



REGULATIONS

FINANCE AND PLANNING 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 Finance and Planning Committee of *VITRO, SOCIEDAD ANÓNIMA BURSÁTIL 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. Committees: The Committees of the Board of Directors of Vitro, which include the Corporate Practices Committee, the Audit 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 Governance 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, Chief Financial Officer, Chief Flat Glass Unit Officer, Chief Container Glass Unit Officer, the Diverse Industries and Technology Unit 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 Finance and Planning 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 Finance and Planning 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 Finance and Planning Committee.

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

24. Regulations: This ordinance.

25. Committee Secretary: The Secretary of the Finance and Planning Committee.

26. Vitro: the company known as Vitro, Sociedad Anonima Bursátil de Capital Variable.

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 Finance and Planning 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 Finance and Planning 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.

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 Finance and Planning Committee and may remove or substitute any of its Members.

FIFTH ARTICLE. FUNCTIONS

The Finance and Planning Committee shall have the following functions:

1. To follow up the application of Vitro financial plan.
2. To follow up the Strategic Plan of Vitro.
3. From time to time, review all investments made and approved by the Board of Directors, comparing the yield on the investments obtained with such presented for consideration of the Board.
4. To assist the Board to monitor consistency in policy investment, financing and review all financial projections.
5. To give an opinion to the Board on any matter requested by it and by the Chief Executive Officer, if and when such matter is not related to an opinion rendered

by the Audit Committee or the Corporate Practices Committee, in terms of the Law or the Sole Circular.

6. All other functions established by these Regulations or the Board.

SIXTH ARTICLE. AUTHORITY

In the performance of its duties, the Finance and Planning Committee shall be authorized to:

1. Request the opinion of independent experts whenever deemed suitable for the appropriate performance of its functions.
2. Request the regular attendance of the Chief Finance Officer to the Finance and Planning Committee Meetings.
3. Request the attendance of other Relevant Executives and Vitro personnel as required, as well as to request any information from them relevant to the performance of its functions.

SEVENTH ARTICLE. REMUNERATIONS AND FEES

The compensation and fees of the Directors for their participation on the Finance and Planning 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 party appointed by the Finance and Planning Committee based on the guidelines established for said purpose, 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 Finance and Planning Committee.

CHAPTER THREE CHAIRMAN AND SECRETARY

EIGHTH ARTICLE. COMMITTEE CHAIRMAN

The Committee Chairman shall be appointed and removed exclusively by the Board.

The Committee Chairman, as the other Members, shall be appointed for his experience, recognized ability and professional prestige.

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

NINTH ARTICLE. RESPONSIBILITIES OF THE COMMITTEE CHAIRMAN

The Committee Chairman shall be responsible for:

1. Ensuring that the Finance and Planning 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 Finance and Planning 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 Finance and Planning 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 Finance and Planning 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 Finance and Planning Committee meetings is allowed to permit the detailed analysis of each matter.
7. Ensuring that the resolutions passed at the Finance and Planning Committee meetings or the respective unanimous resolutions adopted by the Finance and Planning 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 Finance and Planning 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 Finance and Planning Committee.

TENTH ARTICLE. COMMITTEE SECRETARY

The Chief Administration Officer of Vitro shall act as the Secretary of the Finance and Planning Committee on the understanding that said Officer shall not form part of this collegiate body.

The Secretary of the Finance and Planning 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 meetings on instructions of the parties with said authority in accordance with the terms of the Eleventh Article of these Regulations.

The Secretary of the Finance and Planning 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 Finance and Planning 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 Finance and Planning 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

Finance and Planning Committee meetings shall be considered dully installed when the majority of its Members personally attended, 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 Finance and Planning 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 Finance and Planning 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 Finance and Planning Committee meeting held immediately following its election by the Board for the corresponding fiscal year, without prejudice to the Finance and Planning Committee being called when required.

The Finance and Planning 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 Finance and Planning Committee shall review and approve the Annual Report.

FOURTEENTH ARTICLE. FINANCE AND PLANNING COMMITTEE MEETINGS

Finance and Planning Committee meetings may be held anywhere of the United Mexican States or abroad.

Finance and Planning 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 Finance and Planning 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.

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 Finance and Planning Committee shall prepare and submit the Annual Report to the Board.

As a minimum, the Annual Report shall contemplate the following matters:

1. List of all activities carried out by the Finance and Planning Committee during the corresponding fiscal year.
2. Number of meetings held during the year and the attendance list or participation of the attending persons.
3. An evaluation of the performance of its activities.

SEVENTEENTH ARTICLE. PARTICIPATION BY RELEVANT EXECUTIVES

For the preparation of the Annual Report, the Finance and Planning 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 Finance and Planning 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 Finance and Planning Committee on said amendment proposals prior to adopting any resolutions thereon.

TRANSITIONAL PROVISIONS

SOLE

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)

Adrián Sada González
Chairman of the Board of Directors

(signature)

Alejandro F. Sánchez Mújica
Secretary of the Board of Directors