

In Mexico City, Federal District, which is the registered address of GENTERA, S.A.B. de C.V. (the “Company”), there met at 10:00 a.m. on April 24, 2014, the shareholders and representatives of the shareholders of the Company identified in the list of attendance that is attached to these minutes, in order to hold a general ordinary shareholders’ meeting to which they were called by notice published in the “El Financiero” newspaper on April 9, 2014, of which a copy is attached to these minutes. Also in attendance was Mr. Manuel de la Fuente Morales, in his capacity as Secretary of the Board of Directors.

Absent the Chairman of the Board of Directors, the meeting was chaired by Mr. Mauricio Castilla Martínez, who was appointed to such effect by the attendants, and Mr. Manuel de la Fuente Morales acted as Secretary.

The Chairman appointed Ms. Mariel Eloina Cabanas Suárez and Mr. Patricio Diez de Bonilla as tellers of inspection, who accepted their appointment, reviewed the certificates evidencing the shareholders’ identities (together, as the case may be, with the other documents referred to in the Securities Market Law), the relevant admission passes and the proxies submitted in accordance with the forms supplied to such effect by the Company, and certified the presence of [●] ([●]) shares of the single series of the Company’s stock, out of the 638,682,719 (six hundred thirty-eight million six hundred eighty-two thousand seven hundred nineteen) shares of stock, or [●]% ([●] percent) of the aggregate number of shares currently outstanding.

The tellers of inspection reported that the certificate issued by S.D. Indeval, S.A. de C.V., Institución para el Depósito de Valores (INDEVAL), on April 14, 2014, which has been attached to the file pertaining to this meeting, incorrectly states that the aggregate number of shares outstanding is 1,647,063,351 (one billion six hundred forty-seven million sixty-three thousand three hundred fifty-one), due to the fact that INDEVAL was not given notice of the repurchase of 8,380,632 (eight million three hundred eighty thousand six hundred thirty-two) shares by the Company. As indicated in the preceding paragraph, the actual number of shares outstanding is 638,682,719 (six hundred thirty-eight million six hundred eighty-two thousand seven hundred nineteen).

In accordance with Article 49 of the Securities Market Law, the Secretary certified that the proxy forms required to represent the shareholders at the meeting were available to the shareholders during the requisite period, and submitted a report thereon to the meeting.

Consistent with the notice for the meeting and based on the certification issued by the tellers of inspection, the chairperson declared the meeting duly convened and validated the resolutions adopted thereat, pursuant to Article Eighteen of the Company’s bylaws.

At the chairperson’s request, the Secretary read the following:

Agenda

- I. Resolutions with regard to the reports referred to in Article 172 of the General Corporations Law and Article 28(IV) of the Securities Market Law, for the year ended December 31, 2013.
- II. Resolutions with regard to the allocation of the Company’s results for fiscal year 2013.
- III. Resolutions with regard to the report on the condition of the share repurchase fund.
- IV. Resolutions with regard to the report referred to in Article 86(XX) of the Income Tax Law, concerning the satisfaction of the Company’s tax obligations.
- V. Resolutions with regard to the appointment or reelection, as the case may be, of the members of the Board of Directors and the chairmen of the Audit and Corporate Governance committees, the determination of their compensations, and the certification of their independent status.
- VI. Resolutions with regard to the appointment or reelection, as the case may be, of the Chairman, Secretary and Alternate Secretary of the Board of Directors.
- VII. Appointment of authorized representatives.

The shareholders then discussed, considered and addressed each and all of the items included in the agenda, read the proposals submitted in connection therewith, a copy of which is attached to these minutes, and adopted the following resolutions by a majority of the present shareholders or their representatives:

Resolutions

I. Resolutions with regard to the reports referred to in Article 172 of the General Corporations Law and Article 28(IV) of the Securities Market Law, for the year ended December 31, 2013.

- I.1 It is hereby resolved to acknowledge and approve (i) the reports submitted by the Audit and Corporate Governance committees pursuant to Article 43 of the Securities Market Law; (ii) the report submitted by the Chief Executive Officer pursuant to Article 44(XI) of the Securities Market Law, as with respect to the transactions entered into by the Company during the year ended December 31, 2013, including the annual sustainability report as with respect to the performance of the Company during the year; (iii) the opinion of the Board of Directors as with respect to the report submitted by the Chief Executive Officer; and (iv) the report submitted by the Board of Directors pursuant to paragraph (b) of Article 172 of the General Corporations Law, as with respect to the principal accounting and disclosure policies and criteria followed in connection with the preparation of the Company's financial information. Such reports were read by the Secretary upon request of the chairperson.
- I.2 It is hereby resolved to attach to the minutes of this meeting a copy of each of the reports referred to in item I.1 above, including the Company's financial statements as of and for the year ended December 31, 2013, which are comprised of the following documents:
- Balance Sheet;
 - Income Statement;
 - Statement of Changes in Stockholders' Equity;
 - Cash Flow Statement, and
 - Notes to the Financial Statements.
- I.3 It is hereby resolved to approve each and all of the actions taken and the transactions entered into by the Company during the year ended December 31, 2013, and to ratify each and all of the actions taken the Company's Board of Directors as of such date.

II. Resolutions with regard to the allocation of the Company's results for fiscal year 2013.

It is hereby resolved to allocate the Company's net profit pursuant to its audited financial statements as of and for the year ended December 31, 2013, as follows:

- (i) MXN \$113,161,325.78 (one hundred thirteen million one hundred sixty-one thousand three hundred twenty-five pesos and seventy-eight cents), to increase the legal reserve fund;
- (ii) MXN \$208,294,219.34 (two hundred eight million two hundred ninety-four thousand two hundred nineteen pesos and thirty-four cents), to replenish the share repurchase fund, and
- (iii) the balance, or MXN \$1,941,770,970.49 (one billion nine hundred forty-one million seven hundred seventy thousand nine hundred seventy pesos and forty-nine cents), to the Company's retained earnings account.

III. Resolutions with regard to the report on the condition of the share repurchase fund.

- III.1 It is hereby resolved to acknowledge and approve in its terms the report on the condition of the Company's share repurchase fund, which was issued in accordance with Article 60(III) of the General Provisions Applicable to all Issuers and Other Participants in the Securities Market (commonly known as *Circular*

Única de Emisoras) and with the Company's Share Repurchase Policies. A copy of said report is to be attached to the minutes of this meeting.

- III.2 The share repurchase fund for the foregoing fiscal year shall amount to MXN \$700,000,000 (seven hundred million pesos) and may be used in accordance with the Company's Share Repurchase Policies.

IV. Resolutions with regard to the report referred to in Article 86(XX) of the Income Tax Law, concerning the satisfaction of the Company's tax obligations.

It is hereby resolved to acknowledge the report on the satisfaction of the Company's tax obligations for the year ended December 31, 2013, which was submitted in accordance with Article 86(XX) of the Income Tax Law and read by the Secretary. According to such report, as of the date thereof the Company was in compliance with all of its obligations.

V. Resolutions with regard to the appointment or reelection, as the case may be, of the members of the Board of Directors and the chairmen of the Audit and Corporate Governance committees, the determination of their compensations, and the certification of their independent status.

- V.1 It is hereby resolved to accept the resignations of Messrs. Michael Chu Yang, Javier Fernández Cueto González de Cosío, Fernando Álvarez Toca, Antonio Mario Prida Peón del Valle, Tomás Guillén Cienfuegos, Martín Felipe Arias Yaniz, Oscar Iván Mancillas Gabriele, Manuel Constantino Gutiérrez García, Santiago Casanueva Pérez, Juan Carlos Domenzain Arizmendi, Charbel Christian Francisco Harp Calderoni, Jerónimo Luis Patricio Curto de la Calle and Enrique Majos Ramírez, to their positions as alternate members of the Board of Directors.

It is hereby acknowledged that the shareholders expressed to Messrs. Chu, Fernández Cueto, Álvarez, Prida, Guillén, Arias, Mancillas, Gutiérrez, Casanueva, Domenzain, Harp, Curto and Majos their appreciation for their services, approved each and all of the actions taken by them in connection the performance of their duties, and released them from any liability in which they may have incurred as a result thereof.

- V.2 It is hereby resolved to reelect the individuals identified below as members of the Company's Board of Directors, who shall serve as either independent or related directors as indicated beside their names. Accordingly, the Board of Directors shall be comprised as follows:

<u>Directors</u>	<u>Status</u>
Carlos Antonio Danel Cendoya	Related
Carlos Labarthe Costas	Related
Álvaro Rodríguez Arregui	Independent
Claudio Xavier González Guajardo	Independent
Guillermo José Simán Dada	Independent
John Anthony Santa María Otazúa	Independent
José Ignacio Ávalos Hernández	Related
José Manuel Canal Hernando	Independent
Juan Ignacio Casanueva Pérez	Related
Juan José Gutiérrez Chapa	Related
Luis Fernando Narchi Karam	Related
Martha Elena González Caballero	Independent
Rose Nicole Dominique Reich Sapire	Independent

- V.3 It is hereby resolved to reelect Mr. Manuel Canal Hernando as Chairman of the Corporate Governance Committee.
- V.4 It is hereby resolved to reelect Ms. Martha Elena González Caballero as Chairman of the Audit Committee.
- V.5 Those directors who hold executive positions will not be entitled to receive any compensation for their board memberships. All other members of the Board of Directors and its committees shall receive such compensations as the Corporate Governance Committee may determine.

VI. Resolutions with regard to the appointment or reelection, as the case may be, of the Chairman, Secretary and Alternate Secretary of the Board of Directors.

VI.1 It is hereby resolved to reelect Mr. Carlos Danel Cendoya as Chairman of the Board of Directors.

VI.2 It is hereby resolved to reelect Mr. Manuel de la Fuente Morales and Ms. Mariel Eloina Cabanas Suárez as Secretary and Alternate Secretary of the Board of Directors, respectively.

VII. Appointment of authorized representatives.

It is hereby resolved to appoint Messrs. Carlos Labarthe Costas, Carlos Antonio Danel Cendoya, Fernando Álvarez Toca, Manuel de la Fuente Morales, Patricio Diez de Bonilla García Vallejo, Mariel Eloina Cabanas Suárez, Mauricio Castilla Martínez, Iván Pérez Correa, Alejandra Pacheco Pérez Verdía and Luis Ricaud Arriola as the shareholders' representatives, and to authorize them, jointly or indistinctly, to appear before the notary public of their choice in order to obtain the formalization of all or any section of these minutes, and to take any and all such actions as they may deem necessary or desirable to execute and enforce the resolutions adopted at the foregoing meeting.

There being no further matter to discuss, the Secretary was asked to prepare the foregoing minutes.

It is hereby certified that throughout the course of the meeting, from its commencement to its adjournment, all of the shares identified in the attendance list were present or represented at the meeting.

The file for these minutes shall include the list of attendance, the documents evidencing the powers and authority of the shareholders' representatives, and the documents submitted for approval at the meeting. The meeting was adjourned at 10:30 a.m. in order to prepare these minutes.

The foregoing minutes are signed by the Chairperson and the Secretary.

Mauricio Castilla Martínez
Chair

Manuel de la Fuente Morales
Secretary