

## RESOLUTIONS

### **HOTELES CITY EXPRESS, S.A.B. DE C.V. ANNUAL ORDINARY GENERAL SHAREHOLDERS' MEETING APRIL 27, 2023**

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**ITEM ONE.** The presentation, discussion and, if applicable, approval of: (a) the reports and opinions referred to in Article 28, Section IV of the Securities Market Law, for the fiscal year ended December 31, 2022; (b) the Board of Directors' report referred to in subsection (b) of Article 172 of the General Corporations Law containing the accounting and information policies and criteria followed in the preparation of the Company's financial information; (c) the Company's audited individual and consolidated financial statements corresponding to the fiscal year ended December 31, 2022; (d) the Company's tax obligations compliance report, in regards to Section XIX of Article 76 of the Income Tax Law; and (e) the application of results.

**"FIRST.** The report submitted by the Audit and Corporate Practices Committee in compliance with Article 28, section IV, paragraph (a) of the Securities Market Law, regarding the corporate practices and auditing functions and activities during the fiscal year ended December 31, 2022, is deemed submitted and approved as presented, additionally the management of the Audit, Risk and Corporate Practices Committee is approved, during the fiscal year ended December 31, 2022. A copy of the Audit, Risks and Corporate Practices Committee's report shall be added to the Annual Meeting's Minutes."

**"SECOND.** The report is considered submitted and approved as presented, accompanied by the external auditor's opinion and in compliance with Articles 172 of the General Corporations Law and 44 section XI of the Securities Market Law, presented by the CEO to the Board of Directors, and in compliance with Article 28, section IV, subsection (b) of the Securities Market Law, by the Board of Directors to the Company's Ordinary General Shareholders' Meeting, regarding the Company's operations and results for the fiscal year ended December 31, 2022, as well as the opinion presented by the Board of Directors in compliance with Article 28, section IV, subsection (c) of the Securities Market Law, concerning the content of said report. A copy of said report, as well as of the attached opinion and the corresponding opinion, shall be added to the Annual Meeting's Minutes."

**"THIRD.** In compliance with Article 28, section IV, paragraph (d) of the Securities Market Law, and related to Article 172, paragraph (b) of the General Corporations Law, a report was presented by the Board of Directors to the Company's Ordinary General Shareholders' Meeting, containing the principal accounting and information policies and criteria followed in the preparation of the Company's financial information, is deemed rendered and approved as presented. A copy of said report shall be added to the Annual Meeting's Minutes."

**"FOURTH.** The report referred to in Article 28, section IV, paragraph (e) of the Securities Market Law is deemed to have been rendered and approved. A copy of said report shall be added to the Annual Meeting's Minutes."

**"FIFTH.** The Company's audited Financial Statements as of December 31, 2022, in the form in which they were presented to the Annual Meeting, are deemed presented and approved in all their parts. A copy of said Financial Statements shall be added to the Minutes."

**"SIXTH.** Based on the preceding resolutions, Board of Directors' management of the fiscal year ended December 31, 2022, is hereby approved."

**"SEVENTH.** Shareholders are hereby informed that the tax report for the fiscal year ended December 31, 2021, complies with the provisions of Article 76 section XIX of the Income Tax Law."

“**EIGHTH.** It is hereby stated for the record that the Annual Meeting approves and notes that the tax report for the fiscal year ended December 31, 2022, has not yet been issued and may be filed until July 15, 2023. In order to comply with the provisions of Article 76 section XIX of the Income Tax Law, the first General Shareholders' Meeting to be held after the issuance of the tax report corresponding to the fiscal year ended December 31, 2022 will be notified, in the terms set forth in the Income Tax Law Regulations, regarding the Company's compliance with its tax obligations for that fiscal year.”

“**NINTH.** It is approved and noted that, in the Company's individual financial statements, there were no net profits as of December 31, 2022, and therefore, in fiscal year 2022 there would be no amount to set aside for the legal reserve established in the General Corporations Law.”

“**TENTH.** Pursuant to the provisions of Clause Forty-Five of the Company's bylaws, the Meeting hereby resolves to delegate and authorize the Board of Directors to establish the terms and conditions under which the payment of dividends will be made. It is hereby approved and authorized that the maximum amount of the resources that the Board of Directors may allocate for the payment of dividends be up to the total balance of the Company's net profits, as reflected in the Company's consolidated financial statements as of the last fiscal year and considering the order of priority established in Clause Forty-Five, with the understanding that said maximum amount will remain in effect until the Company's Ordinary General Shareholders' Meeting determines a new amount.”

“**ELEVENTH.** The Board of Directors is authorized to sign and deliver each and every one of the documents, as well as give any notices and notifications that correspond to any third party, including any authority or public or private registry, to make the publications required to comply with the resolutions agreed and the applicable legal provisions; and to file with the Comisión Nacional Bancaria y de Valores, the Bolsa Mexicana de Valores, S.A.B. de C.V., and S.D. Ineval Institución para Depósito de Valores, S.A. de C.V. any notices that may be necessary or convenient in connection with the decree and payment of dividends to be made under the terms of the resolutions.

**ITEM TWO.** Proposal, discussion and, if applicable, approval of: **(i)** the Company's Board of Directors and the Chief Executive Officer's management for the fiscal year ended December 31, 2022; **(ii)** Appointment or ratification, if applicable, of **(a)** the Eligible Directors, **(b)** the other members that comprise the Board of Directors of the Company, **(c)** the Chairman of the Audit, Risk and Corporate Practices Committee, **(d)** the persons that comprise the Company's Audit, Risk and Corporate Practices Committee; **(e)** the Chief Executive Officer, and **(f)** the Secretary non-member of the Board of Directors; and **(iii)** Determination of the corresponding emoluments.

“**FIRST.** Pursuant to the provisions of Clause Fourteen of the Company's Bylaws, it is approved to ratify the appointment of Thomas McDonald, Luis Alberto Chapa González, and Armando J. García Segovia, as Eligible Directors for the Company's Board of Directors, and it is resolved and noted that said directors qualify as independent directors based on the provisions of Article 26 of the Securities Market Law.”

“**SECOND.** In accordance with Clause Fourteen of the Company's Bylaws, Luis Eduardo Barrios Sánchez, Eduardo Raúl Azcárraga Pérez, Ricardo Maldonado Sosa, Francisco Andragnes, José Antonio Contreras Leyva, Alejandra Smith and Jaime Enrique Espinosa de los Monteros Cadena, are approved to be ratified as proprietary members of the Company's Board of Directors and be automatically reelected for an additional period of one (1) year to perform their functions.”

“**THIRD.** In accordance with Clause Fourteen of the Company's Bylaws, it is approved to ratify Mr. Luis Eduardo Barrios Sánchez as Chairman of the Company's Board of Directors.”

“**FOURTH.** It is approved and noted that, according to the information presented to the Meeting by Eduardo Raúl Azcárraga Pérez, Ricardo Maldonado Sosa, Francisco Andragnes, José Antonio Contreras Leyva, Alejandra Smith and Jaime Enrique Espinosa de los Monteros Cadena, said directors qualify as independent directors in terms of the provisions of Article 26 of the Securities Market Law.”

“**FIFTH.** The appointment of Mario Gamboa Cavazos as a new member of the Company's Board of Directors is approved.”

“**SIXTH.** It is noted that, in accordance with the information presented to the Meeting by Mr. Mario Gamboa Cavazos, said director qualifies as an independent director in terms of the provisions of Article 26 of the Securities Market Law. It is noted for the record that the information presented for this determination will be kept in the Company's files, and that it also will be attached to Meeting's Minutes.”

“**SEVENTH.** It is resolved to ratify Mr. Marco Saccucci Merolle as Secretary non-member of the Company's Board of Directors.”

“**EIGHTH.** It is noted that, based on the preceding resolutions, as of this date the Board of Directors is comprised of the following persons:

<b>Proprietary Members</b>
Luis Eduardo Barrios Sánchez (Chairman)
Armando J. García Segovia
Ricardo Maldonado Sosa
Eduardo Raúl Azcárraga Pérez
Luis Alberto Chapa González
Francisco Andragnes
José Antonio Contreras Leyva
Alejandra Smith
Thomas McDonald
Jaime Enrique Espinosa de los Monteros Cadena
Mario Gamboa Cavazos”

“**NINTH.** The actions taken by all the members of the Company's Board of Directors and by the Secretary, who is not a member of the Board of Directors, are approved, in both cases, for fiscal year 2022 and they are released from any liability they may have incurred in the legal performance of their duties.”

“**TENTH.** It is hereby approved that, for the fiscal year 2023, the emoluments to be paid to the members of the Board of Directors shall be a payment of \$86,400.00 MXN (Eighty-six thousand four hundred pesos 00/100 Mexican pesos) per director, per meeting attended.”

“**ELEVENTH.** Mr. Jaime Enrique Espinosa de los Monteros Cadena is ratified as Chairman of the Audit, Risk and Corporate Practices Committee.”

“**TWELFTH.** The appointment of Mr. José Antonio Contreras Leyva, Mr. Francisco Andragnes, Mr. Eduardo Raúl Azcárraga Pérez, and Ms. Alejandra Smith as members of the Audit and Corporate Practices Committee is ratified.”

“**THIRTEENTH.** It is hereby noted that the Company's Audit, Risk and Corporate Practices Committee is composed as follows”

<b>Integration of the Audit, Risk and Corporate Practices Committee</b>
Jaime Enrique Espinosa de los Monteros Cadena (Chairman)
José Antonio Contreras Leyva
Francisco Andragnes
Eduardo Raúl Azcárraga Pérez
Alejandra Smith”

**“FOURTEENTH.** The determination of the emoluments corresponding to the Chairman of the Audit, Risk and Corporate Practices Committee of the Company, to be applied during fiscal year 2023, is approved, indicating that said emoluments will be \$55,500.00 MXN (Fifty-five thousand five hundred pesos 00/100 Mexican pesos) per meeting attended.”

**“FIFTEENTH.** It is resolved to ratify the appointment of Mr. Luis Eduardo Barrios Sánchez as the Company's Chairman of the Board of Directors and Chief Executive Officer, the actions taken for the fiscal year 2022 are approved and he is released from any liability he may have incurred in the legal performance of his position.”

**“SIXTEENTH.** It is hereby stated for the record that the persons ratified and appointed as Directors have accepted their ratification or appointment, protesting, and guaranteeing the faithful performance of their positions in the manner provided for in the Company's bylaws.”

**ITEM THREE.** Proposal, discussion and, if applicable, approval of: (a) the maximum amount of resources that the Company may allocate to the acquisition of its own shares for the 2023 fiscal year in accordance with Article 56 of the Securities Market Law; and (b) the report referred to in section (III) of Article 60 of the General Provisions applicable to issuers of securities and other participants in the securities market.

**“FIRST.** It is approved and noted that (i) in fiscal year 2022 the acquisition of 18,962,251 shares of the Company's capital stock was carried out with the repurchase fund, and (ii) that the procedures pursuant to which the repurchase of the Company's own shares could be carried out and, if applicable, subsequent placement in the market, are indicated in the report presented to this Annual Meeting in accordance with Article 56 of the Securities Market Law and Article 60 section III of the General Provisions applicable to issuers of securities and other participants in the securities market, a copy shall be added to this Annual Meeting and approved in terms hereof.”

**“SECOND.** The amount of \$800,000,000.00 (eight hundred million pesos 00/100 Mexican pesos) is approved as the maximum amount of resources that the Company may allocate to the acquisition of its own shares, during the 12 (twelve) months following the date of this Meeting. This amount will be in effect during said period, unless the Shareholders' Meeting determines otherwise, in the understanding that said maximum amount will remain in effect until the Company's Annual Ordinary General Shareholders' Meeting determines a new amount.”

**“THIRD.** The Board of Directors and the Chief Executive Officer are empowered to carry out and instruct the repurchase of shares, and to determine, if applicable, the amount of repurchase and the amount of capital stock that may be allocated to the purchase of the Company's own shares, and if applicable, to instruct the conversion of such shares into treasury shares. The Board of Directors or the Chief Executive Officer shall determine the method of repurchase and the accounting or capital adjustments that may be necessary or advisable and, in particular, to determine whether the purchase is made against stockholders' equity as long as the shares belong to the Company, or, as the case may be, to the capital stock or other corresponding items, in the event that it is resolved to convert them into treasury shares, without the need for a resolution from this Meeting, it being understood that such transactions will be reported in a timely manner to the Company's Annual Ordinary General Meeting to be held during the 2023 fiscal year.”

**“FOURTH.** It is approved that the acquisition of the Company's own shares may be carried out through market orders or through public offering, as applicable, in accordance with the provisions of Article 56 and other applicable provisions of the Securities Market Law and Article 56 and other applicable provisions of the General Provisions Applicable to Issuers of Securities and other Participants in the Securities Market, in accordance with the terms and conditions that, if applicable, are determined by the persons responsible for the Company in matters of acquisition of own shares and for ordering the purchase and placement of own shares or the Board of Directors, as applicable.”

**ITEM FOUR.** Proposal, discussion and, if applicable, approval of the cancellation of shares representing the variable portion of the Company's capital stock, (i) acquired through the repurchase fund, and (ii) issued but not subscribed, held in the Company's treasury.

**“FIRST.** It is expressly approved and resolved to carry out the cancellation of the Remaining Shares, amounting to 144,497,023 subscribed and unpaid shares, and it is approved that said cancellation be carried out without a reduction in the Company's capital stock.”

**“SECOND.** As a result of the cancellation of the Company's authorized capital stock shares and giving effect to such cancellation and to the capital effectively subscribed in the Capital Increase, it is hereby approved and acknowledged that the *authorized* capital stock of the Company amounts to \$6,183,017,776.00 MXN (six billion one hundred eighty-three million seventeen thousand seventeen hundred seventy-six pesos 00/100 Mexican pesos), represented by a total of (i) 300 (three hundred) registered shares without par value, single series, representing the fixed portion of the Company's capital stock, and (ii) 412,326,962 nominative shares without par value, single series, representing the variable portion of the Company's capital stock, of which 389,815,606 are outstanding and 22,511,656 are held by the Company since they were acquired by the repurchase fund.”

**“THIRD.** Consequently, the Meeting approves and recognizes that, giving effect to the cancellation of shares approved in accordance with this item of the agenda, the Company's shares and capital stock, as of this date, shall be as follows:

Share Series		Number of Shares	Nominal or Theoretical Value	Capital Stock Amount
Single Series	Fixed	300	No nominal value indicated. Theoretical Value: \$166.67	\$50,000.00
	Variable	412,326,962	No nominal value indicated. Theoretical Value: \$15.00	\$6,182,967,776.00
<b>TOTAL</b>		412,327,262		\$6,183,017,776.00

**“FOURTH.** It is resolved to instruct the Secretary of the Board of Directors to make the necessary registrations in the corporate books of the Company, as well as the Secretary himself and the attorneys-in-fact of the Company, to carry out any publication, notification and/or procedure related to the cancellation approved in terms of this resolution.”

**“FIFTH.** The Company is authorized, through its attorneys-in-fact, to carry out all notices, procedures, and notifications necessary in terms of the applicable regulation as a consequence of said cancellation, including, without limitation, the updating of the registration of the shares representing the Company's capital stock in the Registro Nacional de Valores maintained by the Comisión Nacional Bancaria y de Valores and the replacement of the title or titles representing them before the S.D. Indeval, Institución para el Depósito de Valores, S.A. de C.V”

**ITEM FIVE.** Appointment of delegates to comply with the resolutions made by the Annual Assembly and, where appropriate, formalize them as necessary.

**“SOLE.** Marco Saccucci Merolle, Karen Daniela Aguilar Rosas, María Teresa Morales Núñez, Guillermo Pérez Santiago and María de los Ángeles Padilla Zubiría, as delegates of this Annual Meeting, are hereby authorized to appear, jointly or separately, before the notary public of their choice, in order to request and grant the total or partial notarization of these minutes, to issue the simple or certified copies, either in their entirety or in the pertinent part, of these minutes that may be requested, as well as to give any notices and notifications that may correspond to any third party, including any authority or public or private registry, to make the publications that may be required to comply with the resolutions agreed upon at the Annual Meeting and with the applicable legal provisions; and file with the National Banking and Securities Commission ("CNBV"), the Mexican Stock Exchange ("Bolsa Mexicana de Valores, S. A.B. de C.V. ("BMV")"), and S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V. such notices as may be necessary or convenient.”