

Mexico City, April 24, 2020.

Grupo Rotoplas S.A.B. de C.V. Board of Directors

Topic: Annual Report of the
Audit Committee

In order to comply with articles 42 and 43 of the Securities Market Law, the bylaws of Grupo Rotoplas, S.A.B. de C.V. (the "Company"), and the General Guidelines of the Audit Committee adopted by the Board of Directors on August 17, 2004, on behalf of the Company's Audit Committee (the "Committee"), I hereby present to you the following report on the activities that the Committee carried out during the period between January 1st and December 31st, 2019 (the "Period"); in order to draft, execute, and fulfill its responsibilities, the Committee met four times to carry out the activities described below:

A) ANALYSIS OF THE STATE OF THE INTERNAL CONTROL SYSTEM OF THE COMPANY AND ITS SUBSIDIARIES.

The Committee ensured that Management, in compliance with its responsibilities regarding internal control, has established suitable processes and policies.

Likewise, it is hereby stated that the Committee was aware of no significant breaches of the operation policies, internal control system, and accounting record policies of the Company and its subsidiaries.

B) PREVENTIVE AND CORRECTIVE MEASURES IMPLEMENTED BASED ON THE RESULTS OF THE INQUIRIES RELATED TO THE BREACH OF GUIDELINES AND POLICIES OF OPERATION AND ACCOUNTING RECORDS.

Given that the Committee was aware of no significant breaches of the operation policies, internal control system, and accounting record policies of the Company and its subsidiaries, the Committee has issued no recommendations or preventive or corrective measures to this effect.

C) ASSESSMENT OF THE PERFORMANCE OF THE EXTERNAL AUDITORS.

The Committee confirmed the independence of the Company's External Auditors, as well as the compliance with the requirements established by the applicable law; thereby, it recommended their appointment to examine and issue the report on the Company's financial statements as at December 31, 2019.

Likewise, the Committee approved the corresponding fees to be paid for the services rendered by the External Auditors, and ensured that the payments to be made do not interfere with the

independence required by the applicable law with regard to the Company.

Last, the Committee took note and approved the focus and work plan of the External Auditors; it assessed the services rendered to the Company and was acquainted in a timely manner with its conclusions and reports regarding the financial statements corresponding to the financial year ended on December 31, 2019.

We should note that, during 2019, the External Auditors rendered no additional services to the Company; however, they did render services consisting in proposing a new organizational structure in line with the Company's strategic priorities.

D) MAIN RESULTS OF THE REVIEWS OF THE FINANCIAL STATEMENTS OF THE COMPANY AND ITS SUBSIDIARIES.

The Committee reviewed the process in which the Company's financial statements are drafted, and recommended to the Board of Directors its approval, whereby the Committee considered the opinion and observations of the External Auditors and confirmed that the criteria, and accounting and information policies used by the Company's management to draft the financial information were adequate and sufficient and were applied consistently in the preceding year.

Thereby, the information presented by Management reasonably reflects the Company's financial situation, operating results, and changes in its financial situation for the financial year ended on December 31, 2019.

E) ACCOUNTING POLICIES APPROVED AND APPLIED DURING 2019 AND THEIR MODIFICATIONS.

The Committee reviewed and confirmed that the Company used the accounting framework established in the International Financial Reporting Standards to draft the Financial Statements. Moreover, said International Financial Reporting Standards were the basis for all periodic reviews carried out by the Committee throughout the year, particularly, but not limited to, Standards 9, 15, and 16.

F) MEASURES ADOPTED DUE TO THE RELEVANT OBSERVATIONS MADE BY SHAREHOLDERS, BOARD MEMBERS, RELEVANT DIRECTORS, EMPLOYEES, AND OTHERS.

The Committee received no relevant observations made by shareholders, board members, relevant directors, employees, or any other person; therefore, the Committee has issued no recommendations or measures to this effect.

G) OPINION REGARDING THE CONTENTS OF THE REPORT BY THE COMPANY'S CEO.

The Committee reviewed the report presented by the CEO pursuant to the terms of article 44, section XI of the Securities Market Law, and issued a favorable opinion on the matter to the Company's Board of Directors for approval.

H) RESOLUTIONS REACHED IN THE SHAREHOLDERS' AND BOARD MEETINGS.

The Committee deems that the RESOLUTIONS adopted by the Company's shareholders, as well as by the Board of Directors, have been met.

I) RISK ASSESSMENT.

The risks affecting the operations of the Company and its subsidiaries, their likelihood, and the actions taken to mitigate the occurrence and impact of said risks were analyzed; for this purpose, the Committee has reviewed the Company's risk matrix in each meeting. Said risk matrix included, but was not limited to, the analysis of the machinery and asset maintenance/cost index, overtime and distribution expenses, and the exchange rate fluctuations witnessed in all the countries where the Company and its subsidiaries operate. Likewise, said risks were determined to have been properly identified and managed. Thus, during financial year 2019, the Committee paid special attention to closely following the performance of the Company's business in Brazil, requesting the external auditor to review the detail of hours worked vs. the operation, with the aim to reduce working hours as well as costs.

Likewise, in financial year 2019, the Company and/or its subsidiaries made no significant investments, outside the ordinary course of business, or that had been previously approved in the Company's annual budget, by the Board of Directors or the Committee, as may be the case.

J) COMPLIANCE WITH NORMATIVITY, LEGAL ASPECTS, AND CONTINGENCIES.

The Committee confirmed the existence and reliability of the controls set by the Company, to ensure compliance with the various legal provisions to which it is subject.

A periodic review of the various existing fiscal, legal, and labor contingencies was carried out, and the efficiency of the process established for their identification and monitoring, as well as their proper disclosure and recording, was surveyed.

Likewise, the external auditor informed the Committee of the issuance of the General Provisions Applicable to Entities and

Issuers Overseen by the National Banking and Securities Commission (CNBV in Spanish) that engage External Audit Services for their Basic Financial Statements, making a special note of the Committee's main scope and responsibilities.

K) ADMINISTRATIVE ASPECTS.

The Company's External Auditors, the Vice-President of Administration and Finance, the Internal Comptroller, and the Internal Auditor were present at the Committee's various meetings, to review and keep us informed of the Company's progress, as well as of its relevant activities.

L) REPORT OF THE EXTERNAL AUDITOR.

The Committee received the External Auditors report, in accordance with article 35 of the General Provisions Applicable to Entities and Issuers Overseen by the National Banking and Securities Commission (CNBV in Spanish) that engage External Audit Services for their Basic Financial Statements.

As part of the activities carried out by the Committee, including the drafting of this report, at all times, it has heard and considered the opinion of the Company's relevant directors, whereby no diverging opinions have been worth noting.

The Committee will continue to carry out all necessary actions to comply with the legal and statutory provisions that rule it.

Last, the Committee deems that, based on the work performed and considering the External Auditors' opinion, the accounting and information policies and criteria followed by the Company are adequate and sufficient, and have been consistently applied, so that the information presented by the CEO reasonably reflects the Company's financial situation and results in all material respects. Thereby, the Board of Directors is advised to submit the financial statements of the Company and its subsidiaries to the Company's shareholders for approval for the financial year ended on December 31, 2019.

Regards,

John G. Sylvia
Chairman of the Audit Committee of
Grupo Rotoplas S.A.B. de C.V.