

MEXICO FUND INC  
Form 497  
June 12, 2013  
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**Prospectus Supplement**

**(To Base Prospectus Dated June 10, 2013)**

## **The Mexico Fund, Inc.**

**4,100,000 Shares of Common Stock**

The Mexico Fund, Inc. (the "Fund") has entered into an equity distribution agreement with UBS Securities LLC ("UBS") relating to shares of the Fund's common stock, par value \$1.00 per share, offered by this prospectus supplement and the accompanying base prospectus. In accordance with the terms of the equity distribution agreement dated June 12, 2013 (the "Distribution Agreement"), by and between the Fund and UBS, the Fund may offer and sell up to 4,100,000 shares of its common stock from time to time through UBS as its sales agent or to UBS as principal. Sales of the shares of common stock, if any, may be made by means of ordinary brokers' transactions on the New York Stock Exchange (the "NYSE") at market prices and such other sales as agreed upon by the Fund and UBS. UBS may not sell the shares of the Fund's common stock in block transactions or distributions without the Fund's prior written consent. The Fund's common stock is listed on the NYSE under the symbol MXF. On June 7, 2013, the last reported sales price of the Fund's common stock on the NYSE was \$32.44 per share.

UBS will receive from the Fund a commission of 1.00% based on the gross sales price per share for any shares sold through it as sales agent under the Distribution Agreement. Any underwriting discount and commissions with respect to any transaction in which UBS purchases shares as principal will be set forth in the applicable prospectus supplement.

**Before buying any shares of the Fund's common stock, you should carefully consider the risk factors described in "Risk Factors and Special Considerations" beginning on page 16 of the accompanying base prospectus.**

**Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying base prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

## **UBS Investment Bank**

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You should rely on the information contained or incorporated by reference in this prospectus supplement and the accompanying base prospectus. The Fund has not, and UBS has not, authorized any other person to provide you with different information. The Fund is not, and UBS is not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. The information in this prospectus supplement and the accompanying base prospectus is current as of the date such information is presented. The Fund's business, financial condition, result of operations and prospects may have changed since such dates.

You should read this prospectus supplement and the accompanying base prospectus before deciding whether to invest in the Fund's common stock and retain it for future reference. This prospectus supplement and the accompanying base prospectus contain important information about the Fund. Material that has been incorporated by reference and other information about the Fund can be obtained from the Fund by calling collect Mr. Eduardo Solano, the Fund's Investor Relations Vice President, at (52 55) 5280-3247, during Mexico City business hours (10:00 a.m. to 3:00 p.m. and 5:00 to 7:00 p.m. ET) or from the website of the Securities and Exchange Commission ( SEC ) at <http://www.sec.gov>. The information on the Fund's website is not a part of this prospectus supplement nor is it incorporated by reference.

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<b>Stockholder transaction expenses</b>	
Sales load (as a percentage of the subscription price) (1)	1.00%
Offering expenses (as a percentage of offering price)	0.20%
Distribution Reinvestment and Stock Purchase Plan fees	None
	<b>(As a Percentage of Net Assets Attributable to the Common Stock)(2)</b>
<b>Annual expenses</b>	
Management fee	0.95%
Administrative fee	0.11%
Interest payments on borrowed funds	0%
Other expenses	0.38%
Total annual expenses	1.44%

- (1) Represents the commission with respect to the shares of the Fund's common stock being sold in this offering. There is no guarantee that there will be any sales of shares of the Fund's common stock pursuant to this prospectus supplement and the accompanying base prospectus.
- (2) Fees payable under the Advisory Agreement and Fund Services Agreement are calculated on the basis of the Fund's average daily net assets. See Advisory Agreement and Fund Services Agreements in the accompanying base prospectus. Other expenses have been estimated by annualizing actual expenses through the first fiscal quarter.
- The above table is intended to assist the Fund's investors in understanding the various costs and expenses associated with investing in the Fund.

**Hypothetical example**

An investor would directly or indirectly pay the following expenses on a \$1,000 investment in the Fund, assuming a 5% annual return:

<b>1 Year</b>	<b>3 Years</b>	<b>5 Years</b>	<b>10 Years</b>
\$26.65	\$57.44	\$90.44	\$183.65

This hypothetical example assumes that all dividends and other distributions are reinvested at NAV and that the percentage amounts listed under Annual expenses above remain the same in the years shown. The above tables and the assumption in the hypothetical example of a 5% annual return are required by regulation of the SEC applicable to all investment companies; the assumed 5% annual return is not a prediction of, and does not represent, the projected or actual performance of the Fund's shares. For more complete descriptions of certain of the Fund's costs and expenses, see Management of the Fund, Advisory Agreement and Fund Services Agreements.

**The hypothetical example should not be considered a representation of future expenses or rate of return and actual Fund expenses may be greater or less than those shown.**

**USE OF PROCEEDS**

Sales of shares of the Fund's common stock, if any, under this prospectus supplement and the accompanying base prospectus may be made in negotiated transactions or transactions that are deemed to be at the market as defined in Rule 415 under the Securities Act of 1933, as amended (the Securities Act), including sales made directly on the NYSE or sales made to or through a market maker other than on an exchange. There is no guarantee that there will be any sales of shares of the Fund's common stock pursuant to this prospectus supplement and the accompanying

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base prospectus. Actual sales, if any, of shares of the Fund's common stock under this prospectus supplement and the accompanying base prospectus may be less than as set forth in this paragraph. In addition, the

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price per share of any such sale may be greater or less than the price set forth in this paragraph, depending on the market price of the shares of the Fund's common stock at the time of any such sale. As a result, the actual net proceeds the Fund receives may be more or less than the amount of net proceeds estimated in this prospectus supplement. Assuming the sale of all of the shares of the Fund's common stock offered under this prospectus supplement and the accompanying base prospectus, at the last reported sale price of \$32.44 per share of the Fund's common stock on the NYSE as of June 7, 2013, the Fund estimates that the net proceeds of this offering will be approximately \$131,403,960 after deducting the estimated sales load and the estimated offering expenses payable by the Fund.

The Fund anticipates that it will be able to invest substantially all of the net proceeds of an offering in accordance with its investment objectives and policies within approximately 60 days after receipt by the Fund. Pending such investment, the Fund anticipates investing the proceeds in short-term securities issued by the U.S. government or its agencies or instrumentalities or in high quality, short-term or long-term debt obligations or money market instruments.

**Table of Contents****PRICE RANGE OF SHARES OF COMMON STOCK**

The following table sets forth, for the quarters indicated, the highest and lowest daily closing prices on the NYSE per share of common stock, and the net asset value per share and the premium to or discount from net asset value, on the date of each of the high and low market prices. The table also sets forth the number of shares of common stock traded on the NYSE during the respective quarters.

During Quarter Ended	NAV per Share on Date of Market Price High and Low		NYSE Euronext Market Price Per Share		Premium/(Discount) on Date of Market Price High and Low		Trading Volume
	High	Low	High	Low	High	Low	
April 30, 2010	\$ 29.50	\$ 24.28	\$ 26.25	\$ 21.20	(12.74)	(10.01)	1,877,571
July 31, 2010	\$ 28.25	\$ 24.57	\$ 25.00	\$ 21.35	(14.51)	(10.04)	2,027,391
October 31, 2010	\$ 29.50	\$ 25.24	\$ 26.87	\$ 22.46	(11.68)	(8.75)	1,804,198
January 31, 2011	\$ 32.26	\$ 29.44	\$ 29.31	\$ 26.25	(13.00)	(8.38)	1,362,583
April 30, 2011	\$ 31.90	\$ 29.56	\$ 29.08	\$ 26.65	(11.40)	(8.24)	1,142,329
July 31, 2011	\$ 31.13	\$ 29.66	\$ 28.26	\$ 26.49	(11.18)	(8.27)	1,603,277
October 31, 2011	\$ 29.67	\$ 22.32	\$ 27.23	\$ 20.57	(10.01)	(4.78)	1,659,688
January 31, 2012	\$ 25.98	\$ 22.76	\$ 23.72	\$ 20.79	(12.03)	(6.29)	1,574,346
April 30, 2012	\$ 28.04	\$ 26.04	\$ 25.75	\$ 23.93	(9.76)	(6.85)	2,313,876
July 31, 2012	\$ 28.29	\$ 23.96	\$ 25.77	\$ 21.85	(10.22)	(7.95)	1,673,998
October 31, 2012	\$ 29.86	\$ 27.05	\$ 29.05	\$ 24.73	(9.66)	(2.45)	1,570,936
January 31, 2013	\$ 32.63	\$ 27.91	\$ 32.81	\$ 25.42	(10.79)	1.58	2,730,244
April 30, 2013	\$ 34.23	\$ 31.24	\$ 38.60	\$ 30.42	17.53	(2.71)	1,124,373

On June 7, 2013, the per share net asset value of the Fund's common stock was \$30.07 per share and the per share market price was \$32.44.

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**PLAN OF DISTRIBUTION**

The Fund has entered into the Distribution Agreement with UBS pursuant to which the Fund may issue and sell up to 4,100,000 shares of its common stock from time to time through UBS as its sales agent or to UBS as principal. Sales of shares of the Fund's common stock, if any, under this prospectus supplement and the accompanying base prospectus may be made in negotiated transactions or transactions that are deemed to be at the market offerings as defined in Rule 415 under the Securities Act, including sales made directly on the NYSE or sales made to or through a market maker other than on an exchange. UBS may not sell the shares of the Fund's common stock in block transactions or distributions without the Fund's prior written consent.

UBS, as sales agent, will use its reasonable efforts to solicit offers to purchase the shares of the Fund's common stock on a daily basis or as otherwise agreed upon by the Fund and UBS. The Fund will designate the maximum amount of shares of its common stock to be sold through UBS on a daily basis or otherwise as UBS and the Fund agree. Subject to the terms and conditions of the Distribution Agreement, UBS will use its reasonable efforts to sell on the Fund's behalf all of the designated shares of the Fund's common stock. The Fund may instruct UBS not to sell shares of the Fund's common stock if the sales cannot be effected at or above the price designated by the Fund in any such instruction. The Fund or UBS may suspend the offering of shares of the Fund's common stock by notifying the other party.

The Fund will pay UBS a commission equal to 1.00% of the gross sales price of any such shares sold through it as sales agent as set forth in the Distribution Agreement. The remaining sales proceeds, after deducting any expenses payable by the Fund and any transaction fees imposed by any governmental or self-regulatory organization in connection with the sales, will equal the Fund's net proceeds for the sale of the shares. The Fund estimates that the total expenses for the offering, excluding compensation payable to UBS under the terms of the Distribution Agreement, will be approximately \$270,000.

Settlement for sales of the Fund's common stock will occur on the third business day following the date on which any sales were made in return for payment of the net proceeds to the Fund. There is no arrangement for funds to be received in an escrow, trust or similar arrangement.

The Fund will deliver to the NYSE copies of this prospectus supplement pursuant to the rules of the exchange. The Fund will report at least quarterly the number of shares of its common stock sold through UBS, as sales agent, in at-the-market offerings, the net proceeds to the Fund and the compensation paid by the Fund to UBS in connection with such sales of the Fund's common stock.

In connection with the sale of the Fund's common stock hereunder, UBS may be deemed to be an underwriter within the meaning of the Securities Act, and the compensation paid to UBS may be deemed to be underwriting commissions or discounts. The Fund has agreed to provide indemnification and contribution to UBS against certain civil liabilities, including liabilities under the Securities Act.

If UBS or the Fund has reason to believe that the Fund's common stock is no longer an actively traded security as defined under Rule 101(c)(1) of Regulation M under the Securities Exchange Act of 1934, as amended, that party will promptly notify the other party and sales of shares of the Fund's common stock under the Distribution Agreement and any terms agreement thereunder will be suspended until that provision or other exemptive provisions have been satisfied in the judgment of UBS and the Fund.

The offering of shares of the Fund's common stock pursuant to the Distribution Agreement will terminate upon the earlier of (i) the sale of all shares of the Fund's common stock subject to the Distribution Agreement, and (ii) the termination of the Distribution Agreement by either UBS or the Fund.

UBS may engage in transactions with, or perform services for, the Fund in the ordinary course of business for which it will receive customary compensation.



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**LEGAL MATTERS**

The validity of the shares offered hereby will be passed on for the Fund by Dechert LLP, 1900 K Street, NW, Washington, DC 20006. Matters of Mexican law will be passed on for the Fund by Creel, García-Cuéllar, Aiza y Enriquez, S.C., Paseo de los Tamarindos 60, Col. Bosque de las Lomas, 05120 México, D.F. México. Certain legal matters in connection with shares offered hereby will be passed upon for UBS by Morrison & Foerster LLP, New York, New York.

Samuel García-Cuéllar, a partner of Creel, García-Cuéllar, Aiza y Enriquez, S.C., serves as Secretary of the Fund. Sander M. Bieber, a partner of Dechert LLP, serves as Assistant Secretary to the Fund.

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**BASE PROSPECTUS**

4,100,000 Shares

**The Mexico Fund, Inc. (the Fund )**

**Shares of Common Stock**

The Fund is a non-diversified, closed-end management investment company whose primary investment objective is long-term capital appreciation through investment in securities, primarily equity, listed on the Bolsa Mexicana de Valores, S.A. de C.V. (the Mexican Stock Exchange or Bolsa ). See Investment objective and policies and Investment restrictions in this prospectus.

The net asset value per share of the Fund's common stock at the close of business on June 4, 2013 (the last trading date prior to the date of this prospectus on which the Fund determined its net asset value) was \$30.52 and the last reported sale price of a share on the New York Stock Exchange ( NYSE ) on that day was \$32.24.

The Fund may offer, from time to time, in one or more offerings, its shares of common stock, par value \$1.00 per share ( Shares ). Shares may be offered at prices and on terms to be set forth in one or more supplements to this Prospectus (each, a Prospectus Supplement ). You should read this Prospectus and the applicable Prospectus Supplement carefully before you invest in Shares.

Shares may be offered directly to one or more purchasers, through agents designated from time to time by the Fund, or to or through underwriters or dealers. The Prospectus Supplement relating to the offering will identify any agents or underwriters involved in the sale of the Shares, and will set forth any applicable purchase price, fee, commission or discount arrangement between the Fund and its agents or underwriters, or among our underwriters, or the basis upon which such amount may be calculated. The Fund may not sell any of the Shares through agents, underwriters or dealers without delivery of a Prospectus Supplement describing the method and terms of the particular offering of the Shares.

This prospectus, together with the Prospectus Supplement, sets forth concisely the information about the Fund that a prospective investor ought to know before investing and should be retained for future reference. Stockholders may obtain additional information about the Fund from the Fund's reports filed with the Securities and Exchange Commission (the SEC ). You may obtain a copy of the Fund's reports filed with the SEC by contacting Mr. Eduardo Solano, the Fund's Investor Relations Vice President, at (+ 52 55) 5282-8900, during Mexico City business hours (10:00 a.m. to 3:00 p.m. and 5:00 to 7:00 p.m. ET) between the hours of 9:00 a.m. and 5:00 p.m. New York City time, Monday-Friday (except holidays). The Fund also makes its reports available free of charge on the Fund's website at [www.themexicofund.com](http://www.themexicofund.com) under Investor Reports. In addition, the reports filed with the SEC, including material incorporated by reference into this prospectus and the Prospectus Supplement, are available at the SEC's website at [www.sec.gov](http://www.sec.gov).

**Investors are advised to read this prospectus and the Prospectus Supplement and retain both for future reference.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus or the Prospectus Supplement is truthful or complete. Any representation to the contrary is a criminal offense.**

**Unless otherwise indicated, U.S. dollar equivalent information in the prospectus and Prospectus Supplement for the peso as of a specified date is based on the open market exchange rate prevailing in Mexico City published by Bloomberg. On June 4, 2013, the exchange rate was 12.7141 Mexican pesos per one U.S. dollar, and the daily calculation of the Fund's net asset value, expressed in dollar terms, are determined by using this exchange rate.**

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### **Prospectus Summary**

*The following summary is qualified in its entirety by reference to the more detailed information appearing elsewhere or incorporated by reference in this prospectus and any related Prospectus Supplement. It may not contain all of the information that is important to each stockholder. Accordingly, to understand the offer fully, stockholders are encouraged to read the entire document carefully.*

### **THE OFFER AT A GLANCE**

#### **Purpose of the offer**

The Board of Directors of the Fund ( Board or Board of Directors ) and Impulsora del Fondo Mexico, S.C., the Fund's investment adviser (the Investment Adviser ) have determined that it would be in the best interest of the Fund and its stockholders to increase the assets of the Fund available for investment, thereby enabling the Fund to more fully take advantage of available investment opportunities arising as a result of continued positive developments in Mexico and the Mexican securities market and consistent with the Fund's investment objective of long-term capital appreciation and in accordance with its efforts to seek out and invest in attractive growth oriented businesses including but not limited to small and medium capitalization companies.

The Board and the Investment Adviser also believe that an increase in the size of the Fund may result in a modest reduction in the Fund's expense ratio. There can be no assurance that the offer will be successful or that by increasing the size of the Fund, the Fund's aggregate expenses and, correspondingly, its expense ratio, will be lowered. See The offer Purpose of the offer.

#### **The offer**

The Fund may offer, from time to time, in one or more offerings, up to 4,100,000 Shares on terms to be determined at the time of the offering. The Shares may be offered at prices and on terms to be set forth in one or more Prospectus Supplements. The offering price of the Shares will not be less than the net asset value of the Shares at the time the Fund makes the offering, exclusive of any underwriting commissions or discounts. You should read this Prospectus and the applicable Prospectus Supplement carefully before you invest in the Shares. The Shares may be offered directly to one or more purchasers, through agents designated from time to time by us, or to or through underwriters or dealers. The Prospectus Supplement relating to the offering will identify any agents, underwriters or dealers involved in the sale of the Shares, and will set forth any applicable purchase price, fee, commission or discount arrangement between the Fund and its agents or underwriters, or among the Fund's underwriters, or the basis upon which such amount may be calculated. The Fund may not sell any of the Shares through agents, underwriters or dealers without delivery of a Prospectus Supplement describing the method and terms of the particular offering of our Shares.

#### **Use of proceeds**

The Fund intends to use the net proceeds from the sale of Shares primarily to invest in accordance with its investment objective and policies. Proceeds will be invested within approximately 60 days of receipt by the Fund, depending on market conditions and the availability of appropriate investment opportunities. See Use of proceeds.

### **THE FUND AT A GLANCE**

#### **The Fund**

The Fund is a non-diversified, closed-end management investment company organized as a Maryland corporation. As of June 4, 2013 (the last trading date prior to the date of this prospectus on which the Fund determined its NAV), the Fund's NAV per Share was \$30.52 and the last reported sale price of a share on the NYSE was \$32.24. See The Fund.

#### **NYSE listed**

As of April 30, 2013, the Fund had 13,408,785 Shares of common stock outstanding. The Fund's common stock is traded on the NYSE under the symbol MXF. See The Fund Description of common stock.

#### **Investment objective**

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The Fund's investment objective is to seek long-term capital appreciation through investment in securities, primarily equity, listed on the Mexican Stock Exchange.

No assurance can be given that the Fund's investment objective will be achieved. See Investment objective and policies.

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### **Investment policies**

For as long as the name of the Fund remains The Mexico Fund, Inc., it shall be the non-fundamental policy of the Fund to generally invest at least 80% of its total assets in equity securities listed on the Mexican Stock Exchange, but may reduce its holdings in equity securities listed on the Mexican Stock Exchange below 80% of its total assets for temporary defensive purposes when unusual market or economic conditions occur. This investment policy is a non-fundamental policy which may be changed by the Board of Directors upon 60 days prior written notice to Stockholders.

The Fund is a non-diversified fund for purposes of the Investment Company Act of 1940, as amended (the 1940 Act ). The Fund has also adopted a policy which permits the Fund to concentrate (i.e., over 25% of the Fund's total assets) in investments in a particular industry or group of industries based on the representation of that industry or group of industries on a relevant Mexican stock index.

The Fund may invest in Mexican fixed-income securities, bank time deposits of Mexican banks, and short-term repurchase agreements, all of which are peso-denominated and may be dollar-linked (i.e., paid in pesos but with repayment linked to a dollar exchange rate), in order to provide appropriate liquidity to take advantage of market opportunities and meet cash requirements. The Fund may also invest in dollar-denominated deposits and dollar-denominated investments such as U.S. Treasuries, U.S. Agency Securities, Agency Mortgage Backed Securities and Mexican Sovereign Debt. As market or other conditions require, the proportion of the Fund's assets held in fixed-income securities or bank time deposits may vary. The Fund will not realize capital gains for the sole purpose of making distributions to stockholders. See Investment objective and policies.

### **Managed Distribution Plan and Other Discount Reduction Efforts**

On August 12, 2008, the Fund received an exemptive order (the Order ) from the Securities and Exchange Commission ( SEC ) under Section 19(b) of the Investment Company Act of 1940, as amended, which permits the Fund to distribute long-term capital gains to stockholders more than once per year. Following receipt of the Order, the Board of Directors approved the implementation of a Managed Distribution Plan ( MDP ) to make quarterly cash distributions to stockholders, pursuant to which the Fund currently pays quarterly distributions at an annual rate of 10% of the Fund's NAV per share recorded on the last business day of the previous calendar year.

The Fund is subject to a number of conditions under the Order, among them that the Fund may not make any public offering of the Fund's Shares other than (A) a rights offering below NAV to holders of the Fund's common stock; (B) an offering in connection with a dividend reinvestment plan, merger, consolidation, acquisition, spin-off or reorganization of the Fund; or (C) an offering other than an offering described in conditions (A) and (B) above, unless, with respect to such other offering: (1) the Fund's annual distribution rate for the six months ending on the last day of the month ended immediately prior to the declaration date of the most recent distribution is no more than one percentage point greater than the Fund's average annual total return for the five-year period ending on such date; and (2) the transmittal letter accompanying any registration statement filed with the SEC in connection with such offering discloses that the Fund has received an order under Section 19(b) to permit it to make periodic distributions of long-term capital gains with respect to its common stock as frequently as twelve times each year. As of the date of this prospectus, the Fund is in compliance with all conditions of the Order, including the aforementioned condition relating to public offerings. However, circumstances may arise in the future which would prevent this condition from being met, and which could therefore prevent the Fund from issuing Shares.

In addition to the MDP, the Fund continues to maintain and implement as part of its ongoing discount reduction efforts the following strategies: (i) an open market share repurchase policy and (ii) the monthly publication of the Fund's portfolio of investments. See Dividends and Capital Gain Distributions and Discount Reduction Efforts.

### **Investment Adviser**

Impulsora del Fondo México, S.C. has acted as the Fund's Investment Adviser since the Fund's establishment in 1981. See Advisory Agreement.

The Investment Adviser also provides other fund services to the Fund pursuant to an Amended and Restated Fund Services Agreement, amended and restated as of December 6, 2011. See Fund Services Agreement.

### **Compensation of the Investment Adviser**

The Fund pays the Investment Adviser a fee at the annual rate of 1.00% of the Fund's average daily net assets up to and including \$200 million, 0.90% of such assets between \$200 million and \$400 million, and 0.60% of such assets in excess of \$400 million, computed based upon the average daily value of the net assets of the Fund and payable within fifteen days after the end of each calendar month. See Advisory Agreement.

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The Investment Adviser will benefit from the offer because its fees are based on the average net asset value applicable to Shares of the Fund.

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The Fund also pays Impulsora a fee for other fund services, computed at the end of each calendar month on the basis of the average daily value of the net assets of the Fund (as translated into U.S. dollars) for such month, at the annual rate of 0.11% of average daily net assets on assets under management up to \$600 million, and at the annual rate of 0.09% of average daily net assets on assets under management above \$600 million. The fee will not be lower than the annual amount of \$450,000. The fee is payable within fifteen days after the end of each calendar month. See Fund Services agreement.

### **Custodian**

The Fund maintains securities listed on the Mexican Stock Exchange in the book-entry system of Indeval, the Mexican central securities depository. BBVA Bancomer, SA acts as the Fund's custodian for all Fund assets held in Mexico. Comerica Bank is the custodian for all assets held in the United States.

### **Transfer agent, dividend-paying agent and registrar**

American Stock Transfer & Trust Company acts as the Fund's dividend-paying agent and as transfer agent and registrar for the Fund's common stock and Distribution Reinvestment and Stock Purchase Plan.

## **RISK FACTORS AND SPECIAL CONSIDERATIONS AT A GLANCE**

*Certain matters that you should consider, among others, in connection with the offer are summarized below. For a more complete discussion of the risk factors and special considerations involved in investing in the Fund's shares, see Risk factors and special considerations.*

### **Foreign investments generally**

Foreign investments may involve certain considerations and risks not typically associated with domestic investments as a result of, among others, the possibility of political and economic developments and the level of governmental supervision and regulation of foreign securities markets. In addition, certain foreign markets may be substantially more volatile than the major markets of the United States due to, among other things, the following factors: comparatively unstable political, social and economic conditions, and limited or ineffectual judicial systems; comparatively small market sizes, making securities less liquid and securities prices more sensitive to the movements of large investors and more vulnerable to manipulation; governmental policies or actions, such as high taxes, restrictions on currency movements, trade or diplomatic disputes, creation of monopolies, and the seizure of private property through confiscatory taxation and expropriation or nationalization of company assets; incomplete, outdated, or unreliable information about securities issuers due to less stringent market regulation and accounting standards; comparatively undeveloped markets and weak banking and financial systems; regulatory policies or actions; market inefficiencies, such as higher transaction costs, and administrative difficulties, such as delays in processing transactions; and fluctuations in foreign currency exchange rates, which could reduce gains or widen losses. In addition, foreign taxes could reduce the income available to distribute to shareholders, and special U.S. tax considerations could apply to foreign investments.

Mexico is considered to be an emerging market country. Foreign investment risks typically are greater in emerging markets than in developed markets, for such reasons as social or political unrest, heavy economic dependence on agriculture or exports (particularly commodities), undeveloped or overburdened infrastructures, vulnerability to natural disasters, significant and unpredictable government intervention in markets or the economy, currency devaluations, runaway inflation, environmental problems, and business practices that depart from norms for developed countries and less developed or liquid markets for securities generally.

Reduced market liquidity, as compared to U.S. markets, may also have an adverse effect on market price and the Fund's ability to dispose of particular instruments when necessary and may make it more difficult for the Fund to obtain accurate market quotations of portfolio securities for valuing the Fund's portfolio and calculating its net asset value. See Risk factors and special considerations Foreign investments generally.

### **Investment in Mexican securities**

Investing in Mexican securities involves certain considerations not typically associated with investing in securities of U.S. issuers, including (1) less liquidity and smaller market capitalization; (2) greater currency fluctuations; (3) higher rates of inflation and domestic interest rates; and (4) less stringent disclosure requirements, less available information regarding Mexican public companies and less active regulatory oversight of Mexican public companies.



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The Mexican securities market is not as large or as active as the securities markets in the United States. As of January 31, 2013, the Mexican equity market capitalization was approximately \$600 billion compared to the approximately \$20 trillion equity market capitalization of NYSE-listed equity securities. Generally, the Mexican securities market is characterized by a relatively small number of actively traded issuers and high price volatility. This may affect the rate at which the Fund is able to invest in listed Mexican securities, the purchase and sale prices for such securities and the timing of conversions, purchases and sales.

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There is less publicly available information about the issuers of certain Mexican securities than is regularly published by issuers in the United States, although some Mexican companies whose shares trade in U.S. markets comply with U.S. regulations. Further, financial statements and reported earnings of Mexican companies incorporate the effects of inflation and differ from those of U.S. companies in this respect as well as others. Also, there is generally less government supervision and regulation of exchanges, brokers and issuers in Mexico than there is in the United States. Mexican corporate laws regarding fiduciary responsibility and protection of stockholders are less developed than those in the United States.

The Fund is also subject to the risk of political and economic instability with respect to its investments in Mexico. Enrique Peña Nieto took office as the President of Mexico on December 1, 2012. Shortly thereafter, Mr. Peña Nieto and leaders of the three largest political parties signed the Pact for Mexico, in which they outlined a reform agenda and strategy for the next six years. Mr. Peña Nieto, a member of the Institutional Revolutionary Party ( PRI ) ended a 12-year period during which the National Action Party ( PAN ) held presidential office. The new presidential administration may have a strong influence over new policies and governmental actions regarding the Mexican economy and the current administration has implemented two important structural reforms: the Labor Reform and the Education Reform. Additionally, a third structural reform, the Telecommunications Reform, has been approved and will soon be enacted. Given these important recent developments, international investors are optimistic regarding the possibility of approval of a Fiscal Reform, under which the government may reduce its dependency on oil income, and an Energy Reform, which may include changes to allow the participation of the private sector in activities until now reserved to the government, and a Security Reform, aimed at reducing violence levels and enhancing the rule of law. All these structural reforms are expected to boost Mexico's economic growth in the medium- and long-term. However, the Investment Adviser cannot be assured that the Mexican political environment will be free of instability in the future. See Risk factors and special considerations Risks involved in Mexican investments.

Risk also exists in regards to the security situation in Mexico and the possibility that government expenditures required to combat the violence may divert resources away from other productive uses, such as economic development and related initiatives. The Fund's Investment Adviser believes that Mexico's prevailing stable economic environment, as well as the generally positive performance of Mexican listed companies and financial markets, are indicators that investors in Mexico are decoupling the security situation from their investment decisions, and that with the exception of the impact in a few tourist destinations, the security situation has not significantly affected the Mexican economy and financial markets. However, the Investment Adviser cannot state that this will continue to be the case in the future. See Risk factors and special considerations Security in Mexico.

### **Currency exchange rate fluctuations**

The Fund is subject to the risk of a decline in the value of the peso against the U.S. dollar. Because almost all of the securities in the Fund's portfolio are quoted in pesos, these securities must increase in value at a rate in excess of any rate of decline of the peso against the U.S. dollar in order to avoid a decline in their equivalent U.S. dollar value. Accordingly, a future decline in the value of the peso against the U.S. dollar may result in a corresponding decline in the value of the securities held by the Fund that are denominated in pesos. Adverse developments in the political environment mentioned above could create further fluctuations in the valuation of the peso against the U.S. dollar. The peso has been subject to significant devaluations in the past, although not in the recent past, and there can be no assurance that similar devaluations will not take place in the future. The Fund does not generally hedge against a decline in the value of the peso. Thus, any decline in the value of the peso may have a direct negative impact on the valuation of the Fund's securities. See Risk factors and special considerations Currency exchange rate fluctuations.

### **Discount from net asset value**

The Fund's Shares have historically traded in the market at a price which is below the Fund's NAV. This characteristic of shares of closed-end investment companies is a risk separate and distinct from the risk that the Fund's NAV will decrease. In the 12-month period ended December 31, 2012, the Fund's Shares traded in the market at an average discount to NAV of 8.1%. Since January 18, 2013, the Fund began trading at a premium. As of June 4, 2013, the premium was 5.64%. See Risk factors and special considerations Net asset value discount.

### **Investments in U.S. dollar-denominated instruments**

The Fund may invest in dollar-denominated investments such as U.S. Treasuries, U.S. Agency Securities, Agency Mortgage Backed Securities and Mexican Sovereign Debt. Regarding certain U.S. federal agency securities or government sponsored-entity securities (such as debt securities or mortgage-backed securities issued by Freddie Mac, Fannie Mae, Federal Home Loan Banks, and other government-sponsored entities), although the issuer may be chartered or sponsored by Acts of Congress, the issuer is not funded by congressional appropriations and its securities are neither issued nor guaranteed by the United States Treasury. The U.S. government may not provide financial support to U.S. government agencies, instrumentalities or sponsored enterprises if it is not obligated to do so by law. See Risk factors and special considerations Dollar-denominated investments risk.



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### **Foreign custody**

Investment companies generally hold foreign securities and cash in foreign banks and securities depositories, and regulatory oversight over such entities may be limited. The laws of certain countries may put limits on a fund's ability to recover its assets if a foreign bank, depository or issuer of a security, or any of their agents, goes bankrupt. In addition, it is often more expensive for a fund to buy, sell and hold securities in certain foreign markets than in the United States.

BBVA Bancomer, SA ( Bancomer ), acts as the Fund's custodian, and S.D. Indeval, S.A. de C.V. ( Indeval ) acts as a securities depository for securities or equivalent book-entries in Mexico. It is the Investment Adviser's view that Bancomer and Indeval are stable financial institutions unlikely to be subject to the risks described herein. In addition, the Board of Directors reviews and evaluates the Fund's foreign custody arrangements on an annual basis. See Risk factors and special considerations Foreign custody.

### **Non-diversified status**

The Fund is classified as a non-diversified management investment company under the 1940 Act, which means that the Fund is not limited by the 1940 Act as to the proportion of its assets that may be invested in the securities of a single issuer. As a non-diversified investment company, the Fund may invest a greater proportion of its assets in common stock of a smaller number of issuers and, as a result, will be subject to greater risk with respect to its portfolio securities. Although the Fund must diversify its holdings in order to be treated as a regulated investment company under the provisions of the Internal Revenue Code of 1986, as amended ( Code ), the Fund may be more susceptible to any single economic, political or regulatory occurrence than would be the case if it had elected to diversify its holdings sufficiently to be classified as a diversified management investment company under the 1940 Act. See Risk factors and special considerations Non-diversified status.

### **Tax considerations**

A portion of the Fund's net assets is comprised of unrealized capital gains due to the investment performance of many of the Fund's portfolio holdings over the last several years. Such gains, when realized and distributed, will become taxable to stockholders. Furthermore, there can be no assurance that the investment performance giving rise to such unrealized gains will continue, or that such gains will, in fact, be realized.

Value-added, withholding and/or other taxes may apply to the Fund and its investments, which will reduce the Fund's return. The Fund intends to elect, when eligible, to pass-through to the Fund's Stockholders, as a deduction or credit, the amount of foreign income and similar taxes paid by the Fund. See Risk factors and special considerations Tax considerations.

### **Concentration risk**

The Mexican Stock Exchange is a concentrated market. A large percentage of the value of the Mexican securities market is currently represented by certain industry sectors, in particular, the communications industry. Also, a Mexican individual, Mr. Carlos Slim Helú, has a controlling interest in companies representing over 21.8% of the market capitalization of the Mexican Stock Exchange. The value of the Mexican Stock Exchange may be subject to greater volatility than markets that are less concentrated. Any factors or events which impact Mr. Slim could have negative repercussions for the issuers in which he holds a controlling interest and the Mexican Stock Exchange as a whole.

The Fund has adopted a concentration policy which permits it to concentrate its investments in any industry or group of industries of the Mexican Stock Exchange Index (or any successor or comparable index, as determined by the Board of Directors to be an appropriate measure of the Mexican market) if, at the time of investment, such industry represents 20% or more of the Index; provided, however, that the Fund will not exceed the Index concentration by more than 5%. Because the Fund's investments may be concentrated from time to time in certain industries, the value of the Fund may be subject to greater volatility than a fund with a portfolio that is less concentrated. If securities of a particular industry in which the Fund has concentrated fall out of favor, the Fund could underperform against other funds with greater industry diversification. To the extent the Fund concentrates its investments in certain industries in accordance with its concentration policy or is invested in companies which Mr. Slim controls, the Fund will be more susceptible to effects caused by changes in the economic climate, overall market volatility, or regulatory environment which impact these industries and any factors or events affecting Mr. Slim. See Risk factors and special considerations Concentration risk.

### **Anti-takeover provisions**

The Fund has provisions in its charter ( Charter ) and bylaws ( Bylaws ) that could have the effect of limiting the ability of other entities or persons to acquire control of the Fund. The Bylaws provide for a staggered election of Directors, with such Directors divided into three classes, each serving for a term of three years and until their successors are duly elected and qualify. Accordingly, unless removed by Stockholders between

annual meetings, only those Directors in one class may be changed in any one year, and it

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would require two years to change a majority of the Board of Directors. The Bylaws also contain certain qualifications for nominees for Director positions and establish certain Board and/or Stockholder supermajority approval requirements for certain corporate actions. This system of electing Directors may be regarded as having an anti-takeover effect, and may have the effect of maintaining the continuity of management and thus may make it more difficult for the Fund's Stockholders to change the majority of Directors.

The Charter of the Fund contains certain provisions that limit the ability of Stockholders to remove Directors, provides that the number of Directors may be fixed only by the Board, provides that certain vacancies on the Board of Directors may be filled only by the vote of the remaining Directors, and limits the ability of Stockholders to call a special meeting of Stockholders. See [Capital stock](#) Certain provisions of the Maryland General Corporation Law, the Charter and Bylaws.

**Market disruption**

Instability in the Middle East and North Africa, such as in Tunisia, Egypt, Iran and Bahrain, and terrorist attacks in the United States and around the world have had a substantial impact on the U.S. and world economies and securities markets. The nature, scope and duration of the occupation cannot be predicted with any certainty. Terrorist attacks closed some of the U.S. securities markets in 2001, political instability closed the Cairo Stock Exchange in January 2011, and similar events in various jurisdictions cannot be ruled out in the future. War and occupation, political instability, terrorism and related geopolitical risks have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term effects on U.S. and world economies and markets generally. There may also be interruptions in the market beyond the Fund's control caused by natural disasters, such as weather-related emergencies. These risks may adversely affect individual issuers and securities markets, interest rates, secondary trading, ratings, investor psychology, credit risk, inflation and other factors relating to the Shares and the investments made by the Fund. See [Risk factors and special considerations](#) Market disruption.

**Table of Contents****FUND EXPENSES**

<b>Stockholder transaction expenses</b>	
Sales load (as a percentage of the subscription price)(1)	-%
Offering Expenses (as a percentage of offering price)(1)	-%
Distribution Reinvestment and Stock Purchase Plan fees	None
	<b>(as a percentage of net assets attributable to the common stock)(2)</b>
<b>Annual expenses</b>	
Management fee	0.92%
Administrative fee	0.11%
Interest payments on borrowed funds	0%
Other Expenses	0.35%
Total annual expenses	1.38%

- (1) If the Shares are sold to or through underwriters, the Prospectus Supplement will set forth any applicable sales load and the estimated offering expenses (which may include offering expenses borne by third parties on the Fund's behalf).
- (2) Fees payable under the Advisory Agreement and Fund Services Agreement are calculated on the basis of the Fund's average daily net assets. See Advisory Agreement and Fund Services agreement. Other expenses have been estimated for the current fiscal year.

**Hypothetical example**

An investor would directly or indirectly pay the following expenses on a \$1,000 investment in the Fund, assuming a 5% annual return:

<b>1 Year</b>	<b>3 Years</b>	<b>5 Years</b>	<b>10 Years</b>
\$14.16	\$44.02	\$76.07	\$166.77

This hypothetical example assumes that all dividends and other distributions are reinvested at NAV and that the percentage amounts listed under Annual expenses above remain the same in the years shown. The above tables and the assumption in the hypothetical example of a 5% annual return are required by regulation of the SEC applicable to all investment companies; the assumed 5% annual return is not a prediction of, and does not represent, the projected or actual performance of the Fund's Shares. For more complete descriptions of certain of the Fund's costs and expenses, see Management of the Fund, Advisory Agreement and Fund Services agreement.

**The hypothetical example should not be considered a representation of future expenses or rate of return and actual Fund expenses may be greater or less than those shown.**

**Table of Contents****FINANCIAL HIGHLIGHTS**

The following information has been audited by PricewaterhouseCoopers LLP, the independent registered public accounting firm for the Fund, whose reports thereon were unqualified. This information should be read in conjunction with the financial statements and notes thereto incorporated by reference in this prospectus. See Financial statements.

**The Mexico Fund, Inc.****Financial Highlights**

	For the Year Ended October 31,									
	2012	2011	2010	2009	2008	2007	2006	2005	2004	2003
<b>Per Share Operating Performance:</b>										
Net asset value, beginning of year	\$ 25.37	\$ 29.50	\$ 22.97	\$ 19.41	\$ 51.23	\$ 42.43	\$ 31.65	\$ 21.92	\$ 17.36	\$ 15.46
Net investment income *	0.12	0.24	0.17	0.06	0.15	0.54	0.30	0.23	0.03	0.03
Net gain (loss) on investments and translation of foreign currency *	5.78	(1.34)	8.48	6.71	(24.61)	15.45	13.37	10.20	6.72	3.63
Total from investment operations *	5.90	(1.10)	8.65	6.77	(24.46)	15.99	13.67	10.43	6.75	3.66
<b>Less Dividends and Distributions:</b>										
Dividends to stockholders from net investment income	(0.13)	(0.10)	(0.11)	(0.06)	(0.65)	(0.34)	(0.63)	(0.13)	-	(0.45)
Distributions to stockholders from net realized gain on investments	(2.48)	(2.94)	(2.24)	(3.25)	(6.52)	(3.64)	(2.28)	(0.58)	(0.31)	(1.34)
Total dividends and distributions	(2.61)	(3.04)	(2.35)	(3.31)	(7.17)	(3.98)	(2.91)	(0.71)	(0.31)	(1.79)
<b>Capital Share Transactions:</b>										
Effect on NAV of stock repurchased	-	0.01	0.21	0.10	0.01	0.03	0.02	0.01	0.01	0.06
Payment of short-swing profit	-	-	0.02	-	-	-	-	-	-	-



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Capital charge resulting from issuance of fund shares	-	-	-	-	(0.20)	(3.24)	-	-	(1.89)	(0.03)
Total capital share transactions	-	0.01	0.23	0.10	(0.19)	(3.21)	0.02	0.01	(1.88)	0.03
Net asset value, end of period	\$ 28.66	\$ 25.37	\$ 29.50	\$ 22.97	\$ 19.41	\$ 51.23	\$ 42.43	\$ 31.65	\$ 21.92	\$17.36
Market value per share, end of period	\$ 27.59	\$ 23.53	\$ 26.87	\$ 20.07	\$ 16.56	\$ 45.20	\$ 36.91	\$ 28.10	\$ 18.65	\$15.36
Total investment return based on market value per share **	30.08%	(1.76)%	47.13%	48.59%	(54.43)%	37.03%	44.14%	55.64%	27.39%	22.49%
<b>Ratios to Average Net Assets:</b>										
Expenses	1.49%	1.42%	1.47%***	1.72%	1.15%	1.07%	1.20%	1.38%	1.64%	1.92%
Net investment income	0.43%	0.83%	0.64%	0.35%	0.38%	1.26%	0.87%	0.84%	0.15%	0.15%
<b>Supplemental Data:</b>										
Net assets at end of year (in 000 s)	\$ 382,960	\$ 339,050	\$ 395,337	\$ 330,232	\$ 351,311	\$ 974,746	\$ 646,971	\$ 534,654	\$ 410,373	\$269,762
Portfolio turnover rate	30.94%	25.18%	29.96%	51.15%	23.91%	35.70%	14.50%	29.24%	26.84%	28.99%

\* Amounts were computed based on average shares outstanding during the period.

\*\* Total investment return is calculated assuming a purchase of common stock on the opening of the first day and a sale on the last business day of each year reported. Dividends and distributions, if any, are assumed to be reinvested at the lower of the net asset value or the closing market price on the dividend/distribution day. If the fiscal 2003 distribution were taken in stock, which was issued at \$12.08 per share, the total return would have been 20.99% for that year. For fiscal 2004, the total return was calculated assuming a sale of the rights received on September 22, and reinvested in stock at the closing market price of that date. For fiscal, 2007, the total return was calculated assuming a sale of the rights received on March 26, and reinvested in stock at the closing market price of that date. If the distribution corresponding to long-term capital gains in fiscal 2007 were taken in stock, which was issued at \$38.95 per share, the total return would have been 37.16%. If the distribution corresponding to long-term capital gains in fiscal 2008 were taken in stock, which was issued at \$32.92 per share, the total return would have been (56.64)%.

\*\*\* Net of expense reimbursement representing 0.02%.

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**Note: Contained above is operating performance for a Share of common stock outstanding, total investment return, ratios to average net assets of Stockholders and other supplemental data for each of the years indicated. This information has been determined based upon financial information provided in the financial statements and market value data for the Fund's Shares.**

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### **THE OFFER**

#### **Purpose of the offer**

The Board of Directors and the Investment Adviser have determined that it would be in the best interest of the Fund and its Stockholders to increase the assets of the Fund available for investment. In connection with the Board's consideration of any potential offer, the Investment Adviser will present information regarding recent and future developments in the Mexican securities market. Proceeds from any potential offer would allow the Fund to capitalize further on the continued expansion and positive returns of the Mexican Stock Exchange without the disposition of current favorable investments.

An increase in the assets of the Fund available for investment would enable the Fund to more fully take advantage of available investment opportunities arising as a result of any continuing positive developments in Mexico and the Mexican securities market. Due to what the Investment Adviser believes to be a combination of positive economic, regulatory and securities market developments in an environment of prolonged economic stability, the Fund's Board and the Investment Adviser believe that the next several years may present an opportune time to raise assets for investment in companies listed on the Mexican Stock Exchange.

In recent years, inflation, interest rates and foreign exchange rates in Mexico have remained comparatively stable while Mexico has at the same time experienced modest gross domestic product (GDP) growth. Moreover, the investment grade rating on Mexican government securities appears to reflect an increase in the perceived creditworthiness of the Mexican government. The Investment Adviser believes that this stabilization of the Mexican economy, along with expected positive results from the reform agenda of the current administration and the significant international expansion of several Mexican companies have been important drivers of economic and investment performance in Mexico.

Furthermore, the Investment Adviser believes that stock valuations remain at high levels relative to developed U.S., European and Asian economies. As a consequence of improved political, economic and structural market dynamics, global assets invested in Latin America have continued to increase as a percentage of overall equity investment. Moreover, in recent months international investors have perceived Mexico as an attractive and safe destination for investments, given its solid macroeconomic environment, which includes, among other factors, controlled inflation, healthy public sector finances, steady economic growth near 4% per year, fairly valued currency and balanced external accounts. These factors contrast with the difficult economic environment currently prevailing in Europe and the United States. The valuation of Mexican listed companies presenting attractive growth rates, low leverage levels and strong corporate governance practices have been favored by investors. Since September 2012, Mexican corporations and Real Estate Investment Trusts (REITs) have raised approximately \$8 billion in three IPOs and five follow-on offerings. This compares favorably with the previous three twelve-month periods when the equity raised by Mexican listed companies averaged \$450 million per year.

The Fund's Board of Directors and the Investment Adviser believe that increasing Fund assets available for investment should result in a modest lowering of the Fund's expenses as a percentage of average net assets because fixed costs of the Fund can be spread over a larger asset base, although such expense reductions cannot be guaranteed.

#### **USE OF PROCEEDS**

The Fund anticipates that it will be able to invest substantially all of the net proceeds of an offering in accordance with its investment objectives and policies within approximately 60 days after receipt by the Fund, depending on market conditions and the availability of appropriate securities. Pending such investment, the Fund anticipates investing the proceeds in high-quality, short-term repurchase agreements collateralized with obligations of the Mexican federal government. The Fund invests in an emerging market whose liquidity may delay the investment of the proceeds in a manner consistent with the Fund's investment objective. See The offer Purpose of the offer, Investment objective and policies and Investment restrictions.

**Table of Contents****THE FUND**

The Fund is a non-diversified, closed-end management investment company registered under the 1940 Act. The Fund was incorporated under the laws of the State of Maryland on January 13, 1981 and was the first publicly offered United States registered investment company organized to invest primarily in Mexican equity securities listed on the Bolsa. The Fund's investment objective is long-term capital appreciation through investment in securities, primarily equity, listed on the Mexican Stock Exchange. No assurance can be given that the Fund's investment objective will be achieved.

**Description of common stock**

The Fund is authorized to issue 150,000,000 Shares. Each Share has equal voting, dividend, distribution and liquidation rights. The Shares outstanding are, and the Shares offered hereby, when issued will be, fully paid and non-assessable. Shares are not redeemable and have no preemptive rights, conversion rights, cumulative voting rights, or (except with respect to appraisal rights arising in connection with the Maryland Control Share Acquisition Act discussed below), appraisal rights.

The number of Shares outstanding as of April 30, 2013 was 13,408,785.

The Fund's Shares are publicly held and are listed and traded on the NYSE. The following table sets forth for the quarters indicated the highest and lowest daily intraday prices on the NYSE per Share, the highest and lowest closing NAV per Share and the highest and lowest registered discount from NAV per Share. The table also sets forth the number of Shares traded on the NYSE during the respective quarter.

During Quarter Ended	NAV per Share		NYSE Market Price (2)		%Premium/ (Discount) (3)		NYSE (4)
	High	Low	High	Low	High	Low	
October 31, 2008	\$37.26	\$16.21	\$33.13	\$13.22	(21.80)	(6.50)	3,158,552
January 31, 2009	\$20.68	\$14.96	\$17.51	\$13.09	(21.45)	(8.78)	5,547,710
April 30, 2009	\$17.36	\$12.34	\$14.82	\$10.30	(19.71)	(7.47)	5,520,600
July 31, 2009	\$21.33	\$16.40	\$19.11	\$14.77	(15.65)	(8.56)	1,628,737
October 31, 2009	\$25.24	\$21.55	\$22.53	\$19.58	(12.63)	(5.34)	1,881,064
January 31, 2010	\$26.81	\$22.97	\$23.57	\$20.19	(15.05)	(9.64)	2,376,239
April 30, 2010	\$29.50	\$24.28	\$26.25	\$21.20	(12.74)	(10.01)	1,877,571
July 31, 2010	\$28.25	\$24.57	\$25.00	\$21.35	(14.51)	(10.04)	2,027,391
October 31, 2010	\$29.50	\$25.24	\$26.87	\$22.46	(11.68)	(8.75)	1,804,198
January 31, 2011	\$32.26	\$29.44	\$29.31	\$26.25	(13.00)	(8.38)	1,362,583
April 30, 2011	\$31.90	\$29.56	\$29.08	\$26.65	(11.40)	(8.24)	1,142,329
July 31, 2011	\$31.13	\$29.66	\$28.26	\$26.49	(11.18)	(8.27)	1,603,277
October 31, 2011	\$29.67	\$22.32	\$27.23	\$20.57	(10.01)	(4.78)	1,659,688
January 31, 2012	\$25.98	\$22.76	\$23.72	\$20.79	(12.03)	(6.29)	1,574,346
April 30, 2012	\$28.04	\$26.04	\$25.75	\$23.93	(9.76)	(6.85)	2,313,876
July 31, 2012	\$28.29	\$23.96	\$25.77	\$21.85	(10.22)	(7.95)	1,673,998
October 31, 2012	\$29.86	\$27.05	\$29.05	\$24.73	(9.66)	(2.45)	1,570,936
January 31, 2013	\$32.63	\$27.91	\$32.81	\$25.42	(10.79)	1.58	2,730,244
April 30, 2013	\$34.23	\$31.24	\$38.60	\$30.42	17.53	(2.71)	1,124,373

(1)

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**Source:** Impulsora del Fondo México, S.C. Represents the highest and the lowest NAV per Share for the respective quarter based on the NAV calculated at the end of the business day.

- (2) **Source:** Impulsora del Fondo México, S.C. with figures obtained from the NYSE.

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- (3) **Source:** Impulsora del Fondo México, S.C. Represents the high/low premium or discount from NAV of the Shares for the respective quarter based on the Share price and NAV at the end of the business day.

(4) **Source:** Impulsora del Fondo México, S.C. with figures obtained from the NYSE.  
At the close of business on June 4, 2013, the NAV per Share was \$30.52 and the last reported sale price of a Share on the NYSE was \$32.24, representing a 5.64% premium from such NAV.

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### **INVESTMENT OBJECTIVE AND POLICIES**

#### **Investment objective**

The Fund's investment objective is long-term capital appreciation through investment in securities, primarily equity, listed on the Mexican Stock Exchange. The Fund's investment objective may not be changed without the approval of the holders of a majority of the outstanding Shares. A majority vote, as defined by the 1940 Act, means the affirmative vote of the lesser of (i) 67% of the relevant Shares represented at a meeting at which more than 50% of such Shares are represented or (ii) more than 50% of the relevant Shares.

#### **Investment policies**

##### **Generally**

To achieve its investment objective, the Fund will generally invest at least 80% of its total assets in equity securities listed on the Mexican Stock Exchange, but may reduce its holdings in equity securities listed on the Mexican Stock Exchange below 80% of its total assets for temporary defensive purposes when unusual market or economic conditions occur. This investment policy is a non-fundamental policy which may be changed by the Board of Directors upon 60 days' prior written notice to Stockholders.

The Fund may also invest in fixed-income securities and bank time deposits of Mexican banks, all of which are peso-denominated and may be dollar-linked (i.e., paid in pesos but with repayment linked to a dollar exchange rate), in order to provide appropriate liquidity to take advantage of market opportunities and meet cash requirements. The Fund may also invest in dollar-denominated deposits and dollar-denominated investments such as U.S. Treasuries, U.S. Agency securities, Agency Mortgage-Backed Securities and Mexican Sovereign Debt. As market or other conditions require, the proportion of the Fund's assets held in fixed-income securities or bank time deposits may vary. The Fund will not realize capital gains for the sole purpose of making distributions to Stockholders.

The Fund's assets are diversified over a broad spectrum of the Mexican economy. Industries in which the Fund currently invests include cement, communications, construction, financial groups, food and beverages, mining, consumer products, retail stores, real estate investment trusts, chemical and petrochemical products, and services.

##### **Concentration policy**

The Fund has adopted a fundamental policy which permits it to concentrate its investments in any industry or group of industries of the Mexican Stock Exchange Index (or any successor or comparable index as determined by the Board of Directors to be an appropriate measure of the Mexican market) if, at the time of investment, such industry represents 20% or more of the Index; provided, however, that the Fund will not exceed the Index concentration by more than 5%. As of March 31, 2013, no industry group represents 20% or more of the value of the securities included in the Mexican Stock Exchange Index. The Investment Adviser continually evaluates the Fund's concentration and may choose to concentrate in any industry group in the future subject to this concentration policy.

##### **Repurchase agreements, securities lending and borrowing**

The Fund may enter into repurchase agreements with banks and broker-dealers pursuant to which the Fund may acquire a security for a relatively short period (usually no more than a week) subject to the obligations of the seller to repurchase and the Fund to resell such security at a fixed time and price. The Investment Adviser monitors the value of such securities daily to determine that the value equals or exceeds the repurchase price. Under the 1940 Act, repurchase agreements are considered to be loans made by the Fund which are collateralized by the securities subject to repurchase. Repurchase agreements may involve risks in the event of default or insolvency of the seller, including possible delays or restrictions upon the Fund's ability to dispose of the underlying securities. The Fund will enter into repurchase agreements only with parties who meet creditworthiness standards approved by the Fund's Board of Directors, i.e., banks or broker-dealers which have been determined by the Investment Adviser to present no serious risk of becoming involved in bankruptcy proceedings within the time frame contemplated by the repurchase transaction.

To generate income, the Fund may also lend portfolio securities to borrowers, although it has not done so since 1999 and has no present intention to enter into any securities lending arrangement. Any such loans must be secured by collateral (consisting of any combination of cash, U.S. Government securities, irrevocable letters of credit and other high-quality debt securities) in an amount at





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least equal (on a daily marked-to-market basis) to the current market value of the securities loaned. The Fund may terminate the loans at any time and obtain the return of the securities. The Fund will continue to receive any interest or dividends paid on the loaned securities and will continue to have voting rights with respect to the securities. In connection with the lending of its portfolio securities, the Fund is exposed to the risk of delay in recovery of the securities loaned or possible loss of right in the collateral should the borrower become insolvent.

The Fund has the ability to borrow money to the extent permitted, or as not prohibited, by the 1940 Act. The 1940 Act requires the Fund to maintain asset coverage of not less than 300% of its senior securities representing indebtedness, as those terms are defined and used in the 1940 Act.

In selecting securities for the Fund, the Investment Adviser normally will consider the following factors, among others: (i) the Investment Adviser's own evaluations of the market value, cash flow, earnings per share and other fundamental aspects of the underlying assets and business of the company; (ii) the potential for capital appreciation of the securities; (iii) the prices of securities relative to other comparable securities; (iv) the composition of the portfolio; (v) corporate governance practices; (vi) quality of management; (vii) associations with leading international companies; and (viii) vulnerability to external events. The Investment Adviser utilizes its own internal financial, economic and credit analysis resources as well as information from other sources to seek investments in industries and companies that the Investment Adviser believes have overall growth prospects and a strong competitive position in domestic and/or export markets. The Investment Adviser maintains specific research files for each listed company in which the Fund may invest or has invested that include, among other information, analysis of the economic sector, financial information, business performance, market share, management, investment programs, competition, identified risks, sales and profits forecasts.

The investment-decision process includes daily review of the market and of relevant information regarding listed companies in which the Fund may invest or has invested. This process also involves weekly meetings among the Director General of the Investment Adviser and his appropriate staff, plus, when required, meetings and discussions with company executives. The research personnel of the Investment Adviser visit companies included in the Fund's portfolio, target companies for review regularly and attend most stockholder meetings. Additionally, companies and brokerage houses doing road shows to offer new equity securities or to keep investors informed often visit the Investment Adviser. Personnel of the Investment Adviser also participate in joint meetings with listed companies organized by brokerage houses for clients and analysts and regular conference calls prepared by specific issuers.

### **Investment in foreign issuers not organized in Mexico but listed on the Mexican Stock Exchange**

The Fund may invest 20% of its assets in issuers that are listed on the Mexican Stock Exchange, but which are organized outside of Mexico, provided each such issuer has a subsidiary organized in Mexico.

### **INVESTMENT RESTRICTIONS**

The Fund has elected to be classified as a non-diversified closed-end management investment company and will invest its assets only in a manner consistent with this classification under applicable law. The Fund's investment objective and the following investment policies and restrictions are fundamental policies of the Fund and may not be changed without the approval of (i) more than two-thirds of the Fund's outstanding Shares present at a meeting at which holders of more than 50% of the outstanding Shares are present in person or by proxy or (ii) more than 50% of the Fund's outstanding Shares, whichever is less:

- (1) As to 50% of its assets, the Fund may not (a) invest more than 5% of its assets (at the time of such purchase) in the securities of any one issuer, or (b) purchase more than 10% of the voting equity securities (at the time of such purchase) of any one issuer. The Fund may not, however, invest more than 25% of its assets in short-term debt certificates and other obligations of the Mexican Federal Government.
- (2) The Fund may concentrate its investments in any industry or group of industries of the Mexican Stock Exchange Index (or any successor or comparable index as determined by the Board of Directors to be an appropriate measure of the Mexican market) if, at the time of investment, such industry represents 20% or more of the Index; provided, however, that the Fund will not exceed the Index concentration by more than 5%.
- (3) The Fund may not invest in real estate or real estate mortgages.

- (4) The Fund may issue senior securities (as defined in the 1940 Act) or borrow through bank loans in an amount not in excess of 33 1/3% of the Fund's assets (including the amount represented by such senior securities or borrowing).
- (5) The Fund may purchase on margin, write put or call options and engage in short sales of securities not owned by the Fund.
- (6) The Fund may not purchase commodities or commodities contracts.
- (7) The Fund may not act as an underwriter of securities of other issuers (except in connection with the sale of subscription rights issued by portfolio companies).

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(8) The Fund may not make loans other than through the purchase of publicly traded fixed-income securities or short-term obligations of publicly held Mexican corporations. The Fund may lend its securities, provided that the loan is secured continually by collateral in an amount at least equal to the current market value of the securities loaned and the Fund will receive any interest or dividends paid on the loaned securities. Such collateral may consist of U.S. dollars, securities issued or guaranteed by the United States Government or its agencies or instrumentalities ( U.S. Government securities ) or irrevocable stand-by letters of credit issued by a bank. The Fund may invest such cash collateral in short-term liquid U.S. money market securities, including but not limited to, U.S. Government securities, commercial paper and floating rate notes of U.S. issuers.

The following operating policies of the Fund may not be modified without the approval of two-thirds of the Fund's Board of Directors.

1. The Fund may not issue senior securities as defined in the 1940 Act, and may not borrow through bank loans in an amount in excess of 10% of the Fund's total assets (and then only to meet temporary cash needs).

2. The Fund may not purchase on margin, write put or call options and engage in short sales of securities not owned by the Fund.

3. The Fund may not make loans other than through the purchase of publicly traded fixed-income securities or short-term obligations of publicly held Mexican corporations.

## **RISK FACTORS AND SPECIAL CONSIDERATIONS**

This prospectus contains certain forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements as a result of uncertainties set forth below and elsewhere in the prospectus. Investing in the Shares involves certain risks and considerations not typically associated with investing in the United States. The following discusses risks and special considerations with respect to the offer and with respect to an investment in the Fund.

### **Foreign investments generally**

Foreign investments may involve certain considerations and risks not typically associated with those of U.S. equity securities as a result of, among others:

generally less liquid and less efficient securities markets and smaller market capitalizations;

generally greater price volatility;

exchange rate fluctuations and exchange controls and the costs associated therewith;

currency fluctuation;

imposition of restrictions on the expatriation of funds or other assets;

less publicly available information about issuers;

the imposition of taxes;

higher transaction and custody costs;

settlement delays and risk of loss;

difficulties in enforcing contracts;

difficulties in obtaining or enforcing a court judgment;

lesser governmental regulation of the securities markets;

different accounting, auditing, financial and disclosure standards;

governmental interference;

higher inflation;

social, economic and political uncertainties;

the risk of expropriation of assets; and

the risk of war.

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Mexico is considered to be an emerging market country. Investment in an emerging market country subjects the Fund to greater risk of loss than investments in developed countries. This is due to, among other things, greater market volatility, lower trading volume, political and economic instability, greater risk of market shut down and more governmental limitations on foreign investment policy than those typically found in a developed market.

The economy of an individual emerging market country may differ favorably or unfavorably from the U.S. economy in such respects as growth of gross domestic product, rate of inflation, currency depreciation, capital reinvestment, resource self-sufficiency and balance of payments position. Further, the economies of developing countries are generally heavily dependent upon international trade and, accordingly, have been and may continue to be adversely affected by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. These economies have also been and may continue to be adversely affected by economic conditions in the countries with which they trade.

Foreign investment in certain emerging market issuers is restricted or controlled to varying degrees. These restrictions or controls may at times limit or preclude foreign investment in certain emerging market issuers and increase Fund costs and expenses. Certain emerging market countries require governmental approval prior to investments by foreign persons in a particular issuer, limit the amount of investment by foreign persons in a particular issuer, limit the investment by foreign persons only to a specific class of securities of an issuer that may have less advantageous rights than the classes available for purchase by nationals of the country and/or impose additional taxes on foreign investors. Certain emerging market countries may also restrict investment opportunities in issuers in industries deemed important to national interests. See

Risks involved in Mexican investments below.

Reduced secondary market liquidity may have an adverse effect on market price and the Fund's ability to dispose of particular instruments when necessary. Reduced secondary market liquidity for certain emerging market issuer securities may also make it more difficult for the Fund to obtain accurate market quotations for purposes of valuing the Fund's portfolio and calculating its net asset value. Market quotations are generally available on many emerging market issuer securities only from a limited number of dealers and may not necessarily represent firm bids of those dealers or prices for actual sales.

### **Risks involved in Mexican investments**

Investment in Mexican securities involves special considerations and risks that are not as frequently associated with investments in U.S. securities, including (1) lesser liquidity and smaller market capitalization of the Mexican securities markets; (2) currency fluctuations; (3) higher rates of inflation and domestic interest rates; and (4) less stringent disclosure requirements, less available information regarding Mexican public companies and less active regulatory oversight of Mexican public companies.

### **Market illiquidity, volatility**

Although one of the largest in Latin America by market capitalization, the Mexican Stock Exchange is substantially smaller, less liquid and more volatile than the major securities markets in the United States. As of January 31, 2013, the aggregate market value of equity securities listed on the Mexican Stock Exchange was approximately \$600 billion, compared to approximately \$20 trillion for NYSE-listed equity securities at the end of 2012. Additionally, prices of equity securities traded on the Mexican Stock Exchange are generally more volatile than prices of equity securities traded on the NYSE. The combination of price volatility and the relatively limited liquidity of the Bolsa may have an adverse impact on the investment performance of the Fund.

### **Market corrections**

Although less so in recent times, the Mexican securities market has been subject to periodic severe market corrections. During the global market correction of 2008, the Mexican Bolsa Index declined 64.5%. Due to the high concentration of investors, issuers and intermediaries in the Mexican securities market and the general high volatility of the Mexican economy, the Mexican securities market may be subject to severe market corrections than more broadly based markets. As is the case with investing in any securities market, there can be no assurance that market corrections will not occur again.

### **The Mexican economy**

Mexico has healthy public sector finances, with a modest fiscal deficit that during calendar 2012 was equivalent to 2.6% of GDP and that is expected by private sector economists to decline to 2.0% of GDP during each of 2013 and 2014. GDP registered positive growth rates of 5.4%, 3.9% and 3.9% during 2010, 2011 and 2012, respectively, and is currently expected by analysts to grow 3.0% and 4.0% during 2013 and 2014, respectively. Mexico's economic resilience continues to attract direct foreign investment, although at a lower pace than in the past due to the

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global deceleration. There is also growing confidence of foreign investors in Mexico's public sector bond and money markets, as the amount that foreigners invested in these instruments increased from \$3.5 billion in 2009 to a record \$46.6 billion during 2012. The Mexican government continues to issue fixed-rate, 30-year bonds, denominated in pesos every six weeks. Nevertheless, in the past the Mexican economy has experienced peso devaluations, significant rises in inflation and domestic interest rates and other economic instability and there can be no assurance that the economy will remain stable. In addition, although Mexico has exhibited in the last few years

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positive market indicators in terms of GDP growth, long-term interest rates, current account deficits, exports, and foreign investment, there is no assurance that these trends will continue. Overt unemployment continues to exist at levels of 5.04% as of April 2013. The economy has recently witnessed significant increases in agriculture, transportation and mining activity and inflation remains under control as of April 30, 2013 at 4.65%.

**Oil and other commodity prices**

Mexico's economy is highly dependent on oil. During 2012, total oil income represented 7.4% of GDP and approximately 33.8% of public sector revenues as of January 31, 2013. The economic growth of Mexico is highly dependent on commodity exports and in particular oil exports. As a result, the Mexican economy is particularly susceptible to fluctuations in the price of oil and other commodities and currency fluctuations. If global economic conditions worsen, prices for Mexican commodities may experience increased volatility and demand may continue to decrease.

**Political factors**

Mexico is a federal, democratic republic with a tripartite division of powers: executive, legislative and judicial. The chief executive is the President, who is elected by popular vote for a period of six years and who may not be re-elected. There are three primary political parties, the PRI, the PAN and the Partido de la Revolucion Democratica ( PRD ). President Enrique Peña Nieto of the PRI took office on December 1, 2012.

Shortly thereafter, Mr. Peña Nieto and leaders of the three largest political parties signed the Pact for Mexico, in which they outlined a reform agenda and strategy for the next six years. Mr. Peña Nieto ended a 12-year period of control by PAN Presidents. The new Mexican presidential administration may have a strong influence over new policies and governmental actions regarding the Mexican economy and the current administration has implemented two important structural reforms: the Labor Reform and the Education Reform. Additionally, a third structural reform, the Telecommunications Reform, has been approved and will soon be enacted. Given these important recent developments, international investors are optimistic regarding the possibility of approval of a Fiscal Reform, under which the government may reduce its dependency to oil income, an Energy Reform, which may include changes to allow the participation of the private sector in activities until now reserved to the government, and a Security Reform, aimed at reducing violence levels and enhancing the rule of law. All these structural reforms are expected to boost Mexico's economic growth in the medium- and long-term. However, this may or may not be the case. Since the PRI did not win a majority in Congress, the approval of these reforms will require extensive negotiations between the political parties in Congress. The Fund cannot predict whether positive changes in Mexican governmental and economic policy will result from the change in presidential administration. Any such changes, if they occur, could instead adversely affect economic conditions in Mexico. The impact of future events and changes and any political and economic instability in Mexico on the Fund cannot be predicted, although they may have an adverse effect on the Fund's internal operations and performance. The Investment Adviser cannot be assured that the Mexican political environment will be free of instability in the future. See

Risk factors and special considerations Risks involved in Mexican investments.

**Security in Mexico**

Some risk also exists in regards to the security situation in Mexico. Mexico has experienced a significant increase over the past few years in violence relating to illegal drug trafficking, particularly in Mexico's northern states near the U.S. border. This increase in violence has had an adverse impact on the economic activity in Mexico generally. Also, social instability in Mexico or adverse social or political developments in or affecting Mexico could adversely affect the Fund and its investments. The possibility exists that government expenditures required to combat the violence may divert resources away from other productive uses, such as economic development and related initiatives. The Fund's Investment Adviser believes that Mexico's prevailing stable economic environment, as well as the generally positive performance of Mexican listed companies and financial markets, are indicators that investors in Mexico are decoupling the security situation from their investment decisions, and that with the exception of the impact in a few tourist destinations, the security situation has not significantly affected the Mexican economy and financial markets. However, the Investment Adviser cannot state that this will continue to be the case in the future.

**Mexican securities laws and accounting rules**

There is less publicly available information about the issuers of Mexican securities than is regularly published by issuers in the United States. All Mexican companies listed on the Bolsa must incorporate the effects of inflation directly in accounting records and in their published financial statements. Thus, Mexican financial statements and reported earnings may differ from those of companies in other countries.

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In July 2010, the Mexican government enacted the Federal Law for Protection of Personal Data Held by Private Persons (Ley Federal de Protección de Datos Personales en Posesión de los Particulares) that protects personal data collected and requires that companies in Mexico ensure the confidentiality of information received from clients. The Fund can provide no assurances as to how this legislation will be interpreted and how strictly Mexican authorities will enforce its application. However, if strictly interpreted and enforced, this legislation could have a material adverse effect on securities the Fund holds, including increasing operating costs for operating companies and subjecting such companies to fines and penalties in the event of violations of the provisions of the law. Given the current environment affecting the financial services sector, there may be future changes in the regulatory system or in the interpretation and enforcement of the laws and regulations that could adversely affect Mexican companies, including operating costs and margins.

In September 2010, the Basel Committee on Banking Regulations and Supervisory Practices ( Basel Committee ) proposed comprehensive changes to the capital adequacy framework, known as Basel III. On December 16, 2010 and January 13, 2011, the Basel Committee issued its final guidance on a number of regulatory reforms to the regulatory capital framework in order to strengthen minimum capital requirements, including the phasing out of innovative Tier 1 and 2 Capital instruments with incentive-based redemption clauses and implementing a leverage ratio on institutions in addition to current risk-based regulatory requirements. In June 2011, the Mexican National Banking and Securities Commission (Comisión Nacional Bancaria y de Valores, or CNBV) distributed an outline of the projected implementation of Basel III standards in Mexico, which is expected to result in changes to Mexican regulations, that are likely to result in new requirements in respect of regulatory capital, liquidity/funding and leverage ratios, which may impact the profitability of financial service companies and banks.

Although the Fund and the Investment Adviser are subject to service of process in the United States, the Fund has been advised by its Mexican counsel that there is doubt as to the enforceability in Mexican courts of liabilities predicated solely upon the U.S. securities laws, whether or not such liabilities are based upon judgments of courts in the United States. Moreover, bankruptcy and creditors' rights laws in Mexico are less developed and it may be more difficult to obtain a judgment in a court in Mexico than in the United States.

**Currency exchange rate fluctuations**

As a non-fundamental policy, the Fund will generally invest at least 80% of its total assets in equity securities listed on the Mexican Stock Exchange, but may reduce its holdings in equity securities listed on the Mexican Stock Exchange below 80% of its total assets for temporary defensive purposes when unusual market or economic conditions occur.

Currency exchange rates can fluctuate significantly over short periods and can be subject to unpredictable changes based on a variety of factors including political developments and currency controls by foreign governments. Historically, the peso has been subject to significant devaluations, and there can be no assurance that similar devaluations will not take place in the future. Although the peso has increased its value against the U.S. dollar by 5.5% in each of 2009 and 2010, in 2011 it depreciated by 12.9% and during 2012 it revalued 8.25% to Ps. 12.79 per dollar. Continuing with its strengthening trend, during 2013 the peso has revalued 3.45% to Ps. 12.3491 as of March 25, 2013. The Mexican Central Bank may from time to time intervene in the foreign exchange market in an attempt to minimize volatility and support an orderly market. The Mexican Central Bank and the Mexican government have also promoted market-based mechanisms for stabilizing foreign exchange rates and providing liquidity to the exchange market, such as using over-the-counter derivatives contracts and publicly-traded futures contracts. The Fund cannot be assured that such measures will achieve their desired effects, and even if they do, it is expected that the peso will remain subject to fluctuations against the U.S. dollar.

A change in the value of the currency in which a portfolio security is denominated against the U.S. dollar will generally result in a change in the U.S. dollar value of the Fund's assets. If the exchange rate for a foreign currency declines compared to the U.S. dollar, the Fund's NAV would decline. In addition, although most of the Fund's income will be received or realized primarily in foreign currencies, the Fund will be required to compute and distribute its income in U.S. dollars. Therefore, for example, if the exchange rate for a foreign currency declines after the Fund's income has been accrued and translated into U.S. dollars, but before the income has been received or converted into U.S. dollars, the Fund could be required to liquidate portfolio securities to make distributions. Similarly, if the exchange rate declines between the time the Fund incurs expenses in U.S. dollars and the time the expenses are paid, the amount of foreign currency required to be converted into U.S. dollars in order to pay the expenses in U.S. dollars will be greater than the foreign currency equivalent of the expenses at the time they were incurred.

If a severe devaluation were to occur, it could result, as it has in the past, in the implementation of exchange controls that may impact the Fund's ability to convert pesos into U.S. dollars or to transfer currencies outside of Mexico, which may have an impact on the Fund's business and results of operations. In addition, the Fund generally does not hedge currency risks. Thus, any significant depreciation of the peso against the U.S. dollar could have a direct adverse impact on the Fund's returns.



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### **Net asset value discount**

Shares of closed-end investment companies frequently trade at a discount from NAV. This characteristic is a risk separate and distinct from the risk that NAV will decrease. The Fund's Shares have frequently traded at prices below NAV since the commencement of the Fund's operations. In the 12-month period ended December 31, 2012, the Fund's Shares traded in the market at an average discount to NAV of 8.1%. Since January 18, 2013, the fund began trading at a premium. As of June 4, 2013, the premium was 5.64%. Among the factors which may affect whether Shares of the Fund trade at a discount to net asset value are portfolio investment results, the general performance of the Mexican economy and Mexican securities, supply and demand for Shares and the development of alternatives to the Fund as a vehicle through which United States and other foreign investors may invest in Mexican securities. The Fund cannot predict whether its Shares in the future will trade at, below or above NAV. The risk that shares of a closed-end fund might trade at a discount is more significant for investors who wish to sell their shares in a relatively short period of time. For those investors, realization of gain or loss on their investment may be more dependent upon the existence of a premium or discount than upon portfolio performance.

### **Dollar-denominated investments risk**

The Fund may also invest in dollar-denominated deposits and dollar-denominated investments such as U.S. Treasuries, U.S. Agency securities, Agency Mortgage-Backed Securities and Mexican Sovereign Debt. Asset-backed securities such as mortgage-backed securities represent interests in pools of consumer loans and interest and principal payments ultimately depend upon payment of the underlying loans by individuals. Securities issued by U.S. government agencies or government-sponsored enterprises may not be guaranteed by the U.S. Treasury. For example, Ginnie Mae (also known as the Government National Mortgage Association or GNMA), a wholly owned U.S. government corporation, is authorized to guarantee, with the full faith and credit of the U.S. government, the timely payment of principal and interest on securities issued by institutions approved by GNMA and backed by pools of mortgages insured by the Federal Housing Administration or guaranteed by the Department of Veterans Affairs. Government-sponsored guarantors (i.e., the guarantees and securities of which are not backed by the full faith and credit of the U.S. government) include the Federal National Mortgage Association (FNMA) and the Federal Home Loan Mortgage Corporation (FHLMC). Pass-through securities issued by FNMA are guaranteed as to timely payment of principal and interest by FNMA but are not backed by the full faith and credit of the U.S. government. FHLMC guarantees the timely payment of interest and ultimate collection of principal, but its participation certificates are not backed by the full faith and credit of the U.S. government. The U.S. government may not provide financial support to U.S. government agencies, instrumentalities or sponsored enterprises if it is not obligated to do so by law.

### **Foreign custody**

Investment companies generally hold foreign securities and cash in foreign banks and securities depositories, and regulatory oversight over such entities may be limited. The laws of certain countries may put limits on a fund's ability to recover its assets if a foreign bank, depository or issuer of a security, or any of their agents, goes bankrupt. In addition, it is often more expensive for a fund to buy, sell and hold securities in certain foreign markets than in the United States. The increased expense of investing in foreign markets reduces the amount a fund can earn on its investments and typically results in a higher operating expense ratio for a fund than for investment companies invested only in the United States.

BBVA Bancomer, SA (Bancomer), acts as the Fund's custodian, and S.D. Indeval, S.A. de C.V. (Indeval) acts as a securities depository for securities or equivalent book-entries in Mexico. It is the Investment Adviser's view that Bancomer and Indeval are stable financial institutions unlikely to be subject to the risks described herein. In addition, the Board of Directors reviews and evaluates the Fund's foreign custody arrangements on an annual basis.

### **Non-diversified status**

The Fund is classified as a non-diversified management investment company under the 1940 Act, which means that the Fund is not limited by the 1940 Act as to the proportion of its assets that may be invested in the securities of a single issuer. As a non-diversified investment company, the Fund may invest a greater proportion of its assets in the obligations of a smaller number of issuers and, as a result, will be subject to greater risk with respect to its portfolio securities. Although, with respect to 50% of its assets, the Fund must diversify its holdings in order to be treated as a regulated investment company under the provisions of the Code, the Fund may be more susceptible to any single economic, political or regulatory occurrence than would be the case if it had elected to diversify its holdings sufficiently to be classified as a diversified management investment company under the 1940 Act. See "Taxation" U.S. tax status.

A significant portion of the Fund's net assets is comprised of unrealized capital gains due to the investment performance of many of the Fund's portfolio holdings over the last several years. Such gains, when realized and distributed, will become taxable to stockholders. Furthermore, there can be no assurance that the investment performance giving rise to such unrealized gains will continue, or that such gains will, in fact, be realized.



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Value-added, withholding and/or other taxes may apply to the Fund and its investments, which will reduce the Fund's return. The Fund intends to elect, when eligible, to pass-through to the Fund's Stockholders, as a deduction or credit, the amount of foreign income and similar taxes paid by the Fund.

### **Concentration risk**

The Mexican Stock Exchange is a concentrated market. A large percentage of the value of the Mexican securities market is currently represented by certain industry sectors, in particular, the communications industry. As part of President Peña Nieto's proposed reforms, as described above, a bill has been approved by the Mexican Congress to open up the communications industry to more foreign competition and to give regulators the power to compel dominant companies to sell assets. While the bill is expected to be enacted in 2013, there can be no guarantee that the intended reforms will improve the current concentration in the industry in the near term. Also, an individual, Mr. Carlos Slim Helú, has a controlling interest in companies representing over 21.8% of the market capitalization of the Mexican Stock Exchange. The value of the Mexican Stock Exchange may be subject to greater volatility than markets that are less concentrated. Any factors or events which impact Mr. Slim could have negative repercussions for the issuers in which he holds a controlling interest and the Mexican Stock Exchange as a whole. As of March 31, 2013, the Fund had 9.07% of its net assets invested in companies controlled by Mr. Slim.

As previously mentioned, the Fund has adopted a concentration policy which permits it to concentrate its investments in any industry or group of industries of the Mexican Stock Exchange Index (or any successor or comparable index, as determined by the Board of Directors to be an appropriate measure of the Mexican market) if, at the time of investment, such industry represents 20% or more of the Index; provided, however, that the Fund will not exceed the Index concentration by more than 5%. As of March 31, 2013, no industry group represents more than 20% of the Fund's net assets. Because the Fund's investments may be concentrated from time to time in certain industries, the value of the Fund may be subject to greater volatility than a fund with a portfolio that is less concentrated. If securities of a particular industry in which the Fund has concentrated fall out of favor, the Fund could underperform against other funds with greater industry diversification.

To the extent the Fund concentrates its investments in certain industries in accordance with its concentration policy or is invested in companies which Mr. Slim controls, the Fund will be more susceptible to effects caused by changes in the economic climate, overall market volatility, or regulatory environment which impact these industries and any factors or events affecting Mr. Slim.

### **Anti-takeover provisions**

The Fund has provisions in its Charter and Bylaws that could have the effect of limiting (i) the ability of other entities or persons to acquire control of the Fund, (ii) the Fund's freedom to engage in certain transactions, and (iii) the ability of the Fund's Directors or Stockholders to amend the Charter and Bylaws or effect changes in the Fund's management. Other bylaw provisions that may be regarded as anti-takeover disclose that the Fund has elected, under limited circumstances, to be subject to the Maryland Control Share Acquisition Act (MCSAA), which sets restrictions on the voting rights of holders of MCSAA control shares of the Fund acquired in a MCSAA control share acquisition.

The foregoing provisions may be regarded as anti-takeover provisions and may have the effect of depriving Stockholders of an opportunity to sell their shares at a premium over prevailing market prices. See Capital stock Certain provisions of the Maryland General Corporation Law, the Charter and Bylaws.

### **Market disruption**

Instability in the Middle East and North Africa, such as in Tunisia, Egypt, Iran and Bahrain, and terrorist attacks in the United States and around the world have had a substantial impact on the U.S. and world economies and securities markets. The nature, scope and duration of the occupation cannot be predicted with any certainty. Terrorist attacks closed some of the U.S. securities markets in 2001, and political instability closed the Cairo stock exchange in January 2011, and similar events cannot be ruled out in the future. The war and occupation, political instability, terrorism and related geopolitical risks have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term effects on U.S. and world economies and markets generally. There may also be interruptions in the market beyond the Fund's control caused by natural disasters, such as weather-related emergencies. These risks may adversely affect individual issuers and securities markets, interest rates, secondary trading, ratings, investor psychology, credit risk, inflation and other factors relating to the Shares and the investments made by the Fund.

**Table of Contents****PORTFOLIO COMPOSITION**

The following sets forth certain information with respect to the composition of the Fund's investment portfolio as of January 31, 2013:

**Schedule of Investments.**

As of January 31, 2013 (Unaudited)(1)

<b>Shares Held</b>	<b>COMMON STOCK - 95.66%</b>	<b>Value</b>	<b>Percent of Net Assets</b>
	<b>Airports</b>		
1,000,000	Grupo Aeroportuario del Sureste, S.A.B. de C.V. Series B	\$ 12,002,801	2.77%
	<b>Beverages</b>		
1,000,000	Arca Continental, S.A.B. de C.V.	7,629,419	1.76
300,000	Coca-Cola Femsa, S.A.B. de C.V. Series L	4,749,502	1.10
3,100,000	Fomento Económico Mexicano, S.A.B. de C.V. Series UBD	33,488,791	7.74
1,500,000	Grupo Modelo, S.A.B. de C.V. Series C	12,769,599	2.95
1,285,000	Organización Cultiba, S.A.B. de C.V. Series B	3,538,914	0.82
		62,176,225	14.37
	<b>Building Materials</b>		
24,020,000	Cemex, S.A.B. de C.V. Series CPO	26,214,908	6.06
	<b>Chemical Products</b>		
2,470,000	Alpek, S.A.B. de C.V. Series A	6,137,732	1.42
3,630,396	Mexichem, S.A.B. de C.V.	20,544,830	4.74
		26,682,562	6.16
	<b>Construction and Infrastructure</b>		
3,000,000	Empresas ICA, S.A.B. de C.V.	8,991,478	2.08
2,200,000	OHL México, S.A.B. de C.V.	4,976,906	1.15
		13,968,384	3.23
	<b>Consumer Products</b>		
6,000,000	Kimberly-Clark de México, S.A.B. de C.V. Series A	16,802,663	3.88
	<b>Financial Groups</b>		
1,470,000	Banregio Grupo Financiero, S.A.B. de C.V. Series O	6,943,598	1.60
2,840,000	Grupo Financiero Banorte, S.A.B. de C.V. Series O	19,591,524	4.53
3,720,000	Grupo Financiero Santander Mexicano, S.A.B. de C.V. Series B	11,491,907	2.66
		38,027,029	8.79
	<b>Food</b>		
4,000,000	Grupo Bimbo, S.A.B. de C.V. Series A	10,348,816	2.39

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1,550,000	Grupo Herdez, S.A.B. de C.V.	4,900,501	1.13
		15,249,317	3.52
	<b>Health Care</b>		
1,500,000	Genomma Lab Internacional, S.A.B. de C.V. Series B	3,426,393	0.79
	<b>Holding Companies</b>		
9,800,000	Alfa, S.A.B. de C.V. Series A	23,542,455	5.44
1,620,000	Grupo Carso, S.A.B. de C.V. Series A1	7,868,830	1.82
1,000,000	Grupo Kuo, S.A.B. de C.V. Series B	2,632,055	0.61
		34,043,340	7.87
	<b>Media</b>		
3,042,000	Grupo Televisa, S.A.B. Series CPO	17,052,262	3.94

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Shares Held	COMMON STOCK	Value	Percent of Net Assets
	<b>Mining</b>		
5,250,000	Grupo México, S.A.B. de C.V. Series B	19,572,812	4.52
74,000	Industrias Peñoles, S.A.B. de C.V.	3,636,444	0.84
		23,209,256	5.36
	<b>Restaurants</b>		
2,000,000	Alsea, S.A.B. de C.V.	4,639,342	1.07
	<b>Retail</b>		
1,600,000	Controladora Comercial Mexicana, S.A.B. de C.V. Series UBC	5,822,783	1.34
1,500,000	El Puerto de Liverpool, S.A.B. de C.V. Series C-1	16,631,520	3.84
2,740,000	Grupo Comercial Chedraui, S.A.B. de C.V. Series B	9,510,131	2.20
8,100,000	Wal-Mart de México, S.A.B. de C.V. Series V	26,271,924	6.07
		58,236,358	13.45
	<b>Steel</b>		
358,500	Ternium, S.A.	8,471,451	1.96
	<b>Stock Exchange</b>		
3,200,000	Bolsa Mexicana de Valores, S.A.B. de C.V. Series A	8,130,493	1.88
	<b>Telecommunications Services</b>		
35,000,000	América Móvil, S.A.B. de C.V. Series L	43,981,682	10.16
250,000	NII Holdings, Inc.	1,749,982	0.40
		45,731,664	10.56
	<b>Total Common Stock</b>	\$ 414,064,448	95.66%

**REAL ESTATE INVESTMENT TRUSTS 2.16%**

3,985,000	Macquaire México Real Estate Management S.A. de C.V. Series 12	9,331,686	2.16
	<b>Total Real Estate Investment Trusts</b>	\$9,331,686	2.16%
	<b>Total Equity Securities</b>	\$423,396,134	97.82%

**Securities Principal**      **SHORT-TERM SECURITIES 6.63%**

Amount			
	<b>Repurchase Agreements</b>		
\$26,761,256	BBVA Bancomer, S.A., 4.41%, dated 01/31/13, due 02/01/13 repurchase price \$26,764,534 collateralized by Bonos del Gobierno Federal.	\$26,761,256	6.18%
	<b>Time Deposits</b>		
	Comerica Bank, 0.11%, dated 01/31/13, due 02/01/13	1,950,563	0.45
	<b>Total Short-Term Securities</b>	28,711,819	6.63
	<b>Total Investments</b>	452,107,953	104.45
	<b>Liabilities in Excess of Other Assets</b>	(19,280,697)	(4.45)
	<b>Net Assets</b> Equivalent to \$32.34 per share on 13,381,884 shares of capital stock outstanding	\$432,827,256	100.00%

<sup>(1)</sup> As of the fiscal quarter ended January 31, 2013, the cost of investments for federal income tax purposes was \$320,428,497; gross unrealized appreciation of investments was \$137,780,267 and gross unrealized depreciation of investments was \$6,100,809, resulting in net unrealized appreciation on investments of \$131,679.458, excluding foreign currency transactions.

## MANAGEMENT OF THE FUND

### Directors and Officers

Under the Fund's Bylaws and the Maryland General Corporation Law, the business and affairs of the Fund shall be managed under the direction of, and all the powers of the Fund shall be exercised by or under authority of, its Board of Directors. Investment decisions for the Fund are made by the Investment Adviser, subject to any direction it may receive from the Fund's Board of Directors, which periodically reviews the Fund's investment performance.

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The Fund's Bylaws provide that the Directors to be elected by Stockholders will be divided into three classes, as nearly equal in number as possible. Each Director serves for three years and until his or her successor is duly elected and qualifies. Each year, the term of one class expires. The Officers of the Fund serve at the pleasure of the Board of Directors.

Although the Fund is a Maryland corporation, certain of its Directors and Officers (Messrs. Jonathan Davis Arzac, José Luis Gómez Pimienta, Claudio X. González, Emilio Carrillo Gamboa, Jaime Serra Puche, Samuel Garcia-Cuellar, Alberto Osorio, Carlos H. Woodworth and Eduardo Solano) are non-residents of the United States and have all, or a substantial part, of their assets located outside the United States. None of these Directors or Officers has authorized an agent for service of process in the United States. As a result, it may be difficult for U.S. investors to effect service of process upon these Directors and Officers within the United States or to effectively enforce judgments of courts of the United States predicated upon civil liabilities of the Directors or Officers under the Federal securities laws of the United States. The Fund has been advised by Mexican counsel in each jurisdiction in which the Fund's Directors and Officers reside that it is unlikely that the Mexican courts would adjudge civil liability against Directors and Officers resident in Mexico in an original action predicated solely on a violation of the Federal securities laws of the United States.

The Bylaws of the Fund provide that the Fund will indemnify Directors and Officers of the Fund against liabilities and expenses, including the advancement of expenses actually and reasonably incurred in connection with claims or litigation in which they may be involved because of their offices with the Fund. Neither the Charter nor the Bylaws of the Fund protects or indemnifies a Director or officer against any liability to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

The names of the Directors and Officers of the Fund, their addresses, ages and principal occupations during the past five years are provided in the tables below. Directors that are deemed interested persons (as that term is defined in Section 2(a)(19) of the 1940 Act) of the Fund or the Investment Adviser are included in the table titled Interested Directors. Directors who are not interested persons as described above are referred to as Independent Directors.

**Interested Director**

<b>Name, Address and Age</b>	<b>Position(s) Held With the Fund</b>	<b>Term of Office and Length of Time Served</b>	<b>Principal Occupation(s) During Past Five Years</b>	<b>Number of Funds in Fund Complex* Overseen by Director</b>	<b>Other Directorships Held by Director</b>
José Luis Gómez Pimienta** Aristóteles 77, 3rd Floor Col. Polanco 11560 México, D.F. México Age: 73	President of the Fund; Class II Director	Term expires 2016; Director since 1989.	Mr. Gómez Pimienta has over three decades of experience investing in the Mexican securities market. He has been the President of the Fund since its inception and has also served as a Director since 1989. Mr. Gómez Pimienta has been Chairman of the Board of the Fund's investment adviser, Impulsora del Fondo México, S.C., since 1987 and Chief Executive Officer since inception.	None	None.



\* There are no other funds in the Fund Complex.

\*\* Director is an interested director (as defined in the 1940 Act). Mr. Gómez Pimienta is deemed to be an interested director by reason of his affiliation with the Investment Adviser.

Alternate member of Valuation Committee.

**Table of Contents****Independent Directors**

<b>Name, Address and Age</b>	<b>Position(s)</b>	<b>Held With</b>	<b>Term of Office and Length of Time Served</b>	<b>Principal Occupation(s) During Past Five Years</b>	<b>Number of Funds in Fund Complex* Overseen by Director</b>	<b>Other Directorships Held by Director</b>
Marc J. Shapiro 707 Travis, 11th Floor Houston, TX 77002  Age: 65	Class I Director		Term expires 2015; Director since 2006.	Since 2003, Mr. Shapiro has served as Non-Executive Chairman of Chase Bank of Texas. Prior to that time, he was Vice Chairman of JPMorgan Chase (banking and financial services).	None.	Director, Kimberly-Clark Corporation (consumer goods); Director, Weingarten Realty Investors (real estate investment).
Jaime Serra Puche Edificio Plaza Prolongación Paseo de la Reforma 600-103 Santa Fe Peña Blanca 01210 México, D.F. México  Age: 61	Class I Director		Term expires 2015; Director since 1997.	Dr. Serra is a Senior Partner of the law and economics consulting firm SAI Consultores, S.C.  Dr. Serra is a former Secretary of Finance for Mexico and he was the minister in charge of negotiations for NAFTA and trade agreements between Mexico and Chile, Bolivia, Venezuela, Colombia and Costa Rica on behalf of the Mexican government.  Formerly, Dr. Serra has served as a Visiting Professor at Princeton University, Stanford University and New York University. He was also Secretary of Trade and Industry (Mexico) and a Distinguished Visiting Associate at the Carnegie Endowment for	None.	Director, Vitro, S.A. de C.V. (glass manufacturer); Director, Tenaris (tube producer); Director, Chiquita Brands, Inc. (fruit producer).

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International Peace. He  
has a Ph.D. in  
economics from Yale  
University.

\* There are no other funds in the Fund Complex.

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Name, Address and Age	Position(s) Held With the Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past Five Years	Number of	
				Funds in Fund Complex* by Director	Overseen Other Directorships Held by Director
Claudio X. González c/o Aristóteles 77, 3rd Floor Col. Polanco 11560 México, D.F. México Age: 79	Class II Director	Term expires 2016; Director since 1981.	Dr. Serra also serves as Co-Chairman of the President's Council on International Activities of Yale University.  Mr. González was President of the Business Coordinating Council of Mexico. He has served as Chairman of the Board (from March 1973 to the present) and Chief Executive Officer (from March 1973 to March 2007) of Kimberly-Clark de México S.A. de C.V., a consumer products company. Mr. González has served on the boards of directors of several prominent U.S. and Mexican companies.	None.	None.
Edward P. Djerejian 2027 Sunset Boulevard Houston, Texas 77005 Age: 74	Class II Director	Term expires Director 2016; Director since 2013.	Amb. Djerejian is a Founding Director of the James A. Baker III Institute for Public Policy at Rice University since August, 1994. He currently serves as Chairman of the Board of Occidental Petroleum Co.	None.	Director, Occidental Petroleum Co. (energy).
Jonathan Davis Arzac Aristóteles 77, 3rd Floor Col. Polanco 11560 México, D.F. México	Class III Director	Term expires 2014, Director since 2011.	From December 2000 to December 2006, Mr. Davis served as President of Mexico's National Banking and Securities Commission. He currently serves (from January 2009 to the present) as President of DAVAR Consultores (financial consulting	None.	None.

firm).

Age: 60

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Name, Address and Age	Position(s) Held With the Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past Five Years	Number of Funds in Fund Complex* Overseen by Director	Other Directorships Held by Director
			<p>Since May 2010, Mr. Davis has also served as Executive Chairman of the Macquarie Mexican Infrastructure Fund, a peso-denominated fund focused solely on investment opportunities in Mexican infrastructure projects.</p>		
			<p>Since 2009, Mr. Davis has also been retained by the Audit Committee of Vitro S.A.B. de C.V. as an advisor, to serve as an experto financiero to the Committee (defined under Mexican law as an individual with broad experience as an external auditor, accountant, CFO, controller, or similar experience).</p>		
			<p>Mr. Davis previously served as an Executive Director of ING Mexico (from January 2008 to December 2008).</p>		

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Name, Address and Age	Position(s)	Term of Office	Principal	Number of	
	Held With	and Length of	Occupation(s) During	Funds in Fund	Other Directorships
	the Fund	Time Served	Past Five Years	by Director	Held by Director
Emilio Carrillo Gamboa Blvd. Manuel Avila Camacho No. 1, Ste. 609 Polanco 011009 México, D.F. México Age: 75	Class III Director	Term expires Director 2014; Director 1981-1987 and since 2002.	Mr. Carrillo Gamboa served as a director of the Fund from inception of the Fund in 1981 to 1987. He resigned as director in 1987 to become Mexico's Ambassador to Canada, and was reelected as a Director of the Fund in 2002.  Mr. Carrillo Gamboa is a prominent lawyer in Mexico with extensive business experience and has been a partner of the Bufete Carrillo Gamboa, S.C. law firm since 1989.  He has also served or currently serves on the boards of many Mexican and U.S. companies.	None.	Director, Southern Copper Corporation (copper mining).

\* There are no other funds in the Fund Complex.

Audit Committee, Contract Review Committee and Nominating and Corporate Governance Committee member. Member or alternate member of the Valuation Committee.

**Additional Information about the Directors**

The Board believes that each Director's experience, qualifications, attributes or skills on an individual basis and in combination with those of other Directors lead to the conclusion that the Directors possess the requisite experience, qualifications, attributes and skills to serve on the Board. Below is a summary of each Director's applicable experience, qualifications, attributes or skills.

**Mr. Carrillo Gamboa.** Mr. Carrillo Gamboa served as a Director of the Fund for six years following its inception and since 2002, and also serves as the Chairman of the Board. He is a prominent lawyer in Mexico with extensive business experience, and has been a partner of the Bufete Carrillo Gamboa, S.C. law firm since 1989. He has also served or currently serves on the boards of many Mexican charitable organizations. Mr. Carrillo Gamboa's substantial legal and business experience qualify him as a Director of the Fund.

**Dr. Serra.** Dr. Serra has served as a Director of the Fund since 1997, and also serves as Chairman of the Fund's Contract Review Committee. He currently serves as a Senior Partner of the law and economics consulting firm SAI Consultores, S.C. He previously served as a former Secretary of Finance for Mexico, in charge of negotiations for NAFTA and trade agreements between Mexico and Chile, Bolivia, Venezuela, Colombia and Costa Rica; as Secretary of Trade and Industry (Mexico); as a Visiting Professor at Princeton, Stanford, and New York Universities; and as

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a Distinguished Visiting Associate at the Carnegie Endowment for International Peace. Dr. Serra also serves as Co-Chairman of the President's Counsel on International Activities at Yale University. Dr. Serra's background as an economist, as well as his government service, qualify him as a Director of the Fund.

**Mr. Shapiro.** Mr. Shapiro has served as a Director of the Fund since 2006, and also serves as Chairman of the Fund's Audit Committee. He currently serves as Non-Executive Chairman of Chase Bank of Texas. He previously served as Vice Chairman of JPMorgan Chase from 1997 to 2003. He has over twenty years of experience in the financial services industry. The depth of Mr. Shapiro's financial and managerial background qualifies him as a Director of the Fund.

**Mr. González.** Mr. González has served as a Director of the Fund since its inception in 1981, and also serves as Chairman of the Fund's Nominating and Corporate Governance Committee. He currently serves as Chairman of the Board of Kimberly-Clark de México S.A.B. de C.V., a consumer products company, and previously served as Chief Executive Officer from March 1973 to March 2007. He also holds positions as a director emeritus of the board of General Electric Co. He serves currently as Chairman of the Mexican Business Council. Mr. González's broad business experience qualifies him as a Director of the Fund.

**Mr. Gómez Pimienta.** Mr. Gómez Pimienta has served as a Director of the Fund since 1989, and as President of the Fund since its inception. He has over three decades of experience investing in the Mexican securities market. Mr. Gómez Pimienta has been Chairman of the Board of the Fund's investment adviser, Impulsora del Fondo México, S.C., since 1987, and Chief Executive Officer since inception. He served on the Board of Directors of the Bolsa Mexicana de Valores from April 1997 to April 2008. Mr. Gómez Pimienta's extensive investment management experience and oversight of Fund operations qualify him as a Director of the Fund.

**Mr. Davis.** Mr. Davis has served as a Director of the Fund since 2011 and also serves as Chairman of the Fund's Valuation Committee. He currently serves as President of DAVAR Consultores, a financial consulting firm, and as Executive Chairman of the Macquarie Mexican Infrastructure Fund, an unlisted, peso-denominated fund focused solely on investment opportunities in Mexican infrastructure projects. He has also been retained by the Audit Committee of Vitro S.A.B. de C.V. as an advisor, to serve as an experto financiero to the Committee (defined under Mexican law as an individual with broad experience as an external auditor, accountant, CFO, controller, or similar experience). Mr. Davis previously served as an Executive Director of ING Mexico from January 2008 to December 2008; as an Executive Director, representing Mexico and the Dominican Republic, of the Interamerican Development Bank from March 2007 to December 2007; and as President of Mexico's National Banking and Securities Commission from December 2000 to December 2006. He has also served or currently serves on the boards of many Mexican companies. Mr. Davis's regulatory and public service background qualify him as a Director of the Fund.

**Ambassador Djerejian.** Amb. Djerejian currently serves as the Founding Director of the James A. Baker III Institute for Public Policy at Rice University, which he founded in 1994. He also serves as Chairman of the Board of Occidental Petroleum Co. Amb. Djerejian previously served as U.S. ambassador to Israel from 1993 to 1994; as assistant secretary of state for Near Eastern affairs from 1991 to 1993; and as U.S. ambassador to the Syrian Arab Republic from 1988 to 1991. From 1985 to 1986, he served as deputy press secretary for foreign affairs in the White House. He has also served or currently serves on the boards of several U.S. public and non-profit organizations. Amb. Djerejian's public policy and government service background qualify him as a Director of the Fund.

### Board Structure and Leadership

The Board of Directors oversees the business and affairs of the Fund, including oversight of certain aspects of the services that the Adviser and the Fund's other service providers provide to the Fund. Subject to the provisions of the Fund's Articles of Incorporation, its By-Laws and Maryland law, the Directors shall have all powers necessary and convenient to carry out this responsibility, including the election and removal of the Fund's officers.

The Board of Directors holds regularly scheduled in-person meetings on a quarterly basis and other special in person and telephonic meetings on an as-needed basis. There are seven Directors, six of whom are considered not to be interested persons of the Fund (Independent Directors) in accordance with 1940 Act and rules adopted by the SEC thereunder. The Board of Directors has appointed an Independent Director to serve as Chairman of the Board, whose primary role is to set the agendas of all regular and special Board meetings, to assist in identifying the information to be presented to the Board with respect to matters to be acted upon by the Board, and to preside over all Board meetings. In between meetings, the Chairman is responsible for communicating with other Directors, Fund officers, and personnel of the Adviser and other service providers as necessary to enable the Board to carry out its primary responsibility of overseeing the Fund and its operations. The Independent Directors also regularly convene executive sessions without the presence of management.

As discussed further below, the Board of Directors has established various Committees through which the Directors focus on matters relating to particular aspects of the Fund's operations, such as Fund audits and financial reporting, nominations of Directors and officers, and the valuation of portfolio investments. The Directors routinely review the effectiveness of the Committee structure and each Committee's responsibilities and membership.



The Directors believe that the Board's leadership and committee structure is appropriate in light of the nature and size of the Fund, because among other things, it fosters strong communication between the Board, its individual members, the Adviser and other service providers, allocates responsibilities among the Committees and permits Committee members to focus on particular areas involving the Fund. In addition, the Committees support and promote the Independent Directors in their oversight of all aspects of the Fund's operations and their independent review of proposals made by the Adviser.

### **Risk Oversight**

While responsibility for most day-to-day Fund operations, including certain risk management functions addressed in policies and procedures relating to the Fund, resides with the Adviser and other service providers selected by the Directors, the Board actively performs a risk oversight function, both directly and through its Committees, as described below. The Board and its Committees exercise a risk oversight function through regular and ad hoc Board and Committee meetings during which the Board and its Committees meet with representatives of the Adviser and other key service providers. The Board also periodically receives reports regarding Fund and other service provider policies and procedures, and reviews and approves changes to Fund policies and procedures. The Audit Committee also meets regularly with the Fund's independent registered public accounting firm and Principal Financial and Accounting Officer to discuss internal controls and financial reporting matters, among other things. The Board and Committees regularly require senior management of the Adviser and senior officers of the Fund to report to the Board and the Committees on a variety of other risk areas relating to the Fund, including, without limitation, investment risks, liquidity risks, valuation risks and operational risks, as well as more general business risks. In addition, the Board has engaged independent counsel to the Independent Directors and consults with such counsel both during and between meetings of the Board and the Committees.

The Board also meets regularly with the Fund's Chief Compliance Officer ( CCO ), who reports directly to the Board. The CCO has responsibility for testing the compliance procedures of the Fund and its service providers. The CCO regularly discusses issues related to compliance and provides a quarterly report to the Board regarding the Fund's compliance program. In order to maintain a robust risk management and compliance program for the Fund, the Board and its Committees also regularly review and approve, as necessary, the Fund's compliance policies and procedures and updates to these procedures, as well as review and approve the compliance policies and procedures of the Fund's service providers to the extent that those policies and procedures relate to the operations of the Fund. In addition to the meetings with various parties to oversee the risk management of the Fund, the Board and its Committees also receive regular written reports from these and other parties which assist the Board and the Committees in exercising their risk oversight function.

**Table of Contents****Officers who are not directors**

<b>Name, Address and Age</b>	<b>Position(s) Held With the Fund</b>	<b>Term of Office and Length of Term Served</b>	<b>Principal Occupation(s) During Past Five Years</b>
Samuel García-Cuéllar Creel, García-Cuéllar, Aiza y Enriquez, S.C. Paseo de los Tamarindos 60 3er piso Bosques de las Lomas 05120 México, D.F. México  Age: 70	Secretary	Since 1981.	Mr. García-Cuéllar is a partner of Creel, García-Cuéllar, Aiza y Enriquez, S.C., Mexican counsel to the Fund.
Alberto Osorio Morales Aristóteles 77, 3rd Floor Col. Polanco 11560 México, D.F. México  Age: 45	Senior Vice President; Treasurer (formerly, Vice President of Finance)	Since 2008.	Mr. Osorio currently serves as Director General Adjunto (Deputy Director) of the Fund's investment adviser, Impulsora del Fondo México, S.C. since 2008, and has been an employee of the Adviser since 1991.
Carlos H. Woodworth Ortiz Aristóteles 77, 3rd Floor Col. Polanco 11560 México, D.F. México  Age: 69	Chief Compliance Officer (formerly, Vice President of Corporate Governance) (formerly, Treasurer)	Since 2002.  From 2002 to 2008.  From 1992 to 2002.	Mr. Woodworth served on the Board of Directors of the Fund's investment adviser, Impulsora del Fondo México, S.C., as well as Deputy Director of the Adviser, from 1981 to 2008.
Eduardo Solano Arroyo		Since 1997.	

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Aristóteles 77, 3rd Floor  
Col. Polanco 11560 México, D.F.  
México

Vice President of Investor  
Relations

Mr. Solano has served as Director of Economic Research of the Fund's investment adviser, Impulsora del Fondo México, S.C. since 1997 and has been an employee of the Adviser since 1991.

Age: 44

Alberto Gómez Pimienta  
Aristóteles 77, 3rd Floor Col.  
Polanco

Vice President of Operations Since 2009

Alberto Gómez Pimienta served as Corporate Treasurer for Cargill, Inc. in Mexico from 2006 to 2008.

11560 México, D.F. México

Age: 46

Sander M. Bieber  
1900 K Street, N.W.  
Washington, DC 20006

Assistant Secretary Since 1989.

Previously, Mr. Gómez Pimienta served in several positions in Mexican brokerage houses, pension fund administrators and banks. Mr. Gomez Pimienta has over 25 years of experience in the Mexican securities market.

Partner of Dechert LLP, U.S. counsel to the Fund and the Independent Directors.

Age: 62

**Table of Contents****Ownership of securities**

As of April 30, 2013, the Fund's Directors and executive Officers, as a group, owned 2.07% of the Fund's outstanding shares. The information as to ownership of securities which appears below is based on statements furnished to the Fund by its Directors, nominees and executive Officers. The percentages of beneficial ownership set forth below are based on 13,408,785 shares of Common Stock outstanding as of April 30, 2013.

Title of Class	Amount and Nature of Beneficial Ownership	Percent of Class
Name of Beneficial Owner	Ownership	
<b>Interested Director</b>		
José Luis Gómez Pimienta	110,525 <sup>1</sup>	*
<b>Independent Directors</b>		
Jonathan Davis Arzac	2,422	*
Emilio Carrillo Gamboa	7,354	*
Jaime Serra	8,398	*
Claudio X. González	122,040	*
Marc J. Shapiro	24,642	*
Edward P. Djerejian	400	*
<b>Executive Officers Who Are Not Directors</b>		
Alberto Osorio Morales	2,207	*

\* Less than 1%.

<sup>1</sup> This amount includes the disposition of 93,059 shares by Impulsora del Fondo Mexico, S.C., the Issuer's Investment Adviser, which may be attributable to Mr. Gómez Pimienta, as a result of Rule 16a-1(a)(2)(iii) under the Securities Exchange Act of 1934, as amended (Exchange Act). Mr. Gómez Pimienta is the President and Chief Executive Officer of Impulsora del Fondo Mexico, S.C. and owns 10.4% of its capital. Nevertheless, pursuant to Exchange Act Rule 16a-1(a)(4), Mr. Gómez Pimienta disclaims beneficial ownership.

As of December 31, 2012, the dollar range of equity securities owned beneficially by each Director in the Fund and in any registered investment companies overseen by the Director within the same family of investment companies as the Fund was as follows:

Name of Director or Nominee	Dollar Range of Equity Securities in the Fund	Aggregate Dollar Range of Equity Securities in All Registered Investment Companies Overseen by Director or Nominee in Family of Investment Companies*
<b>Interested Directors</b>		
José Luis Gómez Pimienta	Over \$100,000	Over \$100,000
<b>Independent Directors</b>		
Jonathan Davis Arzac	\$50,001 - \$100,000	\$50,001 - \$100,000
Emilio Carrillo Gamboa	Over \$100,000	Over \$100,000
Marc Shapiro	Over \$100,000	Over \$100,000
Claudio X. González	Over \$100,000	Over \$100,000
Robert L. Knauss**	Over \$100,000	Over \$100,000
Edward P. Djerejian***	None	None
Jaime Serra Puche	Over \$100,000	Over \$100,000

\* There are no other funds in the family of investment companies.

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\*\* Mr. Knauss served as Director until March 2013.

\*\*\* Mr. Djerejian was elected as Director in March 2013.

For the period ended December 31, 2012, none of the Independent Directors or their immediate family members owned any shares of the Investment Adviser or of any person (other than a registered investment company) directly or indirectly controlling, controlled by, or under common control with the Investment Adviser.

### **Committees of the Board of Directors**

#### *Current Committees and Members*

The Fund has a standing Audit Committee, Valuation Committee, Contract Review Committee and a Nominating and Corporate Governance Committee. The Audit Committee, Contract Review Committee and Nominating and Corporate Governance Committee are composed entirely of Directors who are not interested persons of the Fund or the Fund's investment adviser within the meaning of the 1940 Act and who are independent as defined in the New York Stock Exchange listing standards. All Directors are members, or alternate members, of the Valuation Committee.

#### *Audit and Valuation Committees*

The Audit Committee is responsible for the selection and engagement of the Fund's independent public accountants (subject to ratification by the Board of Directors), pre-approves and reviews both the audit and non-audit work of the Fund's independent public accountants, and reviews compliance of the Fund with regulations of the SEC and the Internal Revenue Service, and other related matters. The members of the Fund's Audit Committee are Messrs. Carrillo Gamboa, Davis, González, Djerejian, Serra and Shapiro. Mr. Shapiro is the Chairman of the Audit Committee and the Committee's Audit Committee Financial Expert.

The Valuation Committee oversees the implementation of the Fund's Pricing and Valuation Procedures and the activities of the Fund's Pricing Committee. The Board of Directors has delegated to the Valuation Committee the responsibility of determining the fair value of the Fund's securities or other assets in connection with significant events, as described in the procedures adopted by the Board of Directors. The members of the Fund's Valuation Committee are Messrs. Davis, González, Serra and Shapiro. The Alternate Members of the Fund's Valuation Committee are Messrs. Carrillo Gamboa, Gómez Pimienta and Djerejian. Mr. Davis is the Chairman of the Valuation Committee.

#### *Contract Review Committee*

The Contract Review Committee reviews and makes recommendations to the Board of Directors with respect to entering into, renewal or amendment of the Fund's investment management and advisory agreement, administrative services agreement and other agreements. The members of the Fund's Contract Review Committee are Messrs. Davis, Carrillo Gamboa, González, Djerejian, Serra and Shapiro. Dr. Serra is the Chairman of the Contract Review Committee.

#### *Nominating and Corporate Governance Committee; Consideration of Potential Director Nominees*

The Nominating and Corporate Governance Committee makes recommendations to the Board regarding nominations for membership on the Board of Directors. It evaluates candidates' qualifications for Board membership and, with respect to nominees for positions as independent directors, their independence from the Fund's investment adviser and other principal service providers. The Committee periodically reviews director compensation and will recommend any appropriate changes to the Board as a group. This Committee also reviews and may make recommendations to the Board relating to those issues that pertain to the effectiveness of the Board in carrying out its responsibilities in governing the Fund and overseeing the management of the Fund. The members of the Fund's Nominating and Corporate Governance Committee are Messrs. Davis, Carrillo Gamboa, González, Djerejian, Serra and Shapiro. Mr. González is the Chairman of the Nominating and Corporate Governance Committee.

The Committee will consider potential director candidates recommended by Fund stockholders provided that the proposed candidates satisfy the director qualification requirements provided in the Fund's Bylaws; are not interested persons of the Fund or the Fund's investment adviser within the meaning of the 1940 Act; and are independent as defined in the New York Stock Exchange listing standards.



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Potential director nominees recommended by stockholders must satisfy the following requirements:

- (a) The nominee may not be the nominating stockholder, a member of the nominating stockholder group, or a member of the immediate family of the nominating stockholder or any member of the nominating stockholder group;
- (b) Neither the nominee nor any member of the nominee's immediate family may be currently employed or employed within the last year by any nominating stockholder entity or entity in a nominating stockholder group;
- (c) Neither the nominee nor any immediate family member of the nominee is permitted to have accepted directly or indirectly, during the year of the election for which the nominee's name was submitted, during the immediately preceding calendar year, or during the year when the nominee's name was submitted, any consulting, advisory, or other compensatory fee from the nominating stockholder or any member of a nominating stockholder group;
- (d) The nominee may not be an executive officer, director (or person performing similar functions) of the nominating stockholder or any member of the nominating stockholder group, or of an affiliate of the nominating stockholder or any such member of the nominating stockholder group; and
- (e) The nominee may not control (as control is defined in the 1940 Act) the nominating stockholder or any member of the nominating stockholder group (or in the case of a holder or member that is a fund, an interested person of such holder or member as defined by Section 2(a)(19) of the 1940 Act).

The nominating stockholder or stockholder group must meet the following requirements:

- (a) Any stockholder or stockholder group submitting a proposed nominee must beneficially own, either individually or in the aggregate, more than 5% of the Fund's securities that are eligible to vote at the time of submission of the nominee and at the time of the annual meeting where the nominee may be elected. Each of the securities used for purposes of calculating this ownership must have been held continuously for at least two years as of the date of the nomination. In addition, such securities must continue to be held through the date of the meeting. The nominating stockholder or stockholder group must also bear the economic risk of the investment and the securities used for purposes of calculating the ownership cannot be held short;
- (b) The nominating stockholder or stockholder group must also submit a certification which provides the number of shares which the person or group has (i) sole power to vote or direct the vote; (ii) shared power to vote or direct the vote; (iii) sole power to dispose or direct the disposition of such shares; and (iv) shared power to dispose or direct the disposition of such shares. In addition, the certification shall provide that the shares have been held continuously for at least 2 years.

A nominating stockholder or stockholder group may not submit more nominees than the number of Board positions open each year. As set forth in the Fund's Bylaws, to be timely, all stockholder recommended nominee submissions must be received by the Fund not earlier than the 150<sup>th</sup> day or later than 5:00 p.m., Eastern time, on the 120<sup>th</sup> day prior to the first anniversary of the date of the proxy statement for the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is advanced or delayed by more than 30 days from the date of the preceding year's annual meeting, notice by the stockholder must be delivered not earlier than the 150<sup>th</sup> day prior to the date of such annual meeting and not later than the close of business on the later of the 120<sup>th</sup> day prior to the date of such annual meeting or the tenth day following the day on which public announcement of the date of such meeting is first made. The deadline for any stockholder recommended nominee submissions to be considered for the 2014 Annual Meeting is not later than October 3, 2013 but no earlier than September 3, 2013, as prescribed in the Fund's Bylaws.

Stockholders recommending potential director candidates must substantiate compliance with these requirements at the time of submitting their proposed director candidate to the attention of the Fund's Secretary. Notice to the Fund's Secretary should be provided in accordance with the deadline specified in the Fund's Bylaws; (Article II, Section 10) and include, as specified in the same section of the Fund's Bylaws:

(i) for each director candidate:

- (a) the director candidate's name, address, date of birth, business and residence addresses and nationality;





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(b) whether the stockholder believes the director candidate is an interested person within the meaning of the 1940 Act and, if not believed to be an interested person, sufficient information to enable the Board, any Committee thereof, or a Fund officer to make that determination;

(c) sufficient information to enable the Nominating and Corporate Governance Committee to determine whether the director candidate meets the qualification requirements set forth in the Fund's Bylaws;

(d) the director candidate's written, signed and notarized statement confirming his or her consent to be named in the proxy statement and intention to serve as a director if elected;

(ii) for the proposing stockholder, each Stockholder Associated Person as such term is defined in the Fund's Bylaws, and each director candidate:

(a) the class, series and number of any Fund shares owned beneficially or of record, the date on which such shares were acquired and the investment intent of such acquisition and an explicit description of each Derivative Instrument (as such term is defined in the Fund's Bylaws) entered into, or to which the proposing stockholder, Stockholder Associated Person or director candidate is a party or beneficiary and the number, class and series to which such Derivative Instrument relates;

(b) the nominee holder for and number of any Fund shares, and the nominee holder for each Derivative Instrument owned beneficially but not of record and evidence establishing such indirect ownership and, if applicable, entitlement to vote such shares or Derivative Instrument;

(c) whether and the extent to which such proposing stockholder, Stockholder Associated Person or director candidate directly or indirectly (though brokers, nominees or otherwise) is subject to or during the last six months has engaged in any hedging, derivative or other transaction or series of transactions or entered into any other agreement, arrangement or understanding (including any short interest, any borrowing or lending of securities or any proxy or voting agreement), the effect or intent of which is to (1) manage risk or benefit from changes in the price of (i) Fund shares or (ii) any combination of securities owned by the Fund representing more than 30% by value of the Fund's assets, as reported in the most recent schedule of investments filed by the Fund with the SEC or as the Fund otherwise makes publicly available (Portfolio Securities) or (2) increase or decrease the voting power of such proposing stockholder, Stockholder Associated Person or director candidate in the Fund or any affiliate thereof (or in any issuer of Portfolio Securities, as applicable) disproportionately to such person's economic interest in Fund shares (or in Portfolio Securities, as applicable) and, if applicable, the number, class and series of shares (or Portfolio Securities, as applicable) to which such transaction, agreement, arrangement or understanding relates;

(d) any economic interest, direct or indirect (including without limitation any existing or prospective commercial, business or contractual relationship with the Fund), individually or in the aggregate, in the Fund, other than an interest arising from the ownership of Fund shares conferring no extra or special benefit not shared on a pro rata basis by all stockholders;

(iii) for the proposing stockholder, each Stockholder Associated Person with an interest or ownership described under Section (ii) above, and each director candidate:

(a) such proposing stockholder's name, address and telephone number as they appear on the Fund's stock ledger, and the current name, business and residence address and telephone number of such proposing stockholder, each Stockholder Associated Person and each director candidate, if different;

(b) all other information relating to such proposing stockholder, Stockholder Associated Person and director nominee that would be required to be disclosed in the solicitation of proxies for election of directors in an election contest (even if an election contest is not involved) and all other documents, materials or information relating to such proposing stockholder, Stockholder Associated Person and director nominee that would otherwise be required in connection with any such solicitation pursuant to Regulation 14A (or any successor provision) under the Securities Exchange Act of 1934 and rules thereunder;

(c) the investment strategy or objective, if any, of such proposing stockholder and Stockholder Associated Person that is not an individual, and a copy of the most recent prospectus, offering memorandum or similar document, if any, provided to investors or potential investors in such stockholder and each such Stockholder Associated Person; and

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(d) to the extent known by such proposing stockholder, the name and address of any other stockholder supporting any director candidate or any other proposed of business on the date of such proposing stockholder's notice.

The Nominating and Corporate Governance Committee identifies prospective candidates from any reasonable source and has the ability to engage third-party services for the identification and evaluation of potential nominees. The Fund's Bylaws (Article III, Section 2(c)) provide a list of minimum qualifications for Fund directors which include expertise, experience or relationships that are relevant to the Fund's business; educational qualifications; and interaction with business in Mexico. The Committee may recommend that the Board modify these minimum qualifications from time to time. The Committee meets at least twice annually, typically in June and December, to identify and evaluate nominees for director and makes its recommendations to the Board at the time of the Board's December meeting. Other than compliance with the requirements mentioned above for submission of a director candidate, the Nominating and Corporate Governance Committee does not otherwise evaluate stockholder director nominees in a different manner. The standard of the Nominating and Corporate Governance Committee is to treat all equally qualified nominees in the same manner.

No nominee recommendations have been received from stockholders.

The Board of Directors has adopted charters for each of the Audit, Valuation, Contract Review and Nominating and Corporate Governance Committees which are available on the Fund's website at [www.themexicofund.com](http://www.themexicofund.com) under Corporate Governance.

*Board and committee meetings in fiscal 2012*

During the Fund's fiscal year ended October 31, 2012, the Board held three (3) regular meetings, one (1) regular telephonic meeting, one (1) special telephonic meeting, two (2) Audit Committee meetings, one (1) Valuation Committee meeting, one (1) Contract Review Committee meeting, and three (3) Nominating and Corporate Governance Committee meetings. Each Director then in office attended 75% or more of the aggregate number of regular and special meetings of the Board and those Committees of which each Director is a member.

**Compensation of Officers**

With the exception of the Fund's Chief Compliance Officer (CCO), Mr. Carlos Woodworth, the Fund does not pay its Officers for the services they provide to the Fund other than reimbursing expenses incurred in connection with Fund Board or stockholder meetings. Mr. Woodworth, who serves as CCO to the Fund and to the Investment Adviser, is partially compensated by the Fund for his services. Each of the other Officers of the Fund, other than Mr. Woodworth, is solely compensated by the Investment Adviser.

**Compensation of Directors**

The Fund pays each Director, with the exception of Mr. Gómez Pimienta (who is not compensated for his services as Director), an annual retainer of \$32,000. The Fund pays the Chairman of the Board an additional annual retainer of \$10,000 and the Chairman of the Audit Committee an additional annual retainer of \$7,500. In addition, the Fund pays each director with the exception of Mr. Gómez Pimienta \$2,000 per in-person Board meeting attended. The Fund also reimburses all Directors and Officers of the Fund for out-of-pocket expenses relating to attendance at meetings. In addition, each Independent Director receives \$2,000 for each Committee meeting or telephonic special Board meeting attended. The aggregate amount of fees paid and expenses reimbursed to the Directors and Officers for the fiscal year ended October 31, 2012 was \$414,271.

The following table sets forth the aggregate compensation (not including expense reimbursements) paid by the Fund to each Director (other than Mr. Gómez Pimienta, who receives no director fees or other compensation for services as a Director of the Fund) during the fiscal year ended October 31, 2012, as well as the total compensation paid by the Fund to each Director.

Name of Director	Aggregate Compensation	Pension or Retirement	Estimated Annual Benefits	Total Compensation
	from Fund	Benefits	Upon Retirement	from Fund and Fund Complex Paid
		Accrued as		to Directors*

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Part of

Fund Expenses

Marc J. Shapiro	\$ 51,000	None	None	\$ 51,000
Emilio Carrillo Gamboa	\$ 61,000	None	None	\$ 61,000
Jonathan Davis Arzac	\$ 51,000	None	None	\$ 51,000
Claudio X. González	\$ 51,000	None	None	\$ 51,000
Robert L. Knauss**	\$ 56,000	None	None	\$ 56,000
Edward P. Djerejian***	None	None	None	None
Jaime Serra	\$ 51,000	None	None	\$ 51,000
José Luis Gómez Pimienta	None	None	None	None

\* There are no other funds in the Fund Complex.

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\*\* Mr. Knauss served as Director until March 2013.

\*\*\* Mr. Djerejian was elected as Director in March 2013.

The Fund has a policy that half of the annual retainer paid by the Fund to its Directors is to be used by each Director to purchase Fund shares on the secondary market until a Director attains an ownership position valued at \$100,000 based on the market value of Fund shares as of a particular date ( Retained Shares ). Directors are not required to purchase additional shares if the value of their Retained Shares declines below \$100,000 due to market fluctuations. As part of the policy, Directors are to retain ownership of their Retained Shares during their tenure on the Board. Directors are permitted to buy additional Fund shares or sell any Fund shares held in excess of their Retained Shares. The Board may, from time to time, approve waivers from this policy. All Board members are in compliance with this policy.

## **CODE OF ETHICS**

The Fund and the Investment Adviser have adopted a joint code of ethics in accordance with Rule 17j-1 under the 1940 Act. Subject to certain conditions and restrictions, this code of ethics permits personnel who are subject to it to invest in securities, including securities that may be purchased or held by the Fund.

The code of ethics may be reviewed and copied at the Public Reference Room of the SEC in Washington, D.C. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-202-942-8090. The code of ethics is also available on the EDGAR Database on the SEC's Internet site at [www.sec.gov](http://www.sec.gov). A copy of the code of ethics may be obtained, after paying a duplicating fee, by electronic request to [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing to the SEC's Public Reference Section, Washington, D.C. 20549-0102. The code of ethics is also available on the Fund's web site, [www.themexicofund.com](http://www.themexicofund.com) under Corporate Governance.

## **ADVISORY AGREEMENT**

Impulsora serves as Investment Adviser to the Fund pursuant to an Investment Advisory Agreement dated April 28, 2003 as amended and restated as of December 6, 2011 (the Advisory Agreement ). The Advisory Agreement was approved by the Fund's Board of Directors, and separately by a majority of the Fund's Independent Directors, at an in-person meeting held on November 12, 2002 and was subsequently approved by the Fund's Stockholders at the 2003 Annual Meeting on April 28, 2003.

The Investment Adviser provides the overall investment advice to the Fund on matters including broad investment structure, stock selection, industry diversification, exposure to equity securities, compliance testing, and maintenance of tests pertaining to collateral through a team of investment managers/analysts employed, or supervised, by the Investment Adviser.

Pursuant to the existing and previous management agreements with the Fund, the Investment Adviser has served in this capacity since the Fund was organized in 1981. The Investment Adviser is a registered investment adviser under the Investment Advisers Act of 1940, as amended, and is located at 77 Aristóteles Street, 3rd Floor, Col. Polanco, 11560 México, D.F., México.

The Investment Adviser is a Mexican sociedad civil governed by the Federal Civil Code of Mexico. As of October 31, 2006, the President and Chief Executive Officer is José Luis Gómez Pimienta. Mr. Gómez Pimienta, Aristóteles 77-3rd Floor, Col. Polanco, 11560 México D.F., México, also owns greater than ten percent of the Investment Adviser's equity interests.

The ultimate day-to-day investment decisions of the Fund are determined by Mr. Gómez Pimienta, the Director General and Chairman of the Investment Adviser. He is assisted by the Investment Committee of the Investment Adviser which is composed of the executive Officers mentioned above of the Investment Adviser and Ms. Guadalupe Villar, an equity analyst employed by the Investment Adviser since 1998. The Investment Committee meets at least once weekly to determine the portfolio allocation of the Fund.

The Investment Adviser also provides administrative services to the Fund pursuant to an Amended and Restated Fund Services Agreement (the Fund Services Agreement ) which was amended and restated as of December 6, 2011, including assisting the Fund with preparation of financial statements and regulatory filings, calculation of the Fund's net asset value, repurchase offer services, and maintenance of the Fund's web site. For these services, the Investment Adviser is paid an annual rate of 0.11% of average daily net assets on assets under management up to \$600 million, and at an annual rate of 0.09% of average daily net assets on assets under management above \$600 million. The fee will not be lower than the annual amount of \$450,000. The Investment Adviser was paid \$451,233 pursuant to the Fund Services Agreement during the fiscal year ended October 31, 2012.



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During the fiscal year ended October 31, 2012, the Fund paid no brokerage commissions to an affiliated broker.

The Investment Adviser has a substantial part of its assets located outside the United States. As a result, it may be difficult for U.S. investors to enforce judgments of the courts of the United States against the Investment Adviser predicated on the civil liability provisions of the Federal securities laws of the United States. The Fund has been advised that there is substantial doubt as to the enforceability in the courts of Mexico of judgments against the Investment Adviser predicated upon the civil liability provisions of the Federal securities laws of the United States. The Investment Adviser is advised by U.S. counsel with respect to the Federal securities laws of the United States.

### **Terms of the Advisory Agreement**

Under the Advisory Agreement, the Investment Adviser, subject to the control of the Board of Directors and in accordance with the objectives, policies and principles of the Fund set forth in the Fund's registration statement and the requirements of the 1940 Act and other applicable law, manages the affairs of the Fund. In this regard, it is the responsibility of the Investment Adviser to make investment decisions on behalf of the Fund, to make available to the Fund any necessary research and statistical data in connection therewith, and to supervise the acquisition and disposition of investment for the Fund, including the selection of the brokers or dealers to carryout portfolio transactions for the Fund.

#### *Management fee*

The Advisory Agreement provides that the Fund will pay the Investment Adviser a fee at the annual rate of 1.00% of the Fund's average daily net assets up to and including \$200 million, 0.90% of such assets between \$200 million and \$400 million, and 0.60% of such assets in excess of \$400 million, based upon the average daily value of the net assets of the Fund computed at the end of each calendar month, payable within fifteen days after the end of each calendar month.

For the fiscal years ended October 31, 2012, 2011 and 2010, the Fund paid or accrued on behalf of the Investment Adviser aggregate management fees of \$3,400,586, \$3,722,032 and \$3,494,044, respectively.

#### *Payment of expenses*

The Advisory Agreement obligates the Investment Adviser to bear all expenses incurred by it in connection with its duties thereunder as well as the salaries of the Fund's Directors and Officers who are interested persons (as defined in the 1940 Act) of the Investment Adviser, except for those expenses incurred in connection with Board or Stockholder meetings which are reimbursed by the Fund under its reimbursement policy. The Fund bears all of its other expenses including fees of the Fund's Independent Directors; interest expenses; taxes and governmental fees; brokerage commissions and other expenses incurred in acquiring or disposing of the Fund's portfolio securities; auditing, accounting, insurance and legal costs; custodian, dividend disbursing and transfer agent expenses; and the expenses of stockholders' meetings and of the preparation and distribution of proxies and reports to Stockholders.

#### *Duration and termination*

The Advisory Agreement took effect on April 28, 2003 and will continue in effect for successive 12-month periods, if not sooner terminated, provided that each continuance is specifically approved annually by (1) the vote of the majority of the Fund's Independent Directors cast in person at a meeting called for the purpose of voting on such approval and (2) either (a) the vote of a majority of the outstanding voting securities of the Fund or (b) the vote of a majority of the Fund's Board of Directors. The Advisory Agreement may be terminated at any time by the Fund, without the payment of any penalty, upon vote of a majority of the Fund's Directors or a majority of the outstanding voting securities of the Fund, on 60 days' written notice to the Investment Adviser. The Advisory Agreement will terminate automatically in the event of its assignment (as defined in the 1940 Act). In addition, the Investment Adviser may terminate the Advisory Agreement on 60 days' written notice to the Fund.

On March 13, 2013, the Board of Directors of the Fund, including a majority of Independent Directors, approved the continuation of the Advisory Agreement with Impulsora del Fondo México, S.C. ( Impulsora ). A discussion regarding the basis for the Board's approval of the Investment Advisory Agreement will be available in the Fund's Semi-Annual Report for the six month period ending April 30, 2013.

### **Relationship of a Director to Investment Adviser**

Mr. José Luis Gómez Pimienta, a Director and President of the Fund, also serves as the Chairman and Chief Executive Officer of the Investment Adviser and owns stock in the Investment Adviser.





**Table of Contents****PORTFOLIO MANAGEMENT**

A committee of persons associated with the Fund or the Investment Adviser of the Fund (the Portfolio Management Committee) is jointly and primarily responsible for the day-to-day management of the Fund's portfolio. Below is a table reflecting the information requested for each member of the Portfolio Management Committee:

<b>Name</b>	<b>Title</b>	<b>Length of Service with Investment Adviser</b>	<b>Business Experience During Past 5 Years</b>	<b>Role on Portfolio Management Committee</b>
José Luis Gómez Pimienta	President of the Fund; Class II Director	Since Inception	Mr. Gómez Pimienta has over three decades of experience investing in the Mexican securities market. He has been the President of the Fund since its inception and has also served as a Director since 1989. Mr. Gómez Pimienta has been Chairman of the Board of the Fund's investment adviser, Impulsora del Fondo México, S.C., since 1987 and Chief Executive Officer since inception.	Mr. Gómez Pimienta oversees the full operation of the Fund's Investment Adviser, and any determinations made by the Portfolio Management Committee.
Alberto Osorio	Senior Vice President;  Treasurer  (formerly, Vice President of Finance)	Since 1991	Mr. Osorio currently serves as Director General Adjunto (Deputy Director) of the Fund's investment adviser, Impulsora del Fondo México, S.C. since 2008, and has been an employee of the Adviser since 1991.	Mr. Osorio participates in the investment decision-making processes of the Portfolio Management Committee. He also oversees the analysis of financial and quantitative information of equity issuers listed on the Bolsa Mexicana de Valores (Mexican Stock Exchange), and makes recommendations to the Committee regarding purchases or sales of portfolio securities.
Eduardo Solano	Vice President of Investor Relations	Since 1991	Mr. Solano has served as Director of Economic Research of the Fund's investment adviser, Impulsora del Fondo México, S.C. since 1997 and has been an employee of the Adviser since 1991.	Mr. Solano participates in the investment decision-making processes of the Portfolio Management Committee, and also analyzes the Mexican economic environment and its potential impact on the Fund's portfolio.
Alberto Gómez Pimienta	Vice President of Operations	Since 2009	Alberto Gómez Pimienta served as Corporate Treasurer for Cargill, Inc. in Mexico from 2006 to 2008. Previously, Mr. Gómez Pimienta served in several positions in Mexican brokerage houses, pension fund administrators and banks. Mr. Gomez Pimienta has over 25 years of experience in the Mexican securities market.	Mr. Gómez Pimienta participates in the investment decision-making processes of the Portfolio Management Committee, and makes recommendations to the Committee regarding purchases or sales of portfolio securities.



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### **Other accounts managed**

None of the individuals identified in the table above are responsible for the day-to-day management of the portfolio of any other account.

### **Compensation**

All of the individuals identified in the table above are compensated through a base salary and a variable bonus that is paid in December of each year. There are no deferred compensation or pension/retirement plans. All of the individuals identified in the table above participate in a stock option plan maintained by the Investment Adviser.

The base salary of the individuals identified in the table above is fixed, and is generally adjusted on an annual basis at a rate similar to the inflation rate in Mexico. Experience and level of responsibility held within the Investment Adviser are taken into account in determining the base salary of each individual.

The annual bonus paid to the individuals identified in the table above is variable, and depends on the annual performance results of the Investment Adviser. The total amount of bonus paid annually equals 40% of the difference between the Investment Adviser's total income and its fixed costs (operating profit before tax and bonuses). The bonus is distributed in December of each year. 30% of the bonus is distributed among all personnel employed by the Investment Adviser, and is paid on the basis of each person's base salary. The remainder of the bonus is distributed among certain key Officers of the Investment Adviser. All of the individuals identified in the table above, as well as certain other employees of the Investment Adviser, are considered key Officers. The portion of the bonus paid to key Officers is determined on the basis of each key officer's contribution to the performance of the Investment Adviser.

The Investment Adviser has a Compensation Committee whose members are appointed by a Partners Meeting. The formula utilized to calculate the annual bonus was adopted by the Compensation Committee. There are no other benchmarks or variables utilized to calculate compensation to the individuals identified in the table above.

### **Ownership of equity securities**

As of the end of the Fund's most recently completed fiscal year, October 31, 2012, Mr. Gómez Pimienta was the beneficial owner of over \$100,000 of equity securities of the Fund and Mr. Osorio was the beneficial owner of \$50,001- \$100,000 of equity securities of the Fund. None of the other individuals identified in the table above had beneficial ownership of any equity securities of the Fund.

## **LEGAL PROCEEDINGS**

The Fund is not currently a party to any legal proceedings.

## **PROXY VOTING POLICY**

### **Summary of proxy voting policies and procedures of the Fund**

The Fund's proxy voting policies and procedures