REGULATIONS

CORPORATE PRACTICES COMMITTEE

Of the Board of Directors of Vitro, Sociedad Anónima Bursátil de Capital Variable

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CHAPTER ONE
GENERAL PROVISIONS

FIRST ARTICLE. PURPOSE OF REGULATIONS

The purpose of these Regulations is to regulate the integration, functions, and operation of the activities of the Corporate Practices Committee of *VITRO, SOCIEDAD ANONIMA BURSATIL DE CAPITAL VARIABLE*, in order to reflect Vitro's commitment to adhere to the highest standards of Corporate Governance.

SECOND ARTICLE. DEFINITIONS

The following definitions are established for the purposes of accuracy and the application of these Regulations:

1. Meeting: The General Shareholders Meeting of Vitro.

2. Sole Circular: The General Provisions Applicable to Issuers of Securities and Other Participants in the Stock Market, published in the Federal Official Gazette on March 19, 2003, including its amendment contained in resolution published in the Federal Official Gazette on September 22, 2006, as well as all other applicable provisions.

3. Committee: The Committees of the Board of Directors of Vitro, which include the Corporate Practices Committee , the Auditing Committee, the Finance and Planning Committee, as well as any other Committee other than the Executive Committee, which the Board of Directors may constitute.

4. Audit Committee: the Board of Directors' audit committee.

5. Finance and Planning Committee: the Board of Directors' finance and planning committee.

6. Corporate Practices Committee : the Board of Directors' corporate practices committee.

7. Executive Committee: Vitro's executive committee, which consists of the Chief Executive Officer, who directs the corporation and the executive and corporate directors who directly report to the aforementioned Chief Executive Officer.

8. Directors. All members of the Board of Directors, including provisional members, pursuant to Article 24 of the Law.

9. Independent Director: All directors deemed as independent pursuant to Article 26 of the Law.

10. Board: The Board of Directors of Vitro.

11. Control: The capacity of a person or a group to perform any of the following acts:

    a) Impose, either directly or indirectly, decisions in Meetings or appoint or remove the majority of the Directors.

    b) Maintain ownership of rights that allow, either directly or indirectly, the exercise of the respective vote of more than 50% (fifty percent) of Vitro's capital stock.

    c) Direct, either directly or indirectly, the management, strategy and the main policies of Vitro, whether through the ownership of securities, contracts or any other manner.

12. Business Day: All working days excluding Saturdays, Sundays, on which banks are authorized to perform banking transactions in the city of Monterrey, Nuevo Leon, Mexico.

13. Chief Executive Officer: The Chief Executive Officer of Vitro.

14. Relevant Executives: Chief Executive Officer, Chief Administration Officer, the Chief Financial Officer, the Chief Flat Glass Unit Officer, the Chief Container Glass Officer, the Diverse Industries and Technology Officer, and the General Council.

15. Bylaws: The Bylaws of Vitro, including amendments thereto.

16. Corporate Governance: The structures and the processes used to ensure the optimum direction and management of Vitro's businesses and activities.

17. Annual Report. The annual report of the Corporate Practices Committee's activities to be prepared by the Committee Chairman and submitted for the consideration of the Board, in accordance with the terms of Chapter Five of these Regulations.

18. Law: The *Ley del Mercado de Valores* (Stock Market Act) published in the Federal Official Gazette on December 30, 2005, including amendments thereto.

19. Mexico: The United Mexican States.

20. Member: Directors part of the Corporate Practices Committee.

21. Related Parties: Parties deemed as related as provided by paragraph XIX of Article 2 of the Law.

22. Committee Chairman: The Chairman of the Corporate Practices Committee.

23. Chairman of the Board: The Chairman of the Board of Directors.

24. Regulations: This ordinance.

25. Committee Secretary: The Secretary of the Corporate Practices Committee.

26. Vitro: the company known as Vitro, Sociedad Anonima Bursátil de Capital Variable *(Public Limited Company (PLC))*.

The aforementioned terms may be used both in singular and plural, masculine of feminine gender without changing their meanings.

CHAPTER TWO
PURPOSE, INTEGRATION, AND FUNCTIONS

THIRD ARTICLE. PURPOSE OF COMMITTEE

The Corporate Practices Committee is an auxiliary body of the Board of Directors that assists in the management, administration, and execution of Vitro's businesses through the performance of the roles conferred by the Law, the Sole Circular, its regulatory provisions, and these Regulations.

FOURTH ARTICLE. INTEGRATION

The Corporate Practices Committee shall consist of the number of Directors determined by the Board of Directors, on the understanding that the minimum membership shall be (3) three Directors. All Members should be Independent Directors, however, in the assumption Vitro is controlled by a person or a group owning fifty percent or more of Vitro's capital stock, the Board may determine that the Corporate Practices Committee shall be composed of Independent Directors in its majority only.

The Board of Directors shall elect the Members (excluding the Committee Chairman, who may only be elected by the Meeting) from among the persons proposed by the Chairman of the Board for such purpose at the first meeting of the Board of Directors held following the election of the Chairman and the Meeting held at the fiscal year-end or any other Meeting that makes such election.

The Board shall be authorized to cover any vacancies that may arise in the Corporate Practices Committee and may remove or substitute any of its Members with the exception of the Committee Chairman, who may only be removed or substituted by the Meeting.

FIFTH ARTICLE. FUNCTIONS

The Corporate Practices Committee shall have the following functions:

1. Provide its opinion to the Board on the following issues, regardless of any other opinion that may be required pursuant to the Law, the Sole Circular, the regulatory provisions, or any other opinion specifically requested by the Board:

    a) To determine all policies and guidelines for the use or enjoyment of the assets incorporating Vitro's patrimony and its controlled companies.

    b) Transactions intended to enter into by Vitro or its controlled companies with Related Parties, except for those approved by the Board under the

policies and guidelines based on paragraph second, letter (b), section III of Article 28 of the Law, which do not required approval from the Board.

c) To appoint, elect, and as appropriate, remove the Chief Executive Officer and its entire compensation and the Chairman of the Board as well.

d) To create policies for the appointment and entire compensation of the remaining Relevant Executives.

e) Waivers for any Director, Relevant Executive or authorized person, to benefit from any corporate opportunity for itself or third parties, which should correspond to Vitro or its controlled companies or in which Vitro has a significant influence in an amount greater than 5% (five percent) of the consolidated assets of Vitro, based on the figures corresponding to the immediate preceding quarter-end.

f) To execute mandatory public offerings in percentages lower to those mentioned in section III, Article 98 of the Law.

g) To enter into agreements related with mandatory public offerings compelling any person into affirmative or negative covenants in benefit of the bidder of such offer or Vitro in terms of Article 100 of the Law.

h) To fail to execute a mandatory public offering since Vitro' economic viability is in risk as provided in Section III, Article 102 of the Law.

i) To establish a price for a public offering of shares whenever such offering has to be executed due to cancellation of securities registration of Vitro before the *Registro Nacional de Valores* (National Securities Registry) as provided in Article 108 of the Law.

Whenever the Board resolutions are other than those provided by the Corporate Practices Committee, the Corporate Practices Committee shall, by means of the Chairman Committee, instruct the Chief Executive Officer to reveal such circumstance to the investor public.

2. To support the Board in the preparation of the annual report according to paragraph (b), Article 172 of the *Ley General de Sociedades Mercantiles* (General Law of Commercial Corporations). The main policies and accounting and information criteria followed in the preparation of the financial information have to be stated and explained.

3. To support the Board in the preparation of the annual report rendered to the Meeting on regard to the operations and activities of the corresponding fiscal year in which the Board was involved.

4. To elaborate remarks of the Annual Report rendered by the Board related to the Relevant Executives performance.

5. To approve any general wage and salary increase granted to Vitro employees and its controlled companies.

6. To monitor the size and integration of the Board to assure an effective decision-taking and in conformance with the applicable legal provisions which state that at least 25% (twenty five percent) of its members are independent and a number of members not exceeding 21 (twenty one).

7. To monitor the fulfillment of the social responsibility principles of Vitro and the disclosure to comply with such principles. To monitor fulfillment of the donation policy.

8. To review and approve the completion of the *Cuestionario Sobre el Cumplimiento de las Recomendaciones de Mejores Prácticas Corporativas (*Questionnaire on the Fulfillment of the Best Corporate Practices Recommendations), reporting to the Board the appropriate and timely basis.

9. To monitor effectiveness of Vitro's Code of Ethics and to advise any amendments deemed convenient.

10. From time to time, review Vitro's corporate policies and the Committee's Regulations to assure consistency between each other and, if appropriate, resolve any issue or conflict related therefrom or between any of them.

11. To assist the Board on the determination of any information and communication policy for the shareholders and the market, as well as for Directors and Relevant Executives in compliance with the Law and other legal provisions.

12. To monitor all new Directors to be provided with, in assistance with the Chief Executive Office, any required induction on Vitro's background and operations, as well as the legal and regulatory framework in which Directors are subject to, emphasizing their duties of loyalty, diligence, and confidentiality.

13. All other functions contemplated by the Law, the Sole Circular, the regulatory provisions, the Company Bylaws, these Regulations, or any other provision established by the Board.

SIXTH ARTICLE. AUTHORITY

In the performance of its duties, the Business Transaction Committee shall be authorized to:

1. Call to the Meetings through the Committee Chairman and any matter considered as relevant shall be included in the Agenda.

2. Request the opinion of independent experts whenever deemed suitable for the appropriate performance of its functions or as required pursuant to the Law, the Sole Circular, its general provisions, or these Regulations.

SEVENTH ARTICLE. REMUNERATIONS AND FEES

The remunerations and fees of Members for their participation on the Corporate Practices Committee, including the offices of Chairman, Secretary, and other participants shall be established by the Meeting.

The fees of independent experts that may be required shall be negotiated with the person appointed by the Corporate Practices Committee on the understanding that said fees shall be in accordance with market practices.

Vitro shall provide the funds necessary to cover the required fees referred to in this article, as well as all reasonable expenses generated from the operation of the.

CHAPTER THREE
CHAIRMAN AND SECRETARY

EIGHTH ARTICLE. COMMITTEE CHAIRMAN

The Committee Chairman shall be appointed and removed exclusively by the Meeting on the understanding that the Chairman of the Board cannot be appointed as Committee Chairman.

The Committee Chairman, as the other Members, shall be appointed in experience, recognized ability, and professional prestige, also considering that the characteristics of said person shall allow the performance of the functions of Chairman, free of conflicts of interest and without being subject to personal, patrimonial, or economic interests.

The Chairman shall preside over the Corporate Practices Committee Meetings and shall be authorized to call to said Meetings, as well as to decide on the matters to be included in the Agenda.

NINTH ARTICLE. RESPONSIBILITIES OF THE COMMITTEE CHAIRMAN

Independently of the responsibilities conferred on the Committee Chairman by the Law, the Sole Circular, its regulatory provisions, and these Regulations, the Committee Chairman shall be responsible for:

1. Ensuring that the Corporate Practices Committee performs its activities by acting in an agreeable manner among its Members.

2. Providing the necessary leadership for the best possible performance of the Corporate Practices Committee's activities.

3. Ensuring that the Members are provided with the proper information and elements for the best possible performance of their functions.

4. Determining jointly with the Chairman of the Board and the Chief Executive Officer the Agenda of the Corporate Practices Committee, without prejudice to the inclusion of the points deemed convenient even without the prior consent of said Chairman of the Board and Chief Executive Officer.

5. Adopting the appropriate procedures to ensure that the Corporate Practices Committee performs its activities effectively and efficiently, as well as ascertaining that its structure, this integration, calendar of activities, and the management of its meetings are appropriate.

6. Ensuring that sufficient time dedicated to the discussion of the items of the Agenda of the Corporate Practices Committee meetings is allowed to permit the detailed analysis of each matter.

7. Ensuring that the resolutions passed at the Corporate Practices Committee meetings or the respective unanimous resolutions adopted by the Corporate Practices Committee itself are reported to the Board on a correct and timely basis no later than the Board meeting immediately following the aforementioned meetings or unanimous resolutions of the Corporate Practices Committee.

8. Prepare the Annual Report on a correct and timely basis.

9. Attend the Meetings held at the fiscal year-end in order to be able to answer any questions that may arise with regard to the Annual Report. If attendance to said Meetings is impossible, the Committee Chairman shall appoint a Member to attend on behalf of the Corporate Practices Committee.

TENTH ARTICLE. COMMITTEE SECRETARY

The General Council of Vitro shall act as the Secretary of the Corporate Practices Committee on the understanding that said Officer shall not form part of this collegiate body.

The Secretary of the Corporate Practices Committee shall act as Secretary and the meetings of said Committee and shall be responsible for writing the unanimous resolutions adopted by the Committee outside of its normal meetings. The Secretary shall also be responsible for calling to the meetings on instructions of the persons with said authority in accordance with the terms of the Eleventh Article of these Regulations.

The Secretary of the Corporate Practices Committee shall be authorized to issue certified minutes of said Committee, whether total or related to a particular item set forth within said minutes.

CHAPTER FOUR
COMMITTEE MEETINGS

ELEVENTH ARTICLE. CALLS TO MEETINGS

The Committee Chairman, any two of its members, the Chairman of the Board and the Chief Executive Officer shall be authorized to call to the Corporate Practices Committee Meetings either directly or through the Committee Secretary, as well as including the matters deemed relevant in the Agenda, preferably in coordination with the Chairman of the Board and/or the Chief Executive Officer, as applicable.

Notices for Corporate Practices Committee Meeting shall be issued in writing and may be delivered personally or by specialized courier service, or by electronic mail or facsimile. Notices shall be sent to the domicile, fax number, or e-mail address registered by its Members in Vitro at least two Business Days in advance of the date of the meeting.

All notices shall indicate the place, date, and time of the meetings, as well as the Agenda, the party summoning the meeting, and shall be accompanied by the documents deemed suitable for the best possible transaction of the aforesaid Agenda.

No prior notices shall be required when all Members are attended the meeting.

TWELFTH ARTICLE. QUORUM

Corporate Practices Committee meetings shall be considered duly installed when the majority of its Members personally attended to the session, via telephone, videoconference, or any other electronic means. Resolutions adopted at the Corporate Practices Committee meetings shall be deemed to be valid when adopted by the majority of participating Members. The Committee Chairman shall have the casting vote in the event of tied-decisions.

The Corporate Practices Committee may invite the Committee Chairman, the Chief Executive Officer, other Relevant Executives, auditors, independent experts, and other Vitro personnel to its meetings deemed suitable for the performance of its activities.

For legal purposes, all resolutions adopted unanimously by the Corporate Practices Committee outside of its meetings shall have the same legal validity as those adopted at the meetings, provided that said resolutions are confirmed in writing by its Members.

THIRTEENTH ARTICLE. CALENDAR OF MEETINGS

The calendar of meetings shall be determined at the first Corporate Practices Committee meeting held immediately following its election by the Board for the corresponding fiscal year, without prejudice to the Corporate Practices Committee being called when required.

The Corporate Practices Committee shall hold at least four meetings annually on the understanding that during the first meeting of each calendar year, which shall be held during January or February, and in all cases prior to the meeting of the Board for the purposes of the fiscal year-end, the Corporate Practices Committee shall review and approve the Annual Report.

FOURTEENTH ARTICLE. CORPORATE PRACTICES COMMITTEE MEETINGS

Corporate Practices Committee meetings may be held anywhere of the United Mexican States or abroad.

Corporate Practices Committee meetings shall be chaired by the Committee Chairman, or in the absence thereof, by the Member elected from among the attendees.

The Committee Secretary shall act as the meeting secretary, or in the absence thereof, by the Member elected from among the attendees.

The Committee Secretary or the substitute thereof shall draw up minutes of every Corporate Practices Committee Meeting to confirm the date, time, and place, as well as the Members and guests in attendance, the agenda and the deliberations and resolutions adopted at the meeting. The minutes shall be signed by the parties acting as chairman and secretary in each respective meeting. In the event that the Meeting cannot be held due to lack of quorum or any other reason, minutes shall be draw up to confirm said circumstance.

The Chairman of the Board and the Chief Executive Officer shall be entitled to attend the Corporate Practices Committee Meetings and to express their points of view on the matters transacted therein, on the understanding however, that when deemed suitable, any of its participating Members shall be required to leave from the Meeting during deliberations and/or voting on said matters.

FIFTEENTH ARTICLE. CONFLICTS OF INTEREST

In the event of conflicts of interest between Members, and if applicable, the Committee Secretary, said party shall abstain from participating in the deliberations and voting on said matters without affecting the quorum required for the installation of the respective meeting.

CHAPTER FIVE
ANNUAL REPORT

SIXTEENTH ARTICLE. ANNUAL REPORT

The Chairman of the Corporate Practices Committee shall prepare and submit the Annual Report to the Board.

The Annual Report shall contemplate, as minimum, the following matters:

1. The remarks on the performance of the Relevant Executives.

2. The transactions carried with Related Parties during the reported fiscal year in detailed and including the features of all material transactions.

3. Compensation or remuneration plans for the Chief Executive Officer and the Relevant Executives.

4. The waivers granted by the Board to any Director, Relevant Executive or authorized person to benefit from any corporate opportunity for itself or third parties, which should correspond to Vitro or its controlled companies or in which Vitro has a significant influence and has rendered its opinion upon them.

5. The waivers granted by the Corporate Practices Committee upon the transactions referred in the immediate preceding paragraph, but exclusively for those amounts lower than 5% (five percent) of the consolidated assets of Vitro, based on the figures corresponding to the immediate preceding quarter-end.

6. List of all other activities carried out by the Corporate Practices Committee during the corresponding fiscal year.

7. Number of meetings held during the year and the attendance list or participation of the attending persons.

8. An evaluation of the performance of its activities.

SEVENTEENTH ARTICLE. PARTICIPATION BY RELEVANT EXECUTIVES

For the preparation of the Annual Report, the Corporate Practices Committee shall be required to hear the opinions of the Relevant Executives and in the event of differences in the opinions of the latter parties; the Committee shall include said differences in the Annual Report.

EIGHTEENTH ARTICLE. SUBMITTAL DATE

The Annual Report shall be submitted in writing for the consideration of the Board in March of each year at the latest and in all cases prior to the date of the Meeting held for the purposes of the fiscal year-end. The Annual Report shall reflect the activities performed in the immediately preceding fiscal year.

CHAPTER SIX
MEMBERS' CONDUCT AND RESPONSIBILITIES

NINETEENTH ARTICLE. MEMBERS' CONDUCT

All Members, as members of the Board shall perform the duties of their offices in such a manner as to create a value for the benefit of Vitro without favoring a specific shareholder or group of shareholder. Therefore, said Members shall act diligently by adopting reasoned decisions and complying with the other duties imposed on them pursuant to the Law, the Sole Circular, the Bylaws, and these Regulations.

TWENTIETH ARTICLE. LOYALTY, DILIGENCE, AND CONFIDENTIALITY

Pursuant to the provisions of the Law and other applicable legal ordinances, the Members, in their capacity as Directors shall comply with the provisions related to Loyalty, Diligence, and Confidentiality.

In accordance with their duty of Diligence, Members shall act in good faith and in the best interests of Vitro and its controlled companies without conducting themselves in any of the manners set forth in Article 32 of the Law; with Loyalty without obtaining any illegitimate economic benefit as a result of their position at Vitro either for themselves or third parties, including any shareholder or group of shareholders and without conducting themselves in any of the manners set forth in Article 35 of the Law and finally, to uphold the standards of Confidentiality by not disclosing any confidential information or issues of which they have knowledge as a result of their position at Vitro, whenever such information or matters are not for public domain.

TWENTY FIRST ARTICLE. LIABILITY

None of the issues contemplated in these Regulations intends to transfer the liability of the Board of Directors to the Corporate Practices Committee in order to ascertain compliance with the Law, the Sole Circular, and the other applicable legal and regulatory provisions, or to expand the limits of responsibility established on said legislation, both for the Directors and the Members.

CHAPTER SEVEN
AMENDMENTS

TWENTY SECOND ARTICLE. AMENDMENTS

These Regulations may only be amended or rescinded by the Board of Directors.

TWENTY THIRD ARTICLE. PROPOSALS FOR AMENDMENTS

Any Director or the Chief Executive Officer of Vitro may propose amendments to these Regulations for consideration of the Board. The Board shall request the opinion of the Corporate Practices Committee on said amendment proposals prior to adopting any resolutions thereon.

TEMPORARY ARTICLES

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These Regulations shall be effective on May 1, 2007.

These Regulations were approved by the Board of Directors of Vitro, Sociedad Anonima Bursátil de Capital Variable at the meeting held on April 27, 2007.

(signature)	*(signature)*
Adrián Sada González Chairman of the Board of Directors	Alejandro F. Sánchez Mújica Secretary of the Board of Directors