

In Mexico City, registered address of GENTERA, S.A.B. de C.V. (the “Company”), on April 20, 2017, at 10:00 a.m., the shareholders and the representatives of the shareholders of the Company identified in the list of attendance attached hereto, held a General Ordinary 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 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 inspection 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 1,631,898,230 (one billion six hundred thirty-one million eight hundred ninety-eight thousand two hundred thirty) 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 Chairperson declared that the meeting was duly convened pursuant to Article Eighteen of the Company’s 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 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, 2016.**
- II. Resolutions relating to the allocation of the Company’s profit for fiscal year 2016.**
- III. Resolutions relating to the status report pertaining to the Company’s share repurchase fund.**

- IV. Resolutions relating to the cancellation of shares.**
- V. Resolutions relating to the report on the satisfaction of the Company's obligations under Article 76 of the Income Tax Law.**
- VI. Resolutions relating 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 relating to the appointment or reelection, as the case may be, of the Chairman of the Board, the Secretary and the Alternate Secretary.**
- VIII. 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, adopted the following resolutions by a majority of the votes present or represented at the meeting:

Resolutions

- I. Resolutions relating 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, 2016.**
 - I.1 It is hereby resolved to acknowledge and approve (i) the reports submitted by the Corporate Practices Committee and the Audit Committee pursuant to Article 43 (Forty-three) of the Securities Market Law; (ii) the report submitted by the Chief Executive Officer, pursuant to Section XI (Eleven) of Article 44 (Forty-Four) of the Securities Market Law, on the Company's operations during the year ended December 31, 2016, including (a) the annual sustainability report on the Company's performance during fiscal year 2016, and (b) the Company's consolidated financial statements for 2016, including the independent auditor's report thereon; (iii) the opinion issued by the Board of Directors, with respect to the report submitted by Chief Executive Officer; (iv) the report submitted by the Board of Directors, pursuant to paragraph (b) of Article 172 (One Hundred Seventy-two) of the General Corporations Law, with respect to the principal accounting and disclosure policies and criteria followed in the preparation of the Company's financial information, and (v) the report of the Board of Directors pursuant to Article 28 (Twenty-eight), Section IV (Four), paragraph (e), of the Securities Market Law, on the activities of the Board of Directors during fiscal year 2016. The aforementioned reports were read by the Secretary upon 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, 2016, which are comprised of the following documents:

- Balance Sheet.
- Income Statement.
- Statement of Changes in Stockholders' Equity.
- Cash Flow Statement.
- Notes to the Financial Statements.

I.3 It is hereby resolved to approve each and every action taken and the transactions entered into by the Company during the year ended December 31, 2016, and to ratify each and every action taken by the Board of Directors of the Company as of such date.

II. Resolutions relating to the allocation of the Company's profit for fiscal year 2016.

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, 2016, as follows:

- (i) MXN \$169,514,032.15 (one hundred sixty-nine million five hundred fourteen thousand thirty-two pesos and fifteen cents), to increase the Company's legal reserve fund;
- (ii) MXN \$79,813,846.34 (seventy-nine million eight hundred thirteen thousand eight hundred forty-six pesos and thirty-four cents), to replenish the Company's share repurchase fund, and
- (iii) the balance, or MXN \$3,140,952,764.24 (three billion one hundred forty million nine hundred fifty-two thousand seven hundred sixty-four pesos and twenty-four cents), to the Company's retained earnings account.

II.2 It is hereby resolved to distribute as dividends a portion of the Company's retained earnings as of December 31, 2014, or MXN \$1,250,904,589.55 (one billion two hundred fifty million nine hundred four thousand five hundred eighty-nine pesos and fifty-five cents), which shall be due and payable in two installments as follows: MXN \$0.39 (thirty-nine cents) per share, no later than on July 3, 2017, and MXN \$0.38 (thirty eight cents) per share, no later than on December 1, 2017, subject, in each case, to the tax laws as currently in effect. The aforementioned amounts payable per share may vary depending on the number of shares outstanding as of the relevant payment date and that are entitled to such dividend. Payment of both installments shall be made through S.D. Indeval, Institución para el Depósito de Valores, S.A. de C.V. ("Indeval").

III. Resolutions relating to the status report pertaining to the Company's 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, submitted pursuant to the last

paragraph of Article 56 (Fifty-six) of the Securities Market Law and Article 60 (Sixty), Section III (Three) of the General Provisions Applicable to all Issuers and Other Participants in the Securities Market (commonly known as *Circular Única de Emisoras*) and to the Company's Share Repurchase and Resale Policies. A copy of said report is to be attached to the minutes of this meeting.

- III.2 The amount that may be used to repurchase the Company's own shares during the current period in accordance with the aforementioned policies shall be MXN \$700,000,000 (seven hundred million pesos).

IV. Resolutions relating to the cancellation of shares.

- IV.1 It is deemed to be in the Company's interest to cancel 4,886,816 (four million eight hundred eighty-six thousand eight hundred sixteen) shares of the Company's single series of common stock, no par value, which represent a portion of the Company's variable capital and were repurchased by the Company during the period from April 29, 2015, to March 23, 2016, without such cancellation resulting in a decrease in the Company's capital.
- IV.2 In the Company's interest, it is hereby resolved to cancel 4,886,816 (four million eight hundred eighty-six thousand eight hundred sixteen) shares of the Company's single series of common stock, no par value, which represent a portion of the Company's variable capital and are being held by the Company as treasury shares, and to reduce the Company's authorized capital of MXN \$4,904,555,362.00 (four billion nine hundred four million five hundred fifty-five thousand three hundred sixty-two pesos) in proportion to the number of shares so canceled, by MXN \$135,738.00 (one hundred thirty-five thousand seven hundred thirty-eight pesos).
- IV.3 As a result of the above, as of the date hereof the Company's total capital amounts to MXN \$4,904,419,624.00 (four billion nine hundred four million four hundred nineteen thousand six hundred twenty-four pesos), divided into 1,627,011,414 (one billion six hundred twenty-seven million eleven thousand four hundred fourteen) registered shares of a single series of common stock, no par value, of which MXN \$1,226,138,840.50 (one billion two hundred twenty-six million one hundred thirty eight thousand eight hundred forty pesos), constitute the fixed portion of the Company's capital and is represented by 415,595,676 (four hundred fifteen million five hundred ninety-five thousand six hundred seventy-six) shares, and MXN \$3,678,280,783.50 (three billion six hundred seventy-eight million two hundred eighty thousand seven hundred eighty-three pesos and fifty cents), constitute the variable portion of the Company's capital and is represented by 1,211,415,738 (one billion two hundred eleven million four hundred fifteen thousand seven hundred thirty-eight) shares.
- IV.4 Based upon the above, it is hereby resolved to: (i) take all such actions as may be necessary to withdraw from Indeval 4,886,816 (four million eight hundred eighty-six thousand eight hundred sixteen) shares that have been canceled according to the preceding resolutions; (ii) update the registration of the Company's securities

with the National Securities Registry; (iii) exchange the stock certificates that are currently deposited with Indeval, to reflect the cancellation of the aforementioned shares; (iv) publish the notice of decrease of the Company's capital; and (v) make the corresponding adjustments in the Company's corporate books and records.

V. Resolutions relating to the report on the satisfaction of the Company's obligations under Article 76 of the Income Tax Law.

It is hereby resolved to acknowledge the submission of the report provided in by Article 76 of the Income Tax Law, on the Company's tax obligations for the year ended December 31, 2016, which was read by the Secretary. According to such report, as of the date hereof the Company is in compliance with all of its tax obligations. A copy of said report is to be attached to the file of these minutes.

VI. Resolutions relating 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 reelect Messrs. Antonio Rallo Verdugo, Carlos Antonio Danel Cendoya, Carlos Labarthe Costas, Claudio Xavier González Guajardo, Francisco Javier Arrigunaga Gómez del Campo, John Anthony Santa María Otazúa, José Ignacio Ávalos Hernández, José Manuel Canal Hernando, Juan Ignacio Casanueva Pérez, Juan José Gutiérrez Chapa and Luis Fernando Narchi Karam, and Mses. Martha Elena González Caballero and Rose Nicole Dominique Reich Sapire, as members of the Company's Board of Directors.

VI.2 As a result of the above, the Board of Directors of the Company shall be hereafter comprised of the following individuals, whose independent or related status is noted next to 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.3 It is hereby resolved to reelect Ms. Rose Nicole Dominique Reich Sapire as Chairwoman of the Company's Corporate Practices Committee.
- VI.4 It is hereby resolved to reelect Ms. Martha Elena González Caballero as Chairwoman of the Company's Audit Committee.
- VI.5 Those directors who hold senior management positions shall receive no compensation in connection with the performance of their duties as board members. All other members of the Board of Directors and of any committee thereof shall receive such compensations as the Corporate Practices Committee may determine.

VII. Actions regarding the appointment or reelection, as the case may be, of the Chairman of the Board, the Secretary and the Alternate Secretary.

- VII.1 It is hereby resolved to reelect Mr. Carlos Antonio Danel Cendoya as Chairman of the Board.
- VII.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, respectively.

VIII. 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 discuss, 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 includes 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 10:30 AM a.m., to allow for the preparation of these minutes.

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

Mauricio Castilla Martínez
Chairperson of the Meeting

Manuel de la Fuente Morales
Secretary