

[English language translation for information purposes only]

RESOLUTIONS APPROVED IN THE ANNUAL GENERAL ORDINARY SHAREHOLDERS' MEETING OF HOTELES CITY EXPRESS, S.A.B. DE C.V. DATED APRIL 24, 2019

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.

FIRST 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, 2018.”

SECOND ITEM.- Instruction to the Company's officers to comply with the applicable tax obligations for fiscal year 2018, pursuant to Article 26, section III of the Mexican Federal Tax Code (Código Fiscal de la Federación).

SECOND 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, 2018, 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, 2018, and approval of the External Auditor report in accordance with such financial statements.

THIRD 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, 2018.”

“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. - Reelection, resignation, and/or appointment, should the case be, of the Company's Proprietary members of the Board of Directors.

FOURTH RESOLUTION

“4.1 Pursuant to the provisions of Article Fourteenth of the By-laws of the Company, the appointment of Mr. Armando García Segovia as Eligible Director of the Board of Directors of the Company is hereby is ratified.”

“4.2 Pursuant to the provisions of Article Fourteenth of the By-laws of the Company, the appointment of Mr. Juan Luis Elek Klein as Eligible Director of the Board of Directors of the Company is hereby is ratified.”

“4.3 Pursuant to the provisions of Article Fourteenth of the By-laws of the Company, the appointment of Mrs. Alejandra Smith as Eligible Director of the Board of Directors of the Company is hereby is ratified.”

“4.4 It is hereby approved that, pursuant to Clause Fourteenth of the By-laws of the Company, the other statutory members of the Board of Directors of the Company have been automatically reelected for another 1 (one) year period.”

“4.5 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

“4.6 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*).”

“4.7 Except for Mr. Luis Eduardo Barrios, the independence of all of the current statutory members of the Board of Directors is hereby ratified, provided that such Board members meet the independence requirements set forth in article 26 of the Mexican Securities Market Law (*Ley de Mercado de Valores*).”

“4.8 It is hereby noted that the Company will keep the information provided by each statutory and alternate Board of Directors member for evidencing his or her independence in terms of article 26 of the Mexican Securities Market Law (*Ley de Mercado de Valores*).”

FIFTH 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 2019.

FIFTH RESOLUTION

“5.1 It is hereby approved to ratify the consideration paid to the members of the Board of Directors of the Company during fiscal year 2017, 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 2019 fiscal year will be of \$70,000.00 (seventy thousand pesos 00/100 legal currency of Mexico).”

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

SIXTH RESOLUTION

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

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

“6.3 The appointment of Mrs. Alejandra Smith as member of the Audit and Corporate Practices Committee, is hereby approved.”

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

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

“6.5 It is hereby approved that the considerations to be paid to the Chairman of the Audit and Corporate Practices Committee will be of \$45,000 (forty-five thousand pesos 00/100 legal currency of Mexico) for each meeting.”

SEVENTH 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 25, 2018; cancelation of such fund and approval of the maximum amount that may allocated for such repurchase for the 12-month period following April 24, 2019, 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.

SEVENTH RESOLUTION

“7.1 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 25, 2018, and in force form that date until the date of this Meeting.”

“7.2 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.”

EIGHTH 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.

EIGHTH RESOLUTION

“8.1 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 2019.”

“8.2 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.”

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

NINTH RESOLUTION

“9.1 It is hereby approved to revoke the Powers of Attorney granted by the Company to DINA STELLA MORENO DE LA ROCHA 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”.

TENTH 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.

TENTH RESOLUTION



“10.1 t is hereby resolved to appoint Messrs. Jorge Enrique Borbolla Gómez Llanos, Martha Isabel Perez Aguilar, María Teresa Morales Núñez, Guillermo Andrés Braham 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.”



Juan Salvador Agraz No. 69 Piso 12,
Col. Santa Fe Cuajimalpa, C.P. 05348,
Del. Cuajimalpa de Morelos, México, D.F.

01 800 248 9397
cityexpress.com
5249 8050

