

In Mexico City, the registered address of GENTERA, S.A.B. de C.V. (the “Company”), on April 20, 2017, at 10:30 a.m., the shareholders of the Company identified in the attached list of attendance attached hereto, held a General Extraordinary Meeting of Shareholders pursuant to the notice thereof that was published in the website administered by the Ministry of Economy on March 28, 2017, a copy of which notice is annexed to the file of these minutes. Also present at the meeting was the Secretary of the Board of Directors, Mr. Manuel de la Fuente Morales.

Given that the Chairman of the Board was not present, the attendees appointed Mr. Mauricio Castilla Martínez to chair the meeting, and Mr. Manuel de la Fuente Morales acted as Secretary.

The Chairperson of the meeting appointed Ms. Rebeca Leyva Camacho and Mr. Patricio Diez de Bonilla García Vallejo to act as Inspectors of Election, who accepted their appointments and, upon review of the documents submitted by the shareholders to evidence their status as such (together, where applicable, with the supplementary documents referred to in the Securities Market Law), the completed proxy forms and the admittance cards issued theretofore by the Company, certified that 1,408,642,204 (one billion four hundred eight million six hundred forty-two thousand two hundred four) registered shares of common stock, no par value, of the 1,627,011,414 (one billion six hundred twenty-seven million eleven thousand four hundred fourteen) registered shares of common stock, no par value, of the single series of stock of the Company that are currently outstanding, or 86.71% (eighty-six point seventy-one percent) of its 1,624,551,415 (one billion six hundred twenty-four million five hundred fifty-one thousand four hundred fifteen) voting shares of stock, were present or represented by proxies at the meeting.

In accordance with Article 49 (Forty-nine) of the Securities Market Law, the Secretary certified and reported that the proxy forms required to represent the shareholders at the meeting had been made available to the shareholders during the period of time provided by such article, and informed this at the meeting.

Based upon the notice for the meeting and upon the certification made by the Inspectors of Election, the Chair of the meeting declared that the meeting was duly convened pursuant to Article Eighteen of Company’s the bylaws and stated that the resolutions taken thereat would be valid.

Upon motion by the Chairperson, the Secretary read the agenda for the meeting, which was as follows:

Agenda

- I. Resolutions relating to the amendment of the Company's bylaws.**
- II. Appointment of authorized representatives.**

The shareholders discussed, deliberated on and addressed each and every item of business included in the agenda, and, after reading the motions submitted in connection therewith, which are annexed to the file of these minutes, they adopted the following resolutions by a majority of the votes present or represented at the meeting:

Resolutions

I. Resolutions relating to the amendment of the Company's bylaws.

I.1 It is hereby resolved to amend in part the articles of the Company's bylaws that are set forth below, consistent with the amendments made to the General Corporations Law, enacted on June 13, 2014, and otherwise adopt certain other changes that are deemed in the Company's interest, which articles shall hereafter read as follows:

I.1.1 Article Four of the Company's bylaws is hereby amended to read as follows:

“ARTICLE FOUR. REGISTERED ADDRESS; JURISDICTION. *The Company has its registered address in Mexico City. However, the Company may establish agencies, branches, offices, facilities and other business locations elsewhere within the Mexican Republic or abroad and designate other addresses for contractual purposes, without any such fact constituting a change in its registered address.*

These bylaws shall be interpreted in accordance with and enforced pursuant to the applicable commercial laws. The Company and its shareholders, directors and officers shall be deemed to have expressly submitted to the jurisdiction of the competent courts sitting in Mexico City.”

I.1.2 Article Fifteen of the Company's bylaws is amended in its only paragraph, in line eight, to read as follows:

“ARTICLE FIFTEEN. NOTICES FOR MEETINGS OF SHAREHOLDERS

... The notice for each meeting of shareholders shall be published in the website administered by the Ministry of Economy...”

I.1.3 Article Twenty-one of the Company's bylaws is hereby amended in the third paragraph of to read as follows:

“ARTICLE TWENTY-ONE. MANAGEMENT. *The direction and management of the Company shall be entrusted to a Board of Directors and a Chief Executive Officer.*

...

The Board of Directors shall be comprised of such an odd number of members as the shareholders may determine at the ordinary meeting of shareholders, at which they may also elect the directors' respective alternates; provided that, consistent with Article 24 (Twenty-four) of the Securities Market Law, in no event shall such number be less than five nor more than fifteen. The right of the minority shareholder or shareholders as with respect to the appointment of directors shall be governed by Article 50 of the Securities Market Law and, accordingly, any holder or group of holders representing in the aggregate 10%

(ten percent) of the Company's capital stock shall have the right to appoint for election one director and, as the case may be, his alternate."

I.1.4 Article Twenty-five of the Company's bylaws is hereby amended to read as follows:

"ARTICLE TWENTY-FIVE. COMMITTEES. *In connection with the performance of its duties, the Board of Directors shall be assisted by a Corporate Practices Committee, an Audit Committee, a Risk Management Committee and an Executive Committee. The Corporate Practices and the Audit Committees shall be comprised in its entirety of independent directors, who shall number no less than three and shall be appointed by the Board of Directors upon motion of the Chairman of the Board, or by the shareholders at a meeting thereof, provided that the chairman of each such committee shall be appointed by the shareholders at a meeting thereof. Neither chairman may serve as Chairman of the Board of Directors.*

The Corporate Practices and the Audit Committees shall prepare and deliver to the Board of Directors an annual report of their activities pursuant to Article 43 (Forty-three) of the Securities Market Law.

The Corporate Practices and the Audit Committees shall have the following powers, authority and duties within its respective jurisdiction:

a) Provide its opinion to the Board of Directors and, as the case may be, to the Chief Executive Officer, with respect to the matters set forth in articles 28 (Twenty-eight), 30(Thirty), 44 (Forty-four), 99 (Ninety-nine), 100 (One Hundred), 101 (One Hundred One), 102 (One Hundred Two), 108 (One Hundred Eight) and other applicable articles of the Securities Market Law; and

b) Those set forth in articles Twenty-seven, Forty-one, Forty-two, Forty-three and other applicable articles of the Securities Market Law.

The Executive Committee shall be comprised of the number of members determined by the shareholders at a meeting thereof or, as the case may be, by the Board of Directors, all of whom shall be selected from among the Company's directors; provided that at least one such member shall be an independent director. The shareholders, at a meeting thereof, or the Board of Directors, as the case may be, shall determine the number of members of said committee and their compensations. The Executive Committee shall meet at least once every quarter and shall have the following general duties: (i) assess and, as the case may be, submit proposals with respect to the Company's investment policies, which shall be consistent with and ensure the continuity of a business model that focuses primarily on the financial sector and emphasis on the creation of social, economic and human value in order to foster the development of the lower income population segments; (ii) assist the

Company's management in the analysis and discussion of the Company's strategic or highly relevant matters, primarily during the periods of time in between the meetings of the Board of Directors; (iii) analyze and discuss the Company's communication and interaction practices with the authorities and different audiences; (iv) review any potential merger or acquisition opportunities, without any such review being construed as an approval of the relevant transaction. Furthermore, and serve as a filter for those potential transactions that warrant submission to the Board of Directors; (v) authorize the Company to engage in non-binding negotiations, provided that the proposed transaction does not require the authorization of the Board of Directors in view of its size and that such transaction is contemplated in the strategic plan approved by the latter; (vi) follow-up on the Company's strategy, ensure that any new initiative is consistent therewith, and work together with the Company's management where such strategy warrants any adjustment that requires submission to the Board of Directors; and (vii) serve as liaison and foster an enhanced communication between the Board of Directors and the Company's management.

The Board of Directors may also establish and dissolve other committees, each of which shall be comprised of the number of members determined by the shareholders at a meeting thereof or, as the case may be, by the Board of Directors, all of whom shall be selected from among the nominees proposed by the Chairman of the Board. The shareholders, at a meeting thereof, or the Board of Directors, as the case may be, shall also determine the number of members, compensations and their duties.

The quorum for the transaction of business at any meeting of any of the aforementioned committees shall be a majority of the members, and the resolutions thereat shall be validly taken if approved by the affirmative vote of a majority of the members present. In the event of a tie, the chairman shall cast the deciding vote. The members of any of the aforementioned committees may also take action by unanimous consent without a meeting. Any such action shall for all legal purposes have the same validity and effect as if adopted at a meeting of the relevant committee, provided it is confirmed in writing. Such confirmation may be contained in a single or in separate documents."

- I.1.5** Based on the above resolutions and it being in the Company's interest to do so, it is hereby resolved to approve the Amended and Restated Bylaws of the Company that are contained in Exhibit A hereto, which shall be deemed incorporated herein by reference. Additionally, it is hereby resolved, to direct the authorized representatives of the shareholders to take any and all such actions as may be necessary to have such Amended and Restated Bylaws formalized by the notary public of their choice.

II. 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, Mauricio Castilla Martínez, Carlos Alberto Sámano Cruz and Eugenio Aguilar Vega, and Mses. Mariel Eloina Cabanas Suárez and Rebeca Leyva Camacho, as authorized representatives of the shareholders and to authorize them, jointly or individually, 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 advisable to execute and enforce the resolutions adopted at this meeting of shareholders.

There being no further business to come before the meeting, the Secretary was asked to prepare the foregoing minutes.

It is hereby certified that throughout the course of the meeting, from the time it was called to order to the time it was adjourned, the shares identified in the attached list of attendance were present or represented.

The file of these minutes include the list of attendance, the documents evidencing the powers and authority of the proxies appointed by the shareholders, and the documents submitted for approval at the meeting. The meeting was adjourned at 11:00 a.m., to allow for the preparation of these minutes.

These minutes have been signed below by the Chairperson of the meeting and the Secretary.

Mauricio Castilla Martínez
Chairperson of the Meeting

Manuel de la Fuente Morales
Secretary