

General Resolution which extends the criteria set forth in the application of article 17 of the Foreign Investment Law regarding the establishment of foreign legal entities in Mexico.

On the margin, a seal bearing the national coat of arms that reads: Estados Unidos Mexicanos (United Mexican States).- Comisión Nacional de Inversiones Extranjeras (Foreign Investment National Commission).

GENERAL RESOLUTION WHICH EXTENDS THE CRITERIA SET FORTH IN THE APPLICATION OF ARTICLE 17 OF THE FOREIGN INVESTMENT LAW REGARDING THE ESTABLISHMENT OF FOREIGN LEGAL ENTITIES IN MEXICO.

The Foreign Investment National Commission, in exercise of the powers conferred by article 26, section IV of the Foreign Investment Law, and

WHEREAS

That article 17 of the Foreign Investment Law states that foreign legal entities intending to engage in business acts on a regular basis in the Mexican Republic, and foreign legal entities to which Article 2736 of the Civil Code for the Federal District regarding local jurisdiction and, for the Mexican Republic regarding federal jurisdiction refers, who intend to establish in the Republic, if they are not regulated by different laws other than the said Code, must obtain authorization from the Secretariat of Economy.

That this precept applies without prejudice to the provisions of international treaties and conventions of which Mexico is a party;

That article 13 of the Commercial Code states that foreigners shall be free to trade as agreed in treaties with their respective nations;

That on August 8, 2012, the General Resolution was published in the Official Gazette of the Federation, establishing the criteria for the application of article 17 of the Foreign Investment Law regarding the establishment of foreign legal entities in Mexico, exempting it from the obligation to obtain authorization referred to in article 17 of the Foreign Investment Law, to foreign legal entities incorporated in accordance with the laws of the United States of America, Canada, Republic of Chile, Republic of Costa Rica, Republic of Colombia, Republic of Nicaragua, Republic of El Salvador, Republic of Guatemala, Republic of Honduras, Republic of Uruguay, Japan and Republic of Peru;

That in accordance with the General Agreement on Trade in Services concluded within the framework of the World Trade Organization; Mexico undertook to accord to services and service providers of any other Member, in respect of all measures affecting the provision of services, a treatment no less favorable than that provided to its own similar services or similar service providers;

That for the purposes of the General Agreement on Trade in Services, commercial presence means any type of commercial or professional establishment, though, among other means, the creation or maintenance of a branch or representative office within the territory of a Member in order to provide a service;

That the authorization referred to in article 17 of the Foreign Investment Law is a requirement that applies only to the establishment in Mexico of foreign legal entities;

That the simplification constitutes a measure that favors the conditions for doing business in the Mexico, and

That by means of an opinion of the members of the Foreign Investment National Commission, it was decided to issue the following:

GENERAL RESOLUTION WHICH EXTENDS THE CRITERIA SET FORTH IN THE APPLICATION OF ARTICLE 17 OF THE FOREIGN INVESTMENT LAW REGARDING THE ESTABLISHMENT OF FOREIGN LEGAL ENTITIES IN MEXICO.

FIRST.- Foreign legal entities wishing to establish themselves in the Mexican Republic to provide a service, constituted in accordance with the laws of the Members of the World Trade Organization included in Annex 1 to this Resolution, are not obliged to obtain authorization referred to in Article 17 of the Foreign Investment Law, as long as they present, through their legal representative or attorney, a written statement under oath in which they declare that:

(i) their bylaws and other incorporation instruments are not contrary to public order, and must provide the main activity that they intend to carry out in the Mexican territory, which should be in accordance with the provisions of the Foreign Investment Law;

(ii) have been incorporated in accordance with the laws of their country of origin;

(iii) in the case of persons referred to in section I of article 17 of the Foreign Investment Law, that said persons shall be established in the Mexican Republic or have an agency or branch therein, must provide the corresponding address; and

(iv) in the case of persons referred to in section II of article 17 of the Foreign Investment Law, that said persons shall have a representative domiciled in the place where they are going to operate, authorized to respond to the obligations they contract, and must provide the corresponding name and address.

SECOND.- For purposes of registration in the Public Registry of Commerce referred to in articles 24 of the Commercial Code and 251 of the General Law of Commercial Companies, with regard to the authorization established in article 17 of the Foreign Investment Law It is enough to present the mentioned document, containing the stamp and date of receipt, as well as the corresponding foil given by the Secretariat of Economy.

THIRD.- This General Resolution is issued only for the purposes indicated and without prejudice to the provisions of the laws and other applicable legal provisions.

TRANSITORY PROVISIONS

FIRST.- This General Resolution will enter into force the day after its publication in the Official Gazette of the Federation.

SECOND.- General Resolution establishing the criteria for the application of article 17 of the Foreign Investment Law regarding the establishment of foreign legal entities in Mexico, published in the Official Gazette of the Federation on August 8, 2012, remains in force.

Once the content of the "General Resolution expanding the criteria established for the application of article 17 of the Foreign Investment Law relative to the establishment of foreign legal entities in Mexico" has been discovered and analyzed, it will come into force on the following day after its publication in the Official Gazette of the Federation, in my capacity as President of the Foreign Investment National Commission, I hereby grant my approval to said Resolution, in the terms set forth.

Sincerely,

Mexico City, April 8, 2014.- The President of the Foreign Investment National Commission, **Ildefonso Guajardo Villarreal**.- Signature.

Annex 1

GENERAL RESOLUTION WHICH EXTENDS THE CRITERIA SET FORTH IN THE APPLICATION OF ARTICLE 17 OF THE FOREIGN INVESTMENT LAW REGARDING THE ESTABLISHMENT OF FOREIGN LEGAL ENTITIES IN MEXICO.

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|-------------------------------------|---|--------------------------------|
| 1. Republic of Albania | 15. Republic of Benin | 29. People's Republic of China |
| 2. Federal Republic of Germany | 16. Republic of Bolivia | 30. Republic of Cyprus |
| 3. Republic of Angola | 17. Republic of Botswana | 31. Republic of Colombia |
| 4. Antigua and Barbuda | 18. Federative Republic of Brazil | 32. Republic of Congo |
| 5. Kingdom of Saudi Arabia | 19. Sultanate of Brunei Darussalam | 33. Republic of Korea |
| 6. Republic of Argentina | 20. Republic of Bulgaria | 34. Republic of Costa Rica |
| 7. Republic of Armenia | 21. Burkina Faso (formerly Upper Volta) | 35. Republic of Cote d'Ivoire |
| 8. Australia | 22. Republic of Burundi | 36. Republic of Croatia |
| 9. Republic of Austria | 23. Republic of Cape Verde | 37. Republic of Cuba |
| 10. Kingdom of Bahrain | 24. State of Cambodia | 38. Kingdom of Denmark |
| 11. People's Republic of Bangladesh | 25. Republic of Cameroon | 39. Republic of Djibouti |
| 12. Barbados | 26. Canada | 40. Commonwealth of Dominica |
| 13. Kingdom of Belgium | 27. Republic of Chad | 41. Republic of Ecuador |
| 14. Belize | 28. Republic of Chile | 42. Arab Republic of Egypt |
| | | 43. Republic of El Salvador |
| | | 44. United Arab Emirates |

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| 45. Republic of Slovenia | 87. Macau Special | 126. Romania |
| 46. Kingdom of Spain | Administrative Region | 127. Republic of Rwanda |
| 47. United States of America | 88. Malaysia | 128. Federation of Saint Kitts and |
| 48. Republic of Estonia | 89. Republic of Malawi | Nevis |
| 49. Republic of Macedonia | 90. Republic of Maldives | 129. Sovereign State of Samoa |
| 50. Russian Federation | 91. Republic of Mali | 130. St. Lucia |
| 51. Republic of Fiji | 92. Republic of Malta | 131. St. Vincent and the |
| 52. Republic of the Philippines | 93. Kingdom of Morocco | Grenadines |
| 53. Republic of Finland | 94. Republic of Mauritius | 132. Republic of Senegal |
| 54. French Republic | 95. Islamic Republic of | 133. Sierra Leone |
| 55. Gabon Republic | Mauritania | 134. Republic of Singapore |
| 56. Republic of Gambia | 96. Republic of Moldova | 135. Democratic Socialist |
| 57. Georgia | 97. Republic of Mongolia | Republic of Sri Lanka |
| 58. Republic of Ghana | 98. Republic of Montenegro | 136. Republic of South Africa |
| 59. Grenada | 99. Republic of Mozambique | 137. Kingdom of Sweden |
| 60. Republic of Guatemala | 100. Republic of the Union of | 138. Swiss Confederation |
| 61. Republic of Guinea | Myanmar | 139. Suriname |
| 62. Republic of Guinea-Bissau | 101. Republic of Namibia | 140. Republic of Seychelles |
| 63. Cooperative Republic of | 102. Federal Democratic Republic | 141. Kingdom of Swaziland |
| Guyana | of Nepal | 142. Kingdom of Thailand |
| 64. Republic of Haiti | 103. Republic of Nicaragua | 143. Distinguished Customs |
| 65. Hellenic Republic | 104. Federal Republic of Nigeria | Territory of Taiwan, Penghu, |
| 66. Republic of Honduras | 105. Republic of Niger | Kinmen and Matsu (Chinese |
| 67. Hong Kong Special | 106. Kingdom of Norway | Taipei) |
| Administrative Region | 107. New Zealand | 144. United Republic of Tanzania |
| 68. Republic of Hungary | 108. Sultanate of Oman | 145. Republic of Tajikistan |
| 69. Republic of India | 109. Kingdom of the Netherlands | 146. Kingdom of Tonga |
| 70. Republic of Indonesia | 110. Islamic Republic of Pakistan | 147. Republic of Trinidad and |
| 71. Ireland | 111. Republic of Panama | Tobago |
| 72. Republic of Iceland | 112. Papua New Guinea | 148. Republic of Tunisia |
| 73. Solomon Islands | 113. Republic of Paraguay | 149. Republic of Turkey |
| 74. State of Israel | 114. Republic of Peru | 150. Ukraine |
| 75. Italian Republic | 115. Republic of Poland | 151. Republic of Uganda |
| 76. Jamaica | 116. Portuguese Republic | 152. European Union |
| 77. Japan | 117. State of Qatar | 153. Eastern Republic of Uruguay |
| 78. Hashemite Kingdom of | 118. United Kingdom of Great | 154. Republic of Vanuatu |
| Jordan | Britain and Northern Ireland | 155. Bolivarian Republic of |
| 79. Republic of Kenya | 119. Central African Republic | Venezuela |
| 80. State of Kuwait | 120. Czech Republic | 156. Socialist Republic of Viet |
| 81. Kingdom of Lesotho | 121. Democratic Republic of | Nam |
| 82. Republic of Latvia | Congo | 157. Republic of Zambia |
| 83. Principality of Liechtenstein | 122. Lao People's Democratic | 158. Republic of Zimbabwe |
| 84. Republic of Lithuania | Republic | |
| 85. Grand Duchy of Luxembourg | 123. Dominican Republic | |
| 86. Republic of Madagascar | 124. Slovak Republic | |
| | 125. Republic of Kyrgyzstan | |