

**MINUTES OF THE ANNUAL GENERAL ORDINARY MEETING OF  
SHAREHOLDERS OF  
GENTERA, S.A.B. DE C.V.**

On April 16, 2021, at 10:00 a.m., the shareholders of GENTERA, S.A.B. de C.V. (the “Company”) whose names are set forth in the attached list of attendance, met in Mexico City, the Company's corporate domicile, for the purpose of holding the Annual General Ordinary Shareholders' Meeting (the “Meeting”) called by notice posted on the electronic bulletin board of the Ministry of the Economy (*Secretaría de Economía*) on March 23, 2021, a copy of which notice is appended to the file of these minutes.

Also present were Mss. Zurihe Sylvia Manzur García, Rebeca Leyva Camacho and Fehebell Arcos Damián, in their capacities as Deputy Secretary of the Board of Directors, Deputy Director of Corporate Governance and Deputy Director of Legal/Regulatory Affairs of the Company, respectively.

Upon the absence of the Chairman of the Board, the attendees appointed Mr. José Mauricio Castilla Martínez as the Meeting's Chairperson, and Ms. Zurihe Sylvia Manzur García acted as Secretary.

The Chairperson appointed Mss. Rebeca Leyva Camacho and Fehebell Arcos Damián to act as Inspectors of Election for the Meeting, both of whom accepted their appointments and, upon inspection of the documents submitted by the shareholders to evidence their status as such (together, where applicable, with the supplemental materials referred to in Article 290 of the Securities Market Law (*Ley del Mercado de Valores*)), the completed proxy forms and the admittance cards issued theretofore by the Company, certified that [●] ([●]) registered shares of common stock, no par value, of the 1,592,856,876 (one billion five hundred ninety-two million eight hundred fifty-six thousand eight hundred seventy-six) registered shares of common stock, no par value, of the single series of stock of the Company that are currently outstanding, or [●]% ([●] percent) of its 1,587,593,876 (one billion five hundred eighty-seven million five hundred ninety-three thousand eight hundred seventy-six) 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 prescribed by such Article.

Based upon the notice for the Meeting and upon the certification made by the Inspectors of Election, the Chairperson declared the Meeting as duly convened pursuant to Article 18 (eighteen) of the Company's bylaws and cautioned that any action taken thereat would be deemed validly taken.

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

## Agenda

- I. Resolutions regarding the reports referred to in Article 172 of the General Corporations Law (*Ley General de Sociedades Mercantiles*) and Article 28(IV) of the Securities Market Law, for the year ended December 31, 2020.**
- II. Resolutions regarding the allocation of the Company's profit for fiscal year 2020.**
- III. Status report on the Company's share repurchase fund.**
- IV. Resolutions regarding the cancellation of the shares held by the Company for its own account.**
- V. Report under Article 76 of the Income Tax Law (*Ley del Impuesto Sobre la Renta*), regarding the satisfaction of the Company's tax obligations.**
- VI. Resolutions regarding the appointment or, as the case may be, reelection of the members of the Board of Directors and the chairpersons of the Audit and Corporate Governance committees, the determination of their compensations and the certification of their independent status.**
- VII. Resolutions regarding the appointment or, as the case may be, reelection of the Chairman of the Board, and of the Secretary and Deputy Secretary.**
- VIII. Appointment of authorized representatives.**

The shareholders discussed, deliberated on and addressed each and all of the items of business included in the agenda, and, following a reading of the motions submitted in connection therewith, which are appended 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 regarding 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, 2020.**
  - I.1** It is hereby resolved to acknowledge and approve (i) the reports submitted by the Corporate Governance and Audit committees pursuant to Article 43 of the Securities Market Law; (ii) the report on the Company's operations during the year ended December 31, 2020, as submitted by the Chief Executive Officer pursuant to Article 44(XI) of the Securities Market Law, including (a) the Company's annual and sustainability reports for such year and (b) the Company's consolidated financial statements as of and for the year ended December 31, 2020, together with the independent auditor's report thereon; (iii) the opinion issued by the Board of Directors pursuant to Article 28(IV)(c), with respect to the report

submitted by Chief Executive Officer; (iv) the report on the principal accounting and disclosure policies and criteria followed in connection with the preparation of the Company's financial information, as submitted by the Board of Directors pursuant to Article 172(b) of the General Corporations Law; and (v) the report on the activities of the Board of Directors during 2020, as submitted by the Board of Directors pursuant to Article 28(IV)(e) of the Securities Market Law. The aforementioned reports were read aloud by the Secretary upon motion by 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 consolidated financial statements as of and for the year ended December 31, 2020, 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, 2020. Based upon the above, it is further resolved to approve and ratify each and all of the actions taken by the Company's Chief Executive Officer, Board of Directors (both as a whole and through each of its members) and intermediate management bodies (both as a whole and through each of their members) during the year ended December 31, 2020, as well as the transactions entered into by the Company and its management bodies, including any committee thereof, during the current fiscal year through the date of this Meeting.

**I.4** It is hereby resolved to ratify each and all of the actions taken and the resolutions adopted by the Board of Directors, the Audit Committee, the Executive Committee, the Risk Committee and the Corporate Governance Committee (both as a whole and through each of their members) at the meetings held by such management bodies during the period from January 1 to December 31, 2020, and those taken or adopted thereby during the current fiscal year through the date of this Meeting, including, without limitation, each and all of the actions taken by the members of such management bodies during the aforementioned periods. It is further resolved to release each and all of the members of such management bodies, as well as the Company's Chief Executive Officer and Secretary, from any liability arising as a result of their appointments to their positions or the performance of the duties associated therewith.

**II. Resolutions regarding the allocation of the Company's profit for fiscal year 2020.**

**II.1** It is hereby resolved that the Company's losses pursuant to its audited financial statements as of and for the year ended December 31, 2020, be allocated as follows:

- (i) The amount of Ps.1,592,064,235.00 (one billion five hundred ninety-two million sixty-four thousand two hundred thirty-five pesos and no cents) shall be allocated to the retained earnings (losses) account.

**II.2** In view of the results described in item II.1 above, it is hereby resolved to not declare or pay any dividends for the year ended December 31, 2020.

**III. Status report on 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, as submitted pursuant to the last paragraph of Article 56 (fifty-six) of the Securities Market Law, Article 60(III) of the General Rules for Issuers and Other Market Participants (*Disposiciones de carácter general aplicables a las emisoras de valores y a otros participantes del mercado de valores*) (the "General Rules"), and 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** It is hereby resolved that the amount available to repurchase Company shares during the current year shall be up to Ps.892,099,498.21 (eight hundred ninety-two million ninety-nine thousand four hundred ninety-eight pesos and twenty-one cents), which shall be used in accordance with the Company's Share Repurchase and Resale Policies.

**IV. Resolutions regarding the cancellation of the shares held by the Company for its own account.**

**IV.1** It is deemed in the Company's interest to cancel 5,263,000 (five million two hundred sixty-three thousand) shares of the Company's single series of common stock, no par value, representing a portion of the Company's variable capital, which shares were repurchased by the Company during the period from August 1, 2019 to March 23, 2020, without such cancellation resulting in a decrease in the Company's capital.

**IV.2** As a result of the above, as of the date hereof the Company's capital is divided into 1,587,593,876 (one billion five hundred eighty-seven million five hundred ninety-three thousand eight hundred seventy-six) registered shares of a single series of common stock, no par value, of which 415,595,676 (four hundred fifteen million five hundred ninety-five thousand six hundred seventy-six) registered shares of common stock, no par value, account for the fixed portion of the Company's capital and 1,171,998,200 (one billion one hundred seventy-one

million nine hundred ninety-eight thousand two hundred) registered shares of common stock, no par value, account for the variable portion of the Company's capital.

**IV.3** Based upon the above, it is hereby resolved to: (i) take all such actions as may be necessary to withdraw from Indeval the 5,263,000 (five million two hundred sixty-three thousand) shares that have now been canceled; (ii) update the registration of the Company's securities with the National Securities Registry (*Registro Nacional de Valores*); and (iii) exchange the stock certificates that are currently deposited with Indeval, to reflect the cancellation of the aforementioned shares.

**V. Report under Article 76 of the Income Tax Law, regarding the satisfaction of the Company's tax obligations.**

It is hereby resolved to acknowledge the submission of the report prescribed by Article 76 of the Income Tax Law, regarding the satisfaction of the Company's tax obligations for the year ended December 31, 2020, which report was read aloud 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 minutes of this Meeting.

**VI. Resolutions regarding the appointment or, as the case may be, reelection of the members of the Board of Directors and the chairpersons 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 resignation of Mr. José Manuel Canal Hernando as a member of the Board of Directors.

It is hereby acknowledged that the shareholders expressed to Mr. Canal their gratitude for his service, approved each and all of the actions taken by him during his tenure, and released him from any and all liability in connection therewith.

**VI.2** Based upon a recommendation from the Company's Nominations and Evaluations Commission, it is hereby resolved to approve the appointment of Mr. José Manuel Canal Hernando to the Board of Directors as Honorary Member thereof, for a lifelong term; and it is hereby acknowledged that such individual, having been appraised of his prospective appointment, has accepted such appointment and has been duly sworn-in.

**VI.3** Based upon a recommendation from the Company's Nominations and Evaluations Commission, it is hereby resolved to approve the appointment of Ms. Marina Díaz Ibarra to the Board of Directors, as an independent member thereof; and it is noted that such individual, having been appraised of her prospective appointment, has accepted such appointment and has been duly sworn-in.

- VI.4** It is hereby resolved to ratify the appointments of Messrs. Antonio Rallo Verdugo, Carlos Antonio Danel Cendoya, Carlos Labarthe Costas, Francisco Javier Arrigunaga Gómez del Campo, John Anthony Santa María Otazúa, José Ignacio Ávalos Hernández, Juan Ignacio Casanueva Pérez and Luis Alfonso Nicolau Gutiérrez, and Mss. Martha Elena González Caballero and Rose Nicole Dominique Reich Sapire, to the Board of Directors.
- VI.5** As a result of the preceding resolutions, 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 respective names:

<b><u>Directors</u></b>	<b><u>Status</u></b>
Marina Díaz Ibarra	Independent
Martha Elena González Caballero	Independent
Rose Nicole Dominique Reich Sapire	Independent
Antonio Rallo Verdugo	Independent
Carlos Antonio Danel Cendoya	Related
Carlos Labarthe Costas	Related
Francisco Javier Arrigunaga Gómez del Campo	Independent
John Anthony Santa María Otazúa	Independent
José Ignacio Ávalos Hernández	Related
Juan Ignacio Casanueva Pérez	Related
Luis Alfonso Nicolau Gutiérrez	Independent
José Manuel Canal Hernando	Honorary Director

- VI.6** It is hereby resolved to accept the resignation of Ms. Nicole Dominique Reich Sapire as Chair of the Board of Directors' Corporate Governance Committee.

It is hereby acknowledged that the shareholders expressed to Ms. Reich their gratitude for her service, approved each and all of the actions taken by her during her tenure, and released her from any and all liability in connection therewith.

- VI.7** It is hereby resolved to approve the appointment of Mr. Francisco Javier Arrigunaga Gómez del Campo as Chairman of the Corporate Governance Committee; and it is noted that such individual, having been appraised of his prospective appointment, has accepted such appointment and has been duly sworn-in.
- VI.8** It is hereby resolved to ratify the appointment of Ms. Martha Elena González Caballero as Chair of the Audit Committee.
- VI.9** Those directors who hold senior management positions will receive no compensation whatsoever in connection with the performance of their duties as board members. All other members of the Board of Directors, as well as the

Honorary Director and the members of the committees will receive such compensations as the Corporate Governance Committee may determine.

**VI.10** It is hereby resolved that the Company shall hold each member of its Board of Directors, each member of its Audit Committee, each member of its Corporate Governance Committee, each member of its Executive Committee and each member of its Risk Committee, as well as its Secretary and its Chief Executive Officer, free and harmless from any claim, complaint, proceeding or investigation instituted against him or her as a result of the lawful performance of his or her duties as a member of the Board or of the aforementioned intermediate management bodies, or as the Company's Secretary or Chief Executive Officer, including any damage or loss suffered or settlement paid (where advisable) by him or her and all of the reasonable, documented fees and expenses of any attorneys and other advisors retained to defend such individual's interests in connection with the above, but excluding any claim, complaint, proceeding or investigation arising as a result of such individual's own negligence, willful misconduct, bad faith or unlawful acts.

**VI.11** It is hereby resolved to ratify each and all of the resolutions adopted by the Board of Directors, the Audit Committee, the Corporate Governance Committee, the Executive Committee and the Risk Committee at the meetings held by such management bodies during the period from January 1 to December 31, 2020, and during the current fiscal year through the date of this Meeting, as well as the resolutions of the Secretary and each and all of the actions taken by the Board of Directors, the Audit Committee, the Corporate Governance Committee, the Executive Committee, the Risk Committee and the Secretary during the aforementioned periods. It is further resolved to release each and all of the members of such management bodies, as well as the Company's Secretary, from any liability arising as a result of his or her appointment to his or her position or his or her performance of the duties associated therewith.

**VII. Resolutions regarding the appointment or, as the case may be, reelection of the Chairman of the Board, and of the Secretary and Deputy Secretary.**

**VII.1** It is hereby resolved to ratify the appointment of Mr. Carlos Antonio Danel Cendoya as Chairman of the Board.

**VII.2** It is hereby resolved to ratify the appointment of Mr. Manuel de la Fuente Morales as the Company's Secretary (but not a member of the Board).

**VII.3** It is hereby resolved to ratify the appointment of Ms. Zurihe Sylvia Manzur García as the Company's Deputy Secretary (but not a member of the Board).

**VII.4** It is hereby resolved to ratify each and all of the actions taken by the Chairman of the Board and by the Company's Secretary and Deputy Secretary during the period from January 1 to December 31, 2020, and to release each such individual from any liability arising as a result of his or her appointment to his or her

position or his or her performance of the duties associated therewith. It is further resolved that the Company shall hold the Chairman of the Board and the Secretary free and harmless from any claim, complaint, proceeding or investigation instituted against him or her as a result of the lawful performance of his or her duties as such, including any damage or loss suffered or settlement paid (where advisable) by him or her and all of the reasonable, documented fees and expenses of any attorneys and other advisors retained to defend such individual's interests in connection with the above, but excluding any claim, complaint, proceeding or investigation arising as a result of such individual's own negligence, willful misconduct, bad faith or unlawful acts.

### **VIII. Appointment of authorized representatives.**

It is hereby resolved to appoint Messrs. Carlos Labarthe Costas, Carlos Antonio Danel Cendoya, Manuel de la Fuente Morales, José Mauricio Castilla Martínez, Carlos Alberto Sámano Cruz and Eugenio Aguilar Vega, and Mss. Zurihe Sylvia Manzur García 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.

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

It is hereby certified that the number of shares present or represented at the Meeting from the time it was called to order to the time it was adjourned, is as set forth in the attached list of attendance.

The file of these minutes shall 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 10:30 a.m. to allow for the preparation of these minutes.

These minutes have been signed below by the Chair of the Meeting and the Secretary.

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José Mauricio Castilla Martínez  
Chairperson

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Zurihe Sylvia Manzur García  
Secretary