to the provisions established by antitrust laws in the countries where Vitro conducts business. Any doubt regarding the application of antitrust laws in any country, should be timely reviewed with the Executive Vice President Human Development and General Counsel.

Employees may not offer customers any gifts or gratuities of any kind that may contravene commercial practices of Vitro, except for those corresponding to promotional items given out in a general manner, and the reciprocal treatment on hospitality and gratuities in the context of handling negotiations in pursuance to Vitro's interest.

Our suppliers

Employees, who directly or indirectly participate in the supply process, as well as in the contracting of any kind of services on behalf of Vitro, must be objective and choose suppliers on the basis of quality, price and services in compliance with Procurement Policy. Employees must not accept or seek out any benefit from a supplier or potential supplier that would appear to compromise their judgment.

The purchase of products or engagement of services may not be conditioned on a supplier ceasing to supply products and services to Vitro's competitors, unless a conflict of interest may arise for the supplier regarding either confidential information or a conflict which may arise while complying with the terms of any agreement. Advance approval of the Legal department, should be obtained in order to avoid unfair practices or a breach of the antitrust laws in the countries where Vitro does business.

Our competitors

Vitro competes in worldwide markets with merits conferred by the prestige and quality of products and services, and shall not tolerate that its employees make insinuations or misrepresentations or misleading statements about the products and services of competitors. Comparisons made between products of both parties must be accurate and supported by facts.

Vitro forbids its employees to use any illegal or unethical method to obtain information owned by competitors, including robbery or attempt by any means to induce the disclosure of such information by our competitor's employees or former employees.

Competitor's confidential information obtained legally should be used in the proper context of legally performed business intelligence efforts, and shall only be communicated to employees who need to know such information. Employees with access to this information are bound to maintain its confidentiality.

Our employees

Employees are the most valuable asset of Vitro, and shall be treated with respect and dignity. Vitro has a firm commitment to create a professional work environment and promote a healthy competition grounded in respect of the values and a development based on employees' labor competences.

All information about employees should be handled in a confidential manner, and kept in individual files in a safe place, by the Human Resources Department.

Competition Restrictions

Employees involved in commercial operations on behalf of Vitro, are obligated to know and strictly observe the contents and spirit of the competition and anti-monopoly laws of the countries where Vitro does business. The guidelines that regulate these provisions are contained in the Enforcement Antimonopoly Law of the United States of America and by corresponding law in other countries. For clarification of such laws in any country employees shall contact the Vitro Legal Department.

Money laundering operations

In order to fulfill the laws that regulate money laundering, the Administrators of Vitro's companies shall establish control mechanisms to timely detect and avoid accepting and processing transactions with resources coming from criminal activities, and shall conduct its business only with well reputed customers, suppliers and partners, which carry out legitimate business activities from where their resources originate.

Employees should act diligently and obtain sufficient information from prospective customers, suppliers, and partners, in order to assure that they are corporations and persons with legal businesses according to the law and that their resources come from legitimate sources. Any indicia of suspicious activities among either suppliers or customers, which may involve money laundering operations, shall be immediately brought to the attention of the Legal Department, before carrying out any further negotiations.

Environment care

Vitro's Administrators and employees are obligated to assess the environmental risks in all processes and operations, in order to prevent environmental contamination and to establish corrective actions whenever such contamination occur in order to permanently preserve the environment. Employees must know and comply with provisions of the environmental laws of the countries where Vitro conducts businesses.

Vitro's operations should include the efficient use of all energy and natural resources, as well as the reduction and elimination to the extent possible of pollutants or contaminating emissions and the safe containment of toxic materials. These practices and Vitro's environmental culture must be encouraged and be spread between employees, suppliers and communities where Vitro conducts business.

Protection and proper use of company assets

Employees are obligated to preserve and protect from misuse, robbery, damage or sabotage, all of Vitro's assets. Employees should avoid disposing of Vitro's assets for personnel benefit and not commit unlawful acts that harm economically Vitro.

Tangible and intangible assets should exclusively be used for activities related to Vitro's operation and management. Whenever exception in the use of assets occurs, the approval of Vitro's Corporate Responsibility Committee of the Board of Directors shall be required.

Assets directly assigned to employees, including computers (hardware and software); should be used responsibly and exclusively for the development of Vitro's activities, observing guidelines for correct use.

Accuracy in Accounting Records

Authorization of access to the Company assets and transactions registry

Management should establish authorization processes for employees to gain access company assets and accounting records, including information contained in the transaction registry.

Management should record operations in the accounting records and prepare financial statements according to generally accepted accounting principles and disclosure requirements and practices in effect for the country in which each company operates.

Accuracy in accounting records

The information recorded in the accounting records should only include actual operations. It is forbidden to distort, alter or enter registries with false or fictitious data, on transactions, corporate funds and assets acquisition or disposal.

Employees responsible for recording of transactions and the preparation of financial statements shall be responsible for any false entries or lack of proper disclosure in the accounting records, due to the omission of the registration of liabilities or off-record handling of funds and other assets for any purpose.

Proper payments

No employee may authorize payment of Vitro's funds knowing that part of the payment will be used for any purpose other than the purpose described in the documents supporting the payment.

Appropriate controls

The Managers and employees involved in the recording of transactions should adopt the internal control, administrative and accounting policies and guidelines established by Vitro, which provide a reasonable security that the three foregoing requirements have been complied with, and that the financial reports are prepared accurately and truthfully, including all required disclosure standards.

Complete, accurate and timely disclosure

Employees responsible for registering, processing, presenting or disclosing Vitro's financial information to the public, including all employees who participate in these processes, shall be responsible to insure that the information disclosed is comprehensive, balanced, timely, correct, complete and understandable, and complies with the disclosure controls and proceedings established by Vitro. In order to assure the above, a Financial Information Certification applicable to the personnel involved in such preparation shall be established.

Discrimination and harassment

Vitro, strictly adhering to the laws prevailing in the countries where it does business, offers to employees' equal opportunities in contracting, wages, training, development and promotion, prohibiting racial, ethnic, gender, creed, disability or sexual preference discrimination.

No harassment of employees shall be tolerated, including sexual harassment expressed in any manner; and also including verbal and physical behavior which demeans or threatens

any employee or employees, creating a hostile work environment or an unacceptable interference in the performance of work, or which adversely affects individual performance.

Health and safety

Employees should strictly adopt the standards and safety regulations established by the Safety area, with the purpose of safeguarding personnel and company property. Furthermore, employees should timely report unsafe acts and risky situations that endanger the safety of its employees and the company. Serious or repeated breaches that endanger personal life or the property of the company shall be subject to severe sanctions.

Payment bribes, gratification, and contributions

Vitro prohibit the use of companies' funds for illegal activities for any purpose. Therefore it is strictly forbidden for any employee to pay, directly or indirectly, bribes, gratifications or contributions to labor unions, governmental agents, political parties or candidates of any country.

Any petition of this kind should be addressed to the Executive Vice President Administration as well as to the Executive Vice President Human Development and General Counsel, who shall define the course of action to be followed. Violation of this provision can result in civil and criminal penalties under the laws of the country or countries involved for both the company and the employee or employees involved.

Waiver of observance of the standards contained in the Code

Any waiver for employees to comply with any of the provision contained in this Code should be requested in advance to the Executive Vice President Human Development and General Counsel, specifically identifying the causes for such request. Approval of such a request may only be granted by Vitro's Board of Directors.

Cooperation in investigation performed by an Authority

Vitro and its personnel shall completely cooperate in any investigation performed by Mexican governmental authorities or by governmental authorities of any other country where by virtue of the business conducted, such obligation exists.

If employee is aware of any either material or potentially material situation which is under investigation by any government or agency thereof, he/she should immediately notify the Executive Vice President Administration and Executive Vice President Human Development and General Counsel, providing information related to such facts.

Audit, investigations and disciplinary actions

Vitro through the Executive Vice President Administration and Executive Vice President Human Development and General Counsel, shall establish a review program to survey compliance with the provisions contained herein.

Officials are obligate to promptly address recommendations from Internal Audit, Department regarding deviation from Vitro policies and guidelines, as well as those coming from Administrative and Operating areas. Officials are also bound to implement all the necessary corrective and preventive measures. Failure to comply with this provision should be justified by employees before the Executive Vice President Administration, explaining the reason of such failure.

Complaints for serious violations to this Code shall be promptly directed to the Executive Vice President Human Development and General Counsel. Such office shall immediately notify the Executive Vice President Administration and the President and Chief Executive Officer, in order to establish the course of action to be taken.

Investigations of violations to this Code shall be conducted by the Executive Vice President Administration in coordination with the Internal Audit Department and the Executive Vice President Human Development and General Counsel.

Officials are liable to communicate immediately and directly to the Internal Audit Department, all information regarding illegal acts which may affect Vitro. Additionally Officials must be coordinated with the Legal and Risk Departments to determine what procedures shall be undertaken and file on time the proper claims.

During the conduction of any investigations, the Executive Vice President Human Development and General Counsel shall be responsible for the legality and strict adherence to the law and employee's rights, and in coordination with the Executive Vice President Administration, shall support the appropriate investigation team which shall conduct all investigations with the utmost confidentiality and professional diligence.

Employees should fully cooperate with any investigation, providing information and evidence while being discrete and maintaining confidentiality of the investigation as well as of all related documents; unless the Executive Vice President Human Development and General Counsel, authorizes its disclosure.

Sanctions for violation of this Code shall be determined by the Executive Vice President Human Development and General Counsel.

Sanctions for lack of integrity, irresponsible acts, negligence or violations to the provisions of this Code that may harm or damage Vitro or its employees shall include admonition, warnings, and suspension with or without pay, removal of position, salary reduction, dismissal, and/or damage restitution, in addition to any penalties which may be applicable under the laws.

Disciplinary actions may also be required of the Superior of any person who violates this Code if it is determined that his/her participation or lack of diligence and care resulted in such violations.

Sanction of this Code shall also be extended to any employee who submits a complaint with false data, fraud, or bad faith, with the purpose of affecting the image and honorability of peers.

Employees who retaliate against any person who, acting in good faith, raise any question, complaint or claim regarding compliance with the provisions of this Code shall be subject to serious sanctions, including dismissal.

It is strictly prohibited to withhold, destroy or modify documents, with the intent of obstructing investigations made by Vitro Internal Audit Department, any Governmental authority or any other task force designated to carry out an investigation.

Hot Line

In order to provide employees with a source to resolve any doubts regarding compliance with this Code and to provide a procedure for employees to notify company officials of any violations, Vitro provides its employees a Hot Line that may be used freely and/or anonymously without retaliation, guaranteeing a confidential and professional treatment.

V. INSTRUCTIVE

The Human Development area in coordination with Internal Audit, Legal, Institutional Relationships and Communication Areas, shall prepare a general dissemination program to communicate this Code to all personnel.

The training program material should include illustrative examples of situations that might be incurred in actual or apparent conflict of interest, situations that must be reported and to whom they shall be reported, as well as the use of the Hot Line, making emphasis on the confidentiality and security to employees that decide to use this resource.

For employees who have no access to the @utodesarrollate system, in order to take and approve the course regarding this Code, an out-of-the-system course shall be prepared and must conclude with the execution of the Acknowledgement and Observance Certificates. This program, whether on-line or otherwise shall be mandatory to all employees.

All employees and Members of Vitro's Board of Directors are obligated to execute the Acknowledgement Certificate regarding the provisions of this Code (attached document) and to deliver it to the Human Resources Manager or its equivalent in the company.

The Acknowledgement Certificate shall be collected by the Company Human Resources area or its equivalent, and the degree of compliance shall be communicated to the Human Development area. The certificates shall form part of the employee's file, and should be kept in a safe place to be able to be updated each time the employee changes position or company within Vitro.

Additionally, employees that in the opinion of the Executive Vice President Administration, and the Executive Vice President Human Development and General Counsel, should execute also the Observance Certificate (attached document), must do so and be addressed to the Vitro Internal Audit Department.

The Observance Certificates shall be collected by Vitro Internal Audit Department, which shall coordinate with Human Development area to insure that employees required to execute the Certificate, complied with this provision. The certificate of compliance shall be updated each time the employee changes position or company within Vitro.

The Executive Vice President Administration and the Executive Vice President Human Development and General Counsel, shall evaluate the documents where an employee states an actual, potential or apparent existence of a conflict of interest, before deciding actions to be taken.

The Executive Vice President Human Development and General Counsel and Executive Vice President Administration, shall submit quarterly, or whenever requested, a consolidated report to the Audit and Corporate Responsibility Committees of Vitro's Board of Directors, regarding the degree of progress and of compliance to the following aspects:

- Dissemination of the program and training courses for this Code.
- Receipt of the Acknowledgement Certificates.
- Receipt of the Observance Certificates.
- Conflict of interest documents received.
- Consultations received through Hot Line.
- Claims for breaches of the Code received through any other means.

VII. TRANSITORY CLAUSE

For the publication of this Code, the Legal, Institutional Relationship and Communication, Human Resources, and Internal Audit areas, shall have a 90 day period to disseminate the provisions of this Code and obtain the Acknowledgement and Observance Certificates.

With approval of the Audit Committee of the Board of Directors of Vitro”

February 2004

Federico Sada

President and Chief Executive Officer

Claudio Del Valle

Executive Vice President Administration

Francisco Romero

**Executive Vice President Human
Development and General Counsel**



Business Conduct and Professional Ethics Code

Acknowledgement Certificate

I (Employee, Executive or Member of Vitro's Board of Directors complete name) do acknowledge that I have read and understood the **Business Conduct and Professional Ethics Code of Vitro**, and that my conduct as (Employee, Executive or Member of Vitro's Board of Directors) of the Company (name of the Company) must conform at all times to the provisions of the Code, as well as to any legal provision, policies and guidelines established by Vitro.

I do commit in good faith to reveal whenever known to me, any conflict of interest situations or practices contrary to the provisions of this Code, through the channels that Vitro has established.

Employee or *Member of Board* _____

Date _____



Business Conduct and Professional Ethics Code

Observance Certificate

As *(description of the position)* of *(name of the Company)* I do certify that I adhere and abide by the following responsibilities, as well as to the provisions of the **Business Conduct and Professional Ethic Code of Vitro** and to any legal provision, policies and guidelines established by Vitro.

- To act with honesty and integrity, avoiding actual or apparent conflicts of interest, involving my personal and professional relationships.
- To provide full, total, fair, complete, objective, timely and understandable information to Vitro and its corporation officers authorized to receive it.
- To comply and pursue compliance within the scope of my activity with the laws, provisions and regulations which establish obligations for Vitro, in the countries where it does business.
- To act at all times in good faith, with responsibility, with due care, competence and diligence, and without misrepresentation of material facts.
- To act objectively, without subordinating my independent judgment.
- To maintain as confidential Vitro's information, except when I am expressly authorized to disclose it and to avoid its use for personal benefit.
- To share my knowledge and skills with other employees of Vitro, to improve communication of the provisions of this Code.
- To promote ethical conduct among all personnel under my charge and supervision, complying with the provisions of this Code.
- To establish all necessary controls to avoid personal gains beyond those directly arising from employment by Vitro and arising from access to information owned by Vitro, and in the event such becomes necessary by virtue of the work performed, to execute a confidentiality agreement which protects Vitro's interest.
- To act with honesty and responsibility in the use and control of the assets and resources owned by Vitro and/or its companies, entrusted to me.

Employee or Officer _____

Date _____