

[English language translation for information purposes only]

FIRST ITEM.- Presentation and, should the case be, approval of the reports contemplated in article 28, section IV, of the Mexican Securities Market Law (Ley de Mercado de Valores), and ratification of the performance of the Board of Directors, Committees, Chief Executive Officer and other officers of the Company.

With respect to the First item of the Agenda, the Chairman of the Meeting will present, pursuant to article 28 section IV of the Mexican Securities Market Law (*Ley de Mercado de Valores*), the following reports:

- i. The Audit and Corporate Governance Committee annual activities report for the year concluded on December 31, 2019, prepared by the Chairman of each committee in compliance with article 43 of the Mexican Securities Market Law (*Ley de Mercado de Valores*);
- ii. The Chief Executive Officer's report, for the year concluded on December 31, 2019, elaborated in compliance with article 44 section XI of the Mexican Securities Market Law (*Ley de Mercado de Valores*), complemented by the external auditor report;
- iii. The Board of Directors' Opinion about the content of the Chief Executive Officer's report referred to in section (ii) herein;
- iv. The Board of Directors' report that states and explains the accounting policies and criteria used to elaborate the Company's financial information;
- v. The Board of Directors' report about its operations and activities in the Company for the year concluded on December 31, 2019.

FIRST PROPOSED RESOLUTION

"1.1 It is hereby resolved to acknowledge the submission and to approve each of the reports contemplated in article 28, section IV, of the Mexican Securities Market Law (*Ley de Mercado de Valores*)."

"1.2 It is hereby resolved to approve and ratify the performance of the Board of Directors, Committees, Chief Executive Officer and other officers of the Company, during the year concluded on December 31, 2019."

SECOND ITEM.- Instruction to the Company's officers to comply with the applicable tax obligations for fiscal year 2019, pursuant to Article 26, section III of the Mexican Federal Tax Code (Código Fiscal de la Federación).

With respect to the Second item of the Agenda, the Chairman will instruct the Company's officers to fulfill with the applicable tax obligations for the fiscal year covered between January 1st December 31, 2019, pursuant to Article 26, section III of the Mexican Federal Tax Code (*Código Fiscal de la Federación*).

SECOND PROPOSED RESOLUTION

“2.1 It is hereby resolved to acknowledge the instructions to the Company’s officers to fulfill with the applicable tax obligations for the fiscal year covered between January 1st and December 31, 2019, pursuant Article 26, section III of the Mexican Federal Tax Code (*Código Fiscal de la Federación*) are hereby approved.”

THIRD ITEM.- Presentation, discussion and, should the case be, approval of the Company’s consolidated financial statements for fiscal year ended on December 31, 2019, and approval of the External Auditor report in accordance with such financial statements.

With respect to the Third item of the Agenda, the Chairman will present to the Meeting the consolidated financial statements and the External Auditor’s report for fiscal year concluded on December 31, 2019.

THIRD PROPOSED RESOLUTION

“3.1 It is hereby resolved to approve the Company’s consolidated financial statements and the External Auditor’s report pursuant to the fiscal year concluded on December 31, 2019.”

“3.2 It is hereby stated that the Company will allocate the required amount to integrate the Company’s legal reserve pursuant to Article 20 of the General Law of Commercial Companies (*Ley General de Sociedades Mercantiles*), and the remaining amount, will be kept in the account known as “Account for Pending Allocation Profits” (*Cuenta de Utilidades Pendientes de Aplicación*).”

FOURTH ITEM. - Re-election or revocation, and determination of independence of Mr. Luis Eduardo Barrios Sánchez, as Eligible Director of the Board of Directors of the Company, based on the recommendation of the Nominating Committee.

With respect with the fourth item on the Agenda, and in accordance with the provisions set for in Clause Fourteen of the Company's Bylaws, the Secretary will inform that the Company's Board of Directors, based on the recommendation of the Nominating Committee, is submitting to a vote, the ratification of the appointment of Mr. Luis Eduardo Barrios Sánchez as an Eligible Member (as such term is defined in the Company's Bylaws). The Secretary will inform to the Meeting that according to the information provided by Mr. Luis Eduardo Barrios Sánchez to the Board of Directors, in terms of Article 26 of the Securities Exchange Act, Mr. Luis Eduardo Barrios Sanchez does not qualify as an independent advisor.

Note will be taken that the information referred to in the previous paragraph, together with Mr. Luis Eduardo Barrios Sánchez's resume, were made available to the shareholders at the Company's address and website, for review and comment, with at least 15 (fifteen) days in advance, and that it will be attached to the Minute.

FOURTH PROPOSED RESOLUTION

"4.1 In accordance with the provisions set for in Clause Fourteen of the Company's Bylaws, the appointment of Mr. Luis Eduardo Barrios Sánchez, as an Eligible Member of the Company's

Board of Directors is ratified, and it is noted that said advisor does not qualify as an independent advisor in terms of the provisions of Article 26 of the Securities Exchange Act.”

"4.2 It is recorded that the Company will keep in its files the information provided by Mr. Luis Eduardo Barrios Sánchez, in order to be qualified or not as an independent owner advisor of the Board of Directors, in terms of Article 26 of the Securities Exchange Act.”

FIFTH ITEM - Re-election or revocation, and independence assessment of Mr. Thomas McDonald, as Eligible Advisor of the Company's Board of Directors, based on the recommendation of the Nominating Committee.

With respect to the fifth item on the Agenda, and in accordance with the provisions of Clause Fourteen of the Company's Bylaws, the Secretary will inform that the Company's Board of Directors, based on the recommendation of the Nominating Committee, is submitting to a vote, the ratification of the appointment of Mr. Thomas McDonald as an Eligible Member. The Secretary will provide the Meeting with the necessary information to assess the independence of Mr. Thomas McDonald, in terms of the provisions of Article 26 of the Securities Exchange Act.

Note will be taken that the information referred to in the previous paragraph, together with Mr. Thomas McDonald's resume, were made available to the shareholders at the Company's address and website, for review and comments, with at least 15 (fifteen) days in advance, and will be attached to the Minute.

FIFTH PROPOSE RESOLUTION

"5.1 In accordance with the provisions of Clause Fourteen of the Company's Bylaws, the appointment of Mr. Thomas McDonald, as an Eligible Member of the Company's Board of Directors is ratified, and it is noted that, according to the information presented to the Meeting, said advisor qualifies as an independent advisor in terms of the provisions of Article 26 of the Securities Exchange Act”.

"5.2 It is noted that the Company will keep in its files the information provided by Mr. Thomas McDonald to qualify as an independent owner advisor of the Board of Directors pursuant to Article 26 of the Securities Exchange Act”.

SIXTH ITEM. - Re-election or revocation, and determination of independence of Mr. Luis Alberto Chapa González, as an Eligible Director of the Board of Directors of the Company, based on the recommendation of the Nominating Committee.

In terms of the sixth item on the agenda, and in accordance with the provisions of Clause Fourteen of the Company's Bylaws, the Secretary will inform that the Company's Board of Directors, based on the recommendation of the Nominating Committee, is submitting to a vote, the ratification of the appointment of Mr. Luis Alberto Chapa González as an Eligible Advisor. The Secretary will provide the Meeting with the necessary information to assess the independence of Mr. Luis Alberto Chapa Gonzalez, in terms of the provisions of Article 26 of the Securities Exchange Act.

Note will be taken that the information referred to in the preceding paragraph, together with Mr. Luis Alberto Chapa Gonzalez's resume, were made available to the shareholders at the Company's address and website, for review and comments, with at least 15 (fifteen) days in advance, and will be attached to the Minute.

SIXTH PROPOSED RESOLUTION

"6.1 In accordance with the provisions of Clause Fourteen of the Company's Bylaws, the appointment of Mr. Luis Alberto Chapa González, as an Eligible Member of the Company's Board of Directors is ratified, and it is noted that, according to the information presented to the Meeting, said advisor qualifies as an independent advisor in terms of the provisions of Article 26 of the Securities Exchange Act".

"6.2 It is recorded that the Company will keep in its files the information provided by Mr. Luis Alberto Chapa González, in order to be qualified as an independent owner advisor of the Board of Directors, in terms of Article 26 of the Securities Exchange Act."

SEVENTH ITEM - Re-election, and determination of independence, of Meessrs. Armando J. García Segovia, Juan Luis Elek Klein, Ricardo Maldonado Sosa, Eduardo Raúl Azcárraga Pérez, Francisco Andragnes, José Antonio Contreras Leyva, Jaime Enrique Espinosa de los Monteros Cadena and Alejandra Smith as proprietary members of the Board of Directors of the Company, in accordance with the provisions of Clause Fourteen of the Company's Bylaws.

In terms of the seventh item of the Agenda, the Secretary will inform to the Meeting that in accordance with the provisions of Clause Fourteen of the Company's Bylaws, Mr. Armando J. García Segovia, Juan Luis Elek Klein, Ricardo Maldonado Sosa, Eduardo Raúl Azcárraga Pérez, Francisco Andragnes, José Antonio Contreras Leyva, Jaime Enrique Espinosa de los Monteros Cadena and Alejandra Smith, having not been nominated as Eligible Members, will be deemed automatically reelected for an additional 1-year term. The Secretary will provide the Meeting with the necessary information to assess the independence of said owner members of the Board of Directors, in terms of the provisions of Article 26 of the Securities Exchange Act.

Note will be taken that the information referred to in the previous paragraph, together with the resume of Mr. Armando J. García Segovia, Juan Luis Elek Klein, Ricardo Maldonado Sosa, Eduardo Raúl Azcárraga Pérez, Francisco Andragnes, José Antonio Contreras Leyva, Jaime Enrique Espinosa de los Monteros Cadena and Alejandra Smith, were made available to the shareholders at the Company's address and website, for review and comments, with at least 15 (fifteen) days in advance, and will be attached to the Minute.

The Meeting will take note that, all current Board Members of the Company have confirmed their appointment and their willingness to continue rendering their services in terms of the Company's bylaws.

SEVENTH PROPOSED RESOLUTION

"7.1 In accordance with the provisions of Clause Fourteen of the Company's Bylaws it is approved that Armando J. García Segovia, Juan Luis Elek Klein, Ricardo Maldonado Sosa, Eduardo Raúl Azcárraga Pérez, Francisco Andragnes, José Antonio Contreras Leyva, Jaime Enrique Espinosa de los Monteros Cadena and Alejandra Smith, have been automatically reelected for another 1 (one) year period."

"7.2 It is noted that, according to the information presented to the Meeting by Armando J. García Segovia, Juan Luis Elek Klein, Ricardo Maldonado Sosa, Eduardo Raúl Azcárraga Pérez, Francisco Andragnes, José Antonio Contreras Leyva, Jaime Enrique Espinosa de los Monteros Cadena and Alejandra Smith, these advisors qualify as independent advisors in terms of Article 26 of the Securities Exchange Act. It is recorded that said information will be kept in the Company's files."

"7.3 It is hereby noted that the shareholders or group of shareholders that individually or jointly represent 10% or more of the Company's capital stock, did not exercise their right to appoint a member of the Board of Directors pursuant to article 144 of the General Law of Commercial Companies (*Ley General de Sociedades Mercantiles*), and article 50, section I of the Mexican Securities Market Law (*Ley de Mercado de Valores*)."

"7.4 It is hereby noted that, as of this date, the Board of Directors is integrated as follows:

Statutory Members
Luis Eduardo Barrios Sánchez (Chairman)
Armando J. García Segovia
Juan Luis Elek Klein
Ricardo Maldonado Sosa
Eduardo Raúl Azcárraga Pérez
Francisco Andragnes
José Antonio Contreras Leyva
Thomas McDonald
Jaime Enrique Espinosa de los Monteros Cadena
Luis Alberto Chapa González
Alejandra Smith

EIGHTH ITEM. - Confirmation of the consideration paid to the members of the Company's Board of Directors in 2018, and determination of the consideration to be paid in 2020.

With respect to the Eight item of the Agenda, the Secretary of the Meeting will propose for the attendees to ratify the consideration of the members of the Board of Directors during the 2019 tax year. Additionally, the Secretary will propose that, for the 2020 tax year, the consideration to be paid to each member of the Board of Directors for their attendance to each meeting will be of \$72,100.00 (seventy two thousand pesos 00/100 legal currency of Mexico).

EIGHT PROPOSED RESOLUTION

“8.1 It is hereby approved to ratify the consideration paid to the members of the Board of Directors of the Company during fiscal year 2019, and it is hereby approved that the consideration to be paid to each member of the Board of Directors for their attendance to each meeting for 2020 fiscal year will be of \$72,000.00 (seventy two thousand pesos 00/100 legal currency of Mexico).”

NINTH ITEM.- Ratification, resignation, and/or appointment, should the case be, of the Chairman of the Company’s Audit, Risk and Corporate Governance and determination of his remuneration.

With respect to the ninth item of the Agenda, the Chairman will explain that pursuant to Article 43 of the Mexican Securities Market Law (*Ley de Mercado de Valores*), the appointment of the Audit and Corporate Governance Committee Chairman, is responsibility of the Meeting, and will propose to appoint Mr. Jaime Enrique Espinosa de los Monteros Cadena, as Chairman of the Audit, Risk and Corporate Practices Committee.

The Secretary will propose to ratify the appointment of Messrs. José Antonio Contreras Leyva, Francisco Andragnes, Eduardo Raúl Azcárraga Pérez, and Mrs. Alejandra Smith as members of the Audit, Risk and Corporate Practices Committee, provided that such members are independent members of the Company’s Board of Directors.

Then, the Secretary of the Meeting will propose the amount of the considerations to be paid to the Chairmen of the Audit and Corporate Practices Committee of the Company during the 2020 tax year, which will be equal to \$46,350.00 (forty-six thousand three hundred fifty pesos 00/100 legal currency of Mexico) for each meeting.

NINTH PROPOSED RESOLUTION

“9.1 Mr Jaime Enrique Espinosa de los Monteros Cadena is hereby appointed as Chairmann of the Audit,Risk and Corporate Practices Committee.”

“9.2 Messrs. José Antonio Contreras Leyva, Francisco Andragnes, Eduardo Raúl Azcárraga Pérez, and Mrs. Alejandra Smith are hereby ratified as members of the Audit, Risk and Corporate Practices Committee.”

“9.3 It is hereby noted that, as of this date, the Audit and Corporate Practices Committee of the Company is integrated as follows:

Audit, Risk and Corporate Practices Committee
Jaime Enrique Espinosa de los Monteros Cadena (Chairman)
José Antonio Contreras Leyva
Francisco Andragnes
Eduardo Raúl Azcárraga Pérez
Alejandra Smith.”

“9.5 It is hereby approved that the considerations to be paid to the Chairman of the Audit and Corporate Practices Committee will be of \$46,350.00 (forty-six thousand three hundred fifty pesos 00/100 legal currency of Mexico) for each meeting.”

TENTH ITEM.- Ratification of the maximum amount allocated to the purchase of the Company’s own shares, as approved by the General Ordinary Shareholders’ meeting held on April 24, 2019; cancelation of such fund and approval of the maximum amount that may allocated for such repurchase for the 12-month period following April 29, 2020, pursuant to Article 56, section (iv) of the Mexican Stock Market Law (Ley de Mercado de Valores), and other applicable articles, and, should the case be, of the corresponding reserve.

With respect to the Seventh item of the Agenda, the Chairman will propose to ratify the transactions carried out by the Company with the maximum amount of resources allocated for the Company’s share repurchase program, previously approved by the General Ordinary Shareholders’ Meeting held on April 24, 2019, and in force form that date until the date of this Meeting.

Moreover, the Chairman will submit to the Meeting the proposal to approve the amount of \$600,000,000.00 (Six Hundred Million Mexican Pesos 00/100) as the maximum amount of resources allocated for the Company’s share repurchase program, during the following next 12 (twelve) months counted from the date of this Meeting pursuant to Article 56, section (iv) of the Mexican Stock Market Law (*Ley de Mercado de Valores*), and other applicable articles.

TENTH PROPOSED RESOLUTION

“10.1 It is hereby resolved to ratify the transactions carried out by the Company with the maximum amount of resources allocated for Company’s share repurchase program, previously approved by the Annual General Ordinary Shareholders’ Meeting held on April 24, 2019, and in force form that date until the date of this Meeting.”

“10.2 It is hereby resolved to approve the amount of \$600,000,000.00 (Six Hundred Million Mexican Pesos 00/100) as the maximum amount of resources allocated to the share repurchase program, during the following 12 (twelve) months counted from the date of this Meeting. Such amount will be effective and shall not be exceeded until the next Annual General Ordinary Shareholders Meeting.”

ELEVENTH ITEM.- Presentation, discussion and, should the case be, approval for executing one or more transactions that represents more than 20% (twenty percent) of the Company’s consolidated assets.

With respect to the Eleventh item of the Agenda, the Chairman will inform the Meeting the report of the transactions that the Company or other companies controlled by the Company, intend to execute during the year 2029, when such transactions represent 20% (twenty percent) or more of the Company’s consolidated assets, and will inform to the attendees that, pursuant to the Company’s by-laws, the execution of the transactions, requires the approval of the shareholders of the Company, since such transaction represent 20% (twenty percent) or more of the Company’s consolidated assets, therefore in terms of the foregoing, the transactions will be subject to the approval of the attendees (the “Transactions”).

ELEVENTH PROPOSED RESOLUTION

“11.1 It is hereby resolved to acknowledge the submission and to approve the report of the Transactions that the Company or other companies controlled by the Company, intend to execute during the year 2020.”

“11.2 It is hereby resolved to acknowledge the Company to execute all the acts that are intended or necessary to execute the Transactions, including without limitation, the execution of any agreement, documents, notifications, requests before any person or company, whether they are private or public authorities, or any other registry.”

TWELVE ITEM. - Discussion, and as the case may be, approval to revoke powers of attorney.

With regard to the twelve item of the Agenda, the Chairman will inform those present that it is necessary to revoke certain Powers of Attorney previously granted by the Company which are currently still in effect.

TWELVE PROPOSED RESOLUTION

“12.1 It is hereby approved to revoke all the Powers of Attorney granted by the Company formalized in public deed number 24,772 dated May 8, 2018, granted before Mr. Antonio Andere Pérez Moreno, Notary Public No. 212 of Mexico City, which first testimony is registered under commercial folio 288399 with the Public Registry of Property and Commerce of Mexico City”.

THIRTEEN ITEM. Discussion and, if applicable, approval for the granting of powers of attorney of the Company.

With respect the thirteenth item of the Agenda, the Secretary will explain the Meeting the need for the Company to grant certain powers of attorney.

THIRTEENTH PROPOSED RESOLUTION

"13.1 It is hereby RESOLVED TO GRANT the following powers and faculties, valid from this date:

I.- In favor of LUIS EDUARDO BARRIOS SÁNCHEZ, JAMES PAUL SMITH MARQUEZ, MARCO SACCUCCI MEROLLE, SANTIAGO PARRA GUTIÉRREZ, JUAN CARLOS PIOQUINTO VÁZQUEZ and JOSÉ ANTONIO MAYOL MASCORRO, to be exercised jointly or separately:

a).- GENERAL POWER OF ATTORNEY FOR LITIGATIONS AND COLLECTIONS, in accordance with the first paragraph of article two thousand five hundred fifty-four of the Civil Code for the Federal District, now Mexico City, and its correlative articles in each and every one of the Civil Codes of the States of the Mexican Republic and the Federal Civil Code, with all general powers and including those powers that require a special clause in accordance with article two thousand five hundred and eighty-seven of the Civil Code for the Federal District, now Mexico City, and its correlative articles in each and every one of the Civil Codes of the States of the Mexican Republic and the Federal Civil Code, including but not limited to the following: To exercise all kinds of rights and actions before any Federal Authority, the States, Mexico City and the Municipalities, whether in voluntary, contentious or mixed jurisdiction and whether civil, judicial, administrative or labor authorities both Local and Federal Conciliation and Arbitration Boards, to answer claims, oppose exceptions and counterclaims; To articulate and absolve positions; to submit to any jurisdiction; to challenge judges, magistrates, secretaries, experts and other persons who may be challenged in law; to withdraw from main proceedings, from incidents, from any appeal and from amparo trials, which they may promote as many times as they deem appropriate; to submit all kinds of evidence; to recognize signatures and documents, to object reprove them as false; to attend hearings, proceedings and trials; to make bids and improvements and to obtain for the Society the adjudication of all kinds of goods and, by any means, to make and formulate accusations, complaints and grievances; To grant pardons and constitute themselves in part in criminal cases or as an assistant of the Public Ministry or Prosecutor's Office, cases in which they may exercise the broadest powers that the case requires to be the legal representatives of the Company, having the labor representation of the Company. **LIMITATION:** This power of attorney does not include the power to make any assignment or donation of assets in the name and on behalf of the Company.

The appointed proxies shall exercise the aforementioned powers and faculties granted, before individuals and all kinds of Administrative or Judicial Authorities, being able to sign all public or private documents required or convenient for the full compliance of this power of attorney.

b).- GENERAL POWER OF ATTORNEY FOR LAWSUITS AND COLLECTIONS AND ACTS OF ADMINISTRATION REGARDING LABOR MATTERS, the appointed attorneys-in-fact shall enjoy, jointly or separately, all the general powers and those that require a special clause in accordance with the Law, and articles eleven, forty-six, one hundred thirty-four third fraction, five hundred twenty-three, seven hundred eighty-six, seven hundred eighty-seven, eight hundred seventy-six, eight hundred seventy-eight, eight hundred eighty-eight, eight hundred eighty-four of the Federal Labor Law, valid until April thirty, two thousand nineteen; as well as in accordance with and for the purposes of articles eleven, forty-six, one hundred thirty-four third section, five hundred twenty-three, six hundred eighty-four B, six hundred eighty-four E, seven hundred eighty-six, seven hundred eighty-seven, eight hundred seventy-three A, eight hundred seventy-three C, eight hundred seventy-three D, eight hundred seventy-three F, eight hundred seventy-three H, eight hundred seventy-three I, eight hundred seventy-three J, eight hundred ninety-three, eight hundred ninety-seven B and nine hundred twenty-one of the valid Federal Labor Law. Being able to represent the company before all kinds of unions, attend all kinds of hearings, summonses, injunctions, settlements, articulate or absolve positions, promote or desist from the amparo trial, file criminal complaints and grievances, grant pardons, promote non-existence of strikes, promote economic conflicts, to act as an employer before the workers with the broadest powers of representation, without any limitation and without impediment of any kind, to propose conciliation agreements, to enter into transactions, to make all kinds of decisions, to negotiate and sign labor agreements, and for all purposes of individual and collective conflicts. In general, for all labor-management matters and to exercise before any of the labor and social service authorities referred to in article five hundred twenty-three of the Federal Labor Law; they may also appear before the Conciliation and Arbitration Boards, whether local or federal; the Federal Labor Conciliation and Registration Center or the Conciliation Centers of the Federal Entities; Labor Courts or Tribunals, whether local or federal; Consequently, they will represent the employer for the purposes of the aforementioned articles eleven and forty-six, and will also represent the company for all purposes of accrediting its personality and capacity in and out of court, under the terms of article six hundred and ninety-two, second and third sections of the Federal Labor Law; They may appear before the hearing of the confessional evidence under the terms of articles seven hundred and eighty-six and seven hundred and eighty-seven of the Federal Labor Law, with powers to absolve and articulate positions in the capacity of legal representatives of the company, with precise powers to hear the confessional evidence in all its parts; They may appoint an address for hearing and receiving notifications under the terms of article seven hundred and thirty-nine and may appear with all sufficient legal representation to attend the hearing referred to in article eight hundred and seventy-three in its two stages of conciliation and of lawsuit and exceptions, as well as to attend the hearing for the offer and admission of evidence referred to in article eight hundred and eighty, under the terms of article seven hundred and thirty-nine, eight hundred and seventy-five, eight hundred and seventy-six, eight hundred and seventy-seven, eight hundred and seventy-nine and eight hundred and eighty; answer claims, offer evidence; they may also attend the hearing for the release of evidence under the terms of articles eight hundred and eighty-three and eight hundred and eighty-four, all of the above articles, of the Federal Labor Law valid April thirty, two thousand and nineteen; they will represent the employer for the purposes of the aforementioned articles eleven and forty-six, and will also represent the company for all purposes of accrediting their personality and capacity in and out of court, under the terms of

article six hundred and ninety-two, second and third sections of the Federal Labor Law; request the initiation of the conciliation procedure in terms of article six hundred and eighty-four B; they may appear at the conciliation hearing referred to in article six hundred and eighty-four E; they may appear at the confessional evidence hearing in terms of articles seven hundred and eighty-six and seven hundred and eighty-seven of the Federal Labor Law, with the power to absolve and articulate positions in the capacity of legal representatives of the company, with precise powers to hear and receive notifications under the terms of article seven hundred and thirty-nine; to answer claims, to offer evidence under the terms of article eight hundred and seventy-three A; counter-reply, object evidence, as well as offer evidence in connection with their counter-reply, in terms of article eight hundred seventy-three C; they may appear with all sufficient legal representation to attend the preliminary hearing referred to in article eight hundred seventy-three F in all its stages, as well as to attend the trial hearing referred to in article eight hundred seventy-three H; They may also appear at the evidence relief phase referred to in article eight hundred and seventy-three I, all of the foregoing articles, of the Federal Labor Law in force; they are also empowered to offer conciliatory settlements, to enter into transactions, to make all kinds of decisions to negotiate and sign labor agreements, and at the same time act as representatives of the company as administrators specifically for all kinds of trials or labor proceedings that are brought before any authority. This power of attorney is granted, including without limitation powers for acts of administration in labor matters such as the use and distribution of workers, the determination of the tasks that correspond to each position or area of work and their salary and; if applicable, the termination or promotion of all types of workers, and therefore, they may sign all types of labor contracts or agreements and terminate or rescind them.

This power may be exercised, jointly or separately, before all kinds of administrative or judicial authorities, whether federal, state, municipal or in Mexico City; before the labor authorities, conciliation centers, courts and, in general, before all kinds of persons both individuals and legal entities.

At the same time, they may enter into and terminate employment agreements. For such purposes, they shall individually enjoy all the powers of a general representative for litigations, collections and acts of administration, in the terms of the first two paragraphs of article two thousand five hundred and fifty-four, two thousand five hundred and eighty-seven and two thousand five hundred and seventy-four of the Civil Code for the Federal District, now Mexico City, and its correlatives on other states; they may answer complaints, lawsuits and criminal charges; may constitute themselves as assistants of the Public Ministry, in terms of article one hundred and eighty-eight, and the other conductors of the Federal Code of Criminal Procedures, may grant the pardon referred to in article ninety-three of the Criminal Code; may receive payments, may attempt all kinds of remedies, trials and proceedings, whether civil, commercial, criminal, administrative, labor and even amparo trial; and may withdraw from both; may represent the principal company before all kinds of courts of any jurisdiction and may exercise all kinds of actions, exceptions, defenses and counterclaims, and may engage in arbitration.

c).- GENERAL POWER OF ATTORNEY FOR ADMINISTRATION, in accordance with the second paragraph of article two thousand five hundred and fifty-four of the Civil Code for the Federal District, now Mexico City, and its correlative articles in every Civil Code of the States of the Mexican Republic and the Federal Civil Code, with powers to carry out all transactions inherent to the object of its principal, acknowledging that the appointed attorneys-in-fact may not, under any circumstances, dispose of any of the company's assets, or hire liabilities, guarantees or liens in the name of its principal, or in favor of third parties.

The appointed attorneys-in-fact shall exercise the powers and faculties granted before individuals and before all kinds of Administrative or Judicial Authorities, being able to sign all public or private documents required or convenient for the full compliance of this power of attorney.

II.- In favor of LUIS EDUARDO BARRIOS SÁNCHEZ, JAMES PAUL SMITH MÁRQUEZ and SANTIAGO PARRA GUTIÉRREZ, to be exercised jointly or separately:

a).- SPECIAL POWER TO OPEN, MANAGE AND CLOSE BANK, SECURITIES AND INVESTMENT ACCOUNTS in the name of the Company, as well as any other type of accounts of the Company, in the United Mexican States or abroad, including the power to appoint and remove individuals authorized to issue checks, make deposits and withdraw funds from such accounts through wire transfer and to carry out all acts, execute and sign, in the name and on behalf of the Company, any other agreements, instruments, notices or documents, public and private, derived from or related to the accounts described in this subsection.

b) The appointed attorneys-in-fact shall exercise the powers and faculties granted before individuals and all kinds of Administrative or Judicial Authorities, being able to sign all public or private documents required or convenient for the full compliance of this power of attorney.

III. In favor of LUIS EDUARDO BARRIOS SÁNCHEZ, as PROXY "A", in favor of JAMES PAUL SMITH MÁRQUEZ as PROXY "B" and in favor of SANTIAGO PARRA GUTIÉRREZ, as PROXY "C", to be exercised: (i) jointly by PROXY "A" with PROXY "B", or (ii) jointly by PROXY "A" with PROXY "C", or (iii) jointly by PROXY "B" with PROXY "C", it being understood that in this case, the prior written authorization of PROXY "A" will be required:

a) GENERAL POWER OF ATTORNEY FOR OWNERSHIP ACTS, according to the terms of the third paragraph of article two thousand five hundred and fifty-four of the Federal Civil Code and its correlative and concordant articles of the Civil Codes of each State of the Mexican Republic and of the Federal District, today Mexico City.

b) POWER, on behalf of the Company, they carry out the execution and signing of all types of contracts, agreements, documents, titles of credit, bonds, pledges, as well as to carry out all the procedures and steps required before any authorities, whether federal, state or municipal, credit institutions, guarantors, insurance companies, public notaries, among others, and in general, including but not limited to the following:

- (i) To negotiate and enter into credit agreements with any financial institution, being entitled to negotiate, agree and enter into any contract, agreement or act to extend or modify the credits requested.
- (ii) To sign and deliver to the financial institution or institutions with which the credit is hired, the corresponding promissory note or credit instrument, documenting the amounts requested and provided for in the credit agreement.
- (iii) To mortgage its industrial unit and its property and to grant an agency agreement so that on its behalf the Financial Institution or Institutions may dispose of the mortgaged assets in case of noncompliance.
- (iv) To hire guarantees of any nature required for the hiring of the aforementioned credit or credits, whether their own or those of third parties, being authorized to constitute the Company as a joint and several obligor with respect to obligations assumed by third parties and to grant any type of property guarantee, or to extend or modify those already granted.
- (v) To assign or transfer the rights and benefits derived from the accounts receivable of the Company under the terms and conditions agreed with the financial institutions granting the credit. To approve, sign, endorse and execute the acts, agreement and covenants required to obtain a credit.

The aforementioned powers are granted to exercise administration and ownership acts in terms of the second and third paragraphs of article two thousand five hundred fifty-four of the Civil Code for the Federal District and the Civil Codes of the States of the United Mexican States and to grant, subscribe, issue, endorse and guarantee debt securities in terms of article nine of the Credit Securities and Transactions General Act.

c) The appointed attorneys-in-fact shall exercise the powers and faculties granted, before individuals and all kinds of Administrative or Judicial Authorities, being able to sign all public or private documents required or convenient for the full compliance of this power of attorney.

IV. In favor of LUIS EDUARDO BARRIOS SÁNCHEZ, as PROXY "A", in favor of JAMES PAUL SMITH MÁRQUEZ as PROXY "B" and in favor of SANTIAGO PARRA GUTIÉRREZ, as PROXY "C", to be exercised: (i) jointly by PROXY "A" with PROXY "B", or (ii) jointly by PROXY "A" with PROXY "C", or (iii) jointly by PROXY "B" with POWER of PROXY "C", it being understood that in this case, the prior written authorization of PROXY "A" will be required:

a) POWER TO GRANT, SUBSCRIBE, ACCEPT, ISSUE AND ENDORSE ANY KIND OF DEBT SECURITIES on behalf of the Company, in accordance with Article 9 of the Credit Securities and Transactions General Act.

b) The appointed attorneys-in-fact will exercise the powers and faculties granted, before individuals and before all kinds of Administrative or Judicial Authorities, being able to sign all public or private documents required or convenient for the full compliance of this power of attorney.

V.- In favor of MIGUEL ÁNGEL BAEZ TEPEXICUAPAN and RAFAEL SÁNCHEZ RODRIGO, to be exercised jointly or separately:

a).- GENERAL POWER OF ATTORNEY FOR LAWSUITS AND COLLECTIONS AND ACTS OF ADMINISTRATION, with all the general powers and even the special ones that according to the Law require a power of attorney or special clause, in the terms of the first two paragraphs and the fourth paragraph of Article two thousand five hundred and fifty-four of the Federal Civil Code and of Article two thousand five hundred and eighty-seven of the same Code and its correlatives Federal States where the agency agreement is exercised, but limited for the following purposes:

(i) carry out any formality or procedure required by the authorities of the Tax Administration Service of the Ministry of Finance and Public Credit, the Mexican Social Security Institute, the National Institute of the National Workers' Housing Fund and other different government authorities, whether municipal, local or federal; and

(ii) carry out all kinds of fiscal or administrative acts, procedures or formalities before any authority, whether federal, state or municipal, including, without limitation, the Federal Taxpayers' Registry, the Federal Treasury, the Ministry of Economy (including the General Directorate of Foreign Investment and the National Registry of Foreign Investments), the Mexican Institute of Social Security, the National Institute for the Workers' Housing Fund, the Retirement Savings System, the Ministry of Foreign Affairs, the National Institute of Migration, the Payroll Tax Contributors' Register of Mexico City and/or any other of the states of the United Mexican States and the Public Registry of Commerce.

The appointed attorney in fact may formulate, sign and present annual, provisional or definitive tax payment declarations, whether they are monthly, bimonthly or other, as well as send and submit informative declarations, statistical declarations, tax notices and obtain the e.Signature (formerly advanced electronic signature). It may file all kinds of procedures, formalities, refund requests and declarations related to the fulfillment of tax obligations, notices of all kinds before the Federal Taxpayers' Registry (including, without limitation, obtaining and modifying the Federal Taxpayers' Registry and processing and obtaining the e.Signature (formerly Advanced Electronic Signature) and Password before the Tax Administration Service of the Ministry of Finance and Public Credit) either for modification of obligations before such registry or for registration of workers, among others, provided that they are among those provided by the applicable tax provisions in force, sign and receive notices and notifications, send opinions for tax purposes, issue certificates and documents on the company's tax situation, deliver payments, such as surcharges, fines, refund claims, remission, compensation or accreditation of the undue payment of taxes or balances in favor of the company by rights and any other type of contributions, receive notifications, offer and receive proof, as well as present promotions and receive the replacement of the tax ID or as many documents as necessary, obtain the digital signature before the Mexican Social Security Institute, the Institute of the National Fund for Workers' Housing, affiliate the company's workers before said Institutes, attend and relieve the visits of labor or social security authorities, whether local or federal, as well as attend to audits by tax, labor or social security authorities. The attorney-in-fact may request the its registration as a legal representative before such entities, as well as before all kinds of individuals or companies, agencies or entities of the Federal Public Administration, before the Public Administration of the Government of Mexico City, of the governments of all the states of the Mexican Republic and their centralized or parastatal agencies or entities, and request, process and obtain permits, licenses and authorizations before any authority, agency, body or entity of any kind, whether municipal, local or federal. The appointed attorney in fact is expressly authorized to sign all kinds of documents and writings related to these matters, as well as to hear all kinds of notifications, carry out procedures, and in general, to execute any necessary or convenient act. The appointed proxy if granted with fiscal powers, under the terms of Article Nineteen of the Federal Fiscal Code, with all general powers and those that conform to the Law and special clauses, to act as fiscal agent before the Ministry of Finance and Public Credit, to intervene and finalize all operations of fiscal nature, as well as to sign any documents, applications and declarations that may be necessary, also appear before the Ministry of Finance and Public Credit (Tax Administration Service) in order to process and obtain the company's tax ID card and the Federal Taxpayer Registry.

The appointed proxy shall exercise the powers and faculties granted, before individuals and all kinds of Administrative or Judicial Authorities, being able to sign all public or private documents that required or convenient for the full compliance of the present power.

VI.- In favor of LUIS EDUARDO BARRIOS SÁNCHEZ and JAMES PAUL SMITH MÁRQUEZ, power to grant and revoke powers as they deem appropriate, with or without powers of substitution, always acting within the scope of their own powers and subject to the limitations established in this resolution, if any".



Todo lo que importa[®]

FOURTEEN ITEM. Appointment of special delegates for these, if necessary or convenient, to attend to the Notary Public of their choice to formalize the resolutions adopted in this Meeting; carry out the actions which are necessary or convenient in order to fulfil the decisions adopted above.

FOURTEEN ITEM PROPOSED RESOLUTION

“14.1 t is hereby resolved to appoint Mr. Jorge Enrique Borbolla Gómez Llanos, Martha Isabel Pérez Aguilar, María Teresa Morales Núñez, Guillermo Andrés Braham, Marco Saccucci Merolle, and María José Ricalde Martínez as special delegates to attend, jointly or severally, to the notary public of their choice to formalize, totally or partially, these resolutions, if deemed convenient, pursuant to Article Tenth of the General Law of Commercial Companies (*Ley General de Sociedades Mercantiles*), and to carry out any notices arising from such resolutions before any authority in the United Mexican States, if applicable.”