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TO **MEXICO**



LEGAL
GUIDES

DIFFERENCES AMONGST COMMERCIAL COMPANIES

and other legal aspects

Differences amongst **Commercial Companies**

VARIABLE STOCK CORPORATION (“SOCIEDAD ANÓNIMA”, “S.A.”): There is no shareholder limit; Capital divided into negotiable instruments (shares); transfer of shares by the endorsement of titles; appointment of one or more examiners; administration entrusted to a sole administrator or a board of directors.

Minority rights. - Appointment of a director and examiner by the minority representing 25% of the capital and request for the calling to a shareholders' meeting by whoever represents 33% of the capital; possible restrictions on corporate rights.

LIMITED LIABILITY COMPANY (“SOCIEDAD DE RESPONSABILIDAD LIMITADA”, “S. DE R.L.”): There cannot be more than 50 partners; Capital divided into partnership interests; transfer of partnership interests requires approval of the shareholders' meeting; optional surveillance body; preferential right for the acquisition of partnership interests; administration entrusted to sole administrator or board of directors; the impossibility of restricting corporate rights.

INVESTMENT PROMOTING STOCK CORPORATION (“SOCIEDAD ANONIMA PROMOTORA DE INVERSIÓN”, “S.A.P.I.”): There is no shareholder limit; Capital divided into shares; transfer of shares by the endorsement of titles; appointment of an independent external auditor or auditor and an audit committee; administration entrusted to a board of directors.

Minority rights. - appointment of a director and examiner by the minority representing 10% of the capital and request for the calling to a meeting with 10% of the capital; possible restrictions on corporate rights. Possibility of acquiring their own shares.



Other important legal aspects

FOREIGN INVESTMENT:

In general terms, authorization is not required for foreign investment to participate in a Mexican company, except in certain activities that are limited or excluded by law.

INDUSTRIAL AND INTELLECTUAL PROPERTY:

Protection of trademarks, patents, industrial designs, utility models, and copyright with the Mexican Institute of Industrial Property (IMPI) and the National Copyright Institute (INDAUTOR).

PERMITS, LICENSES, AND AUTHORIZATIONS:

Verify requirements for import and commercialization of products to be distributed in Mexico.

LABOR:

Evaluate the employees' labor aspects; compliance with labor and social security provisions; develop and implement risk assessment and prevention systems; develop Internal Labor Regulations, code of conduct and labor protocols; mixed commissions, employee profit sharing (PTU).

COMPLIANCE:

Comply with corporate social responsibility, human rights, consumer protection, anti-money laundering, anti-corruption, and data privacy.

TAX AND ACCOUNTING:

Compliance with accounting, tax, and administrative obligations such as having a domicile in Mexico for tax purposes, obtaining Federal Taxpayer Registration (RFC) and electronic signature, opening a bank account, filing of monthly and annual returns with tax authorities.





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