

In Mexico City, Federal District, the registered address of GENTERA, S.A.B. de C.V. (the “Company”), there met at 10:00 a.m. on April 24, 2015, the shareholders and representatives of the shareholders of the Company identified in the list of attendance attached to these minutes, in order to hold a general ordinary shareholders’ meeting to which they had been called by means of a notice published in the “El Financiero” newspaper on April 8, 2015, a copy of which 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 García Vallejo as tellers of inspection, who accepted their appointments, 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 [●] ([●]) voting shares, out of the 1,631,898,230 (one billion six hundred thirty-one million eight hundred ninety-eight thousand two hundred thirty) voting shares of the Company’s single series of stock, or [●]% ([●] percent) of the aggregate number of shares outstanding, or 1,638,165,528 (one billion, six hundred thirty-eight million one hundred sixty-five thousand five hundred twenty-eight) shares.

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 asserted the validity of 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, 2014.
- II. Resolutions with regard to the allocation of the Company’s results for fiscal year 2014.
- III. Resolutions with regard to the report on the condition of the share repurchase fund.
- IV. Resolutions with regard to the cancellation of treasury shares.
- V. Resolutions with regard to the report on the satisfaction of the Company’s obligations under Article 76(V), (VI), (VII) and (IX) of the Income Tax Law.
- VI. 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.
- VII. 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.
- VIII. 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, 2014.**

- 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 Company's operations during the year ended December 31, 2014, including (a) the annual sustainability report as with respect to the Company's performance during such period and (b) the Company's consolidated financial statements as of and for the year ended December 31, 2014, including the auditor's report thereon; (iii) the opinion of the Board of Directors as with respect the report submitted by the Chief Executive Officer; (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; and (v) the report of Board of Directors referred to in Article 28(IV)(e) of the Securities Market Law as with respect to the activities of and the matters in which the Board of Directors was involved in 2014. The aforementioned reports were read by the Secretary at the 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, 2014, 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, 2014, 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 2014.**

- II.1 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, 2014, as follows:
- (i) MXN \$156,184,569.19 (one hundred fifty-six million one hundred eighty-four thousand five hundred sixty-nine pesos and nineteen cents), to increase the legal reserve fund;
  - (ii) MXN \$184,532,543.42 (one hundred eighty four million five hundred thirty-two thousand five hundred forty-three pesos and forty-two cents), to increase the share repurchase fund, and
  - (iii) the balance, or MXN \$2,789,974,271.25 (two billion seven hundred eighty-nine million nine hundred seventy-four thousand two hundred seventy one pesos and twenty-five cents), to the Company's retained earnings account.
- II.2 It is hereby resolved to allocate MXN \$1, 240,242,654.80 M.N. (one billion two hundred forty million two hundred forty-two thousand six hundred fifty-four pesos and eighty cents) of the Company's retained earnings as of December 2013, to pay a dividend of Ps.0.76 (seventy-six cents) per share, which amount may vary depending on the number of shares outstanding as of the payment date. Such

dividend will be paid on May 15, 2015, through S.D. INDEVAL Institución para el Depósito de Valores, S.A. de C.V.

**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 the *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 cancellation of treasury shares.**

- IV.1 It is deemed in the Company's interests to cancel 9,482,809 (nine million four hundred eighty-two thousand eight hundred nine) treasury shares of common stock, no par value, of the Company's single series of stock, which were repurchases by the Company during the period from April 30, 2013, to March 31, 2014, without such cancellation resulting in a decrease in the Company's outstanding capital.
- IV.2 As a result of the above, the Company's capital is divided into 1,638,682,719 (one billion six hundred thirty-eight million six hundred eighty-two thousand seven hundred nineteen) shares of common stock, no par value, all of which comprise a single series of stock, of which 415,595,676 (four hundred fifteen million five hundred ninety-five million six hundred seventy-six) shares of common stock, no par value, represent the Company's minimum fixed capital and 1,223,087,043 (one billion two hundred twenty-three million eighty-seven thousand forty three) shares of common stock, no par value, represent the Company's variable capital.
- IV.3 It is hereby resolved to update the registration of the Company's shares with the National Securities Registry and, subsequently, cancel the stock certificates currently deposited with S.D. Indeval, Institución para el Depósito de Valores, S.A. de C.V., so as to reflect the cancellation of the aforementioned shares.

**V. Resolutions with regard to the report on the satisfaction of the Company's obligations under Article 76(V), (VI), (VII) and (IX) of the Income Tax Law.**

It is hereby resolved to acknowledge the report on the satisfaction of the Company's tax obligations for the year ended December 31, 2014, submitted in accordance with Article 76(V), (VI), (VII) and (IX) 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.

**VI. 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.1 It is hereby resolved to accept the resignations of Messrs. Álvaro Rodríguez Arregui and Guillermo José Simán Dada to their positions as Directors.

It is hereby acknowledged that the shareholders expressed to Messrs. Rodríguez and Simán 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.

- VI.2 It is hereby resolved to appoint Messrs. Antonio Rallo Verdugo and Francisco Javier Arrigunaga Gómez del Campo to the Board of Directors. Both individuals,

having had notice of their prospective appointment, have accepted such appointments and taken the requisite oaths of office.

- VI.3 It is hereby resolved to reelect Messrs. Carlos Antonio Danel Cendoya, Carlos Labarthe Costas, Claudio Xavier González Guajardo, John Anthony Santa María Otazúa, José Ignacio Ávalos Hernández, José Manuel Canal Hernando, Juan Ignacio Casanueva Pérez, Juan José Gutiérrez Chapa, Luis Fernando Narchi Karam, Martha Elena González Caballero and Rose Nicole Dominique Reich Sapire as members of the Company's Board of Directors
- VI.4 As a result of the above, the Board of Directors of the Company shall be hereafter comprised of the following individuals, who are either independent or related directors as indicated beside their names:

<u>Directors</u>	<u>Status</u>
Antonio Rallo Verdugo	Independent
Carlos Antonio Danel Cendoya	Related
Carlos Labarthe Costas	Related
Claudio Xavier González Guajardo	Independent
Francisco Javier Arrigunaga Gómez del Campo	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	Independent
Martha Elena González Caballero	Independent
Rose Nicole Dominique Reich Sapire	Independent

- VI.5 It is hereby resolved to appoint Mrs. Rosa Nicole Dominique Reich Sapire as Chairwoman of the Corporate Practices Committee. Such individual, having had notice of her prospective appointment, has accepted such appointment and taken the requisite oath of office.
- VI.6 It is hereby resolved to reelect Ms. Martha Elena González Caballero as Chairwoman of the Audit Committee.
- VI.7 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.3 It is hereby resolved to reelect Mr. Carlos Danel Cendoya as Chairman of the Board of Directors.
- VI.4 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, Rebeca Leyva Camacho, Mauricio Castilla Martínez, Carlos Alberto Sámano Cruz 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.

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Mauricio Castilla Martínez  
Chairperson

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Manuel de la Fuente Morales  
Secretary