

<b>AUDIT COMMITTEE</b>
<b>Members:</b>
José Luis Salas Cacho as President; independent Director
Luis Martínez Argüello; Consejero Propietario independiente
Ignacio Rodríguez Pullen; independent Director

The Board of Directors has appointed two special committees, a Planning and Finance Committee and a Compensation and Evaluation Committee. Mexican corporate practice requires special committees to be comprised of members of the Board of Directors, of which at least one should be independent.

<b>PLANNING AND FINANCE COMMITTEE</b>
<b>Members:</b>
Ing. José F. Serrano Segovia; Chairman of the Board and CEO, Grupo TMM
Ramón Serrano Segovia; Vice Chairman of the Board and CEO, Grupo TMM
Javier Serrano Segovia; President, Grupo TMM
Ignacio Rodríguez Pullen; independent Director

Responsibilities of this Committee include:

- Evaluate and propose investments and financing policies
- Evaluate and propose general guidance for the Company's business plan
- Discuss annual budget guidance
- Follow-up compliance of annual budget and business plan
- Identify and manage risk factors

<b>EVALUATION AND COMPENSATION COMMITTEE</b>
<b>Members:</b>
Ing. José F. Serrano Segovia; Chairman of the Board and CEO, Grupo TMM
Luis Martínez Argüello; independent Director
Ignacio Rodríguez Pullen; independent Director

Responsibilities of this Committee include:

- Review procedures for hiring the Company's president and senior executive officers
- Review of human resources policies including employee's performance evaluations policies, promotions and structural changes to the Company.
- Presentation of proposals concerning the structure and amount of compensation for senior executive officers