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Resolutions approved in the General Ordinary Shareholders' Meeting of  
**HOTELES CITY EXPRESS, S.A.B. DE C.V.**  
dated December 5<sup>th</sup>, 2013

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I. Proposal, discussion and, in its case, approval of the policy for the repurchase of shares representing the capital stock of the Company, and of the maximum amount that may be destined to such repurchase, pursuant to Article Fifty Sixth of the Securities Market Law (*Ley del Mercado de Valores*) and other applicable legal statutes.

“IT IS HEREBY RESOLVED to, approve the proposed policy for the repurchase of shares representative of the capital stock of the Company pursuant to item IV of Article 56 of the Securities Market Law. Likewise, it is agreed to destine as maximum amount for the repurchase of shares \$120,000,000.00 (One Hundred and Twenty Million Pesos 00/100 legal currency in the United Mexican States) so that the Company will be able to repurchase shares during the fiscal year.”

II. Discussion and, in its case, approval to revoke certain powers of attorney granted by the Company. – Resolutions in connection therewith.

“(a) IT IS HEREBY RESOLVED, to revoke as of this date, the powers of attorney described below, which were granted by means of public deed number 5,261, dated February 27, 2003, granted before Mr. Antonio Andere Pérez Moreno, Notary Public No. 231 of the Federal District, registered with the Public Registry of Property and Commerce of the Federal District under mercantile folio number 288,399, on March 31, 2003:

General power of attorney for acts of ownership granted in favor of Messrs. Luis Eduardo Barrios Sánchez, Juan Luis Elek Klein, Luis Azcárraga García, Víctor Zorrilla Vargas and Jorge García Segovia.

Likewise, all and each one of the general and special powers of attorney granted to any individual as instructed by or through the persons described in the present Resolution on behalf of the Company, are hereby revoked.”

“(b) IT IS HEREBY RESOLVED, to revoke as of this date the powers of attorney granted by means of public deed number 15,797, dated November 10, 2011, granted before Mr. Antonio Andere Pérez Moreno, Notary Public number 231 of the Federal District, registered with the Public Registry of Property and Commerce of the Federal District under mercantile folio number 288,399, on December 13, 2011, that include the following powers of attorney:

1. General power of attorney for collections and litigation granted in favor of Messrs. Sergio del Valle Cantú and José Antonio Contreras Leyva.

2. General power of attorney for acts of administration granted in favor of Messrs. Sergio del Valle Cantú and José Antonio Contreras Leyva.

3. General power of attorney for acts of ownership and power of attorney to grant, sign, accept, draw, issue, endorse and guarantee all kinds of negotiable instruments granted in favor of Messrs. Sergio del Valle Cantú and José Antonio Contreras Leyva.

4. Power of attorney to grant and revoke powers of attorney granted in favor of Messrs. Sergio del Valle Cantú and José Antonio Contreras Leyva.

5. Power of attorney to open and close bank and security accounts granted in favor of Messrs. Sergio del Valle Cantú and José Antonio Contreras Leyva.

6. General power of attorney for acts of ownership granted in favor of Messrs. Sergio del Valle Cantú and José Antonio Contreras Leyva.

Likewise, all and each one of the general and special powers of attorney granted to any individual as instructed by or through the persons described in the present Resolution on behalf of the Company, are hereby revoked.”

III. Discussion and, in its case, approval to grant certain powers of attorney by the Company. – Resolutions in connection therewith.

“IT IS HEREBY RESOLVED to grant the following powers of attorney:

I. In favor of Mr. Luis Eduardo Barrios Sánchez as Attorney-in-Fact “A”, Mr. Francisco Javier Arce Gándara as Attorney-in-Fact “B”, and in favor of Messrs. Roberto Palacios Prieto, Rogelio Avendaño Martínez and Blanca Aideé Herrera Colmenero as Attorneys-in-Fact “C”, to be exercised: (1) jointly by the Attorney-in-Fact “A” with the Attorney-in-Fact “B”, or (2) jointly by the Attorney-in-Fact “A” with any Attorney-in-Fact “C”, or (3) jointly by the Attorney-in-Fact “B” with any Attorney-in-Fact “C”, in the understanding that such this case, to exercise the powers of attorney, previous authorization in writing by the Attorney-in-Fact “A” will be required.

GENERAL POWER FOR ACTS OF OWNERSHIP, pursuant to the terms of the third paragraph of Article 2,554 of the Federal Civil Code (*Código Civil Federal*) and its correlative and concordant Articles of the Civil Codes of each one of the States of the United Mexican States and the Federal District.

II. In favor of Mr. Luis Eduardo Barrios Sánchez as Attorney-in-Fact “A”, in favor of Mr. Francisco Javier Arce Gándara as Attorney-in-Fact “B”, and in favor of Mr. Roberto Palacios Prieto as Attorney-in-Fact “C”, to be exercised: (1) jointly by the Attorney-in-Fact “A” with the Attorney-in-Fact “B”, or (2) jointly by the Attorney-in-Fact “A” with the Attorney-in-Fact “C”, or (3) jointly by the Attorney-in-Fact “B” with the Attorney-in-Fact “C”, in the understanding that such this case, to exercise the powers of attorney, previous authorization in writing by the Attorney-in-Fact “A” will be required.

POWER OF ATTORNEY to act on behalf of the Company on the execution and subscription of any kinds of agreements, contracts, documents, negotiable instruments, bonds, pledges, and to carry out all the procedures and paperwork management required with any authority, federal, local or municipal, credit institutions, bonding agencies, insurance companies, notaries public, among others, and in general, including without limitation, to carry out any other acts necessary to perform the following:

a) To negotiate and enter into credit agreements with any financial institution, with the authority to negotiate, agree and execute any agreements or acts tending towards extending or modifying the credits that, as the case may be, are requested.

b) To subscribe and deliver to the financial institution or institutions with which the credits are contracted, the corresponding promissory note or promissory notes, through which the requested amounts will be documented and withdrawn pursuant to the credit agreement.

c) To mortgage its industrial unit and to mortgage its real estate, and to grant the authority to the financial institutions to dispose of the mortgaged assets on behalf of the Company in case of a breach to the agreement.

d) Grant any kinds of guarantees required for the contracting of the abovementioned credit or credits, on its own behalf or by third parties, including the authority to act on behalf of the Company as joint obligor (*obligado solidario*) regarding the obligations of third parties and to grant any kind of securities on real estate or to extend or modify the existing ones.

e) To assign or under any other title transfer the rights and benefits arising from the accounts payable that belong or may belong to the Company pursuant to the terms and conditions agreed upon with the financial institutions from which loans are obtained. Approve, sign, endorse and execute the acts, agreements and contracts necessary to achieve the granting of such loans.

In virtue of the foregoing, the authority to carry out acts of administration and ownership in terms of the second and third paragraphs of Article 2554 of the Civil Code for the Federal District (*Código Civil del Distrito Federal*) and of the corresponding dispositions of the Civil Codes of the States of the United Mexican States and to grant, sign, accept, draw, issue, endorse and guarantee all kinds of negotiable instruments pursuant to Article Ninth of the General Law of Negotiable Instruments and Credit Operations (*Ley General de Títulos y Operaciones de Crédito*) is granted:

III. In favor of Mr. Luis Eduardo Barrios Sánchez as Attorney-in-Fact “A”, in favor of Mr. Francisco Javier Arce Gándara as Attorney-in-Fact “B”, and in favor of Mr. Roberto Palacios Prieto as Attorney-in-Fact “C”, to be exercised: (1) jointly by the Attorney-in-Fact “A” with the Attorney-in-Fact “B”, or (2) jointly by the Attorney-in-Fact “A” with the Attorney-in-Fact “C”, or (3) jointly by the Attorney-in-Fact “B” with the Attorney-in-Fact “C”, in the understanding that such this case, to exercise the powers of attorney, previous authorization in writing by the Attorney-in-Fact “A” will be required.

POWER OF ATTORNEY TO GRANT, SIGN, ACCEPT, DRAW, ISSUE, ENDORSE AND GUARANTEE ALL KINDS OF NEGOTIABLE INSTRUMENTS on behalf of the Company, pursuant to Article Ninth of the General Law of Negotiable Instruments and Credit Operations.

IV. In favor of Mr. Luis Eduardo Barrios Sánchez, power of attorney to grant and revoke powers of attorney as he deems convenient, with or without the right of substitution, within the scope of the powers of attorney granted herein.

The appointed attorneys-in-fact will exercise the powers of attorney and authorities granted to them, specified for each case, before private entities and all kinds of Administrative or Judicial Authorities, being able to sign all the public or private documents necessary or convenient for the exercise of this power of attorney.”

IV. Appointment of special delegates so that, if necessary or convenient, they attend to the Notary Public of their choice, to formalize the resolutions adopted in this meeting – Resolutions in connection therewith.

“IT IS HEREBY RESOLVED to appoint Messrs. Jorge Enrique Borbolla Gómez Llanos, Dina Stella Moreno de la Rocha, María Teresa Morales Núñez, Guillermo Andrés Braham, Mónica Martínez López, Carla Gastélum Glender and Laura Fernanda Ramos Parra 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.”



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