

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

On April 16, 2021, at 10:30 AM 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 General Extraordinary 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 Chair of the meeting declared that the meeting was duly convened pursuant to Article Eighteen of the bylaws of the Company, and that any action taken thereat would be deemed validly taken.

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

## Agenda

- I. Actions regarding the amendment of the Company's bylaws.
- II. 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, took the following actions by a majority of the votes present or represented at the meeting:

## Resolutions

### I. Actions regarding the amendment of the Company's bylaws.

- I.1 It is hereby resolved, in the best of the Company's interest, to partially amend the following articles of its bylaws, to hereafter read as set forth below:
  - I.1.1 The second paragraph of Article Twenty-three of the Company's bylaws is hereby amended to read as follows:

***“ARTICLE TWENTY-THREE. AUTHORITY. [...]***

*The above powers include, without limitation, the authority to (i) file and withdraw all types of lawsuits and appeals, including 'amparo' proceedings, and (ii) enter into settlements, submit to arbitration, formulate and answer interrogatories, assign property, file recusal motions and receive payments; (d) file and withdraw accusations and complaints and cooperate with the proceedings as a civil party thereto; (e) issue, accept, endorse, guarantee or otherwise execute credit instruments in accordance with Article Nine of the General Law on Credit Instruments and Transactions; (f) contribute real and personal property to other companies and purchase shares of stock of or acquire participations or ownership interests in other corporations; (g) appoint and remove all such chief executive officers, officers, general managers, managers, deputy managers and legal representatives as may be necessary to properly manage the company's affairs, set forth their authority and duties, determine their compensations, grant upon them such powers as may be deemed advisable, ascertain their provision of the security referred to in Article Twenty-one of these bylaws, appoint the members of the corporate governance and audit committees other than their chairs, whom shall be appointed by the shareholders, and appoint the members of the risk and executive committees and the chief executive officer, taking into consideration the opinion of the corporate governance committee; (h) decide upon all matters relating to the acquisition or sale of shares of stock, bonds or securities by the Company, the Company's participation in other corporations or companies and the acquisition, construction or sale of real property, and appoint the individuals who shall represent the*

*Company at those shareholders' or board meetings at which the Company must be represented; (i) enforce the decisions of the shareholders, delegate its duties to one or more of the Company's directors or officers or to such legal representatives as it may designate to perform such duties in connection with any such item or items of business and in such terms and conditions as the board itself may determine; (j) address the matters referred to in Article Twenty-eight of the Securities Market Law, taking into consideration the opinion of the corporate governance committee or, as the case may be, the audit committee; (k) appoint the individual or individuals responsible for repurchasing and reselling the Company's shares of stock; (l) issuing the opinion referred to in paragraph (b) of Article Thirteen; and (m) generally, take all such actions and execute all such transactions as may be necessary or advisable in furtherance of the Company's purpose, other than those which are reserved to the shareholders' meeting under the Law or these bylaws.*

[...]

- I.1.2** The first paragraph of Article Twenty-four of the Company's bylaws is hereby amended to read as follows:

**“ARTICLE TWENTY-FOUR. MEETINGS.** *Board meetings may be called by the chairman, the secretary, twenty-five percent of the directors or the chair of the corporate governance or audit committee, may be held at the Company's headquarters or elsewhere within the Mexican Republic, and directors may participate therein via telephone, video conference or any other electronic means that allows for their simultaneous and effective participation where unable to attend in person. Any director participating in a board meeting by any of the aforementioned means shall be deemed to be present in person for quorum determination purposes and his or her decisions must be confirmed in writing where such confirmation is required in order for such decisions to be valid. In any such event, the chairman of the board and the secretary shall ensure that all of the remarks of any director who participated remotely are duly recorded in the relevant minutes. The board shall meet no less frequently that once every quarter. The minutes prepared in connection with each board meeting shall contain the resolutions adopted thereat. The minutes shall be signed by the chairperson and the secretary.*

*Where a board meeting is held via telephone, video conference or any other electronic means that allows for the directors' simultaneous and effective participation where unable to attend in person, the minutes of such meeting and all unanimous resolutions, reports and other documents issued by the Board of Directors shall be signed by the chairperson, the secretary and the statutory examiner, or by any other person who participated in such meeting, using an advanced electronic signature through Doc2sign®, a platform operated by PSC World, S.A. de C.V., a*

*provider of certification services authorized to operate as such by the Ministry of the Economy pursuant to certain notices published in the Official Gazette of the Federation on December 15, 2005 and November 13, 2020, which is further engaged in the provision of additional advanced electronic signature services such as the issuance of digital certificates, the preservation of evidence of data messages in accordance with Mexican official standard NOM151-SCFI-2016 (“**NOM151**”), the creation of digital timestamps and the digitalization of documents in accordance with NOM151, in each case in the terms and in accordance with the requirements set forth in chapters II and III of the Commerce Code, including, without limitation, in articles 97, 99, 100, 101, 102 and 105 thereof; or through any other platform duly authorized for such purpose as described above.”*

[...]

[...].”

- I.1.3** The last paragraph of 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 Governance Committee, an Audit Committee, a Risk Management Committee and an Executive Committee. Each of the Corporate Governance Committee and the Audit Committee 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 will be eligible to serve as Chairman of the Board.*

[...]

[...]

[...]

[...]

[...]

[...]

*The quorum for the transaction of business at any meeting of any of the aforementioned committees shall be a majority of the members of the relevant committee, and action 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. Committee meetings may be held at the Company's headquarters or elsewhere within the Mexican Republic and members may participate therein via telephone, video conference or any other electronic means that allows for their simultaneous and effective participation where unable to attend in person. Any member participating in a committee meeting by any of the aforementioned means shall be deemed to be present in person for quorum determination purposes and his or her decisions must be confirmed in writing where such confirmation is required in order for such decisions to be valid. In any such event, the chair of the committee shall ensure that all of the remarks of any member who participated remotely are duly recorded in the relevant minutes. 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 document or in separate counterparts.*

*Where a committee meeting is held via telephone, video conference or any other electronic means that allows for the members' simultaneous and effective participation where unable to attend in person, the minutes of such meeting and all reports and other documents issued by the committee shall be signed by the chairperson, the secretary or any other person who participated in such meeting, using a digital signature, through Doc2sign®, a platform operated by PSC World, S.A. de C.V., a provider of certification services authorized to operate as such by the Ministry of the Economy pursuant to certain notices published in the Official Gazette of the Federation on December 15, 2005 and November 13, 2020, which is further engaged in the provision of additional advanced electronic signature services such as the issuance of digital certificates, the preservation of evidence of data messages in accordance with Mexican official standard NOM151-SCFI-2016 ("NOM151"), the creation of digital timestamps and the digitalization of documents in accordance with NOM151, in each case in the terms and in accordance with the requirements set forth in chapters II and III of the Commerce Code, including, without limitation, in articles 97, 99, 100, 101, 102 and 105 thereof; or through any other platform duly authorized for such purpose as described above."*

## **II. Appointment of authorized representatives.**

It is hereby resolved to appoint Messrs. Carlos Labarthe Costas, Carlos Antonio Danel Cendoya, Manuel de la Fuente Morales, Patricio Diez de Bonilla García Vallejo, 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 11:00 AM 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