

MEXICAN ECONOMIC DEVELOPMENT INC

Form 20-F

April 27, 2012

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As filed with the Securities and Exchange Commission on April 27, 2012.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 20-F
ANNUAL REPORT PURSUANT TO SECTION 13
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

Commission file number 333-08752

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

(Exact name of registrant as specified in its charter)

Mexican Economic Development, Inc.

(Translation of registrant's name into English)

United Mexican States

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(Jurisdiction of incorporation or organization)

General Anaya No. 601 Pte.

Colonia Bella Vista

Monterrey, NL 64410 Mexico

(Address of principal executive offices)

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

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

Title of each class:

**Name of each exchange on which registered:
New York Stock Exchange**

**American Depositary Shares, each representing 10 BD Units,
and each BD Unit consisting of one Series B Share, two Series
D-B Shares and two Series D-L Shares, without par value**

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

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

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

2,161,177,770 BD Units, each consisting of one Series B Share, two Series D-B Shares and two Series D-L Shares, without par value. The BD Units represent a total of 2,161,177,770 Series B Shares, 4,322,355,540 Series D-B Shares and 4,322,355,540 Series D-L Shares.

1,417,048,500 B Units, each consisting of five Series B Shares without par value. The B Units represent a total of 7,085,242,500 Series B Shares.

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

Yes

No

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

Yes

No

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

Yes

No

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

Yes

No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer

Accelerated filer

Non-accelerated filer

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

U.S. GAAP

IFRS

Other

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

Item 17

Item 18

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

Yes

No

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INTRODUCTION

This annual report contains information materially consistent with the information presented in the audited financial statements and is free of material misstatements of fact that are not material inconsistencies with the information in the audited financial statements.

References

The terms FEMSA, our company, we, us and our, are used in this annual report to refer to Fomento Económico Mexicano, S.A.B. de C.V. a except where the context otherwise requires, its subsidiaries on a consolidated basis. We refer to our subsidiary Coca-Cola FEMSA, S.A.B. de C.V., as Coca-Cola FEMSA, and our subsidiary FEMSA Comercio, S.A. de C.V., as FEMSA Comercio.

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

References to U.S. dollars, US\$, dollars or \$ are to the lawful currency of the United States of America (which we refer to as the United States). References to Mexican pesos, pesos or Ps. are to the lawful currency of Mexico. References to euros or are to the lawful currency of the European Economic and Monetary Union (which we refer to as the Euro Zone).

Currency Translations and Estimates

This annual report contains translations of certain Mexican peso amounts into U.S. dollars at specified rates solely for the convenience of the reader. These translations should not be construed as representations that the Mexican peso amounts actually represent such U.S. dollar amounts or could be converted into U.S. dollars at the rate indicated. Unless otherwise indicated, such U.S. dollar amounts have been translated from Mexican pesos at an exchange rate of Ps. 13.9510 to US\$ 1.00, the noon buying rate for Mexican pesos on December 30, 2011, as published by the Federal Reserve Bank of New York. On March 30, 2012, this exchange rate was Ps. 12.8115 to US\$ 1.00. See Item 3. Key Information Exchange Rate Information for information regarding exchange rates since 2007.

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

Per capita growth rates and population data have been computed based upon statistics prepared by the *Instituto Nacional de Estadística, Geografía e Informática* of Mexico (National Institute of Statistics, Geography and Information, which we refer to as INEGI), the Federal Reserve Bank of New York, the U.S. Federal Reserve Board and *Banco de México* (Bank of Mexico), local entities in each country and upon our estimates.

Forward-Looking Information

This annual report contains words, such as believe, expect and anticipate and similar expressions that identify forward-looking statements. Use of these words reflects our views about future events and financial performance. Actual results could differ materially from those projected in these forward-looking statements as a result of various factors that may be beyond our control, including but not limited to effects on our company from changes in our relationship with or among our affiliated companies, movements in the prices of raw materials, competition, significant developments in Mexico or international economic or political conditions or changes in our regulatory environment. Accordingly, we caution readers not to place undue reliance on these forward-looking statements. In any event, these statements speak only as of their respective dates, and we undertake no obligation to update or revise any of them, whether as a result of new information, future events or otherwise.

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ITEMS 1-2. NOT APPLICABLE

ITEM 3. KEY INFORMATION
Selected Consolidated Financial Data

This annual report includes, under Item 18, our audited consolidated balance sheets as of December 31, 2011 and 2010, and the related consolidated statements of income, cash flows and changes in stockholders' equity for the years ended December 31, 2011, 2010 and 2009. Our audited consolidated financial statements are prepared in accordance with Mexican Financial Reporting Standards (*Normas de Información Financiera Mexicanas*, which we refer to as Mexican FRS or NIF), which differ in certain significant respects from accounting principles generally accepted in the United States, or U.S. GAAP.

Notes 26 and 27 to our audited consolidated financial statements provide a description of the principal differences between Mexican FRS and U.S. GAAP as they relate to our company, together with a reconciliation to U.S. GAAP of net income, comprehensive income and stockholders' equity as well as U.S. GAAP consolidated balance sheets, statements of income and comprehensive income and cash flows for the same periods presented for Mexican FRS purposes and for the consolidated statement of changes in stockholders' equity for the years ended December 31, 2011 and 2010.

In the reconciliation to U.S. GAAP for the year ended December 31, 2009, we present our subsidiary Coca-Cola FEMSA, which is a consolidated subsidiary for purposes of Mexican FRS, under the equity method for U.S. GAAP purposes, due to the substantive participating rights of The Coca-Cola Company as a minority shareholder in Coca-Cola FEMSA during that year. On February 1, 2010, FEMSA and The Coca-Cola Company signed an amendment to their Shareholders' Agreement. As a result of this amendment, FEMSA began to consolidate Coca-Cola FEMSA for U.S. GAAP purposes on this date. See Note 26A to our audited consolidated financial statements.

Beginning in 2012, Mexican issuers with securities registered in the National Securities Registry (Registro Nacional de Valores) of the Comisión Nacional Bancaria y de Valores (Mexican National Banking and Securities Commission, or the CNBV) are required to prepare financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, which we refer to as IFRS. Accordingly, as of January 1, 2012, we are preparing our financial information in accordance with IFRS and will present financial information for 2011 on a comparable basis. See Note 28 to our audited consolidated financial statements.

Beginning on January 1, 2008, in accordance with changes to NIF B-10 under Mexican FRS, we discontinued the use of inflation accounting for our subsidiaries that operate in non-inflationary countries where cumulative inflation for the three preceding years was less than 26%. Our subsidiaries in Mexico, Guatemala, Panama, Colombia and Brazil operate in non-inflationary economic environments, and therefore 2011, 2010 and 2009 figures reflect inflation effects only through 2007. Our subsidiaries in Nicaragua, Costa Rica, Venezuela and Argentina operate in economic environments in which cumulative inflation during the same three-year periods was greater than 26%, and we therefore continue recognizing inflationary accounting for 2011, 2010 and 2009. For comparison purposes, the figures prior to 2008 have been restated in Mexican pesos with purchasing power as of December 31, 2007, taking into account local inflation for each country with reference to the consumer price index. Local currencies have been converted into Mexican pesos using official exchange rates published by the local central bank of each country. Our subsidiary in the Euro Zone, CB Equity LLP (which we refer to as CB Equity), operated in a non-inflationary economic environment in 2011 and 2010. See Note 4 to our audited consolidated financial statements.

As a result of discontinuing inflationary accounting for subsidiaries that operate in non-inflationary economic environments, the financial statements are no longer considered to be presented in a reporting currency that comprehensively includes the effects of price level changes. Therefore, the inflationary effects of inflationary economic environments arising in 2009, 2010 and 2011 result in a difference that must be reconciled for U.S. GAAP purposes, except for Venezuela, which is considered to be a hyperinflationary environment since January 2010 and for which inflationary effects have not been reversed under U.S. GAAP. See Notes 26 and 27 to our audited consolidated financial statements.

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On April 30, 2010, FEMSA announced the closing of the transaction pursuant to which FEMSA agreed to exchange 100% of its beer operations for a 20% economic interest in Heineken Holding N.V. and Heineken N.V., which, together with their respective subsidiaries, we refer to as Heineken or the Heineken Group. See Item 4. Information on the Company FEMSA Cerveza and Equity Method Investment in the Heineken Group. Under Mexican FRS, we have reclassified our consolidated statements of income and cash flows for the year ended December 31, 2009 to reflect Cuauhtémoc Moctezuma Holding, S.A. de C.V. (formerly FEMSA Cerveza, S.A. de C.V.), which we refer to as Cuauhtémoc Moctezuma or FEMSA Cerveza, as a discontinued operation. However, FEMSA Cerveza is not presented as a discontinued operation under U.S. GAAP. See Item 5. Operating and Financial Review and Prospects U.S. GAAP Reconciliation and Notes 26 and 27 to our audited consolidated financial statements.

The following table presents selected financial information of our company. This information should be read in conjunction with, and is qualified in its entirety by, our audited consolidated financial statements and the notes to those statements. See Item 18. Financial Statements. The selected financial information is presented on a consolidated basis and is not necessarily indicative of our financial position or results from operations at or for any future date or period. Under Mexican FRS, FEMSA Cerveza figures for years prior to 2010 have been reclassified and presented as discontinued operations for comparison purposes to 2011 and 2010 figures. See Note 5B to our audited consolidated financial statements. Under U.S. GAAP, FEMSA Cerveza figures are presented as a continuing operation.

	Selected Consolidated Financial Information					
	Year Ended December 31,					
	2011 ⁽²⁾	2011	2010	2009	2008	2007
	(in millions of U.S. dollars and millions of Mexican pesos, except for percentages, per share data and weighted average number of shares outstanding)					
Income Statement Data:						
Mexican FRS:⁽¹⁾						
Total revenues	\$ 14,554	Ps.203,044	Ps.169,702	Ps.160,251	Ps.133,808	Ps.114,459
Income from operations ⁽³⁾	1,928	26,904	22,529	21,130	17,349	14,300
Income taxes ⁽⁴⁾	550	7,687	5,671	4,959	3,108	3,931
Consolidated net income before discontinued operations	1,483	20,684	17,961	11,799	7,630	8,438
Income from the exchange of shares with Heineken, net of taxes			26,623			
Net income from discontinued operations			706	3,283	1,648	3,498
Consolidated net income	1,483	20,684	45,290	15,082	9,278	11,936
Net controlling interest income	1,085	15,133	40,251	9,908	6,708	8,511
Net non-controlling interest income	398	5,551	5,039	5,174	2,570	3,425
Net controlling interest income before discontinued operations:						
Per Series B Share	0.05	0.75	0.64	0.33	0.25	0.25
Per Series D Share	0.07	0.94	0.81	0.42	0.32	0.32
Net controlling income from discontinued operations:						
Per Series B Share			1.37	0.16	0.08	0.17
Per Series D Share			1.70	0.20	0.10	0.21
Net controlling interest income:						
Per Series B Share	0.05	0.75	2.01	0.49	0.33	0.42
Per Series D Share	0.07	0.94	2.51	0.62	0.42	0.53
Weighted average number of shares outstanding (in millions):						
Series B Shares	9,246.4	9,246.4	9,246.4	9,246.4	9,246.4	9,246.4
Series D Shares	8,644.7	8,644.7	8,644.7	8,644.7	8,644.7	8,644.7
Allocation of earnings:						
Series B Shares	46.11%	46.11%	46.11%	46.11%	46.11%	46.11%
Series D Shares	53.89%	53.89%	53.89%	53.89%	53.89%	53.89%

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	Selected Consolidated Financial Information					
	Year Ended December 31,					
	2011 ⁽²⁾	2011	2010	2009	2008	2007
	(in millions of U.S. dollars and millions of Mexican pesos, except for percentages, per share data and weighted average number of shares outstanding)					
U.S. GAAP:⁽⁴⁾						
Total revenues	\$ 14,640	Ps.204,242	Ps.177,053	Ps.102,902	Ps.91,650	Ps.83,362
Income from operations	1,810	25,252	21,235	8,661	7,881	7,667
Participation in Coca-Cola FEMSA's earnings ⁽⁴⁾			183	4,516	2,994	3,635
Consolidated net income	1,279	17,851	72,204 ⁽¹⁰⁾	10,685	6,599	8,589
Less: Net income attributable to the non-controlling interest income	(387)	(5,402)	(4,759)	(783)	253	(32)
Net income attributable to controlling interest income	892	12,449	67,445	9,902	6,852	8,557
Net controlling interest income:						
Per Series B Share	0.04	0.62	3.36	0.49	0.34	0.43
Per Series D Share	0.06	0.78	4.20	0.62	0.43	0.53
Weighted average number of shares outstanding (in millions):						
Series B Shares	9,246.4	9,246.4	9,246.4	9,246.4	9,246.4	9,246.4
Series D Shares	8,644.7	8,644.7	8,644.7	8,644.7	8,644.7	8,644.7
Balance Sheet Data:						
Mexican FRS:⁽¹⁾						
Total assets of continuing operations	\$ 19,691	Ps.274,704	Ps.223,578	Ps.153,638	Ps.126,833	Ps.114,537
Total assets of discontinued operations				72,268	71,201	68,881
Current liabilities of continuing operations	2,769	38,630	30,516	37,218	35,351	28,783
Current liabilities of discontinued operations				10,883	12,912	13,581
Long-term debt of continuing operations ⁽⁵⁾	1,723	24,031	22,203	21,260	21,853	23,066
Other long-term liabilities of continuing operations	1,500	20,929	17,846	8,500	8,285	9,882
Non-current liabilities of discontinued operations				32,216	22,738	18,453
Capital stock	383	5,348	5,348	5,348	5,348	5,348
Total stockholders' equity	13,699	191,114	153,013	115,829	96,895	89,653
Controlling interest	9,575	133,580	117,348	81,637	68,821	64,578
Non-controlling interest	4,124	57,534	35,665	34,192	28,074	25,075
U.S. GAAP:⁽⁴⁾						
Total assets	\$ 27,956	Ps.390,016	Ps.334,517	Ps.158,000	Ps.139,219	Ps.127,167
Current liabilities	2,772	38,676	30,629	23,539	23,654	18,579
Long-term debt ⁽⁵⁾	1,722	24,031	21,927	24,119	19,557	16,569
Other long-term liabilities	3,164	44,148	39,825	10,900	9,966	8,715
Non-controlling interest	7,205	100,517	78,495	1,274	505	698
Controlling interest	13,092	182,644	163,641	98,168	85,537	82,606
Capital stock	383	5,348	5,348	5,348	5,348	5,348
Stockholders' equity ⁽⁶⁾	20,297	283,161	242,136	99,442	86,042	83,304
Other information:						
Mexican FRS:⁽¹⁾						
Depreciation ⁽⁷⁾	\$ 394	Ps.5,498	Ps.4,527	Ps.4,391	Ps.3,762	Ps.4,930
Capital expenditures ⁽⁸⁾	897	12,515	11,171	9,067	7,816	5,939
Operating margin ⁽⁹⁾	13.2%	13.2%	13.3%	13.2%	13.0%	12.5%
U.S. GAAP:						
Depreciation ⁽⁷⁾	\$ 412	Ps.5,743	Ps.4,884	Ps.2,786	Ps.2,439	Ps.2,114
Operating margin ⁽⁹⁾	12.4%	12.4%	11.9%	8.4%	8.6%	9.2%

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- (1) As a result of the FEMSA Cerveza share exchange with the Heineken Group on April 30, 2010, related figures are presented as discontinued operations for Mexican FRS purposes. As a result, prior year financial information has been modified in order to conform to 2010 financial information.

- (2) Translation to U.S. dollar amounts at an exchange rate of Ps. 13.9510 to US\$ 1.00 solely for the convenience of the reader.

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- (3) Beginning in 2008, NIF D-3, Employee Benefits, permitted the presentation of financial expenses related to labor liabilities as part of the comprehensive financing result, which was previously recorded within operating income. Accordingly, information for 2007 has been reclassified for comparability purposes.
- (4) As of February 1, 2010, Coca-Cola FEMSA has been consolidated for U.S. GAAP purposes. Prior to that date, Coca-Cola FEMSA was recorded under the equity method, as discussed in Note 26A to our audited consolidated financial statements.
- (5) Includes long-term debt minus the current portion of long-term debt.
- (6) As of January 1, 2009, U.S. GAAP requires that non-controlling interest be included as part of the total stockholders' equity. This standard was applied retrospectively for comparative purposes.
- (7) Includes bottle breakage.
- (8) Includes investments in property, plant and equipment, intangible and other assets.
- (9) Operating margin is calculated by dividing income from operations by total revenues.
- (10) Includes gain recognized in other income due to control acquisition of Coca-Cola FEMSA. See Note 26A to our audited consolidated financial statements.

Dividends

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

The following table sets forth for each year the nominal amount of dividends per share that we declared in Mexican peso and U.S. dollar amounts and their respective payment dates for the 2007 to 2011 fiscal years:

Date Dividend Paid	Fiscal Year with Respect to which Dividend was Declared	Aggregate Amount of Dividend Declared	Per Series B			
			Share Dividend	Share Dividend	Share Dividend	Share Dividend
May 15, 2007	2006 ⁽¹⁾	Ps.1,485,000,000	Ps.0.0741	\$ 0.0069	Ps.0.0926	\$ 0.0086
May 8, 2008	2007 ⁽¹⁾	Ps.1,620,000,000	Ps.0.0807	\$ 0.0076	Ps.0.1009	\$ 0.0095
May 4, 2009 and November 3, 2009 ⁽²⁾	2008	Ps.1,620,000,000	Ps.0.0807	\$ 0.0061	Ps.0.1009	\$ 0.0076
May 4, 2009			Ps.0.0404	\$ 0.0030	Ps.0.0505	\$ 0.0038
November 3, 2009			Ps.0.0404	\$ 0.0030	Ps.0.0505	\$ 0.0038
May 4, 2010 and November 3, 2010 ⁽³⁾	2009	Ps.2,600,000,000	Ps.0.1296	\$ 0.0105	Ps.0.1621	\$ 0.0132
May 4, 2010			Ps.0.0648	\$ 0.0053	Ps.0.0810	\$ 0.0066

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November 3, 2010			Ps.0.0648	\$ 0.0053	Ps.0.0810	\$ 0.0066
May 3, 2011 and November 2, 2011 ⁽⁴⁾	2010	Ps.4,600,000,000	Ps.0.2294	\$ 0.0199	Ps.0.28675	\$ 0.0249
May 3, 2011			Ps.0.1147	\$ 0.0099	Ps.0.14338	\$ 0.0124
November 2, 2011			Ps.0.1147	\$ 0.0100	Ps.0.14338	\$ 0.0125
May 3, 2012 and November 6, 2012 ⁽⁵⁾	2011	Ps.6,200,000,000	Ps.0.3092	N/a ⁽⁶⁾	Ps.0.3865	N/a
May 3, 2012			Ps.0.1546	N/a	Ps.0.1932	N/a
November 2, 2012			Ps.0.1546	N/a	Ps.0.1932	N/a

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- (1) The per series dividend amount has been adjusted for comparability purposes to reflect the 3:1 stock split effective May 25, 2007.
- (2) The dividend payment for 2008 was divided into two equal payments. The first payment was payable on May 4, 2009, with a record date of April 30, 2009, and the second payment was payable on November 3, 2009, with a record date of October 30, 2009.
- (3) The dividend payment for 2009 was divided into two equal payments. The first payment was payable on May 4, 2010, with a record date of May 3, 2010, and the second payment was payable on November 3, 2010, with a record date of November 2, 2010.
- (4) The dividend payment for 2010 was divided into two equal payments. The first payment was payable on May 3, 2011, with a record date of May 2, 2011, and the second payment was payable on November 2, 2011, with a record date of November 1, 2011.
- (5) The dividend payment for 2011 was divided into two equal payments. The first payment will become payable on May 3, 2012 with a record date of May 2, 2012, and the second payment will become payable on November 6, 2012 with a record date of November 5, 2012.
- (6) The U.S. dollar amount of the 2011 dividend payments will be based on the exchange rate at the time such payments are made. At the annual ordinary general shareholders meeting, or AGM, the board of directors submits the financial statements of our company for the previous fiscal year, together with a report thereon by the board of directors. Once the holders of Series B Shares have approved the financial statements, they determine the allocation of our net profits for the preceding year. Mexican law requires the allocation of at least 5% of net profits to a legal reserve, which is not subsequently available for distribution, until the amount of the legal reserve equals 20% of our paid in capital stock. As of the date of this report, the legal reserve of our company is fully constituted. Thereafter, the holders of Series B Shares may determine and allocate a certain percentage of net profits to any general or special reserve, including a reserve for open-market purchases of our shares. The remainder of net profits is available for distribution in the form of dividends to our shareholders. Dividends may only be paid if net profits are sufficient to offset losses from prior fiscal years.

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

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

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The following table sets forth, for the periods indicated, the high, low, average and year-end noon buying exchange rate published by the Federal Reserve Bank of New York for cable transfers of pesos per U.S. dollar. The Federal Reserve Bank of New York discontinued the publication of foreign exchange rates on December 31, 2008, and therefore, the data provided for the periods beginning January 1, 2009 are based on the rates published by the U.S. Federal Reserve Board in its H.10 Weekly Release of Foreign Exchange Rates. The rates have not been restated in constant currency units and therefore represent nominal historical figures.

Year ended December 31,	Exchange Rate			Year End
	High	Low	Average ⁽¹⁾	
2007	11.27	10.67	10.93	10.92
2008	13.94	9.92	11.21	13.83
2009	15.41	12.63	13.50	13.06
2010	13.19	12.16	12.64	12.38
2011	14.25	11.51	12.46	13.95

(1) Average month-end rates.

	Exchange Rate		
	High	Low	Period End
2010:			
First Quarter	Ps.13.19	Ps.12.30	Ps.12.30
Second Quarter	13.14	12.16	12.83
Third Quarter	13.17	12.49	12.63
Fourth Quarter	12.61	12.21	12.38
2011:			
First Quarter	12.25	11.92	11.92
Second Quarter	11.97	11.51	11.72
Third Quarter	13.87	11.57	13.77
Fourth Quarter	14.25	13.10	13.95
2012:			
January	13.75	12.93	13.04
February	12.95	12.63	12.79
March	12.99	12.63	12.81
First Quarter	13.75	12.63	12.81

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RISK FACTORS

Risks Related to Our Company

Coca-Cola FEMSA

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

Substantially all of Coca-Cola FEMSA's sales are derived from sales of *Coca-Cola* trademark beverages. Coca-Cola FEMSA produces, markets and distributes *Coca-Cola* trademark beverages through standard bottler agreements in certain territories in Mexico and Latin America, which we refer to as Coca-Cola FEMSA's territories. See Item 4. Information on the Company Coca-Cola FEMSA's Territories. Through its rights under Coca-Cola FEMSA's bottler agreements and as a large shareholder, The Coca-Cola Company has the right to participate in the process for making important decisions related to Coca-Cola FEMSA's business.

The Coca-Cola Company may unilaterally set the price for its concentrate. In addition, under Coca-Cola FEMSA's bottler agreements, it is prohibited from bottling or distributing any other beverages without The Coca-Cola Company's authorization or consent, and it may not transfer control of the bottler rights of any of its territories without consent of The Coca-Cola Company.

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

Coca-Cola FEMSA depends on The Coca-Cola Company to renew its bottler agreements. As of December 31, 2011, Coca-Cola FEMSA had seven bottler agreements in Mexico, with each one corresponding to a different territory as follows: (i) the agreements for Mexico's Valley territory expire in June 2013 and April 2016; (ii) the agreements for the Central territory expire in May 2015 and July 2016; (iii) the agreement for the Northeast territory expires in September 2014; (iv) the agreement for the Bajío territory expires in May 2015; and (v) the agreement for the Southeast territory expires in June 2013. Coca-Cola FEMSA's bottler agreements with The Coca-Cola Company will expire for Coca-Cola FEMSA's territories in other countries as follows: Argentina in September 2014; Brazil in April 2014; Colombia in June 2014; Venezuela in August 2016; Guatemala in March 2015; Costa Rica in September 2017; Nicaragua in May 2016; and Panama in November 2014. All of Coca-Cola FEMSA's bottler agreements are automatically renewable for ten-year terms, subject to the right of either party thereto to give prior notice that it does not wish to renew the relevant agreement. In addition, these agreements generally may be terminated in the case of material breach. Termination would prevent Coca-Cola FEMSA from selling *Coca-Cola* trademark beverages in the affected territory and would have an adverse effect on Coca-Cola FEMSA's business, financial condition, results from operations and prospects.

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

The Coca-Cola Company has substantial influence on the conduct of Coca-Cola FEMSA's business. As of April 20, 2012, The Coca-Cola Company indirectly owned 29.4% of Coca-Cola FEMSA's outstanding capital stock, representing 37.0% of its capital stock with full voting rights. The Coca-Cola Company is entitled to appoint five of Coca-Cola FEMSA's maximum of 21 directors and the vote of at least two of them is required to approve certain actions by Coca-Cola FEMSA's board of directors. We are entitled to appoint 13 of Coca-Cola FEMSA's maximum of 21 directors and all of its executive officers. On February 1, 2010, we and The Coca-Cola Company signed a second amendment to the shareholders agreement that confirms our power to govern Coca-Cola FEMSA's operating and financial policies in order to exercise control over its operations in the ordinary course of business. The Coca-Cola Company has the power to determine the outcome of certain protective rights, such as mergers, acquisitions or the sale of any line of business, requiring approval by its board of directors, and may have the power

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to determine the outcome of certain actions requiring approval of Coca-Cola FEMSA's shareholders. See Item 10. Additional Information Material Contracts Coca-Cola FEMSA. The interests of The Coca-Cola Company may be different from the interests of Coca-Cola FEMSA's remaining shareholders, which may result in Coca-Cola FEMSA taking actions contrary to the interests of its remaining shareholders.

Coca-Cola FEMSA has significant transactions with affiliates, particularly The Coca-Cola Company, which may create the potential for conflicts of interest and could result in less favorable terms to Coca-Cola FEMSA.

Coca-Cola FEMSA engages in several transactions with subsidiaries of The Coca-Cola Company. In addition, Coca-Cola FEMSA has entered into cooperative marketing arrangements with The Coca-Cola Company and is a party to a number of bottler agreements with The Coca-Cola Company. Coca-Cola FEMSA also has agreed to develop still beverages and waters in its territories with The Coca-Cola Company and has entered into agreements to acquire companies with The Coca-Cola Company. See Item 7. Major Shareholders and Related Party Transactions Related Party Transactions Business Transactions between Coca-Cola FEMSA and The Coca-Cola Company.

Coca-Cola FEMSA could engage in transactions on less favorable terms with related parties, due to potential conflicts of interest, compared to terms that could be obtained with an unaffiliated third party.

Competition could adversely affect Coca-Cola FEMSA's financial performance.

The beverage industry in the territories in which Coca-Cola FEMSA operates is highly competitive. Coca-Cola FEMSA faces competition from other bottlers of sparkling beverages such as *Pepsi* products, and from producers of low cost beverages, or B brands. Coca-Cola FEMSA also competes in different beverage categories, other than sparkling beverages, such as water, juice-based beverages, teas, sport drinks and value-added dairy products. Although competitive conditions are different in each of Coca-Cola FEMSA's territories, it competes principally in terms of price, packaging, consumer sales promotions, customer service and product innovation. See Item 4. Information on the Company Coca-Cola FEMSA Competition. There can be no assurances that Coca-Cola FEMSA will be able to avoid lower pricing as a result of competitive pressure. Lower pricing, changes made in response to competition and changes in consumer preferences may have an adverse effect on Coca-Cola FEMSA's financial performance.

Changes in consumer preference could reduce demand for some of Coca-Cola FEMSA's products.

The non-alcoholic beverage industry is rapidly evolving as a result of, among other things, changes in consumer preferences. Specifically, consumers are becoming increasingly aware of and concerned about environmental and health issues. Concerns over the environmental impact of plastic may reduce the consumption of Coca-Cola FEMSA's products sold in plastic bottles or result in additional taxes that would adversely affect consumer demand. In addition, researchers, health advocates and dietary guidelines are encouraging consumers to reduce their consumption of certain types of beverages sweetened with sugar and high fructose corn syrup (or HFCS), which could reduce demand for certain of Coca-Cola FEMSA's products. A reduction in consumer demand would adversely affect Coca-Cola FEMSA's results from operations.

Water shortages or any failure to maintain existing concessions could adversely affect Coca-Cola FEMSA's business.

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

Coca-Cola FEMSA obtains the vast majority of the water used in its production pursuant to concessions to exploit wells, which are generally granted based on studies of the existing and projected groundwater supply. Coca-Cola FEMSA's existing water concessions or contracts to obtain water may be terminated by governmental

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authorities under certain circumstances and their renewal depends on receiving necessary authorizations from local and/or federal water authorities. See Item 4. Information on the Company Regulatory Matters Water Supply Law. In some of Coca-Cola FEMSA's other territories, the existing water supply may not be sufficient to meet Coca-Cola FEMSA's future production needs, and the available water supply may be adversely affected by shortages or changes in governmental regulations and environmental changes.

We cannot assure you that water will be available in sufficient quantities to meet Coca-Cola FEMSA's future production needs or will prove sufficient to meet Coca-Cola FEMSA's water supply needs.

Increases in the prices of raw materials would increase Coca-Cola FEMSA's cost of goods sold and may adversely affect Coca-Cola FEMSA's results from operations.

In addition to water, Coca-Cola FEMSA's most significant raw materials are (1) concentrate, which it acquires from affiliates of The Coca-Cola Company, (2) packaging materials and (3) sweeteners. Prices for sparkling beverages concentrate are determined by The Coca-Cola Company as a percentage of the weighted average retail price in local currency, net of applicable taxes. In 2005, The Coca-Cola Company decided to gradually increase concentrate prices for sparkling beverages in Brazil and Mexico. These increases were fully implemented in Brazil in 2008 and in Mexico in 2009. However, Coca-Cola FEMSA may experience further increases in its territories in the future. The prices for Coca-Cola FEMSA's remaining raw materials are driven by market prices and local availability as well as the imposition of import duties and import restrictions and fluctuations in exchange rates. Coca-Cola FEMSA is also required to meet all of its supply needs from suppliers approved by The Coca-Cola Company, which may limit the number of suppliers available to it. Coca-Cola FEMSA's sales prices are denominated in the local currency in each country in which it operates, while the prices of certain materials, including those used in the bottling of its products, mainly resin, ingots to make plastic bottles, finished plastic bottles, aluminum cans and HFCS, are paid in or determined with reference to the U.S. dollar, and therefore may increase if the U.S. dollar appreciates against the currencies of the countries in which Coca-Cola FEMSA operates, as was the case in 2008 and 2009. While the U.S. dollar did not appreciate against the currency of any of the countries in which Coca-Cola FEMSA operates in 2010 or most of 2011, we cannot assure you that an appreciation of the U.S. dollar with respect to such currencies will not occur in the future. See Item 4. Information on the Company Coca-Cola FEMSA Raw Materials.

Coca-Cola FEMSA's most significant packaging raw material costs arise from the purchase of resin and plastic ingots to make plastic bottles and from the purchase of finished plastic bottles, the prices of which are tied to crude oil prices and global resin supply. The average prices that Coca-Cola FEMSA paid for resin and plastic ingots in U.S. dollars increased significantly in 2011, as compared to 2010. We cannot provide any assurance that prices will not increase further in future periods. Average sweetener prices, including of sugar and HFCS, paid by Coca-Cola FEMSA during 2011 were higher as compared to 2010 in all of the countries in which it operates. During the 2009-2011 period, international sugar prices were volatile due to various factors, including shifting demands, availability and climate issues affecting production and distribution. Sugar prices in all of the countries in which Coca-Cola FEMSA operates other than Brazil are subject to local regulations and other barriers to market entry that cause Coca-Cola FEMSA to pay in excess of international market prices for sugar. See Item 4. Information on the Company Coca-Cola FEMSA Raw Materials. We cannot assure you that Coca-Cola FEMSA's raw material prices will not further increase in the future. Increases in the prices of raw materials would increase Coca-Cola FEMSA's cost of goods sold and adversely affect its financial performance.

Taxes could adversely affect Coca-Cola FEMSA's business.

The countries in which Coca-Cola FEMSA operates may adopt new tax laws or modify existing law to increase taxes applicable to its business. For example, in Mexico, a general tax reform became effective on January 1, 2010, pursuant to which, as applicable to Coca-Cola FEMSA, there is a temporary increase in the income tax rate from 28% to 30% from 2010 through 2012. This increase will be followed by a reduction to 29% for the year 2013 and a further reduction in 2014 to return to the previous rate of 28%. In addition, the value added tax (VAT) rate increased in 2010 from 15% to 16%. This increase had an impact on Coca-Cola FEMSA's results from operations due to the reduction in disposable income of consumers.

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In Panama, there was an increase in a certain consumer tax, effective as of April 1, 2010, affecting syrups, powders and concentrate. Some of these materials are used for the production of Coca-Cola FEMSA's sparkling beverages. These taxes increased from 6% to 10%.

Coca-Cola FEMSA's products are also subject to certain taxes in many of the countries in which it operates. Certain countries in Central America, as well as Brazil and Argentina also impose taxes on sparkling beverages. See Item 4. Information on the Company Regulatory Matters Taxation of Sparkling Beverages. We cannot assure you that any governmental authority in any country where Coca-Cola FEMSA operates will not impose new taxes or increase taxes on its products in the future. The imposition of new taxes or increases in taxes on Coca-Cola FEMSA's products may have a material adverse effect on Coca-Cola FEMSA's business, financial condition, prospects and results from operations.

Regulatory developments may adversely affect Coca-Cola FEMSA's business.

Coca-Cola FEMSA is subject to regulation in each of the territories in which it operates. The principal areas in which Coca-Cola FEMSA is subject to regulation are environment, labor, taxation, health and antitrust. Regulation can also affect Coca-Cola FEMSA's ability to set prices for its products. See Item 4. Information of the Company Regulatory Matters. The adoption of new laws or regulations or a stricter interpretation or enforcement thereof in the countries in which Coca-Cola FEMSA operates may increase its operating costs or impose restrictions on its operations, which, in turn, may adversely affect its financial condition, business and results from operations. In particular, environmental standards are continually becoming more stringent in several of the countries in which Coca-Cola FEMSA operates, and Coca-Cola FEMSA is also continually in the process of keeping up and complying with these standards, although we cannot assure you that Coca-Cola FEMSA will be able to meet the timelines for compliance established by the relevant regulatory authorities. See Item 4. Information on the Company Regulatory Matters Environmental Matters. Further changes in current regulations may result in an increase in compliance costs, which may have an adverse effect on Coca-Cola FEMSA's future results from operations or financial condition.

Voluntary price restraints or statutory price controls have been imposed historically in several of the countries in which Coca-Cola FEMSA operates. Coca-Cola FEMSA is currently subject to price controls in Argentina and Venezuela. The imposition of these restrictions or voluntary price restraints in other territories may have an adverse effect on Coca-Cola FEMSA's results from operations and financial position. See Item 4. Information of the Company Regulatory Matters Price Controls. We cannot assure you that governmental authorities in any country where Coca-Cola FEMSA operates will not impose statutory price controls or that Coca-Cola FEMSA will not need to implement voluntary price restraints in the future.

In January 2010, the Venezuelan government amended the *Ley para la Defensa y Acceso a las Personas a los Bienes y Servicios* (Defense of and Access to Goods and Services Law). Any violation by a company that produces, distributes and sells goods and services could lead to fines, penalties or the confiscation of the assets used to produce, distribute and sell these goods without compensation. Although we believe that Coca-Cola FEMSA is in compliance with this law, consumer protection laws in Venezuela are subject to continuing review and changes, and any such changes could lead to an adverse impact on Coca-Cola FEMSA.

In July 2011, the Venezuelan government passed the *Ley de Costos y Precios Justos* (Fair Costs and Prices Law). The purpose of this law is to establish the regulations and administrative processes necessary to maintain the price stability of, and equal access to, goods and services. The law also creates the National Ministry of Costs and Prices, whose main role is to oversee price controls and set maximum retail prices on certain consumer goods and services. Of Coca-Cola FEMSA's products, only certain of its still water beverages were affected by these regulations, which mandated Coca-Cola FEMSA to lower its sale prices as of April 2012. Any failure to comply with this law would result in fines, temporary suspension or the closure of operations. While Coca-Cola FEMSA is currently in compliance with this law, we cannot assure you that the Venezuelan government's future regulation of goods and services will not result in a forced reduction of prices in other of Coca-Cola FEMSA's products, which could have a negative effect on its results of operations.

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In January 2012, the Costa Rican government approved a decree that regulates the sale of food and beverages in schools. The decree came into effect in 2012. Enforcement of this law will be gradual, from applicability in 2012 to 2014, depending on the specific characteristics of the food or beverage in question. In accordance with the decree, the sale of specific sparkling beverages and still beverages that contain sugar, syrup or HFCS in any type of presentation in schools is prohibited. Coca-Cola FEMSA will still be allowed to sell water and certain still beverages in schools. We cannot assure you that the Costa Rican government will not further restrict sales of other of Coca-Cola FEMSA's products in schools in the future; any such further restrictions could lead to an adverse impact on Coca-Cola FEMSA's results of operations.

Coca-Cola FEMSA's operations have from time to time been subject to investigations and proceedings by antitrust authorities and litigation relating to alleged anticompetitive practices. Coca-Cola FEMSA has also been subject to investigations and proceedings on environmental and labor matters. We cannot assure you that these investigations and proceedings could not have an adverse effect on Coca-Cola FEMSA's results from operations or financial condition. See Item 8. Financial Information Legal Proceedings.

Economic and political conditions in the countries other than Mexico in which Coca-Cola FEMSA operates may increasingly adversely affect its business.

In addition to operating in Mexico, our subsidiary Coca-Cola FEMSA conducts operations in Guatemala, Nicaragua, Costa Rica, Panama, Colombia, Venezuela, Brazil and Argentina. Total revenues and income from Coca-Cola FEMSA's combined non-Mexican operations increased as a percentage of its consolidated total revenues and income from operations from 47.4% and 32.4%, respectively, in 2006, to 64.3% and 62.0%, respectively, in 2011. As a consequence, Coca-Cola FEMSA's results have been increasingly affected by the economic and political conditions in the countries, other than Mexico, where it conducts operations.

Consumer demand, preferences, real prices and the costs of raw materials are heavily influenced by macroeconomic and political conditions in the other countries in which Coca-Cola FEMSA operates. These conditions vary by country and may not be correlated to conditions in Coca-Cola FEMSA's Mexican operations. Deterioration in economic and political conditions in any of these countries would have an adverse effect on Coca-Cola FEMSA's financial position and results from operations. In Venezuela, Coca-Cola FEMSA continues to face exchange rate risk as well as scarcity of raw materials and restrictions with respect to the importation of such materials. Venezuelan political events may also affect Coca-Cola FEMSA's operations. The political uncertainty involving Venezuela's October 2012 elections or otherwise could have a negative effect on the Venezuelan economy, which in turn could result in an adverse effect on Coca-Cola FEMSA's business. We cannot provide any assurances that political developments in Venezuela, over which we have no control, will not have an adverse effect on Coca-Cola FEMSA's business, financial condition or results from operations.

In addition, presidential elections were held in November 2011 in each of Guatemala and Nicaragua. The elections in Guatemala led to the election of a new president and political party (the *Partido Patriota* (Patriotic Party)). The elections in Nicaragua led to the reelection of José Daniel Ortega Saavedra, a member of the *Partido Frente Sandinista de Liberación Nacional* (Sandinista National Liberation Front), as president. We cannot assure you that the elected presidents in these countries will continue to apply the same policies that have been applied to Coca-Cola FEMSA in the past.

Depreciation of the local currencies of the countries in which Coca-Cola FEMSA operates against the U.S. dollar may increase its operating costs. Coca-Cola FEMSA has also operated under exchange controls in Venezuela since 2003 that limit its ability to remit dividends abroad or make payments other than in local currencies and that may increase the real price paid for raw materials and services purchased in local currency. In January 2010, the Venezuelan government announced a devaluation of its official exchange rate and the establishment of a multiple exchange rate system, which was set at 2.60 bolivars to US\$ 1.00 for high priority categories and 4.30 bolivars to US\$ 1.00 for non-priority categories, and which recognized the existence of other exchange rates in which the Venezuelan government will intervene. In December 2010, the Venezuelan government announced its decision to implement a new singular fixed exchange rate of 4.30 bolivars to US\$ 1.00, which resulted in a devaluation of the bolivar against the U.S. dollar. Future changes in the Venezuelan exchange control regime, and future currency devaluations or the imposition of exchange controls in any of the countries in which Coca-Cola FEMSA has operations could have an adverse effect on its financial position and results from operations.

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We cannot assure you those political or social developments in any of the countries in which Coca-Cola FEMSA has operations, over which it has no control, will not have a corresponding adverse effect on the economic situation and on its business, financial condition or results from operations.

Weather conditions may adversely affect Coca-Cola FEMSA's results from operations.

Lower temperatures and higher rainfall may negatively impact consumer patterns, which may result in lower per capita consumption of Coca-Cola FEMSA's beverage offerings. Additionally, adverse weather conditions may affect road infrastructure in the territories in which Coca-Cola FEMSA operates and limit its ability to sell and distribute its products, thus affecting Coca-Cola FEMSA's results from operations. As was the case in most of Coca-Cola FEMSA's territories in 2011, adverse weather conditions affected Coca-Cola FEMSA's sales in certain regions of these territories.

FEMSA Comercio

Competition from other retailers in Mexico could adversely affect FEMSA Comercio's business.

The Mexican retail sector is highly competitive. FEMSA participates in the retail sector primarily through FEMSA Comercio. FEMSA Comercio's OXXO convenience stores face competition on a regional basis from 7-Eleven, Super Extra, Super City and Círculo K stores. OXXO convenience stores also face competition from numerous small chains of retailers across Mexico and from retailers that participate with store formats other than convenience stores. FEMSA Comercio may face additional competition from new market entrants. Increased competition may limit the number of new locations available to FEMSA Comercio and require FEMSA Comercio to modify its product offering or pricing. In addition, consumers may prefer alternative products or store formats offered by competitors. As a result, FEMSA Comercio's results from operations and financial position may be adversely affected by competition in the future.

Sales of OXXO convenience stores may be adversely affected by changes in economic conditions in Mexico.

Convenience stores often sell certain products at a premium. The convenience store market is thus highly sensitive to economic conditions, since an economic slowdown is often accompanied by a decline in consumer purchasing power, which in turn results in a decline in the overall consumption of FEMSA Comercio's main product categories. During periods of economic slowdown, OXXO stores may experience a decline in traffic per store and purchases per customer, and this may result in a decline in FEMSA Comercio's results from operations.

FEMSA Comercio may not be able to maintain its historic growth rate.

FEMSA Comercio increased the number of OXXO stores at a compound annual growth rate of 14.5% from 2007 to 2011. The growth in the number of OXXO stores has driven growth in total revenue and operating income at FEMSA Comercio over the same period. As the overall number of stores increases, percentage growth in the number of OXXO stores is likely to decrease. In addition, as convenience store penetration in Mexico grows, the number of viable new store locations may decrease, and new store locations may be less favorable in terms of same store sales, average ticket and store traffic. As a result, FEMSA Comercio's future results from operations and financial condition may not be consistent with prior periods and may be characterized by lower growth rates in terms of total revenue and operating income. In Colombia, FEMSA Comercio may not be able to maintain similar historic growth rates to those in Mexico.

FEMSA Comercio's business may be adversely affected by an increase in the crime rate in Mexico.

In recent years, crime rates have increased, particularly in the north of Mexico, and there has been a particular increase in drug-related crime and other organized crime. Although FEMSA Comercio has stores across the majority of the Mexican territory, the north of Mexico represents an important region in FEMSA Comercio's operations. An increase in crime rates could negatively affect sales and customer traffic, increase security expenses incurred in each store, result in higher turnover of personnel or damage to the perception of the OXXO brand, each of which could have an adverse effect on FEMSA Comercio's business.

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FEMSA Comercio s business may be adversely affected by changes in information technology.

FEMSA Comercio invests aggressively in information technology (which we refer to as IT) in order to maximize its value generation potential. Given the rapid speed at which FEMSA Comercio adds new services and products to its commercial offerings, the development of IT systems, hardware and software needs to keep pace with the growth of the business. If these systems became unstable or if planning for future IT investments were inadequate, it could affect FEMSA Comercio s business by reducing the flexibility of its value proposition to consumers or by increasing its operating complexity, either of which could adversely affect FEMSA Comercio s revenue-per-store trends.

Risks Related to Our Holding of Heineken N.V. and Heineken Holding N.V. Shares

FEMSA will not control Heineken N.V. s and Heineken Holding N.V. s decisions.

On April 30, 2010, FEMSA announced the closing of the transaction pursuant to which FEMSA agreed to exchange 100% of its beer operations for a 20% economic interest in the Heineken Group, which we refer to as the Heineken transaction. As a consequence of the Heineken transaction, FEMSA now participates in the Heineken Holding N.V. Board of Directors, which we refer to as the Heineken Holding Board, and in the Heineken N.V. Supervisory Board, which we refer to as the Heineken Supervisory Board. However, FEMSA is not a majority or controlling shareholder of Heineken N.V. or Heineken Holding N.V., nor does it control the decisions of the Heineken Holding Board or the Heineken Supervisory Board. Therefore, the decisions made by the majority or controlling shareholders of Heineken N.V. or Heineken Holding N.V. or the Heineken Holding Board or the Heineken Supervisory Board may not be consistent with or may not consider the interests of FEMSA s shareholders or may be adverse to the interests of FEMSA s shareholders. Additionally, FEMSA has agreed not to disclose non-public information and decisions taken by Heineken.

Heineken is present in a large number of countries.

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

Strengthening of the Mexican peso.

In the event of a depreciation of the euro against the Mexican peso, the fair value of FEMSA s investment in shares will be adversely affected.

Furthermore, the cash flow that is expected to be received in the form of dividends from Heineken will be in euros, and therefore, in the event of a depreciation of the euro against the Mexican peso, the amount of expected cash flow will be adversely affected.

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

Heineken N.V. and Heineken Holding N.V. are listed companies whose stock trades publicly and is subject to market fluctuation. A reduction in the price of Heineken N.V. or Heineken Holding N.V. shares would result in a reduction in the economic value of FEMSA s participation in Heineken.

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Risks Related to Our Principal Shareholders and Capital Structure

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

As of March 23, 2012, a voting trust, of which the participants are members of seven families, owned 38.69% of our capital stock and 74.86% of our capital stock with full voting rights, consisting of the Series B Shares. Consequently, the voting trust has the power to elect a majority of the members of our board of directors and to play a significant or controlling role in the outcome of substantially all matters to be decided by our board of directors or our shareholders. The interests of the voting trust may differ from those of our other shareholders. See Item 7. Major Shareholders and Related Party Transactions and Item 10. Additional Information Bylaws Voting Rights and Certain Minority Rights.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

FEMSA is a holding company. Accordingly, FEMSA's cash flows are principally derived from dividends, interest and other distributions made to FEMSA by its subsidiaries. Currently, FEMSA's subsidiaries do not have contractual obligations that require them to pay dividends to FEMSA. In addition, debt and other contractual obligations of our subsidiaries may in the future impose restrictions on our subsidiaries' ability to make dividend or other payments to FEMSA, which in turn may adversely affect FEMSA's ability to pay dividends to shareholders and meet its debt and other obligations. As of December 31, 2011, FEMSA had no restrictions on its ability to pay dividends. Given the exchange of 100% of our FEMSA Cerveza business for a 20% economic interest in the Heineken Group, FEMSA's non-controlling shareholder position in Heineken N.V. and Heineken Holding N.V. means that it will be unable to require payment of dividends with respect to the Heineken N.V. or Heineken Holding N.V. shares.

Risks Related to Mexico and the Other Countries in Which We Operate

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

We are a Mexican corporation, and our Mexican operations are our single most important geographic territory. Given the exchange of 100% of our FEMSA Cerveza business for a 20% economic interest in the Heineken Group, FEMSA shareholders may face a lesser degree of exposure with respect to economic conditions in Mexico and a greater degree of indirect exposure to the political, economic and social circumstances affecting the markets in which Heineken is present. For the year ended December 31, 2011, 60% of our consolidated total revenues were attributable to Mexico and at the net income level the percentage attributable to our Mexican

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operations is further reduced. The Mexican economy experienced a downturn as a result of the impact of the global financial crisis on many emerging economies that began in the second half of 2008 and continued through 2010. In the fourth quarter of 2011, Mexican gross domestic product, or GDP, increased by approximately 3.7% on an annualized basis compared to the same period in 2010, due to an improvement in the manufacturing and services sectors of the economy. The Mexican economy continues to be heavily influenced by the U.S. economy, and therefore, further deterioration in economic conditions in, or delays in recovery of, the U.S. economy may hinder any recovery in Mexico. In the past, Mexico has experienced both prolonged periods of weak economic conditions and deteriorations in economic conditions that have had a negative impact on our results from operations. Given the continuing global macroeconomic downturn in 2009 and 2010, and the slow and uncertain recovery in 2011, which also affected the Mexican economy, we cannot assure you that such conditions will not have a material adverse effect on our results from operations and financial position going forward.

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

In addition, an increase in interest rates in Mexico would increase the cost to us of variable rate debt, which constituted 41% of our total debt as of December 31, 2011 (including the effect of interest rate swaps), and have an adverse effect on our financial position and results from operations.

Depreciation of the Mexican peso relative to the U.S. dollar could adversely affect our financial position and results from operations.

Depreciation of the Mexican peso relative to the U.S. dollar increases the cost to us of a portion of the raw materials we acquire, the price of which is paid in or determined with reference to U.S. dollars, and of our debt obligations denominated in U.S. dollars and thereby negatively affects our financial position and results from operations. A severe devaluation or depreciation of the Mexican peso may result in disruption of the international foreign exchange markets and may limit our ability to transfer or to convert Mexican pesos into U.S. dollars and other currencies for the purpose of making timely payments of interest and principal on our U.S. dollar-denominated debt or obligations in other currencies. Although the value of the Mexican peso against the U.S. dollar had been fairly stable until mid-2008, in the fourth quarter of 2008, the Mexican peso depreciated approximately 27% compared to the fourth quarter of 2007. Since 2008, the Mexican peso has continued to experience exchange rate fluctuations relative to the U.S. dollar, as follows. During 2009 and 2010, the Mexican peso experienced a recovery relative to the U.S. dollar of approximately 5.2% and 5.6% compared to the year of 2008 and 2009, respectively. During 2011, the Mexican peso experienced a devaluation relative to the U.S. dollar of approximately 12.7% compared to 2010. In the first quarter of 2012, the Mexican peso appreciated approximately 8.2% relative to the U.S. dollar compared to the fourth quarter of 2011.

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

When the financial markets are volatile, as they have been in recent periods, our results from operations may be substantially affected by variations in exchange rates and commodity prices, and to a lesser degree, interest rates. These effects include foreign exchange gain and loss on assets and liabilities denominated in U.S. dollars, fair value gain and loss on derivative financial instruments, commodities prices and changes in interest income and interest expense. These effects can be much more volatile than our operating performance and our operating cash flows.

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Political events in Mexico could adversely affect our operations.

Mexican political events may significantly affect our operations. Presidential elections in Mexico occur every six years, and the most recent election occurred in July 2006. Elections of the senate also occurred in July 2006, and although the *Partido Acción Nacional* (or the PAN) won a plurality of the seats in the Mexican congress in the election, no party succeeded in securing a majority. Elections of the *Cámara de Diputados* (House of Representatives) occurred in 2009, and although the *Partido Revolucionario Institucional* (or the PRI) won a plurality of seats in the House of Representatives, no party succeeded in securing a majority. The legislative gridlock resulting from the absence of a clear majority by any single party, which is expected to continue until the Mexican presidential and federal congressional elections to be held in July 2012, has impeded the progress of structural reforms in Mexico, which may adversely affect economic conditions in Mexico, and consequently, our results of operations.

The Mexican presidential election in July 2012 will result in a change in administration, as Mexican law does not allow a sitting president to run for a second consecutive term. The presidential race is expected to be highly contested among a number of different parties, including the PRI, the PAN and the *Partido de la Revolución Democrática* (the Party of the Democratic Revolution, or PRD), each with its own political platform. As a result, we cannot predict which party will win the presidential election or whether changes in Mexican governmental policy will result from a change in administration. Such changes, should they occur, may adversely affect economic conditions and/or the industries in which we operate in Mexico, and therefore our results of operations and financial position.

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

The presence and increasing levels of violence among drug cartels, and between these and the Mexican law enforcement and armed forces, pose a risk to our business. Organized criminal activity and related violent incidents remained high during 2011 and the first quarter of 2012 and are relatively concentrated along the northern Mexican border, as well as in certain other Mexican states such as Sinaloa, Michoacán and Guerrero. Mexican President Felipe Calderón has acted to fight the drug cartels and has disrupted the balance of power among them. The principal driver of organized criminal activity is the drug trade that aims to supply and profit from the uninterrupted demand for drugs and the supply of weapons from the United States. This situation could impact our business because consumer habits and patterns adjust to the increased perceived and real insecurity as people refrain from going out as much and gradually shift some on-premise consumption to off-premise consumption of food and beverages on certain social occasions. Insecurity could increase, and this could therefore adversely affect our operational and financial results.

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

Total revenues increased in certain of our non-Mexican beverage operations at a higher rate relative to their respective Mexican operations in 2010. Although this was not the case in 2011, the recurrence of such a higher rate of total revenue growth could result in a greater contribution to the respective results from operations for these territories, but may also expose us to greater risk in these territories as a result. The devaluation of the local currencies against the U.S. dollar in our non-Mexican territories can increase our operating costs in these countries, and depreciation of the local currencies against the Mexican peso can negatively affect our results from operations for these countries. In recent years, the value of the currency in the countries in which we operate had been relatively stable except in Venezuela. Future currency devaluation or the imposition of exchange controls in any of these countries, including Mexico, would have an adverse effect on our financial position and results from operations.

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ITEM 4. INFORMATION ON THE COMPANY

The Company

Overview

We are a Mexican company headquartered in Monterrey, Mexico, and our origin dates back to 1890. Our company was incorporated on May 30, 1936 and has a duration of 99 years. The duration can be extended indefinitely by resolution of our shareholders. Our legal name is Fomento Económico Mexicano, S.A.B. de C.V., and in commercial contexts we frequently refer to ourselves as FEMSA. Our principal executive offices are located at General Anaya No. 601 Pte., Colonia Bella Vista, Monterrey, Nuevo León 64410, Mexico. Our telephone number at this location is (52-81) 8328-6000. Our website is www.femsa.com. We are organized as a *sociedad anónima bursátil de capital variable* under the laws of Mexico.

We conduct our operations through the following principal holding companies, each of which we refer to as a principal sub-holding company:

Coca-Cola FEMSA, which engages in the production, distribution and marketing of soft drinks;

FEMSA Comercio, which operates convenience stores; and

CB Equity, which holds our investment in Heineken.

On April 30, 2010, FEMSA announced the closing of the transaction pursuant to which FEMSA agreed to exchange 100% of its beer operations for a 20% economic interest in the Heineken Group. Under Mexican FRS, we have reclassified our consolidated statements of income and cash flows for the year ended December 31, 2009 to reflect FEMSA Cerveza as a discontinued operation. However, FEMSA Cerveza is not a discontinued operation under U.S. GAAP. See Item 5. Operating and Financial Review and Prospects U.S. GAAP Reconciliation and Notes 26 and 27 to our audited consolidated financial statements.

Corporate Background

FEMSA traces its origins to the establishment of Mexico's first brewery, Cervecería Cuauhtémoc, S.A., which we refer to as Cuauhtémoc, which was founded in 1890 by four Monterrey businessmen: Francisco G. Sada, José A. Muguerza, Isaac Garza and José M. Schneider. Descendants of certain of the founders of Cuauhtémoc are participants of the voting trust that controls the management of our company.

The strategic integration of our company dates back to 1936 when our packaging operations were established to supply crown caps to the brewery. During this period, these operations were part of what was known as the Monterrey Group, which also included interests in banking, steel and other packaging operations.

In 1974, the Monterrey Group was split between two branches of the descendants of the founding families of Cuauhtémoc. The steel and other packaging operations formed the basis for the creation of Corporación Siderúrgica, S.A. (now Alfa, S.A.B. de C.V.), controlled by the Garza Sada family, and the beverage and banking operations were consolidated under the Valores Industriales, S.A. de C.V. (the corporate predecessor of FEMSA) corporate umbrella controlled by the Garza Lagüera family. FEMSA's shares were first listed on what is now the Bolsa Mexicana de Valores, S.A.B. de C.V. (which we refer to as the Mexican Stock Exchange) on September 19, 1978. Between 1977 and 1981, FEMSA diversified its operations through acquisitions in the soft drinks and mineral water industries, the establishment of the first convenience stores under the trade name OXXO and other investments in the hotel, construction, auto parts, food and fishing industries, which were considered non-core businesses and were subsequently divested.

In August 1982, the Mexican government suspended payment on its international debt obligations and nationalized the Mexican banking system. In 1985, certain controlling shareholders of FEMSA acquired a

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controlling interest in Cervecería Moctezuma, S.A., which was then Mexico's third-largest brewery and which we refer to as Moctezuma, and related companies in the packaging industry. FEMSA subsequently undertook an extensive corporate and financial restructuring that was completed in December 1988, and pursuant to which FEMSA's assets were combined under a single corporate entity, which became Grupo Industrial Emprex, S.A. de C.V., which we refer to as Emprex.

In October 1991, certain majority shareholders of FEMSA acquired a controlling interest in Bancomer, S.A., which we refer to as Bancomer. The investment in Bancomer was undertaken as part of the Mexican government's privatization of the banking system, which had been nationalized in 1982. The Bancomer acquisition was financed in part by a subscription by Emprex's shareholders, including FEMSA, of shares in Grupo Financiero Bancomer, S.A. de C.V. (currently Grupo Financiero BBVA Bancomer, S.A. de C.V.), which we refer to as BBVA Bancomer, the Mexican financial services holding company that was formed to hold a controlling interest in Bancomer. In February 1992, FEMSA offered Emprex's shareholders the opportunity to exchange the BBVA Bancomer shares to which they were entitled for Emprex shares owned by FEMSA. In August 1996, the shares of BBVA Bancomer that were received by FEMSA in the exchange with Emprex's shareholders were distributed as a dividend to FEMSA's shareholders.

Upon the completion of these transactions, we began a series of strategic transactions to strengthen the competitive positions of our operating subsidiaries. These transactions included the sale of a 30% strategic interest in Coca-Cola FEMSA to a wholly-owned subsidiary of The Coca-Cola Company and a subsequent public offering of Coca-Cola FEMSA shares, both of which occurred in 1993, and the sale of a 22% strategic interest in FEMSA Cerveza to Labatt Brewing Company Limited, which we refer to as Labatt, in 1994. Labatt, which was later acquired by InBev S.A., or InBev (known at the time of the acquisition of Labatt as Interbrew and currently referred to as A-B InBev), subsequently increased its interest in FEMSA Cerveza to 30%.

In 1998, we completed a reorganization that:

changed our capital structure by converting our outstanding capital stock at the time of the reorganization into BD Units and B Units, and

united the shareholders of FEMSA and the former shareholders of Emprex at the same corporate level through an exchange offer that was consummated on May 11, 1998.

As part of the reorganization, FEMSA listed ADSs on the NYSE representing BD Units, and listed the BD Units and its B Units on the Mexican Stock Exchange.

In May 2003, our subsidiary Coca-Cola FEMSA expanded its operations throughout Latin America by acquiring 100% of Panamerican Beverages, Inc., which we refer to as Panamco, then the largest soft drink bottler in Latin America in terms of sales volume in 2002. Through its acquisition of Panamco, Coca-Cola FEMSA began producing and distributing *Coca-Cola* trademark beverages in additional territories in Mexico, Central America, Colombia, Venezuela and Brazil, along with bottled water, beer and other beverages in some of these territories. The Coca-Cola Company and its subsidiaries received Series D Shares in exchange for their equity interest in Panamco of approximately 25%.

In August 2004, we consummated a series of transactions with InBev, Labatt and certain of their affiliates to terminate the existing arrangements between FEMSA Cerveza and Labatt. As a result of these transactions, FEMSA acquired 100% ownership of FEMSA Cerveza and previously existing arrangements among affiliates of FEMSA and InBev relating to governance, transfer of ownership and other matters with respect to FEMSA Cerveza were terminated.

In June 2005, we consummated an equity offering of 80.5 million BD Units (including BD Units in the form of ADSs) and 52.78 million B units that resulted in net proceeds to us of US\$ 700 million after underwriting spreads and commissions. We used the proceeds of the equity offering to refinance indebtedness incurred in connection with the transactions with InBev, Labatt and certain of their affiliates.

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In January 2006, FEMSA Cerveza, through one of its subsidiaries, acquired 68% of the equity of the Brazilian brewer Cervejarias Kaiser, which we refer to as Kaiser, from the Molson Coors Brewing Company, or Molson Coors, for US\$ 68 million. Molson Coors retained a 15% ownership stake in Kaiser, while Heineken N.V.'s ownership of 17% remained unchanged. In December 2006, Molson Coors completed its exit from Kaiser by exercising its option to sell its 15% holding to FEMSA Cerveza. On December 22, 2006, FEMSA Cerveza made a capital increase of US\$ 200 million in Kaiser. At the time, Heineken N.V. elected not to participate in the increase, thereby diluting its 17% interest in Kaiser to 0.17%, and FEMSA Cerveza thereby increased its stake to 99.83% of the equity of Kaiser. However, in August 2007, FEMSA Cerveza and Heineken N.V. closed a stock purchase agreement whereby Heineken N.V. purchased the shares necessary to regain its 17% interest in Kaiser. As a result of this transaction, FEMSA Cerveza obtained ownership of 83% of Kaiser and Heineken N.V. obtained ownership of 17%.

In November 2006, we acquired from certain subsidiaries of The Coca-Cola Company 148,000,000 Series D shares of Coca-Cola FEMSA, representing 8.02% of the total outstanding stock of Coca-Cola FEMSA. We acquired these shares at a price of US\$ 427.4 million in the aggregate, pursuant to a Memorandum of Understanding with The Coca-Cola Company. As of April 20, 2012, we indirectly owned Series A Shares of Coca-Cola FEMSA equal to 50.0% of its capital stock (63.0% of its capital stock with full voting rights) and The Coca-Cola Company indirectly owned Series D Shares of Coca-Cola FEMSA equal to 29.4% of its capital stock (37.0% of its capital stock with full voting rights). The remaining 20.6% of Coca-Cola FEMSA's capital stock consisted of Series L Shares with limited voting rights, which trade on the Mexican Stock Exchange and/or on the NYSE in the form of ADSs under the trading symbol KOF.

In March 2007, at our company's AGM, our shareholders approved a three-for-one stock split of FEMSA's outstanding stock and our ADSs traded on the NYSE. The pro rata stock split had no effect on the ownership structure of FEMSA. The new units issued in the stock split were distributed by the Mexican Stock Exchange on May 28, 2007, to holders of record as of May 25, 2007, and ADSs traded on the NYSE were distributed on May 30, 2007, to holders of record as of May 25, 2007.

In November 2007, Administración, S.A.P.I. de C.V., or Administración, a Mexican company owned directly or indirectly by Coca-Cola FEMSA and by The Coca-Cola Company, acquired 58,350,908 shares representing 100% of the shares of the capital stock of Jugos del Valle, for US\$ 370 million in cash, with assumed liabilities of US\$ 86 million. On June 30, 2008, Administración and Jugos del Valle merged, and Jugos del Valle became the surviving entity. Subsequent to the initial acquisition of Jugos del Valle, Coca-Cola FEMSA offered to sell 30% of its interest in Administración to other Coca-Cola bottlers in Mexico. In December 2008, the surviving Jugos del Valle entity sold its operations to The Coca-Cola Company, Coca-Cola FEMSA and other bottlers of *Coca-Cola* trademark brands in Brazil. These still beverage operations were integrated into a joint business with The Coca-Cola Company in Brazil. Through Coca-Cola FEMSA's joint ventures with The Coca-Cola Company, we distribute the Jugos del Valle line of juice-based beverages and have begun to develop and distribute new products. As of December 31, 2011, 2010, 2009 and 2008, Coca-Cola FEMSA has a recorded investment of 19.8% of the capital stock of Jugos del Valle.

In April 2008, FEMSA shareholders approved a proposal to amend our bylaws in order to preserve the unit structure for our shares that has been in place since May 1998, and to maintain our existing share structure beyond May 11, 2008. Our bylaws previously provided that on May 11, 2008 our Series D-B Shares would convert into Series B Shares and our Series D-L Shares would convert into Series L Shares with limited voting rights. In addition, our bylaws provided that, on May 11, 2008, our current unit structure would cease to exist and each of our B Units would be unbundled into five Series B Shares, while each BD Unit would unbundle into three Series B Shares and two newly issued Series L Shares. Following the April 22, 2008 shareholder approvals, the automatic conversion of our share and unit structures no longer exist, and, absent shareholder action, our share structure will continue to be comprised of Series B Shares, which must represent not less than 51% of our outstanding capital stock, and Series D-B and Series D-L Shares, which together may represent up to 49% of our outstanding capital stock. Our Unit structure, absent shareholder action, will continue to consist of B Units, which bundle five Series B Shares, and BD Units, which bundle one Series B Share, two Series D-B Shares and two Series D-L Shares. See Item 9. The Offer and Listing Description of Securities.

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In May 2008, Coca-Cola FEMSA completed its acquisition of Refrigerantes Minas Gerais, Ltda., or REMIL, in Brazil for US\$ 364.1 million, net of cash received, and assumed liabilities of US\$ 196.9 million.

In January 2010, FEMSA announced that its Board of Directors unanimously approved a definitive agreement under which FEMSA would exchange its FEMSA Cerveza business for a 20% economic interest in Heineken, one of the world's leading brewers. Under the terms of the agreement, FEMSA received 43,018,320 shares of Heineken Holding N.V. and 43,009,699 shares of Heineken N.V., with an additional 29,172,504 shares of Heineken N.V. (which shares we refer to as the Allotted Shares) to be delivered pursuant to an allotted share delivery instrument, or the ASDI. Heineken also assumed US\$ 2.1 billion of indebtedness, including FEMSA Cerveza's unfunded pension obligations. The Allotted Shares were delivered to FEMSA in several installments during 2010 and 2011, with the final installment delivered on October 5, 2011. As of December 31, 2011, FEMSA's interest in Heineken N.V. represented 12.53% of Heineken N.V.'s outstanding capital and 14.94% of Heineken Holding N.V.'s outstanding capital. The principal terms of the Heineken transaction documents are summarized below in Item 10. Additional Information Material Contracts.

In February 2010, FEMSA signed an agreement with subsidiaries of The Coca-Cola Company to amend the shareholders agreement for Coca-Cola FEMSA. The purpose of the amendment is to set forth that the appointment and compensation of the chief executive officer and all officers reporting to the chief executive officer, as well as the adoption of decisions related to the ordinary operations of Coca-Cola FEMSA, shall only require a simple majority vote of the board of directors. Decisions related to extraordinary matters (such as business acquisitions or combinations in an amount exceeding US\$ 100 million, among others) shall continue to require the vote of the majority of the board of directors, including the affirmative vote of two of the board members appointed by The Coca-Cola Company. The amendment was approved at Coca-Cola FEMSA's extraordinary shareholders meeting on April 14, 2010, and is reflected in the bylaws of Coca-Cola FEMSA. This amendment was signed without transfer of any consideration. The percentage of our voting interest in our subsidiary Coca-Cola FEMSA remains the same after the signing of this amendment.

In April 2010, Heineken N.V. and Heineken Holding N.V. held their AGM, and approved the acquisition of 100% of the shares of the beer operations owned by FEMSA, under the terms announced in January 2010. The AGM of Heineken appointed, subject to the completion of the acquisition of FEMSA's beer operations, Mr. Jose Antonio Fernández Carbajal as member of the Board of Directors of Heineken Holding N.V. and the Heineken Supervisory Board, and Mr. Javier Astaburuaga Sanjines as second representative in the Heineken Supervisory Board. Their appointments became effective on April 30, 2010.

In April 2010, FEMSA held its AGM, during which shareholders approved the transaction with Heineken. Shareholders approved the exchange of 100% of FEMSA's beer operations in Mexico and Brazil for a 20% economic interest in the Heineken Group, and the assumption by Heineken of debt in the amount of US\$2.1 billion, under the transaction terms described in January 2010.

In April 2010, FEMSA announced the closing of the transaction pursuant to which FEMSA agreed to exchange 100% of its beer operations for a 20% economic interest in the Heineken Group. The principal terms of the Heineken transaction documents are summarized below in Item 10. Additional Information Material Contracts.

In September 2010, FEMSA sold Promotora de Marcas Nacionales, S. de R.L. de C.V., which we refer to as Promotora, to The Coca-Cola Company. Promotora was the owner of the *Mundet* brands of soft drinks in Mexico.

In September 2010, FEMSA signed definitive agreements with GPC III, B.V. to sell its flexible packaging and label operations, Grafo Regia, S.A. de C.V. This transaction was part of FEMSA's strategy to divest non-core assets. The transaction was closed on December 31, 2010.

During the third quarter of 2010, Coca-Cola FEMSA completed a transaction with a Brazilian subsidiary of The Coca-Cola Company to produce, sell and distribute *Matte Leão* branded products. This transaction reinforced Coca-Cola FEMSA's non-carbonated product offering through the platform that is operated by The Coca-Cola Company and its bottling partners in Brazil. As a part of the agreement, Coca-Cola FEMSA has been selling and distributing certain *Matte Leão* branded ready-to-drink products since the first quarter of 2010. As of April 20, 2012, Coca-Cola FEMSA had a 19.4% indirect interest in the *Matte Leão* business in Brazil.

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In March 2011, a consortium of investors formed by FEMSA, the Macquarie Mexican Infrastructure Fund and other investors, acquired Energía Alternativa Istmeña, S. de R.L. de C.V., which we refer to as EAI, and Energía Eólica Mareña, S.A. de C.V., which we refer to as EEM, from subsidiaries of Preneal, S.A., which we refer to as Preneal. EAI and EEM together constitute the Mareña Renovables Wind Power Farm, a 396 megawatt late-stage wind energy project in the southeastern region of the State of Oaxaca. The Mareña Renovables Wind Power Farm is expected to be the largest wind power farm in Latin America.

In March 2011, Coca-Cola FEMSA, with The Coca-Cola Company and through Compañía Panameña de Bebidas S.A.P.I. de C.V., acquired Grupo Industrias Lácteas, which we refer to as Estrella Azul, a Panamanian company engaged for more than 50 years in the dairy and juice-based beverage categories. Coca-Cola FEMSA acquired a 50% interest and will continue to develop this business with The Coca-Cola Company. Beginning in April 2011, both The Coca-Cola Company and Coca-Cola FEMSA commenced the gradual integration of Estrella Azul into the existing beverage platform they share for the development of non-carbonated products in Panama.

In October 2011, Coca-Cola FEMSA merged with Administradora de Acciones del Noreste, S.A. de C.V., which constituted the beverage division of Grupo Tampico, S.A. de C.V. (which we refer to as Grupo Tampico) and was one of the largest family-owned *Coca-Cola* product bottlers in Mexico, as calculated by sales volume. This franchise territory operates in the states of Tamaulipas, San Luis Potosí and Veracruz, as well as in certain parts of the states of Hidalgo, Puebla and Querétaro, and sold 155.7 million unit cases of beverages in 2011. The aggregate enterprise value at the announcement date of this transaction was Ps. 9,300 million. Grupo Tampico's principal shareholders received 63.5 million newly issued Coca-Cola FEMSA Series L Shares. Coca-Cola FEMSA began to consolidate the beverage division of Grupo Tampico in its financial statements as of October 2011.

In December 2011, Coca-Cola FEMSA began the construction of a production plant in Minas Gerais, Brazil, which will require an investment of 250 million Brazilian reais (equivalent to approximately US\$ 140 million). We expect that the construction will generate 800 direct and indirect jobs. As of December 31, 2011, it was anticipated that the new plant would be completed within 18 months and begin operations in June 2013. The plant will be located on a parcel of land 300,000 square meters in size, and it is expected that by 2015 the annual production capacity will be approximately 2.1 billion liters of sparkling beverages, representing an increase of approximately 47% as compared to the current installed capacity of Coca-Cola FEMSA's plant in Belo Horizonte, Brazil. The new plant will produce all of Coca-Cola FEMSA's existing brands and presentations of *Coca-Cola* products.

In December 2011, Coca-Cola FEMSA merged with the beverage division of Corporación de los Ángeles, S.A. de C.V. (which we refer to as Grupo CIMSA), which division was a Mexican family-owned bottler of *Coca-Cola* trademark products. This franchise territory operates mainly in the states of Morelos and Mexico, as well as in certain parts of the states of Guerrero and Michoacán, and sold 154.8 million unit cases of beverages in 2011. The aggregate enterprise value at the announcement date of this transaction was Ps. 11,000 million. A total of 75.4 million new Coca-Cola FEMSA Series L Shares were issued in connection with the transaction, and Coca-Cola FEMSA began to consolidate the beverage division of Grupo CIMSA in its financial statements as of December 2011. As part of its merger with the beverage division of Grupo CIMSA, Coca-Cola FEMSA acquired a 13.2% equity interest in Promotora Industrial Azucarera, S.A. de C.V., which we refer to as Piasa.

On December 15, 2011, Coca-Cola FEMSA entered into an agreement to merge the beverage division of Grupo Fomento Queretano, S.A.P.I. de C.V. (which we refer to as Grupo Fomento Queretano) into Coca-Cola FEMSA. Grupo Fomento Queretano's beverage division operates mainly in the Mexican state of Querétaro, as well as in parts of the states of Mexico, Hidalgo and Guanajuato. The merger agreement was approved by both Coca-Cola FEMSA's and Grupo Fomento Queretano's boards of directors, and is subject to the approval of the *Comisión Federal de Competencia* (the Mexican Antitrust Commission, or the CFC) and of the shareholders meetings of both companies. The transaction will involve the issuance of approximately 45.1 million new Coca-Cola FEMSA Series L Shares, and in addition Coca-Cola FEMSA will assume Ps. 1,221 million in net debt. This transaction is expected to be completed in the second quarter of 2012.

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In February 2012, Coca-Cola FEMSA announced that it had entered into a 12-month exclusivity agreement with The Coca-Cola Company to evaluate the potential acquisition by Coca-Cola FEMSA of a controlling ownership stake in the bottling operations owned by The Coca-Cola Company in the Philippines. Both parties believe that Coca-Cola FEMSA's expertise and successful track record operating in fragmented markets and emerging economies could be effectively deployed in such territory, and contribute significantly toward expanding the penetration of, and consumer preference for, The Coca-Cola Company's brands in that market. This exclusivity agreement does not require either party to enter into any transaction, and there can be no assurances that a definitive agreement will be executed.

On February 23, 2012, a wholly-owned subsidiary of Mitsubishi Corporation, and Stichting Depositary PGGM Infrastructure Funds, a pension fund managed by PGGM, acquired the 45% interest held by FEMSA in the parent companies of the Mareña Renovables Wind Power Farm. Certain subsidiaries of FEMSA, FEMSA Comercio and Coca-Cola FEMSA have entered into 20-year wind power supply agreements with the Mareña Renovables Wind Power Farm to purchase energy output produced by it. These agreements will remain in full force and effect. The sale of FEMSA's participation as an investor will result in a gain.

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Ownership Structure

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

Principal Sub-holding Companies Ownership Structure

As of March 31, 2012

- (1) Compañía Internacional de Bebidas, S.A. de C.V., which we refer to as CIBSA.
- (2) Percentage of capital stock, equal to 63.0% of capital stock with full voting rights.
- (3) Ownership in CB Equity held through various FEMSA subsidiaries.
- (4) Combined economic interest in Heineken N.V. and Heineken Holding N.V.

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

Operations by Segment Overview**Year Ended December 31, 2011 and % of growth vs. last year⁽¹⁾**

	Coca-Cola FEMSA (in millions of Mexican pesos, except for employees and percentages)		FEMSA Comercio		CB Equity ⁽²⁾	
	Ps.	%	Ps.	%	Ps.	%
Total revenues	Ps.124,715	20.5%	Ps.74,112	19.0%	Ps.	%
Income from operations	20,152	18.0%	6,276	20.7%	(7)	(133)%
Total assets	151,608	32.9%	26,998	14.0%	76,791	14.6%
Employees	78,979	15.4%	83,820	14.7%		N/a

Total Revenues Summary by Segment⁽¹⁾

	Year Ended December 31, 2011 2010 2009 (in millions of Mexican pesos)		
Coca-Cola FEMSA	Ps.124,715	Ps.103,456	Ps.102,767
FEMSA Comercio	74,112	62,259	53,549
CB Equity ⁽²⁾			N/a
Other	13,373	12,010	10,991
Consolidated total revenues ⁽³⁾	Ps.203,044	Ps.169,702	Ps.160,251

Total Revenues Summary by Geographic Region⁽⁴⁾⁽⁵⁾

	Year Ended December 31, 2011 2010 2009		
Mexico and Central America ⁽³⁾⁽⁶⁾	Ps.130,256	Ps.111,769	Ps.101,023
South America ⁽³⁾⁽⁷⁾	53,113	44,468	37,507
Venezuela	20,173	14,048	22,448
Consolidated total revenues ⁽³⁾	Ps.203,044	Ps.169,702	Ps.160,251

- (1) The sum of the financial data for each of our segments and percentages with respect thereto differ from our consolidated financial information due to intercompany transactions, which are eliminated in consolidation, and certain assets and activities of FEMSA.
- (2) CB Equity holds Heineken N.V. and Heineken Holding N.V. shares.
- (3) For 2009, consolidated total revenues have been modified to exclude FEMSA Cerveza financial information due to its presentation as a discontinued operation.
- (4) In 2011, Coca-Cola FEMSA changed its business structure and organization. As a result, revenues by geographic region have been regrouped into the following two regions: Mexico and Central America; and South America. See Note 25 to our audited consolidated financial statements.

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- (5) The sum of the financial data for each geographic region differs from our consolidated financial information due to intercompany transactions, which are eliminated in consolidation.

- (6) Central America includes Guatemala, Nicaragua, Costa Rica and Panama. Domestic (Mexico-only) revenues were Ps. 122,690 million, Ps. 105,448 million and Ps. 94,819 million for the years ended December 31, 2011, 2010 and 2009, respectively.

- (7) Includes Colombia, Brazil and Argentina. South America revenues include Brazilian revenues of Ps. 31,405 million, Ps. 27,070 million and Ps. 21,465 million, and Colombian revenues of Ps. 12,320 million, Ps. 11,057 million and Ps. 9,904 million, each for the years ended December 31, 2011, 2010 and 2009, respectively.

Table of Contents**Significant Subsidiaries**

The following table sets forth our significant subsidiaries as of February 29, 2012:

Name of Company	Jurisdiction of Establishment	Percentage Owned
CIBSA	Mexico	100.0%
Coca-Cola FEMSA⁽¹⁾	Mexico	50.0%
Propimex, S. de R.L. de C.V. (a limited liability company; formerly Propimex, S.A. de C.V.)	Mexico	50.0%
Controladora Interamericana de Bebidas, S.A. de C.V.	Mexico	50.0%
Coca-Cola FEMSA de Venezuela, S.A. (formerly Panamco Venezuela, S.A. de C.V.)	Venezuela	50.0%
Spal Industria Brasileira de Bebidas, S.A.	Brazil	48.9%
FEMSA Comercio	Mexico	100.0%
CB Equity	United Kingdom	100.0%

(1) Percentage of capital stock. FEMSA owns 63.0% of the capital stock with full voting rights.

Business Strategy

FEMSA is a leading company that participates in the non-alcoholic beverage industry through Coca-Cola FEMSA, the largest independent bottler of *Coca-Cola* products in the world in terms of sales volume; in the retail industry through FEMSA Comercio, operating the largest and fastest-growing chain of convenience stores in Latin America; and in the beer industry, through its ownership of the second-largest equity stake in Heineken, one of the world's leading brewers, with operations in over 70 countries.

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

We believe that the competencies that our businesses have developed can be replicated in other geographic regions. This underlying principle guided our consolidation efforts, which culminated in Coca-Cola FEMSA's acquisition of Panamco in May 2003. The continental platform that this combination produced encompassing a significant territorial expanse in Mexico and Central America, including some of the most populous metropolitan areas in Latin America has provided us with opportunities to create value through both an improved ability to execute our strategies and the use of superior marketing tools. We have also increased our capabilities to operate and succeed in other geographic regions, by developing significant management and marketing tools to gain an understanding of local consumer needs and trends, as is the case with OXXO's new Colombian operations. Going forward, we intend to use those capabilities to continue our international expansion of both Coca-Cola FEMSA and OXXO.

Our ultimate objectives are achieving sustainable revenue growth, improving profitability and increasing the return on invested capital in each of our operations. We believe that by achieving these goals we will create sustainable value for our shareholders.

Table of Contents**Coca-Cola FEMSA****Overview**

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

Mexico a substantial portion of central Mexico (including Mexico City and the states of Michoacán and Guanajuato) and the southeast and northeast of Mexico (including the Gulf region).

Central America Guatemala (Guatemala City and surrounding areas), Nicaragua (nationwide), Costa Rica (nationwide) and Panama (nationwide).

Colombia most of the country.

Venezuela nationwide.

Brazil the area of greater São Paulo, Campinas, Santos, the state of Mato Grosso do Sul, part of the state of Minas Gerais and part of the state of Goiás.

Argentina Buenos Aires and surrounding areas.

Coca-Cola FEMSA was organized on October 30, 1991 as a *sociedad anónima de capital variable* (a variable capital stock corporation) under the laws of Mexico with a duration of 99 years. On December 5, 2006, as required by amendments to the Mexican Securities Law, Coca-Cola FEMSA became a *sociedad anónima bursátil de capital variable* (a listed variable capital stock corporation). Coca-Cola FEMSA's legal name is Coca-Cola FEMSA, S.A.B. de C.V. Coca-Cola FEMSA's principal executive offices are located at Guillermo González Camarena No. 600, Col. Centro de Ciudad Santa Fe, Delegación Álvaro Obregón, México, D.F., 01210, México. Coca-Cola FEMSA's telephone number at this location is (52-55) 5081-5100. Coca-Cola FEMSA's website is www.coca-colafemsa.com.

The following is an overview of Coca-Cola FEMSA's operations by reporting segment in 2011.

Operations by Reporting Segment Overview**Year Ended December 31, 2011⁽¹⁾**

	Total Revenues	Percentage of Total Revenues	Income from Operations	Percentage of Income from Operations
Mexico and Central America ⁽²⁾	52,196	41.9%	8,906	44.2%
South America (excluding Venezuela) ⁽³⁾	52,408	42.0%	7,943	39.4%
Venezuela	20,111	16.1%	3,303	16.4%
Consolidated	124,715	100.0%	20,152	100.0%

(1) Expressed in millions of Mexican pesos, except for percentages.

(2) Includes Mexico, Guatemala, Nicaragua, Costa Rica and Panama. Includes results of the beverage division of Grupo Tampico from October 2011 and of the beverage division of Grupo CIMSA from December 2011.

(3) Includes Colombia, Brazil and Argentina.

Corporate History

In 1979, one of our subsidiaries acquired certain sparkling beverage bottlers that are now a part of Coca-Cola FEMSA. At that time, the acquired bottlers had 13 Mexican distribution centers operating 701 distribution routes, and their production capacity was 83 million physical cases. In 1991, FEMSA transferred its ownership in the bottlers to FEMSA Refrescos, S.A. de C.V., the corporate predecessor of Coca-Cola FEMSA, S.A.B. de C.V.

In June 1993, a subsidiary of The Coca-Cola Company subscribed for 30% of Coca-Cola FEMSA's capital stock in the form of Series D Shares for US\$ 195 million. In September 1993, FEMSA sold Series L Shares that

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represented 19% of Coca-Cola FEMSA's capital stock to the public, and Coca-Cola FEMSA listed these shares on the Mexican Stock Exchange and, in the form of ADSs, on the NYSE. In a series of transactions between 1994 and 1997, Coca-Cola FEMSA acquired territories in Argentina and additional territories in southern Mexico.

In May 2003, Coca-Cola FEMSA acquired Panamco and began producing and distributing *Coca-Cola* trademark beverages in additional territories in the central and the gulf regions of Mexico and in Central America (Guatemala, Nicaragua, Costa Rica and Panama), Colombia, Venezuela and Brazil, along with bottled water, beer and other beverages in some of these territories. As a result of the acquisition, the interest of The Coca-Cola Company in the capital stock of Coca-Cola FEMSA increased from 30.0% to 39.6%.

During August 2004, Coca-Cola FEMSA conducted a rights offering to allow existing holders of its Series L Shares and ADSs to acquire newly-issued Series L Shares in the form of Series L Shares and ADSs, respectively, at the same price per share at which we and The Coca-Cola Company subscribed in connection with the Panamco acquisition. In March 2006, its shareholders approved the non-cancellation of the 98,684,857 Series L Shares (equivalent to approximately 9.87 million ADSs, or over one-third of the issued Series L Shares at the time) that were not subscribed for in the rights offering which were available for subscription at a price of no less than US\$ 2.216 per share or its equivalent in Mexican currency.

In November 2006, we acquired, through a subsidiary, 148,000,000 Coca-Cola FEMSA Series D Shares from certain subsidiaries of The Coca-Cola Company representing 9.4% of the total outstanding voting shares and 8.0% of the total outstanding equity of Coca-Cola FEMSA, at a price of US\$ 2.888 per share for an aggregate amount of US\$ 427.4 million. With this purchase, we increased our ownership to 53.7% of Coca-Cola FEMSA's capital stock. Pursuant to Coca-Cola FEMSA's bylaws, the acquired shares were converted from Series D Shares to Series A Shares.

In November 2007, Administración, S.A.P.I., a Mexican company owned directly or indirectly by Coca-Cola FEMSA and The Coca-Cola Company, acquired 100% of the shares of capital stock of Jugos del Valle. See The Company Background. The business of Jugos del Valle in the United States was acquired and sold by The Coca-Cola Company. Subsequently, Coca-Cola FEMSA and The Coca-Cola Company and all Mexican and Brazilian *Coca-Cola* bottlers entered into a joint business for the Mexican and the Brazilian operations, respectively, of Jugos del Valle, through transactions completed during 2008. Taking into account the participations held by the beverage divisions of Grupo Tampico and Grupo CIMSA, Coca-Cola FEMSA currently holds an interest of 24.0% in the Mexican joint business and approximately 19.7% in the Brazilian joint businesses of Jugos del Valle. Jugos del Valle sells fruit juice-based beverages and fruit derivatives.

In May 2008, Coca-Cola FEMSA entered into a transaction with The Coca-Cola Company to acquire its wholly-owned bottling franchise REMIL, located in the State of Minas Gerais in Brazil, and Coca-Cola FEMSA paid a purchase price of US\$ 364.1 million in June 2008. Coca-Cola FEMSA began to consolidate REMIL in its financial statements as of June 1, 2008.

In December 2007 and May 2008, Coca-Cola FEMSA sold most of its proprietary brands to The Coca-Cola Company. The proprietary brands are now being licensed back to Coca-Cola FEMSA by The Coca-Cola Company pursuant to Coca-Cola FEMSA's bottler agreements. The December 2007 transaction was valued at US\$ 48 million and the May 2008 transaction was valued at US\$ 16 million. Coca-Cola FEMSA believes that both of these transactions were conducted on an arm's length basis. Revenues from the sale of proprietary brands in which Coca-Cola FEMSA has a significant continuing involvement are deferred and amortized against the related costs of future sales over the estimated sales period.

In July 2008, Coca-Cola FEMSA acquired the jug water business of Agua de los Ángeles, S.A. de C.V., or Agua de los Ángeles, in the Valley of Mexico (Mexico City and surrounding areas) from Grupo Embotellador CIMSA, S.A. de C.V., at the time one of the *Coca-Cola* bottling franchises in Mexico, for a purchase price of US\$ 18.3 million. The trademarks remain with The Coca-Cola Company. Coca-Cola FEMSA subsequently merged Agua de los Ángeles into its jug water business under the *Ciel* brand.

In February 2009, Coca-Cola FEMSA, together with The Coca-Cola Company, acquired the Brisa bottled water business in Colombia from Bavaria, a subsidiary of SABMiller. Coca-Cola FEMSA acquired the production

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assets and the distribution territory, and The Coca-Cola Company acquired the *Brisa* brand. Coca-Cola FEMSA and The Coca-Cola Company equally shared in paying the purchase price of US\$ 92 million. Following a transition period, in June 2009, Coca-Cola FEMSA started to sell and distribute the *Brisa* portfolio of products in Colombia.

In May 2009, Coca-Cola FEMSA entered into an agreement to develop the *Crystal* trademark water products in Brazil jointly with The Coca-Cola Company.

In August 2010, Coca-Cola FEMSA acquired from The Coca-Cola Company, along with other Brazilian *Coca-Cola* bottlers, the business operations of the *Matte Leão* tea brand. As of April 20, 2012, Coca-Cola FEMSA had a 19.4% indirect interest in the *Matte Leão* business in Brazil.

In March 2011, Coca-Cola FEMSA, with The Coca-Cola Company and through Compañía Panameña de Bebidas S.A.P.I. de C.V., acquired Estrella Azul, a Panamanian conglomerate that participates in the dairy and juice-based beverage categories in Panama. Coca-Cola FEMSA will continue to develop this business with The Coca-Cola Company.

In October 2011, Coca-Cola FEMSA merged with the beverage division of Administradora de Acciones del Noreste, S.A. de C.V., which constituted Grupo Tampico's beverage division and was one of the largest family-owned bottlers of *Coca-Cola* trademark products in Mexico, as calculated by sales volume. This franchise territory operates in the states of Tamaulipas, San Luis Potosí and Veracruz, as well as in certain parts of the states of Hidalgo, Puebla and Querétaro, and sold 155.7 million unit cases of beverages in 2011. The aggregate enterprise value at the announcement date of this transaction was Ps. 9,300 million, and a total of 63.5 million new Coca-Cola FEMSA Series L Shares were issued in connection with the transaction. Coca-Cola FEMSA began to consolidate the beverage division of Grupo Tampico in its financial statements as of October 2011.

In December 2011, Coca-Cola FEMSA merged with the beverage division of Grupo CIMSA, a Mexican family-owned bottler of *Coca-Cola* trademark products with operations mainly in the states of Morelos and México, as well as in certain parts of the states of Guerrero and Michoacán. This franchise territory sold 154.8 million unit cases of beverages in 2011. The aggregate enterprise value of this transaction was Ps. 11,000 million, and a total of 75.4 million new Coca-Cola FEMSA Series L Shares were issued in connection with this transaction. Coca-Cola FEMSA began to consolidate the beverage division of Grupo CIMSA in its financial statements as of December 2011. As part of Coca-Cola FEMSA's merger with the beverage division of Grupo CIMSA, it also acquired a 13.2% equity interest in Piasa.

Recent Mergers and Acquisitions

On December 15, 2011, Coca-Cola FEMSA entered into an agreement to merge the beverage division of Grupo Fomento Queretano into Coca-Cola FEMSA. Grupo Fomento Queretano's beverage division operates mainly in the Mexican state of Querétaro, as well as in parts of the states of Mexico, Hidalgo and Guanajuato. The merger agreement was approved by both Coca-Cola FEMSA's and Grupo Fomento Queretano's boards of directors, and is subject to the approval of the CFC and of the shareholders meetings of both companies. The transaction will involve the issuance of approximately 45.1 million new Coca-Cola FEMSA Series L Shares, and in addition Coca-Cola FEMSA will assume Ps. 1,221 million in net debt. This transaction is expected to be completed in the second quarter of 2012.

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In February 2012, Coca-Cola FEMSA entered into a 12-month exclusivity agreement with The Coca-Cola Company to evaluate the potential acquisition by Coca-Cola FEMSA of a controlling ownership stake in the bottling operations owned by The Coca-Cola Company in the Philippines. Coca-Cola FEMSA remains in the process of evaluating this potential acquisition.

Capital Stock

As of April 20, 2012, we indirectly owned Series A Shares of Coca-Cola FEMSA equal to 50.0% of its capital stock (63.0% of its capital stock with full voting rights). As of April 20, 2012, The Coca-Cola Company indirectly owned Series D Shares of Coca-Cola FEMSA equal to 29.4% of its capital stock (37.0% of its capital stock with full voting rights). Series L Shares with limited voting rights, which trade on the Mexican Stock Exchange and/or in the form of ADSs on the NYSE, constituted the remaining 20.6% of Coca-Cola FEMSA's capital stock.

Business Strategy

In August 2011, Coca-Cola FEMSA restructured its business under two new divisions: Mexico and Central America; and South America, creating a more flexible structure to execute its strategies and extend Coca-Cola FEMSA's track record of growth. Previously, Coca-Cola FEMSA managed its business under three divisions: Mexico; Latincentro; and Mercosur. With this new business structure, Coca-Cola FEMSA aligned its business strategies more efficiently, ensuring a faster introduction of new products and categories, and a more rapid and effective design and deployment of commercial models.

Coca-Cola FEMSA operates with a large geographic footprint in Latin America in two divisions:

Mexico and Central America (covering certain territories in Mexico, Guatemala, Nicaragua, Costa Rica and Panama); and

South America (covering certain territories in Colombia, Brazil, Venezuela and Argentina).

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One of Coca-Cola FEMSA's goals is to maximize growth and profitability to create value for its shareholders. Its efforts to achieve this goal are based on: (1) transforming Coca-Cola FEMSA's commercial models to focus on its customers' value potential and using a value-based segmentation approach to capture the industry's value potential; (2) implementing multi-segmentation strategies in its major markets to target distinct market clusters divided by consumption occasion, competitive intensity and socioeconomic levels; (3) implementing well-planned product, packaging and pricing strategies through different distribution channels; (4) driving product innovation along its different product categories; (5) developing new businesses and distribution channels; and (6) achieving the full operating potential of its commercial models and processes to drive operational efficiencies throughout its company. To achieve these goals, Coca-Cola FEMSA intends to continue to focus its efforts on, among other initiatives, the following:

working with The Coca-Cola Company to develop a business model to continue exploring and participating in new lines of beverages, extending existing product lines and effectively advertising and marketing its products;

developing and expanding its still beverage portfolio through innovation, strategic acquisitions and by entering into agreements to acquire companies with The Coca-Cola Company;

expanding its bottled water strategy, with The Coca-Cola Company, through innovation and selective acquisitions to maximize profitability across its market territories;

strengthening its selling capabilities and go-to-market strategies, including pre-sale, conventional selling and hybrid routes, in order to get closer to its clients and help them satisfy the beverage needs of consumers;

implementing selective packaging strategies designed to increase consumer demand for its products and to build a strong returnable base for the *Coca-Cola* brand;

replicating its best practices throughout the value chain;

rationalizing and adapting its organizational and asset structure in order to be in a better position to respond to a changing competitive environment;

committing to building a multi-cultural collaborative team, from top to bottom; and

broadening its geographic footprint through organic growth and strategic joint ventures, mergers and acquisitions.

Coca-Cola FEMSA seeks to increase per capita consumption of its products in the territories in which it operates. To that end, its marketing teams continuously develop sales strategies tailored to the different characteristics of its various territories and distribution channels. Coca-Cola FEMSA continues to develop its product portfolio to better meet market demand and maintain its overall profitability. To stimulate and respond to consumer demand, Coca-Cola FEMSA continues to introduce new categories, products and presentations. See Product and Packaging Mix. In addition, because Coca-Cola FEMSA views its relationship with The Coca-Cola Company as integral to its business, Coca-Cola FEMSA uses market information systems and strategies developed with The Coca-Cola Company to improve its business and marketing strategies.

Coca-Cola FEMSA also continuously seeks to increase productivity in its facilities through infrastructure and process reengineering for improved asset utilization. Its capital expenditure program includes investments in production and distribution facilities, bottles, cases, coolers and information systems. Coca-Cola FEMSA believes that this program will allow it to maintain its capacity and flexibility to innovate and to respond to consumer demand for its products.

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Coca-Cola FEMSA focuses on management quality as a key element of its growth strategy, and remains committed to fostering the development of quality management at all levels. Both we and The Coca-Cola Company provide Coca-Cola FEMSA with managerial experience. To build upon these skills, Coca-Cola FEMSA also offers management training programs designed to enhance its executives' abilities and to provide a forum for exchanging experiences, know-how and talent among an increasing number of multinational executives from its new and existing territories.

Sustainable development is an integral part of Coca-Cola FEMSA's strategic framework for business growth. Coca-Cola FEMSA bases its efforts on five core areas: (i) Ethics and Corporate Values, which defines its commitment to acting, defining and organizing itself based on its corporate values and culture; (ii) Quality of Life in the Company, which encourages the integral development of its employees and their families; (iii) Health and Wellness, to promote an attitude of health, self-care, nutrition and physical activity, both within and outside the company; (iv) Community Engagement, to develop education and learning projects that improve the quality of life

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in the communities where Coca-Cola FEMSA operates; and (v) Environmental Care, to establish guidelines that result in actions to minimize the impact that Coca-Cola FEMSA's operations might have on the environment and create a broader awareness of caring for the environment.

Coca-Cola FEMSA's Territories

The following map shows Coca-Cola FEMSA's territories, giving estimates in each case of the population to which it offers products, the number of retailers of its beverages and the per capita consumption of its beverages as of December 31, 2011:

Per capita consumption data for a territory are determined by dividing total beverage sales volume within the territory (in bottles, cans and fountain containers) by the estimated population within such territory, and are expressed on the basis of the number of eight-ounce servings of Coca-Cola FEMSA products consumed annually per capita. In evaluating the development of local volume sales in its territories and to determine product potential, Coca-Cola FEMSA and The Coca-Cola Company measure, among other factors, the per capita consumption of all of Coca-Cola FEMSA's beverages.

Table of Contents**Coca-Cola FEMSA's Products**

Coca-Cola FEMSA produces, markets and distributes *Coca-Cola* trademark beverages. These *Coca-Cola* trademark beverages include: sparkling beverages (colas and flavored sparkling beverages), waters and still beverages (including juice drinks, coffee, teas and isotonic). The following table sets forth Coca-Cola FEMSA's main brands as of December 31, 2011:

	Mexico and Central America ⁽¹⁾	South America ⁽²⁾	Venezuela
Colas:			
<i>Coca-Cola</i>	ü	ü	ü
<i>Coca-Cola Light</i>	ü	ü	ü
<i>Coca-Cola Zero</i>	ü	ü	
Flavored sparkling beverages:			
<i>Chinotto</i>			ü
<i>Crush</i>		ü	
<i>Fanta</i>	ü	ü	
<i>Fresca</i>	ü		
<i>Frescolita</i>	ü		ü
<i>Hit</i>			ü
<i>Kist</i>	ü		
<i>Kuat</i>		ü	
<i>Lift</i>	ü		
<i>Mundet</i>	ü		
<i>Quatro</i>		ü	
<i>Simba</i>		ü	
<i>Sprite</i>	ü	ü	
<i>Schweppes</i>	ü	ü	ü
Water:			
<i>Alpina</i>	ü		
<i>Aquarius⁽³⁾</i>		ü	
<i>Brisa</i>		ü	
<i>Ciel</i>	ü		
<i>Crystal</i>		ü	
<i>Manantial</i>		ü	
<i>Nevada</i>			ü

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	Mexico and Central America ⁽¹⁾	South America ⁽²⁾	Venezuela
<i>Other Categories:</i>			
<i>Cepita</i>		ü	
<i>Hi-C⁽⁴⁾</i>	ü	ü	
<i>Jugos del Valle⁽⁵⁾</i>	ü	ü	ü
<i>Nestea⁽⁶⁾</i>	ü		ü
<i>Powerade⁽⁷⁾</i>	ü	ü	ü
<i>Matte Leao⁽⁸⁾</i>		ü	
<i>Valle Frut⁽⁹⁾</i>	ü	ü	ü
<i>Estrella Azul⁽¹⁰⁾</i>	ü		
<i>Hugo⁽¹¹⁾</i>		ü	
<i>Del Prado⁽¹²⁾</i>	ü		

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

(2) Includes Colombia, Brazil and Argentina.

(3) Flavored water. In Brazil, also flavored sparkling beverage.

(4) Juice-based beverage. Includes Hi-C Orangeade in Argentina.

(5) Juice based beverage.

(6) Nestea will no longer be a product licensed by The Coca-Cola Company in Coca-Cola FEMSA's territories as of May 2012 and will be replaced with Fuze Tea.

(7) Isotonic.

(8) Ready to drink tea.

(9) Orangeade. Includes *Fresh* in Costa Rica, Nicaragua, Panama, Colombia and Venezuela.

(10) Milk and value-added dairy and juices.

(11) Milk and juice blend.

(12) Juice-based beverages.

Sales Overview

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Coca-Cola FEMSA measures total sales volume in terms of unit cases. One unit case refers to 192 ounces of finished beverage product (24 eight-ounce servings) and, when applied to soda fountains, refers to the volume of syrup, powders and concentrate that is required to produce 192 ounces of finished beverage product. The following table illustrates Coca-Cola FEMSA's historical sales volume for each of its territories.

	Sales Volume		
	Year Ended December 31,		
	2011	2010	2009
	(millions of unit cases)		
Mexico and Central America			
Mexico ⁽¹⁾	1,366.5	1,242.3	1,227.2
Central America ⁽²⁾	144.3	137.0	135.8
South America (excluding Venezuela)			
Colombia ⁽³⁾	252.1	244.3	232.2
Brazil ⁽⁴⁾	485.3	475.6	424.1
Argentina	210.7	189.3	184.1
Venezuela	189.8	211.0	225.2
Combined Volume	2,648.7	2,499.5	2,428.6

- (1) Includes results of the beverage division of Grupo Tampico from October 2011 and of the beverage division of Grupo CIMSA from December 2011.
- (2) Includes Guatemala, Nicaragua, Costa Rica and Panama.
- (3) As of June 2009, includes sales from the Brisa bottled water business.
- (4) Excludes beer sales volume. As of the first quarter of 2010, Coca-Cola FEMSA began to distribute certain ready-to-drink products under the *Matte Leão* brand.

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Product and Packaging Mix

Out of the more than 120 brands and line extensions of beverages that Coca-Cola FEMSA sells and distributes, its most important brand, *Coca-Cola*, together with the line extensions thereof, *Coca-Cola Light* and *Coca-Cola Zero*, accounted for 61.6% of total sales volume in 2011. Coca-Cola FEMSA's next largest brands, *Ciel* (a water brand from Mexico), *Fanta* (and its line extensions), *Sprite* (and its line extensions) and *ValleFrut* (and its line extensions), accounted for 10.4%, 5.1%, 2.7% and 2.2%, respectively, of total sales volume in 2011. Coca-Cola FEMSA uses the term line extensions to refer to the different flavors in which Coca-Cola FEMSA offers its brands. Coca-Cola FEMSA produces, markets and distributes *Coca-Cola* trademark beverages in each of its territories in containers authorized by The Coca-Cola Company, which consist of a variety of returnable and non-returnable presentations in the form of glass bottles, cans and plastic bottles mainly made of polyethylene terephthalate, which we refer to as PET.

Coca-Cola FEMSA uses the term presentation to refer to the packaging unit in which it sells its products. Presentation sizes for Coca-Cola FEMSA's *Coca-Cola* trademark beverages range from a 6.5-ounce personal size to a 3-liter multiple serving size. For all of Coca-Cola FEMSA's products excluding water, it considers a multiple serving size to be equal to, or larger than, 1.0 liters. In general, personal sizes have a higher price per unit case as compared to multiple serving sizes. Coca-Cola FEMSA offers both returnable and non-returnable presentations, which allow it to offer portfolio alternatives based on convenience and affordability to implement revenue management strategies and to target specific distribution channels and population segments in its territories. In addition, Coca-Cola FEMSA sells some *Coca-Cola* trademark beverage syrups in containers designed for soda fountain use, which it refers to as fountain. Coca-Cola FEMSA also sells bottled water products in bulk sizes, which term refers to presentations equal to or larger than 5 liters, which have a much lower average price per unit case than Coca-Cola FEMSA's other beverage products.

The characteristics of Coca-Cola FEMSA's territories are very diverse. Central Mexico and Coca-Cola FEMSA's territories in Argentina are densely populated and have a large number of competing beverage brands as compared to the rest of its territories. Coca-Cola FEMSA's territories in Brazil are densely populated but have lower per capita consumption of beverage products as compared to Mexico. Portions of southern Mexico, Central America and Colombia are large and mountainous areas with lower population density, lower per capita income and lower per capita consumption of beverages. In Venezuela, Coca-Cola FEMSA faces operational disruptions from time to time, which may have an effect on its volumes sold, and consequently, may result in lower per capita consumption.

The following discussion analyzes Coca-Cola FEMSA's product and packaging mix by reporting segment. The volume data presented are for the years 2011, 2010, and 2009.

Mexico and Central America. Coca-Cola FEMSA's product portfolio consists of *Coca-Cola* trademark beverages. In 2008, as part of its efforts to strengthen its multi-category beverage portfolio, Coca-Cola FEMSA incorporated the *Jugos del Valle* line of juice-based beverages in Mexico, and subsequently in Central America. Per capita consumption of Coca-Cola FEMSA's beverage products in Mexico and Central America was 632 and 179 eight-ounce servings, respectively, in 2011.

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The following table highlights historical sales volume and mix in Mexico and Central America for Coca-Cola FEMSA's products:

	Year Ended December 31,		
	2011	2010	2009
(millions of unit cases)			
Total Sales Volume⁽¹⁾			
Total	1,510.8	1,379.3	1,363.0
% Growth	9.5%	1.2%	6.3%
(in percentages)			
Unit Case Volume Mix by Category⁽¹⁾			
Sparkling beverages	74.9%	75.2%	74.7%
Water ⁽²⁾	19.7	19.4	20.2
Still beverages	5.4	5.4	5.1
Total	100.0%	100.0%	100.0%

(1) Includes results from the operations of the beverage division of Grupo Tampico from October 2011 and from the beverage division of Grupo CIMSA from December 2011.

(2) Includes bulk water volumes.

In 2011, multiple serving presentations represented 67.6% of total sparkling beverages sales volume in Mexico, remaining flat as compared to 2010, and 55.7% of total sparkling beverages sales volume in Central America, a 60 basis points decrease as compared to 2010. Coca-Cola FEMSA's strategy is to foster consumption in single serving presentations while maintaining multiple serving volumes. In 2011, returnable packaging, as a percentage of total sparkling beverage sales volume, accounted for 31.7% in Mexico, a 130 basis points increase as compared to 2010, and 31.7% in Central America, a 150 basis points decrease as compared to 2010.

In 2011, Coca-Cola FEMSA's sparkling beverages decreased as a percentage of its total sales volume, from 75.2% in 2010 to 74.9% in 2011, mainly due to the integration of the beverage divisions of Grupo Tampico and Grupo CIMSA in Mexico, which have a higher mix of water in their portfolios.

In 2011, Coca-Cola FEMSA's most popular sparkling beverage presentations in Mexico were the 2.5-liter returnable plastic bottle, the 3.0-liter non-returnable plastic bottle and the 0.6-liter non-returnable plastic bottle (the 20-ounce bottle that is also popular in the United States), which together accounted for 56.8% of total sparkling beverage sales volume in Mexico.

Total sales volume reached 1,510.8 million unit cases in 2011, an increase of 9.5% as compared to 1,379.3 million unit cases in 2010. The integration of the beverage divisions of Grupo Tampico and Grupo CIMSA in Mexico contributed 48.9 million unit cases in 2011, of which 63.0% were sparkling beverages, 5.2% bottled water, 27.4% bulk water and 4.4% still beverages. Excluding the integration of these territories, volume grew 6.0% in 2011, to 1,461.8 million unit cases. Organically sparkling beverages sales volume increased 6.0% as compared to 2010, contributing more than 70% of incremental volumes. The bottled water category, including bulk water, grew 5.6%, accounting for more than 15% of incremental volumes. The still beverage category increased 7.5%, representing the remainder of incremental volumes.

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South America (Excluding Venezuela). Coca-Cola FEMSA's product portfolio in South America consists mainly of *Coca-Cola* trademark beverages and the *Kaiser* beer brands in Brazil, which Coca-Cola FEMSA sells and distributes. In 2008, as part of its efforts to strengthen its multi-category beverage portfolio, Coca-Cola FEMSA incorporated the *Jugos del Valle* line of juice-based beverages in Colombia. In 2009, this line of beverages was re-launched in Brazil as well. The acquisition of Brisa in 2009 helped Coca-Cola FEMSA to become the leader, as calculated by sales volume, in the water market in Colombia. In 2010, Coca-Cola FEMSA incorporated ready-to-drink beverages under the *Matte Leão* brand in Brazil. During 2011, as part of its continuous effort to develop non-carbonated beverages, Coca-Cola FEMSA launched *Cepita* in non-returnable PET bottles and *Hi-C*, an orangeade, both in Argentina. Beginning in 2009, as part of its efforts to foster sparkling beverage per capita consumption in Brazil, Coca-Cola FEMSA re-launched a 2.0-liter returnable plastic bottle for the *Coca-Cola* brand and introduced two single-serving 0.25-liter presentations. During 2011, these presentations contributed significantly to incremental volumes in Brazil. Per capita consumption of Coca-Cola FEMSA's beverages in Colombia, Brazil and Argentina was 129, 261 and 395 eight-ounce servings, respectively, in 2011. The following table highlights historical total sales volume and sales volume mix in South America (excluding Venezuela), not including beer:

	Year Ended December 31,		
	2011	2010	2009
	(millions of unit cases)		
Total Sales Volume			
Total	948.1	909.2	840.4
% Growth	4.3%	11.2%	8.4%
	(in percentages)		
Unit Case Volume Mix by Category			
Sparkling beverages	85.9%	85.5%	87.2%
Water ⁽¹⁾	9.2	10.1	8.8
Still beverages	4.9	4.4	4.0
Total	100.0%	100.0%	100.0%

(1) Includes bulk water volume.

Total sales volume was 948.1 million unit cases in 2011, an increase of 4.3% as compared to 909.2 million unit cases in 2010. Growth in sparkling beverages, mainly driven by sales of the *Coca-Cola* brand in both Argentina and Colombia, and the *Fanta* and *Schweppes* brands in Brazil, accounted for the majority of the growth during the year. Growth in still beverages, mainly driven by the *Jugos del Valle* line of products in Brazil and the *Cepita* juice brand and *Hi-C* orangeade in Argentina, represented the balance of incremental volumes. These increases compensated for a decrease in volume in Coca-Cola FEMSA's water portfolio, including bulk water, mainly driven by the reduction in volume of the *Brisa* brand in Colombia.

In 2011, returnable packaging, as a percentage of total sparkling beverage sales volume, accounted for: 39.6% in Colombia, a 240 basis points decrease as compared to 2010; 27.8% in Argentina, a decrease of 70 basis points as compared to 2010; and 15.8% in Brazil, a 100 basis points increase as compared to 2010. In 2011, multiple serving presentations represented 62.1%, 71.3% and 85.0% of total sparkling beverages sales volume in Colombia, Brazil and Argentina, respectively.

Coca-Cola FEMSA continues to distribute and sell the *Kaiser* beer portfolio in its Brazilian territories through the 20-year term, consistent with arrangements in place with Cervejarias Kaiser since 2006, prior to the acquisition of Cervejarias Kaiser by FEMSA Cerveza. Beginning in the second quarter of 2005, Coca-Cola FEMSA ceased including beer that it distributes in Brazil in its reported sales volumes. On April 30, 2010, the transaction pursuant to which we exchanged 100% of our beer operations for a 20% economic interest in the Heineken Group closed.

Venezuela. Coca-Cola FEMSA's product portfolio in Venezuela consists of *Coca-Cola* trademark beverages. Per capita consumption of Coca-Cola FEMSA's beverages in Venezuela during 2011 was 150 eight-ounce servings.

The following table highlights historical total sales volume and sales volume mix in Venezuela:

	Year Ended December 31,		
	2011	2010	2009
(millions of unit cases)			
Total Sales Volume			
Total	189.8	211.0	225.2
% Growth	(10.0%)	(6.3%)	9.0%
(in percentages)			
Unit Case Volume Mix by Category			
Sparkling beverages	91.7%	91.3%	91.7%
Water ⁽¹⁾	5.4	6.5	5.7
Still beverages	2.9	2.2	2.6
Total	100.0%	100.0%	100.0%

(1) Includes bulk water volume.

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Coca-Cola FEMSA has implemented a product portfolio rationalization strategy that allows it to minimize the impact of certain operating disruptions that have been recurrent in Venezuela over the last several years. During 2011, Coca-Cola FEMSA faced a 26-day strike at one of its Venezuelan production and distribution facilities and a difficult economic environment that prevented it from growing sales volume of its products. As a result, Coca-Cola FEMSA's sparkling beverage volume decreased by 9.6%.

In 2011, multiple serving presentations represented 78.4% of total sparkling beverages sales volume in Venezuela, an 80 basis points increase as compared to 2010. In 2011, returnable presentations represented 8.0% of total sparkling beverages sales volume in Venezuela, a 40 basis points increase as compared to 2010. Total sales volume was 189.8 million unit cases in 2011, a decrease of 10.0% as compared to 211.0 million unit cases in 2010.

Seasonality

Sales of Coca-Cola FEMSA's products are seasonal, as its sales levels generally increase during the summer months of each country and during the Christmas holiday season. In Mexico, Central America, Colombia and Venezuela, Coca-Cola FEMSA typically achieves its highest sales during the summer months of April through September, as well as during the Christmas holidays in December. In Brazil and Argentina, Coca-Cola FEMSA's highest sales levels occur during the summer months of October through March and the Christmas holidays in December.

Marketing

Coca-Cola FEMSA, in conjunction with The Coca-Cola Company, has developed a marketing strategy to promote the sale and consumption of Coca-Cola FEMSA's products. Coca-Cola FEMSA relies extensively on advertising, sales promotions and retailer support programs to target the particular preferences of its consumers. Coca-Cola FEMSA's consolidated marketing expenses in 2011, net of contributions by The Coca-Cola Company, were Ps. 4,508 million. The Coca-Cola Company contributed an additional Ps. 2,561 million in 2011, which mainly includes contributions for coolers, bottles and cases. Through the use of advanced IT, Coca-Cola FEMSA has collected customer and consumer information that allows it to tailor its marketing strategies to target different types of customers located in each of its territories, and to meet the specific needs of the various markets it serves.

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

Coolers. Cooler distribution among retailers is important for the visibility and consumption of Coca-Cola FEMSA's products and to ensure that they are sold at the proper temperature.

Advertising. Coca-Cola FEMSA advertises in all major communications media. It focuses its advertising efforts on increasing brand recognition by consumers and improving its customer relations. National advertising campaigns are designed and proposed by The Coca-Cola Company's local affiliates, with Coca-Cola FEMSA's input at the local or regional level.

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

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Multi-Segmentation. Coca-Cola FEMSA has been implementing a multi-segmentation strategy in the majority of its markets. This strategy consists of the implementation of different product/price/package portfolios by market cluster or group. These clusters are defined based on consumption occasion, competitive intensity and socio-economic levels, rather than solely on the types of distribution channels.

Client Value Management. Coca-Cola FEMSA has been transforming its commercial models to focus on its customers' value potential using a value-based segmentation approach to capture the industry's potential. Coca-Cola FEMSA started the rollout of this new model in its Mexico, Central America, Colombia and Brazil operations in 2009 and had covered close to 90% of its total volumes as of the end of 2011.

Coca-Cola FEMSA believes that the implementation of these strategies described above also enables it to respond to competitive initiatives with channel-specific responses as opposed to market-wide responses. In addition, it allows Coca-Cola FEMSA to be more efficient in the way it goes to market and invests its marketing resources in those segments that could provide a higher return. Coca-Cola FEMSA's marketing, segmentation and distribution activities are facilitated by its management information systems. Coca-Cola FEMSA has invested significantly in creating these systems, including in hand-held computers to support the gathering of product, consumer and delivery information for most of its sales routes throughout its territories.

Product Sales and Distribution

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

Product Distribution Summary

as of December 31, 2011

	Mexico and Central America ⁽¹⁾	South America ⁽²⁾	Venezuela
Distribution centers	152	65	32
Retailers ⁽³⁾	863,409	663,678	209,597

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

(2) Includes Colombia, Brazil and Argentina.

(3) Estimated.

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

Coca-Cola FEMSA uses several sales and distribution models depending on market, geographic conditions and the customer's profile: (1) the pre-sale system, which separates the sales and delivery functions, permitting trucks to be loaded with the mix of products that retailers have previously ordered, thereby increasing both sales and distribution efficiency; (2) the conventional truck route system, in which the person in charge of the delivery makes immediate sales from inventory available on the truck; (3) a hybrid distribution system, where the same truck carries product available for immediate sale and product previously ordered through the pre-sale system; (4) the telemarketing system, which could be combined with pre-sales visits; and (5) sales through third-party wholesalers of Coca-Cola FEMSA's products.

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

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Coca-Cola FEMSA's distribution centers range from large warehousing facilities and re-loading centers to small deposit centers. In addition to its fleet of trucks, Coca-Cola FEMSA distributes its products in certain

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locations through electric carts and hand-trucks in order to comply with local environmental and traffic regulations. In some of its territories, Coca-Cola FEMSA retains third parties to transport its finished products from the bottling plants to the distribution centers.

Mexico. Coca-Cola FEMSA contracts with one of our subsidiaries for the transportation of finished products to its distribution centers from its Mexican production facilities. From the distribution centers, Coca-Cola FEMSA then distributes its finished products to retailers through its own fleet of trucks.

In Mexico, Coca-Cola FEMSA sells a majority of its beverages at small retail stores to consumers who may take the beverages for consumption at home or elsewhere. It also sells products through the on-premise consumption segment, supermarkets and other locations. The on-premise consumption segment consists of sales through sidewalk stands, restaurants, bars and various types of dispensing machines, as well as sales through point-of-sale programs in concert halls, auditoriums and theaters.

Brazil. In Brazil, Coca-Cola FEMSA sold 21.1% of its total sales volume through supermarkets in 2011. Also in Brazil, the delivery of its finished products to customers is completed by a third party, while it maintains control over the selling function. In designated zones in Brazil, third-party distributors purchase Coca-Cola FEMSA products at a discount from the wholesale price and resell the products to retailers.

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

Competition

Although Coca-Cola FEMSA believes that its products enjoy wider recognition and greater consumer loyalty than those of its principal competitors, the markets in the territories in which it operates are highly competitive. Coca-Cola FEMSA's principal competitors are local *Pepsi* bottlers and other bottlers and distributors of national and regional beverage brands. Coca-Cola FEMSA faces increased competition in many of its territories from producers of low-price beverages, commonly referred to as B brands. A number of Coca-Cola FEMSA's competitors in Central America, Venezuela, Brazil and Argentina offer beer in addition to sparkling beverages, still beverages, and water, which may enable them to achieve distribution efficiencies.

Price discounting and packaging have joined consumer sales promotions, customer service and non-price retailer incentives as the primary means of competition among bottlers. Coca-Cola FEMSA competes by seeking to offer products at an attractive price in the different segments in its markets and by building on the value of its brands. Coca-Cola FEMSA believes that the introduction of new products and new presentations has been a significant competitive technique that allows it to increase demand for its products, provide different options to consumers and increase new consumption opportunities. See Sales Overview.

Mexico and Central America. Coca-Cola FEMSA's principal competitors in Mexico are bottlers of *Pepsi* products, whose territories overlap but are not co-extensive with Coca-Cola FEMSA's. Coca-Cola FEMSA competes with a joint venture recently formed by Grupo Embotelladores Unidos, S.A.B. de C.V., the former *Pepsi* bottler in central and southeast Mexico, a subsidiary of PepsiCo, and Empresas Polar, S.A., the leading beer distributor and *Pepsi* bottler in Venezuela. Coca-Cola FEMSA's main competition in the juice category in Mexico is Grupo Jumex. In the water category, *Bonafont*, a water brand owned by Group Danone, is its main competition. In addition, Coca-Cola FEMSA competes with Cadbury Schweppes in sparkling beverages and with other national and regional brands in its Mexican territories, as well as low-price producers, such as *Big Cola* and Consorcio AGA, S.A. de C.V., which offer various presentations of sparkling and still beverages.

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

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South America (excluding Venezuela). Coca-Cola FEMSA's principal competitor in Colombia is Postobón, a well-established local bottler that sells flavored sparkling beverages, some of which have a wide consumption preference, such as *manzana Postobón* (apple Postobón), which is the second most popular flavor in the Colombian sparkling beverage industry in terms of total sales volume. Postobón also sells *Pepsi* products. Postobón is a vertically integrated producer, the owners of which hold other significant commercial interests in Colombia. Coca-Cola FEMSA also competes with low-price producers, such as the producers of *Big Cola*, which principally offer multiple-serving size presentations in the sparkling and still beverage industry.

In Brazil, Coca-Cola FEMSA competes against AmBev, a Brazilian company with a portfolio of brands that includes *Pepsi*, local brands with flavors such as guaraná, and proprietary beer brands. Coca-Cola FEMSA also competes against B brands or Tubainas, which are small, local producers of low-cost flavored sparkling beverages in multiple-serving presentations that represent a significant portion of the sparkling beverage market.

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

Venezuela. In Venezuela, Coca-Cola FEMSA's main competitor is Pepsi-Cola Venezuela, C.A., a joint venture formed between PepsiCo and Empresas Polar, S.A., the leading beer distributor in the country. Coca-Cola FEMSA also competes with the producers of *Big Cola* in part of the country.

Raw Materials

Pursuant to Coca-Cola FEMSA's bottler agreements, it is authorized to manufacture, sell and distribute *Coca-Cola* trademark beverages within specific geographic areas, and is required to purchase in some of its territories, for all *Coca-Cola* trademark beverages, concentrate from companies designated by The Coca-Cola Company and artificial sweeteners from companies authorized by The Coca-Cola Company. Concentrate prices for sparkling beverages are determined as a percentage of the weighted average retail price in local currency net of applicable taxes. Although The Coca-Cola Company has the right to unilaterally set the price of concentrates, in practice this percentage has historically been set pursuant to periodic negotiations with The Coca-Cola Company.

In 2005, The Coca-Cola Company decided to gradually increase concentrate prices for sparkling beverages in Brazil and Mexico. These increases were fully implemented in Brazil in 2008 and in Mexico in 2009. As part of the cooperation framework that Coca-Cola FEMSA reached with The Coca-Cola Company at the end of 2006, The Coca-Cola Company will provide a relevant portion of the funds derived from the concentrate increase for marketing support of Coca-Cola FEMSA's sparkling and still beverages portfolio. See Item 7. Major Shareholders and Related Party Transactions Related Party Transactions Business Transactions between Coca-Cola FEMSA and The Coca-Cola Company.

In addition to concentrate, Coca-Cola FEMSA purchases sweeteners, carbon dioxide (CO₂), resin and ingots to make plastic bottles, finished plastic and glass bottles, cans, caps and fountain containers, as well as other packaging materials and raw materials. Sweeteners are combined with water to produce basic syrup, which is added to the concentrate as the sweetener for most of Coca-Cola FEMSA's beverages. Coca-Cola FEMSA's bottler agreements provide that, with respect to *Coca-Cola* trademark beverages, these materials may be purchased only from suppliers approved by The Coca-Cola Company, including affiliates of ours. Prices for packaging materials and HFCS historically have been determined with reference to the U.S. dollar, although the local currency equivalent in a particular country is subject to price volatility in accordance with changes in exchange rates. Coca-Cola FEMSA's most significant packaging raw material costs arise from the purchase of resin, plastic ingots to make plastic bottles and finished plastic bottles, which Coca-Cola FEMSA obtains from international and local producers. The prices of these materials are tied to crude oil prices and global resin supply. In recent years, Coca-Cola FEMSA has experienced volatility in the prices it pays for these materials. Across its territories, Coca-Cola FEMSA's average price for resin in U.S. dollars increased approximately 30% in 2011 as compared to 2010.

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Under Coca-Cola FEMSA's agreements with The Coca-Cola Company, it may use raw or refined sugar or HFCS as sweeteners in its products. Sugar prices in all of the countries in which Coca-Cola FEMSA operates, other than Brazil, are subject to local regulations and other barriers to market entry that cause Coca-Cola FEMSA to pay in excess of international market prices for sugar in certain countries. In recent years, international sugar prices have experienced significant volatility.

None of the materials or supplies that Coca-Cola FEMSA uses are presently in short supply, although the supply of specific materials could be adversely affected by strikes, weather conditions, governmental controls or national emergency situations.

Mexico and Central America. In Mexico, Coca-Cola FEMSA purchases its returnable plastic bottles from Graham Packaging México, S.A. de C.V., known as Graham, which is the exclusive supplier of returnable plastic bottles to The Coca-Cola Company and its bottlers in Mexico. Coca-Cola FEMSA mainly purchases resin from Indorama Ventures Polymers México, S. de R.L. de C.V. (formerly Arteva Specialties, S. de R.L. de C.V.), M. & G. Polímeros México S.A. de C.V. and DAK Resinas Americas Mexico S.A. de C.V., which ALPLA México S.A. de C.V., known as ALPLA, and Envases Innovativos de México S.A. de C.V. manufacture into non-returnable plastic bottles for Coca-Cola FEMSA.

Coca-Cola FEMSA purchases all of its cans from Promotora Mexicana de Embotelladoras, S.A. de C.V., known as PROMESA, a cooperative of Coca-Cola bottlers in which, as of April 20, 2012, Coca-Cola FEMSA held a 25.0% equity interest. Coca-Cola FEMSA mainly purchases its glass bottles from Compañía Vidriera, S.A. de C.V., known as VITRO, and Glass & Silice, S.A. de C.V. (formerly Vidriera de Chihuahua, S.A. de C.V., or VICHISA), a wholly-owned subsidiary of Cuauhtémoc Moctezuma (formerly FEMSA Cerveza), which currently is a wholly-owned subsidiary of the Heineken Group.

Coca-Cola FEMSA purchases sugar from, among other suppliers, Piasa and Beta San Miguel, S.A. de C.V., sugar cane producers in which, as of April 20, 2012, Coca-Cola FEMSA held approximately 13.2% and 2.5% equity interests, respectively. Coca-Cola FEMSA purchases HFCS from CP Ingredientes, S.A. de C.V. and Almidones Mexicanos, S.A. de C.V., known as Almex.

Imported sugar is subject to import duties, the amount of which is set by the Mexican government. As a result, sugar prices in Mexico are in excess of international market prices for sugar, and in 2011, were 47% higher on average in Mexico. In 2011, sugar prices increased approximately 29% as compared to 2010.

In Central America, the majority of Coca-Cola FEMSA's raw materials such as glass and plastic bottles are purchased from several local suppliers. Coca-Cola FEMSA purchases all of its cans from PROMESA. Sugar is available from suppliers that represent several local producers. Local sugar prices in the countries that comprise the region have increased, mainly due to volatility in international prices. In Costa Rica, Coca-Cola FEMSA acquires plastic non-returnable bottles from ALPLA C.R. S.A., and in Nicaragua it acquires such plastic bottles from ALPLA Nicaragua, S.A.

South America (excluding Venezuela). In Colombia, Coca-Cola FEMSA uses sugar as a sweetener in most of its products, and buys such sugar from several domestic sources. During 2011, Coca-Cola FEMSA started to use HFCS as an alternative sweetener for its products. Coca-Cola FEMSA purchases HFCS from Archer Daniels Midland Company. It purchases plastic bottles from Amcor and Tapón Corona de Colombia S.A. It purchases all of its glass bottles from Peldar O-I and cans from Crown, both suppliers in which Grupo Ardila Lulle, owners of Coca-Cola FEMSA's competitor Postobón, owns a minority equity interest. Glass bottles and cans are available only from these local sources.

Sugar is available in Brazil at local market prices, which historically have been similar to international prices. Sugar prices in Brazil in recent periods have been volatile, mainly due to the increased demand for sugar cane for production of alternative fuels, and Coca-Cola FEMSA's average acquisition cost for sugar in 2011 increased approximately 30% as compared to 2010. Coca-Cola FEMSA purchases glass bottles, plastic bottles and cans from several domestic and international suppliers.

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In Argentina, Coca-Cola FEMSA mainly uses HFCS that it purchases from several different local suppliers as a sweetener in its products, instead of sugar. Coca-Cola FEMSA purchases glass bottles, plastic cases and other raw materials from several domestic sources. It purchases pre-formed plastic ingots, as well as returnable plastic bottles, at competitive prices from Embotelladora del Atlántico S.A., a local subsidiary of Embotelladora Andina S.A., a *Coca-Cola* bottler with operations in Argentina, Chile and Brazil, and other local suppliers. Coca-Cola FEMSA also acquires pre-formed plastic ingots from ALPLA Avellaneda S.A. and other suppliers. Coca-Cola FEMSA produces its own can presentations, aseptic packaging and hot filled products for distribution of its products to its customers in Buenos Aires.

Venezuela. Coca-Cola FEMSA uses sugar as a sweetener in all of its products, and purchases such sugar mainly from the local market. Since 2003, from time to time, Coca-Cola FEMSA has experienced a sugar shortage due to lower domestic production and the inability of the predominant sugar importers to obtain permission to import in a timely manner. While sugar distribution to the food and beverages industry and to retailers is controlled by the government, Coca-Cola FEMSA did not experience any disruptions during 2011 with respect to access to sufficient sugar supply. However, we cannot assure you that Coca-Cola FEMSA will not experience disruptions in its ability to meet its sugar requirements in the future, should the Venezuelan government impose restrictive measures in the future. Coca-Cola FEMSA buys glass bottles from one local supplier, Productos de Vidrio, S.A., but there are alternative suppliers authorized by The Coca-Cola Company. Coca-Cola FEMSA acquires most of its plastic non-returnable bottles from ALPLA de Venezuela, S.A. and all of its aluminum cans from a local producer, Dominguez Continental, C.A.

Under current regulations promulgated by the Venezuelan authorities, Coca-Cola FEMSA's ability to import some of its raw materials and other supplies used in its production could be limited, and access to the official exchange rate for these items for Coca-Cola FEMSA and its suppliers, including, among other items, resin, aluminum, plastic caps, distribution trucks and vehicles, is only achieved by obtaining proper approvals from the relevant authorities.

Plants and Facilities

Over the past several years, Coca-Cola FEMSA made significant capital investments to modernize its facilities and improve operating efficiency and productivity, including:

increasing the annual capacity of its bottling plants by installing new production lines;

installing clarification facilities to process different types of sweeteners;

installing plastic bottle-blowing equipment;

modifying equipment to increase flexibility to produce different presentations, including faster sanitation and changeover times on production lines; and

closing obsolete production facilities.

As of December 31, 2011, Coca-Cola FEMSA owned 35 bottling plants company-wide. By country, it has fourteen bottling facilities in Mexico, five in Central America, six in Colombia, four in Venezuela, four in Brazil and two in Argentina.

As of December 31, 2011, Coca-Cola FEMSA operated 249 distribution centers, approximately 51% of which were in its Mexican territories. Coca-Cola FEMSA owns more than 86% of these distribution centers and leases the remainder. See Item 4. Information on the Company *Coca-Cola FEMSA Product Sales and Distribution*.

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

Bottling Facility Summary

As of December 31, 2011

Country	Installed Capacity (thousands of unit cases)	% Utilization⁽¹⁾
Mexico	1,897,760	70%
Guatemala	34,544	80%
Nicaragua	65,475	58%
Costa Rica	84,238	54%
Panama	40,754	64%
Colombia	531,046	47%
Venezuela	296,052	63%
Brazil	650,356	68%
Argentina	316,040	66%

(1) Annualized rate.

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FEMSA Comercio

Overview and Background

FEMSA Comercio operates the largest chain of convenience stores in Mexico, measured in terms of number of stores as of December 31, 2011, under the trade name OXXO. As of December 31, 2011, FEMSA Comercio operated 9,561 OXXO stores, of which 9,538 are located throughout the country, with a particularly strong presence in the northern part of Mexico, and the remaining 23 stores are located in Bogotá, Colombia.

FEMSA Comercio, the largest single customer of Cuauhtémoc Moctezuma and of the Coca-Cola system in Mexico, was established by FEMSA in 1978 when two OXXO stores were opened in Monterrey, one store in Mexico City and another store in Guadalajara. The motivating factor behind FEMSA's entrance into the retail industry was to enhance beer sales through company-owned retail outlets as well as to gather information on customer preferences. In 2011, a typical OXXO store carried 2,324 different store keeping units (SKUs) in 31 main product categories.

In recent years, FEMSA Comercio has represented an effective distribution channel for our beverage products, as well as a rapidly growing point of contact with our consumers. Based on the belief that location plays a major role in the long-term success of a retail operation such as a convenience store, as well as a role in our continually improving ability to accelerate and streamline the new-store development process, FEMSA Comercio has focused on a strategy of rapid, profitable growth. FEMSA Comercio opened 960, 1,092 and 1,135 net new OXXO stores in 2009, 2010 and 2011, respectively. The accelerated expansion in the number of stores yielded total revenue growth of 19.0% to reach Ps. 74,112 million in 2011. Same store sales increased an average of 9.2%, driven by increases in store traffic and average customer ticket. Starting in 2008, FEMSA Comercio revenues reflect an accounting effect of the mix shift from physical prepaid wireless air-time cards to the sale of electronic air-time for which only the margin is recorded, not the full revenue amount of the electronic recharge. FEMSA Comercio performed approximately 2.7 billion transactions in 2011 compared to 2.3 billion transactions in 2010.

Business Strategy

A fundamental element of FEMSA Comercio's business strategy is to utilize its position in the convenience store market to grow in a cost-effective and profitable manner. As a market leader in convenience store retailing, based on internal company surveys, management believes that FEMSA Comercio has an in-depth understanding of its markets and significant expertise in operating a national store chain. FEMSA Comercio intends to continue increasing its store base while capitalizing on the market knowledge gained at existing stores.

FEMSA Comercio has developed proprietary models to assist in identifying appropriate store locations, store formats and product categories. Its model utilizes location-specific demographic data and FEMSA Comercio's experience in similar locations to fine tune the store format and product offerings to the target market. Market segmentation is becoming an important strategic tool, and it should increasingly allow FEMSA Comercio to improve the operating efficiency of each location and the overall profitability of the chain.

FEMSA Comercio has made and will continue to make significant investments in IT to improve its ability to capture customer information from its existing stores and to improve its overall operating performance. The majority of products carried through OXXO stores are bar-coded, and all OXXO stores are equipped with point-of-sale systems that are integrated into a company-wide computer network. To implement revenue management strategies, FEMSA Comercio created a division in charge of product category management for products, such as beverages, fast food and perishables, to enhance and better utilize its consumer information base and market intelligence capabilities. FEMSA Comercio utilizes a technology platform supported by an enterprise resource planning (ERP) system, as well as other technological solutions such as merchandising and point-of-sale systems, which will allow FEMSA Comercio to continue redesigning its key operating processes and enhance the usefulness of its market information going forward. In addition, FEMSA Comercio has expanded its operations by opening six new stores in Bogotá, Colombia in 2011.

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

Store Locations

With 9,538 OXXO stores in Mexico and 23 stores in Colombia as of December 31, 2011, FEMSA Comercio operates the largest convenience store chain in Latin America measured by number of stores. OXXO stores are concentrated in the northern part of Mexico, but also have a growing presence in the rest of the country.

FEMSA Comercio

Regional Allocation of OXXO Stores in Mexico and Latin America^(*)

as of December 31, 2011

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

Table of Contents**Growth in Total OXXO Stores**

	Year Ended December 31,				
	2011	2010	2009	2008	2007
Total OXXO stores	9,561	8,426	7,334	6,374	5,563
Store growth (% change over previous year)	13.5%	14.9%	15.1%	14.6%	14.8%

FEMSA Comercio currently expects to continue the growth trend established over the past several years by emphasizing growth in areas of high economic potential in existing markets and by expanding in underserved and unexploited markets. Management believes that the southeast part of Mexico is particularly underserved by the convenience store industry.

The identification of locations and pre-opening planning in order to optimize the results of new stores are important elements in FEMSA Comercio's growth plan. FEMSA Comercio continuously reviews store performance against certain operating and financial benchmarks to optimize the overall performance of the chain. Stores unable to maintain benchmark standards are generally closed. Between December 31, 2007 and 2011, the total number of OXXO stores increased by 3,998, which resulted from the opening of 4,091 new stores and the closing of 93 existing stores.

Competition

OXXO competes in the overall retail market, which we believe is highly competitive. OXXO convenience stores face direct competition from 7-Eleven, Super Extra, Super City and Círculo K, and other local convenience stores as well as from a number of other modern and traditional retail formats. OXXO competes both for consumers and for new locations for stores and the managers to operate those stores. Based on an internal market survey conducted by FEMSA Comercio, management believes that FEMSA Comercio operates approximately 66% of the stores in Mexico that could be considered part of the convenience store segment of the retail market as of the end of December 31, 2011. OXXO convenience stores also face competition from numerous small chains of retailers across Mexico and from retailers that participate with store formats other than convenience stores. Furthermore, FEMSA Comercio operates in the 32 Mexican states and has much broader geographical coverage than any of its competitors in Mexico.

Market and Store Characteristics*Market Characteristics*

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

Approximately 62% of OXXO's customers are between the ages of 15 and 35. FEMSA Comercio also segments the market according to demographic criteria, including income level.

Store Characteristics

The average size of an OXXO store is approximately 106 square meters of selling space, excluding space dedicated to refrigeration, storage or parking. The average constructed area of a store is approximately 186 square meters and, when parking areas are included, the average store size is approximately 432 square meters.

Table of Contents**FEMSA Comercio Operating Indicators**

	2011	Year Ended December 31,			2007
		2010	2009	2008	
		(percentage increase compared to previous year)			
Total FEMSA Comercio revenues	19.0%	16.3%	13.6%	12.0%	14.3%
OXXO same-store sales ⁽¹⁾	9.2%	5.2%	1.3%	0.4%	3.3%

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

Beer, cigarettes, soft drinks, snacks and cellular telephone air-time represent the main product categories for OXXO stores. FEMSA Comercio has a distribution agreement with Cuauhtémoc Moctezuma (which is now part of the Heineken Group). As a result of this agreement, OXXO stores only carry beer brands produced and distributed by Cuauhtémoc Moctezuma. OXXO stores will continue to benefit from the existing relationship under which Cuauhtémoc Moctezuma will continue to be the exclusive supplier of beer to OXXO until June 2020. Prior to 2001, OXXO stores had informal agreements with Coca-Cola bottlers, including Coca-Cola FEMSA's territories in central Mexico, to sell only their products. Beginning in 2001, certain OXXO stores began selling other brands of sparkling beverages in some cities in Mexico.

Approximately 67% of OXXO stores are operated by independent managers responsible for all aspects of store operations. The managers are commission agents and are not employees of FEMSA Comercio. Each store manager is the legal employer of the store's staff, which typically numbers six people per store. FEMSA Comercio continually invests in on-site operating personnel, with the objective of promoting loyalty, customer service and low personnel turnover in the stores.

Advertising and Promotion

FEMSA Comercio's marketing efforts include both specific product promotions and image advertising campaigns. These strategies seek to increase store traffic and sales, and to reinforce the OXXO name and market position.

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

Inventory and Purchasing

FEMSA Comercio has placed considerable emphasis on improving operating performance. As part of these efforts, FEMSA Comercio continues to invest in extensive information management systems to improve inventory management. Electronic data collection has enabled FEMSA Comercio to reduce average inventory levels. Inventory replenishment decisions are carried out on a store-by-store basis.

Management believes that the OXXO chain's scale of operations provides FEMSA Comercio with a competitive advantage in its ability to realize strategic alliances with suppliers. General category offerings are determined on a national level, although purchasing decisions are implemented on a local, regional or national level, depending on the nature of the product category. Given the fragmented nature of the retail industry in Mexico in general, Mexican producers of beer, soft drinks, bread, dairy products, snacks, cigarettes and other high-frequency products have established proprietary distribution systems with extensive direct distribution routes. As a result, approximately 52% of the OXXO chain's total sales consist of products that are delivered directly to the stores by suppliers. Other products with longer shelf lives are distributed to stores by FEMSA Comercio's distribution

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system, which includes 13 regional warehouses located in Monterrey, Guadalajara, Mexicali, Mérida, León, Obregón, Puebla, Chihuahua, Reynosa, Tijuana, Villahermosa and two in Mexico City. The distribution centers operate a fleet of approximately 627 trucks that make deliveries to each store approximately twice per week.

Seasonality

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

Other Stores

FEMSA Comercio also operates other small format stores, which include soft discount stores with a focus on perishables, liquor stores and smaller convenience stores.

FEMSA Cerveza and Equity Method Investment in the Heineken Group

Until April 30, 2010, FEMSA Cerveza was our wholly-owned subsidiary, producing beer in Mexico and Brazil and exporting its products to more than 50 countries worldwide, with North America being its most important export market, followed by certain markets in Europe, Latin America and Asia. As of December 31, 2009, FEMSA Cerveza was ranked the tenth-largest brewer in the world in terms of sales volume, and in Mexico, its main market, FEMSA Cerveza was ranked the second-largest beer producer in terms of sales volume. In 2009, approximately 66.4% of FEMSA Cerveza's sales volume came from Mexico, with the remaining 24.8% from Brazil and 8.8% from exports. As of December 31, 2009, FEMSA Cerveza sold 40.548 million hectoliters of beer and produced and/or distributed 21 brands of beer in 14 different presentations resulting in a portfolio of 111 different product offerings in Mexico.

As of December 31, 2009, FEMSA Cerveza represented 23.5% of our total revenues and 34.1% of our total assets. For the period from January 1, 2010 to April 30, 2010, FEMSA Cerveza contributed net income of Ps. 706 million to our net income. On April 30, 2010, FEMSA announced the closing of the transaction pursuant to which FEMSA agreed to exchange 100% of its beer operations for a 20% economic interest in the Heineken Group. The principal terms of the Heineken transaction documents are summarized below in Item 10. Additional Information Material Contracts.

As of April 30, 2010, FEMSA owns a non-controlling interest in the Heineken Group, one of the world's leading brewers. Our 20% economic interest in the Heineken Group was initially comprised of 43,018,320 shares of Heineken Holding N.V. and 43,009,699 shares of Heineken N.V., with an additional 29,172,504 Allotted Shares to be delivered pursuant to the ASDI. As of December 31, 2011, the delivery of the Allotted Shares had been completed. See Note 9 to our audited consolidated financial statements. For 2011, FEMSA recognized equity income of Ps. 5,080 million regarding its 20% economic interest in the Heineken Group.

As described above, FEMSA Comercio has a distribution agreement with Cuauhtémoc Moctezuma (which is now a part of the Heineken Group) pursuant to which OXXO stores only carry beer brands produced and distributed by Cuauhtémoc Moctezuma. OXXO stores will continue to benefit from the existing relationship under which Cuauhtémoc Moctezuma will continue to be the exclusive supplier of beer to OXXO until June 2020. As of April 30, 2010, Coca-Cola FEMSA has agreed with Cervejarias Kaiser (also now part of the Heineken Group) to continue to distribute and sell the Kaiser beer portfolio in Coca-Cola FEMSA's Brazilian territories for a 20-year term beginning in 2003, consistent with the arrangement already in place. In addition, our corporate and shared services subsidiary will continue to provide certain services to Cuauhtémoc Moctezuma and its subsidiaries.

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Other Business

Our other business consists of the following smaller operations that support our core operations:

Our refrigeration business produces vertical and horizontal commercial refrigerators for the soft drink, beer and food industries, with an annual capacity of 404,000 units at December 31, 2011. In 2011, this business sold 350,040 refrigeration units, 30% of which were sold to Coca-Cola FEMSA, and the remainder of which were sold to third parties. Until December 31, 2010, our labeling and flexible packaging business was our wholly-owned subsidiary. In 2010, this business sold 14% of its label sales volume to Cuauhtémoc Moctezuma, 20% to Coca-Cola FEMSA and 66% to third parties. Our labeling and flexible packaging business was sold on December 31, 2010.

Our logistics services subsidiary provides a broad range of logistics and vehicle maintenance services to Coca-Cola FEMSA, FEMSA Comercio, Cuauhtémoc Moctezuma and third-party clients in the beverages, consumer products and retail industries. It has operations in Mexico, Brazil, Colombia, Panama, Costa Rica and Nicaragua.

Until September 23, 2010 we owned the *Mundet* brands in Mexico, which were disposed of through the sale to The Coca-Cola Company of Promotora de Marcas Nacionales, S.A. de C.V., which was a wholly-owned subsidiary of FEMSA.

Our corporate services subsidiary employs all of our corporate staff, including the personnel managing the areas of finance, corporate accounting, taxation, legal, financial and strategic planning, human resources and internal audit. Through this subsidiary, we direct, control, supervise and review the operations of our sub-holding companies. As of December 31, 2011, FEMSA Comercio, FEMSA Logística and our packaging subsidiaries pay management fees for the services provided to them. In addition, Coca-Cola FEMSA has entered into a services agreement pursuant to which it pays for specific services. As part of the Heineken transaction, the corporate and shared services subsidiaries continue to provide some limited corporate services and shared services to subsidiaries of Cuauhtémoc Moctezuma (now part of the Heineken Group), for which such companies continue to pay.

Description of Property, Plant and Equipment

As of December 31, 2011, we owned all of our manufacturing facilities and substantially all of our warehouses and distribution centers. Our properties primarily consisted of production and distribution facilities for our soft drink operations and office space. In addition, FEMSA Comercio owns approximately 10.9% of the OXXO store locations, while the other stores are located in properties that are rented under long-term lease arrangements with third parties.

The table below sets forth the location, principal use and production area of our production facilities, each of which is owned by Coca-Cola FEMSA.

Table of Contents**Production Facilities As of December 31, 2011**

Country	Location	Principal Use	Production Area (in thousands of sq. meters)
<i>Mexico</i>	San Cristóbal de las Casas, Chiapas	Soft Drink Bottling Plant	45
	Cuautitlán, Estado de México	Soft Drink Bottling Plant	35
	Los Reyes la Paz, Estado de México	Soft Drink Bottling Plant	50
	Toluca, Estado de México	Soft Drink Bottling Plant	242
	León, Guanajuato	Soft Drink Bottling Plant	124
	Morelia, Michoacán	Soft Drink Bottling Plant	50
	Ixtacomitán, Tabasco	Soft Drink Bottling Plant	117
	Apizaco, Tlaxcala	Soft Drink Bottling Plant	80
	Coatepec, Veracruz	Soft Drink Bottling Plant	142
	La Pureza Altamira, Tamaulipas	Soft Drink Bottling Plant	300
	Poza Rica, Veracruz	Soft Drink Bottling Plant	42
	Pacífico, Estado de México	Soft Drink Bottling Plant	89
	Cuernavaca, Morelos	Soft Drink Bottling Plant	37
Toluca, Estado de México	Soft Drink Bottling Plant	41	
<i>Guatemala</i>	Guatemala City	Soft Drink Bottling Plant	47
<i>Nicaragua</i>	Managua	Soft Drink Bottling Plant	54
<i>Costa Rica</i>	Calle Blancos, San José	Soft Drink Bottling Plant	52
	Coronado, San José	Soft Drink Bottling Plant	14
<i>Panama</i>	Panama City	Soft Drink Bottling Plant	29
<i>Colombia</i>	Barranquilla	Soft Drink Bottling Plant	37
	Bogotá	Soft Drink Bottling Plant	105
	Bucaramanga	Soft Drink Bottling Plant	26
	Cali	Soft Drink Bottling Plant	76
	Manantial	Soft Drink Bottling Plant	67
	Medellín	Soft Drink Bottling Plant	47
<i>Venezuela</i>	Antimano	Soft Drink Bottling Plant	15
	Barcelona	Soft Drink Bottling Plant	141
	Maracaibo	Soft Drink Bottling Plant	68
	Valencia	Soft Drink Bottling Plant	100
<i>Brazil</i>	Campo Grande	Soft Drink Bottling Plant	36
	Jundiá	Soft Drink Bottling Plant	191
	Mogi das Cruzes	Soft Drink Bottling Plant	119
	Belo Horizonte	Soft Drink Bottling Plant	73
<i>Argentina</i>	Alcorta	Soft Drink Bottling Plant	73
	Monte Grande, Buenos Aires	Soft Drink Bottling Plant	32

Table of Contents**Insurance**

We maintain an all risk insurance policy covering our properties (owned and leased), machinery and equipment and inventories as well as losses due to business interruptions. The policy covers damages caused by natural disaster, including hurricane, hail, earthquake and damages caused by human acts, including explosion, fire, vandalism, riot and losses incurred in connection with goods in transit. In addition, we maintain an all risk liability insurance policy that covers product liability. We purchase our insurance coverage through an insurance broker. The policies for all risk property insurance and all risk liability insurance are issued by ACE Seguros, S.A., and the coverage is partially reinsured in the international reinsurance market. We believe that our coverage is consistent with the coverage maintained by similar companies operating in Mexico.

Capital Expenditures and Divestitures

Our consolidated capital expenditures for the years ended December 31, 2011, 2010, and 2009 were Ps. 12,515 million, Ps. 11,171 million and Ps. 9,103 million respectively, and were for the most part financed from cash from operations generated by our subsidiaries. These amounts were invested in the following manner:

	Year Ended December 31,		
	2011	2010	2009
	(in millions of Mexican pesos)		
Coca-Cola FEMSA	Ps. 7,826	Ps. 7,478	Ps. 6,282
FEMSA Comercio	4,096	3,324	2,668
Other	593	369	153
Total ⁽¹⁾	Ps. 12,515	Ps. 11,171	Ps. 9,103

(1) Capital expenditures and divestitures in 2009 have been modified in order to conform to presentation of 2011 and 2010 figures due to the discontinued operations of FEMSA Cerveza.

Coca-Cola FEMSA

During 2011, Coca-Cola FEMSA's capital expenditures focused on increasing plant production capacity, placing coolers with retailers, returnable bottles and cases, improving the efficiency of its distribution infrastructure and IT. Capital expenditures in Mexico and Central America were approximately Ps. 4,117 million and accounted for approximately 53% of Coca-Cola FEMSA's capital expenditures, with South America representing the balance.

FEMSA Comercio

FEMSA Comercio's principal investment activity is the construction and opening of new stores. During 2011, FEMSA Comercio opened 1,135 net new OXXO stores. FEMSA Comercio invested Ps. 4,096 million in 2011 in the addition of new stores, warehouses and improvements to leased properties.

Regulatory Matters**Competition Legislation**

The *Ley Federal de Competencia Económica* (Federal Economic Competition Law or Mexican Competition Law) became effective on June 22, 1993. The Mexican Competition Law and the *Reglamento de la Ley Federal de Competencia Económica* (Regulations under the Mexican Competition Law), effective as of October 13, 2007, regulate monopolies and monopolistic practices and require Mexican government approval of certain mergers and acquisitions. The Mexican Competition Law subjects the activities of certain Mexican companies, including us, to regulatory scrutiny. In addition, the Regulations under the Mexican Competition Law prohibit members of any trade association from reaching any agreement relating to the price of their products. Management believes that we are currently in compliance in all material respects with Mexican competition legislation.

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In Mexico and in some of the other countries in which we operate, we are involved in different ongoing competition related proceedings. We believe that the outcome of these proceedings will not have a material adverse effect on our financial position or results from operations. See Item 8. Financial Information Legal Proceedings Coca-Cola FEMSA Antitrust Matters.

Price Controls

Voluntary price restraints or statutory price controls have been imposed historically in several of the countries in which Coca-Cola FEMSA operates. Currently, there are no price controls on Coca-Cola FEMSA's products in any of its territories, except for (i) Argentina, where authorities directly supervise certain products sold through supermarkets to control inflation, and (ii) Venezuela, where the government has recently imposed price controls on certain products including still bottled water. See Item 3. Key Information Risk Factors *Regulatory developments may adversely affect Coca-Cola FEMSA's business.*

Taxation of Sparkling Beverages

All the countries in which Coca-Cola FEMSA operates, except for Panama, impose a value-added tax on the sale of sparkling beverages, with a rate of 16% in Mexico beginning in January 2011, 12% in Guatemala, 15% in Nicaragua, 13% in Costa Rica, 16% in Colombia (applied only to the first sale in supply chain), 12% in Venezuela (beginning in April 2009), 17% (Mato Grosso do Sul) and 18% (São Paulo and Minas Gerais) in Brazil, and 21% in Argentina. In addition, several of the countries in which Coca-Cola FEMSA operates impose the following excise or other taxes:

Guatemala imposes an excise tax of 0.18 cents in local currency (Ps. 0.3221 as of December 31, 2011) per liter of sparkling beverage.

Costa Rica imposes a specific tax on non-alcoholic bottled beverages based on the combination of packaging and flavor, currently assessed at 15.50 colones (Ps. 0.4180 as of December 31, 2011) per 250 ml, and an excise tax on local brands of 5%, foreign brands of 10% and mixers of 14%.

Nicaragua imposes a 9% tax on consumption, and municipalities impose a 1% tax on Coca-Cola FEMSA's Nicaraguan gross income.

Panama imposes a 5% tax based on the cost of goods produced. Panama also imposes a 10% selective consumption tax on syrups, powders and concentrate.

Brazil imposes an average production tax of approximately 4.9% and an average sales tax of approximately 9.6%, both assessed by the federal government. Most of these taxes are fixed, based on average retail prices in each state where the company operates (VAT) or fixed by the federal government (excise and sales tax).

Argentina imposes an excise tax on sparkling beverages containing less than 5% lemon juice or less than 10% fruit juice of 8.7%, and an excise tax on flavored sparkling beverages with 10% or more fruit juice and on sparkling water of 4.2%, although this excise tax is not applicable to certain of Coca-Cola FEMSA's products.

Environmental Matters

In all of our territories, our operations are subject to federal and state laws and regulations relating to the protection of the environment.

Table of Contents*Mexico*

In Mexico, the principal legislation is the *Ley General del Equilibrio Ecológico y la Protección al Ambiente* (Federal General Law for Ecological Equilibrium and Environmental Protection, or the Mexican Environmental Law) and the *Ley General para la Prevención y Gestión Integral de los Residuos* (General Law for the Prevention and Integral Management of Waste), which are enforced by the *Secretaría de Medio Ambiente y Recursos Naturales* (Ministry of the Environment and Natural Resources, or SEMARNAT). SEMARNAT can bring administrative and criminal proceedings against companies that violate environmental laws, and it also has the power to close non-complying facilities. Under the Mexican Environmental Law, rules have been promulgated concerning water, air and noise pollution and hazardous substances. In particular, Mexican environmental laws and regulations require that we file periodic reports with respect to air and water emissions and hazardous wastes and set forth standards for waste water discharge that apply to our operations. We are also subject to certain minimal restrictions on the operation of delivery trucks in Mexico City. We have implemented several programs designed to facilitate compliance with air, waste, noise and energy standards established by current Mexican federal and state environmental laws, including a program that installs catalytic converters and liquid petroleum gas in delivery trucks for our operations in Mexico City. See Item 4. Information on the Company Coca-Cola FEMSA Total Sales and Distribution.

In addition, we are subject to the *Ley de Aguas Nacionales*, as amended (the National Water Law), enforced by the *Comisión Nacional del Agua* (the National Water Commission). Adopted in December 1992, and amended in 2004, the National Water Law provides that plants located in Mexico that use deep water wells to supply their water requirements must pay a fee to the local governments for the discharge of residual waste water to drainage. Pursuant to this law, certain local authorities test the quality of the waste water discharge and charge plants an additional fee for measurements that exceed certain standards published by the National Water Commission. In the case of non-compliance with the law, penalties, including closures, may be imposed. All of Coca-Cola FEMSA's bottler plants located in Mexico have met these standards. In addition, Coca-Cola FEMSA's plants in Apizaco and San Cristóbal are certified with ISO 14001.

In Coca-Cola FEMSA's Mexican operations, it established a partnership with The Coca-Cola Company and ALPLA, a supplier of plastic bottles to Coca-Cola FEMSA in Mexico, to create *Industria Mexicana de Reciclaje* (IMER), a PET recycling facility located in Toluca, Mexico. This facility started operations in 2005 and has a recycling capacity of approximately 25,000 metric tons per year from which 15,000 metric tons can be re-used in PET bottles for food packaging purposes. Coca-Cola FEMSA has also continued contributing funds to a nationwide recycling company, *Ecología y Compromiso Empresarial* (Environmentally Committed Companies). In addition, Coca-Cola FEMSA's plants located in Toluca, Reyes, Cuautitlán, Apizaco, San Cristóbal, Morelia, Ixtacomitan, Coatepec, Poza Rica and Cuernavaca have received a *Certificado de Industria Limpia* (Certificate of Clean Industry).

As part of our environmental protection and sustainability strategies, several of our subsidiaries have entered into 20-year wind power supply agreements with the Mareña Renovables Wind Power Farm to receive electrical energy for use at production and distribution facilities of FEMSA and Coca-Cola FEMSA throughout Mexico, as well as for a significant number of OXXO convenience stores. The Mareña Renovables Wind Power Farm will be located in the state of Oaxaca and is expected to have a capacity of 396 megawatts. We anticipate the Mareña Renovables Wind Power Farm will begin operations in 2013.

Also as part of Coca-Cola FEMSA's environmental protection and sustainability strategies, in December 2009, Coca-Cola FEMSA, jointly with strategic partners, entered into a wind energy supply agreement with a Mexican subsidiary of the Spanish wind farm developer, GAMESA Energía, S.A., or GAMESA, to supply green energy to Coca-Cola FEMSA's bottling facility in Toluca, Mexico, owned by its subsidiary, Propimex, S. de R.L. de C.V. (formerly Propimex, S.A. de C.V.), or Propimex, and to some of its suppliers of PET bottles. The wind farm generating such energy, which is located in La Ventosa, Oaxaca, is expected to generate approximately 100 thousand megawatt hours of energy annually. The energy supply services began in April 2010 and, during 2010, provided Coca-Cola FEMSA with approximately 45 thousand megawatt hours of energy. In 2010, GAMESA sold its interest in the Mexican subsidiary that owned the wind farm to Iberdrola Renovables México, S.A. de C.V.

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Central America

Coca-Cola FEMSA's Central American operations are subject to several federal and state laws and regulations relating to the protection of the environment, which have been enacted in the last ten years, as awareness has increased in this region about the protection of the environment and the disposal of hazardous and toxic materials as well as water usage. In some countries in Central America, Coca-Cola FEMSA is in the process of bringing its operations into compliance with new environmental laws on the timeline established by the relevant regulatory authorities. Coca-Cola FEMSA's Costa Rica and Panama operations have participated in a joint effort along with the local division of The Coca-Cola Company called *Misión Planeta* (Mission Planet) for the collection and recycling of non-returnable plastic bottles.

Colombia

Coca-Cola FEMSA's Colombian operations are subject to several Colombian federal, state and municipal laws and regulations related to the protection of the environment and the disposal of treated water and toxic and hazardous materials. These laws include the control of atmospheric emissions, noise emissions, disposal of treated water and strict limitations on the use of chlorofluorocarbons. For Coca-Cola FEMSA's plants in Colombia, it has obtained the *Certificación Ambiental Fase IV* (Phase IV Environmental Certificate) demonstrating its compliance at the highest level with relevant Colombian regulations. Coca-Cola FEMSA is also engaged in nationwide campaigns for the collection and recycling of glass and plastic bottles as well as reforestation programs. In 2011, jointly with the FEMSA Foundation, Coca-Cola FEMSA was awarded with the Western Hemisphere Corporate Citizenship Award for the social responsibility programs it carried out to respond to the extreme weather experienced in Colombia in 2010 and 2011, known locally as the winter emergency. In addition, Coca-Cola FEMSA also obtained the ISO 9001, ISO-22000 and PAS 220 certifications for its plants located in Medellín, Cali, Bogotá, Barranquilla, Bucaramanga and La Calera, as recognition for the highest quality in its production processes.

Venezuela

Coca-Cola FEMSA's Venezuelan operations are subject to several Venezuelan federal, state and municipal laws and regulations related to the protection of the environment. The most relevant of these laws are the *Ley Orgánica del Ambiente* (Organic Environmental Law), the *Ley Sobre Sustancias, Materiales y Desechos Peligrosos* (Substance, Material and Dangerous Waste Law), the *Ley Penal del Ambiente* (Criminal Environmental Law) and the *Ley de Aguas* (Water Law). Since the enactment of the Organic Environmental Law in 1995, Coca-Cola FEMSA's Venezuelan subsidiary has presented the proper authorities with plans to bring their production facilities and distribution centers into compliance with applicable laws, which mainly consist of building or expanding the capacity of water treatment plants in Coca-Cola FEMSA's bottling facilities. Even though Coca-Cola FEMSA has had to adjust some of the originally proposed timelines due to construction delays, in 2009, Coca-Cola FEMSA completed the construction and received all the required permits to operate a new water treatment plant in its bottling facility located in the city of Barcelona. At the end of 2011, Coca-Cola FEMSA constructed a new water treatment plant in its bottling plant in the city of Valencia, which began operations in February 2012. During 2011, Coca-Cola FEMSA also commenced construction of a new water treatment plant in its Antimano bottling plant in Caracas, which construction is expected to conclude during the second quarter of 2012. Coca-Cola FEMSA is also concluding the process of obtaining the necessary authorizations and licenses before it can begin the construction and expansion of its current water treatment plant in its bottling facility in Maracaibo. In December 2011, Coca-Cola FEMSA also obtained the ISO 14000 certification for all of its plants in Venezuela.

In addition, in December 2010, the Venezuelan government approved the *Ley Integral de Gestión de la Basura* (Comprehensive Waste Management Law), which will regulate solid waste management and which may be applicable to manufacturers of products for mass consumption. The full scope of this law has not yet been established.

Brazil

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

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Coca-Cola FEMSA's production plant located in Jundiaí has been recognized by the Brazilian authorities for its compliance with environmental regulations and for having standards well above those imposed by the law. The plant has been certified for: (i) ISO 9001 since 1993; (ii) ISO 14001 since March 1997; (iii) norm OHSAS 18001 since 2005; (iv) ISO 22000 since 2007; and (v) PAS: 96 since 2010.

In Brazil it is also necessary to obtain concessions from the government to cast drainage. Coca-Cola FEMSA's plants in Brazil have been granted this concession, except Mogi das Cruzes, where it has timely begun the process of obtaining one. In December, 2010, Coca-Cola FEMSA increased the capacity of the water treatment plant in its Jundiaí facility.

In Brazil, a municipal regulation of the City of São Paulo, implemented pursuant to Law 13.316/2002, came into effect in May 2008. This regulation requires Coca-Cola FEMSA to collect for recycling a specified annual percentage of plastic bottles made from PET sold in the City of São Paulo; such percentage increases each year. As of May 2009, Coca-Cola FEMSA was required to collect for recycling 50% of the PET bottles it sold in the City of São Paulo. As of May 2010, it was required to collect 75%, and as of May 2011, it was required to collect 90%. Currently, Coca-Cola FEMSA is not able to collect the entire required volume of PET bottles it has sold in the City of São Paulo for recycling. If Coca-Cola FEMSA does not meet the requirements of this regulation, which we believe to be more onerous than those imposed by the countries with the highest recycling standards, it could be fined and be subject to other sanctions, such as the suspension of operations in any of its plants and/or distribution centers located in the City of São Paulo. In May 2008, Coca-Cola FEMSA, together with other bottlers in São Paulo, through the *Associação Brasileira das Indústrias de Refrigerantes e de Bebidas Não-alcoólicas* (Brazilian Soft Drink and Non-Alcoholic Beverage Association, or ABIR), filed a motion requesting a court to overturn this regulation on the basis of impossibility of compliance. In addition, in November 2009, in response to a requirement of the municipal authority for Coca-Cola FEMSA to demonstrate the destination of the PET bottles sold by it in the City of São Paulo, Coca-Cola FEMSA filed a motion showing all of its recycling programs and requesting a more practical timeline to comply with the requirements of the law. In October 2010, the municipal authority of the City of São Paulo levied a fine on Coca-Cola FEMSA's Brazilian operating subsidiary of 250,000 Brazilian reais (approximately Ps. 1,750,000 as of December 31, 2010) on the grounds that the report submitted by Coca-Cola FEMSA's Brazilian operating subsidiary did not comply with the 75% proper disposal requirement for the period from May 2008 to May 2010. Coca-Cola FEMSA filed an appeal against this fine. Coca-Cola FEMSA is currently awaiting resolution of both matters.

In August 2010, Law No. 12.305/2010 established the Brazilian National Solid Waste Policy. This policy is based on the principle of shared responsibility between the government, companies and the public, and provides for the post-consumption return of products to companies and requires public authorities to implement waste management programs. This law is regulated by Federal Decree No. 7.404/2010, and was published in December 2010. Coca-Cola FEMSA is currently discussing with the relevant authorities the impact this law may have on Brazilian companies in complying with the regulation in effect in the City of São Paulo.

Argentina

Coca-Cola FEMSA's Argentine operations are subject to federal and municipal laws and regulations relating to the protection of the environment. The most significant of these are regulations concerning waste water discharge, which are enforced by the *Secretaría de Ambiente y Desarrollo Sustentable* (Ministry of Natural Resources and Sustainable Development) and the *Organismo Provincial para el Desarrollo Sostenible* (Provincial Organization for Sustainable Development) for the province of Buenos Aires. Coca-Cola FEMSA's Alcorta plant is in compliance with environmental standards and Coca-Cola FEMSA has been certified for ISO 14001:2004 for its plants and operative units in Buenos Aires.

For all of Coca-Cola FEMSA's plant operations, it employs an environmental management system: *Sistema de Administración Ambiental* (Environmental Administration System, or EKOSYSTEM) that is contained within *Sistema Integral de Calidad* (Integral Quality System, or SICKOF).

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

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

Other regulations

In December 2009, the Venezuelan government issued a decree requiring a reduction in energy consumption by at least 20% for industrial companies whose consumption is greater than two megawatts per hour and to submit an energy-usage reduction plan. Some of Coca-Cola FEMSA's bottling operations in Venezuela outside of Caracas met this threshold and it submitted a plan, which included the purchase of generators for its plants. In January 2010, the Venezuelan government subsequently implemented power cuts and other measures for all industries in Caracas whose consumption was above 35 kilowatts per hour.

In January 2010, the Venezuelan government amended the Defense of and Access to Goods and Services Law. Any violation by a company that produces, distributes and sells goods and services could lead to fines, penalties or the confiscation of the assets used to produce, distribute and sell these goods without compensation. Although we believe Coca-Cola FEMSA is in compliance with this law, consumer protection laws in Venezuela are subject to continuing review and changes.

In July 2011, the Venezuelan government passed the Fair Costs and Prices Law. The purpose of this law is to establish the regulations and administrative processes necessary to maintain the price stability of, and equal access to, goods and services. The law also creates the National Ministry of Costs and Prices, whose main role is to oversee price controls and set maximum retail prices on certain consumer goods and services. Of Coca-Cola FEMSA's products, only certain of its still water beverages were affected by these regulations, which mandated a lowering of its sale prices as of April 2012. Any failure to comply with this law would result in fines, temporary suspension or the closure of operations. While Coca-Cola FEMSA is presently in compliance with this law, we cannot assure you that the Venezuelan government's future regulation of goods and services will not result in a forced reduction of prices in respect of certain of Coca-Cola FEMSA's other products, which could have a negative effect on its results of operations.

In January 2012, the Costa Rican government approved a decree that regulates the sale of food and beverages in schools. The decree came into effect in 2012. Enforcement of this law will be gradual, from applicability in 2012 to 2014, depending on the specific characteristics of the food or beverage in question. In accordance with the decree, the sale of specific sparkling beverages and still beverages that contain sugar, syrup or HFCS in any type of presentation in schools is prohibited. Coca-Cola FEMSA will still be allowed to sell water and certain still beverages in schools. We cannot assure you that the Costa Rican government will not further restrict sales of other of Coca-Cola FEMSA's products in schools in the future; any such further restrictions could lead to an adverse impact on Coca-Cola FEMSA's results of operations.

Water Supply Law

In Mexico, Coca-Cola FEMSA obtains water directly from municipal utility companies and pumps water from its own wells and rivers pursuant to concessions obtained from the Mexican government on a plant-by-plant basis. Water use in Mexico is regulated primarily by the National Water Law, and regulations issued thereunder, which created the National Water Commission. The National Water Commission is in charge of overseeing the national system of water use. Under the National Water Law, concessions for the use of a specific volume of

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ground or surface water generally run from five- to fifty-year terms, depending on the supply of groundwater in each region as projected by the National Water Commission. Concessionaires may request that concession terms be extended before expiration. The Mexican government is authorized to reduce the volume of ground or surface water granted for use by a concession by whatever volume of water is not used by the concessionaire for two consecutive years. However, because the current concessions for each of Coca-Cola FEMSA's plants in Mexico do not match each plant's projected needs for water in future years, we successfully negotiated with the Mexican government the right to transfer the unused volume under concessions from certain plants to other plants anticipating greater water usage in the future. These concessions may be terminated if, among other things, we use more water than permitted or we fail to pay required concession-related fees and do not cure such situations in a timely manner.

Although we have not undertaken independent studies to confirm the sufficiency of the existing or future groundwater supply, we believe that our existing concessions satisfy our current water requirements in Mexico.

In Argentina, a state water company provides water to Coca-Cola FEMSA's Alcorta plant on a limited basis; however, we believe the authorized amount meets Coca-Cola FEMSA's requirements for this plant. In Coca-Cola FEMSA's Monte Grande plant in Argentina, it pumps water from its own wells, in accordance with Law 25.688.

In Brazil, we buy water directly from municipal utility companies and we also capture water from underground sources, wells or surface sources (*i.e.* rivers), pursuant to concessions granted by the Brazilian government for each plant. According to the Brazilian Constitution, water is considered an asset of common use and can only be exploited for the national interest by Brazilians or companies formed under Brazilian law. Concessionaires and users have the responsibility for any damage to the environment. The exploitation and use of water is regulated by the *Código de Mineração* (Code of Mining, Decree Law No. 227/67), the *Código de Águas Minerais* (Mineral Water Code, Decree Law No. 7841/45), the National Water Resources Policy (Law No. 9433/97) and by regulations issued thereunder. The companies that exploit water are supervised by the *Departamento Nacional de Produção Mineiral* DNPM (National Department of Mineral Production) and the National Water Agency in connection with federal health agencies, as well as state and municipal authorities. In Coca-Cola FEMSA's Jundiá and Belo Horizonte plants, we do not exploit mineral water. In the Mogi das Cruzes and Campo Grande plants, we have all the necessary permits related for the exploitation of mineral water.

In Colombia, in addition to natural spring water, Coca-Cola FEMSA obtains water directly from its own wells and from utility companies. Coca-Cola FEMSA is required to have a specific concession to exploit water from natural sources. Water use in Colombia is regulated by law No. 9 of 1979 and decrees no. 1594 of 1984 and no. 2811 of 1974. The National Institute of National Resources supervises companies that exploit water.

In Nicaragua, the use of water is regulated by the *Ley General de Aguas Nacionales* (National Water Law), and in Costa Rica, the use of water is regulated by the *Ley de Aguas* (Water Law). In both of these countries, Coca-Cola FEMSA owns and exploits its own water wells granted to it through governmental concessions. In Guatemala, no license or permits are required to exploit water from the private wells in Coca-Cola FEMSA's own plants. In Panama, Coca-Cola FEMSA acquires water from a state water company, and the use of water is regulated by the *Reglamento de Uso de Aguas de Panamá* (Panama Use of Water Regulation). In Venezuela, Coca-Cola FEMSA uses private wells in addition to water provided by the municipalities, and it has taken the appropriate actions, including actions to comply with water regulations, to have water supply available from these sources, regulated by the *Ley de Aguas* (Water Law).

We cannot assure you that water will be available in sufficient quantities to meet our future production needs, that we will be able to maintain our current concessions or that additional regulations relating to water use will not be adopted in the future in our territories. We believe that we are in material compliance with the terms of our existing water concessions and that we are in compliance with all relevant water regulations.

ITEM 4A. UNRESOLVED STAFF COMMENTS

None

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ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion should be read in conjunction with, and is entirely qualified by reference to, our audited consolidated financial statements and the notes to those financial statements. Our audited consolidated financial statements were prepared in accordance with Mexican FRS, which differ in certain significant respects from U.S. GAAP. Notes 26 and 27 to our audited consolidated financial statements provide a description of the principal differences between Mexican FRS and U.S. GAAP as they relate to us, as well as U.S. GAAP consolidated balance sheets, statements of income and comprehensive income, and cash flows for the same periods presented for Mexican FRS purposes and for the consolidated statement of changes in stockholders' equity for the years ended December 31, 2010 and 2011, and reconciliation to U.S. GAAP of net income, comprehensive income and stockholders' equity. See U.S. GAAP Reconciliation.

Overview of Events, Trends and Uncertainties

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

Coca-Cola FEMSA's Mexico and Central America region continues growing volumes at a steady but moderate pace, as does the South America region. The *Coca-Cola* brand, together with the recently added still-beverage operation, delivered the majority of volume growth.

FEMSA Comercio accelerated its rate of OXXO store openings and continues to grow in terms of total revenues and as a percentage of our consolidated total revenues. FEMSA Comercio has lower operating margins than our beverage business. Given that FEMSA Comercio has lower operating margins and fixed costs, it is more sensitive to changes in sales which could negatively affect operating margins.

Our results from operations and financial position are affected by the economic and market conditions in the countries where our subsidiaries conduct their operations, particularly in Mexico. Changes in these conditions are influenced by a number of factors, including those discussed in Item 3. Key Information Risk Factors.

Recent Developments

On December 15, 2011, Coca-Cola FEMSA entered into an agreement to merge the beverage division of Grupo Fomento Queretano into Coca-Cola FEMSA. Grupo Fomento Queretano's beverage division operates mainly in the Mexican state of Querétaro, as well as in parts of the states of Mexico, Hidalgo and Guanajuato. The merger agreement was approved by both Coca-Cola FEMSA's and Grupo Fomento Queretano's boards of directors, and is subject to the approval of the CFC and of the shareholders meetings of both companies. The transaction will involve the issuance of approximately 45.1 million new Coca-Cola FEMSA Series L Shares, and in addition Coca-Cola FEMSA will assume Ps. 1,221 million in net debt. This transaction is expected to be completed in the second quarter of 2012.

In February 2012, Coca-Cola FEMSA announced that it had entered into a 12-month exclusivity agreement with The Coca-Cola Company to evaluate the potential acquisition by Coca-Cola FEMSA of a controlling ownership stake in the bottling operations owned by The Coca-Cola Company in the Philippines. Both parties believe that Coca-Cola FEMSA's expertise and successful track record operating in fragmented markets and emerging economies could be effectively deployed in such territory, and contribute significantly toward expanding the penetration of, and consumer preference for, The Coca-Cola Company's brands in that market. This exclusivity agreement does not require either party to enter into any transaction, and there can be no assurances that a definitive agreement will be executed.

On February 23, 2012, a wholly-owned subsidiary of Mitsubishi Corporation, and Stichting Depository PGGM Infrastructure Funds, a pension fund managed by PGGM, acquired the 45% interest held by FEMSA in the parent companies of the Mareña Renovables Wind Power Farm, a 396 megawatt late-stage wind energy project in

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the southeastern region of the State of Oaxaca. Certain subsidiaries of FEMSA, FEMSA Comercio and Coca-Cola FEMSA have entered into 20-year wind power supply agreements with the Mareña Renovables Wind Power Farm to purchase energy output produced by it. These agreements will remain in full force and effect. The sale of FEMSA's participation as an investor will result in a gain.

Changes in Mexican Financial Reporting Standards

Adoption of International Financial Reporting Standards for public companies

The CNBV has announced that, commencing in 2012, all Mexican public companies must report their financial information in accordance with IFRS. Since 2006, the *Consejo Mexicano para la Investigación y Desarrollo de Normas de Información Financiera* (Mexican Board of Research and Development of Financial Reporting Standards) has been modifying Mexican FRS in order to ensure their convergence with IFRS. Starting on January 1, 2012, we are reporting our financial information in accordance with IFRS and will present financial information for 2011 on a comparable basis.

Effects of Changes in Economic Conditions

Our results from operations are affected by changes in economic conditions in Mexico and in the other countries in which we operate. For the years ended December 31, 2011, 2010, and 2009, 60%, 62%, and 59%, respectively, of our total sales were attributable to Mexico. As a result, we have significant exposure to the economic conditions of certain countries, particularly those in Central America, Colombia, Venezuela and Brazil, although we continue to generate a substantial portion of our total sales from Mexico. The participation of these other countries as a percentage of our total sales has not changed significantly during the last five years and is expected to increase in future periods due to acquisitions.

The Mexican economy is gradually recovering from a downturn as a result of the impact of the global financial crisis on many emerging economies in 2009. In 2011, Mexican GDP expanded by approximately 3.9% compared to an expansion of 5.4% for the full year of 2010, according to INEGI. According to the *Banco Nacional de México* survey regarding the economic expectations of specialists, Mexican GDP is expected to increase by 3.43% in 2012, as of the latest estimate, published on April 2, 2012. The Mexican economy continues to be heavily influenced by the U.S. economy, and therefore, further deterioration in economic conditions in, or delays in the recovery of, the U.S. economy may hinder any recovery in Mexico.

Our future results may be significantly affected by the general economic and financial conditions in the countries where we operate, including by levels of economic growth, by the devaluation of the local currency, by inflation and high interest rates or by political developments, and may result in lower demand for our products, lower real pricing or a shift to lower margin products. Because a large percentage of our costs are fixed costs, we may not be able to reduce such costs and expenses, and our profit margins may suffer as a result of downturns in the economy of each country.

The decrease in interest rates in Mexico in 2011 decreases our cost of Mexican peso-denominated variable interest rate indebtedness and could have a favorable effect on our financial position and results of operations during 2012.

Beginning in the fourth quarter of 2009 and through 2011, the exchange rate between the Mexican peso and the U.S. dollar fluctuated from a low of Ps. 11.51 per U.S. dollar, to a high of Ps. 14.25 per U.S. dollar. At December 30, 2011, the exchange rate (noon buying rate) was Ps. 13.9510 to US\$ 1.00. On March 30, 2012, the exchange rate was Ps. 12.8115 to US\$ 1.00. See Item 3. Key Information Exchange Rate Information. A depreciation of the Mexican peso or local currencies in the countries in which we operate relative to the U.S. dollar increases our cost of raw materials priced in U.S. dollars, including raw materials whose prices are set with reference to the U.S. dollar. In addition, a depreciation of the Mexican peso or local currencies in the countries in which we operate relative to the U.S. dollar will increase our U.S. dollar-denominated debt obligations, which could negatively affect our financial position and results from operations.

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Operating Leverage

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

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

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

FEMSA Comercio operations result in a low margin business with relatively fixed costs. These two characteristics make FEMSA Comercio a business with an operating margin that might be affected more easily by a change in sales levels.

Critical Accounting Estimates

The preparation of our audited consolidated financial statements requires that we make estimates and assumptions that affect (1) the reported amounts of our assets and liabilities, (2) the disclosure of our contingent liabilities at the date of the financial statements and (3) the reported amounts of revenues and expenses during the reporting period. We base our estimates and judgments on our historical experience and on various other reasonable factors that together form the basis for making judgments about the carrying values of our assets and liabilities. Our actual results may differ from these estimates under different assumptions or conditions. We evaluate our estimates and judgments on an on-going basis. Our significant accounting policies are described in Note 4 to our audited consolidated financial statements. We believe our most critical accounting policies that imply the application of estimates and/or judgments are the following:

Property, plant and equipment

Property, plant and equipment are depreciated over their estimated useful lives. The estimated useful lives are reviewed annually and represent the period we expect the assets to remain in service and to generate revenues. We base our estimates on the experience of our technical personnel. Depreciation is computed using the straight line method of accounting.

Where an item of property, plant and equipment is comprised of major components having different useful lives, these components are accounted for and depreciated as separate items (major components) of property, plant and equipment.

Imported assets are recorded using the exchange rate as of the acquisition date and are restated using the inflation factor of the country where the asset is acquired for inflationary economic environments.

We test depreciable long-lived assets for impairment at fair value when there are indicators of impairment and determine whether impairment exists, by first comparing the book value of the assets with their recoverable value based on undiscounted cash flows, and if such assets are not recoverable, then with their fair value, which is calculated considering their operating conditions and the future cash flows expected to be generated based on their estimated remaining useful life as determined by management.

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Returnable and non-returnable bottles are aggregated as part of property, plant and equipment. Returnable bottles are depreciated based on the straight-line method over acquisition cost. Coca-Cola FEMSA estimates depreciation rates considering returnable bottles useful lives.

We recorded returnable bottles and cases at acquisition cost and restated them applying inflation factors only when they form part of our operations in countries with an inflationary economic environment. For Coca-Cola FEMSA, breakage is expensed as it is incurred as part of depreciation. The annual calculated depreciation expense has been similar to the annual bottle breakage expense. Whenever we decide to discontinue a particular returnable presentation and retire it from the market, we write off the discontinued presentation through an increase in breakage expense presented as part of depreciation.

Valuation and impairment of intangible assets and goodwill

We identify all intangible assets associated with business acquisitions and investments in shares. We separate intangible assets between those with a finite useful life and those with an indefinite useful life, in accordance with the period over which we expect to receive the benefits. Intangible assets and goodwill identified in investments in shares are presented within the total investment in shares.

The intangible assets of indefinite life associated with business acquisitions are subject to annual impairment tests. As of December 31, 2011, we have recorded intangible assets with indefinite lives, which consist of:

Coca-Cola FEMSA's rights to produce and distribute *Coca-Cola* trademark products for Ps. 62,822 million primarily as a result of the Panamco acquisition;

Goodwill relating to Coca-Cola FEMSA acquisitions during 2011 that amounted to Ps. 5,214; and

Other intangible assets with indefinite lives that amounted to Ps. 343 million.

We review annually the carrying value of our intangible assets with indefinite lives and goodwill for impairment based on recognized valuation techniques. While we believe that our estimates are reasonable, different assumptions regarding such estimates could materially affect our evaluations.

Investments in shares, including related goodwill, are subject to impairments testing whenever certain events or changes in circumstances occur that indicate that the carrying amount may exceed fair value. We recognize an impairment loss when it is considered to be other than a temporary loss. As of December 31, 2011, identified intangible assets and goodwill relating to our 20% economic interest in the Heineken Group amounted to 3,055 million (approximately US\$ 3,940 million) and 1,200 million (approximately US\$ 1,548 million), respectively.

Following our evaluations during 2011 and up to the date of this annual report, we do not have information which leads to a significant impairment of intangible assets with indefinite lives or of our investments in shares of affiliated companies. We can give no assurance that our expectations will not change as a result of new information or developments. Future changes in economic or political conditions in any country in which we operate or in the industries in which we participate may cause us to change our current assessment.

Employee benefits

Our employee benefits are comprised of obligations for pension plan, seniority premium, post-retirement medical services and severance indemnities. The determination of our obligations and expenses for pension and other post-retirement benefits are determined by actuarial calculations and are dependent on our determination of certain assumptions used to estimate such amounts. We evaluate our assumptions at least annually.

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While we believe that our assumptions are appropriate, significant differences in our actual experience or significant changes in our assumptions may materially affect our pension and other post-retirement obligations and our future expense. The following table is a summary of the three key assumptions to be used in determining 2011 annual labor liability expense, along with the impact on this expense of a 1% change in each assumed rate.

Assumptions 2011 ⁽¹⁾	Nominal Rates ⁽³⁾			Real Rates ⁽⁴⁾			Impact of Rate Changes ⁽²⁾	
	2011	2010	2009	2011	2010	2009	+1%	-1%
(in millions of Mexican pesos)								
Mexican and Foreign Subsidiaries:								
Discount rate	7.6%	7.6%	8.2%	4.0%	4.0%	4.5%	Ps. (386)	Ps.567
Salary increase	4.8%	4.8%	5.1%	1.2%	1.2%	1.5%	419	(275)
Long-term asset return	9.0%	8.2%	8.2%	5.0%	3.6%	4.5%	(16)	17

(1) Calculated using a measurement date as of December 2011.

(2) The impact is not the same for an increase of 1% as for a decrease of 1% because the rates are not linear.

(3) For countries considered non-inflationary economic environments according to Mexican FRS.

(4) For countries considered inflationary economic environments according to Mexican FRS.

Income taxes

As we describe in Note 23 to our audited consolidated financial statements, the Mexican tax reform as effective in 2011 did not impact our tax result. However, the following are the most important changes pursuant to the Mexican tax reform as effective in 2010 that are applicable to recent and upcoming years: an increase in the VAT rate from 15% in 2009 to 16% in 2010 and future years; an increase in the special tax on production and services from 25% in 2009 to 26.5% in 2010 and future years; and an increase in the statutory income tax rate from 28% in 2009 to 30% for 2010, 2011 and 2012, with a reduction from 30% to 29% and 28% for 2013 and 2014, respectively. In addition, the Mexican tax reform as effective in 2010 requires that income tax payments related to consolidated tax benefits obtained since 1999 be paid during the succeeding five years beginning in the sixth year when tax benefits were used. See Note 23 C and D to our audited consolidated financial statements.

The *Impuesto Empresarial de Tasa Unica* (IETU) functions similarly to an alternative minimum corporate income tax, except that any amounts paid are not creditable against future income tax payments. Mexican taxpayers are now subject to the higher of the IETU or the income tax liability computed under Mexican Income Tax Law. The IETU is calculated on a cash-flow basis, the rate for 2009 was 17.0% and the rate for both 2010 and 2011 was 17.5%.

We have paid corporate income tax since IETU came into effect and, based on our financial projections estimated for our Mexican tax returns, we expect to continue paying corporate income tax in the future and do not expect to pay IETU, therefore we did not record deferred IETU. As such, the enactment of IETU did not impact our consolidated financial position or results from operations, as it only recognizes deferred income tax.

We recognize deferred tax assets and liabilities based on the differences between the financial statement carrying amounts and the tax basis of assets and liabilities. We regularly review our deferred tax assets for recoverability and/or payment, and establish a valuation allowance based on our judgment regarding historical taxable income, projected future taxable income and the expected timing of the reversals of existing temporary differences. If these estimates and related assumptions change in the future, we may be required to record additional valuation allowances against our deferred tax assets, resulting in an impact in net income.

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The statutory income tax rate in Mexico was 30% for each of 2011 and 2010, and 28% for 2009. The statutory income tax rate in Panama was 25%, 27.5% and 30%, respectively, for 2011, 2010 and 2009. The statutory income tax rates for 2011 in other countries in which we do business were: 31% in Guatemala; 30% in Nicaragua; 30% in Costa Rica; 33% in Colombia; 34% in Venezuela; 34% in Brazil; and 35% in Argentina. Tax loss carry-forwards may be applied to income tax over certain periods of time, varying by country as follows: in Mexico, 10 years; in Nicaragua, Costa Rica and Venezuela, 3 years; in Panama and Argentina, 5 years; in Colombia, tax losses may be carried forward for an indefinite period of time but are limited to 25% of taxable income for the relevant year; and in Brazil, tax losses may be carried forward for an indefinite period of time but cannot be restated and are limited to 30% of taxable income for the relevant year. We make judgments about the recoverability of tax loss carry-forward assets as described above.

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Indirect tax and legal contingencies

We are subject to various claims and contingencies related to indirect tax and legal proceedings as described in Note 24 to our audited consolidated financial statements. Due to their nature, such legal proceedings involve inherent uncertainties including, but not limited to, court rulings, negotiations between affected parties and governmental actions. Management periodically assesses the probability of loss for such contingencies and accrues a liability and/or discloses the relevant circumstances, as appropriate. If the potential loss from any claim or legal proceeding is considered probable and the amount can be reasonably estimated, we accrue a liability for the estimated loss.

Derivative financial instruments

We are required to measure all derivative financial instruments at fair value and recognize them in the balance sheet as an asset or liability. Changes in the fair value of derivative financial instruments are recorded each year in net income or as a component of cumulative other comprehensive income, based on whether the instrument provides a hedge and is designated as such, and the ineffectiveness of the hedge. The fair values of derivative financial instruments are determined considering quoted prices in recognized markets. If such instruments are not traded, fair value is determined by applying techniques based upon technical models supported by sufficient reliable and verifiable data, recognized in the financial sector. We base our forward price curves upon market price quotations.

New Accounting Pronouncements

As described in Note 28 to our audited consolidated financial statements, we are adopting IFRS for the preparation of our financial information beginning in 2012. Pursuant to current SEC reporting requirements, foreign private issuers may provide in their SEC filings financial statements prepared in accordance with IFRS, without a reconciliation to U.S. GAAP.

The consolidated financial statements to be issued by us for the year ending December 31, 2012 will be our first annual financial statements that comply with IFRS. Our IFRS transition date is January 1, 2011, and therefore, the year ended December 31, 2011 will be the comparative period to be covered. IFRS 1, *First-Time Adoption of International Financial Reporting Standards* (which we refer to as IFRS 1), sets forth mandatory exceptions and allows certain optional exemptions to the complete retrospective application of IFRS.

Mandatory Exceptions

We have applied the following mandatory exceptions to retrospective application of IFRS, effective as of our IFRS transition date:

Accounting Estimates

Estimates prepared under IFRS as of January 1, 2011 are consistent with the estimates recognized under Mexican FRS as of the same date, unless we are required to adjust such estimates to agree with IFRS.

Derecognition of Financial Assets and Liabilities

We applied the derecognition rules of IAS 39, *Financial Instruments: Recognition and Measurement* (which we refer to as IAS 39) prospectively for transactions occurring on or after our IFRS transition date.

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Hedge Accounting

As of our IFRS transition date, we have measured at fair value all derivative financial instruments and hedging relationships designated and documented effectively as accounting hedges, as required by IAS 39, which is consistent with the treatment under Mexican FRS. As a result, there was no impact in our consolidated financial statements due to the application of this exception.

Non-controlling Interest

We have applied the requirements of IAS 27, Consolidated and Separate Financial Statements (which we refer to as IAS 27) related to non-controlling interests prospectively beginning on our IFRS transition date.

Optional Exemptions

We have elected the following optional exemptions to retrospective application of IFRS, effective as of our IFRS transition date:

Business Combinations and Acquisitions of Associates and Joint Ventures

According to IFRS 1, an entity may elect not to apply IFRS 3, Business Combinations retrospectively to acquisitions made prior to the transition date to IFRS.

The exemption for past business combinations also applies to past acquisitions of investments in associates and of interests in joint ventures.

We have adopted this exemption and did not amend our business acquisitions or investments in associates and joint ventures prior to our IFRS transition date and we did not remeasure the values determined at the acquisition dates, including the amount of previously recognized goodwill in past acquisitions.

Share-based Payments

We have share-based plans, which we pay to our qualifying employees based on our own shares and those of our subsidiary, Coca-Cola FEMSA. Management decided to apply the optional exemptions established in IFRS 1, whereas we did not apply IFRS 2, Share-based Payment (which we refer to as IFRS 2): (i) to the equity instruments granted before November 7, 2002, (ii) to equity instruments granted after November 7, 2002 and that were earned before the latter of (a) our IFRS transition date and (b) January 1, 2005 and (iii) liabilities related to share-based payment transactions that were settled before our IFRS transition date.

Deemed Cost

An entity may individually elect to measure an item of its property, plant and equipment at the transition date to IFRS at its fair value and use that fair value as its deemed cost at that date. In addition, a first-time adopter may elect to use a previous generally accepted accounting principles revaluation of an item of property, plant and equipment at, or before, the transition date to IFRS as deemed cost at the date of the revaluation, if the revaluation was, at such date of the revaluation, broadly comparable to either (i) fair value, or (ii) cost or depreciated cost in accordance with IFRS and adjusted to reflect changes in a general or specific price index.

We have presented both our property, plant and equipment and our intangible assets at IFRS historical cost in all countries. In Venezuela, this IFRS historical cost represents actual historical cost in the year of acquisition, indexed for inflation in a hyperinflationary economy based on the provisions of IAS 29, Hyperinflationary Economies (which we refer to as IAS 29).

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Cumulative Translation Effect

A first-time adopter is neither required to recognize translation differences and accumulate these in a separate component of equity, nor on a subsequent disposal of a foreign operation, to reclassify the cumulative translation difference for that foreign operation from equity to profit or loss as part of the gain or loss on disposal that would have existed at the IFRS transition date.

We applied this exemption and consequently we reclassified the accumulated translation effect recorded under Mexican FRS to retained earnings and, beginning January 1, 2011, we calculate the translation effect of our foreign operations prospectively according to IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

Borrowing Costs

We applied the IFRS 1 exemption related to borrowing costs incurred for qualifying assets existing at the IFRS transition date, based on our similar Mexican FRS accounting policy, and beginning January 1, 2011 we capitalize eligible borrowing costs in accordance with IAS 23, *Borrowing Costs* (which we refer to as IAS 23).

Recording Effects of the Transition from Mexican FRS to IFRS

The following disclosures provide a qualitative description of the most significant preliminary effects from the transition to IFRS determined as of the date of the issuance of our consolidated financial statements.

Inflation Effects

According to Mexican FRS, the Mexican peso ceased to be the currency of an inflationary economy on December 31, 2007, as the three years cumulative inflation as of such date did not exceed 26%.

According to IAS 29, the last hyperinflationary period for the Mexican peso was in 1998. As a result, we have eliminated the cumulative inflation recognized within long-lived assets and contributed capital for our Mexican operations, based on Mexican FRS during the years 1999 through 2007, which were not deemed hyperinflationary for IFRS purposes.

For our foreign operations, the cumulative inflation from the acquisition date was eliminated (except in the case of Venezuela, which was deemed to be a hyperinflationary economy) from the date on which we began to consolidate them.

Employee Benefits

According to NIF D-3, a severance provision and the corresponding expenditure must be recognized based on the experience of an entity in terminating the employment relationship before the retirement date, or if the entity deems to pay benefits as a result of an offer made to employees to encourage a voluntary termination. For IFRS purposes, this provision is only recorded pursuant to IAS 19 (Revised 2011),

Employee Benefits (which we refer to as IAS 19 (Revised 2011)), at the moment the entity has a demonstrable commitment to end the relationship with the employee or to make a bid to encourage voluntary retirement. This is evidenced by a formal plan that describes the characteristics of the termination of employment. Accordingly, at our IFRS transition date, we derecognized our severance indemnity recorded under Mexican FRS against retained earnings given that no such formal plan exists. A formal plan was not required for recording under Mexican FRS.

IAS 19 (Revised 2011), early adopted by us, eliminates the use of the corridor method, which defers the actuarial gains/losses and requires that such gains/losses be recorded directly within other comprehensive income in each reporting period. The standard also eliminates deferral of past service costs and requires entities to record them in comprehensive income in each reporting period. These requirements increased our liability for employee benefits with a corresponding reduction in retained earnings at our IFRS transition date.

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Embedded Derivatives

For Mexican FRS purposes, we recorded embedded derivatives for agreements denominated in foreign currency. Pursuant to the principles set forth in IAS 39, there is an exception for embedded derivatives on those contracts that are denominated in certain foreign currencies if, for example, the foreign currency is commonly used in the economic environment in which the transaction takes place. We concluded that all of our embedded derivatives fell within the scope of this exception.

Therefore, at our IFRS transition date, we derecognized all embedded derivatives recognized under Mexican FRS.

Stock Bonus Program

Under NIF D-3, we recognized our stock bonus program plan offered to certain key executives as a defined contribution plan. IFRS require that such share-based payment plans be recorded under the principles set forth in IFRS 2. The most significant difference for changing the accounting treatment is related to the period during which compensation expense is recognized, which under NIF D-3 means the total amount of the bonus is recorded in the period in which it was granted, while in IFRS 2 it shall be recognized over the vesting period of such awards.

Additionally, the trust that holds the equity shares allocated to executives is considered to hold plan assets and is not consolidated under Mexican FRS. However, for IFRS Standing Interpretations Committee Interpretation (SIC) 12, Consolidation Special Purpose Entities, we will consolidate the trust and reflect our own shares in treasury stock and reduce the non-controlling interest for Coca-Cola FEMSA shares held by the trust.

Deferred Income Taxes

The IFRS adjustments recognized by us had an impact on the calculation of deferred income taxes according to the requirements established by IAS 12, Income Taxes (IAS 12).

Furthermore, we derecognized a deferred liability recorded in the exchange of shares of FEMSA Cerveza with the Heineken Group. IFRS have an exception for recognition of a deferred tax liability for an investment in a subsidiary if the parent is able to control the timing of the reversal and it is probable that it will not reverse in the foreseeable future.

Retained Earnings

All the adjustments arising from our conversion to IFRS as of the transition date were recorded against retained earnings.

Other Differences in Presentation and Disclosures in the Financial Statements

Generally, IFRS disclosure requirements are more extensive than those of Mexican FRS, which will result in increased disclosures about accounting policies, significant judgments and estimates, financial instruments and management risks, among others. We will restructure our income statement under IFRS to comply with IAS 1, Presentation of Financial Statements (IAS 1). In addition, there may be some other differences in presentation.

There are other differences between Mexican FRS and IFRS. However, we consider the differences mentioned above to describe the significant effects.

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As a result of the transition to IFRS, the effects as of January 1, 2011 on the principal items of a condensed statement of financial position are described as follows:

	Mexican FRS	IFRS Transition Effects	Preliminary IFRS
Current assets	Ps. 51,460	Ps. (47)	Ps. 51,413
Non-current assets	172,118	(10,078)	162,040
Total assets	223,578	(10,125)	213,453
Current liabilities	30,516	(254)	30,262
Non-current liabilities	40,049	(10,012)	30,037
Total liabilities	70,565	(10,266)	60,299
Total stockholders' equity	Ps. 153,013	Ps. 141	Ps. 153,154

The information presented above has been prepared in accordance with the standards and interpretations issued and in effect or issued and early adopted by us at the date of preparation of our consolidated financial statements (see Note 28 B to our consolidated financial statements). The standards and interpretations that are applicable at December 31, 2012, including those that will be applicable on an optional basis, are not known with certainty at the time of preparing our Mexican FRS consolidated financial statements as of December 31, 2011. Additionally, the IFRS accounting policies selected by us may change as a result of changes in the economic environment or industry trends that are observable after the issuance of our Mexican FRS consolidated financial statements. The information presented herein does not intend to comply with IFRS, and it should be noted that under IFRS, only one set of financial statements comprising the statements of financial position, comprehensive income, changes in stockholders' equity and cash flows, together with comparative information and explanatory notes, can provide a fair presentation of our financial position, results of operations and cash flows.

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The following table sets forth our consolidated income statement under Mexican FRS for the years ended December 31, 2011, 2010, and 2009:

	2011 ⁽¹⁾	Year Ended December 31,		2009
		2011	2010	
	(in millions of U.S. dollars and Mexican pesos)			
Net sales	\$ 14,470	Ps.201,867	Ps.168,376	Ps.158,503
Other operating revenues	84	1,177	1,326	1,748
Total revenues	14,554	203,044	169,702	160,251
Cost of sales	8,459	118,009	98,732	92,313
Gross profit	6,095	85,035	70,970	67,938
Operating expenses:				
Administrative	591	8,249	7,766	7,835
Selling	3,576	49,882	40,675	38,973
Total operating expenses	4,167	58,131	48,441	46,808
Income from operations	1,928	26,904	22,529	21,130
Other expenses, net	(209)	(2,917)	(282)	(1,877)
Interest expense	(210)	(2,934)	(3,265)	(4,011)
Interest income	72	999	1,104	1,205
Interest expense, net	(138)	(1,935)	(2,161)	(2,806)
Foreign exchange gain (loss), net	84	1,165	(614)	(431)
Gain on monetary position, net	9	146	410	486
Market value (loss) gain on ineffective portion of derivative financial instruments	(11)	(159)	212	124
Comprehensive financing result	(56)	(783)	(2,153)	(2,627)
Equity method of associates	370	5,167	3,538	132
Income before income taxes	2,033	28,371	23,632	16,758
Income taxes	550	7,687	5,671	4,959
Consolidated net income before discontinued operations	1,483	20,684	17,961	11,799
Income from the exchange of shares with Heineken, net			26,623	
Net income from discontinued operations			706	3,283
Consolidated net income	1,483	20,684	45,290	15,082
Net controlling interest income	1,085	15,133	40,251	9,908
Net non-controlling interest income	398	5,551	5,039	5,174
Consolidated net income	1,483	20,684	45,290	15,082

(1) Translation to U.S. dollar amounts at an exchange rate of Ps. 13.9510 to US\$ 1.00, provided solely for the convenience of the reader.

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The following table sets forth certain operating results by reportable segment under Mexican FRS for each of our segments for the years ended December 31, 2011, 2010, and 2009. Due to the discontinued operation of FEMSA Cerveza it is not considered as a reportable segment.

	Year Ended December 31, Percentage Growth				
	2011	2010	2009	2011 vs. 2010	2010 vs. 2009
(in millions of Mexican pesos at December 31, 2010, except for percentages)					
Net sales					
Coca-Cola FEMSA	Ps.124,066	Ps.102,988	Ps.102,229	20.5%	0.7%
FEMSA Comercio	74,112	62,259	53,549	19.0%	16.3%
CB Equity ⁽¹⁾			N/a	N/a	N/a
Total revenues					
Coca-Cola FEMSA	124,715	103,456	102,767	20.5%	0.7%
FEMSA Comercio	74,112	62,259	53,549	19.0%	16.3%
CB Equity			N/a	N/a	N/a
Cost of sales					
Coca-Cola FEMSA	67,488	55,534	54,952	21.5%	1.1%
FEMSA Comercio	48,636	41,220	35,825	18.0%	15.1%
CB Equity			N/a	N/a	N/a
Gross profit					
Coca-Cola FEMSA	57,227	47,922	47,815	19.4%	0.2%
FEMSA Comercio	25,476	21,039	17,724	21.1%	18.7%
CB Equity			N/a	N/a	N/a
Income from operations					
Coca-Cola FEMSA	20,152	17,079	15,835	18.0%	7.9%
FEMSA Comercio	6,276	5,200	4,457	20.7%	16.7%
CB Equity	(7)	(3)	N/a	(133.0)%	N/a
Depreciation⁽²⁾					
Coca-Cola FEMSA	4,163	3,333	3,472	24.9%	(4.0)%
FEMSA Comercio	1,175	990	819	18.7%	20.9%
CB Equity			N/a	N/a	N/a
Gross margin⁽³⁾⁽⁴⁾					
Coca-Cola FEMSA	45.9%	46.3%	46.5%	(0.4) p.p.	(0.2) p.p.
FEMSA Comercio	34.4%	33.8%	33.1%	0.6 p.p.	0.7 p.p.
CB Equity		N/a	N/a	N/a	N/a
Operating margin⁽⁴⁾⁽⁵⁾					
Coca-Cola FEMSA	16.2%	16.5%	15.4%	(0.3) p.p.	1.1 p.p.
FEMSA Comercio	8.5%	8.4%	8.3%	0.1 p.p.	0.1 p.p.
CB Equity	N/a	N/a	N/a	N/a.	N/a

(1) CB Equity holds Heineken N.V. and Heineken Holding N.V. Shares.

(2) Includes breakage of bottles.

(3) Gross margin is calculated with reference to total revenues.

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

(5) Operating margin is calculated with reference to total revenues.

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Results from operations for the Year Ended December 31, 2011 Compared to the Year Ended December 31, 2010

FEMSA Consolidated

Under Mexican FRS, we reclassified our financial statements to reflect FEMSA Cerveza as a discontinued operation.

Total Revenues

FEMSA's consolidated total revenues increased 19.6% to Ps. 203,044 million in 2011 compared to Ps. 169,702 million in 2010. All of FEMSA's operations beverages and retail contributed positively to this revenue growth. Coca-Cola FEMSA's total revenues increased 20.5% to Ps. 124,715 million, driven by double-digit total revenue growth in both of its divisions and the integration of the beverage divisions of Grupo Tampico and Grupo CIMSA in Mexico. FEMSA Comercio's revenues increased 19.0% to Ps. 74,112 million, mainly driven by the opening of 1,135 net new stores combined with an average increase of 9.2% in same-store sales.

Gross Profit

Consolidated gross profit increased 19.8% to Ps. 85,035 million in 2011 compared to Ps. 70,970 million in 2010, driven by Coca-Cola FEMSA. Gross margin increased by 0.1 percentage points, from 41.8% of consolidated total revenues in 2010 to 41.9% in 2011.

Income from Operations

Consolidated operating expenses increased 20.0% to Ps. 58,131 million in 2011 compared to Ps. 48,441 million in 2010. The majority of this increase resulted from Coca-Cola FEMSA and additional operating expenses at FEMSA Comercio, resulting from accelerated store expansion. As a percentage of total revenues, consolidated operating expenses increased from 28.5% in 2010 to 28.6% in 2011.

Consolidated administrative expenses increased 6.2% to Ps. 8,249 million in 2011 compared to Ps. 7,766 million in 2010. As a percentage of total revenues, consolidated administrative expenses decreased from 4.6% in 2010 to 4.1% in 2011.

Consolidated selling expenses increased 22.6% to Ps. 49,882 million in 2011 as compared to Ps. 40,675 million in 2010. This increase was attributable to greater selling expenses at Coca-Cola FEMSA and FEMSA Comercio. As a percentage of total revenues, selling expenses increased 0.5 percentage points, from 24.0% in 2010 to 24.5% in 2011.

Consolidated income from operations increased 19.4% to Ps. 26,904 million in 2011 as compared to Ps. 22,529 million in 2010, driven by Coca-Cola FEMSA and FEMSA Comercio. Consolidated operating margin remained stable at 13.3% as a percentage of 2011 consolidated total revenues.

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

Coca-Cola FEMSA

Total Revenues

Coca-Cola FEMSA total revenues increased 20.5% to Ps. 124,715 million in 2011, compared to Ps. 103,456 million in 2010 as a result of double-digit total revenue growth in its South America and Mexico and Central America divisions and the integration of the beverage divisions of Grupo Tampico and Grupo CIMSA in its Mexican territories during the fourth quarter of 2011. Excluding the integration of the beverage divisions of Grupo

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Tampico and Grupo CIMSA in Mexico, total revenues grew approximately 19% in 2011. On a currency neutral basis and excluding the recently merged franchise territories in Mexico, total revenues increased approximately 16% in 2011. Consolidated average price per unit case increased 13.8%, reaching Ps. 45.38 in 2011 as compared to Ps. 39.89 in 2010.

Consolidated total sales volume reached 2,648.6 million unit cases in 2011, compared to 2,499.5 million unit cases in 2010, an increase of 6.0%. Volume growth resulted from increases in sparkling beverages, which accounted for approximately 80% of incremental volumes, driven by the *Coca-Cola* brand. The still beverage category, mainly driven by the Jugos del Valle line of business in Mexico, Brazil and Venezuela, and *Hi-C* orangeade and the *Cepita* juice brand in Argentina contributed with approximately 15% of the incremental volumes, and the bottled water category represented the balance. Excluding the integration of the beverage divisions of Grupo Tampico and Grupo CIMSA in Mexico, volumes grew 4.0% to 2,599.7 million unit cases.

Gross Profit

Cost of sales increased 21.5% to Ps. 67,488 million in 2011 compared to Ps. 55,534 million in 2010, as a result of higher sweetener and PET costs across Coca-Cola FEMSA's operations, which were partially offset by the appreciation of the average exchange rates of the Brazilian real, the Colombian peso and the Mexican peso as applied to Coca-Cola FEMSA's U.S. dollar-denominated raw material costs. Gross profit increased 19.4% to Ps. 57,227 million in 2011, as compared to 2010. Coca-Cola FEMSA's gross margin decreased 0.4 percentage points to 45.9% in 2011.

Operating Expenses

Operating expenses increased 20.2% to Ps. 37,075 million in 2011. As a percentage of total revenues, operating expenses remained flat at 29.7% in 2011 as compared to 29.8% in 2010.

Income from Operations

Income from operations increased 18.0% to Ps. 20,152 million in 2011, as compared to Ps. 17,079 million in 2010 driven by Coca-Cola FEMSA's South America division. Operating margin was 16.2% in 2011, a contraction of 0.3 percentage points as compared to 2010.

FEMSA Comercio

Total Revenues

FEMSA Comercio total revenues increased 19.0% to Ps. 74,112 million in 2011 compared to Ps. 62,259 million in 2010, primarily as a result of the opening of 1,135 net new stores during 2011, together with an average increase in same-store sales of 9.2%. As of December 31, 2011, there were a total of 9,561 stores in Mexico. FEMSA Comercio same-store sales increased an average of 9.2% compared to 2010, driven by a 4.6% increase in store traffic and 4.3% in average ticket.

Gross Profit

Cost of sales increased 18.0% to Ps. 48,636 million in 2011, below total revenue growth, compared with Ps. 41,220 million in 2010. As a result, gross profit reached Ps. 25,476 million in 2011, which represented a 21.1% increase from 2010. Gross margin expanded 0.6 percentage points to reach 34.4% of total revenues. This increase reflects a positive mix shift due to the growth of higher margin categories and a more effective collaboration and execution with key supplier partners combined with a more efficient use of promotion-related marketing resources.

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Income from Operations

Operating expenses increased 21.2% to Ps. 19,200 million in 2011 compared with Ps. 15,839 million in 2010, largely driven by the growing number of stores as well as by incremental expenses, such as those for the strengthening of FEMSA Comercio's organizational structure, mainly IT-related, and targeted marketing programs.

Administrative expenses increased 21.2% to Ps. 1,438 million in 2011, compared with Ps. 1,186 million in 2010; however, as a percentage of sales, they remained stable at 1.9%.

Selling expenses increased 21.2% to Ps. 17,762 million in 2011 compared with Ps. 14,653 million in 2010.

Income from operations increased 20.7% to Ps. 6,276 million in 2011 compared with Ps. 5,200 million in 2010, resulting in an operating margin expansion of 0.1 percentage points to 8.5% as a percentage of total revenues for the year, compared with 8.4% in 2010.

FEMSA Consolidated Net Income

Other Expenses

Other expenses include employee profit sharing, which we refer to as PTU, impairment of long-lived assets, contingencies, as well as their subsequent interest and penalties, severance payments derived from restructuring programs and all other non-recurring expenses related to activities different from the main activities of the Company and that are not recognized as part of the comprehensive financing result. During 2011, other expenses increased to Ps. 2,917 million from Ps. 282 million in 2010, largely driven by the net effect of non-recurring items. Such items include the income in 2010 from the sale of our flexible packaging business and the sale of the Mundet brand to The Coca-Cola Company.

Comprehensive Financing Result

Comprehensive financing result decreased 63.6% in 2011 to Ps. 783 million, reflecting an improvement due to a foreign exchange gain (of Ps. 1,165 million) in 2011 driven by the effect of the devaluation of the Mexican peso on the U.S. dollar-denominated component of our cash position as compared to a loss of Ps. 614 million in 2010.

Equity Method of Associates

Equity Method of Associates increased 46.0% to Ps. 5,167 million in 2011 compared with Ps. 3,538 million in 2010, mainly driven by the inclusion of the full year of our 20% interest in Heineken's net income in 2011, compared to the inclusion of eight months of our 20% interest in Heineken's 2010 net income.

Income Taxes

Our accounting provision for income taxes in 2011 was Ps. 7,687 million, as compared to Ps. 5,671 million in 2010, resulting in an effective tax rate of 27.1% in 2011, as compared to 24.0% in 2010.

Consolidated Net Income before Discontinued Operations

Net income from continuing operations increased 15.2% to Ps. 20,684 million in 2011 compared to Ps. 17,961 million in 2010. These results were driven by the growth in income from operations, which more than compensated for an increase in the other expenses line largely driven by the net effect of non-recurring items. These include the tough comparison base caused by income from the sale of our flexible packaging business and the sale of the Mundet brand to The Coca-Cola Company, and a loss on disposal of long-lived assets in 2011.

Consolidated Net Income

Consolidated net income was Ps. 20,684 million in 2011 compared to Ps. 45,290 million in 2010, a difference mainly attributable to the one-time Heineken transaction-related gain recorded during 2010 (of Ps. 26,623 million). Net controlling interest amounted to Ps. 15,133 million in 2011 compared to Ps. 40,251 million in 2010, which difference was also due principally to the effect in 2010 of the Heineken transaction. Net controlling interest in 2011 per FEMSA Unit⁽¹⁾ was Ps. 4.23 (US\$3.03 per ADS).

- ¹ FEMSA Units consist of FEMSA BD Units and FEMSA B Units. Each FEMSA BD Unit is comprised of one Series B Share, two Series D-B Shares and two Series D-L Shares. Each FEMSA B Unit is comprised of five Series B Shares. The number of FEMSA Units outstanding as of December 31, 2011 was 3,578,226,270, which is equivalent to the total number of FEMSA Shares outstanding as of the same date, divided by five.

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Results from operations for the Year Ended December 31, 2010 Compared to the Year Ended December 31, 2009

FEMSA Consolidated

Under Mexican FRS, we reclassified our financial statements to reflect FEMSA Cerveza as a discontinued operation.

Total Revenues

FEMSA's consolidated total revenues increased 5.9% to Ps. 169,702 million in 2010 compared to Ps. 160,251 million in 2009. All of FEMSA's beverage and retail operations contributed positively to this revenue growth. Coca-Cola FEMSA's total revenues increased 0.7% to Ps. 103,456 million, driven by the revenue growth in its Mercosur and Mexico divisions. FEMSA Comercio's revenues increased 16.3% to Ps. 62,259 million, mainly driven by the opening of 1,092 net new stores combined with an average increase of 5.2% in same-store sales.

Gross Profit

Consolidated gross profit increased 4.5% to Ps. 70,970 million in 2010 compared to Ps. 67,938 million in 2009, driven by FEMSA Comercio. Gross margin contracted by 0.6 percentage points, from 42.4% of consolidated total revenues in 2009 to 41.8% in 2010 as the faster growth of lower-margin FEMSA Comercio tends to compress FEMSA's consolidated margins over time. Gross margin improvement at FEMSA Comercio partially offset raw-material cost pressures at Coca-Cola FEMSA.

Income from Operations

Consolidated operating expenses increased 3.5% to Ps. 48,441 million in 2010 compared to Ps. 46,808 million in 2009. The majority of this increase resulted from additional operating expenses at FEMSA Comercio, due to an accelerated store expansion. As a percentage of total revenues, consolidated operating expenses decreased from 29.2% in 2009 to 28.5% in 2010.

Consolidated administrative expenses decreased 0.9% to Ps. 7,766 million in 2010 compared to Ps. 7,835 million in 2009. As a percentage of total revenues, consolidated administrative expenses remained stable at 4.6% in 2010 compared with 4.9% in 2009.

Consolidated selling expenses increased 4.4% to Ps. 40,675 million in 2010 as compared to Ps. 38,973 million in 2009. This increase was attributable to FEMSA Comercio. As a percentage of total revenues, selling expenses decreased 0.3 percentage points from 24.3% in 2009 to 24.0% in 2010.

Consolidated income from operations increased 6.6% to Ps. 22,529 million in 2010 as compared to Ps. 21,130 million in 2009. This increase was driven by the results of Coca-Cola FEMSA and FEMSA Comercio. Excluding one-time Heineken Transaction-related expenses, consolidated income from operations would have grown 8.7% in that period. Consolidated operating margin increased 0.1 percentage points from 13.2% in 2009, to 13.3% as a percentage of 2010 consolidated total revenues.

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

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Coca-Cola FEMSA

Total Revenues

Coca-Cola FEMSA total revenues increased 0.7% to Ps. 103,456 million in 2010, compared to Ps. 102,767 million in 2009 as a result of revenue growth in Coca-Cola FEMSA's Mercosur and Mexico divisions and despite the devaluation of the Venezuelan bolívar, which affected our revenues in that country. On a currency-neutral basis and excluding the acquisition of Brisa in Colombia, total revenues increased approximately 15% in 2010.

Consolidated average price per unit case decreased 2.6%, reaching Ps. 39.89 in 2010 as compared to Ps. 40.95 in 2009, reflecting the devaluation in the Venezuelan bolívar.

Consolidated total sales volume reached 2,499.5 million unit cases in 2010, compared to 2,428.6 million unit cases in 2009, an increase of 2.9%. Volume growth resulted largely from increases in sparkling beverages, which grew 2.6% and accounted for more than 70% of incremental volumes, mainly driven by the Coca-Cola brand. The still beverage category, mainly driven by the Jugos del Valle line of business in Coca-Cola FEMSA's key operations, contributed with approximately 20% of the incremental volumes and the bottled water category represented the balance. Excluding the acquisitions of Brisa, total sales volume increased 1.6% to reach 2,479.6 million unit cases.

Gross Profit

Cost of sales increased 1.1% to Ps. 55,534 million in 2010 compared to Ps. 54,952 million in 2009, as a result of increases in the cost of sweeteners of our operations, which were partially offset by the appreciation of the Brazilian real, the Colombian peso and the Mexican peso as applied to Coca-Cola FEMSA's U.S. dollar-denominated raw material costs. Gross profit increased 0.2% to Ps. 47,922 million in 2010, as compared to 2009, despite the devaluation of the Venezuelan bolívar; Coca-Cola FEMSA's gross margin decreased 0.2 percentage points to 46.3% in 2010.

Operating Expenses

Operating expenses decreased 3.6% to Ps. 30,843 million in 2010. As a percentage of sales, operating expenses decreased to 29.8% in 2010 from 31.1% in 2009.

Income from Operations

Income from operations increased 7.9% to Ps. 17,079 million in 2010, as compared to Ps. 15,835 million in 2009 driven by Coca-Cola FEMSA's Mercosur and Latincentro divisions. Operating margin was 16.5% in 2010, an expansion of 1.1 percentage points as compared to 2009.

FEMSA Comercio

Total Revenues

FEMSA Comercio total revenues increased 16.3% to Ps. 62,259 million in 2010 compared to Ps. 53,549 million in 2009, primarily as a result of the opening of 1,092 net new stores during 2010, combined with an average increase of same-store sales of 5.2%. As of December 31, 2010, there were a total of 8,409 stores in Mexico and 17 stores in Colombia. FEMSA Comercio same-store sales increased an average of 5.2% compared to 2009, driven by a 3.9% increase in store traffic and 1.3% in average ticket. As was the case in 2009, the same-store sales, ticket and traffic dynamics continued to reflect the effects from the continued mix shift from physical prepaid wireless air-time cards to the sale of electronic air-time, for which only the margin is recorded, rather than the full amount of the electronic recharge.

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Gross Profit

Cost of sales increased 15.1% to Ps. 41,220 million in 2010, below total revenue growth, compared with Ps. 35,825 million in 2009. As a result, gross profit reached Ps. 21,039 million in 2010, which represented an 18.7% increase from 2009. Gross margin expanded 0.7 percentage points to reach 33.8% of total revenues. This increase reflects a positive mix shift due to (i) the growth of higher margin categories, (ii) more effective collaboration and execution with FEMSA Comercio's key supplier partners and more efficient use of promotion-related marketing resources, and (iii) to a lesser extent, the continued mix shift toward electronic air-time recharges as described above.

Income from Operations

Operating expenses increased 19.4% to Ps. 15,839 million in 2010 compared with Ps. 13,267 million in 2009, largely driven by the growing number of stores as well as by incremental expenses such as (i) higher utility tariffs at the store level and (ii) the strengthening of FEMSA Comercio's organizational structure, mainly IT-related, which was deferred in 2009 in response to the challenging economic environment that prevailed in Mexico at the time.

Administrative expenses increased 23.7% to Ps. 1,186 million in 2010, compared with Ps. 959 million in 2009, however, as a percentage of sales remained stable at 1.9%.

Selling expenses increased 19.1% to Ps. 14,653 in 2010 compared with Ps. 12,308 million in 2009. Income from operations increased 16.7% to Ps. 5,200 million in 2010 compared with Ps. 4,457 million in 2009, resulting in an operating margin expansion of 10 basis points to 8.4% as a percentage of total revenues for the year, compared with 8.3% in 2009.

FEMSA Consolidated Net Income

Other Expenses

Other expenses include employee profit sharing, which we refer to as PTU, impairment of long-lived assets, contingencies, as well as their subsequent interest and penalties, severance payments derived from restructuring programs and all other non-recurring expenses related to activities different from the main activities of the Company and that are not recognized as part of the comprehensive financing result. During 2010, other expenses contracted to Ps. 282 million from Ps. 1,877 million in 2009.

Comprehensive Financing Result

Comprehensive financing result decreased 18.0% in 2010 to Ps. 2,153 million, reflecting an improvement over the low comparison base of 2009, driven by lower interest expenses.

Income Taxes

Our accounting provision for income taxes in 2010 was Ps. 5,671 million compared to Ps. 4,959 million in 2009, resulting in an effective tax rate of 24.0% in 2010 as compared with 29.6% in 2009 as the inclusion of the participation in Heineken's 2010 net income is shown net of taxes.

Consolidated Net Income before Discontinued Operations

Net income from continuing operations increased 52.2% to Ps. 17,961 million in 2010 compared to Ps. 11,799 million in 2009. These results were driven by the combination of (i) the inclusion of FEMSA's 20% participation in the last eight months of Heineken's 2010 net income, (ii) growth in income from operations, and (iii) a reduction in the other expenses line.

Table of Contents*Consolidated Net Income*

Net consolidated income reached Ps. 45,290 million in 2010 compared to Ps. 15,082 million in 2009, driven by (i) the one-time Heineken transaction-related gain and (ii) a double-digit increase in FEMSA's net income from continuing operations.

Net controlling interest amounted to Ps. 40,251 million in 2010 compared to Ps. 9,908 million in 2009. Net controlling interest in 2010 per FEMSA Unit⁽²⁾ was Ps. 11.25 (US\$ 9.08 per ADS).

Liquidity and Capital Resources**Liquidity**

Each of our sub-holding companies generally finances its operational and capital requirements on an independent basis. As of December 31, 2011, 76.9% of our outstanding consolidated total indebtedness was at the level of our sub-holding companies. This structure is attributable, in part, to the inclusion of third parties in the capital structure of Coca-Cola FEMSA. Currently, we expect to continue to finance our operations and capital requirements primarily at the level of our sub-holding companies. Nonetheless, we may decide to incur indebtedness at our holding company in the future to finance the operations and capital requirements of our subsidiaries or significant acquisitions, investments or capital expenditures. As a holding company, we depend on dividends and other distributions from our subsidiaries to service our indebtedness.

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

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

The following is a summary of the principal sources and uses of cash for the years ended December 31, 2011, 2010 and 2009, from our consolidated statement of cash flows:

Principal Sources and Uses of Cash**of Continuing Operations****Years ended December 31, 2011, 2010 and 2009****(in millions of Mexican pesos)⁽¹⁾**

	2011	2010	2009
Net cash flows provided by operating activities	Ps.22,244	Ps.17,802	Ps.22,744
Net cash flows (used in) provided by investing activities ⁽²⁾	(18,090)	6,178	(11,376)
Net cash flows used in financing activities ⁽³⁾	(6,922)	(10,496)	(7,889)
Dividends paid	(6,625)	(3,813)	(2,246)

(1) As of April 30, 2010 FEMSA no longer controls FEMSA Cerveza. As a result, principal sources and uses of cash of discontinued operations are presented in a separate line in the consolidated statements of cash flows (see Item 18. Financial Statements).

(2) Includes net investments in property, plant and equipment, investment in shares and other assets.

(3) Includes dividends declared and paid.

² FEMSA Units consist of FEMSA BD Units and FEMSA B Units. Each FEMSA BD Unit is comprised of one Series B share, two Series D-B shares and two Series D-L shares. Each FEMSA B Unit is comprised of five Series B shares. The number of FEMSA Units outstanding as of December 31, 2010 was 3,578,226,270, which is equivalent to the total number of FEMSA shares outstanding as of the same date, divided by five.

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

Our consolidated total indebtedness as of December 31, 2011, was Ps. 29,604 million compared to Ps. 25,506 million as of December 31, 2010. Short-term debt (including maturities of long-term debt) and long-term debt were Ps. 5,573 million and Ps. 24,031 million, respectively, as of December 31, 2011, as compared to Ps. 3,303 million and Ps. 22,203 million, respectively, as of December 31, 2010. Cash and cash equivalents were Ps. 26,329 million as of December 31, 2011, as compared to Ps. 27,097 million as of December 31, 2010.

We believe that our sources of liquidity as of December 31, 2011, were adequate for the conduct of our sub-holding companies' businesses and that we will have sufficient working capital available to meet our expenditure demands and financing needs in 2012 and in the following years.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

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The table below sets forth our contractual obligations as of December 31, 2011.

	Maturity				Total
	Less than 1 year	1 - 3 years	3 - 5 years	In excess of 5 years	
(in millions of Mexican pesos)					
Long-Term Debt					
Mexican pesos	Ps.3,067	Ps.5,158	Ps.5,325	Ps.5,837	Ps.19,387
Brazilian reais	9	30	24	36	99
Colombian pesos	935				935
U.S. dollars	42	209		6,990	7,241
Argentine pesos	644	81			725
Capital Leases					
Colombian pesos	205	181			386
Brazilian reais	33	82	78		193
Interest payments⁽¹⁾					
Mexican pesos	1,042	1,690	781	795	4,309
Brazilian reais	22	28	9	4	62
Colombian pesos	53	10			63
U.S. dollars	326	647	646	1,023	2,642
Argentine pesos	86	2			88
Interest rate swaps and cross currency swaps⁽²⁾					
Mexican pesos	887	1,516	1,011	694	4,109
Brazilian reais	22	28	10	2	62
Colombian pesos	53	12			65
U.S. dollars	325	648	646	646	2,266
Argentine pesos	86	13			99
Operating leases					
Mexican pesos	2,370	4,380	3,914	11,324	21,988
U.S. dollars	113	210	873		1,196
Others	203	187	18		408
Commodity price contracts					
U.S. dollars	427	327			754
Expected benefits to be paid for pension plans, seniority premiums, post-retirement medical benefits and severance indemnities					
	579	759	682	1,739	3,759
Other long-term liabilities⁽³⁾					
				4,760	4,760

(1) Interest was calculated using long-term debt as of and interest rate amounts in effect on December 31, 2011 without considering interest rate swaps agreements. The debt and applicable interest rates in effect are shown in Note 17 to our audited consolidated financial statements. Liabilities denominated in U.S. dollars were translated to Mexican pesos at an exchange rate of Ps. 13.9787 per US\$ 1.00, the exchange rate quoted to us by dealers for the settlement of obligations in foreign currencies on December 30, 2011.

(2) Reflects the amount of future payments that we would be required to make. The amounts were calculated by applying the difference between the interest rate swaps and cross currency swaps and the nominal interest rates contracted to long-term debt as of December 31, 2011, and the market value of the unhedged cross currency swaps.

(3) Other long-term liabilities include contingent liabilities and others. Other long-term liabilities additionally reflects those liabilities whose maturity date is undefined and depends on a series of circumstances out of our control, therefore these liabilities have been considered to have a maturity of more than five years.

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As of December 31, 2011, Ps. 5,573 million of our total consolidated indebtedness was short-term debt (including maturities of long-term debt).

As of December 31, 2011, our consolidated average cost of borrowing, after giving effect to the cross currency and interest rate swaps, was approximately 6.3%, an increase of 0.5% percentage points compared to 5.8% in 2010. As of December 31, 2011, after giving effect to cross currency swaps, approximately 63% of our total consolidated indebtedness was denominated and payable in Mexican pesos, 27% in U.S. dollars, 6% in Colombian pesos, 4% in Argentine pesos and the remaining 1% in Brazilian reais.

Overview of Debt Instruments

The following table shows the allocations of total debt of our company as of December 31, 2011:

	Total Debt Profile of the Company			Total Debt
	FEMSA and Others	Coca-Cola FEMSA	FEMSA Comercio	
(in millions of Mexican pesos)				
Short-term Debt				
<i>Argentine pesos:</i>				
Bank loans	Ps.	Ps. 325	Ps.	Ps. 325
<i>Colombian pesos</i>				
Bank loans		295		295
<i>Mexican pesos</i>				
Capital leases		18		18
Long-term Debt⁽¹⁾				
<i>Mexican pesos:</i>				
Bank loans		4,550		4,550
Units of Investment (UDIs)	3,337			3,337
Senior notes	3,500	8,000		11,500
<i>U.S. dollars:</i>				
Bank loans		7,241		7,241
<i>Brazilian reais:</i>				
Bank Loans		81		81
Capital leases	193	18		211
<i>Colombian pesos:</i>				
Bank Loans		935		935
Capital leases		386		386
<i>Argentine pesos:</i>				
Bank Loans		725		725
Total	Ps. 7,030	Ps. 22,574		Ps. 29,604
Average Cost⁽²⁾				
Mexican pesos	6.1%	6.8%		6.6%
U.S. dollars		4.3%		4.3%
Brazilian reais	11.0%	4.5%		8.8%
Argentine pesos		17.3%		17.3%
Colombian pesos		6.4%		6.4%
Total	6.2%	6.4%		6.3%

(1) Includes the Ps. 4,395 million current portion of long-term debt.

(2) Includes the effect of cross currency and interest rate swaps. Average cost is determined based on interest rates as of December 31, 2011.

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Restrictions Imposed by Debt Instruments

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

As of December 31, 2011, we were in compliance with all of Coca-Cola FEMSA's covenants. FEMSA was not subject to any financial covenants as of that date. A significant and prolonged deterioration in our consolidated results from operations could cause us to cease to be in compliance under certain indebtedness in the future. We can provide no assurances that we will be able to incur indebtedness or to refinance existing indebtedness on similar terms in the future.

Summary of Debt

The following is a summary of our indebtedness by sub-holding company and for FEMSA as of December 31, 2011:

Coca-Cola FEMSA. Coca-Cola FEMSA's total indebtedness was Ps. 22,574 million as of December 31, 2011, as compared to Ps. 17,351 million as of December 31, 2010. Short-term debt (including the current portion of long-term debt) and long-term debt were Ps. 5,540 million and Ps. 17,034 million, respectively, as of December 31, 2011, as compared to Ps. 1,840 million and Ps. 15,511 million, respectively, as of December 31, 2010. Total debt increased Ps. 5,223 million in 2011, compared to year-end 2010. In April 2011, Coca-Cola FEMSA issued two series of Mexican peso-denominated bonds, in 5-year floating rate and 10-year fixed rate tranches, in a principal amount of Ps. 2,500 million each. Proceeds from such issuances were used for general corporate purposes, as well as to pay down existing debt. As of December 31, 2011, cash and cash equivalents were Ps. 12,331 million, as compared to Ps. 12,534 million as of December 31, 2010. As of December 31, 2011, Coca-Cola FEMSA's cash and cash equivalents were comprised of 47.0% U.S. dollars, 23.2% Mexican pesos, 13.4% Brazilian reais, 13.1% Venezuelan bolivars, 1.6% Colombian pesos and 1.0% Argentine pesos.

As part of Coca-Cola FEMSA's financing policy, it expects to continue to finance its liquidity needs with cash from operations. Nonetheless, as a result of regulations in certain countries in which it operates, it may not be beneficial or, as the case of exchange controls in Venezuela, practicable for Coca-Cola FEMSA to remit cash generated in local operations to fund cash requirements in other countries. Exchange controls like those in Venezuela may also increase the real price of remitting cash from operations to fund debt requirements in other countries. In addition, in the event that cash from operations in these countries is not sufficient to fund future working capital requirements and capital expenditures, Coca-Cola FEMSA may decide, or be required, to fund cash requirements in these countries through local borrowings rather than remitting funds from another country. In addition, in the future Coca-Cola FEMSA may finance its working capital and capital expenditure needs with short-term or other borrowings.

Coca-Cola FEMSA's average cost of debt, based on interest rates as of December 31, 2011 and after giving effect to cross currency and interest rate swaps, was 4.3% in U.S. dollars, 6.8% in Mexican pesos, 6.4% in Colombian pesos, 4.5% in Brazilian reais and 17.3% in Argentine pesos as of December 31, 2011, compared to 4.5% in U.S. dollars, 6.2% in Mexican pesos, 4.5% in Colombian pesos, 4.5% in Brazilian reais and 16.0% in Argentine pesos as of December 31, 2010.

FEMSA Cerveza. On April 30, 2010, Heineken N.V. assumed the total outstanding debt of FEMSA Cerveza. See Item 4. Information on the Company The Company Corporate Background.

FEMSA Comercio. As of December 31, 2011, FEMSA Comercio did not have outstanding debt.

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FEMSA. As of December 31, 2011, FEMSA had total outstanding debt of Ps. 7,030 million, which is comprised of Ps. 3,500 million of *certificados bursátiles*, which mature in 2013, Ps. 3,337 million of *unidades de inversión* (inflation indexed units, or UDIs), which mature in November 2017, and Ps. 193 million of financial leases with maturity dates between 2012 and 2016. FEMSA's average cost of debt, after giving effect to interest rate swaps and cross currency swaps, as of December 31, 2011, was 6.2% in Mexican pesos.

Contingencies

We have various loss contingencies, for which reserves have been recorded in those cases where we believe an unfavorable resolution is probable and can be reasonably quantified. See Item 8. Financial Information Legal Proceedings. Most of these loss contingencies were recorded in Coca-Cola FEMSA's books as reserves as a result of Panamco acquisition. Any amounts required to be paid in connection with these loss contingencies would be required to be paid from available cash.

The following table presents the nature and amount of loss contingencies recorded as of December 31, 2011:

	Loss Contingencies As of December 31, 2011 (in millions of Mexican pesos)
Taxes, primarily indirect taxes	Ps. 1,405
Legal	1,128
Labor	231
Total	Ps. 2,764

As is customary in Brazil, we have been asked by the tax authorities to collateralize tax contingencies currently in litigation amounting to Ps. 2,418 million and of Ps. 2,292 million as of December 31, 2011 and 2010, respectively, by pledging fixed assets or providing bank guarantees.

In connection with certain past business combinations, Coca-Cola FEMSA has been indemnified by the sellers for certain contingencies. The agreements in connection with Coca-Cola FEMSA's recent mergers with the beverage divisions of Grupo Tampico and Grupo CIMSA, respectively contain comparable indemnification provisions. See Item 4. Information on the Company The Company Coca-Cola FEMSA Recent Mergers and Acquisitions.

We have other contingencies that, based on a legal assessment of their risk of loss, have been classified by our legal counsel as more than remote but less than probable. These contingencies have a financial impact that is disclosed as loss contingencies in the notes of the consolidated financial statements. These contingencies, or our assessment of them, may change in the future, and we may record reserves or be required to pay amounts in respect of these contingencies. As of December 31, 2011, the aggregate amount of such contingencies for which we had not recorded a reserve was Ps. 6,781 million.

Capital Expenditures

For the past five years, we have had significant capital expenditure programs, which for the most part were financed with cash from operations. Capital expenditures reached Ps. 12,515 million in 2011 compared to Ps. 11,171 million in 2010, an increase of 12.0%. This was primarily due to capacity-related investments at Coca-Cola FEMSA and incremental investments at FEMSA Comercio, mainly related to store expansion. The principal components of our capital expenditures have been for equipment, market-related investments and production capacity and distribution network expansion at Coca-Cola FEMSA and the opening of new stores at FEMSA Comercio. See Item 4. Information on the Company Capital Expenditures and Divestitures.

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Expected Capital Expenditures for 2012

Our capital expenditure budget for 2012 is expected to be approximately US\$ 1,100 million. The following discussion is based on each of our sub-holding companies' internal 2012 budgets. The capital expenditure plan for 2012 is subject to change based on market and other conditions and the subsidiaries' results from operations and financial resources.

Coca-Cola FEMSA's capital expenditures in 2012 are expected to be up to approximately US\$ 700 million. Coca-Cola FEMSA's capital expenditures in 2012 are primarily intended for:

investments in production capacity (primarily for one plant in Colombia and one in Brazil);

market investments (primarily for the placement of coolers);

returnable bottles and cases;

improvements throughout its distribution network; and

investments in IT.

Coca-Cola FEMSA estimates that of its projected capital expenditures for 2012, approximately 35.0% will be for its Mexican territories and the remainder will be for its non-Mexican territories. Coca-Cola FEMSA believes that internally generated funds will be sufficient to meet its budgeted capital expenditures for 2012. Coca-Cola FEMSA's capital expenditure plan for 2012 may change based on market and other conditions and on its results from operations and financial resources.

FEMSA Comercio's capital expenditure budget in 2012 is expected to total approximately US\$ 350 million, and will be allocated to the opening of new OXXO stores and to a lesser extent to the refurbishing of existing OXXO stores and the investment in two new distribution centers. In addition, investments are planned in FEMSA Comercio's IT, ERP software updates and transportation equipment.

Hedging Activities

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

The following table provides a summary of the fair value of derivative financial instruments as of December 31, 2011. If such instruments are not traded in a formal market, fair value is determined by applying techniques based upon technical models we believe are supported by sufficient, reliable and verifiable market data, recognized in the financial sector.

	Fair Value At December 31, 2011				Fair Value Asset (Liability)
	Maturity less than 1 year	Maturity 1 - 3 years	Maturity 3 - 5 years	Maturity in excess of 5 years	
Prices quoted by external sources	Ps. 457	Ps. (229)	Ps. (184)	Ps. 860	Ps. 903

Table of Contents**Plan for the Disposal of Certain Fixed Assets**

We have identified certain fixed assets consisting of land, buildings and equipment for disposal, and we have an approved program for disposal of these fixed assets. These assets are not in use and have been valued at their estimated net realizable value without exceeding their restated acquisition cost. These assets are allocated as follows:

	December 31,	
	2011	2010
	(in millions of Mexican pesos)	
Coca-Cola FEMSA	Ps. 79	Ps. 1899
Other subsidiaries	22	43
Total	Ps. 101	Ps. 2322

In inflationary economic environments, fixed assets recorded at their estimated realizable value are considered monetary assets on which a loss on monetary position is computed and recorded in results of operation.

U.S. GAAP Reconciliation

The principal differences between Mexican FRS and U.S. GAAP that affect our net income and majority stockholders' equity relate to the accounting treatment of the following items:

consolidation of our subsidiary Coca-Cola FEMSA, which is a consolidated subsidiary for purposes of Mexican FRS but presented under the equity method for U.S. GAAP purposes up until January 31, 2010. As of February 1, 2010, we acquired control of Coca-Cola FEMSA through a business acquisition without any transfer of consideration under U.S. GAAP (see Item 18. Financial Statements);

discontinued operations of FEMSA Cerveza due to the disposal of FEMSA Cerveza, which was accounted for as discontinued operations for purposes of Mexican FRS, and considered to be a continuing operation due to significant involvement with the disposed operation and accounted for as a disposal of net assets under U.S. GAAP (see Item 18. Financial Statements);

subsequent accounting of our investment in Heineken under the equity method for purposes of Mexican FRS; for U.S. GAAP purposes our investment in Heineken has been recognized based on the cost method because it was unable to obtain the required information to reconcile Heineken's net income from IFRS to U.S. GAAP (see Item 18. Financial Statements);

FEMSA's non-controlling interest acquisition and sales;

deferred income taxes and deferred employee profit sharing;

capitalization of comprehensive financing result;

employee benefits; and

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effects of inflation, as pursuant to Mexican FRS through 2007, our audited consolidated financial statements recognize certain effects of inflation in accordance with Bulletin B-10. As a result of discontinued inflationary accounting for subsidiaries that operate in non-inflationary environments, our financial statements are no longer considered to be presented in a reporting currency that comprehensively includes the effects of price level changes. Therefore, the inflationary effects of inflationary economic environments arising in 2009, 2010 and 2011 resulted in a difference to be reconciled for U.S. GAAP purposes, except for the inflation effects from our subsidiary in Venezuela. Venezuela is considered to be a hyperinflationary environment since 2010, and we have therefore applied the accommodation provided for in Item 17(c)(2)(iv)(B) of the instructions to Form 20-F, pursuant to which a U.S. GAAP reconciliation is not required if financial statements stated in the currency of a hyperinflationary economy are translated into the reporting currency in accordance with IAS 21, Changes in Foreign Exchange Rates. Because we apply NIF B-10, which complies with the indexation requirements of IAS 21 and IAS 29, Financial Reporting in Hyperinflationary Economies, we are eligible for such accommodation.

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For a more detailed description of the differences between Mexican FRS and U.S. GAAP as they relate to us, as well as U.S. GAAP consolidated balance sheets, statements of income and comprehensive income, and cash flows for the same periods presented for Mexican FRS purposes, and for the consolidated statement of changes in stockholders' equity for the years ended December 31, 2011 and 2010, as well as reconciliation of net income, comprehensive income and stockholders' equity under Mexican FRS to net income, comprehensive income and stockholders' equity under U.S. GAAP, see Notes 26 and 27 to our audited consolidated financial statements.

Under U.S. GAAP, we had net income attributable to controlling interest of Ps. 12,449 million and Ps. 67,445 million in 2011 and 2010, respectively. Under Mexican FRS, we had net controlling interest income of Ps. 15,133 million and Ps. 40,251 million in 2011 and 2010, respectively. In 2011, net income attributable to controlling interest under U.S. GAAP was lower than net controlling income under Mexican FRS, mainly due to the elimination of income attributable to Heineken under U.S. GAAP, in accordance with the equity method, which was applied for Mexican FRS but not U.S. GAAP.

Controlling interest equity under U.S. GAAP as of December 31, 2011 and 2010 was Ps. 182,644 million and Ps. 163,641 million, respectively. Under Mexican FRS, controlling interest equity as of December 31, 2011 and 2010 was Ps. 133,580 million and Ps. 117,348 million, respectively. The principal reason for the difference between controlling interest stockholders' equity under U.S. GAAP and controlling interest equity under Mexican FRS was the reconciliation effects of the fair valuation of recognized regarding the Coca-Cola FEMSA acquisition in 2010 for U.S. GAAP purposes.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Directors

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

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

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

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

Our board of directors was elected at the AGM held on March 23, 2012, and currently consists of 17 directors and 15 alternate directors. The following table sets forth the current members of our board of directors:

Table of Contents**Series B Directors**

José Antonio Fernández Carbajal	Born: First elected	February 1954
<i>Chairman of the Board and Chief Executive Officer of FEMSA</i>	(Chairman): First elected	2001
	(Director): Term expires: Principal occupation: Other directorships:	1984 2013 Chairman and Chief Executive Officer of FEMSA Chairman of the board of Coca-Cola FEMSA and Fundación FEMSA A.C., Vice-Chairman of the supervisory board of Heineken N.V. and member of the board of Heineken Holding N.V., Chairman of the board of Instituto Tecnológico y de Estudios Superiores de Monterrey, (ITESM), and member of the boards of Industrias Peñoles, S.A.B. de C.V. (Peñoles), Grupo Televisa, S.A.B. (Televisa), Controladora Vuela Compañía de Aviación, S.A. de C.V. (Volaris) and US Mexico Foundation, and Co-chairman of the Advisory Board of Woodrow Wilson Center, Mexico Institute
	Business experience:	Joined FEMSA's strategic planning department in 1988, held managerial positions at FEMSA Cerveza's commercial division and OXXO, was appointed Deputy Chief Executive Officer of FEMSA in 1991, and was appointed our Chief Executive Officer in 1995
	Education:	Holds a degree in industrial engineering and an MBA from ITESM
	Alternate director:	Federico Reyes García
Eva Garza Lagüera Gonda ⁽¹⁾	Born: First elected: Term expires:	April 1958 1999 2013
<i>Director</i>	Principal occupation: Other directorships:	Private investor Member of the boards of directors of Coca-Cola FEMSA, ITESM and Premio Eugenio Garza Sada
	Education:	Holds a degree in Communication Sciences from ITESM
	Alternate director:	Bárbara Garza Lagüera Gonda ⁽²⁾
Paulina Garza Lagüera Gonda ⁽²⁾	Born: First elected: Term expires:	March 1972 2009 2013
<i>Director</i>	Principal occupation: Other directorships:	Private investor Member of the board of directors of Coca-Cola FEMSA
	Education:	Holds a business administration degree from ITESM
	Alternate director:	Othón Páez Garza
José Fernando Calderón Rojas	Born: First elected: Term expires:	July 1954 2005 2013
<i>Director</i>	Principal occupation: Other directorships:	Chief Executive Officer of Franca Servicios, S.A. de C.V., Servicios Administrativos de Monterrey, S.A. de C.V., Regio Franca, S.A. de C.V., and Franca Industrias, S.A. de C.V. Chairman of the boards of Franca Servicios, S.A. de C.V., Franca Industrias, S.A. de C.V., Regio Franca, S.A. de C.V., and Servicios Administrativos de Monterrey, S.A. de C.V., and member of the boards of Bancomer and Alfa, S.A.B. de C.V. (Alfa)
	Education:	Holds a law degree from the Universidad Autónoma de Nuevo León (UANL) and completed specialization studies in tax at UANL
	Alternate director:	Francisco José Calderón Rojas ⁽³⁾

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<p>Consuelo Garza de Garza <i>Director</i></p>	<p>Born: October 1930 First elected: 1995 Term expires: 2013 Business experience: Founder and former President of Asociación Nacional Pro-Superación Personal, (a non-profit organization) Alternate director: Alfonso Garza Garza⁽⁴⁾</p>
<p>Max Michel Suberville <i>Director</i></p>	<p>Born: July 1932 First elected: 1985 Term expires: 2013 Principal occupation: Private Investor Other directorships: Co-chairman of the equity committee of El Puerto de Liverpool, S.A.B. de C.V. (Liverpool). Member of the boards of Coca-Cola FEMSA, Peñoles, Grupo Nacional Provincial, S.A.B. (GNP), Grupo Profuturo, S.A. de C.V. (Profuturo), Grupo GNP Pensiones, S.A. de C.V. y Afianzadora Sofimex, S.A. Education: Holds a graduate degree from The Massachusetts Institute of Technology and completed post-graduate studies at Harvard University Alternate director: Max Michel González⁽⁵⁾</p>
<p>Alberto Bailleres González <i>Director</i></p>	<p>Born: August 1931 First elected: 1989 Term expires: 2013 Principal occupation: Chairman of the boards of directors of Grupo BAL, S.A. de C.V. Peñoles, GNP, Fresnillo plc, Grupo Palacio de Hierro, S.A.B. de C.V., Profuturo and Valores Mexicanos Casa de Bolsa, S.A. de C.V., and Chairman of the Governance Board of Instituto Tecnológico Autónomo de México. Other directorships: Member of the boards of directors of BBVA Bancomer, Bancomer, Dine, S.A.B. de C.V. (formerly Grupo Desc) (Dine), Televisa, Grupo Kuo, S.A.B. de C.V. (formerly Grupo Desc) (Kuo), and member of the advisory board of JP Morgan International Council Education: Holds an economics degree and an Honorary Doctorate both from Instituto Tecnológico Autónomo de México Alternate director: Arturo Fernández Pérez</p>
<p>Francisco Javier Fernández Carbajal⁽⁶⁾ <i>Director</i></p>	<p>Born: April 1955 First elected: 2005 Term expires: 2013 Principal occupation: Chief Executive Officer of Servicios Administrativos Contry, S.A. de C.V. Other directorships: Chairman of the boards of directors of Primero Fianzas, S.A., Primero Seguros, S.A. and Primero Seguros Vida, S.A. and member of the boards of directors of Visa, Inc., Grupo Aeroportuario del Pacífico, S.A.B. de C.V., Alfa, Liverpool, Cemex, S.A.B. de C.V., Frisa Forjados, S.A. de C.V., Corporación EG, S.A. de C.V. and Fresnillo, Plc. Education: Holds degrees in mechanical and electrical engineering from ITESM and an MBA from Harvard Business School Alternate director: Javier Astaburuaga Sanjines</p>

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Ricardo Guajardo Touché <i>Director</i>	Born: First elected: Term expires: Principal occupation: Other directorships: Education: Alternate director:	May 1948 1988 2013 Chairman of the board of directors of Solfi, S.A. Member of the boards of directors of Grupo Valores Monterrey, Liverpool, Alfa, BBVA Bancomer, Grupo Aeroportuario del Sureste, S.A. de C.V. (ASUR), Grupo Industrial Bimbo, S.A.B. de C.V. (Bimbo), Bancomer, Grupo Coppel and Coca-Cola FEMSA Holds degrees in electrical engineering from ITESM and the University of Wisconsin and a master's degree from the University of California at Berkeley Alfonso González Migoya
Alfredo Livas Cantú <i>Director</i>	Born: First elected: Term expires: Principal occupation: Other directorships: Education: Alternate Director:	July 1951 1995 2013 Chairman of the board of directors of Grupo Industrial Saltillo, S.A.B. de C.V. Member of the boards of directors of Grupo Senda Autotransporte, S.A. de C.V., Grupo Acosta Verde, S.A. de C.V., Evox, and Grupo Financiero Banorte S.A.B. de C.V., Grupo Proeza, S.A. de C.V. and Grupo Christus Muguerza Holds an economics degree from UANL and an MBA and masters degree in economics from the University of Texas Sergio Deschamps Ebergenyi
Mariana Garza Lagüera Gonda ⁽²⁾ <i>Director</i>	Born: First elected: Term expires: Principal occupation: Other directorships: Education: Alternate director:	April 1970 2001 2013 Private Investor Member of the boards of directors of Coca-Cola FEMSA, Hospital San José Tec de Monterrey and Museo de Historia Mexicana Holds a business administration degree in Industrial Engineering from ITESM and a Master of International Management from the Thunderbird American Graduate School of International Management Juan Guichard Michel ⁽⁷⁾
José Manuel Canal Hernando <i>Director</i>	Born: First elected: Term expires: Principal occupation: Other directorships: Education: Alternate director:	February 1940 2003 2013 Private consultant Member of the boards of directors of Coca-Cola FEMSA, Banco Compartamos, S.A., Kuo, Consorcio Comex, Grupo Industrial Saltillo, S.A.B. de C.V., Grupo Acir, S.A. de C.V., Satélites Mexicanos, S.A. de C.V. and Grupo Diagnóstico Proa, S.A. de C.V. Holds a CPA degree from the Universidad Nacional Autónoma de México Ricardo Saldívar Escajadillo

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Armando Garza Sada	Born:	June 1957
	First elected:	2003
<i>Director</i>	Term expires:	2013
	Principal occupation:	Chairman of the board of directors of Alfa
	Other directorships:	Member of the boards of directors of Liverpool, Grupo Lamosa S.A.B. de C.V., Bolsa Mexicana de Valores, S.A.B. de C.V., MVS Comunicaciones, S.A. de C.V., ITESM, Frisa Forjados, S.A. de C.V. and CYDSA, S.A.B. de C.V.
	Business experience:	He has a long professional career in Alfa, including Executive Vice-President of Corporate Development
	Education:	Holds a B.S. in Management from the Massachusetts Institute of Technology and an MBA from Stanford University
	Alternate director:	Enrique F. Senior Hernández
Moisés Naim	Born:	July 1952
	First elected:	2011
<i>Director</i>	Term expires:	2013
	Principal occupation:	Senior Associate of Carnegie Endowment for International Peace
	Business experience:	Former Editor in Chief of the Washington Post Co.
	Education:	Holds a degree from the Universidad Metropolitana de Venezuela and a Master of Science and PhD from the Massachusetts Institute of Technology
	Alternate director:	Francisco Zambrano Rodríguez
Helmut Paul	Born:	March 1940
	First elected:	1988
<i>Director</i>	Term expires:	2013
	Principal occupation:	Member of the Advisory Council of Zurich Financial Services
	Other directorships:	Member of the board of directors of Coca-Cola FEMSA
	Business experience:	Advisor at Darby Overseas Investment, Ltd.
	Education:	Holds an MBA from the University of Hamburg
	Alternate director:	Ernesto Cruz Velázquez de León

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Michael Larson <i>Director</i>	Born: First elected: Term expires: Principal occupation: Other directorships: Business experience: Education:	October 1959 2011 2013 Chief Investment Officer of William H. Gates III Member of the boards of directors of AutoNation, Inc, Republic Services, Inc, Ecolab, Inc., Cavemont and Televisa, and chairman of the board of trustees of Western Asset/Claymore Inflation-Linked Securities & Income Fund and Western Asset/Claymore Inflation-Linked Opportunities & Income Fund Former member of the boards of directors of Pan American Silver, Corp. and Hamilton Lane Advisors Holds an MBA from the University of Chicago and a BA from Claremont Men's College
Robert E. Denham <i>Director</i>	Born: First elected: Term expires: Principal occupation: Other directorships: Education:	August 1945 2001 2013 Partner of Munger, Tolles & Olson LLP law firm Member of the boards of directors of New York Times Co., Oaktree Capital Group, LLC, UGL Limited and Chevron Corp. <i>Magna cum laude</i> graduate from the University of Texas, holds a JD from Harvard Law School and an M.A. in Government from Harvard University.

(1) Wife of José Antonio Fernández Carbajal.

(2) Sister-in-law of José Antonio Fernández Carbajal.

(3) Brother of José Calderón Rojas.

(4) Son of Consuelo Garza de Garza.

(5) Son of Max Michel Suberville.

(6) Brother of José Antonio Fernández Carbajal.

(7) Nephew of Max Michel Suberville.

Senior Management

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

FEMSA

José Antonio	See	Directors.
Fernández Carbajal	Joined FEMSA:	1987

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<i>Chairman of the Board and Chief Executive Officer of FEMSA</i>	Appointed to current position:	1994
Javier Gerardo Astaburuaga Sanjines	Born:	July 1959
	Joined FEMSA:	1982
<i>Chief Financial Officer and Executive Vice-President of Finance and Strategic Development</i>	Appointed to current position:	2006
	Business experience within FEMSA:	Joined FEMSA as a financial information analyst and later acquired experience in corporate development, administration and finance, held various senior positions at FEMSA Cerveza between 1993 and 2001, including Chief Financial Officer, and for two years was FEMSA Cerveza's Director of Sales for the north region of Mexico until 2003, in which year he was appointed FEMSA Cerveza's Co-Chief Executive Officer

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	Directorships:	Member of the board of Coca-Cola FEMSA and member of the Supervisory Board of directors of Heineken N.V.
	Education:	Holds a CPA degree from ITESM
Federico Reyes García	Born:	September 1945
<i>Vice-President of Corporate Development of FEMSA</i>	Joined FEMSA:	1992
	Appointed to current position:	2006
	Business experience	
	within FEMSA:	Executive Vice-President of Corporate Development from 1992 to 1993, and Chief Financial Officer from 1999 until 2006
	Directorships:	Member of the boards of Coca-Cola FEMSA and Optima Energía
	Education:	Holds a degree in business and finance from ITESM
José González Ornelas	Born:	April 1951
<i>Vice-President of Administration and Corporate Control of FEMSA</i>	Joined FEMSA:	1973
	Appointed to current position:	2001
	Business experience	
	within FEMSA:	Has held several managerial positions in FEMSA including Chief Financial Officer of FEMSA Cerveza, Director of Planning and Corporate Development of FEMSA and Chief Executive Officer of FEMSA Logística, S.A. de C.V.
	Directorships:	Member of the board of directors of Productora de Papel, S.A.
	Education:	Holds a CPA degree from UANL and has post-graduate studies in business administration from the Instituto Panamericano de Alta Dirección de Empresa (IPADE)
Alfonso Garza Garza	Born:	July 1962
<i>Vice-President of Human Resources and Strategic Procurement, Business Processes, and Information Technology</i>	Joined FEMSA:	1985
	Appointed to current position:	2009
	Business experience	
	within FEMSA:	Has experience in several FEMSA business units and departments, including domestic sales, international sales, procurement and marketing, mainly at FEMSA Cerveza and as Chief Executive Officer of FEMSA Empaques, S.A. de C.V.
	Directorships:	Member of the boards of directors of Coca-Cola FEMSA, ITESM and Nutec, S.A. de C.V., vice chairman of the communications council of Confederación Patronal de la República Mexicana, S.P. (COPARMEX) and chairman of COPARMEX Nuevo León
	Education:	Holds a degree in Industrial Engineering from ITESM and an MBA from IPADE
Genaro Borrego Estrada	Born:	February 1949
	Joined FEMSA:	2007

*Vice-President of
Corporate Affairs*

Appointed to current
position:

2007

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	Professional experience:	Constitutional Governor of the Mexican State of Zacatecas from 1986 to 1992, General Director of the Mexican Social Security Institute from 1993 to 2000, and Senator in Mexico for the State of Zacatecas from 2000 to 2006
	Directorships:	Member of the board of TANE, S.A. de C.V.
	Education:	Holds a bachelor's degree in International Relations from the Universidad Iberoamericana
Carlos Aldrete	Born:	August 1956
Ancira	Joined FEMSA:	1979
<i>General Counsel and Secretary of the Board of Directors</i>	Appointed to current position:	1996
	Directorships:	Secretary of the board of directors of FEMSA and secretary of the board of directors of all of the sub-holding companies of FEMSA
	Business experience	
	within FEMSA:	Extensive experience in international business and financial transactions, debt issuances and corporate restructurings and expertise in securities and private mergers and acquisitions law
	Education:	Holds a law degree from the UANL and a masters degree in Comparative Law from the College of Law of the University of Illinois
<i>Coca-Cola FEMSA</i>		
Carlos Salazar Lomelín	Born:	April 1951
<i>Chief Executive Officer of Coca-Cola FEMSA</i>	Joined FEMSA:	1973
	Appointed to current position:	2000
	Business experience	
	within FEMSA:	Has held managerial positions in several subsidiaries of FEMSA, including Grafo Regia, S.A. de C.V. and Plásticos Técnicos Mexicanos, S.A. de C.V., served as Chief Executive Officer of FEMSA Cerveza, where he also held various management positions in the Commercial Planning and Export divisions
	Directorships:	Member of the boards of Coca-Cola FEMSA, BBVA Bancomer, AFORE Bancomer, S.A. de C.V., Seguros Bancomer, S.A. de C.V., member of the advisory board of Premio Eugenio Garza Sada, Centro Internacional de Negocios Monterrey A.C. (CINTERMEX), Apex and the ITESM's EGADE Business School
	Education:	Holds a bachelor's degree in economics from ITESM, and performed postgraduate studies in business administration at ITESM and economic development in Italy
Héctor Treviño Gutiérrez	Born:	August 1956
<i>Chief Financial Officer</i>	Joined FEMSA:	1981
	Appointed to current position:	1993
	Business experience	

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within FEMSA:	Has held managerial positions in the international financing, financial planning, strategic planning and corporate development areas of FEMSA
Directorships:	Member of the boards of SIEFORES, Insurance and Pensions of BBVA Bancomer and Vinte Viviendas Integrales, S.A.P.I. de C.V., and member of the Technical Committee of Capital-3
Education:	Holds a degree in chemical engineering from ITESM and an MBA from the Wharton Business School

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FEMSA Comercio

Eduardo Padilla Silva	Born:	January 1955
<i>Chief Executive Officer of FEMSA Comercio</i>	Joined FEMSA:	1997
	Appointed to current position:	2004
	Business experience within FEMSA:	Director of Planning and Control of FEMSA from 1997 to 1999 and Chief Executive Officer of the Strategic Procurement Business Division of FEMSA from 2000 until 2003
	Other business experience:	Had a 20-year career in Alfa, culminating with a ten-year tenure as Chief Executive Officer of Terza, S.A. de C.V., major areas of expertise include operational control, strategic planning and financial restructuring
	Directorships:	Member of the boards of Grupo Lamosa, S.A. de C.V., Club Industrial , A.C., Asociación Nacional de Tiendas de Autoservicios y Departamentales, A.C. and NACS, and alternate member of the board of Coca-Cola FEMSA
	Education:	Holds a degree in mechanical engineering from ITESM, an MBA from Cornell University and a Masters degree from IPADE

Compensation of Directors and Senior Management

The compensation of Directors is approved at the AGM. For the year ended December 31, 2011, the aggregate compensation paid to our directors was approximately Ps. 13.5 million.

For the year ended December 31, 2011, the aggregate compensation paid to executive officers and senior management of FEMSA and its subsidiaries was approximately Ps. 1,279 million. Aggregate compensation includes bonuses we paid to certain members of senior management and payments in connection with the EVA stock incentive plan described in Note 16 to our audited consolidated financial statements. Our senior management and executive officers participate in our benefit plan and post-retirement medical services plan on the same basis as our other employees. Members of our board of directors do not participate in our benefit plan and post-retirement medical services plan, unless they are retired employees of our company. As of December 31, 2011, amounts set aside or accrued for all employees under these retirement plans were Ps. 4,403 million, of which Ps. 1,991 million is already funded.

EVA Stock Incentive Plan

In 2004, we, along with our subsidiaries, commenced a new stock incentive plan for the benefit of our executive officers, which we refer to as the EVA stock incentive plan. This plan was developed using as the main metric for the first three years of the plan for evaluation the Economic Value Added, or EVA, framework developed by Stern Stewart & Co., a compensation consulting firm. Under the EVA stock incentive plan, eligible executive officers are entitled to receive a special cash bonus, which will be used to purchase shares.

Under this plan, each year, our Chief Executive Officer in conjunction with our board of directors, together with the chief executive officer of the respective sub-holding company, determines the amount of the special cash bonus used to purchase shares. This amount is determined based on each executive officer's level of responsibility and based on the EVA generated by Coca-Cola FEMSA or FEMSA, as applicable.

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The shares are administrated by a trust for the benefit of the selected executive officers. Under the EVA stock incentive plan, each time a special bonus is assigned to an executive officer, the executive officer contributes the special bonus received to the administrative trust. Pursuant to the plan, the administrative trust acquires BD Units of FEMSA or, in the case of officers of Coca-Cola FEMSA, a specified proportion of publicly traded local shares of FEMSA and Series L Shares of Coca-Cola FEMSA on the Mexican Stock Exchange using the special bonus contributed by each executive officer. The ownership of the publicly traded local shares of FEMSA and, in the case of Coca-Cola FEMSA executives, the Series L Shares of Coca-Cola FEMSA vests at a rate per year equivalent to 20% of the number of publicly traded local shares of FEMSA and Series L Shares of Coca-Cola FEMSA.

As of March 30, 2012, the trust that manages the EVA stock incentive plan held a total of 8,757,485 BD Units of FEMSA and 2,606,007 Series L Shares of Coca-Cola FEMSA, each representing 0.24% and 0.13% of the total number of shares outstanding of FEMSA and of Coca-Cola FEMSA, respectively.

Insurance Policies

We maintain life insurance policies for all of our employees. These policies mitigate the risk of having to pay death benefits in the event of an industrial accident. We maintain a directors and officers insurance policy covering all directors and certain key executive officers for liabilities incurred in their capacities as directors and officers.

Ownership by Management

Several of our directors are participants of a voting trust. Each of the trust participants of the voting trust is deemed to have beneficial ownership with shared voting power over the shares deposited in the voting trust. As of March 23, 2012, 6,922,159,485 Series B Shares representing 74.86% of the outstanding Series B Shares were deposited in the voting trust. See Item 7. Major Shareholders and Related Party Transactions.

The following table shows the Series B Shares, Series D-B Shares and Series D-L Shares as of April 15, 2012 beneficially owned by our directors who are participants in the voting trust, other than the shares deposited in the voting trust:

Beneficial Owner	Series B		Series D-B		Series D-L	
	Shares	Percent of Class	Shares	Percent of Class	Shares	Percent of Class
Eva Garza Lagüera Gonda	2,665,844	0.03%	5,331,688	0.12%	5,331,688	0.12%
Mariana Garza Lagüera Gonda	2,944,090	0.03%	5,888,180	0.12%	5,888,180	0.12%
Barbara Garza Lagüera Gonda	2,665,480	0.03%	5,330,960	0.12%	5,330,960	0.12%
Paulina Garza Lagüera Gonda	2,665,480	0.03%	5,330,960	0.12%	5,330,960	0.12%
Consuelo Garza de Garza	69,488,677	0.75%	12,886,904	0.29%	12,886,904	0.29%
Alberto Bailleres González	9,475,196	0.10%	11,664,112	0.26%	11,664,112	0.26%
Alfonso Garza Garza	714,995		1,381,590	0.03%	1,381,590	0.03%
Max Michel Suberville	17,379,630	0.19%	34,759,260	0.80%	34,759,260	0.80%

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

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Board Practices

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

Under our bylaws, directors serve one-year terms although they continue in office even after the term for which they were appointed ends for up to 30 calendar days, as set forth in article 24 of Mexican Securities Law. None of our directors or senior managers of our subsidiaries has service contracts providing for benefits upon termination of employment, other than post-retirement medical services plans and post-retirement pension plans for our senior managers on the same basis as our other employees.

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

Audit Committee. The Audit Committee is responsible for (1) reviewing the accuracy and integrity of quarterly and annual financial statements in accordance with accounting, internal control and auditing requirements, (2) the appointment, compensation, retention and oversight of the independent auditor, who reports directly to the Audit Committee and (3) identifying and following-up on contingencies and legal proceedings. The Audit Committee has implemented procedures for receiving, retaining and addressing complaints regarding accounting, internal control and auditing matters, including the submission of confidential, anonymous complaints from employees regarding questionable accounting or auditing matters. To carry out its duties, the Audit Committee may hire independent counsel and other advisors. As necessary, the company compensates the independent auditor and any outside advisor hired by the Audit Committee and provides funding for ordinary administrative expenses incurred by the Audit Committee in the course of its duties. The current Audit Committee members are: José Manuel Canal Hernando (Chairman and Financial Expert), Francisco Zambrano Rodríguez, Ernesto Cruz Velázquez de León and Alfonso González Migoya. Each member of the Audit Committee is an independent director, as required by the Mexican Securities Law and applicable NYSE listing standards. The Secretary of the Audit Committee is José González Ornelas, head of FEMSA's internal audit department.

Finance and Planning Committee. The Finance and Planning Committee's responsibilities include (1) evaluating the investment and financing policies proposed by the Chief Executive Officer; and (2) evaluating risk factors to which the corporation is exposed, as well as evaluating its management policies. The current Finance and Planning Committee members are: Ricardo Guajardo Touché (chairman), Federico Reyes García, Robert E. Denham, Francisco Javier Fernández Carbajal and Alfredo Livas Cantú. Javier Astaburuaga Sanjines is the appointed secretary of this committee.

Corporate Practices Committee. The Corporate Practices Committee is responsible for preventing or reducing the risk of performing operations that could damage the value of our company or that benefit a particular group of shareholders. The committee may call a shareholders' meeting and include matters on the agenda for that meeting that it may deem appropriate, approve policies on the use of our company's assets or related party transactions, approve the compensation of the chief executive officer and relevant officers and support our board of directors in the elaboration of reports on accounting practices. The chairman of the Corporate Practices Committee is Helmut Paul. The additional members are: Robert E. Denham and Ricardo Saldívar Escajadillo. Each member of the Corporate Practices Committee is an independent director, as required by the Mexican Securities Law. The Secretary of the Corporate Practices Committee is Alfonso Garza Garza.

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As of December 31, 2011, our headcount by geographic region was as follows: 134,985 in Mexico, 5,874 in Central America, 8,929 in Colombia, 8,431 in Venezuela, 15,229 in Brazil and 4,022 in Argentina. We include in headcount employees of third-party distributors and non-management store employees. The table below sets forth headcount for the years ended December 31, 2011, 2010, and 2009:

Headcount for the Year Ended December 31,⁽¹⁾

Sub-holding company	2011		Total	2010		2009	
	Non-Union	Union		Non-Union	Union	Non-Union	Union
Coca-Cola FEMSA ⁽²⁾	41,462	37,517	78,979	35,364	33,085	35,734	31,692
FEMSA Comercio ⁽³⁾	56,914	26,906	83,820	51,919	21,182	43,142	17,760
Other	8,043	6,628	14,671	6,270	5,989	6,592	4,947
Total	106,419	71,051	177,470	93,553	60,256	85,468	54,399

- (1) As of April 30, 2010, FEMSA no longer controls FEMSA Cerveza. As a result, employee headcount of FEMSA Cerveza as of December 31, 2009, is not included for comparability purposes.
- (2) Includes employees of third-party distributors whom we do not consider to be our employees, amounting to 18,143, 17,347 and 17,393 in 2011, 2010 and 2009, respectively.
- (3) Includes non-management store employees, whom we do not consider to be our employees, amounting to 48,801, 44,625 and 37,429 in 2011, 2010 and 2009 respectively.

As of December 31, 2011, our subsidiaries had entered into 302 collective bargaining or similar agreements with personnel employed at our operations. Each of the labor unions in Mexico is associated with one of eight different national Mexican labor organizations. In general, we have a good relationship with the labor unions throughout our operations, except for in Colombia, Venezuela and Guatemala which are or have been the subject of significant labor-related litigation. See Item 8. Financial Information Legal Proceedings Coca-Cola FEMSA. The agreements applicable to our Mexican operations generally have an indefinite term and provide for an annual salary review and for review of other terms and conditions, such as fringe benefits, every two years.

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

Collective Bargaining Labor Agreements Between**Sub-holding Companies and Unions****As of December 31, 2011**

Sub-holding Company	Collective Bargaining Agreements	Labor Unions
Coca-Cola FEMSA	117	67
FEMSA Comercio ⁽¹⁾	104	4
Others	81	11

Total

302

82

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

Table of Contents**ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS****Major Shareholders**

The following table identifies each owner of more than 5% of any class of our shares known to the company as of March 23, 2012. Except as described below, we are not aware of any holder of more than 5% of any class of our shares. Only the Series B Shares have full voting rights under our bylaws.

Ownership of Capital Stock as of March 23, 2012

Shareholder	Series B Shares ⁽¹⁾		Series D-B Shares ⁽²⁾		Series D-L Shares ⁽³⁾		Total Shares of FEMSA Capital Stock
	Shares Owned	Percent of Class	Shares Owned	Percent of Class	Shares Owned	Percent of Class	
Technical Committee and Trust Participants under the Voting Trust ⁽⁴⁾	6,922,159,485	74.86%		0%		0%	38.69%
William H. Gates III ⁽⁵⁾	281,053,490	3.04%	562,106,980	13.00%	562,106,980	13.00%	7.85%
Aberdeen Asset Management PLC ⁽⁶⁾	271,902,190	2.95%	543,804,380	12.58%	543,804,380	12.58%	7.60%

(1) As of March 23, 2012, there were 9,246,420,270 Series B Shares outstanding.

(2) As of March 23, 2012, there were 4,322,355,540 Series D-B Shares outstanding.

(3) As of March 23, 2012, there were 4,322,355,540 Series D-L Shares outstanding.

(4) As a consequence of the voting trust's internal procedures, the following trust participants are deemed to have beneficial ownership with shared voting power over those same deposited shares: BBVA Bancomer Servicios, S.A., as Trustee under Trust No. F/25078-7 (controlled by Max Michel Suberville), J.P. Morgan (Suisse), S.A., as Trustee under a trust controlled by Paulina Garza Lagüera Gonda, Bárbara Garza Lagüera Gonda, Mariana Garza Lagüera Gonda, Eva Gonda Rivera, Eva Maria Garza Lagüera Gonda, Consuelo Garza Lagüera de Garza, Alfonso Garza Garza, Patricio Garza Garza, Juan Carlos Garza Garza, Eduardo Garza Garza, Eugenio Garza Garza, Alberto Bailleres González, Maria Teresa Gual Aspe de Bailleres, Inversiones Bursátiles Industriales, S.A. de C.V. (controlled by the Garza Lagüera family), Corbal, S.A. de C.V. (controlled by Alberto Bailleres González), Magdalena Michel de David, Alepage, S.A. (controlled by Consuelo Garza Lagüera de Garza), BBVA Bancomer Servicios, S.A. as Trustee under Trust No. F/29013-0 (controlled by the estate of José Calderón Ayala, late father of José Calderón Rojas), Max Michel Suberville, Max David Michel, Juan David Michel, Monique David de VanLathem, Renee Michel de Guichard, Magdalena Guichard Michel, Rene Guichard Michel, Miguel Guichard Michel, Graciano Guichard Michel, Juan Guichard Michel, Franca Servicios, S.A. de C.V. (controlled by the estate of José Calderón Ayala, late father of José Calderón Rojas), BBVA Bancomer Servicios, S.A., as Trustee under Trust No. F/29490-0 (controlled by Alberto, Susana and Cecilia Bailleres), BBVA Bancomer Servicios, S.A., as Trustee under Trust No. F/710004 (controlled by Magdalena Michel de David) and BBVA Bancomer Servicios, S.A., as Trustee under Trust No. F/700005 (controlled by Renee Michel de Guichard).

(5) As reported on Schedule 13D filed on March 28, 2011, includes aggregate shares beneficially owned by Cascade Investments, LLC, over which William H. Gates III has sole voting and dispositive power, and shares beneficially owned by the Bill and Melinda Gates Foundation Trust, over which William H. Gates III and Melinda French Gates have shared voting and dispositive power.

(6) As reported on Schedule 13G filed on January 11, 2012 by Aberdeen Asset Management PLC.

As of March 30, 2012, there were 48 holders of record of ADSs in the United States, which represented approximately 58% of our outstanding BD Units. Since a substantial number of ADSs are held in the name of nominees of the beneficial owners, including the nominee of The

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Depository Trust Company, the number of beneficial owners of ADSs is substantially greater than the number of record holders of these securities.

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Related-Party Transactions

Voting Trust

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

The trust participants agreed to certain transfer restrictions with respect to the trust assets. The trust is irrevocable, for a term that will conclude on May 31, 2013 (subject to additional five-year renewal terms), during which time, trust assets may be transferred by trust participants to spouses and immediate family members and, subject to certain conditions, to companies that are 100% owned by trust participants, which we refer to as the permitted transferees, provided in all cases that the transferee agrees to be bound by the terms of the voting trust. In the event that a trust participant wishes to sell part of its trust assets to someone other than a permitted transferee, the other trust participants have a right of first refusal to purchase the trust assets that the trust participant wishes to sell. If none of the trust participants elects to acquire the trust assets from the selling trust participant, the technical committee will have a right to nominate (subject to the approval of technical committee members representing 75% of the trust assets, excluding trust assets that are the subject of the sale) a purchaser for such trust assets. In the event that none of the trust participants or a nominated purchaser elects to acquire trust assets, the selling trust participant will have the right to sell the trust assets to a third-party on the same terms and conditions that were offered to the trust participants. Acquirors of trust assets will only be permitted to become parties to the voting trust upon the affirmative vote by the technical committee of at least 75% of the trust shares, which must include trust shares represented by at least three trust group representatives. In the event that a trust participant holding a majority of the trust assets elects to sell its trust assets, the other trust participants have tag along rights that will enable them to sell their trust assets to the acquiror of the selling trust participant's trust assets.

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

Interest of Management in Certain Transactions

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

On April 30, 2010, José Antonio Fernández Carbajal, our Chairman and Chief Executive Officer, started to serve as a member of the Board of Directors of Heineken Holding, N.V. and the Supervisory Board of Heineken N.V. Javier Astaburuaga Sanjines, our Chief Financial Officer, also serves on the supervisory Board of Heineken N.V. as of April 30, 2010. Since that date, we have made purchases of beer in the ordinary course of business from the Heineken Group in the amount of Ps. 7,063 million for the last eight months of 2010 and Ps. 9,397 million for 2011. During the last eight months of 2010, we also supplied logistics and administrative services to subsidiaries of Heineken for a total of Ps. 1,048 million, and in 2011 for Ps. 2,169 million. As of the end of December 31, 2011 and 2010, our net balance due to Heineken amounted to Ps. 1,291 million and Ps. 1,038 million, respectively.

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We, along with certain of our subsidiaries, regularly engage in financing and insurance coverage transactions, including entering into loans and bond offerings in the local capital markets, with subsidiaries of BBVA Bancomer, a financial services holding company of which Alberto Bailleres González, José Fernando Calderón Rojas, Ricardo Guajardo Touché and José Manuel Canal Hernando, who are also directors of FEMSA, are directors. We made interest expense payments and fees paid to BBVA Bancomer in respect of these transactions of Ps. 128 million, Ps. 108 million, and Ps. 260 million as of December 31, 2011, 2010 and 2009, respectively. The total amount due to BBVA Bancomer as of the end of December 31, 2011 and 2010 was Ps. 1.1 billion and Ps. 999 million, respectively, and we also had a balance with BBVA Bancomer of Ps. 2,791 million and Ps. 2,944 million, respectively, as of December 31, 2011 and 2010.

We regularly engage in the ordinary course of business in hedging transactions, and enter into loans and credit line facilities on an arm's length basis with subsidiaries of Grupo Financiero Banamex, S.A. de C.V., or Grupo Financiero Banamex, a financial services holding company which qualified as our related party until March 2011. The interest expense and fees paid to Grupo Financiero Banamex as of December 31, 2011, 2010, and 2009 were Ps. 28 million, Ps. 56 million, and Ps. 61 million, respectively. As of the end of December 31, 2010, the total amount due to Grupo Financiero Banamex was Ps. 500 million, and we also had a receivable balance with Grupo Financiero Banamex of Ps. 2,103 million.

We maintain an insurance policy covering auto insurance and medical expenses for executives issued by Grupo Nacional Provincial, S.A.B., an insurance company of which Alberto Bailleres González and Max Michelle Suberville, who are also directors of FEMSA, are directors. The aggregate amount of premiums paid under these policies was approximately Ps. 59 million, Ps. 69 million, and Ps. 78 million in 2011, 2010 and 2009, respectively.

We, along with certain of our subsidiaries, spent Ps. 86 million, Ps. 37 million, and Ps. 13 million in the ordinary course of business in 2011, 2010 and 2009, respectively, in publicity and advertisement purchased from Grupo Televisa, S.A.B., a media corporation in which our Chairman and Chief Executive Officer, José Antonio Fernández Carbajal, and two of our Directors, Alberto Bailleres González and Michael Larson, serve as directors.

Coca-Cola FEMSA, in its ordinary course of business, purchased Ps. 1,248 million, Ps. 1,206 million, and Ps. 1,044 million in 2011, 2010, and 2009, respectively, in juices from subsidiaries of Jugos del Valle.

In October 2011, Coca-Cola FEMSA executed certain agreements with affiliates of Grupo Tampico to acquire specific products and services such as plastic cases, certain truck and car brands, as well as auto parts, exclusively for the territories of Grupo Tampico, which provide for certain preferences to be elected as suppliers in Coca-Cola FEMSA's suppliers' bidding processes.

FEMSA Comercio, in its ordinary course of business, purchased Ps. 2,270 million, Ps. 2,018 million, and Ps. 1,733 million in 2011, 2010, and 2009, respectively, in baked goods and snacks for its stores from subsidiaries of Bimbo, of which Ricardo Guajardo Touché, one of FEMSA's directors, is a director. FEMSA Comercio also purchased Ps. 316 million and Ps. 126 million in 2011 and 2010, respectively, in juices from subsidiaries of Jugos del Valle. These purchases were entered into in the ordinary course of business, and we believe they were made on terms comparable to those that could be obtained in arm's length negotiations with unaffiliated third parties.

José Antonio Fernández Carbajal, Eva Garza Lagüera Gonda, Mariana Garza Lagüera Gonda, Ricardo Guajardo Touché, Alfonso Garza Garza and Armando Garza Sada, who are directors of FEMSA, are also members of the board of directors of ITESM, which is a prestigious university system with headquarters in Monterrey, Mexico that routinely receives donations from FEMSA and its subsidiaries. For the years ended December 31, 2011, 2010, and 2009, donations to ITESM amounted to Ps. 81 million, Ps. 63 million, and Ps. 72 million, respectively.

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

Coca-Cola FEMSA regularly engages in transactions with The Coca-Cola Company and its affiliates. Coca-Cola FEMSA purchases all of its concentrate requirements for *Coca-Cola* trademark beverages from The Coca-Cola Company. Total payments by Coca-Cola FEMSA to The Coca-Cola Company for concentrates were approximately Ps. 21,183 million, Ps. 19,371 million, and Ps. 16,863 million in 2011, 2010, and 2009, respectively.

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Coca-Cola FEMSA and The Coca-Cola Company pay and reimburse each other for marketing expenditures. The Coca-Cola Company also contributes to Coca-Cola FEMSA's coolers, bottles and cases investment program. Coca-Cola FEMSA received contributions to its marketing expenses and the coolers investment program of Ps. 2,561 million, Ps. 2,386 million, and Ps. 1,945 million in 2011, 2010, and 2009, respectively.

In December 2007 and in May 2008, Coca-Cola FEMSA sold most of its proprietary brands to The Coca-Cola Company. The proprietary brands are now being licensed back to Coca-Cola FEMSA by The Coca-Cola Company pursuant to Coca-Cola FEMSA's bottler agreements. The December 2007 transaction was valued at US\$ 48 million and the May 2008 transaction was valued at US\$ 16 million. Coca-Cola FEMSA believes that both of these transactions were conducted on an arm's length basis. Revenues from the sale of proprietary brands realized in prior years in which Coca-Cola FEMSA has a significant continuing involvement are deferred and amortized against the related costs of future sales over the estimated sales period. The balance to be amortized amounted to Ps. 302 million, Ps. 547 million, and Ps. 616 million as of December 31, 2011, 2010, and 2009, respectively. The short-term portions are included in other current liabilities as of December 31, 2011, 2010, and 2009, and amounted to Ps. 197 million, Ps. 276 million, and Ps. 203 million, respectively.

In Argentina, Coca-Cola FEMSA purchases a portion of its plastic ingot requirements for producing plastic bottles and all of its returnable plastic bottle requirements from Embotelladora del Atlántico S.A., a local subsidiary of Embotelladora Andina, S.A., a Coca-Cola bottler with operations in Argentina, Chile and Brazil in which The Coca-Cola Company has a substantial interest.

In November 2007, Administración S.A.P.I. acquired 100% of the shares of capital stock of Jugos del Valle. The business of Jugos del Valle in the United States was acquired and sold by The Coca-Cola Company. In June 2008, Administración S.A.P.I. and Jugos del Valle (surviving company) were merged. Subsequently, Coca-Cola FEMSA and The Coca-Cola Company and all Mexican and Brazilian *Coca-Cola* bottlers entered into a joint business for the Mexican and the Brazilian operations, respectively, of Jugos del Valle, through transactions completed during 2008. Coca-Cola FEMSA currently holds an interest of 24.0% in the Mexican joint business and approximately 19.7% in the Brazilian joint business. Jugos del Valle sells juice-based beverages and fruit derivatives. Coca-Cola FEMSA distributes the Jugos del Valle line of juice-based beverages in Brazil and its territories in South America.

In February 2009, Coca-Cola FEMSA acquired with The Coca-Cola Company the *Brisa* bottled water business in Colombia from Bavaria, a subsidiary of SABMiller. Coca-Cola FEMSA acquired the production assets and the rights to distribute in the territory, and The Coca-Cola Company acquired the *Brisa* brand. Coca-Cola FEMSA and The Coca-Cola Company equally shared in paying the purchase price of US\$ 92 million. Following a transition period, in June 2009, Coca-Cola FEMSA started to sell and distribute the *Brisa* portfolio of products in Colombia.

In May 2009, Coca-Cola FEMSA completed a transaction to develop the *Crystal* trademark water business in Brazil with The Coca-Cola Company.

In August 2010, Coca-Cola FEMSA acquired from The Coca-Cola Company along with other Brazilian *Coca-Cola* bottlers the business operations of the *Matte Leão* tea brand. As of April 20, 2012 Coca-Cola FEMSA had a 19.4% indirect interest in the *Matte Leão* business in Brazil.

In September 2010, FEMSA sold Promotora to The Coca-Cola Company. Promotora was the owner of the *Mundet* brands of soft drinks in Mexico.

In March 2011, Coca-Cola FEMSA, together with The Coca-Cola Company and through Compañía Panameña de Bebidas S.A.P.I. de C.V., acquired Estrella Azul, a Panamanian conglomerate that participates in the dairy and juice-based beverage categories in Panama. Coca-Cola FEMSA will continue to develop this business with The Coca-Cola Company.

In February 2012, Coca-Cola FEMSA announced that it had entered into a 12-month exclusivity agreement with The Coca-Cola Company to evaluate the potential acquisition by Coca-Cola FEMSA of a controlling

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ownership stake in the bottling operations owned by The Coca-Cola Company in the Philippines. Both parties believe that Coca-Cola FEMSA's expertise and successful track record operating in fragmented markets and emerging economies could be effectively deployed in such territory, and contribute significantly toward expanding the penetration of, and consumer preference for, The Coca-Cola Company's brands in that market. This exclusivity agreement does not require either party to enter into any transaction, and there can be no assurances that a definitive agreement will be executed.

ITEM 8. FINANCIAL INFORMATION

Consolidated Financial Statements

See pages F-1 through F-144, incorporated herein by reference.

Dividend Policy

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

Legal Proceedings

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

Coca-Cola FEMSA

Mexico

Antitrust Matters

During 2000, the CFC, pursuant to complaints filed by PepsiCo. and certain of its bottlers in Mexico, began an investigation of The Coca-Cola Company Export Corporation and its bottlers for alleged monopolistic practices through exclusivity arrangements with certain retailers.

After the corresponding legal proceedings in Mexico in 2008, a Mexican Federal Court rendered a final adverse judgment against two of the eight Mexican subsidiaries involved in the proceedings (which total number includes the beverage divisions of Grupo CIMSA and Grupo Tampico), upholding a fine of approximately Ps. 10.5 million imposed by the CFC on each of the two subsidiaries and ordering the immediate suspension of such practices of alleged exclusivity arrangements and conditional dealing. With respect to the complaints against the remaining six subsidiaries (including the beverage divisions of Grupo CIMSA and Grupo Tampico), a final favorable resolution was rendered in the Mexican Federal Court on June 9, 2010. In March 2011, the CFC dropped all fines against and ruled in favor of all of the involved subsidiaries, on the grounds of insufficient evidence to prove individual and specific liability in the alleged antitrust violations. These resolutions are final and unappealable.

In February 2009, the CFC began a new investigation of alleged monopolistic practices consisting of sparkling beverage sales subject to exclusivity agreements and the granting of discounts and/or benefits in exchange for exclusivity arrangements with certain retailers. In December 2011, the CFC closed this investigation on the grounds of insufficient evidence of monopolistic practices by The Coca-Cola Company and its bottlers. However, on February 9, 2012, the plaintiff appealed the decision of the CFC. The CFC has not yet ruled on whether to accept or deny the appeal.

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Central America

Antitrust Matters in Costa Rica

During August 2001, the *Comisión para Promover la Competencia* in Costa Rica (Costa Rican Antitrust Commission), pursuant to a complaint filed by PepsiCo. and its bottler in Costa Rica, initiated an investigation of the sales practices of The Coca-Cola Company and Coca-Cola FEMSA's Costa Rican subsidiary for alleged monopolistic practices in retail distribution, including sales exclusivity arrangements. A ruling from the Costa Rican Antitrust Commission was issued in July 2004, which found Coca-Cola FEMSA's subsidiary in Costa Rica engaged in monopolistic practices with respect to exclusivity arrangements, pricing and the sharing of coolers under certain limited circumstances and imposed a fine of US\$ 130,000 (approximately Ps. 1.5 million). The court dismissed Coca-Cola FEMSA's appeal of the Costa Rican Antitrust Commission's ruling. On August 30, 2011, Coca-Cola FEMSA appealed the court's dismissal before the Supreme Court, but the Supreme Court affirmed the dismissal on December 1, 2011. Notwithstanding the above, this matter will not have a material adverse effect on Coca-Cola FEMSA's financial condition or results of operations because Coca-Cola FEMSA has already paid the Costa Rican Antitrust Commission's fine and is currently complying with its resolution.

In November 2004, *Ajecen del Sur S.A.*, the bottler of *Big Cola* in Costa Rica, filed a complaint before the Costa Rican Antitrust Commission related to monopolistic practices in retail distribution and exclusivity agreements against The Coca-Cola Company and Coca-Cola FEMSA's Costa Rican subsidiary. The Costa Rican Antitrust Commission decided to pursue an investigation, but has issued a final resolution in Coca-Cola FEMSA's favor imposing no fine.

Colombia

Labor Matters

During July 2001, a labor union and several individuals from the Republic of Colombia filed a lawsuit in the U.S. District Court for the Southern District of Florida against certain of Coca-Cola FEMSA's subsidiaries. The plaintiffs alleged that the subsidiaries engaged in wrongful acts against the labor union and its members in Colombia, including kidnapping, torture, death threats and intimidation. The complaint alleges claims under the U.S. Alien Tort Claims Act, Torture Victim Protection Act, Racketeer Influenced and Corrupt Organizations Act and state tort law and seeks injunctive and declaratory relief and damages of more than US\$ 500 million, including treble and punitive damages and the cost of the suit, including attorney fees. In September 2006, the federal district court dismissed the complaint with respect to all claims. The plaintiffs appealed and in August 2009, the Appellate Court affirmed the decision in favor of Coca-Cola FEMSA's subsidiaries. The plaintiffs moved for a rehearing, and in September 2009, the rehearing motion was denied. Plaintiffs attempted to seek reconsideration *en banc*, but so far, the court has not considered it.

Venezuela

Tax Matters

In 1999, some of Coca-Cola FEMSA's Venezuelan subsidiaries received notice of indirect tax claims asserted by the Venezuelan tax authorities. These subsidiaries have taken the appropriate measures against these claims at the administrative level and filed appeals with the Venezuelan courts. The claims currently amount to approximately US\$ 21.1 million (approximately Ps. 250 million). Coca-Cola FEMSA has certain rights to indemnification from Venbottling Holding, Inc., a former shareholder of Panamco and The Coca-Cola Company, for a substantial portion of the claims. Coca-Cola FEMSA does not believe that the ultimate resolution of these cases will have a material adverse effect on its financial condition or results from operations.

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Brazil

Antitrust Matters

Several claims have been filed against Coca-Cola FEMSA by private parties that allege anticompetitive practices by Coca-Cola FEMSA's Brazilian subsidiaries. The plaintiffs are Ragi (Dolly), a Brazilian producer of B Brands, and PepsiCo, alleging anticompetitive practices by Spal Indústria Brasileira de Bebidas S.A. and Recofarma Indústria do Amazonas Ltda. Of the four claims Dolly filed against Coca-Cola FEMSA, the only one remaining concerns a denial of access to common suppliers. Of the two claims made by PepsiCo, the first concerns exclusivity arrangements at the point of sale, and the second is an alleged corporate espionage allegation against the Pepsi bottler, BAESA, which the Ministry of Economy recommended be dismissed for lack of evidence. Under Brazilian law, each of these claims could result in substantial monetary fines and other penalties, although Coca-Cola FEMSA believes each of the claims is without merit.

Significant Changes

Since December 31, 2011, the following significant change has occurred in our business, as described in more detail in Item 5. Operating and Financial Review and Prospects Recent Developments and in Note 29 to our audited consolidated financial statements:

In February 2012, a wholly-owned subsidiary of Mitsubishi Corporation and Stichting Depository PGGM Infrastructure Funds, a pension fund managed by PGGM, acquired the 45% interest held by FEMSA in the parent companies of the Mareña Renovables Wind Power Farm. The sale of FEMSA's participation as an investor will result in a gain.

ITEM 9. THE OFFER AND LISTING

Description of Securities

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

Series B Shares;

Series D-B Shares; and

Series D-L Shares.

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

B Units, consisting of five Series B Shares; and

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

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

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

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

the BD Units and the B Units would cease to exist and the underlying Series B Shares and Series L Shares would be separate; and

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

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

the BD Units and the B Units will continue to exist; and

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

The following table sets forth information regarding our capital stock as of March 31, 2012:

Class	Number	Percentage of Capital	Percentage of Full Voting Rights
Series B Shares (no par value)	9,246,420,270	51.68%	100%
Series D-B Shares (no par value)	4,322,355,540	24.16%	0%
Series D-L Shares (no par value)	4,322,355,540	24.16%	0%
Total Shares	17,891,131,350	100%	100%
Units			
BD Units	2,161,177,770	60.40%	23.47%
B Units	1,417,048,500	39.60%	76.63%
Total Units	3,578,226,270	100%	100%

Trading Markets

Since May 11, 1998, ADSs representing BD Units have been listed on the NYSE, and the BD Units and the B Units have been listed on the Mexican Stock Exchange. Each ADS represents 10 BD Units deposited under the deposit agreement with the ADS depository. As of March 30, 2012, approximately 58% of BD Units traded in the form of ADSs.

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

Fluctuations in the exchange rate between the Mexican peso and the U.S. dollar have affected the U.S. dollar equivalent of the Mexican peso price of our shares on the Mexican Stock Exchange and, consequently, have also affected the market price of our ADSs. See **Item 3. Key Information Exchange Rate Information.**

Trading on the Mexican Stock Exchange

The Mexican Stock Exchange, located in Mexico City, is the only stock exchange in Mexico. Founded in 1907, it is organized as a *sociedad anónima bursátil*. Trading on the Mexican Stock Exchange takes place principally through automated systems and is open between the hours of 9:30 a.m. and 4:00 p.m. Eastern Time, each business day. Trades in securities listed on the Mexican Stock Exchange can also be effected off the

exchange. The Mexican Stock Exchange operates a system of automatic suspension of trading in shares of a particular issuer as a

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means of controlling excessive price volatility, but under current regulations this system does not apply to securities such as the BD Units that are directly or indirectly (for example, in the form of ADSs) quoted on a stock exchange (including for these purposes the NYSE) outside Mexico.

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

Price History

The following tables set forth, for the periods indicated, the reported high, low and closing sale prices and the average daily trading volumes for the B Units and BD Units on the Mexican Stock Exchange and the reported high, low and closing sale prices and the average daily trading volumes for the ADSs on the NYSE.

	B Units ⁽¹⁾				Close US\$ ⁽⁴⁾	Average Daily Trading Volume (Units)
	Nominal pesos			FX rate		
	High ⁽²⁾	Low ⁽²⁾	Close ⁽³⁾	FX rate		
2007	42.33	31.79	37.00	10.92	3.39	1,814
2008	46.00	32.00	34.99	13.83	2.53	7,286
2009	57.00	30.50	55.00	13.06	4.21	300
2010						
First Quarter	55.00	44.00	48.50	12.30	3.94	1,900
Second Quarter	51.00	45.05	49.97	12.83	3.89	1,881
Third Quarter	51.99	47.50	50.50	12.63	4.00	1,364
Fourth Quarter	57.99	49.50	57.98	12.38	4.68	1,629
2011						
First Quarter	57.99	50.00	51.50	11.92	4.32	2,062
Second Quarter	58.00	51.50	58.00	11.72	4.95	975
Third Quarter	71.00	59.00	71.00	13.77	5.16	2,597
Fourth Quarter	81.00	78.05	78.05	13.96	5.59	795
October	81.00	79.00	79.00	13.17	6.00	1,880
November	79.00	79.00	79.00	13.62	5.80	975
December	78.05	78.05	78.05	13.95	5.59	8,300
2012						
January	78.00	75.00	75.00	13.04	5.75	3,182
February	76.00	75.00	76.00	12.79	5.94	807
March	82.00	80.50	80.50	12.81	6.28	167
First Quarter	82.00	75.00	80.50	12.81	6.28	872

(1) The prices and average daily trading volume for the B Units were taken from Bloomberg and reflect our 3:1 stock split, which was effective May 25, 2007.

(2) High and low closing prices for the periods presented.

(3) Closing price on the last day of the periods presented.

(4)

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Represents the translation from Mexican pesos to U.S. dollars of the closing price of the B Units on the last day of the periods presented based on the noon buying rate for the purchase of U.S. dollars, as reported by the Federal Reserve Bank of New York using the period-end exchange rate.

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	BD Units ⁽¹⁾				Close US\$ ⁽⁴⁾	Average Daily Trading Volume (Units)
	Nominal pesos			FX rate		
	High ⁽²⁾	Low ⁽²⁾	Close ⁽³⁾			
2007	48.58	32.73	41.70	10.92	3.82	3,889,800
2008	49.19	26.10	41.37	13.83	2.99	3,089,044
2009	63.20	30.49	62.65	13.06	4.80	3,011,747
2010						
First Quarter	64.39	53.33	59.03	12.30	4.80	4,213,385
Second Quarter	58.94	53.22	55.68	12.83	4.34	3,066,006
Third Quarter	66.14	55.79	63.66	12.63	5.04	3,526,727
Fourth Quarter	71.21	62.58	69.32	12.38	5.60	3,177,203
2011						
First Quarter	70.61	64.01	69.85	11.92	5.86	2,562,803
Second Quarter	77.79	70.52	77.79	11.72	6.64	2,546,271
Third Quarter	91.39	75.28	90.16	13.77	6.55	3,207,475
Fourth Quarter	97.80	87.05	97.02	13.96	6.95	2,499,269
October	94.80	88.26	89.40	13.17	6.79	2,491,967
November	92.76	87.05	92.76	13.62	6.81	3,160,130
December	97.80	90.07	97.02	13.95	6.95	1,877,181
2012						
January	98.04	88.64	91.33	13.04	7.00	2,777,054
February	96.59	92.65	94.47	12.79	7.38	3,352,297
March	105.33	93.98	105.33	12.81	8.22	2,494,913
First Quarter	105.33	88.64	105.33	12.81	8.22	2,865,624

- (1) The prices and average daily trading volume for the BD Units were taken from Bloomberg and reflect our 3:1 stock split, which was effective May 25, 2007.
- (2) High and low closing prices for the periods presented.
- (3) Closing price on the last day of the periods presented.
- (4) Represents the translation from Mexican pesos to U.S. dollars of the closing price of the BD Units on the last day of the periods presented based on the noon buying rate for the purchase of U.S. dollars, as reported by the Federal Reserve Bank of New York using the period-end exchange rate.

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	ADSs ⁽¹⁾			Average Daily Trading Volume (ADSs)
	U.S. dollars			
	High ⁽²⁾	Low ⁽²⁾	Close ⁽³⁾	
2007	44.42	29.96	38.17	1,350,303
2008	49.39	19.25	30.13	1,321,098
2009	49.00	19.91	47.88	1,188,775
2010				
First Quarter	50.01	40.82	47.53	1,394,455
Second Quarter	48.14	40.49	42.89	854,938
Third Quarter	52.09	42.78	50.43	752,792
Fourth Quarter	57.38	49.89	55.92	534,197
October	55.05	49.89	54.91	762,224
November	56.83	53.89	56.55	498,769
December	57.38	55.46	55.92	350,353
2011				
First Quarter	58.93	52.67	58.70	523,823
Second Quarter	66.49	59.60	66.49	519,035
Third Quarter	73.00	61.34	64.82	641,559
Fourth Quarter	72.23	61.73	69.71	527,067
October	72.23	64.36	67.05	634,239
November	68.92	61.73	68.21	560,506
December	69.77	64.81	69.71	386,457
2012				
January	70.52	67.47	70.52	591,823
February	75.18	72.47	73.60	482,579
March	82.27	72.56	82.27	504,965
First Quarter	82.27	52.95	82.27	525,762

(1) Each ADS is comprised of 10 BD Units. Prices and average daily trading volume were taken from Bloomberg and reflect our 3:1 stock split, which was effective May 25, 2007.

(2) High and low closing prices for the periods presented.

(3) Closing price on the last day of the periods presented.

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ITEM 10. ADDITIONAL INFORMATION

Bylaws

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

Organization and Registry

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

Voting Rights and Certain Minority Rights

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

Under our bylaws, the holders of Series D Shares are entitled to vote at extraordinary shareholders meetings called to consider any of the following limited matters: (1) the transformation from one form of corporate organization to another, other than from a company with variable capital stock to a company without variable capital stock or vice versa, (2) any merger in which we are not the surviving entity or with other entities whose principal corporate purposes are different from those of our company or our subsidiaries, (3) change of our jurisdiction of incorporation, (4) dissolution and liquidation and (5) the cancellation of the registration of the Series D Shares or Series L Shares in the Mexican Stock Exchange or in any other foreign stock market where listed, except in the case of the conversion of these shares as provided for in our bylaws.

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

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

To agree to the unbundling of their share Units.

This conversion and/or unbundling of shares would become effective two (2) years after the date on which the shareholders agreed to such conversion and/or unbundling.

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

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

holders of at least 10% of our outstanding capital stock entitled to vote, including in a limited or restricted manner, to require the chairman of the board of directors or of the Audit or Corporate Practices Committees to call a shareholders meeting;

holders of at least 5% of our outstanding capital stock, including limited or restricted vote, may bring an action for liabilities against our directors, the secretary of the board of directors or the relevant officers;

holders of at least 10% of our outstanding capital stock who are entitled to vote, including limited or restricted vote, at any shareholders meeting to request that resolutions with respect to any matter on which they considered they were not sufficiently informed be postponed;

holders of 20% of our outstanding capital stock to oppose any resolution adopted at a shareholders meeting in which they are entitled to vote, including limited or restricted vote, and file a petition for a court order to suspend the resolution temporarily within 15 days following the adjournment of the meeting at which the action was taken, provided that (1) the challenged resolution violates Mexican law or our bylaws, (2) the opposing shareholders neither attended the meeting nor voted in favor of the challenged resolution and (3) the opposing shareholders deliver a bond to the court to secure payment of any damages that we may suffer as a result of suspending the resolution in the event that the court ultimately rules against the opposing shareholder; and

holders of at least 10% of our outstanding capital stock who are entitled to vote, including limited or restricted vote, to appoint one member of our board of directors and one alternate member of our board of directors.

Shareholders Meetings

General shareholders meetings may be ordinary meetings or extraordinary meetings. Extraordinary meetings are those called to consider certain matters specified in Article 182 and 228 BIS of the Mexican General Corporations Law, Articles 53 and 108(II) of the Mexican Securities Law and in our bylaws. These matters include: amendments to our bylaws, liquidation, dissolution, merger and transformation from one form of corporate organization to another, issuance of preferred stock and increases and reductions of the fixed portion of our capital stock. In addition, our bylaws require an extraordinary meeting to consider the cancellation of the registration of shares with the Mexican Registry of Securities, or RNV or with other foreign stock exchanges on which our shares may be listed, the amortization of distributable earnings into capital stock, and an increase in our capital stock in terms of the Mexican Securities Law. General meetings called to consider all other matters, including increases or decreases affecting the variable portion of our capital stock, are ordinary meetings. An ordinary meeting must be held at least once each year within the first four months following the end of the preceding fiscal year. Holders of BD Units or B Units are entitled to attend all shareholders meetings of the Series B Shares and Series D Shares and to vote on matters that are subject to the vote of holders of the underlying shares.

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

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

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

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

Dividend Rights

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

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

Change in Capital

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

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

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

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Preemptive Rights

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

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

Limitations on Share Ownership

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

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

Management of the Company

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

At least 25% of the members of the board of directors shall be independent. Independence of the members of the board of directors is determined by the shareholders meeting, subject to the CNBV's challenge of such determination. In the performance of its responsibilities, the board of directors will be supported by a corporate practices committee and an audit committee. The corporate practices committee and the audit committee consist solely of independent directors. Each committee is formed by at least three board members appointed by the shareholders or by the board of directors. The chairmen of said committees are appointed (taking into consideration their experience, capacity and professional prestige) and removed exclusively by a vote in a shareholders meeting or by the board of directors.

Surveillance

Surveillance of the company is entrusted to the board of directors, which shall be supported in the performance of these functions by the corporate practices committee, the audit committee and our external auditor. The external auditor may be invited to attend board of directors meetings as an observer, with a right to participate but without voting rights.

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Authority of the Board of Directors

The board of directors is our legal representative and is authorized to take any action in connection with our operations not expressly reserved to our shareholders. Pursuant to the Mexican Securities Law, the board of directors must approve, *observing at all moments their duty of care and duty of loyalty*, among other matters:

any transactions with related parties outside the ordinary course of our business

significant asset transfers or acquisitions;

material guarantees or collateral;

internal policies; and

other material transactions.

Meetings of the board of directors are validly convened and held if a majority of the members are present. Resolutions passed at these meetings will be valid if approved by a majority of members of the board of directors are present at the meeting. If required, the chairman of the board of directors may cast a tie-breaking vote.

Redemption

We may redeem part of our shares for cancellation with distributable earnings pursuant to a decision of an extraordinary shareholders meeting. Only shares subscribed and fully paid for may be redeemed. Any shares intended to be redeemed shall be purchased on the Mexican Stock Exchange in accordance with the Mexican General Corporations Law and the Mexican Securities Law. No shares will be redeemed, if as a consequence of such redemption, the Series D and Series L Shares in the aggregate exceed the percentages permitted by our bylaws or if any such redemption will reduce our fixed capital below its minimum.

Repurchase of Shares

According to our bylaws, subject to the provisions of the Mexican Securities Law and under rules promulgated by the CNBV, we may repurchase our shares.

In accordance with the Mexican Securities Law, our subsidiaries may not purchase, directly or indirectly, shares of our capital stock or any security that represents such shares.

Forfeiture of Shares

As required by Mexican law, our bylaws provide that non-Mexican holders of BD Units, B Units or shares (1) are considered to be Mexican with respect to such shares that they acquire or hold and (2) may not invoke the protection of their own governments in respect of the investment represented by those shares. Failure to comply with our bylaws may result in a penalty of forfeiture of a shareholder's capital stock in favor of the Mexican state. In the opinion of Carlos E. Aldrete Ancira, our general counsel, under this provision, a non-Mexican shareholder (including a non-Mexican holder of ADSs) is deemed to have agreed not to invoke the protection of its own government by asking such government to interpose a diplomatic claim against the Mexican state with respect to its rights as a shareholder, but is not deemed to have waived any other rights it may have, including any rights under the United States securities laws, with respect to its investment in our company. If a shareholder should invoke governmental protection in violation of this agreement, its shares could be forfeited to the Mexican state.

Duration

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The bylaws provide that the duration of our company is 99 years, commencing on May 30, 1936, unless extended by a resolution of an extraordinary shareholders meeting.

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Appraisal Rights

Whenever the shareholders approve a change of corporate purpose, change of jurisdiction of incorporation or the transformation from one form of corporate organization to another, any shareholder entitled to vote on such change that has voted against it, may withdraw as a shareholder of our company and have its shares redeemed by FEMSA at a price per share calculated as specified under applicable Mexican law, provided that it exercises its right within 15 days following the adjournment of the meeting at which the change was approved. Under Mexican law, the amount which a withdrawing shareholder is entitled to receive is equal to its proportionate interest in our capital stock or according to our most recent balance sheet approved by an ordinary general shareholders meeting.

Delisting of Shares

In the event of a cancellation of the registration of any of our shares with the RNV, whether by order of the CNBV or at our request with the prior consent of 95% of the holders of our outstanding capital stock, our bylaws and the new Mexican Securities Law require us to make a public offer to acquire these shares prior to their cancellation.

Liquidation

Upon the dissolution of our company, one or more liquidators must be appointed by an extraordinary general meeting of the shareholders to wind up its affairs. All fully paid and outstanding shares of capital stock will be entitled to participate equally in any distribution upon liquidation.

Actions Against Directors

Shareholders (including holders of Series D-B and Series D-L Shares) representing, in the aggregate, not less than 5% of our capital stock may directly bring an action against directors.

In the event of actions derived from any breach of the duty of care and the duty of loyalty, liability is exclusively in favor of the company. The Mexican Securities Law establishes that liability may be imposed on the members and the secretary of the board of directors, as well as to the relevant officers.

Notwithstanding, the Mexican Securities Law provides that the members of the board of directors will not incur, individually or jointly, liability for damages and losses caused to the company, when their acts were made in good faith, in any of the following events (1) the directors complied with the requirements of the Mexican Securities Law and with the company's bylaws, (2) the decision making or voting was based on information provided by the relevant officers, the external auditor or the independent experts, whose capacity and credibility do not offer reasonable doubt; (3) the negative economic effects could not have been foreseen, based on the information available; and (4) they comply with the resolutions of the shareholders' meeting when such resolutions comply with applicable law.

Fiduciary Duties Duty of Care

The Mexican Securities Law provides that the directors shall act in good faith and in our best interest and in the best interest of our subsidiaries. In order to fulfill its duty, the board of directors may:

request information about us or our subsidiaries that is reasonably necessary to fulfill its duties;

require our officers and certain other persons, including the external auditors, to appear at board of directors' meetings to report to the board of directors;

postpone board of directors' meetings for up to three days when a director has not been given sufficient notice of the meeting or in the event that a director has not been provided with the information provided to the other directors; and

require a matter be discussed and voted upon by the full board of directors in the presence of the secretary of the board of directors.

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Our directors may be liable for damages for failing to comply their duty of care if such failure causes economic damage to us or our subsidiaries and the director (1) failed to attend, board of directors or committee meetings and as a result of, such failure, the board of directors was unable to take action, unless such absence is approved by the shareholders meeting, (2) failed to disclose to the board of directors or the committees material information necessary for the board of directors to reach a decision, unless legally or contractually prohibited from doing so in order to maintain confidentiality, and (3) failed to comply with the duties imposed by the Mexican Securities Law or our bylaws.

Fiduciary Duties Duty of Loyalty

The Mexican Securities Law provides that the directors and secretary of the board of directors shall keep confidential any non-public information and matters about which they have knowledge as a result of their position. Also, directors should abstain from participating, attending or voting at meetings related to matters where they have a conflict of interest.

The directors and secretary of the board of directors will be deemed to have violated the duty of loyalty, and will be liable for damages, when they obtain an economic benefit by virtue of their position. Further, the directors will fail to comply with their duty of loyalty if they:

vote at a board of directors meeting or take any action on a matter involving our assets where there is a conflict of interest;

fail to disclose a conflict of interest during a board of directors meeting;

enter into a voting arrangement to support a particular shareholder or group of shareholders against the other shareholders;

approve of transactions without complying with the requirements of the Mexican Securities Law;

use company property in violation of the policies approved by the board of directors;

unlawfully use material non-public information; and

usurp a corporate opportunity for their own benefit or the benefit of third parties, without the prior approval of the board of directors.

Limited Liability of Shareholders

The liability of shareholders for our company's losses is limited to their shareholdings in our company.

Taxation

The following summary contains a description of certain U.S. federal income and Mexican federal tax consequences of the purchase, ownership and disposition of our ADSs by a holder that is a citizen or resident of the United States, a U.S. domestic corporation or a person or entity that otherwise will be subject to U.S. federal income tax on a net income basis in respect of our ADSs, whom we refer to as a U.S. holder, but it does not purport to be a description of all of the possible tax considerations that may be relevant to a decision to purchase, hold or dispose of ADSs. In particular, this discussion does not address all Mexican or U.S. federal income tax considerations that may be relevant to a particular investor, nor does it address the special tax rules applicable to certain categories of investors, such as banks, dealers, traders who elect to mark to market, tax-exempt entities, insurance companies, certain short-term holders of ADSs or investors who hold our ADSs as part of a hedge, straddle, conversion or integrated transaction or investors who have a functional currency other than the U.S. dollar. This summary deals only with U.S. holders that will hold our ADSs as capital assets and does not address the tax treatment of a U.S. holder that owns or is treated as owning 10% or more of the voting shares (including ADSs) of the company.

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This summary is based upon the federal tax laws of the United States and Mexico as in effect on the date of this annual report, including the provisions of the income tax treaty between the United States and Mexico which we refer to as the Tax Treaty, which are subject to change. The summary does not address any tax consequences under the laws of any state or locality of Mexico or the United States or the laws of any taxing jurisdiction other than the federal laws of Mexico and the United States. Holders of our ADSs should consult their tax advisors as to the U.S., Mexican or other tax consequences of the purchase, ownership and disposition of ADSs, including, in particular, the effect of any foreign, state or local tax laws.

Mexican Taxation

For purposes of this summary, the term *non-resident holder* means a holder that is not a resident of Mexico for tax purposes and that does not hold our ADSs in connection with the conduct of a trade or business through a permanent establishment for tax purposes in Mexico. For purposes of Mexican taxation, an individual is a resident of Mexico if he or she has established his or her home in Mexico, or if he or she has another home outside Mexico, but his or her *Centro de Intereses Vitales* (Center of Vital Interests) (as defined in the Mexican Tax Code) is located in Mexico and, among other circumstances, more than 50% of that person's total income during a calendar year comes from within Mexico. A legal entity is a resident of Mexico if it has either its principal place of business or its place of effective management in Mexico. A Mexican citizen is presumed to be a resident of Mexico unless he or she can demonstrate that the contrary is true. If a legal entity or an individual is deemed to have a permanent establishment in Mexico for tax purposes, all income attributable to the permanent establishment will be subject to Mexican taxes, in accordance with applicable tax laws.

Taxation of Dividends. Under Mexican income tax law, dividends, either in cash or in kind, paid with respect to our shares represented by our ADSs are not subject to Mexican withholding tax.

Taxation of Dispositions of ADSs. Gains from the sale or disposition of ADSs by non-resident holders will not be subject to Mexican tax, if the disposition is carried out through a stock exchange recognized under applicable Mexican tax law.

In compliance with certain requirements, gains on the sale or other disposition of ADSs made in circumstances different from those set forth in the prior paragraph generally would be subject to Mexican tax, regardless of the nationality or residence of the transferor. However, under the Tax Treaty, a holder that is eligible to claim the benefits of the Tax Treaty will be exempt from Mexican tax on gains realized on a sale or other disposition of our ADSs in a transaction that is not carried out through the Mexican Stock Exchange or other approved securities markets, so long as the holder did not own, directly or indirectly, 25% or more of our outstanding capital stock (including shares represented by our ADSs) within the 12-month period preceding such sale or other disposition. Deposits of shares in exchange for ADSs and withdrawals of shares in exchange for our ADSs will not give rise to Mexican tax.

Other Mexican Taxes. There are no Mexican inheritance, gift, succession or value added taxes applicable to the ownership, transfer, exchange or disposition of our ADSs. There are no Mexican stamp, issue, registration or similar taxes or duties payable by holders of our ADSs.

United States Taxation

Taxation of Dividends. The gross amount of any dividends paid with respect to our shares represented by our ADSs generally will be included in the gross income of a U.S. holder as ordinary income on the day on which the dividends are received by the ADS depository and will not be eligible for the dividends received deduction allowed to corporations under the Internal Revenue Code of 1986, as amended. Dividends, which will be paid in Mexican pesos, will be includible in the income of a U.S. holder in a U.S. dollar amount calculated, in general, by reference to the exchange rate in effect on the date that they are received by the ADS depository (regardless of whether such Mexican pesos are in fact converted into U.S. dollars on such date). If such dividends are converted

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into U.S. dollars on the date of receipt, a U.S. holder generally should not be required to recognize foreign currency gain or loss in respect of the dividends. U.S. holders should consult their tax advisors regarding the treatment of the foreign currency gain or loss, if any, on any Mexican pesos received that are converted into U.S. dollars on a date subsequent to the date of receipt. Subject to certain exceptions for short-term and hedged positions, the U.S. dollar amount of dividends received by an individual U.S. holder in respect of the ADSs for taxable years beginning before January 1, 2013 is subject to taxation at a maximum rate of 15% if the dividends are qualified dividends. Dividends paid on the ADSs will be treated as qualified dividends if (1) we are eligible for the benefits of a comprehensive income tax treaty with the United States that the Internal Revenue Service has approved for the purposes of the qualified dividend rules and (2) we were not, in the year prior to the year in which the dividend was paid, and are not, in the year in which the dividend is paid, a passive foreign investment company. The income tax treaty between Mexico and the United States has been approved for the purposes of the qualified dividend rules. Based on our audited consolidated financial statements and relevant market and shareholder data, we believe that we were not treated as a passive foreign investment company for U.S. federal income tax purposes with respect to our 2011 taxable year. In addition, based on our audited consolidated financial statements and our current expectations regarding the value and nature of our assets, the sources and nature of our income, and relevant market and shareholder data, we do not anticipate becoming a passive foreign investment company for our 2012 taxable year. Dividends generally will constitute foreign source passive income for U.S. foreign tax credit purposes.

Distributions to holders of additional shares with respect to our ADSs that are made as part of a pro rata distribution to all of our shareholders generally will not be subject to U.S. federal income tax.

A holder of ADSs that is, with respect to the United States, a foreign corporation or non-U.S. holder generally will not be subject to U.S. federal income or withholding tax on dividends received on ADSs unless such income is effectively connected with the conduct by the non-U.S. holder of a trade or business in the United States.

Taxation of Capital Gains. A gain or loss realized by a U.S. holder on the sale or other disposition of ADSs will be subject to U.S. federal income taxation as a capital gain or loss in an amount equal to the difference between the amount realized on the disposition and such U.S. holder's tax basis in the ADSs. Any such gain or loss will be a long-term capital gain or loss if the ADSs were held for more than one year on the date of such sale. Any long-term capital gain recognized by a U.S. holder that is an individual is subject to a reduced rate of federal income taxation. The deduction of capital losses is subject to limitations for U.S. federal income tax purposes. Deposits and withdrawals of shares by U.S. holders in exchange for ADSs will not result in the realization of gains or losses for U.S. federal income tax purposes.

Any gain realized by a U.S. holder on the sale or other disposition of ADSs will be treated as U.S. source income for U.S. foreign tax credit purposes.

A non-U.S. holder of ADSs will not be subject to U.S. federal income or withholding tax on any gain realized on the sale of ADSs, unless (1) such gain is effectively connected with the conduct by the non-U.S. holder of a trade or business in the United States, or (2) in the case of a gain realized by an individual non-U.S. holder, the non-U.S. holder is present in the United States for 183 days or more in the taxable year of the sale and certain other conditions are met.

United States Backup Withholding and Information Reporting. A U.S. holder of ADSs may, under certain circumstances, be subject to backup withholding with respect to certain payments to such U.S. holder, such as dividends, interest or the proceeds of a sale or disposition of ADSs, unless such holder (1) is a corporation or comes within certain exempt categories, and demonstrates this fact when so required, or (2) provides a correct taxpayer identification number, certifies that it is not subject to backup withholding and otherwise complies with applicable requirements of the backup withholding rules. Any amount withheld under these rules does not constitute a separate tax and will be creditable against the holder's U.S. federal income tax liability. While non-U.S. holders generally are exempt from backup withholding, a non-U.S. holder may, in certain circumstances, be required to comply with certain information and identification procedures in order to prove this exemption.

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Material Contracts

We and our subsidiaries are parties to a variety of material agreements with third parties, including shareholders' agreements, supply agreements and purchase and service agreements. Set forth below are summaries of the material terms of such agreements. The actual agreements have either been filed as exhibits to, or incorporated by reference in, this annual report. See Item 19. Exhibits.

Material Contracts Relating to Coca-Cola FEMSA

Shareholders Agreement

Coca-Cola FEMSA operates pursuant to a shareholders agreement among two subsidiaries of FEMSA, The Coca-Cola Company and certain of its subsidiaries. This agreement, together with Coca-Cola FEMSA's bylaws, sets forth the basic rules under which Coca-Cola FEMSA operates.

In February 2010, Coca-Cola FEMSA's main shareholders, FEMSA and The Coca-Cola Company, amended the shareholders agreement, and Coca-Cola FEMSA's bylaws were amended accordingly. The amendment mainly relates to changes in the voting requirements for decisions on: (1) ordinary operations within an annual business plan and (2) appointment of the chief executive officer and all officers reporting to him, all of which now may be taken by the board of directors by simple majority voting. Also, the amendment provides that payment of dividends, up to an amount equivalent to 20% of the preceding years' retained earnings, may be approved by a simple majority of the shareholders. Any decision on extraordinary matters, as they are defined in Coca-Cola FEMSA's bylaws and which include, among other things, any new business acquisition or business combinations in an amount exceeding US\$ 100 million and outside the ordinary operations contained in the annual business plan, or any change in the existing line of business, shall require the approval of the majority of the members of the board of directors, with the vote of two of the members appointed by The Coca-Cola Company. Also, any decision related to such extraordinary matters or any payment of dividends above 20% of the preceding years' retained earnings shall require the approval of the majority of the shareholders of each of Coca-Cola FEMSA's Series A and Series D Shares voting together as a single class, a majority of which must include the majority of the Coca-Cola FEMSA Series D shareholders.

Under Coca-Cola FEMSA's bylaws and shareholders agreement, its Series A Shares and Series D Shares are the only shares with full voting rights and, therefore, control actions by its shareholders. The shareholders agreement also sets forth the principal shareholders' understanding as to the effect of adverse actions of The Coca-Cola Company under the bottler agreements. Coca-Cola FEMSA's bylaws and shareholders agreement provide that a majority of the directors appointed by the holders of its Series A Shares, upon making a reasonable, good faith determination that any action of The Coca-Cola Company under any bottler agreement between The Coca-Cola Company and Coca-Cola FEMSA or any of its subsidiaries is materially adverse to Coca-Cola FEMSA's business interests and that The Coca-Cola Company has failed to cure such action within 60 days of notice, may declare a simple majority period at any time within 90 days after giving notice. During the simple majority period, as defined in Coca-Cola FEMSA's bylaws, certain decisions, namely the approval of material changes in Coca-Cola FEMSA's business plans, the introduction of a new, or termination of an existing, line of business, and related party transactions outside the ordinary course of business, to the extent the presence and approval of at least two Coca-Cola FEMSA Series D directors would otherwise be required, can be made by a simple majority vote of its entire board of directors, without requiring the presence or approval of any Coca-Cola FEMSA Series D director. A majority of the Coca-Cola FEMSA Series A directors may terminate a simple majority period but, once having done so, cannot declare another simple majority period for one year after the termination. If a simple majority period persists for one year or more, the provisions of the shareholders agreement for resolution of irreconcilable differences may be triggered, with the consequences outlined in the following paragraph.

In addition to the rights of first refusal provided for in Coca-Cola FEMSA's bylaws regarding proposed transfers of its Series A Shares or Series D Shares, the shareholders agreement contemplates three circumstances under which one principal shareholder may purchase the interest of the other in Coca-Cola FEMSA: (1) a change in control in a principal shareholder; (2) the existence of irreconcilable differences between the principal shareholders; or (3) the occurrence of certain specified events of default.

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In the event that (1) one of the principal shareholders buys the other's interest in Coca-Cola FEMSA in any of the circumstances described above or (2) the ownership of Coca-Cola FEMSA's shares of capital stock other than the Series L Shares of the subsidiaries of The Coca-Cola Company or FEMSA is reduced below 20% and upon the request of the shareholder whose interest is not so reduced, the shareholders agreement requires that Coca-Cola FEMSA's bylaws be amended to eliminate all share transfer restrictions and all special-majority voting and quorum requirements, after which the shareholders agreement would terminate.

The shareholders agreement also contains provisions relating to the principal shareholders' understanding as to Coca-Cola FEMSA's growth. It states that it is The Coca-Cola Company's intention that Coca-Cola FEMSA will be viewed as one of a small number of its anchor bottlers in Latin America. In particular, the parties agree that it is desirable that Coca-Cola FEMSA expands by acquiring additional bottler territories in Mexico and other Latin American countries in the event any become available through horizontal growth. In addition, The Coca-Cola Company has agreed, subject to a number of conditions, that if it obtains ownership of a bottler territory that fits with Coca-Cola FEMSA's operations, it will give Coca-Cola FEMSA the option to acquire such territory. The Coca-Cola Company has also agreed to support prudent and sound modifications to Coca-Cola FEMSA's capital structure to support horizontal growth. The Coca-Cola Company's agreement as to horizontal growth expires upon either the elimination of the super-majority voting requirements described above or The Coca-Cola Company's election to terminate the agreement as a result of a default.

The Coca-Cola Memorandum

In connection with the acquisition of Panamco, in 2003, Coca-Cola FEMSA established certain understandings primarily relating to operational and business issues with both The Coca-Cola Company and our company that were memorialized in writing prior to completion of the acquisition. Although the memorandum has not been amended, Coca-Cola FEMSA continues to develop its relationship with The Coca-Cola Company (through, *inter alia*, acquisitions and taking on new product categories), and Coca-Cola FEMSA therefore believes that the memorandum should be interpreted in the context of subsequent events, some of which have been noted in the description below. The terms are as follows:

The shareholder arrangements between directly wholly-owned subsidiaries of our company and The Coca-Cola Company will continue in place. On February 1, 2010, FEMSA amended its shareholders agreement with The Coca-Cola Company. See Shareholders Agreement.

We will continue to consolidate Coca-Cola FEMSA's financial results under IFRS.

The Coca-Cola Company and our company will continue to discuss in good faith the possibility of implementing changes to Coca-Cola FEMSA's capital structure in the future.

There will be no changes in concentrate pricing or marketing support by The Coca-Cola Company up to May 2004. After such time, The Coca-Cola Company has complete discretion to implement any changes with respect to these matters, but any decision in this regard will be discussed with Coca-Cola FEMSA and will take Coca-Cola FEMSA's operating condition into consideration. In 2005, The Coca-Cola Company decided to gradually increase concentrate prices for sparkling beverages over a three-year period in Brazil beginning in 2006 and in Mexico beginning in 2007. These increases were fully implemented in Brazil 2008 and in Mexico in 2009.

The Coca-Cola Company may require the establishment of a different long-term strategy for Brazil. If, after taking into account our performance in Brazil, The Coca-Cola Company does not consider us to be part of this long-term strategic solution for Brazil, then we will sell our Brazilian franchise to The Coca-Cola Company or its designee at fair market value. Fair market value would be determined by independent investment bankers retained by each party at their own expense pursuant to specified procedures. Coca-Cola FEMSA currently believes the likelihood of this term applying is remote.

FEMSA, The Coca-Cola Company and Coca-Cola FEMSA will meet to discuss the optimal Latin American territorial configuration for the Coca-Cola bottler system. During these meetings, Coca-Cola FEMSA will consider all possible combinations and any asset

swap transactions that may arise from these discussions. In addition, Coca-Cola FEMSA will entertain any potential combination as long as it is strategically sound and done at fair market value.

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Coca-Cola FEMSA would like to keep open strategic alternatives that relate to the integration of sparkling beverages and beer. The Coca-Cola Company, our company and Coca-Cola FEMSA would explore these alternatives on a market-by-market basis at the appropriate time.

The Coca-Cola Company agreed to sell to a subsidiary of our company sufficient shares to permit FEMSA to beneficially own 51% of Coca-Cola FEMSA's outstanding capital stock (assuming that this subsidiary of FEMSA does not sell any shares and that there are no issuances of Coca-Cola FEMSA's stock other than as contemplated by the acquisition). As a result of this understanding, on November 3, 2006, FEMSA acquired, through a subsidiary, 148,000,000 of Coca-Cola FEMSA's Series D shares from certain subsidiaries of The Coca-Cola Company, representing 9.4% of the total outstanding voting shares and 8.02% of the total outstanding equity of Coca-Cola FEMSA, for an aggregate amount of US\$ 427.4 million. Pursuant to Coca-Cola FEMSA's bylaws, the acquired shares were converted from Coca-Cola FEMSA Series D Shares to Coca-Cola FEMSA Series A Shares.

Coca-Cola FEMSA may be entering some markets where significant infrastructure investment may be required. The Coca-Cola Company and FEMSA will conduct a joint study that will outline strategies for these markets, as well as the investment levels required to execute these strategies. Subsequently, it is intended that our company and The Coca-Cola Company will reach agreement on the level of funding to be provided by each of the partners. The parties intend that this allocation of funding responsibilities would not be overly burdensome for either partner.

Coca-Cola FEMSA entered into a stand-by credit facility, on December 19, 2003 with The Coca-Cola Export Corporation, which expired in December 2006 and was never used.

Cooperation Framework with The Coca-Cola Company

On September 1, 2006, Coca-Cola FEMSA and The Coca-Cola Company reached a comprehensive cooperation framework for a new stage of collaboration going forward. This new framework includes the main aspects of Coca-Cola FEMSA's relationship with The Coca-Cola Company and defines the terms for the new collaborative business model. The framework is structured around three main objectives, which have been implemented as outlined below.

Sustainable growth of sparkling beverages, still beverages and bottled water: Together with The Coca-Cola Company, Coca-Cola FEMSA has defined a platform to jointly pursue incremental growth in the sparkling beverage category, as well as accelerated development of still beverages and bottled water across Latin America. To this end, The Coca-Cola Company will provide a relevant portion of the funds derived from the concentrate increase for marketing support of the entire portfolio. In addition, the framework contemplates a new, all-encompassing business model for the development of still beverages that further aligns Coca-Cola FEMSA's and The Coca-Cola Company's objectives and should contribute to incremental long-term value creation at both companies. With this objective in mind, Coca-Cola FEMSA has jointly acquired the *Brisa* bottled water business in Colombia, it has formalized a joint venture with respect to the Jugos del Valle products in Mexico and Brazil, and has formalized its agreements to develop the *Crystal* water business and the *Matte Leão* business in Brazil jointly with other bottlers and the business of Estrella Azul in Panama. In addition, during 2011, Coca-Cola FEMSA and The Coca-Cola Company formalized a joint venture to develop certain coffee products in Coca-Cola FEMSA's territories.

Horizontal growth: The framework includes The Coca-Cola Company's endorsement of Coca-Cola FEMSA's aspiration to continue being a leading participant in the consolidation of the Coca-Cola system in Latin America, as well as the exploration of potential opportunities in other markets where Coca-Cola FEMSA's operating model and strong execution capabilities could be leveraged. For example, in 2008 Coca-Cola FEMSA entered into a transaction with The Coca-Cola Company to acquire from it REMIL, which was The Coca-Cola Company's wholly-owned bottling franchise in the majority of the State of Minas Gerais of Brazil.

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Long-term vision in relationship economics: Coca-Cola FEMSA and The Coca-Cola Company understand each other's business objectives and growth plans, and the new framework provides long-term perspective on the economics of their relationship. This will allow Coca-Cola FEMSA and The Coca-Cola Company to focus on continuing to drive the business forward and generating profitable growth.

Bottler Agreements

Bottler agreements are the standard agreements for each territory that The Coca-Cola Company enters into with bottlers outside the United States. Coca-Cola FEMSA manufactures, packages, distributes and sells sparkling beverages, bottled still beverages and water under a separate bottler agreement for each of its territories. Coca-Cola FEMSA is required to purchase concentrate and artificial sweeteners in some of its territories for all *Coca-Cola* trademark beverages from companies designated by The Coca-Cola Company.

These bottler agreements provide that Coca-Cola FEMSA will purchase its entire requirement of concentrate for *Coca-Cola* trademark beverages from The Coca-Cola Company and other authorized suppliers at prices, terms of payment and on other terms and conditions of supply as determined from time to time by The Coca-Cola Company at its sole discretion. Concentrate prices are determined as a percentage of the weighted average retail price in local currency, net of applicable taxes. Although the price multipliers used to calculate the cost of concentrate and the currency of payment, among other terms, are set by The Coca-Cola Company at its sole discretion, Coca-Cola FEMSA sets the price of products sold to customers at its discretion, subject to the applicability of price restraints. Coca-Cola FEMSA has the exclusive right to distribute *Coca-Cola* trademark beverages for sale in its territories in authorized containers of the nature prescribed by the bottler agreements and currently used by Coca-Cola FEMSA. These containers include various configurations of cans and returnable and non-returnable bottles made of glass and plastic and fountain containers.

The bottler agreements include an acknowledgment by Coca-Cola FEMSA that The Coca-Cola Company is the sole owner of the trademarks that identify the *Coca-Cola* trademark beverages and of the secret formulas with which The Coca-Cola Company's concentrates are made. Subject to Coca-Cola FEMSA's exclusive right to distribute *Coca-Cola* trademark beverages in its territories, The Coca-Cola Company reserves the right to import and export *Coca-Cola* trademark beverages to and from each of its territories. Coca-Cola FEMSA's bottler agreements do not contain restrictions on The Coca-Cola Company's ability to set the price of concentrates charged to its subsidiaries and do not impose minimum marketing obligations on The Coca-Cola Company. The prices at which Coca-Cola FEMSA purchases concentrates under the bottler agreements may vary materially from the prices it has historically paid. However, under Coca-Cola FEMSA's bylaws and the shareholders agreement among certain subsidiaries of The Coca-Cola Company and certain subsidiaries of our company, an adverse action by The Coca-Cola Company under any of the bottler agreements may result in a suspension of certain veto rights of the directors appointed by The Coca-Cola Company. This provides Coca-Cola FEMSA with limited protection against The Coca-Cola Company's ability to raise concentrate prices to the extent that such increase is deemed detrimental to Coca-Cola FEMSA pursuant to such shareholders agreement and the Coca-Cola FEMSA's bylaws. See Shareholders Agreement.

The Coca-Cola Company has the ability, at its sole discretion, to reformulate any of the *Coca-Cola* trademark beverages and to discontinue any of the *Coca-Cola* trademark beverages, subject to certain limitations, so long as all *Coca-Cola* trademark beverages are not discontinued. The Coca-Cola Company may also introduce new beverages in Coca-Cola FEMSA's territories in which case Coca-Cola FEMSA has a right of first refusal with respect to the manufacturing, packaging, distribution and sale of such new beverages subject to the same obligations as then exist with respect to the *Coca-Cola* trademark beverages under the bottler agreements. The bottler agreements prohibit Coca-Cola FEMSA from producing, bottling or handling cola products other than those of The Coca-Cola Company, or other products or packages that would imitate, infringe upon, or cause confusion with the products, trade dress, containers or trademarks of The Coca-Cola Company, or from acquiring or holding an interest in a party that engages in such restricted activities. The bottler agreements also prohibit Coca-Cola FEMSA from producing, bottling or handling any sparkling beverage product except under the authority of, or with the consent of, The Coca-Cola Company. The bottler agreements impose restrictions concerning the use of certain trademarks, authorized containers, packaging and labeling of The Coca-Cola Company so as to conform to policies prescribed by The Coca-Cola Company. In particular, Coca-Cola FEMSA is obligated to:

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maintain plant and equipment, staff and distribution facilities capable of manufacturing, packaging and distributing the *Coca-Cola* trademark beverages in authorized containers in accordance with Coca-Cola FEMSA bottler agreements and in sufficient quantities to satisfy fully the demand in its territories;

undertake adequate quality control measures prescribed by The Coca-Cola Company;

develop, stimulate and satisfy fully the demand for *Coca-Cola* trademark beverages using all approved means, which includes the investment in advertising and marketing plans;

maintain a sound financial capacity as may be reasonably necessary to assure performance by Coca-Cola FEMSA and its affiliates of their obligations to The Coca-Cola Company; and

submit annually, to The Coca-Cola Company, Coca-Cola FEMSA's marketing, management, promotional and advertising plans for the ensuing year.

The Coca-Cola Company contributed a significant portion of Coca-Cola FEMSA's total marketing expenses in its territories during 2011 and has reiterated its intention to continue providing such support as part of its new cooperation framework. Although Coca-Cola FEMSA believes that The Coca-Cola Company will continue to provide funds for advertising and marketing, it is not obligated to do so. Consequently, future levels of advertising and marketing support provided by The Coca-Cola Company may vary materially from the levels historically provided. See

Shareholders Agreement.

Coca-Cola FEMSA has separate bottler agreements with The Coca-Cola Company for each of the territories in which it operates. These bottler agreements are renewable for ten-year terms, subject to the right of either party to give prior notice that it does not wish to renew a specific agreement.

As of December 31, 2011, Coca-Cola FEMSA had seven bottler agreements in Mexico, with each one corresponding to a different territory as follows: (i) the agreements for Mexico's Valley territory expire in June 2013 and April 2016; (ii) the agreements for the Central territory expire in May 2015 and July 2016; (iii) the agreement for the Northeast territory expires in September 2014; (iv) the agreement for the Bajio territory expires in May 2015; and (v) the agreement for the Southeast territory expires in June 2013. Coca-Cola FEMSA's bottler agreements with The Coca-Cola Company will expire for Coca-Cola FEMSA's territories in other countries as follows: Argentina in September 2014; Brazil in April 2014; Colombia in June 2014; Venezuela in August 2016; Guatemala in March 2015; Costa Rica in September 2017; Nicaragua in May 2016; and Panama in November 2014.

The bottler agreements are subject to termination by The Coca-Cola Company in the event of default by Coca-Cola FEMSA. The default provisions include limitations on the change in ownership or control of Coca-Cola FEMSA and the assignment or transfer of the bottler agreements and are designed to preclude any person not acceptable to The Coca-Cola Company from obtaining an assignment of a bottler agreement or from acquiring Coca-Cola FEMSA independently of other rights set forth in the shareholders agreement. These provisions may prevent changes in Coca-Cola FEMSA's principal shareholders, including mergers or acquisitions involving sales or dispositions of Coca-Cola FEMSA's capital stock, which will involve an effective change of control without the consent of The Coca-Cola Company. See Shareholders Agreement.

Coca-Cola FEMSA has also entered into tradename licensing agreements with The Coca-Cola Company pursuant to which Coca-Cola FEMSA is authorized to use certain trademark names of The Coca-Cola Company. These agreements have a ten-year term, but are terminated if Coca-Cola FEMSA ceases to manufacture, market, sell and distribute *Coca-Cola* trademark products pursuant to the bottler agreements or if the shareholders agreement is terminated. The Coca-Cola Company also has the right to terminate a license agreement if Coca-Cola FEMSA uses its trademark names in a manner not authorized by the bottler agreements.

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Material Contracts Relating to our Holding of Heineken Shares

Share Exchange Agreement

On January 11, 2010, FEMSA and certain of our subsidiaries entered into a share exchange agreement, which we refer to as the Share Exchange Agreement, with Heineken Holding N.V. and Heineken N.V. The Share Exchange Agreement required Heineken N.V., in consideration for 100% of the shares of EMPREX Cerveza, S.A. de C.V. (now Heineken Mexico Holding, S.A. de C.V.), which we refer to as EMPREX Cerveza, to deliver at the closing of the Heineken transaction 86,028,019 newly-issued Heineken N.V. shares to FEMSA with a commitment to deliver, pursuant to the ASDI, 29,172,504 Allotted Shares over a period of not more than five years from the date of the closing of the Heineken transaction. As of October 5, 2011, we had received the totality of the Allotted Shares.

The Share Exchange Agreement provided that, simultaneously with the closing of the transaction, Heineken Holding N.V. would swap 43,018,320 Heineken N.V. shares with FEMSA for an equal number of newly issued Heineken Holding N.V. shares. After the closing of the Heineken transaction, we owned 7.5% of Heineken N.V.'s shares. This percentage increased to 12.53% upon full delivery of the Allotted Shares and, together with our ownership of 14.94% of Heineken Holding N.V.'s shares, represents an aggregate 20% economic interest in the Heineken Group.

Under the terms of the Share Exchange Agreement, in exchange for such economic interest in the Heineken Group, FEMSA delivered 100% of the shares representing the capital stock of EMPREX Cerveza, which owned 100% of the shares of FEMSA Cerveza. As a result of the transaction, EMPREX Cerveza and FEMSA Cerveza became wholly-owned subsidiaries of Heineken.

The principal provisions of the Share Exchange Agreement are as follows:

delivery to Heineken N.V., by FEMSA, of 100% of the outstanding share capital of EMPREX Cerveza, which together with its subsidiaries, constitutes the entire beer business and operations of FEMSA in Mexico and Brazil (including the United States and other export business);

delivery to FEMSA by Heineken N.V. of 86,028,019 new Heineken N.V. shares;

simultaneously with the closing of the Heineken transaction, a swap between Heineken Holding N.V. and FEMSA of 43,018,320 Heineken N.V. shares for an equal number of newly issued shares in Heineken Holding N.V.;

the commitment by Heineken N.V. to assume indebtedness of EMPREX Cerveza and subsidiaries amounting to approximately US\$2.1 billion;

the provision by FEMSA to the Heineken Group of indemnities customary in transactions of this nature concerning FEMSA and FEMSA Cerveza and its subsidiaries and their businesses;

FEMSA's covenants to operate the EMPREX Cerveza business in the ordinary course consistent with past practice until the closing of the transaction, subject to customary exceptions, with the economic risks and benefits of the EMPREX Cerveza business transferring to Heineken as of January 1, 2010;

the provision by Heineken N.V. and Heineken Holding N.V. to FEMSA of indemnities customary in transactions of this nature concerning the Heineken Group; and

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FEMSA's covenants, subject to certain limitations, to not engage in the production, manufacture, packaging, distribution, marketing or sale of beer and similar beverages in Latin America, the United States, Canada and the Caribbean.

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Corporate Governance Agreement

On April 30, 2010, FEMSA, CB Equity (as transferee of the Heineken N.V. & Heineken Holding N.V. Exchange Shares and Allotted Shares), Heineken N.V. Heineken Holding N.V. and L Arche Green N.V., as majority shareholder of Heineken Holding N.V., entered into the corporate governance agreement, which we refer to as the Corporate Governance Agreement, which establishes the terms of the relationship between Heineken and FEMSA after the closing of the Heineken transaction.

The Corporate Governance Agreement covers, among other things, the following topics:

FEMSA's representation on the Heineken Holding Board and the Heineken Supervisory Board and the creation of an Americas committee, also with FEMSA's representation;

FEMSA's representation on the selection and appointment committee and the audit committee of the Heineken Supervisory Board;

FEMSA's commitment to not increase its holding in Heineken Holding N.V. above 20% and to not increase its holding in the Heineken Group above a maximum 20% economic interest (subject to certain exceptions); and

FEMSA's agreement to not transfer any shares in Heineken N.V. or Heineken Holding N.V. for a five-year period, subject to certain exceptions, including among others, (i) beginning in the third anniversary, the right to sell up to 1% of all outstanding shares of each of Heineken N.V. and Heineken Holding N.V. in any calendar quarter and (ii) beginning in the third anniversary, the right to dividend or distribute to its shareholders each of Heineken N.V. and Heineken Holding N.V. shares.

Under the Corporate Governance Agreement, FEMSA is entitled to nominate two representatives to the Heineken Supervisory Board, one of whom will be appointed as Vice Chairman of the board of Heineken N.V. and will also serve as a representative of FEMSA on the Heineken Holding N.V. Board of Directors. Our nominees for appointment to the Heineken Supervisory Board were José Antonio Fernández Carbajal, our Chairman and Chief Executive Officer, and Javier Astaburuaga Sanjines, our Chief Financial Officer, who were both approved by Heineken N.V.'s general meeting of shareholders. Mr. José Antonio Fernández was also approved to the Heineken Holding N.V. Board of Directors by the general meeting of shareholders of Heineken Holding N.V.

In addition, the Heineken Supervisory Board has created an Americas committee to oversee the strategic direction of the business in the American continent and assess new business opportunities in that region. The Americas committee consists of two existing members of the Heineken Supervisory Board and one FEMSA representative, who acts as the chairman. The chairman of the Americas committee is José Antonio Fernández Carbajal, our Chairman and Chief Executive Officer.

The Corporate Governance Agreement has no fixed term, but certain provisions cease to apply if FEMSA ceases to have the right to nominate a representative to the Heineken Holding N.V. Board of Directors and the Heineken N.V. Supervisory Board. For example, in certain circumstances, FEMSA would be entitled to only one representative on the Heineken Supervisory Board, including in the event that FEMSA's economic interest in the Heineken Group were to fall below 14%, the current FEMSA control structure were to change or FEMSA were to be subject to a change of control. In the event that FEMSA's economic interest in Heineken falls below 7% or a beer producer acquires control of FEMSA, all of FEMSA's corporate governance rights would end pursuant to the Corporate Governance Agreement.

Documents on Display

We file reports, including annual reports on Form 20-F, and other information with the SEC pursuant to the rules and regulations of the SEC that apply to foreign private issuers. You may read and copy any materials filed with the SEC at its public reference rooms in Washington, D.C., at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Filings we make electronically with the SEC are also available to the public over the Internet at the SEC's website at www.sec.gov.

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ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our business activities require the holding or issuing of derivative financial instruments that expose us to market risks related to changes in interest rates, foreign currency exchange rates, equity risk and commodity price risk.

Interest Rate Risk

Interest rate risk exists principally with respect to our indebtedness that bears interest at floating rates. At December 31, 2011, we had outstanding total debt of Ps. 29,604 million, of which 47% bore interest at fixed interest rates and 53% bore interest at variable interest rates. Swap contracts held by us effectively switch a portion of our variable rate indebtedness into fixed-rate indebtedness. After giving effect to these contracts, as of December 31, 2011, 59% of our total debt was fixed rate and 41% of our total debt was variable rate. The interest rate on our variable rate debt is determined by reference to the London Interbank Offered Rate, or LIBOR, (a benchmark rate used for Eurodollar loans), the *Tasa de Interés Interbancaria de Equilibrio* (Equilibrium Interbank Interest Rate, or TIE), and the *Certificados de la Tesorería* (Treasury Certificates, or CETES) rate. If these reference rates increase, our interest payments would consequently increase.

The table below provides information about our derivative financial instruments that are sensitive to changes in interest rates and exchange rates. The table presents notional amounts and weighted average interest rates by expected contractual maturity dates. Notional amounts are used to calculate the contractual payments to be exchanged under the contract. Weighted average variable rates are based on the reference rates on December 31, 2011, plus spreads contracted by us. Our derivative financial instruments' current payments are denominated in U.S. dollars and Mexican pesos. All of the payments in the table are presented in Mexican pesos, our reporting currency, utilizing the December 30, 2011 exchange rate of Ps. 13.9510 per U.S. dollar.

The table below also includes the estimated fair value as of December 31, 2011 of:

short and long-term debt, based on the discounted value of contractual cash flows, in which the discount rate is estimated using rates currently offered for debt with similar terms and remaining maturities;

long-term notes payable and capital leases, based on quoted market prices; and

cross currency swaps and interest rate swaps, based on quoted market prices to terminate the contracts as of December 31, 2011. As of December 31, 2011, the fair value represents an increase in total debt of Ps. 698 million more than book value due to an increase in the interest rate in Mexico.

Table of Contents**Principal by Year of Maturity**

	At December 31, 2011						At December 31, 2010			
	2012	2013	2014	2015	2016	2017 and thereafter	Carrying Value	Fair Value	Carrying Value	Fair Value
(in millions of Mexican pesos, except for percentages)										
Short-term debt:										
Fixed rate debt:										
Mexican pesos	18						18	18		
Interest rate ⁽¹⁾	6.9%						6.9%			
Argentine pesos	325						325	317	506	506
Interest rate ⁽¹⁾	14.9%						14.9%		15.3%	
Variable rate debt:										
Colombian pesos	295						295	295	1,072	1,072
Interest rate ⁽¹⁾	6.8%						6.8%		4.4%	
Subtotal	638						638	630	1,578	1,578
Long-term debt:										
Fixed rate debt:										
Mexican pesos:										
Domestic senior notes						2,500	2,500	2,631		
Interest rate ⁽¹⁾						8.3%	8.3%			
Units of Investment (UDIs)						3,337	3,337	3,337	3,193	3,193
Interest rate ⁽¹⁾						4.2%	4.2%		4.2%	
U.S. dollars:										
Capital leases									4	4
Interest rate ⁽¹⁾									3.8%	
J.P. Morgan										
(Yankee Bond)						6,990	6,990	7,737	6,179	6,179
Interest rate						4.6%	4.6%		4.6%	
Argentine pesos	514	81					595	570	684	684
Interest rate ⁽¹⁾	16.4%	15.7%					16.3%		16.5%	
Brazilian reais:										
Bank loans	5	10	10	10	10	36	81	87	102	102
Interest rate ⁽¹⁾	4.5%	4.5%	4.5%	4.5%	4.5%	4.5%	4.5%	4.5%	4.5%	4.5%
Capital leases	4	5	5	4			18		21	21

Table of Contents**Principal by Year of Maturity**

	At December 31, 2011					At December 31, 2010				
	2012	2013	2014	2015	2016	2017 and thereafter	Carrying Value	Fair Value	Carrying Value	Fair Value
	(in millions of Mexican pesos, except for percentages)									
Interest rate ⁽¹⁾	4.5%	4.5%	4.5%	4.5%			4.5%		4.5%	
Subtotal	523	96	15	14	10	12,863	13,521	14,362	10,162	10,162
Variable rate debt:										
Mexican pesos:										
Bank loans	67	266	1,392	2,825			4,550	4,456	4,550	4,550
Interest rate ⁽¹⁾	5.0%	5.0%	5.0%	5.0%			5.0%		5.1%	
Domestic senior notes	3,000	3,500			2,500		9,000	8,981	8,000	7,945
Interest rate ⁽¹⁾	4.7%	4.8%			4.9%		4.8%		4.8%	
U.S. dollars	42	209					251	251	222	222
Interest rate ⁽¹⁾	0.7%	0.7%					0.7%		0.6%	
Argentine pesos	130						130	116		
Interest rate ⁽¹⁾	27.3%						27.3%			
Brazilian reais	33	39	43	48	30		193	193		
Interest rate ⁽¹⁾	11.0%	11.0%	11.0%	11.0%	11.0%		11.0%			
Colombian pesos:										
Bank loans	935						935	929	994	994
Interest rate ⁽¹⁾	6.1%						6.1%		4.7%	
Capital leases	205	181					386	384		
Interest rate ⁽¹⁾	7.1%	6.6%					6.9%			
Subtotal	4,412	4,195	1,435	2,873	2,530		15,445	15,310	13,766	13,711
Total long-term debt	4,935	4,291	1,450	2,887	2,540	12,863	28,966	29,672	23,928	23,873

(notional amounts, except for percentages)

Derivative financial instruments:Interest rate swaps⁽²⁾:

Mexican pesos:

Variable to fixed	1,600	2,500	575	1,963			6,638	(239)	5,260	(302)
Interest pay rate ⁽¹⁾	8.1%	8.1%	8.4%	8.6%			8.3%		8.1%	
Interest receive rate ⁽¹⁾	4.7%	4.7%	5.0%	5.0%			4.9%		4.9%	

Table of Contents**Principal by Year of Maturity**

	2012	2013	2014	At December 31, 2011			Carrying Value	Fair Value	At December 31, 2010	
				2015	2016	2017 and thereafter			Carrying Value	Fair Value
(in millions of Mexican pesos, except for percentages)										
Cross currency swaps:										
Units of Investment (UDIs) to Mexican pesos and variable rate						2,500	2,500	860	2,500	717
Interest pay rate ⁽¹⁾						4.6%	4.6%		4.7%	
Interest receive rate ⁽¹⁾						4.2%	4.2%		4.2%	

(1) Weighted average interest rate.

(2) Does not include forwards starting swaps with a notional amount of Ps. 1,312 million and a fair value loss of Ps. 43 million. These contracts will become effective in 2012 and mature in 2013.

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A hypothetical, instantaneous and unfavorable change of one percentage point in the average interest rate applicable to variable-rate liabilities held at December 31, 2011 would increase our variable interest expense by approximately Ps. 98 million, or 6.4%, over the 12-month period of 2011 assuming no additional debt is incurred during such period, in each case after giving effect to all of our interest and cross currency swap agreements.

Foreign Currency Exchange Rate Risk

Our principal exchange rate risk involves changes in the value of the local currencies, of each country in which we operate, relative to the U.S. dollar. In 2011, the percentage of our consolidated total revenues was denominated as follows:

Total Revenues by Currency At December 31, 2011

Region	Currency	% of Consolidated Total Revenues
Mexico and Central America ⁽¹⁾	Mexican peso and others	64%
Venezuela	Bolívar fuerte	10%
South America	Brazilian real, Argentine peso, Colombian peso	26%

(1) Mexican peso, Quetzal, Balboa, Colón and U.S. dollar.

We estimate that a majority of our consolidated costs and expenses are denominated in Mexican pesos for Mexican subsidiaries and in the aforementioned currencies for the foreign subsidiaries, which are principally subsidiaries of Coca-Cola FEMSA. Substantially all of our costs and expenses denominated in a foreign currency, other than the functional currency of each country in which we operate, are denominated in U.S. dollars. As of December 31, 2011, after giving effect to all cross currency swaps, 63% of our long-term indebtedness was denominated in Mexican pesos, 27% was denominated in U.S. dollars, 5% was denominated in Colombian pesos, 4% was denominated in Argentine pesos and 1% was denominated in Brazilian reais. We also have short-term indebtedness, which consists of bank loans in Colombian pesos and Argentine pesos. Decreases in the value of the different currencies relative to the U.S. dollar will increase the cost of our foreign currency denominated operating costs and expenses, and the debt service obligations with respect to our foreign currency-denominated indebtedness. A depreciation of the Mexican peso relative to the U.S. dollar will also result in foreign exchange losses, as the Mexican peso value of our foreign currency-denominated long-term indebtedness is increased.

Our exposure to market risk associated with changes in foreign currency exchange rates relates primarily to U.S. dollar-denominated debt obligations as shown in the interest risk table above. We occasionally utilize financial derivative instruments to hedge our exposure to the U.S. dollar relative to the Mexican peso and other currencies.

As of December 31, 2011, we had forward agreements that met the hedging criteria for accounting purposes, to hedge our operations denominated in U.S. dollars. The notional amount was Ps. 2,933 million with a fair value asset of Ps. 183 million, with a maturity date during 2012. The fair value of foreign currency forward contracts is estimated based on the quoted market price of each agreement at year-end assuming the same maturity dates originally contracted for. For the year ended December 31, 2011, a gain of Ps. 21 million was recorded in our consolidated results.

As of December 31, 2010, we had forward agreements that met the hedging criteria for accounting purposes, to hedge our operations denominated in U.S. dollars. The notional amount was Ps. 578 million with a fair value asset of Ps. 2 million, and a notional amount of Ps. 1,690 million with a fair value liability of Ps. 18 million, in each case with a maturity date during 2011. For the year ended December 31, 2010, we recorded a net gain on expired forward agreements of Ps. 27 million as a part of foreign exchange. The fair value of the foreign currency forward contracts is estimated based on the quoted market price of each agreement at year-end assuming the same maturity dates originally contracted for.

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As of December 31, 2009, certain forward agreements did not meet the hedging criteria for accounting purposes; consequently, changes in the estimated fair value were recorded in our consolidated income statement. For the year ended December 31, 2009, the net effect of expired contracts that did not meet hedging criteria for accounting purposes, was a loss of Ps. 63 million. The fair value of the foreign currency forward contracts is estimated based on the quoted market price of each agreement at year end assuming the same maturity dates originally contracted.

As of December 31, 2011, we had options to purchase U.S. dollars to reduce our exposure to the risk of exchange rate fluctuations, with a notional amount of Ps. 1,901 million, for which we have recorded a net fair value asset of Ps. 300 million as part of cumulative other comprehensive income. As of December 31, 2010, we did not have any call option agreements to buy foreign currencies.

As of December 31, 2011, we had cross currency swaps designated as fair value hedges under contracts with an aggregate notional amount of Ps. 2,500 million that expire in 2017, for which we have recorded a net fair value asset of Ps. 860 million. The net effect of our expired contracts for the years ended December 31, 2011, 2010 and 2009 was recorded as interest income of Ps. 8 million in 2011 and Ps. 2 million in 2010, and as interest expense of Ps. 32 million as of December 31, 2009.

For the years ended December 31, 2011, 2010, and 2009, certain cross currency swap instruments did not meet the hedging criteria for accounting purposes; consequently, changes in the estimated fair value were recorded in the income statement. The changes in fair value of these contracts represented a loss of Ps. 146 million, a gain of Ps. 205 million and a gain of Ps. 168 million in 2011, 2010 and 2009, respectively.

As of December 31, 2011, we had determined that our leasing contracts denominated in U.S. dollars host an embedded derivative financial instrument. The fair value of these contracts is based on the exchange rate used to finish the contract as of the end of the period. For the years ended December 31, 2011, 2010 and 2009, the fair value of these contracts resulted in a loss of Ps. 50 million, a gain of Ps. 15 million and a loss of Ps. 19 million, respectively, each of which is recorded in the income statement as market value loss/gain on ineffective portion of derivative financial instruments.

A hypothetical, instantaneous and unfavorable 10% devaluation of the Mexican peso relative to the U.S. dollar occurring on December 31, 2011 would have resulted in an increase in our net consolidated integral result of financing expense of approximately Ps. 203 million over the 12-month period of 2011, reflecting greater losses relating to our U.S. dollar-denominated indebtedness, net of a foreign exchange gain, and interest expense generated by the cash balances held by us in U.S. dollars as of that date. However, this result does not take into account any gain on monetary position that would be expected to result from an increase in the inflation rate generated by a devaluation of local currencies relative to the U.S. dollar in inflationary economic environments, which gain on monetary position would reduce the consolidated comprehensive financial result.

As of March 31, 2012, the exchange rates relative to the U.S. dollar of all the countries in which we operate, as well as their devaluation/revaluation effect compared to December 31, 2011, are as follows:

Country	Currency	Exchange Rate as of March 31, 2012	(Devaluation) / Revaluation
Mexico	Mexican peso	12.85	8.1%
Brazil	Brazilian real	7.05	5.4%
Venezuela	Bolívar fuerte	2.99	8.1%
Colombia	Colombian peso	0.01	(0.1)%
Argentina	Argentine peso	2.93	9.7%
Costa Rica	Colón	0.03	7.2%

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Country	Currency	Exchange Rate as of March 31, 2012	(Devaluation) / Revaluation
Guatemala	Quetzal	1.67	6.7%
Nicaragua	Cordoba	0.55	9.2%
Panama	U.S. dollar	1.0000	
Euro Zone	Euro	17.08	5.4%

A hypothetical, instantaneous and unfavorable 10% devaluation in the value of the currencies of all the countries in which we operate, relative to the U.S. dollar, occurring on December 31, 2011, would produce a reduction in stockholders' equity as follows:

Country	Currency	Reduction in Stockholders' Equity (in millions of Mexican pesos)
Mexico	Mexican peso	203
Brazil	Brazilian real	2,056
Venezuela	Bolívar fuerte	814
Colombia	Colombian peso	1,111
Costa Rica	Colón	373
Argentina	Argentine peso	136
Guatemala	Quetzal	122
Nicaragua	Cordoba	159
Panama	U.S. dollar	232
Euro Zone	Euro	7,504

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Equity Risk

As of December 31, 2011 and 2010, we did not have any equity forward agreements.

Commodity Price Risk

We entered into various derivative contracts to hedge the cost of certain raw materials that are exposed to variations of commodity price exchange rates. As of December 31, 2011, we had various derivative instruments contracts with maturity dates in 2012 and 2013, notional amounts of Ps. 754 million and a fair value liability of Ps. 19 million. The results of our commodity price contracts for the years ended December 31, 2011, 2010 and 2009, were Ps. 257 million, Ps. 393 million and Ps. 247 million, respectively, which were recorded in the results from operations of each year. After discontinuing our beer business, we have no derivative contracts that do not meet hedging criteria for accounting purposes.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

ITEM 12A. DEBT SECURITIES

Not applicable.

ITEM 12B. WARRANTS AND RIGHTS

Not applicable.

ITEM 12C. OTHER SECURITIES

Not applicable.

ITEM 12D. AMERICAN DEPOSITARY SHARES

The Bank of New York Mellon serves as the depositary for our ADSs. Holders of our ADSs, evidenced by ADRs, are required to pay various fees to the depositary, and the depositary may refuse to provide any service for which a fee is assessed until the applicable fee has been paid.

ADS holders are required to pay the depositary amounts in respect of expenses incurred by the depositary or its agents on behalf of ADS holders, including expenses arising from compliance with applicable law, taxes or other governmental charges, cable, telex and facsimile transmission, or the conversion of foreign currency into U.S. dollars. The depositary may decide in its sole discretion to seek payment by either billing holders or by deducting the fee from one or more cash dividends or other cash distributions.

ADS holders are also required to pay additional fees for certain services provided by the depositary, as set forth in the table below.

Depositary service	Fee payable by ADS holders
Issuance and delivery of ADSs, including in connection with share distributions, stock splits	Up to US\$5.00 per 100 ADSs (or portion thereof)
Distribution of dividends ⁽¹⁾	Up to US\$0.02 per ADS
Withdrawal of shares underlying ADSs	Up to US\$5.00 per 100 ADSs (or portion thereof)

- (1) As of the date of this annual report, holders of our ADSs were not required to pay additional fees with respect to this service.

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Direct and indirect payments by the depositary

The depositary pays us an agreed amount, which includes reimbursements for certain expenses we incur in connection with the ADS program. These reimbursable expenses include legal and accounting fees, listing fees, investor relations expenses and fees payable to service providers for the distribution of material to ADS holders. For the year ended December 31, 2011, this amount was US\$525,590.

ITEMS 13-14. NOT APPLICABLE

ITEM 15. CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures

We have evaluated, with the participation of our chief executive officer and chief financial officer, the effectiveness of our disclosure controls and procedures as of December 31, 2011. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Based upon our evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (or the Exchange Act) is recorded, processed, summarized and reported, within the time periods specified in the applicable rules and forms, and that it is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Management's annual report on internal control over financial reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control Integrated Framework, as issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets, (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors, and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Based on our evaluation under the framework in Internal Controls Integrated Framework, as issued by the Committee of Sponsoring Organizations of the Treadway Commission, our management concluded that our internal control over financial reporting was effective as of December 31, 2011.

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Our management assessment and conclusion on the effectiveness of internal control over financial reporting as of December 31, 2011 excludes, in accordance with applicable guidance provided by the SEC, an assessment of the internal control over financial reporting of Grupo Tampico and Grupo CIMSA, the beverage divisions of which were acquired by our subsidiary Coca-Cola FEMSA in October 2011 and December 2011, respectively. The beverage divisions of Grupo Tampico and Grupo CIMSA together represented 2.4% and 2.7% of our total and net assets, respectively, as of December 31, 2011, and 0.7% and 0.3% of our revenues and net income, respectively, for the year ended December 31, 2011.

The effectiveness of our internal control over financial reporting as of December 31, 2011 has been audited by Mancera, S.C., a member of Ernst & Young Global, an independent registered public accounting firm, as stated in its report included herein.

(c) Attestation Report of the Registered Public Accounting Firm

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Board of Directors and Stockholders

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

We have audited Fomento Económico Mexicano, S.A.B. de C.V. and subsidiaries' internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Fomento Económico Mexicano, S.A.B. de C.V. and subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Mexican Financial Reporting Standards, including the reconciliation to U.S. GAAP in accordance with Item 18 of Form 20F. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with Mexican Financial Reporting Standards, including the reconciliation to U.S. GAAP in accordance with Item 18 of Form 20F, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As indicated in the accompanying Management's Annual Report on Internal Control over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of Administradora de Acciones del Noroeste, S.A. de C.V. and its subsidiaries (collectively Grupo Tampico) and Corporación de los Angeles, S.A. de C.V. and its subsidiaries (collectively Grupo CIMSA), acquired in October and December 2011, respectively, which are included in the 2011 consolidated financial statements of Fomento Económico Mexicano, S.A.B. de C.V. and subsidiaries, and constituted 2.4% and 2.7% of Fomento Económico Mexicano, S.A.B. de C.V.'s total and net assets, respectively, as of December 31, 2011 and 0.7% and 0.3% of Fomento Económico Mexicano, S.A.B. de C.V.'s revenues and net income, respectively, for the year then ended. Our audit of internal control over financial reporting of Fomento Económico Mexicano, S.A.B. de C.V. and subsidiaries, also did not include an evaluation of the internal control over financial reporting of Grupo Tampico and Grupo CIMSA.

In our opinion, Fomento Económico Mexicano, S.A.B. de C.V. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Fomento Económico Mexicano, S.A.B. de C.V. and subsidiaries as of December 31, 2011 and 2010, and the related consolidated statements of income, changes in stockholders' equity and cash flows for each of the three years in the period ended December 31, 2011, and our report dated April 27, 2012 expressed an unqualified opinion on those financial statements.

Mancera, S.C.

A Member Practice of

Ernst & Young Global

C.P.C. Agustín Aguilar Laurents

Monterrey, N.L., Mexico

April 27, 2012

(d) Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting during 2011 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. The acquisitions of Grupo CIMSA and Grupo Tampico did not have a material effect on our internal control over financial reporting.

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our shareholders and our board of directors have designated José Manuel Canal Hernando, an independent director as required by the Mexican Securities Law and applicable NYSE listing standards, as an audit committee financial expert within the meaning of this Item 16A. See Item 6. Directors, Senior Management and Employees' Directors.

ITEM 16B. CODE OF ETHICS

We have adopted a code of ethics, within the meaning of this Item 16B of Form 20-F. Our code of ethics applies to our chief executive officer, chief financial officer, chief accounting officer and persons performing similar functions as well as to our directors and other officers and employees. Our code of ethics is available on our website at www.femsa.com. If we amend the provisions of our code of ethics that apply to our chief executive officer, chief financial officer, chief accounting officer and persons performing similar functions, or if we grant any waiver of such provisions, we will disclose such amendment or waiver on our website at the same address.

Table of Contents**ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES****Audit and Non-Audit Fees**

For the fiscal years ended December 31, 2011 and 2010, Mancera, S.C., a member practice of Ernst & Young Global, was our auditor.

The following table summarizes the aggregate fees billed to us in 2011 and 2010 by Mancera, S.C., which is an independent registered public accounting firm, during the fiscal years ended December 31, 2011 and 2010:

	Year ended December 31,	
	2011	2010
	(in millions of Mexican pesos)	
Audit fees	Ps. 83	Ps. 72
Audit-related fees	10	6
Tax fees	8	5
Other fees		
Total	Ps. 101	Ps. 83

Audit fees. Audit fees in the above table represent the aggregate fees billed in connection with the audit of our annual financial statements, as well as to other limited procedures in connection with our quarterly financial information and other statutory and regulatory audit activities.

Audit-related fees. Audit-related fees in the above table for 2011 are the aggregate fees billed for assurance and other services related to the performance of the audit, mainly in connection with special audits and reviews. For 2010, the aggregate audit-related fees billed are mainly associated with the Heineken transaction.

Tax fees. Tax fees in the above table are fees billed for services based upon existing facts and prior transactions in order to document, compute, and obtain government approval for amounts included in tax filings such as value-added tax return assistance and transfer pricing documentation.

Other fees. For the years ended December 31, 2011 and 2010, there were no other fees.

Audit Committee Pre-Approval Policies and Procedures

We have adopted pre-approval policies and procedures under which all audit and non-audit services provided by our external auditors must be pre-approved by the audit committee as set forth in the Audit Committee's charter. Any service proposals submitted by external auditors need to be discussed and approved by the Audit Committee during its meetings, which take place at least four times a year. Once the proposed service is approved, we or our subsidiaries formalize the engagement of services. The approval of any audit and non-audit services to be provided by our external auditors is specified in the minutes of our Audit Committee. In addition, the members of our board of directors are briefed on matters discussed by the different committees of our board of directors.

Table of Contents**ITEM 16D. NOT APPLICABLE****ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

We did not purchase any of our equity securities in 2011. The following table presents purchases by trusts that we administer in connection with our stock incentive plans, which purchases may be deemed to be purchases by an affiliated purchaser of us. See Item 6. Directors, Senior Management and Employees EVA Stock Incentive Plan.

Purchases of Equity Securities

Purchase Date	Total Number of BD Units Purchased	Average Price Paid per BD Units	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Appropriate U.S. dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
March 1, 2008	4,592,920	Ps.39.51		
March 1, 2009	5,392,080	Ps.38.76		
March 1, 2010	4,207,675	Ps.55.44		
March 1, 2011	2,438,590	Ps.67.78		
March 1, 2012	2,146,614	Ps.92.36		

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ITEM 16F. NOT APPLICABLE

ITEM 16G. CORPORATE GOVERNANCE

Pursuant to Rule 303A.11 of the Listed Company Manual of the NYSE, we are required to provide a summary of the significant ways in which our corporate governance practices differ from those required for U.S. companies under the NYSE listing standards. We are a Mexican corporation with shares listed on the Mexican Stock Exchange. Our corporate governance practices are governed by our bylaws, the Mexican Securities Law and the regulations issued by the CNBV. We also disclose the extent of compliance with the *Código de Mejores Prácticas Corporativas* (Mexican Code of Best Corporate Practices), which was created by a group of Mexican business leaders and was endorsed by the CNBV.

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The table below discloses the significant differences between our corporate governance practices and the NYSE standards.

NYSE Standards

Directors independence: A majority of the board of directors must be independent.

Executive sessions: Non-management directors must meet at regularly scheduled executive sessions without management.

Nominating/Corporate Governance Committee: A nominating/corporate governance committee composed entirely of independent directors is required.

Our Corporate Governance Practices

Directors independence: Pursuant to the Mexican Securities Law, we are required to have a board of directors with a maximum of 21 members, 25% of whom must be independent.

The Mexican Securities Law sets forth, in article 26, the definition of independence, which differs from the one set forth in Section 303A.02 of the Listed Company Manual of the NYSE. Generally, under the Mexican Securities Law, a director is not independent if such director: (i) is an employee or a relevant officer of the company or its subsidiaries; (ii) is an individual with significant influence over the company or its subsidiaries; (iii) is a shareholder or participant of the controlling group of the company; (iv) is a client, supplier, debtor, creditor, partner or employee of an important client, supplier, debtor or creditor of the company; or (v) is a family member of any of the aforementioned persons.

In accordance with the Mexican Securities Law, our shareholders are required to make a determination as to the independence of our directors at an ordinary meeting of our shareholders, though the CNBV may challenge that determination. Our board of directors is not required to make a determination as to the independence of our directors.

Executive sessions: Under our bylaws and applicable Mexican law, our non-management and independent directors are not required to meet in executive sessions.

Our bylaws state that the board of directors will meet at least four times a year, following the end of each quarter, to discuss our operating results and progress in achieving strategic objectives. Our board of directors can also hold extraordinary meetings.

Nominating/Corporate Governance Committee: We are not required to have a nominating committee, and the Mexican Code of Best Corporate Practices does not provide for a nominating committee.

However, Mexican law requires us to have a Corporate Practices Committee. Our Corporate Practices Committee is composed of three members, and as required by the Mexican Securities Law and our bylaws, the three members are independent.

Compensation Committee: A compensation committee composed entirely independent directors is required.

Compensation Committee: We do not have a committee that exclusively oversees compensation issues. Our Corporate Practices Committee, composed entirely of independent directors, reviews and recommends management compensation programs in order to ensure that they are aligned with shareholders' interests and corporate performance.

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NYSE Standards

Audit Committee: Listed companies must have an audit committee satisfying the independence and other requirements of Rule 10A-3 under the Exchange Act and the NYSE independence standards.

Equity compensation plan: Equity compensation plans require shareholder approval, subject to limited exemptions.

Code of business conduct and ethics: Corporate governance guidelines and a code of conduct and ethics are required, with disclosure of any waiver for directors or executive officers.

Our Corporate Governance Practices

Audit Committee: We have an Audit Committee of four members. Each member of the Audit Committee is an independent director, as required by the Mexican Securities Law.

Equity compensation plan: Shareholder approval is not required under Mexican law or our bylaws for the adoption and amendment of an equity compensation plan. Such plans should provide for general application to all executives. Our current equity compensation plans have been approved by our board of directors.

Code of business conduct and ethics: We have adopted a code of ethics, within the meaning of Item 16B of SEC Form 20-F. Our code of ethics applies to our Chief Executive Officer, Chief Financial Officer and persons performing similar functions as well as to our directors and other officers and employees. Our code of ethics is available on our website at www.femsa.com. If we amend the provisions of our code of ethics that apply to our Chief Executive Officer, Chief Financial Officer and persons performing similar functions, or if we grant any waiver of such provisions, we will disclose such amendment or waiver on our website at the same address.

ITEM 16H. NOT APPLICABLE

ITEM 17. NOT APPLICABLE

ITEM 18. FINANCIAL STATEMENTS

See pages F-1 through F-144, incorporated herein by reference.

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ITEM 19. EXHIBITS

- 1.1 Bylaws (estatutos sociales) of Fomento Económico Mexicano, S.A.B. de C.V., approved on April 22, 2008, together with an English translation thereof (incorporated by reference to Exhibit 1.1 of FEMSA's Annual Report on Form 20-F filed on June 30, 2008 (File No. 333-08752)).
- 1.2 Share Exchange Agreement by and between Heineken Holding N.V., Heineken N.V., Compañía Internacional de Bebidas, S.A. de C.V., Grupo Industrial Emprex, S.A. de C.V., and FEMSA dated as of January 11, 2010 (incorporated by reference to Exhibit 1.2 of FEMSA's Annual Report on Form 20-F filed on June 25, 2010 (File No. 333-08752)).
- 1.3 First Amendment to Share Exchange Agreement by and between Heineken Holding N.V., Heineken N.V., Compañía Internacional de Bebidas, S.A. de C.V., Grupo Industrial Emprex, S.A. de C.V., and FEMSA dated as of April 26, 2010 (incorporated by reference to Exhibit 1.3 of FEMSA's Annual Report on Form 20-F filed on June 25, 2010 (File No. 333-08752)).
- 1.4 Corporate Governance Agreement, dated April 30, 2010, between Heineken Holding N.V., Heineken N.V., L Arche Green N.V., FEMSA and CB Equity LLP.
- 2.1 Deposit Agreement, as further amended and restated as of May 11, 2007, among FEMSA, The Bank of New York, and all owners and holders from time to time of any American Depositary Receipts, including the form of American Depositary Receipt (incorporated by reference to FEMSA's registration statement on Form F-6 filed on April 30, 2007 (File No. 333- 142469)).
- 2.2 Specimen certificate representing a BD Unit, consisting of one Series B Share, two Series D-B Shares and two Series D-L Shares, together with an English translation (incorporated by reference to FEMSA's registration statement on Form F-4 filed on April 9, 1998 (File No. 333-8618)).
- 2.3 Indenture dated as of February 5, 2010 among Coca-Cola FEMSA, S.A.B. de C.V., and The Bank of New York Mellon (incorporated by reference to Exhibit 2.2 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 10, 2010 (File No. 1-12260)).
- 2.4 First Supplemental Indenture dated as of February 5, 2010 among Coca-Cola FEMSA, S.A.B. de C.V., and The Bank of New York Mellon and the Bank of New York Mellon (Luxembourg) S.A. (incorporated by reference to Exhibit 2.3 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 10, 2010 (File No. 1-12260)).
- 2.5 Second Supplemental Indenture dated as of April 1, 2011 among Coca-Cola FEMSA, S.A.B. de C.V., Propimex, S. de R.L. de C.V. (formerly Propimex, S.A. de C.V.), as Guarantor, and The Bank of New York Mellon (incorporated by reference to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 17, 2011 (File No. 001-12260)).
- 3.1 Amended Voting Trust Agreement among certain principal shareholders of FEMSA together with an English translation (incorporated by reference to FEMSA's Schedule 13D as amended filed on August 11, 2005 (File No. 005-54705)).
- 4.1 Amended and Restated Shareholders' Agreement, dated as of July 6, 2002, by and among CIBSA, Emprex, The Coca-Cola Company and Inmex (incorporated by reference to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 27, 2003 (File No. 1-12260)).
- 4.2 Amendment, dated May 6, 2003, to the Amended and Restated Shareholders' Agreement dated July 6, 2002, among CIBSA, Emprex, The Coca-Cola Company, Inmex, Atlantic Industries, Dulux CBAI 2003 B.V. and Dulux CBEXINMX 2003 B.V. (incorporated by reference to Exhibit 4.14 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 27, 2003 (File No. 1-12260)).

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- 4.3 Second Amendment, dated February 1, 2010, to the Amended and Restated Shareholders Agreement dated July 6, 2002, among CIBSA, Emprex, The Coca-Cola Company, Inmex and Dulux CBAI 2003 B.V. (incorporated by reference to Exhibit 4.3 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 10, 2010 (File No. 1-12260)).
- 4.4 Amended and Restated Bottler Agreement, dated June 21, 2003, between Coca-Cola FEMSA and The Coca-Cola Company with respect to operations in the southeast of Mexico (incorporated by reference to Exhibit 4.3 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on April 5, 2004 (File No. 1-12260)).
- 4.5 Supplemental Agreement, dated June 21, 1993, between Coca-Cola FEMSA and The Coca-Cola Company with respect to operations in the southeast of Mexico (with English translation) (incorporated by reference to Exhibit 10.3 to Coca-Cola FEMSA's Registration Statement on Form F-1 filed on August 13, 1993 (File No. 333-67380)).
- 4.6 Amended and Restated Bottler Agreement, dated June 21, 2003, between Coca-Cola FEMSA and The Coca-Cola Company with respect to operations in the southeast of Mexico (incorporated by reference to Coca-Cola FEMSA's Annual Report on Form 20-F filed on April 5, 2004 (File No. 1-12260)).
- 4.7 Supplemental Agreement, dated June 21, 1993, between Coca-Cola FEMSA and The Coca-Cola Company with respect to operations in the southeast of Mexico (with English translation) (incorporated by reference to Exhibit 10.4 to Coca-Cola FEMSA's Registration Statement on Form F-1 filed on August 13, 1993 (File No. 333-67380)).
- 4.8 Amendments, dated May 17 and July 20, 1995, to Bottler Agreement and Letter of Agreement, dated August 22, 1994, each with respect to operations in Argentina between Coca-Cola FEMSA and The Coca-Cola Company (with English translation) (incorporated by reference to Exhibit 10.3 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 28, 1996 (File No. 1-12260)).
- 4.9 Bottler Agreement, dated December 1, 1995, between Coca-Cola FEMSA and The Coca-Cola Company with respect to operations in SIRSA (with English translation) (incorporated by reference to Exhibit 10.4 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 28, 1996 (File No. 1-12260)).
- 4.10 Supplemental Agreement, dated December 1, 1995, between Coca-Cola FEMSA and The Coca-Cola Company with respect to operations in SIRSA (with English translation) (incorporated by reference to Exhibit 10.6 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 28, 1996 (File No. 1-12260)).
- 4.11 Amendment, dated February 1, 1996, to Bottler Agreement between Coca-Cola FEMSA and The Coca-Cola Company with respect to operations in SIRSA, dated December 1, 1995 (with English translation) (incorporated by reference to Exhibit 10.5 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 28, 1996 (File No. 1-12260)).
- 4.12 Amendment, dated May 22, 1998, to Bottler Agreement with respect to the former SIRSA territory, dated December 1, 1995, between Coca-Cola FEMSA and The Coca-Cola Company (with English translation) (incorporated by reference to Exhibit 4.12 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 20, 2001 (File No. 1-12260)).
- 4.13 Supply Agreement, dated June 21, 1993, between Coca-Cola FEMSA and FEMSA Empaques (incorporated by reference to FEMSA's registration statement on Form F-4 filed on April 9, 1998 (File No. 333-8618)).
- 4.14 Bottler Agreement and Side Letter dated June 1, 2005, between Panamco Golfo, S.A. de C.V. and The Coca-Cola Company with respect to operations in Golfo, Mexico (English translation) (incorporated by reference to Exhibit 4.7 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on April 18, 2006 (File No. 1-12260)).

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- 4.15 Bottler Agreement and Side Letter dated June 1, 2005, between Panamco Bajio, S.A. de C.V., and The Coca-Cola Company with respect to operations in Bajio, Mexico (English translation). (incorporated by reference to Exhibit 4.8 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on April 18, 2006 (File No. 1-12260)).
- 4.16 Coca-Cola Tradename License Agreement dated June 21, 1993, between Coca-Cola FEMSA and The Coca-Cola Company (with English translation) (incorporated by reference to FEMSA's Registration Statement on Form F-4 filed on April 9, 1998 (File No. 333-8618)).
- 4.17 Amendment to the Trademark License Agreement, dated December 1, 2002, entered by and among Administración de Marcas S.A. de C.V., as proprietor, and The Coca-Cola Export Corporation Mexico branch, as licensee (incorporated by reference to Panamco's Quarterly Report on Form 10-Q for the period ended March 31, 2003 (File No. 1-2290)).
- 4.18 Trademark Sub-License Agreement, dated January 4, 2003, entered by and among Panamco Golfo S.A. de C.V., as licensor, and The Coca-Cola Company, as licensee (incorporated by reference to Panamco's Quarterly Report on Form 10-Q for the period ended March 31, 2003 (File No. 1-12290)).
- 4.19 Trademark Sub-License Agreement, dated January 4, 2003, entered by and among Panamco Bajio S.A. de C.V., as licensor, and The Coca-Cola Company, as licensee (incorporated by reference to Panamco's Quarterly Report on Form 10-Q for the period ended March 31, 2003 (File No. 1-12290)).
- 4.20 Supply Agreement dated April 3, 1998, between ALPLA Fábrica de Plásticos, S.A. de C.V. and Industria Embotelladora de México, S.A. de C.V. (with English translation) (incorporated by reference to Exhibit 4.18 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on July 1, 2002 (File No. 1-12260)).
- 4.21 Services Agreement, dated November 7, 2000, between Coca-Cola FEMSA and FEMSA Logística (with English translation) (incorporated by reference to Exhibit 4.15 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 20, 2001 (File No. 1-12260)).
- 4.22 Promotion and Non-Compete Agreement, dated March 11, 2003, entered by and among The Coca-Cola Export Corporation Mexico branch and Panamco Bajio S.A. de C.V. (with English translation) (incorporated by reference to Panamco's Quarterly Report on Form 10-Q for the period ended March 31, 2003 (File No. 1-12290)).
- 4.23 Promotion and Non-Compete Agreement, dated March 11, 2003, entered by and among The Coca-Cola Export Corporation Mexico branch and Panamco Golfo S.A. de C.V. (with English translation) (incorporated by reference to Panamco's Quarterly Report on Form 10-Q for the period ended March 31, 2003 (File No. 1-12290)).
- 4.24 Memorandum of Understanding, dated as of March 11, 2003, by and among Panamco, as seller, and The Coca-Cola Company, as buyer (incorporated by reference to Panamco's Quarterly Report on Form 10-Q for the period ended March 31, 2003 (File No. 1-12290)).
- 4.25 Bottler Agreement, dated August 22, 1994, between Coca-Cola FEMSA and The Coca-Cola Company with respect to operations in Argentina (with English translation) (incorporated by reference to Exhibit 10.1 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 30, 1995 (File No. 1-12260)).

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- 4.26 Supplemental Agreement, dated August 22, 1994, between Coca-Cola FEMSA and The Coca-Cola Company with respect to operations in Argentina (with English translation) (incorporated by reference to Exhibit 10.2 to Coca-Cola FEMSA's Annual Report on Form 20-F filed on June 30, 1995 (File No. 1-12260)).
- 4.27 The Coca-Cola Company Memorandum to Steve Heyer from Jose Antonio Fernández, dated December 22, 2002 (incorporated by reference to Exhibit 10.1 to FEMSA's Registration Statement on Amendment No. 1 to the Form F-3 filed on September 20, 2004 (File No. 333-117795)).
- 8.1 Significant Subsidiaries.
- 12.1 CEO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated April 27, 2012.
- 12.2 CFO Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated April 27, 2012.
- 13.1 Officer Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated April 27, 2012.

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SIGNATURE

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Date: April 27, 2012

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

By: /s/ Javier Astaburuaga Sanjines

Name: Javier Astaburuaga Sanjines

**Title: Executive Vice-President of Finance and
Strategic Development / Chief Financial
Officer**

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FOMENTO ECONÓMICO MEXICANO, S.A.B. DE C.V. AND SUBSIDIARIES

MONTERREY, N.L., MÉXICO

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of

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

We have audited the accompanying consolidated balance sheets of Fomento Económico Mexicano, S.A.B. de C.V. and subsidiaries as of December 31, 2011 and 2010, and the related consolidated statements of income, changes in stockholders' equity and cash flows for each of the three years in the period ended December 31, 2011. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. The financial statements of Heineken N. V. (a corporation in which the Company has a 12.53% and 9.24% interest as of December 31, 2011 and 2010, respectively) which is majority owned by Heineken Holdings N.V. (a corporation in which the Company has a 14.94% interest in both years) (collectively "Heineken"), prepared under International Financial Reporting Standards as adopted by the International Accounting Standards Board (IFRS), have been audited by other auditors whose report dated February 14, 2012 has been furnished to us, and our opinion on the consolidated financial statements, insofar as it relates to the amounts included for Heineken, is based on the report of the other auditors. In the consolidated financial statements, the Company's investment in Heineken is stated at Ps. 75,075 and Ps. 66,478 million at December 31, 2011 and 2010 respectively and the Company's equity in the net income of Heineken is stated at Ps. 5,080 for the year ended December 31, 2011 and Ps. 3,319 million for the eight month period from April 30 to December 31, 2010.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation (including the Company's conversion of the financial statements of Heineken to Mexican Financial Reporting Standards as of December 31, 2011 and 2010 and for the year ended December 31, 2011 and the eight-month period ended December 31, 2010). We believe that our audits and the report of other auditors provide a reasonable basis for our opinion.

In our opinion, based on our audits and the report of other auditors, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Fomento Económico Mexicano, S.A.B. de C.V. and subsidiaries at December 31, 2011 and 2010, and the consolidated results of their operations, and consolidated cash flows, for each of the three years in the period ended December 31, 2011, in conformity with Mexican Financial Reporting Standards, which differ in certain respects from accounting principles generally accepted in the United States (See Notes 26 and 27 to the consolidated financial statements).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Fomento Económico Mexicano, S.A.B. de C.V. and subsidiaries' internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated April 27, 2012 expressed an unqualified opinion thereon.

Mancera, S.C.

A Member Practice of

Ernst & Young Global

C.P.C. Agustín Aguilar Laurents

Monterrey, N.L., México

April 27, 2012

Table of Contents**FOMENTO ECONÓMICO MEXICANO, S.A.B. DE C.V. AND SUBSIDIARIES****MONTERREY, N.L., MÉXICO***Consolidated Balance Sheets*

At December 31, 2011 and 2010. Amounts expressed in millions of U.S. dollars (\$) and in millions of Mexican pesos (Ps.).

	Note	2011		2010
ASSETS				
Current Assets:				
Cash and cash equivalents	4 B	\$ 1,887	Ps. 26,329	Ps. 27,097
Investments	4 B	95	1,329	66
Accounts receivable	6	753	10,499	7,702
Inventories	7	1,031	14,385	11,314
Recoverable taxes		309	4,311	4,243
Other current assets	8	152	2,114	1,038
Total current assets		4,227	58,967	51,460
Investments in shares	9	5,661	78,972	68,793
Property, plant and equipment	10	3,828	53,402	41,910
Intangible assets	11	5,133	71,608	52,340
Deferred tax asset	23 C	33	461	346
Other assets	12	809	11,294	8,729
TOTAL ASSETS		19,691	274,704	223,578
LIABILITIES AND STOCKHOLDERS EQUITY				
Current Liabilities:				
Bank loans and notes payable	17	46	638	1,578
Current portion of long-term debt	17	354	4,935	1,725
Interest payable		15	216	165
Suppliers		1,539	21,475	17,458
Accounts payable		413	5,761	5,375
Taxes payable		230	3,208	2,180
Other current liabilities	24 A	172	2,397	2,035
Total current liabilities		2,769	38,630	30,516
Long-Term Liabilities:				
Bank loans and notes payable	17	1,723	24,031	22,203
Employee benefits	15 B	162	2,258	1,883
Deferred tax liability	23 C	997	13,911	10,567
Contingencies and other liabilities	24 B	341	4,760	5,396
Total long-term liabilities		3,223	44,960	40,049
Total liabilities		5,992	83,590	70,565
Stockholders Equity:				
Non-controlling interest in consolidated subsidiaries	20	4,124	57,534	35,665

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Controlling interest:				
Capital stock		383	5,348	5,348
Additional paid-in capital		1,470	20,513	20,558
Retained earnings from prior years		6,219	86,756	51,045
Net income		1,085	15,133	40,251
Cumulative other comprehensive income	4 V	418	5,830	146
Controlling interest		9,575	133,580	117,348
Total stockholders' equity		13,699	191,114	153,013
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY		\$ 19,691	Ps. 274,704	Ps. 223,578

The accompanying notes are an integral part of these consolidated balance sheets.

Monterrey, N.L., México.

José Antonio Fernández Carbajal
Chief Executive Officer

Javier Astaburuaga Sanjines
Chief Financial Officer

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Table of Contents**FOMENTO ECONÓMICO MEXICANO, S.A.B. DE C.V. AND SUBSIDIARIES****MONTERREY, N.L., MÉXICO***Consolidated Income Statements*

For the years ended December 31, 2011, 2010 and 2009. Amounts expressed in millions of U.S. dollars (\$) and in millions of Mexican pesos (Ps.), except for data per share.

	2011		2010	2009
Net sales	\$ 14,470	Ps. 201,867	Ps. 168,376	Ps. 158,503
Other operating revenues	84	1,177	1,326	1,748
Total revenues	14,554	203,044	169,702	160,251
Cost of sales	8,459	118,009	98,732	92,313
Gross profit	6,095	85,035	70,970	67,938
Operating expenses:				
Administrative	591	8,249	7,766	7,835
Selling	3,576	49,882	40,675	38,973
	4,167	58,131	48,441	46,808
Income from operations	1,928	26,904	22,529	21,130
Other expenses, net (Note 18)	(209)	(2,917)	(282)	(1,877)
Comprehensive financing result:				
Interest expense	(210)	(2,934)	(3,265)	(4,011)
Interest income	72	999	1,104	1,205
Foreign exchange gain (loss), net	84	1,165	(614)	(431)
Gain on monetary position, net	9	146	410	486
Market value (loss) gain on ineffective portion of derivative financial instruments	(11)	(159)	212	124
	(56)	(783)	(2,153)	(2,627)
Equity method of associates (Note 9)	370	5,167	3,538	132
Income before income taxes	2,033	28,371	23,632	16,758
Income taxes (Note 23 D)	550	7,687	5,671	4,959
Consolidated net income before discontinued operations	1,483	20,684	17,961	11,799
Income from the exchange of shares with Heineken, net of taxes (Note 5 B)			26,623	
Net income from discontinued operations (Note 5 B)			706	3,283
Consolidated net income	\$ 1,483	Ps. 20,684	Ps. 45,290	Ps. 15,082
Net controlling interest income	1,085	15,133	40,251	9,908
Net non-controlling interest income	398	5,551	5,039	5,174
Consolidated net income	\$ 1,483	Ps. 20,684	Ps. 45,290	Ps. 15,082

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Net controlling interest income before discontinued operations ⁽¹⁾ :								
Per series B share	\$	0.05	Ps.	0.75	Ps.	0.64	Ps.	0.33
Per series D share		0.07		0.94		0.81		0.42
Net income from discontinued operations ⁽¹⁾ :								
Per series B share						1.37		0.16
Per series D share						1.70		0.20
Net controlling interest income ⁽¹⁾ :								
Per series B share		0.05		0.75		2.01		0.49
Per series D share		0.07		0.94		2.51		0.62

The accompanying notes are an integral part of these consolidated income statements.

(1) U.S. dollars and Mexican pesos, see Note 22 for number of shares.

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Table of Contents**FOMENTO ECONÓMICO MEXICANO, S.A.B. DE C.V. AND SUBSIDIARIES****MONTERREY, N.L., MÉXICO***Consolidated Statements of Cash Flows*

For the years ended December 31, 2011, 2010 and 2009.

Amounts expressed in millions of U.S. dollars (\$) and in millions of Mexican pesos (Ps.).

	2011		2010		2009
Cash Flow Generated by (Used in) Operating Activities:					
Income before income taxes from continuing operations	\$ 2,033	Ps. 28,371	Ps. 23,632		Ps. 16,758
Non-cash operating expenses	37	513	386		664
Other adjustments regarding operating activities	113	1,583	545		773
Adjustments regarding investing activities:					
Depreciation	394	5,498	4,527		4,391
Amortization	75	1,043	975		798
(Gain) loss on sale of long-lived assets	(1)	(9)	215		177
Gain on sale of shares		(1)	(1,554)		(35)
Disposal of long-lived assets	50	703	9		129
Interest income	(72)	(999)	(1,104)		(1,205)
Equity method of associates	(370)	(5,167)	(3,538)		(132)
Adjustments regarding financing activities:					
Interest expenses	210	2,934	3,265		4,011
Foreign exchange (gain) loss, net	(84)	(1,165)	614		431
Gain on monetary position, net	(9)	(146)	(410)		(486)
Market value loss (gain) on ineffective portion of derivative financial instruments	11	159	(212)		(124)
	2,387	33,317	27,350		26,150
Accounts receivable and other current assets	(202)	(2,819)	(1,402)		(681)
Inventories	(160)	(2,227)	(1,369)		(698)
Suppliers and other accounts payable	107	1,492	823		2,373
Other liabilities	(40)	(566)	(249)		(267)
Employee benefits	(36)	(496)	(530)		(302)
Income taxes paid	(463)	(6,457)	(6,821)		(3,831)
Net cash flows provided by continuing operations	1,593	22,244	17,802		22,744
Net cash flows provided by discontinued operations			1,127		8,181
Net cash flows provided by operating activities	1,593	22,244	18,929		30,925
Cash Flow Generated by (Used in) Investing Activities:					
BRISA acquisition, net of cash acquired (see Note 5 A)					(717)
Payment of debt for the acquisition of Grupo Tampico, net of cash acquired (see Note 5 A)	(173)	(2,414)			
Payment of debt for the acquisition of Grupo CIMSA , net of cash acquired (see Note 5 A)	(137)	(1,912)			
Purchase of investments	(97)	(1,351)	(66)		(2,001)
Proceeds from investments	5	68	1,108		
Recovery of long-term financing receivables with FEMSA Cerveza			12,209		
Net effects of FEMSA Cerveza exchange			876		
Other disposals			1,949		

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Interest received	71	991	1,104	1,205
Dividends received	119	1,661	1,304	
Long-lived assets acquisitions	(760)	(10,615)	(9,590)	(7,315)
Long-lived assets sale	38	535	624	679
Other assets	(324)	(4,515)	(2,448)	(1,880)
Intangible assets	(38)	(538)	(892)	(1,347)
Net cash flows (used in) generated by investment activities by continuing operations	(1,296)	(18,090)	6,178	(11,376)
Net cash flows used in investment activities by discontinued operations			(4)	(3,389)
Net cash flows (used in) generated by investing activities	(1,296)	(18,090)	6,174	(14,765)
Net cash flows available for financing activities	297	4,154	25,103	16,160

The accompanying notes are an integral part of this consolidated statement of cash flows.

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	2011	2010	2009	
Cash Flow Generated by (Used in) Financing Activities:				
Bank loans obtained	474	6,606	9,016	14,107
Bank loans paid	(267)	(3,732)	(12,536)	(15,533)
Interest paid	(218)	(3,043)	(3,018)	(4,259)
Dividends declared and paid	(475)	(6,625)	(3,813)	(2,246)
Acquisition of non-controlling interest	(8)	(115)	(219)	67
Other liabilities	(1)	(13)	74	(25)
Net cash flows used in financing activities by continuing operations	(495)	(6,922)	(10,496)	(7,889)
Net cash flows used in financing activities by discontinued operations			(1,012)	(909)
Net cash flows used in financing activities	(495)	(6,922)	(11,508)	(8,798)
Net cash flows by continuing operations	(198)	(2,768)	13,484	3,479
Net cash flows by discontinued operations			111	3,883
Net cash flows	(198)	(2,768)	13,595	7,362
Translation and restatement effect on cash and cash equivalents	143	2,000	(1,006)	(1,173)
Initial cash	1,942	27,097	15,824	9,635
Initial cash of discontinued operations			(1,316)	
Initial cash and cash equivalents	1,942	27,097	14,508	9,635
Ending balance	1,887	26,329	27,097	15,824
Ending balance by discontinued operations				(1,316)
Total ending balance of cash and cash equivalents, net	\$ 1,887	Ps. 26,329	Ps. 27,097	Ps. 14,508

The accompanying notes are an integral part of this consolidated statement of cash flows.

Table of Contents**FOMENTO ECONÓMICO MEXICANO, S.A.B. DE C.V. AND SUBSIDIARIES****MONTERREY, N.L., MÉXICO***Consolidated Statements of Changes in Stockholders' Equity*

For the years ended December 31, 2011, 2010 and 2009. Amounts expressed in millions of Mexican pesos (Ps.).

	Capital Stock	Additional Paid-in Capital	Retained Earnings from Prior Years	Net Income	Cumulative Other Comprehensive Income (Loss)	Controlling Interest	Non-Controlling Interest in Consolidated Subsidiaries	Total Stockholders Equity
Balances at December 31, 2008	Ps. 5,348	Ps. 20,551	Ps. 38,929	Ps. 6,708	Ps. (2,715)	Ps. 68,821	Ps. 28,074	Ps. 96,895
Transfer of prior year net income			6,708	(6,708)				
Change in accounting principles (see Note 2 K)			(182)			(182)		(182)
Dividends declared and paid (see Note 21)			(1,620)			(1,620)	(635)	(2,255)
Acquisition by FEMSA Cerveza of non-controlling interest		(3)				(3)	19	16
Comprehensive income				9,908	4,713	14,621	6,734	21,355
Balances at December 31, 2009	5,348	20,548	43,835	9,908	1,998	81,637	34,192	115,829
Transfer of prior year net income			9,908	(9,908)				
Dividends declared and paid (see Note 21)			(2,600)			(2,600)	(1,213)	(3,813)
Other transactions of non-controlling interest		10				10	(283)	(273)
Recycling of OCI and decreasing of non-controlling interest due to exchange of FEMSA Cerveza (see Note 5 B)				525	(525)		(1,221)	(1,221)
Other movements of equity method of associates, net of taxes			(98)			(98)		(98)
Comprehensive income				39,726	(1,327)	38,399	4,190	42,589
Balances at December 31, 2010	5,348	20,558	51,045	40,251	146	117,348	35,665	153,013
Transfer of prior year net income			40,251	(40,251)				
Dividends declared and paid (see Note 21)			(4,600)			(4,600)	(2,025)	(6,625)
							7,828	7,828

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Acquisition of Grupo Tampico through issuance of Coca-Cola FEMSA shares (see Note 5 A)								
Acquisition of Grupo CIMSA through issuance of Coca-Cola FEMSA shares (see Note 5 A)						9,017		9,017
Other transactions of non-controlling interest	(45)			(45)		(70)		(115)
Other movements of equity method of associates, net of taxes		60			60			60
Comprehensive income			15,133	5,684	20,817	7,119		27,936

Balances at December 31, 2011

Ps. 5,348 Ps. 20,513 Ps. 86,756 Ps. 15,133 Ps. 5,830 Ps. 133,580 Ps. 57,534 Ps. 191,114

The accompanying notes are an integral part of these consolidated statements of changes in stockholders equity.

Table of Contents**FOMENTO ECONÓMICO MEXICANO, S.A.B. DE C.V. AND SUBSIDIARIES***Notes to the Consolidated Financial Statements*

For the years ended December 31, 2011, 2010 and 2009. Amounts expressed in millions of U.S. dollars (\$) and in millions of Mexican pesos (Ps.).

Note 1. Activities of the Company

Fomento Económico Mexicano, S.A.B. de C.V. (FEMSA) is a Mexican holding company. The principal activities of FEMSA and its subsidiaries (the Company), as an economic unit, are carried out by operating subsidiaries and grouped under direct and indirect holding company subsidiaries (the Subholding Companies) of FEMSA.

On February 1, 2010, the Company and The Coca-Cola Company signed a second amendment to the shareholders' agreement that confirms contractually the capability of the Company to govern the operating and financial policies of Coca-Cola FEMSA, to exercise control over the operations in the ordinary course of business and grants protective rights to The Coca-Cola Company on such items as mergers, acquisitions or sales of any line of business. These amendments were signed without transfer of any consideration. The percentage of voting interest of the Company in Coca-Cola FEMSA remains the same after the signing of this amendment.

On April 30, 2010, FEMSA exchanged 100% of its stake in FEMSA Cerveza, the beer business unit, for a 20% economic interest in Heineken Group (Heineken). This strategic transaction, as well as the related impacts, is broadly described in Note 5 B.

The following is a description of the activities of the Company as of the date of the issuance of these consolidated financial statements, together with the ownership interest in each Subholding Company:

Subholding Company	% Ownership	Activities
Coca-Cola FEMSA, S.A.B. de C.V. and subsidiaries (Coca-Cola FEMSA)	50.0% ⁽¹⁾ ⁽²⁾ (63.0% of the voting shares)	Production, distribution and marketing of certain Coca-Cola trademark beverages in Mexico, Guatemala, Nicaragua, Costa Rica, Panama, Colombia, Venezuela, Brazil and Argentina. The Coca-Cola Company indirectly owns 29.4% of Coca-Cola FEMSA's capital stock. In addition, shares representing 20.6% of Coca-Cola FEMSA's capital stock are traded on the Bolsa Mexicana de Valores (Mexican Stock Exchange - BMV). Its American Depositary Shares (ADSs) trade on the New York Stock Exchange (NYSE).
FEMSA Comercio, S.A. de C.V. and subsidiaries (FEMSA Comercio)	100%	Operation of a chain of convenience stores in Mexico under the trade name OXXO.
CB Equity, LLP (CB Equity)	100%	This company holds Heineken N.V. and Heineken Holding N.V. shares, acquired as part of the exchange of FEMSA Cerveza on April 2010 (see Note 5 B).
Other companies	100%	Companies engaged in the production and distribution of coolers, commercial refrigeration equipment and plastic cases; as well as transportation logistics and maintenance services to FEMSA's subsidiaries and to third parties.

(1) The Company controls operating and financial policies.

(2) The ownership decreased from 53.7% in 2010 to 50.0% as of December 31, 2011 as a result of merger transactions (see Note 5 A).

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Note 2. Basis of Presentation

The accompanying consolidated financial statements were prepared in accordance with Normas de Información Financiera (Mexican Financial Reporting Standards or Mexican FRS), individually referred to as NIFs, and are stated in millions of Mexican pesos (Ps.). The translation of Mexican pesos into U.S. dollars (\$) is included solely for the convenience of the reader, using the noon buying exchange rate published by the Federal Reserve Bank of New York of 13.9510 pesos per U.S. dollar as of December 30, 2011.

The consolidated financial statements include the financial statements of FEMSA and those companies in which it exercises control. All intercompany account balances and transactions have been eliminated in consolidation.

The Company classifies its costs and expenses by function in the consolidated income statement, in order to conform to the industry's practices where the Company operates. The income from operations line in the income statement is the result of subtracting cost of sales and operating expenses from total revenues, and it has been included for a better understanding of the Company's financial and economic performance.

Beginning on January 1, 2008, and according to NIF B-10 Effects of Inflation, only inflationary economic environments have to recognize inflation effects. Since that date the Company has operated in a non inflationary economic environment in Mexico. As a result, the financial statements are no longer restated for inflation after December 31, 2007. Figures as of December 31, 2010, 2009 and 2008 are presented as they were reported in last year.

The consolidated balance sheet as of December 31, 2010 and the consolidated statement of cash flows for the years ended December 31, 2010 and 2009 present certain reclassifications for comparable purposes in accordance with several Mexican FRS which came into effect on January 1, 2011 (see Notes 2 C, D and E).

The results of operations of businesses acquired by the Company are included in the consolidated financial statements since the date of acquisition. As a result of certain acquisitions (see Note 5 A), the consolidated financial statements are not comparable to the figures presented in prior years.

The accompanying consolidated financial statements and their accompanying notes were approved for issuance by the Company's Chief Executive Officer and Chief Financial Officer on April 27, 2012 and subsequent events have been considered through that date (see Note 29).

On January 1, 2011, 2010, and 2009 several Mexican FRS came into effect. Such changes and their application are described as follows:

a) NIF B-5, Financial Information by Segment :

In 2011, the Company adopted NIF B-5 Financial Information by Segment , which superseded Bulletin B-5. NIF B-5 establishes that an operating segment shall meet the following criteria: i) the segment engages in business activities from which it earns or is in the process of obtaining revenues, and incurs in the related costs and expenses; ii) the operating results are reviewed regularly by the main authority of the entity's decision maker; and iii) specific financial information is available. NIF B-5 also requires disclosures related to operating segments subject to reporting, including details of earnings, assets and liabilities, reconciliations, information about products and services, and geographical areas. This pronouncement was applied retrospectively for comparative purposes and had no impact, except for new disclosure requirements such as: consolidated other expenses, consolidated other net finance expenses, consolidated net income before discontinued operations and investment in associates and joint ventures (see Note 25).

b) NIF B-9, Interim Financial Reporting :

The Company adopted NIF B-9 Interim Financial Reporting , which prescribes the content to be included in a complete or condensed set of financial statements for an interim period. In accordance with this standard, the complete set of financial statements shall include: a) a statement of financial position as of the end of the period, b) an income statement for the period, c) a statement of changes in equity for the period, d) a statement of cash flows for the period, and e) notes providing the relevant accounting policies and other explanatory notes. Condensed financial statements shall include: a) condensed statement of financial position, b) condensed income statement, c) condensed statement of changes in equity, d) condensed statement of cash flows, and e) selected explanatory notes. The adoption of NIF B-9 did not impact the Company's annual financial statements.

Table of Contents**c) NIF C-4, Inventories :**

On January 1, 2011 the Company adopted NIF C-4, which replaced Mexican accounting Bulletin C-4, Inventories. The principal difference between Mexican accounting Bulletin C-4 and Mexican FRS C-4 is that the new standard does not allow using direct costs as the inventory valuation method nor does it allow using the LIFO cost method as the formulas (formerly method) for the assignment of unit cost to the inventories. Mexican FRS C-4 establishes that inventories must be valued at the lower of either acquisition cost or net realizable value. Such standard also establishes that advances to suppliers for the acquisition of merchandise must be classified as inventories provided the risks and benefits are transferred to the Company. This standard also sets some additional disclosures. NIF C-4 was applied retrospectively causing a decrease in the inventory balances reported as of December 31, 2010 as a result of the treatment of presentation of advances to suppliers (see Note 2 D), and additional disclosures related to goods in transit and allowance for obsolescence, which was reclassified to finished products (see Note 7). The application of this standard did not impact on inventory valuation of the Company.

d) NIF C-5, Prepaid Expenses :

In 2011, the Company adopted NIF C-5, which superseded Mexican accounting Bulletin C-5. This standard establishes that the main characteristic of prepaid expenses is that they do not result in the transfer to the entity of the benefits and risks inherent to the goods or services to be received. Consequently, prepaid expenses must be recognized in the balance sheet as either current or non-current assets, depending on the item classification in the statement of financial position. Moreover, Mexican FRS C-5 establishes that prepayments made for goods or services whose inherent benefits and risks have already been transferred to the entity must be carried to the appropriate caption. The accounting changes resulting from the adoption of this standard were recognized retrospectively, causing an increase in other current assets Ps. 133 (see Note 8) and other assets Ps. 226 (see Note 12), as a result of the comparative presentation of prepaid expenses, which were reclassified from inventories (Ps. 133) and property, plant, and equipment (Ps. 226), as of December 31, 2010.

e) NIF C-6, Property, Plant and Equipment :

In 2011, the Company adopted NIF C-6, which replaced Mexican accounting Bulletin C-6, Property, Machinery and Equipment, and it is effective beginning on January 1, 2011, with the exception for the changes related to the segregation of property, plant and equipment into separate components of those assets with different useful lives that is effective on January 1, 2012. However, the depreciation by separate items (major components), has been applied by the Company since prior years, and consequently did not impact its financial statements. Among other points, NIF C-6 establishes that for acquisitions of free-of charge assets, the cost of the assets must be null, thus eliminating the option of performing appraisals. In the case of asset exchanges, NIF C-6 requires entities to determine the commercial substance of the transaction. The depreciation of all assets must be applied against the components of the assets, and the amount to be depreciated is the cost of acquisition less the asset's residual value. In addition, NIF C-6 clarifies that regardless of whether the use or non use of the asset is temporary or indefinite, it should not cease the depreciation charge. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale and the date that the asset is derecognized. There are specific disclosures for public entities such as: additions, disposals, depreciation, impairments, among others. This standard was fully applied and did not impact the Company's financial statements, except for reclassification from the balance of the property, plant and equipment as of December 31, 2010 as a result of the treatment of presentation of advances to suppliers (see Note 2 D) and additional disclosures (see Note 10).

f) NIF C-18, Obligations Related to Retirement of Property, Plant and Equipment :

In 2011, the Company adopted NIF C-18, which establishes the accounting treatment for the recognition of a liability for legal or constructive obligations related to the retirement of property, plant and equipment recognized as a result of the acquisition, construction, development and/or normal operation of such components. This standard also establishes that an entity must initially recognize a provision for obligations related to retirement of property, plant and equipment based on its best estimate of the disbursements required to settle the present obligation at the time it is assumed, provided a reliable estimate can be made of the amount of the obligation. The best estimate of a provision for an obligation associated with the retirement of property, plant and equipment components should be determined using the expected present value method. The adoption of NIF C-18 did not impact the Company's financial statements.

g) NIF C-1, Cash and Cash Equivalents :

In 2010, the Company adopted NIF C-1 Cash and Cash Equivalents, which superseded Bulletin C-1 Cash. NIF C-1 establishes that cash shall be measured at nominal value, and cash equivalents shall be measured at acquisition cost for initial recognition. Subsequently, cash equivalents

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should be measured according to its designation: precious metals shall be measured at fair value, foreign currencies shall be translated to the reporting currency applying the closing exchange rate, other cash equivalents denominated in a different measure of exchange shall be recognized to the extent provided for this purpose at the closing date of financial statements, and temporary investments shall be presented at fair value. Cash

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and cash equivalents will be presented in the first line of assets, including restricted cash. This pronouncement was applied retrospectively, causing an increase in the cash balances reported as a result of the treatment of presentation of restricted cash, which was reclassified from other current assets for the amount of Ps. 394 at December 31, 2010 (see Note 4 B).

h) Interpretation to Mexican Financial Reporting Standards (Interpretación a las Normas de Información Financiera) or INIF 19 , Accounting Change as a Result of IFRS Adoption :

On September 30, 2010, INIF 19 Accounting change as a result of IFRS adoption was issued. INIF 19 states disclosure requirements for: (a) financial statements based on Mexican FRS that were issued before IFRS adoption and (b) financial statements on Mexican FRS that are issued during IFRS adoption process. The adoption of this INIF, resulted in additional disclosures regarding IFRS adoption, such as date of adoption, significant financial impact, significant changes in accounting policies, and others (see Note 28).

i) NIF B-7, Business Combinations :

In 2009, the Company adopted NIF B-7 Business Combinations, which is an amendment to the previous Bulletin B-7 Business Acquisitions. NIF B-7 establishes general rules for recognizing the fair value of net assets of businesses acquired as well as the fair value of non-controlling interests, at the purchase date. This statement differs from the previous Bulletin B-7 in the following: a) To recognize all assets and liabilities acquired at their fair value, including the non-controlling interest based on the acquirer accounting policies, b) acquisition-related costs and restructuring expenses should not be part of the purchase price, and c) changes to tax amounts recorded in acquisitions must be recognized as part of the income tax provision. This pronouncement was applied prospectively to business combinations for which the acquisition date was on or after January 1, 2009.

j) NIF C-7, Investments in Associates and Other Permanent Investments :

NIF C-7 Investments in Associates and Other Permanent Investments, establishes general rules of accounting recognition for the investments in associated and other permanent investments not jointly or fully controlled or that are significantly influenced by an entity. This pronouncement includes guidance to determine the existence of significant influence. Previous Bulletin B-8 Consolidated and Combined Financial Statements and Assessment of Permanent Share Investments, defined that permanent share investments were accounted for by the equity method if the entity held 10% or more of its outstanding shares. NIF C-7 establishes that permanent share investments should to be accounted for by equity method if: a) an entity holds 10% or more of a public entity, b) an entity holds 25% or more of a non-public company, or c) an entity has significant influence in its investment as defined in NIF C-7. The Company adopted NIF C-7 on January 1, 2009, and its adoption did not have a significant impact in its consolidated financial results.

k) NIF C-8, Intangible Assets :

In 2009, the Company adopted NIF C-8 Intangible Assets which is similar to previous Bulletin C-8 Intangible Assets. NIF C-8, establishes the rules of valuation, presentation and disclosures for the initial and subsequent recognition of intangible assets that are acquired either individually, through acquisition of an entity, or generated internally in the course of the entity's operations. This NIF considers intangible assets as non-monetary items, broadens the criteria of identification to include not only if they are separable (asset could be sold, transferred or used by the entity) but also whether they come from contractual or legal rights. NIF C-8 establishes that preoperative costs capitalized before this standard went into effect should have intangible assets characteristics, otherwise preoperative costs must be expensed as incurred. The impact of adopting NIF C-8 was a Ps. 182, net of deferred income tax, regarding prior years preoperative costs that did not have intangible asset characteristics, charged to January 1, 2009 retained earnings in the consolidated financial statements and is presented as a change in accounting principle in the consolidated statements of changes in stockholders' equity.

l) NIF D-8, Share-Based Payments :

In 2009, the Company adopted NIF D-8 Share-Based Payments which establishes the recognition of share-based payments. When an entity purchases goods or pays for services with equity instruments, the NIF requires the entity to recognize those goods and services at fair value and the corresponding increase in equity. If the entity cannot determine the fair value of goods and services, it should determine if using an indirect

method, based on fair value of the equity instruments. This pronouncement substitutes for the supplementary use of IFRS 2 Share-Based Payments. The adoption of NIF D-8 did not impact the Company's financial statements.

m) NIF B-8, Consolidated and Combined Financial Statements :

NIF B-8 Consolidated and Combined Financial Statements, issued in 2008 amends Bulletin B-8 Consolidated and Combined Financial Statements and Assessment of Permanent Share Investments. Prior Bulletin B-8 based its

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consolidation principle mainly on ownership of the majority voting capital stock. NIF B-8 differs from previous Bulletin B-8 in the following: a) defines control as the power to govern financial and operating policies, b) establishes that there are other facts, such as contractual agreements that have to be considered to determine if an entity exercises control or not, c) defines Specific-Purpose Entity (SPE), as those entities that are created to achieve a specific purpose and are considered within the scope of this pronouncement, d) establishes new terms as controlling interest instead of majority interest and non-controlling interest instead of minority interest, and e) confirms that non-controlling interest must be assessed at fair value at the subsidiary acquisition date. NIF B-8 was applied prospectively, beginning on January 1, 2009. The amendment to the shareholders agreement described in Note 1, allowed the Company to continue to consolidate Coca-Cola FEMSA for Mexican FRS purposes during 2009.

Adoption of IFRS

The *Comisión Nacional Bancaria y de Valores* (Mexican National Banking and Securities Commission, or CNBV) announced that from 2012, all public companies listed in Mexico must report their financial information in accordance with International Financial Reporting Standards (IFRS). Since 2006, the CINIF (Mexican Board of Research and Development of Financial Reporting Standards) has been modifying Mexican Financial Reporting Standards in order to ensure their convergence with IFRS.

The Company will adopt IFRS beginning in January 1, 2012 with a transition date to IFRS of January 1, 2011. The consolidated financial statements of the Company for 2012 will be presented in accordance with IFRS as issued by the International Accounting Standards Board (IASB). The SEC has previously changed its rules to allow foreign private issuers that report under IFRS as issued by the IASB to not reconcile their financial statements to Generally Accepted Accounting Principles in the United States of America (U.S. GAAP), (see Note 28).

Note 3. Foreign Subsidiary Incorporation

The accounting records of foreign subsidiaries are maintained in local currency and in accordance with local accounting principles of each country. For incorporation into the Company's consolidated financial statements, each foreign subsidiary's individual financial statements are adjusted to Mexican FRS, and translated into Mexican pesos, as described as follows:

For inflationary economic environments, the inflation effects of the origin country are recognized, and subsequently translated into Mexican pesos using the year-end exchange rate for the balance sheets and income statements; and

For non-inflationary economic environments, assets and liabilities are translated into Mexican pesos using the year-end exchange rate, stockholders' equity is translated into Mexican pesos using the historical exchange rate, and the income statement is translated using the average exchange rate of each month.

Country or Zone	Functional / Recording Currency	Local Currencies to Mexican Pesos					
		Average Exchange			Exchange Rate as of December 31		
		2011	Rate for 2010	2009	2011	2010	2009
Mexico	Mexican peso	Ps. 1.00	Ps. 1.00	Ps. 1.00	Ps. 1.00	Ps. 1.00	Ps. 1.00
Guatemala	Quetzal	1.60	1.57	1.66	1.79	1.54	1.56
Costa Rica	Colon	0.02	0.02	0.02	0.03	0.02	0.02
Panama	U.S. dollar	12.43	12.64	13.52	13.98	12.36	13.06
Colombia	Colombian peso	0.01	0.01	0.01	0.01	0.01	0.01
Nicaragua	Cordoba	0.55	0.59	0.67	0.61	0.56	0.63
Argentina	Argentine peso	3.01	3.23	3.63	3.25	3.11	3.44
Venezuela ⁽¹⁾	Bolivar	2.89	2.97	6.29	3.25	2.87	6.07
Brazil	Reai	7.42	7.18	6.83	7.45	7.42	7.50
Euro Zone	Euro	17.28	16.74	18.80	18.05	16.41	18.81

(1)

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Equals 4.30 bolivars per one U.S. dollar in 2011 and 2010; and 2.15 bolivars per one U.S. dollar for 2009, translated to Mexican pesos applying the year-end exchange rate.

The variations in the net investment in foreign subsidiaries generated by exchange rate fluctuation are included in the cumulative translation adjustment, which is recorded in stockholders' equity as part of cumulative other comprehensive income (loss).

Beginning in 2010, the government of Venezuela announced the devaluation of the Bolivar (Bs). The official exchange rate of Bs. 2.150 to the dollar, in effect since 2005, was replaced on January 8, 2010, with a dual-rate regime, which allows two official exchange rates, one for essential products of Bs. 2.60 per U.S. dollar and other non-essential products of Bs. 4.30 per

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U.S. dollar. According to this, the exchange rate used by the company to convert the information of the operation for this country changed from Bs 2.15 to 4.30 per U.S. dollar in 2010. As a result of this devaluation, the balance sheet of the Coca-Cola FEMSA Venezuelan subsidiary reflected a reduction in other comprehensive income (part of shareholder's equity) of Ps. 3,700 which was accounted for at the time of the devaluation in January 2010. The Company has operated under exchange controls in Venezuela since 2003 that affect its ability to remit dividends abroad or make payments other than in local currencies and that may increase the real price to us of raw materials purchased in local currency.

During December 2010, authorities of the Venezuelan Government announced the unification of their two fixed U.S. dollar exchange rates to Bs. 4.30 per U.S. dollar, effective January 1, 2011. As a result of this change, the translation of balance sheet of the Coca-Cola FEMSA's Venezuelan subsidiary did not have an impact in shareholders' equity, since transactions performed by this subsidiary were already using the Bs. 4.30 exchange rate.

Intercompany financing balances with foreign subsidiaries are considered as long-term investments, since there is no plan to pay such financing in the foreseeable future. Monetary position and exchange rate fluctuation regarding this financing are recorded in equity as part of cumulative translation adjustment, in cumulative other comprehensive income (loss).

The translation of assets and liabilities denominated in foreign currencies into Mexican pesos is for consolidation purposes and does not indicate that the Company could realize or settle the reported value of those assets and liabilities in Mexican pesos. Additionally, this does not indicate that the Company could return or distribute the reported Mexican peso value equity to its shareholders.

Note 4. Significant Accounting Policies

The Company's accounting policies are in accordance with Mexican FRS, which require that the Company's management make certain estimates and use certain assumptions to determine the valuation of various items included in the consolidated financial statements. The Company's management believes that the estimates and assumptions used were appropriate as of the date of these consolidated financial statements. However actual results are subject to future events and uncertainties, which could materially impact the Company's actual performance.

The significant accounting policies are as follows:

a) Recognition of the Effects of Inflation in Countries with Inflationary Economic Environment:

NIF B-10 establishes two types of inflationary environments: a) inflationary economic environment; this is when cumulative inflation of the three preceding years is 26% or more. In such case, inflation effects are recognized in the financial statements by applying the integral method and the recognized restatement effects for inflationary economic environments is made starting in the period that the entity becomes inflationary; and b) non-inflationary economic environment; this is when cumulative inflation of the three preceding years is less than 26%. In such case, no inflationary effects are recognized in the financial statements, keeping the recognized restatement effects from the last period in which the inflationary accounting was applied.

The Company recognizes the effects of inflation in the financial information of its subsidiaries that operate in inflationary economic environments through the integral method, which consists of:

Using inflation factors to restate non-monetary assets such as inventories, investments in process, property, plant and equipment, intangible assets, including related costs and expenses when such assets are consumed or depreciated. The imported assets are recorded using the exchange rate of the acquisition date, and are restated using the inflation factors of the country where the asset is acquired for inflationary economic environments;

Applying the appropriate inflation factors to restate capital stock, additional paid-in capital, retained earnings and the cumulative other comprehensive income/loss by the necessary amount to maintain the purchasing power equivalent in Mexican pesos on the dates such capital was contributed or income was generated up to the date these consolidated financial statements are presented; and

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Including in the Comprehensive Financing Result the gain or loss on monetary position (see Note 4 T).

The Company restates the financial information of its subsidiaries that operate in inflationary economic environments using the consumer price index of each country.

The operations of the Company are classified as follows considering the cumulative inflation of the three preceding years of 2011. The following classification was also applied for the 2010 period:

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	Inflation Rate		Cumulative Inflation		Type of Economy
	2011	2010	2009	2010-2008	
Mexico	3.8%	4.4%	3.6%	15.2%	Non-Inflationary
Guatemala	6.2%	5.4%	(0.3)%	15.0%	Non-Inflationary
Colombia	3.7%	3.2%	2.0%	13.3%	Non-Inflationary
Brazil	6.5%	5.9%	4.1%	17.4%	Non-Inflationary
Panama	6.3%	4.9%	1.9%	14.1%	Non-Inflationary
Euro Zone	2.7%	2.2%	0.9%	4.3%	Non-Inflationary
Argentina	9.5%	10.9%	7.7%	28.1%	Inflationary
Venezuela	27.6%	27.2%	25.1%	108.2%	Inflationary
Nicaragua ⁽¹⁾	7.6%	9.2%	0.9%	25.4%	Inflationary
Costa Rica ⁽¹⁾	4.7%	5.8%	4.0%	25.4%	Inflationary

(1) Costa Rica and Nicaragua have been considered inflationary economies in 2009, 2010 and 2011. While the cumulative inflation for 2008-2010 was less than 26%, inflationary trends in these countries continue to support this classification.

b) Cash and Cash Equivalents and Investments:*Cash and Cash Equivalents:*

Cash is measured at nominal value and consists of non-interest bearing bank deposits and restricted cash. Cash equivalents consisting principally of short-term bank deposits and fixed-rate investments with original maturities of three months or less are recorded at its acquisition cost plus accrued interest income not yet received, which is similar to listed market prices.

	2011	2010
Mexican pesos	Ps. 7,642	Ps. 11,207
U.S. dollars	13,752	12,652
Brazilian reais	1,745	1,792
Euros	785	531
Venezuelan bolivars	1,668	460
Colombian pesos	471	213
Argentine pesos	131	153
Others	135	89
	Ps. 26,329	Ps. 27,097

As of December 31, 2011 and 2010, the Company has restricted cash which is pledged as collateral of accounts payable in different currencies as follows:

	2011	2010
Venezuelan bolivars	Ps. 324	Ps. 143
Argentine pesos		2
Brazilian reais	164	249
	Ps. 488	Ps. 394

As of December 31, 2011 and 2010, cash equivalents amounted to Ps. 17,908 and Ps. 19,770, respectively.

Investments:

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Investments consist of debt securities and bank deposits with maturities more than three months. Management determines the appropriate classification of investments of the time of purchase and reevaluates such designation as of each balance date. As of December 31, 2011 and 2010 investments are classified as available-for-sale and held-to maturity.

Available-for-sale investments are carried at fair value, with the unrealized gains and losses, net of tax, reported in other comprehensive income. Interest and dividends on investments classified as available-for-sale are included in interest income. The fair values of the investments are readily available based on quoted market prices.

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Held-to maturity investments are those that the Company has the positive intent and ability to hold to maturity, and are carried at acquisition cost which includes any cost of purchase and premium or discount related to the investment which is amortized over the life of the investment based on its outstanding balance. Interest and dividends on investments classified as held-to maturity are included in interest income. The carrying value of Held-to maturity investments is similar to its fair value. The following is a detail of available-for-sale and held-to maturity investments.

*Available-for-Sale***Debt Securities**

	2011	2010
Acquisition cost	Ps. 326	Ps. 66
Unrealized gross gain	4	
Fair value	Ps. 330	Ps. 66

*Held-to Maturity ⁽¹⁾***Bank Deposits**

Acquisition cost	Ps. 993	Ps.
Accrued interest	6	
Amortized cost	Ps. 999	Ps.
Total investments	Ps. 1,329	Ps. 66

(1) Investments contracted in euros at a fixed interest rate and maturing on April 2, 2012.

c) Accounts Receivable:

Accounts receivable representing exigible rights arising from sales, services and loans to employees or any other similar concept, are measured at their realizable value and are presented net of discounts and allowance for doubtful accounts.

Allowance for doubtful accounts is based on an evaluation of the aging of the receivable portfolio and the economic situation of the Company's clients, as well as the Company's historical loss rate on receivables and the economic environment in which the Company operates. The carrying value of accounts receivable approximates its fair value as of both December 31, 2011 and 2010.

Coca-Cola FEMSA has accounts receivable from The Coca-Cola Company arising from the latter's participation in advertising and promotional programs and investment in refrigeration equipment and returnable bottles made by Coca-Cola FEMSA (see Note 4 L).

d) Inventories and Cost of Sales:

Inventories are measured at the lower of cost or net realizable value.

The cost of inventories is based on the weighted average cost formula and the operating segments of the Company use inventory costing methodologies to value their inventories, such as the standard cost method in Coca-Cola FEMSA and retail method in FEMSA Comercio.

Cost of sales based on average cost is determined based on the average amount of the inventories at the time of sale. Cost of sales includes expenses related to raw materials used in the production process, labor cost (wages and other benefits), depreciation of production facilities, equipment and other costs such as fuel, electricity, breakage of returnable bottles in the production process, equipment maintenance, inspection and plant transfer costs.

e) Other Current Assets:

Other current assets are comprised of payments for goods and services whose inherent risks and benefits have not been transferred to the Company and that will be received over the next 12 months, the fair market value of derivative financial instruments with maturity dates of less than one year (see Note 4 U), and long-lived assets available for sale that will be sold within the following year.

Prepaid expenses principally consist of advances to suppliers of raw materials, advertising, promotional, leasing and insurance expenses, and are recognized in the appropriate balance sheet or income statement caption when the risks and benefits have already been transferred to the Company and/or goods, services or benefits are received.

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Advertising costs consist of television and radio advertising airtime paid in advance, and is generally amortized over a 12-month period based on the transmission of the television and radio spots. The related production costs are recognized in income from operations the first time the advertising is broadcasted.

Promotional expenses are recognized as incurred, except for those promotional costs related to the launching of new products or presentations before they are on the market. These costs are recorded as prepaid expenses and amortized over the period during which they are estimated to increase sales of the related products or container presentations to normal operating levels, which is generally no longer than one year.

The long-lived assets available-for-sale are recorded at the lower of cost or net realizable value. Long-lived assets are subject to impairment tests (see Note 8).

f) Capitalization of Comprehensive Financing Result:

Comprehensive financing result directly attributable to qualifying assets has to be capitalized as part of acquisition cost, except for interest income obtained from temporary investments while the entity is waiting to invest in the qualifying asset. Comprehensive financing result of long-term financing clearly linked to qualifying assets is capitalized directly. When comprehensive financing result of direct or indirect financing is not clearly linked to qualifying assets, the Company capitalizes the proportional comprehensive financing result attributable to those qualifying assets by the weighted average interest rate of each business, including the effects of derivative financial instruments related to that financing.

g) Investments in Shares:

Investments in shares of associated companies where the Company holds 10% or more of a public company, 25% or more of a non-public company, or exercises significant influence according to NIF C-7 (see Note 2 J), are initially recorded at their acquisition cost as of acquisition date and are subsequently accounted for by the equity method. In order to apply the equity method from associates, the Company uses the investee's financial statements for the same period as the Company's consolidated financial statements and converts them to Mexican FRS if the investee reports financial information in a different GAAP. Equity method income from associates is presented in the consolidated income statements as part of the income from continuing operations.

Goodwill identified at the investment's acquisition date is presented as part of the investment of shares of an associate in the consolidated balance sheet.

On May 1, 2010, the Company started to account for its 20% interest in Heineken Group under the equity method (see Notes 5 B and 9). Heineken is an international company which prepares its information based on International Financial Reporting Standards (IFRS). The Company has analyzed differences between Mexican FRS and IFRS to reconcile Heineken's net controlling interest income and comprehensive income as required by NIF C-7, in order to estimate the impact on its figures.

Investments in affiliated companies in which the Company does not have significant influence are recorded at acquisition cost and restated using the consumer price index if that entity operates in an inflationary economic environment.

h) Property, Plant and Equipment:

Property, plant and equipment are initially recorded at their cost of acquisition and/or construction. The comprehensive financing result related to the acquisition or construction of qualifying asset is capitalized as part of the cost of that asset. Major maintenance costs are capitalized as part of total acquisition cost. Routine maintenance and repair costs are expensed as incurred. Property, plant and equipment also may include costs of dismantling and removing the items and restoring the site on which they are located. In 2011 Returnable bottles are also part of property, plant and equipment and 2010 has been also aggregated to conform this presentation.

Investments in fixed assets in progress consist of property, plant and equipment not yet in service, in other words, that are not yet used for the purpose that they were bought, built or developed. The Company expects to complete those investments during the following 12 months.

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Depreciation is computed using the straight-line method over acquisition cost, reduced by their residual values. Where an item of property, plant and equipment comprises major components having different useful lives, they are accounted and depreciated for as separate items (major components) of property, plant and equipment. The Company estimates depreciation rates, considering the estimated useful lives of the assets, which along with residual value is reviewed, and modified if appropriate, at each financial year-end.

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The estimated useful lives of the Company's principal assets are as follows:

	Years
Buildings	40-50
Machinery	12-20
Distribution equipment	10-12
Refrigeration equipment	5-7
Returnable bottles	1.5-4
Information technology equipment	3-5

Returnable and Non-Returnable Bottles:

The Company has two types of bottles: returnable and non-returnable.

Non returnable: Are recorded in the results of operations at the time of product sale.

Returnable: Are classified as long-lived assets as a component of property, plant and equipment.

Returnable bottles are recorded at acquisition cost, and for countries with inflationary economy they are restated by applying inflation factors as of the balance sheet date, according to NIF B-10.

There are two types of returnable bottles:

Those that are in the Company's control within its facilities, plants and distribution centers; and

Those that have been placed in the hands of customers, but still belong to the Company.

Depreciation of returnable bottles is computed using the straight-line method over acquisition cost. The Company estimates depreciation rates considering their estimated useful lives.

Returnable bottles that have been placed in the hands of customers are subject to an agreement with a retailer pursuant to which the Company retains ownership. These bottles are monitored by sales personnel during periodic visits to retailers and the Company has the right to charge any breakage identified to the retailer. Bottles that are not subject to such agreements are expensed when placed in the hands of retailers.

The Company's returnable bottles in the market and for which a deposit from customers has been received are presented net of such deposits, and the difference between the cost of these assets and the deposits received is depreciated according to their useful lives.

Leasing Contracts:

The Company leases assets such as property, land, and transportation, machinery and computer equipments.

Leases are capitalized if: i) the contract transfers ownership of the leased asset to the lessee at the end of the lease, ii) the contract contains an option to purchase the asset at a bargain purchase price, iii) the lease period is substantially equal to the remaining useful life of the leased asset or iv) the present value of future minimum payments at the inception of the lease is substantially equal to the market value of the leased asset, net of any residual value.

When the inherent risks and benefits of a leased asset remains substantially with the lessor, leases are classified as operating and rent is charged to results of operations as incurred.

i) Other Assets:

Other assets represent payments whose benefits will be received in future years and mainly consist of the following:

Agreements with customers for the right to sell and promote the Company's products during certain periods of time, which are considered monetary assets and amortized under the straight-line method over the life of the contract.

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The amortization is recorded reducing net sales, which during years ended December 31, 2011, 2010 and 2009, amounted to Ps. 803, Ps. 553 and Ps. 604, respectively.

Leasehold improvements are amortized using the straight-line method, over the shorter of the useful life of the assets and the period of the lease. The amortization of leasehold improvements as of December 31, 2011, 2010 and 2009 were Ps. 590, Ps. 518 and Ps. 471, respectively.

j) Intangible Assets:

Intangible assets represent payments whose benefits will be received in future years. These assets are classified as either intangible assets with a finite useful life or intangible assets with an indefinite useful life, in accordance with the period over which the Company is expected to receive the benefits.

Intangible assets with finite useful lives are amortized and mainly consist of:

Information technology and management systems costs incurred during the development stage which are currently in use. Such amounts were capitalized and then amortized using the straight-line method over the useful life of those assets. Expenses that do not fulfill the requirements for capitalization are expensed as incurred.

Other computer systems cost in the development stage, not yet in use. Such amounts are capitalized as they are expected to add value such as income or cost savings in the future. Such amounts will be amortized on a straight-line basis over their estimated useful life after they are placed in service.

Long-term alcohol licenses are amortized using the straight-line method, and are presented as part of intangible assets of finite useful life.

Intangible assets with indefinite lives are not amortized and are subject to annual impairment tests or more frequently if necessary. These assets are recorded in the functional currency of the subsidiary in which the investment was made and are subsequently translated into Mexican pesos applying the closing rate of each period. Where inflationary accounting is applied, the intangible assets are restated applying inflation factors of the country of origin and then translated into Mexican pesos at the year-end exchange rate. The Company's intangible assets with indefinite lives mainly consist of rights to produce and distribute Coca-Cola trademark products in the territories acquired. These rights are contained in agreements that are standard contracts that The Coca-Cola Company has with its bottlers.

There are seven bottler agreements for Coca-Cola FEMSA's territories in Mexico; two expire in June 2013, two expire in May 2015 and additionally three contracts that arose from the merger with Grupo Tampico and CIMSA, expire in September 2014, April and July 2016. The bottler agreement for Argentina expires in September 2014, for Brazil expires in April 2014, in Colombia in June 2014, in Venezuela in August 2016, in Guatemala in March 2015, in Costa Rica in September 2017, in Nicaragua in May 2016 and in Panama in November 2014. All of the Company's bottler agreements are automatically renewable for ten-year terms, subject to the right of each party to decide not to renew any of these agreements. In addition, these agreements generally may be terminated in the case of material breach. Termination would prevent Coca-Cola FEMSA from selling Coca-Cola trademark beverages in the affected territory and would have an adverse effect on its business, financial conditions, results from operations and prospects.

Goodwill represents the excess of the acquisition cost over the fair value in identifiable net assets on the acquisition date. It equates to synergies both existing in the acquired operations and those further expected to be realized upon integration. Goodwill is recognized separately and is carried at cost, less accumulated impairment losses.

k) Impairment of Investments in Shares, Long-Lived Assets and Goodwill:

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The Company reviews the carrying value of its long-lived assets and goodwill for impairment and determines whether impairment exists, by comparing the book value of the assets with its fair value which is calculated using recognized methodologies. In case of impairment, the Company records the resulting fair value.

For depreciable and amortizable long-lived assets, such as property, plant and equipment and certain other definite long lived assets, the Company performs tests for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be recoverable through their expected future cash flows.

For indefinite life intangible assets, such as distribution rights and trademarks, the Company tests for impairment on an annual basis and whenever certain circumstances indicate that the carrying amount of those intangible assets exceeds its implied fair value calculated using recognized methodologies consistent with them.

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For goodwill, the Company tests for impairment on an annual basis and whenever certain circumstances indicate that the carrying amount of the reporting unit might exceed its implied fair value.

For investments in shares, including its goodwill, the Company performs impairment tests whenever certain events or changes in circumstances indicate that the carrying amount may exceed fair value. When the events or circumstances are considered by the Company as an evidence of impairment that is other than temporary, a loss in value is recognized. Impairment charges regarding long-lived assets and goodwill are recognized in other expenses and charges regarding investments in shares are recognized as a decrease in the equity income method of the period.

Impairments regarding amortizable and indefinite life intangible assets are presented in Note 11. No impairment was recognized regarding to depreciable long-lived assets, goodwill nor investments in shares.

l) Payments from The Coca-Cola Company:

The Coca-Cola Company participates in certain advertising and promotional programs as well as in Coca-Cola FEMSA's refrigeration equipment and returnable bottles investment program. The contributions received for advertising and promotional incentives are included as a reduction of selling expenses. The contributions received for the refrigeration equipment and returnable bottles investment program are recorded as a reduction of the investment in refrigeration equipment and returnable bottles. Total contributions received were Ps. 2,561, Ps. 2,386 and Ps. 1,945 during the years ended December 31, 2011, 2010 and 2009, respectively.

m) Employee Benefits:

Employee benefits include obligations for pension and retirement plans, seniority premiums, postretirement medical services and severance indemnity liabilities other than restructuring, all based on actuarial calculations, using the projected unit credit method. Costs related to compensated absences, such as vacations and vacation premiums, are recognized on an accrual basis.

Employee benefits are considered to be non-monetary and are determined using long-term assumptions. The yearly cost of employee benefits is charged to income from operations and labor cost of past services is recorded as expenses over the remaining working life period of the employees.

Certain subsidiaries of the Company have established funds for the payment of pension benefits, seniority premiums and postretirement medical services through irrevocable trusts of which the employees are named as beneficiaries.

n) Contingencies:

The Company recognizes a liability for a loss when it is probable that certain effects related to past events, would materialize and could be reasonably estimated. These events and its financial impact are disclosed as loss contingencies in the consolidated financial statements and include penalties, interests and any other charge related to contingencies. The Company does not recognize an asset for a gain contingency unless it is certain that will be collected.

o) Commitments:

The Company discloses all its commitments regarding material long-lived assets acquisitions, and all contractual obligations (see Note 24 F).

p) Revenue Recognition:

Revenue is recognized in accordance with stated shipping terms, as follows:

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For Coca-Cola FEMSA sales of products are recognized as revenue upon delivery to the customer and once the customer has taken ownership of the goods. Net sales reflect units delivered at list prices reduced by promotional allowances, discounts and the amortization of the agreements with customers to obtain the rights to sell and promote the products of Coca-Cola FEMSA; and

For FEMSA Comercio retail sales, net revenues are recognized when the product is delivered to customers, and customers take possession of products.

During 2007 and 2008, Coca-Cola FEMSA sold certain of its private label brands to The Coca-Cola Company. Proceeds received from The Coca-Cola Company were initially deferred and are being amortized against the related costs of future product sales over the estimated period of such sales. The balance of unearned revenues as of December 31, 2011 and 2010 amounted to Ps. 302 and Ps. 547, respectively. The short-term portions of such amounts which are presented as other current liabilities, amounted Ps. 197 and Ps. 276 at December 31, 2011 and 2010, respectively.

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q) Operating Expenses:

Operating expenses are comprised of administrative and selling expenses. Administrative expenses include labor costs (salaries and other benefits) of employees not directly involved in the sale of the Company's products, as well as professional service fees, depreciation of office facilities and amortization of capitalized information technology system implementation costs.

Selling expenses include:

Distribution: labor costs (salaries and other benefits); outbound freight costs, warehousing costs of finished products, breakage of returnable bottles in the distribution process, depreciation and maintenance of trucks and other distribution facilities and equipment. For the years ended December 31, 2011, 2010 and 2009, these distribution costs amounted to Ps. 15,125, Ps. 12,774 and Ps. 13,395, respectively;

Sales: labor costs (salaries and other benefits) and sales commissions paid to sales personnel; and

Marketing: labor costs (salaries and other benefits), promotional expenses and advertising costs.

r) Other Expenses:

Other expenses include Employee Profit Sharing (PTU), gains or losses on disposals of long-lived assets, impairment of long-lived assets, contingencies reserves as well as their subsequent interest and penalties, severance payments derived from restructuring programs and all other non-recurring expenses related to activities different from the main activities of the Company that are not recognized as part of the comprehensive financing result.

PTU is applicable to Mexico and Venezuela. In Mexico, employee profit sharing is computed at the rate of 10% of the individual company taxable income, except for considering cumulative dividends received from resident legal persons in Mexico, depreciation of historical rather restated values, foreign exchange gains and losses, which are not included until the asset is disposed of or the liability is due and other effects of inflation are also excluded. In Venezuela, employee profit sharing is computed at a rate equivalent to 15% of after tax income, and it is no more than four months of salary.

According to the assets and liabilities method described in NIF D-4 Income Taxes, the Company does not expect relevant deferred items to materialize. As a result, the Company has not recognized deferred employee profit sharing as of either December 31, 2011, 2010 or 2009.

Severance indemnities resulting from a restructuring program and associated with an ongoing benefit arrangement are charged to other expenses on the date when the Company has made the decision to dismiss personnel under a formal program or for specific causes.

s) Income Taxes:

Income tax is charged to results as incurred, as are deferred income taxes. For purposes of recognizing the effects of deferred income taxes in the consolidated financial statements, the Company utilizes both retrospective and prospective analysis over the medium term when more than one tax regime exists per jurisdiction and recognizes the amount based on the tax regime it expects to be subject to, in the future. Deferred income taxes assets and liabilities are recognized for temporary differences resulting from comparing the book and tax values of assets and liabilities plus any future benefits from tax loss carryforwards. Deferred income tax assets are reduced by any benefits for which it is more likely than not that they are not realizable.

The balance of deferred taxes is comprised of monetary and non-monetary items, based on the temporary differences from which it is derived. Deferred taxes are classified as a long-term asset or liability, regardless of when the temporary differences are expected to reverse.

The Company determines deferred taxes for temporary differences of its permanent investments.

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The deferred tax provision to be included in the income statement is determined by comparing the deferred tax balance at the end of the year to the balance at the beginning of the year, excluding from both balances any temporary differences that are recorded directly in stockholders equity. The deferred taxes related to such temporary differences are recorded in the same stockholders equity account that gave rise to them.

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t) Comprehensive Financing Result:

Comprehensive financing result includes interest, foreign exchange gain and losses, market value gain or loss on ineffective portion of derivative financial instruments and gain or loss on monetary position, except for those amounts capitalized and those that are recognized as part of the cumulative comprehensive income (loss). The components of the Comprehensive Financing Result are described as follows:

Interest: Interest income and expenses are recorded when earned or incurred, respectively, except for interest capitalized on the financing of long-term assets;

Foreign Exchange Gains and Losses: Transactions in foreign currencies are recorded in local currencies using the exchange rate applicable on the date they occur. Assets and liabilities in foreign currencies are adjusted to the year-end exchange rate, recording the resulting foreign exchange gain or loss directly in the income statement, except for the foreign exchange gain or loss from the intercompany financing foreign currency denominated balances that are considered to be of a long-term investment nature and the foreign exchange gain or loss from the financing of long-term assets (see Note 3);

Gain or Loss on Monetary Position: The gain or loss on monetary position results from the changes in the general price level of monetary accounts of those subsidiaries that operate in inflationary environments (see Note 4 A), which is determined by applying inflation factors of the country of origin to the net monetary position at the beginning of each month and excluding the intercompany financing in foreign currency that is considered as long-term investment because of its nature (see Note 3), as well as the gain or loss on monetary position from long-term liabilities to finance long-term assets, and

Market Value Gain or Loss on Ineffective Portion of Derivative Financial Instruments: Represents the net change in the fair value of the ineffective portion of derivative financial instruments, the net change in the fair value of those derivative financial instruments that do not meet hedging criteria for accounting purposes; and the net change in the fair value of embedded derivative financial instruments.

u) Derivative Financial Instruments:

The Company is exposed to different risks related to cash flows, liquidity, market and credit. As a result the Company contracts in different derivative financial instruments in order to reduce its exposure to the risk of exchange rate fluctuations between the Mexican peso and other currencies, the risk of exchange rate and interest rate fluctuations associated with its borrowings denominated in foreign currencies and the exposure to the risk of fluctuation in the costs of certain raw materials.

The Company values and records all derivative financial instruments and hedging activities, including certain derivative financial instruments embedded in other contracts, in the balance sheet as either an asset or liability measured at fair value, considering quoted prices in recognized markets. If such instruments are not traded in a formal market, fair value is determined by applying techniques based upon technical models supported by sufficient, reliable and verifiable market data, recognized in the financial sector. Changes in the fair value of derivative financial instruments are recorded each year in current earnings or as a component of cumulative other comprehensive income (loss), based on the item being hedged and the ineffectiveness of the hedge.

As of December 31, 2011 and 2010, the balance in other current assets of derivative financial instruments was Ps. 511 and Ps. 24 (see Note 8), and in other assets Ps. 850 and Ps. 708 (see Note 12), respectively. The Company recognized liabilities regarding derivative financial instruments in other current liabilities of Ps. 69 and Ps. 41 (see Note 24 A), as of the end of December 31, 2011 and 2010, respectively, and other liabilities of Ps. 565 and Ps. 653 (see Note 24 B) for the same periods.

The Company designates its financial instruments as cash flows hedges at the inception of the hedging relationship when transactions meet all hedging accounting requirements. For cash flows hedges, the effective portion is recognized temporarily in cumulative other comprehensive income (loss) within stockholders' equity and subsequently reclassified to current earnings at the same time the hedged item is recorded in earnings. When derivative financial instruments do not meet all of the accounting requirements for hedging purposes, the change in fair value is immediately recognized in net income. For fair value hedges, the changes in the fair value are recorded in the consolidated results in the period the change occurs as part of the market value gain or loss on ineffective portion of derivative financial instruments.

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The Company identifies embedded derivatives that should be segregated from the host contract for purposes of valuation and recognition. When an embedded derivative is identified and the host contract has not been stated at fair value, the embedded derivative is segregated from the host contract, stated at fair value and is classified as trading. Changes in the fair value of the embedded derivatives at the closing of each period are recognized in the consolidated results.

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The cumulative other comprehensive income represents the period net income as described in NIF B-3 Income Statement, plus the cumulative translation adjustment resulted from translation of foreign subsidiaries and associates to Mexican pesos and the effect of unrealized gain/loss on cash flows hedges from derivative financial instruments.

	2011	2010
Unrealized gain on cash flows hedges	Ps. 367	Ps. 140
Cumulative translation adjustment	5,463	6
	Ps. 5,830	Ps. 146

The changes in the cumulative translation adjustment (CTA) were as follows:

	2011	2010	2009
Initial balance	Ps. 6	Ps. 2,894	Ps. (826)
Recycling of CTA from FEMSA Cerveza business (see Note 5 B)		(1,418)	
Gain (loss) translation effect	5,436	(3,031)	2,183
Foreign exchange effect from intercompany long-term loans	21	1,561	1,537
Ending balance	Ps. 5,463	Ps. 6	Ps. 2,894

The changes in the deferred income tax from the cumulative translation adjustment amounted to a provision of Ps. 2,779 and a credit of Ps. 352 for the years ended December 2011 and 2010, respectively (see Note 23 C).

w) Provisions:

Provisions are recognized for obligations that result from a past event that will probably result in the use of economic resources and that can be reasonably estimated. Such provisions are recorded at net present values when the effect of the discount is significant. The Company has recognized provisions regarding contingencies and vacations in the consolidated financial statements.

x) Issuances of Subsidiary Stock:

The Company recognizes issuances of a subsidiary's stock as a capital transaction. The difference between the book value of the shares issued and the amount contributed by the non-controlling interest holder or a third party is recorded as additional paid-in capital.

y) Earnings per Share:

Earnings per share are determined by dividing net controlling interest income by the average weighted number of shares outstanding during the period.

Earnings per share before discontinued operations are calculated by dividing consolidated net income before discontinued operations by the average weighted number of shares outstanding during the period.

Earnings per share from discontinued operations are calculated by dividing net income from discontinued operations plus income from the exchange of shares with Heineken, net of taxes, by the average weighted number of shares outstanding during the period.

z) Information by Segment:

The analytical information by segment is presented considering the business units (Subholding Companies as defined in Note 1) and geographic areas in which the Company operates, which is consistent with the internal reporting presented to the Chief Operating Decision Maker, which is considered to be the main authority of the entity. A segment is a component of the Company that engages in business activities from which it earns or is in the process of obtaining revenues, and incurs in the

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related costs and expenses, including revenues and costs and expenses that relate to transactions with any of Company's other components. All segments' operating results are reviewed regularly by the Chief Operating Decision Maker to make decisions about resources to be allocated to the segment and to assess its performance, and for which financial information is available.

The main indicators used by the Chief Operating Decision Maker to evaluate performance of the Company in each segment are its income from operations and cash flow from operations before changes in working capital and provisions, which the Company defined as the result of subtracting cost of sales and operating expenses from total revenues and income from operations plus depreciation and amortization, respectively. Inter-segment transfers or transactions are entered and presented into under accounting policies of each segment which are the same to those applied by the Company. Intercompany operations are eliminated and presented within the consolidation adjustment column included in the table in Note 25. Unallocated results items comprise other expenses, net and other net finance expenses (see Note 25).

aa) Business Combinations:

Business combinations are accounted for using the acquisition method of accounting which includes an allocation of the estimated fair value of the purchase price to the net assets acquired. Once the purchase price has been allocated, the Company measures its goodwill, as the fair value of the consideration transferred including any contingent consideration less the net recognized amount of the identifiable assets acquired and liabilities assumed.

The valuation of the identifiable assets, in particular intangible assets related distribution rights, requires the Company to make significant assumptions, and also require judgments and estimates. A change in any of these estimates or judgments could change the amount of the purchase price to be allocated to the particular asset or liability and goodwill could be affected by these changes.

Cost related to the acquisition, other than those associated with the issue of debt or equity securities, that the Company incurs in connection with the business combination are expensed as incurred as part of the administrative expenses.

Note 5. Acquisitions and Disposals**a) Acquisitions:**

Coca-Cola FEMSA made certain business acquisitions that were recorded using the purchase method. The results of the acquired operations have been included in the consolidated financial statements since Coca-Cola FEMSA obtained control of acquired businesses as disclosed below. Therefore, the consolidated income statements and the consolidated balance sheets in the years of such acquisitions are not comparable with previous periods. The consolidated cash flows for the years ended December 31, 2011 and 2009 show the acquired operations net of the cash related to those acquisitions. In 2010 the Company did not have any significant business combinations.

- i) On October 10, 2011, Coca-Cola FEMSA completed the acquisition of 100% of Administradora de Acciones del Noreste, S.A. de C.V. (Grupo Tampico) a bottler of Coca-Cola trademark products in the states of Tamaulipas, San Luis Potosí and Veracruz; as well as in parts of the states of Hidalgo, Puebla and Queretaro. This acquisition was made so as to reinforce the Coca-Cola FEMSA's leadership position in Mexico and Latin America. The transaction involved: (i) the issuance of 63,500,000 shares of previously unissued Coca-Cola FEMSA L shares, and (ii) the assumption of certain debt of Ps. 2,436, in exchange for 100% share ownership of Grupo Tampico, which was accomplished through a merger. The total purchase price was Ps. 10,264 based on a share price of 123.27 per share on October 10, 2011. Transaction related costs of Ps. 20 were expensed by the Coca-Cola FEMSA as incurred as required by Mexican FRS, and recorded as a component of administrative expenses in the accompanying consolidated statements of income. Grupo Tampico was included in operating results from October, 2011.

The Coca-Cola FEMSA's estimate of fair value of the Grupo Tampico's net assets acquired is as follows:

Total current assets, including cash acquired of Ps. 22	Ps. 461
Total non-current assets	2,529
Distribution rights	5,499

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Goodwill	2,579
Total assets	11,068
Debt	(2,436)
Other liabilities	(804)
Total liabilities	(3,240)
Net assets acquired	7,828
Consideration transferred through issuance of shares	Ps. 7,828
Debt paid by Coca-Cola FEMSA	2,436
Total purchase price	10,264

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The condensed income statement of Grupo Tampico for the period from October 10 to December 31, 2011 is as follows:

Income Statement	
Total revenues	Ps. 1,056
Income from operations	117
Income before taxes	43
Net income	Ps. 31

- ii) On December 9, 2011, Coca-Cola FEMSA completed the acquisition of 100% of Corporación de los Angeles, S.A. de C.V. (Grupo CIMSA), a bottler of Coca-Cola trademark products, which operates mainly in the states of Morelos and Mexico, as well as in parts of the states of Guerrero and Michoacan, Mexico. This acquisition was also made so as to reinforce the Coca-Cola FEMSA's leadership position in Mexico and Latin America. The transaction involved the issuance of 75,423,728 shares of previously unissued Coca-Cola FEMSA L shares along with the cash payment prior to closing of Ps. 2,100 in exchange for 100% share ownership of Grupo CIMSA, which was accomplished through a merger. The total purchase price was Ps. 11,117 based on a share price of Ps. 119.55 per share on December 9, 2011. Transaction related costs of Ps. 24 were expensed by the Coca-Cola FEMSA as incurred as required by Mexican FRS, and recorded as a component of administrative expenses in the accompanying consolidated statements of income. Grupo CIMSA was included in operating results from December 2011.

Coca-Cola FEMSA, preliminary estimate of fair value of the Grupo CIMSA's net assets acquired is as follows:

Total current assets, including cash acquired of Ps. 188	Ps. 737
Total non-current assets	2,802
Distribution rights	6,228
Goodwill	1,936
Total assets	11,703
Total liabilities	(586)
Net assets acquired	11,117
Consideration transferred through issuance of shares	Ps. 9,017
Cash paid by Coca-Cola FEMSA	2,100
Total purchase price	11,117

Coca-Cola FEMSA's purchase price allocation is preliminary in nature in that its estimation of the fair value of property and equipment and distribution rights is pending receipt of final valuation reports by a third-party valuation experts. To date, only draft reports have been received.

The condensed income statement of Grupo CIMSA for the period from December 12, to December 31, 2011 is as follows:

Total revenues	Ps. 429
Income from operations	60
Income before taxes	32

Net income

Ps. 23

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- iii) On February 27, 2009, Coca-Cola FEMSA, along with The Coca-Cola Company, completed the acquisition of certain assets of the Brisa bottled water business in Colombia. This acquisition was made so as to strengthen Coca-Cola FEMSA's position in the local water business in Colombia. The Brisa bottled water business was previously owned by a subsidiary of SABMiller. Terms of the transaction called for an initial purchase price of \$92, of which \$46 was paid by Coca-Cola FEMSA and \$46 by The Coca-Cola Company. The Brisa brand and certain other intangible assets were acquired by The Coca-Cola Company, while production related property and equipment and inventory was acquired by Coca-Cola FEMSA. Coca-Cola FEMSA also acquired the distribution rights over Brisa products in its Colombian territory. In addition to the initial purchase price, contingent purchase consideration also existed related to the net revenues of the Brisa bottled water business subsequent to the acquisition. The total purchase price incurred by Coca-Cola FEMSA was Ps. 730, consisting of Ps. 717 in cash payments, and accrued liabilities of Ps. 13. Transaction related costs were expensed by Coca-Cola FEMSA as incurred, as required by Mexican FRS. Following a transition period, Brisa was included in Coca-Cola FEMSA's operating results beginning June 1, 2009.

The estimated fair value of Brisa's net assets acquired by Coca-Cola FEMSA is as follows:

Production related property and equipment, at fair value	Ps. 95
Distribution rights, at fair value, with an indefinite life	635
Net assets acquired / purchase price	Ps. 730

Brisa's results operation for the period from the acquisition through December 31, 2009 were not material to our consolidated results of operations.

- iv) Unaudited Pro Forma Financial Data.

The following unaudited consolidated pro forma financial data represent the Company's historical financial statements, adjusted to give effect to (i) the acquisitions of Grupo Tampico and Grupo CIMSA mentioned in the preceding paragraphs; and (ii) certain accounting adjustments mainly related to the pro forma depreciation of fixed assets of the acquired companies.

The unaudited pro forma adjustments assume that the acquisitions were made at the beginning of the year immediately preceding the year of acquisition, and are based upon available information and other assumptions that management considers reasonable. The pro forma financial information data does not purport to represent what the effect on the Company's consolidated operations would have been for each year, had the transactions in fact occurred on January 1, 2010, nor are they intended to predict the Company's future results of operations.

	FEMSA unaudited pro forma consolidated results for the years ended December 31,	
	2011	2010
Total revenues	Ps. 212,264	Ps. 177,857
Income before income taxes	29,296	24,268
Consolidated net income before discontinued operations	21,319	18,389
Net controlling interest income before discontinued operations per share		
Series B	0.77	0.66
Net controlling interest income before discontinued operations per share		
Series D	0.96	0.82

b) Disposals:

- i)

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On April 30, 2010 FEMSA exchanged 100% of FEMSA Cerveza, the beer business unit, for 20% economic interest in Heineken. Under the terms of the agreement, FEMSA exchanged its beer business and received 43,018,320 shares of Heineken Holding N.V., and 72,182,203 shares of Heineken N.V., of which 29,172,504 will be delivered pursuant to an allotted share delivery instrument (ASDI). Those shares are considered in substance common stock due to its similarity to common stock, such as rights to receive the same dividends as any other share. Under the ASDI, it was expected that the allotted shares would be acquired by Heineken in the secondary market for delivery to FEMSA over a term not to exceed five years. As of December 31, 2011, the process of delivery of all shares has been completed (and 10,240,553 shares had been delivered to the Company as of December 31, 2010) (see Note 9).

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The total transaction was valued approximately at \$7,347, including assumed debt of \$2,100, based on shares closing prices of 35.18 for Heineken N.V., and 30.82 for Heineken Holding N.V. on April 30, 2010. The Company recorded a net gain after taxes that amounted to Ps. 26,623 which is the difference between the fair value of the consideration received and the book value of FEMSA Cerveza as of April 30, 2010; a deferred income tax of Ps. 10,379 (see Income from the exchange of shares with Heineken, net of taxes in the consolidated income statements and Note 23 C), and recycling Ps. 525 (see consolidated statements of changes in stockholders' equity) from other comprehensive income which are integrated of Ps. 1,418 accounted as a gain of cumulative translation adjustment and Ps. 893 as a mark to market loss on derivatives in cumulative comprehensive loss. Additionally, the Company maintained a loss contingency of Ps. 560 as of December 31, 2010, regarding the indemnification accorded with Heineken over FEMSA Cerveza prior tax contingencies. This contingency amounted to Ps. 445 as of December 31, 2011 and Ps. 113 has been reclassified to other current liabilities (see Note 24 B).

As of the date of the exchange, the Company lost control over FEMSA Cerveza and stopped consolidating its financial information and accounted for the 20% economic interest of Heineken acquired by the purchase method as established in NIF C-7 Investments in Associates and Other Permanent Investments. Subsequently, this investment in shares has been accounted for by the equity method, because of the Company's significant influence.

After purchase price adjustments, the Company identified intangible assets of indefinite and finite life brands and goodwill that amounted to 15,274 million and 1,200 million respectively and increased certain operating assets and liabilities to fair value, which are presented as part of the investment in shares of Heineken within the consolidated financial statement.

The fair values of the proportional assets acquired and liabilities assumed as part of this transaction are as follows:

In millions of euros	Heineken Figures at Fair Value	Fair Value of Proportional Net Assets Acquired by FEMSA (20%)
ASSETS		
Property, plant and equipment	8,506	1,701
Intangible assets	15,274	3,055
Other assets	4,025	805
Total non-current assets	27,805	5,561
Inventories	1,579	316
Trade and other receivable	3,240	648
Other assets	1,000	200
Total current assets	5,819	1,164
Total assets	33,624	6,725
LIABILITIES		
Loans and borrowings	9,551	1,910
Employee benefits	1,335	267
Deferred tax liabilities	2,437	487
Other non-current liabilities	736	147
Total non-current liabilities	14,059	2,811
Trade and other payables	5,019	1,004
Other current liabilities	1,221	244
Total current liabilities	6,240	1,248
Total liabilities	20,299	4,059
Net assets acquired	13,325	2,666
Goodwill identified in the acquisition		1,200
Total purchase price		3,866

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Summarized consolidated balance sheet and income statements of FEMSA Cerveza are presented as follows as of:

	April 30, 2010
Consolidated Balance Sheet	
Current assets	Ps.13,770
Property, plant and equipment	26,356
Intangible assets and goodwill	18,828
Other assets	11,457
Total assets	70,411
Current liabilities	14,039
Long term liabilities	27,586
Total liabilities	41,625
Total stockholders' equity:	
Controlling interest	27,417
Non-controlling interest in consolidated subsidiaries	1,369
Total stockholders' equity	28,786
Total liabilities and stockholders' equity	Ps.70,411

	April 30, 2010	December 31, 2009
Consolidated Income Statements		
Total revenues	Ps. 14,490	Ps. 46,329
Income from operations	1,342	5,887
Income before income tax	749	2,231
Income tax	43	(1,052)
Consolidated net income	706	3,283
Less: Net income attributable to the non-controlling interest	48	787
Net income attributable to the controlling interest	Ps. 658	Ps. 2,496

As a result of the transaction described above, FEMSA Cerveza operations for the period ended on April 30, 2010, and December 31, 2009 are presented in a single line as discontinued operations, net of taxes in the consolidated income statement. Prior years consolidated financial statements and the accompanying notes were reformulated in order to present FEMSA Cerveza as discontinued operations for comparable purposes.

Consolidated statement of cash flows of December 31, 2010 and 2009 presents FEMSA Cerveza as discontinued operations. Intercompany transactions between the Company and FEMSA Cerveza for 2009 were reclassified in order to conform to consolidated financial statements as of December 31, 2010.

- ii) On September 23, 2010, the Company disposed of its subsidiary Promotora de Marcas Nacionales, S.A. de C.V. for which it received a payment of Ps.1,002 from The Coca-Cola Company. The Company recognized a gain of Ps. 845 as a sale of shares within

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other expenses, which is the difference between the fair value of the consideration received and the carrying value of the net assets disposed.

- iii) On December 31, 2010, the Company disposed of its subsidiary Grafo Regia, S.A. de C.V for which it received a payment of Ps. 1,021. The Company recognized a gain of Ps. 665, as a sale of shares within other expenses, which is the difference between the fair value of the consideration received and the carrying value of the net assets disposed.

Note 6. Accounts Receivable

	2011	2010
Trade	Ps. 8,175	Ps. 5,739
Allowance for doubtful accounts	(343)	(249)
The Coca-Cola Company	1,157	1,030
Notes receivable	339	402
Loans to employees	146	111
Travel advances to employees	54	51
Other	971	618
	Ps. 10,499	Ps. 7,702

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The changes in the allowance for doubtful accounts are as follows:

	2011	2010	2009
Opening balance	Ps. 249	Ps. 246	Ps. 206
Provision for the year	173	113	91
Write-off of uncollectible accounts	(86)	(100)	(76)
Translation of foreign currency effect	7	(10)	25
Ending balance	Ps. 343	Ps. 249	Ps. 246

Note 7. Inventories

	2011	2010
Finished products	Ps. 8,339	Ps. 7,222
Raw materials	3,656	2,674
Spare parts	779	710
Work in process	82	60
Goods in transit	1,529	648
	Ps. 14,385	Ps. 11,314

Note 8. Other Current Assets

	2011	2010
Prepaid expenses	Ps. 1,266	Ps. 638
Long-lived assets available for sale	26	125
Agreements with customers	194	85
Derivative financial instruments	511	24
Short-term licenses	28	24
Other	89	142
	Ps. 2,114	Ps. 1,038

Prepaid expenses as of December 31, 2011 and 2010 are as follows:

	2011	2010
Advances for inventories	Ps. 497	Ps. 133
Advertising and promotional expenses paid in advance	211	207
Advances to service suppliers	259	154
Prepaid leases	85	84
Prepaid insurance	58	31
Other	156	29
	Ps. 1,266	Ps. 638

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The advertising and deferred promotional expenses recorded in the consolidated income statements for the years ended December 31, 2011, 2010 and 2009 amounted to Ps. 5,076 Ps. 4,406 and Ps. 3,629, respectively.

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Table of Contents**Note 9. Investments in Shares**

Company	% Ownership	2011	2010
Heineken Group ⁽¹⁾⁽²⁾	20.00% ⁽³⁾	Ps. 75,075	Ps. 66,478
Coca-Cola FEMSA:			
Compañía Panameña de Bebidas S.A.P.I., S.A. de C.V. ⁽²⁾	50.00%	703	
SABB Sistema de Alimentos e Bebidas Do Brasil, LTDA ⁽²⁾⁽⁴⁾	19.73%	931	814
Jugos del Valle, S.A.P.I. de C.V. ⁽¹⁾⁽²⁾	23.99%	819	603
Holdfab2 Participacoes Societarias, (Holdfab2), LTDA ⁽²⁾	27.69%	262	300
Industria Envasadora de Querétaro, S.A. de C.V. (IEQSA) ⁽¹⁾⁽²⁾	19.20%	100	67
Industria Mexicana de Reciclaje, S.A. de C.V. ⁽²⁾	35.00%	70	69
Estancia Hidromineral Itabirito, LTDA ⁽²⁾	50.00%	142	87
Beta San Miguel, S.A. de C.V. (Beta San Miguel) ⁽⁵⁾	2.54%	69	69
KSP Participações, LTDA ⁽²⁾	38.74%	102	93
Promotora Industrial Azucarera, S.A. de C.V. (PIASA ⁽²⁾)	13.20%	281	
Dispensadoras de Café, S.A.P.I. de C.V. ⁽²⁾	50.00%	161	
Other	Various	16	6
Other investments ⁽⁶⁾	Various	241	207
		Ps. 78,972	Ps. 68,793

- (1) The Company has significant influence due to the fact of its representation in the Board of Directors in those companies.
- (2) Equity method. The date of the financial statements of the investees used to account for the equity method is the same as the one used in the Company consolidated financial statements.
- (3) As of December 31, 2011, comprised of 12.53% of Heineken, N.V. and 14.94% of Heineken Holding, N.V., which represents an economic interest of 20% in Heineken (see Note 5 B).
- (4) During June 2011, a reorganization of the Coca-Cola FEMSA Brazilian investments occurred by way of a merger of the companies Sucos del Valle Do Brasil, LTDA and Mais Industria de Alimentos, LTDA giving rise to a new company by the name of Sistema de Alimentos e Bebidas do Brasil, LTDA.
- (5) Acquisition cost.
- (6) Includes 45.00% ownership investments in Energía Alterna Istmeña, S. de R.L. de C.V. and Energía Eólica Mareña, S.A de C.V. As mentioned in Note 5, on December 9, 2011, Coca-Cola FEMSA completed the acquisition of 100% of Corporación de los Angeles, S.A. de C.V. (Grupo CIMSA). As part of the acquisition of Grupo CIMSA, the Company also acquired a 13.20% equity interest in Promotora Industrial Azucarera S.A de C.V.

On March 28, 2011 Coca-Cola FEMSA made an initial investment for Ps. 620 together with The Coca-Cola Company in Compañía Panameña de Bebidas S.A.P.I. de C.V. (Grupo Estrella Azul), a Panamanian conglomerate in the dairy and juice-based beverage categories business in Panama. The investment of Coca-Cola FEMSA represents 50% of ownership.

On March 17, 2011, a consortium of investors formed by FEMSA, the Macquarie Mexican Infrastructure Fund and other investors, acquired Energía Alterna Istmeña, S. de R.L. de C.V., which we refer to as EAI, and Energía Eólica Mareña, S.A. de C.V., which we refer to as EEM, from subsidiaries of Preneal, S.A., which we refer to as Preneal. EAI and EEM are the owners of a 396 megawatt late-stage wind energy project in the southeastern region of the State of Oaxaca. This project is expected to be the largest wind power farm in Latin America.

In August 2010, Coca-Cola FEMSA made an investment for approximately Ps. 295 (40 million Brazilian Reais) in Holdfab2 Participações Societárias, LTDA representing a 27.69% interest. Holdfab2 has a 50% investment in Leao Junior, a tea producer company in Brazil.

During 2010, the shareholders of Jugos del Valle, including Coca-Cola FEMSA, agreed to spin-off the distribution rights. Those shareholders now purchase product directly from Jugos del Valle for resale to their customers. This reorganization resulted in a decrease of Coca-Cola FEMSA's investment in shares of Ps. 735 and an increase to its intangible assets (distribution rights of a separate legal entity) for the same

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amount. During 2011, Coca-Cola FEMSA increased its ownership percentage in Jugos del Valle from 19.80% to 23.99% as a result of the holdings of the acquired companies disclosed in Note 5.

Heineken's main activities are the production, distribution and marketing of beer worldwide. The Company recognized an equity income of Ps. 5,080 and Ps. 3,319 regarding its interest in Heineken, for the year ended December 31, 2011 and the period from May 1, 2010 to December 31, 2010, respectively.

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The following is some relevant financial information from Heineken under IFRS as of December 31, 2011 and 2010 and the consolidated results for the full years as of December 31, 2011 and 2010:

In millions of euros	2011	2010⁽¹⁾
Current assets	4,708	4,318
Long-term assets	22,419	22,344
Total assets	27,127	26,662
Current liabilities	6,159	5,623
Long-term liabilities	10,876	10,819
Total liabilities	17,035	16,442
Total stockholders' equity	10,092	10,220
In millions of euros	2011	2010⁽¹⁾
Total revenues and other income	17,187	16,372
Total expenses	(14,972)	(14,074)
Results from operating activities	2,215	2,298
Profit before income tax	2,025	1,982
Income tax	(465)	(403)
Profit	1,560	1,579
Profit attributable to equity holders of the company	1,430	1,447
Total comprehensive income	1,007	2,130
Total comprehensive income attributable to equity holders of the company	884	1,983

(1) Heineken adjusted its comparative figures due to the accounting policy change in employee benefits.

As of December 31, 2011 and 2010 fair value of Company's investment in Heineken N.V. Holding and Heineken N.V. represented by shares equivalent to 20% of its outstanding shares amounted to 3,942 million and 4,048 million based on quoted market prices of those dates. As of April 27, 2012, issuance date of these consolidated financial statements, fair value amounted to 4,517 million.

During the years ended December 31, 2011 and 2010, the Company has received dividends distributions from Heineken, amounted to Ps. 1,661 and Ps. 1,304, respectively.

Table of Contents**Note 10. Property, Plant and Equipment.**

Cost	Land	Buildings	Machinery and Equipment	Refrigeration Equipment	Bottles and Cases	Investments in Fixed Assets in Progress	Not Strategic Assets	Others	Total
Cost as of January 1, 2010	Ps. 5,412	Ps. 12,020	Ps. 39,638	Ps. 9,027	Ps. 2,029	Ps. 2,825	Ps. 330	Ps. 527	Ps. 71,808
Additions	106	322	3,045	834	1,013	4,155		115	9,590
Transfer of completed projects in progress		238	2,096	700	409	(3,443)			
Transfer to/(from) assets classified as held for sale	(64)	7	21				71		35
Disposals	(57)	(116)	(2,515)	(540)	(611)	(40)	(29)	(32)	(3,940)
Effects of changes in foreign exchange rates	(269)		(5,096)	(730)		(495)	(140)	(214)	(6,944)
Changes in value on the recognition of inflation effects	98	470	1,029	249	14	47		64	1,971
Capitalization of comprehensive financing result						(33)			(33)
Cost as of December 31, 2010	Ps. 5,226	Ps. 12,941	Ps. 38,218	Ps. 9,540	Ps. 2,854	Ps. 3,016	Ps. 232	Ps. 460	Ps. 72,487

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Cost	Land	Buildings	Machinery and Equipment	Refrigeration Equipment	Bottles and Cases	Investments in Fixed Assets in Progress	Not Strategic Assets	Others	Total
Cost as of January 1, 2011	Ps. 5,226	Ps. 12,941	Ps. 38,218	Ps. 9,540	Ps. 2,854	Ps. 3,016	Ps. 232	Ps. 460	Ps. 72,487
Additions and acquired in business combination	830	1,552	5,507	1,535	1,441	4,274		184	15,323
Transfer of completed projects in progress	23	280	2,466	380	398	(3,547)			
Transfer to/(from) assets classified as held for sale	125	108	6				(42)		197
Disposals	(57)	(50)	(2,294)	(463)	(694)		(109)	(114)	(3,781)
Effects of changes in foreign exchange rates	183	2	1,701	481	110	108	20	44	2,649
Changes in value on the recognition of inflation effects	114	571	1,368	301	31	83		11	2,479
Capitalization of comprehensive financing result						(14)			(14)
Cost as of December 31, 2011	Ps. 6,444	Ps. 15,404	Ps. 46,972	Ps. 11,774	Ps. 4,140	Ps. 3,920	Ps. 101	Ps. 585	Ps. 89,340

Accumulated Depreciation

Accumulated Depreciation as of January 1, 2010	Ps.	Ps. (3,487)	Ps. (22,044)	Ps. (6,016)	Ps. (171)	Ps.	Ps.	Ps. (195)	Ps. (31,913)
Depreciation for the year		(314)	(2,707)	(754)	(701)			(51)	(4,527)
Transfer (to)/from assets classified as held for sale			64						64
Disposals		32	1,951	528	215			1	2,727
Effects of changes in foreign exchange rates			3,231	642	56			85	4,014
Changes in value on the recognition of inflation effects		(224)	(526)	(177)				(15)	(942)

Accumulated Depreciation as of December 31, 2010

	Ps.	Ps. (3,993)	Ps. (20,031)	Ps. (5,777)	Ps. (601)	Ps.	Ps.	Ps. (175)	Ps. (30,577)
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Accumulated Depreciation as of January 1, 2011	Land	Buildings	Machinery and Equipment	Refrigeration Equipment	Bottles and Cases	Investments in Fixed Assets in Progress	Not Strategic Assets	Others	Total Cost
Accumulated Depreciation as of January 1, 2011	Ps.	Ps. (3,993)	Ps. (20,031)	Ps. (5,777)	Ps. (601)	Ps.	Ps.	Ps. (175)	Ps. (30,577)
Depreciation for the year		(361)	(3,197)	(1,000)	(894)			(46)	(5,498)
Transfer (to)/from assets classified as held for sale		(46)	7						(39)
Disposals		4	2,130	206	201			64	2,605
Effects of changes in foreign exchange rates		1	(957)	(339)	22			(28)	(1,301)
Changes in value on the recognition of inflation effects		(300)	(645)	(166)				(17)	(1,128)

Accumulated Depreciation as of December 31, 2011	Ps.	Ps. (4,695)	Ps. (22,693)	Ps. (7,076)	Ps. (1,272)	Ps.	Ps.	Ps. (202)	Ps. (35,938)
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Carrying Amount	Land	Buildings	Machinery and Equipment	Refrigeration Equipment	Bottles and Cases	Investments in Fixed Assets in Progress	Not Strategic Assets	Others	Total
As of January 1, 2010	Ps. 5,412	Ps. 8,533	Ps. 17,594	Ps. 3,011	Ps. 1,858	Ps. 2,825	Ps. 330	Ps. 332	Ps. 39,895
As of December 31, 2010	5,226	8,948	18,187	3,763	2,253	3,016	232	285	41,910
As of December 31, 2011	6,444	10,709	24,279	4,698	2,868	3,920	101	383	53,402

During the years ended December 31, 2011, 2010 and 2009 the Company capitalized (Ps. 14), (Ps. 33) and Ps. 13, respectively in comprehensive financing costs in relation to Ps. 256, Ps. 708 and Ps. 158 in qualifying assets. Amounts were capitalized assuming an annual capitalization rate of 5.8%, 5.3% and 7.2%, respectively.

For the years ended December 31, 2011, 2010 and 2009 the comprehensive financing result is analyzed as follows:

	2011	2010	2009
Comprehensive financing result	Ps.939	Ps. 2,165	Ps.2,682
Amount capitalized	156	12	55
Net amount in income statements	Ps.783	Ps. 2,153	Ps.2,627

The Company has identified certain long-lived assets that are not strategic to the current and future operations of the business and are not being used, comprised of land, buildings and equipment, in accordance with an approved program for the disposal of certain investments. Such long-lived assets have been recorded at the lower of cost or net realizable value, as follows:

	2011	2010
Coca-Cola FEMSA	Ps. 79	Ps. 189
Other subsidiaries	22	43
	Ps. 101	Ps. 232
Buildings	Ps. 39	Ps. 64
Land	56	139
Equipment	6	29
	Ps. 101	Ps. 232

As a result of selling certain not strategic long-lived assets, the Company recognized gain of Ps. 85, loss of Ps. 41, and a gain of Ps. 6 for the years ended December 31, 2011, 2010 and 2009, respectively.

Long-lived assets that are available for sale have been reclassified from property, plant and equipment to other current assets. As of December 31, 2011 and 2010, long-lived assets available for sale amounted to Ps. 26 and Ps. 125 (see Note 8).

Table of Contents**Note 11. Intangible Assets**

	2011	2010
Unamortized intangible assets:		
Coca-Cola FEMSA:		
Rights to produce and distribute Coca-Cola trademark products	Ps. 63,521	Ps. 49,169
Goodwill from Grupo Tampico acquisition Mexico (see Note 5 A)	2,579	
Goodwill from Grupo CIMSA acquisition Mexico (see Note 5 A)	1,936	
Other subsidiaries:		
Other unamortized intangible assets	343	462
	Ps. 68,379	Ps. 49,631
Amortized intangible assets:		
Systems in development costs, net	Ps. 1,743	Ps. 1,788
Technology costs and management systems	990	396
Alcohol licenses, net (see Note 4 J)	438	410
Other	58	115
	Ps. 3,229	Ps. 2,709
Total intangible assets	Ps. 71,608	Ps. 52,340

The changes in the carrying amount of unamortized intangible assets are as follows:

	2011	2010
Beginning balance	Ps. 49,631	Ps. 50,143
Acquisitions	16,478 ⁽¹⁾	833
Cancellations	(119)	(151)
Impairment		(10)
Translation and restatement of foreign currency effect	2,389	(1,184)
Ending balance	Ps. 68,379	Ps. 49,631

(1) Includes Ps. 8,078 and Ps. 8,164 for acquisitions of Grupo Tampico and Grupo CIMSA, respectively (see Note 5 A).
The changes in the carrying amount of amortized intangible assets are as follows:

	Investments				Amortization		
	Accumulated at the Beginning of the Year	Additions ⁽¹⁾	Capitalization of Comprehensive Financing Result	Transfer of Completed Project	Accumulated at the Beginning of the Year	For the Year	Total
2011							
Systems in development costs	Ps. 1,788	Ps. 249	Ps. 170	Ps. (464)	Ps.	Ps.	Ps. 1,743
Technology costs and management systems	1,465	337		464	(1,069)	(207)	990

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Alcohol licenses ⁽¹⁾	495	60			(85)	(32)	438
2010							
Systems in development costs	Ps. 1,188	Ps. 706	Ps. 45	Ps. (151)	Ps.	Ps.	Ps. 1,788
Technology costs and management systems	1,197	117		151	(887)	(182)	396
Alcohol licenses ⁽¹⁾	271	224			(48)	(37)	410
2009							
Systems in development costs	Ps. 333	Ps. 813	Ps. 42	Ps.	Ps.	Ps.	Ps. 1,188
Technology costs and management systems	963	234			(675)	(212)	310
Alcohol licenses ⁽¹⁾	169	102			(31)	(17)	223

(1) See Note 4 J.

During the years ended December 31, 2011, 2010 and 2009 the Company capitalized Ps. 170, Ps. 45 and Ps. 42, respectively in comprehensive financing costs in relation to Ps. 1,761, Ps. 1,221 and Ps. 687 in qualifying assets. Amounts were capitalized assuming an annual capitalization rate of 5.8%, 5.3%, and 7.2%, respectively and an estimated life of the qualifying assets of seven years.

The estimated amortization for intangible assets of definite life is as follows:

	2012	2013	2014	2015	2016
Systems amortization	Ps. 481	Ps. 409	Ps. 362	Ps. 347	Ps. 337
Alcohol licenses	33	38	43	49	56
Others	17	15	13	13	13

Table of Contents**Note 12. Other Assets**

	2011	2010
Leasehold improvements, net	Ps. 6,135	Ps. 5,261
Agreements with customers (see Note 4 I)	256	186
Derivative financial instruments	850	708
Guarantee deposits	948	897
Long-term accounts receivable	1,856	681
Advertising and promotional expenses	112	125
Property, plant and equipment paid in advance	296	226
Other	841	645
	Ps. 11,294	Ps. 8,729

Long-term accounts receivable are comprised of Ps. 1,829 and Ps. 27 of principal and interest, respectively, and are expected to be collected as follows:

2012	Ps. 10
2013	126
2014	63
2015	1,657
	Ps. 1,856

Note 13. Balances and Transactions with Related Parties and Affiliated Companies

Balances and transactions with related parties and affiliated companies include consideration of: a) the overall business in which the reporting entity participates; b) close family members of key officers; and c) any fund created in connection with a labor related compensation plan.

On April 30, 2010, the Company lost control over FEMSA Cerveza, which became a subsidiary of Heineken Group. As a result, balances and transactions with Heineken Group and subsidiaries are presented since that date as balances and transactions with related parties. Balances and transactions prior to that date are not disclosed because they were not transactions between related parties of the Company.

The consolidated balance sheets and income statements include the following balances and transactions with related parties and affiliated companies:

Balances	2011	2010
Due from The Coca-Cola Company (see Note 4 L) ⁽¹⁾	Ps. 1,157	Ps. 1,030
Balance with BBVA Bancomer, S.A. de C.V. ⁽²⁾	2,791	2,944
Balance with Grupo Financiero Banamex, S.A. de C.V. ⁽²⁾		2,103
Due from Heineken Group ⁽¹⁾	857	425
Due from Grupo Estrella Azul ⁽³⁾	785	
Other receivables ⁽¹⁾	494	295
Due to BBVA Bancomer, S.A. de C.V. ⁽⁴⁾	Ps. 1,106	Ps. 999
Due to The Coca-Cola Company ⁽⁵⁾	2,853	1,911
Due to Grupo Financiero Banamex, S.A. de C.V. ⁽⁴⁾		500

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Due to British American Tobacco Mexico ⁽⁵⁾	316	287
Due to Heineken Group ⁽⁵⁾	2,148	1,463
Other payables ⁽⁵⁾	508	210

- (1) Recorded as part of total of receivable accounts.
- (2) Recorded as part of cash and cash equivalents.
- (3) Recorded as part of total other assets.
- (4) Recorded as part of total bank loans.
- (5) Recorded as part of total accounts payable.

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Transactions	2011	2010	2009
Income:			
Services and others to Heineken Group	Ps. 2,169	Ps. 1,048	Ps.
Logistic services to Grupo Industrial Saltillo, S.A. de C.V.	241	241	234
Sales of Grupo Inmobiliario San Agustín, S.A. shares to Instituto Tecnológico y de Estudios Superiores de Monterrey, A.C.		62	64
Other revenues from related parties	383	42	22
Expenses:			
Purchase of concentrate from The Coca-Cola Company ⁽¹⁾	21,183	19,371	16,863
Purchases of raw material, beer and operating expenses from Heineken Group ⁽¹⁾⁽²⁾	9,397	7,063	
Purchase of baked goods and snacks from Grupo Bimbo, S.A.B. de C.V. ⁽²⁾	2,270	2,018	1,733
Purchase of cigarettes from British American Tobacco Mexico ⁽²⁾	1,964	1,883	1,413
Advertisement expense paid to The Coca-Cola Company ⁽¹⁾	874	1,117	780
Purchase of juices from Jugos del Valle, S.A.P.I. de C.V. ⁽¹⁾⁽²⁾	1,564	1,332	1,044
Interest expense and fees paid to BBVA Bancomer, S.A. de C.V.	128	108	260
Purchase of sugar from Beta San Miguel ⁽¹⁾	1,398	1,307	713
Purchase of sugar, cans and aluminum lids from Promotora Mexicana de Embotelladores, S.A. de C.V. ⁽¹⁾	701	684	783
Purchase of canned products from IEQSA ⁽¹⁾	262	196	208
Purchases from affiliated companies of Grupo Tampico ⁽¹⁾	175		
Advertising paid to Grupo Televisa, S.A.B.	86	37	13
Interest expense paid to Grupo Financiero Banamex, S.A. de C.V.	28	56	61
Insurance premiums for policies with Grupo Nacional Provincial, S.A.B.	59	69	78
Donations to Instituto Tecnológico y de Estudios Superiores de Monterrey, A.C.	81	63	72
Purchase of plastic bottles from Embotelladora del Atlántico, S.A. (formerly Complejo Industrial Pet, S.A.) ⁽¹⁾	61	52	54
Purchase of juice and milk powder from Grupo Estrella Azul ⁽¹⁾	60		
Donations to Difusión y Fomento Cultural, A.C.	21	29	18
Interest expense paid to The Coca-Cola Company ⁽¹⁾	7	5	25
Other expenses with related parties	103	31	42

(1) These companies are related parties of our subsidiary Coca-Cola FEMSA.

(2) These companies are related parties of our subsidiary FEMSA Comercio.

The benefits and aggregate compensation paid to executive officers and senior management of FEMSA and its subsidiaries were as follows:

	2011	2010	2009
Short- and long-term benefits paid	Ps. 1,279	Ps. 1,307	Ps. 1,206
Severance indemnities	10	34	47
Postretirement benefits (labor cost)	117	83	23

Table of Contents**Note 14. Balances and Transactions in Foreign Currencies**

According to NIF B-15, assets, liabilities and transactions denominated in foreign currencies are those realized in a currency different than the recording, functional or reporting currency of each reporting unit. As of the end of and for the years ended December 31, 2011 and 2010, assets, liabilities and transactions denominated in foreign currencies, expressed in Mexican pesos are as follows:

	2011			2010		
	U.S. dollars	Other Currencies	Total	U.S. dollars	Other Currencies	Total
Assets:						
Short-term	Ps. 13,733	Ps. 18	Ps. 13,751	Ps. 11,761	Ps. 480	Ps. 12,241
Long-term	1,049		1,049	321		321
Liabilities:						
Short-term	2,325	205	2,530	1,501	247	1,748
Long-term	7,199	445	7,644	6,962		6,962
Transactions						
Total revenues	Ps. 1,564	Ps. 2	Ps. 1,566	Ps. 1,111	Ps.	Ps. 1,111
Expenses and investments:						
Purchases of raw materials	9,424		9,424	5,648		5,648
Interest expense	319	5	324	294		294
Consulting fees	11		11	452	24	476
Assets acquisitions	306		306	311		311
Other	1,075	90	1,165	804	3	807

As of April 27, 2012, approval date of these consolidated financial statements, the exchange rate published by Banco de México was Ps. 13.1667 Mexican pesos per one U.S. Dollar, and the foreign currency position was similar to that as of December 31, 2011.

Note 15. Employee Benefits

The Company has various labor liabilities for employee benefits in connection with pension, seniority, post retirement medical and severance benefits. Benefits vary depending upon country.

a) Assumptions:

The Company annually evaluates the reasonableness of the assumptions used in its labor liabilities for employee benefits computations. Actuarial calculations for pension and retirement plans, seniority premiums, postretirement medical services and severance indemnity liabilities, as well as the cost for the period, were determined using the following long-term assumptions:

	Nominal Rates ⁽¹⁾			Real Rates ⁽²⁾		
	2011	2010	2009	2011	2010	2009
Annual discount rate	7.6%	7.6%	8.2%	4.0%	4.0%	4.5%
Salary increase	4.8%	4.8%	5.1%	1.2%	1.2%	1.5%
Return on assets	9.0%	8.2%	8.2%	5.0%	3.6%	4.5%

Measurement date: December 2011

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- (1) For non-inflationary economies.
- (2) For inflationary economies.

The basis for the determination of the long-term rate of return is supported by a historical analysis of average returns in real terms for the last 30 years of the Certificados de Tesorería del Gobierno Federal (Mexican Federal Government Treasury Certificates) for Mexican investments, treasury bonds of each country for other investments and the expected rates of long-term returns of the actual investments of the Company.

The annual growth rate for health care expenses is 5.1% in nominal terms, consistent with the historical average health care expense rate for the past 30 years. Such rate is expected to remain consistent for the foreseeable future.

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Based on these assumptions, the expected benefits to be paid in the following years are as follows:

	Pension and Retirement Plans	Seniority Premiums	Postretirement Medical Services	Severance Indemnities
2012	Ps. 409	Ps. 16	Ps. 6	Ps. 148
2013	238	15	6	125
2014	234	16	6	119
2015	206	17	6	115
2016	203	19	6	110
2017 to 2021	1,078	124	25	512

b) Balances of the Liabilities for Employee Benefits:

	2011	2010
Pension and Retirement Plans:		
Vested benefit obligation	Ps. 1,639	Ps. 1,461
Non-vested benefit obligation	1,184	1,080
Accumulated benefit obligation	2,823	2,541
Excess of projected benefit obligation over accumulated benefit obligation	1,103	757
Defined benefit obligation	3,926	3,298
Pension plan funds at fair value	(1,927)	(1,501)
Unfunded defined benefit obligation	1,999	1,797
Labor cost of past services ⁽¹⁾	(319)	(349)
Unrecognized actuarial loss, net	(446)	(272)
Total	Ps. 1,234	Ps. 1,176
Seniority Premiums:		
Vested benefit obligation	Ps. 13	Ps. 12
Non-vested benefit obligation	126	93
Accumulated benefit obligation	139	105
Excess of projected benefit obligation over accumulated benefit obligation	102	49
Defined benefit obligation	241	154
Seniority premium plan funds at fair value	(19)	
Unfunded defined benefit obligation	222	154
Unrecognized actuarial gain, net	22	17
Total	Ps. 244	Ps. 171
Postretirement Medical Services:		
Vested benefit obligation	Ps. 134	Ps. 119

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Non-vested benefit obligation	102	112
Defined benefit obligation	236	231
Medical services funds at fair value	(45)	(43)
Unfunded defined benefit obligation	191	188
Labor cost of past services ⁽¹⁾	(2)	(4)
Unrecognized actuarial loss, net	(95)	(102)
Total	Ps. 94	Ps. 82
Severance Indemnities:		
Accumulated benefit obligation	Ps. 614	Ps. 462
Excess of projected benefit obligation over accumulated benefit obligation	122	91
Defined benefit obligation	736	553
Labor cost of past services ⁽¹⁾	(50)	(99)
Total	Ps. 686	Ps. 454
Total labor liabilities for employee benefits	Ps. 2,258	Ps. 1,883

(1) Unrecognized net transition obligation and unrecognized prior service costs.

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The accumulated actuarial gains and losses were generated by the differences in the assumptions used for the actuarial calculations at the beginning of the year versus the actual behavior of those variables at the end of the year.

c) Trust Assets:

Trust assets consist of fixed and variable return financial instruments recorded at market value. The trust assets are invested as follows:

	2011	2010
Fixed return:		
Publicly traded securities	9%	10%
Bank instruments	3%	8%
Federal government instruments	69%	60%
Variable return:		
Publicly traded shares	19%	22%
	100%	100%

The Company has a policy of maintaining at least 30% of the trust assets in Mexican Federal Government instruments. Objective portfolio guidelines have been established for the remaining percentage, and investment decisions are made to comply with those guidelines to the extent that market conditions and available funds allow.

The amounts and types of securities of the Company and related parties included in plan assets are as follows:

	2011	2010
Debt:		
CEMEX, S.A.B. de C.V.	Ps. 30	Ps. 20
BBVA Bancomer, S.A. de C.V.	2	11
Coca-Cola FEMSA	2	2
Grupo Industrial Bimbo, S.A. de C.V.	2	2
Grupo Televisa, S.A.B.	3	
Grupo Financiero Banorte, S.A.B. de C.V.	7	
Equity:		
FEMSA	58	97
Coca-Cola FEMSA	5	
Grupo Televisa, S.A.B.		8

The Company does not expect to make material contributions to plan assets during the following fiscal year.

d) Cost for the Year:

	2011	2010	2009
Pension and Retirement Plans:			
Labor cost	Ps. 164	Ps. 136	Ps. 136
Interest cost	262	219	216
Expected return on trust assets	(149)	(94)	(80)
Labor cost of past services ⁽¹⁾	31	30	29

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Amortization of net actuarial loss	23	4	17
Curtailment	(18)		
	313	295	318
Seniority Premiums:			
Labor cost	30	27	25
Interest cost	13	13	12
Labor cost of past services ⁽¹⁾	1	1	
Amortization of net actuarial loss	7		
	51	41	37

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Postretirement Medical Services:			
Labor cost	9	8	7
Interest cost	17	16	15
Expected return on trust assets	(4)	(3)	(3)
Labor cost of past services ⁽¹⁾	2	2	2
Amortization of net actuarial loss	5	4	5
Curtailment	(3)		