

On April 20, 2018, at 10:00 AM a.m., in Mexico City, corporate domicile of GENTERA, S.A.B. de C.V. (the "Company"), the shareholders of the Company that are identified in the attached list of attendance held a General Ordinary Annual Shareholders' Meeting (the "Meeting") pursuant to the call published in the electronic bulletin board of the Ministry of the Economy on March 28, 2018, a copy of which is attached to the file of these minutes. Mr. Manuel de la Fuente Morales, Secretary of the Board of Directors, was also present at the Meeting.

Since the Chairman of the Board of Directors was not present, the attending parties resolved that Mr. Mauricio Castilla Martínez presided the Meeting, and Mr. Manuel de la Fuente Morales acted as Secretary.

The President of the Meeting appointed Ms. Rebeca Leyva Camacho and Mr. Patricio Diez de Bonilla García Vallejo to act as Tellers of 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 provided for in the Securities Market Law), 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 1,627,011,414 (one billion six hundred twenty-seven million eleven thousand four hundred fourteen) common registered shares, no par value, of the single series of stock of the Company that are currently outstanding, or [●]% ([●] percent) of its [●] ([●]) 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 Tellers, the President of the Meeting declared the Meeting legally installed 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 President of the Meeting, the Secretary read the agenda for the Meeting, which was as follows:

Agenda

- I. Resolutions regarding the reports referred to in Article 172 of the General Corporations Law and Article 28(IV) of the Securities Market Law (*Ley del Mercado de Valores*), for the year ended December 31, 2017.**
- II. Resolutions regarding the allocation of the Company's profit for fiscal year 2017.**
- III. Status report on the Company's share repurchase fund.**
- IV. Resolutions regarding an increase in the Company's share repurchase fund.**
- V. Resolutions regarding the cancellation of the shares held by the Company for its own account.**
- VI. Report under Article 76 of the Income Tax Law (*Ley del Impuesto Sobre la Renta*), regarding the satisfaction of the Company's tax obligations.**
- VII. Resolutions regarding the appointment or reelection, as the case may be, of the members of the Board of Directors and the chairmen of the Audit and Corporate Governance committees, the determination of their compensations and the certification of their independent status.**
- VIII. Resolutions regarding the appointment or reelection, as the case may be, of the Chairman of the Board, and the Secretary and Alternate Secretary thereof.**
- IX. 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. Resolutions regarding the reports referred to in Article 172 of the General Corporations Law and Article 28(IV) of the Securities Market Law (*Ley del Mercado de Valores*), for the year ended December 31, 2017.

I.1 It is hereby resolved to acknowledge and approve (i) the report submitted by each of the Corporate Governance Committee and the Audit Committee pursuant to Article 43 (Forty-three) of the Securities Market Law; (ii) the report on the Company's operations during the year ended December 31, 2017, submitted by the Chief Executive Officer pursuant to Section XI (Eleven) of Article 44 (Forty-Four) of the Securities Market Law, including (a) the annual sustainability report on the Company's performance during fiscal year 2017, and (b) the Company's consolidated financial statements for 2017, together with the independent auditor's report thereon; (iii) the opinion issued by the Board of Directors with respect to the report submitted by Chief Executive Officer; (iv) the report on the principal accounting and disclosure policies and criteria followed in connection with the preparation of the Company's financial information, submitted by the Board of Directors pursuant to paragraph (b) of Article 172 (One Hundred Seventy-two) of the General Corporations Law; and (v) the report on the activities of the Board of Directors during fiscal year 2016, submitted by the Board of Directors pursuant to Article 28 (Twenty-eight), Section IV (Four), paragraph (e), of the Securities Market Law. The aforementioned reports were read by the Secretary upon request of the President of the Meeting.

I.2 It is hereby resolved to attach to the minutes of this Meeting a copy of each of the reports referred to in item I.1 above, including the Company's financial statements as of and for the year ended December 31, 2017, which are comprised of the following documents:

- Balance Sheet;
- Income Statement;
- Statement of Changes in Stockholders' Equity;
- Cash Flow Statement; and
- Notes to the Financial Statements.

I.3 It is hereby resolved to approve each and all of the actions taken and the transactions entered into by the Company during the year ended December 31, 2017, and to ratify each and all of the actions taken the Board of Directors of the Company as of such date.

II. Resolutions regarding the allocation of the Company's profit for fiscal year 2017.

II.1 It is hereby resolved to allocate the Company's net profit pursuant to its audited financial statements as of and for the year ended December 31, 2017, as follows:

- (i) Ps.145,244,011.28 (one hundred forty-five million two hundred forty-four thousand eleven pesos and twenty-eight cents) to increase the legal reserve fund;
- (ii) Ps.79,813,846.34 (seventy-nine million eight hundred thirteen thousand eight hundred forty-six pesos and thirty-four cents), to replenish the share repurchase fund;
- (iii) Ps.700,000,000.00 (seven hundred million pesos) to increase the share repurchase fund; and

the balance, or Ps.1,979,822,367.90 (one billion nine hundred seventy-nine million eight hundred twenty-two thousand three hundred sixty-seven pesos and ninety cents) to the retained profits accounts.

- II.2 It is hereby resolved to distribute as dividends a portion of the Company's retained profits as of December 31, 2017, in the amount of Ps.1, 084,050,898.05 (one billion eighty-four million fifty thousand eight hundred ninety-eight pesos and five cents), which dividends shall be due and payable in two installments as follows: the first installment, in an amount equal to 50% (fifty percent) of the aforementioned amount, no later than on June 28, 2018; and the second installment, or the remaining balance, no later than on November 29, 2018, subject, in each case, to the tax laws currently in force and effect. The amount of dividends per share may vary depending on the number of shares outstanding as of the relevant payment date that are entitled to such dividend. Each of the aforementioned installments shall be paid through S.D. Indeval, Institución para el Depósito de Valores, S.A. de C.V ("Indeval").

The retained profits referred to in this paragraph II.2 derive from the Net Profit After Income Taxes Account (*Cuenta de Utilidad Fiscal Neta*, or CUFIN) as of December 31, 2013.

III. Status report on the Company's share repurchase fund.

It is hereby resolved to acknowledge and approve in its terms the report on the condition of the Company's share repurchase fund, submitted pursuant to the last paragraph of Article 56 (Fifty-six) of the Securities Market Law and Article 60 (Sixty), Section III (Three) of the General Provisions Applicable to all Issuers and Other Participants in the Securities Market (*Disposiciones de Carácter General Aplicables a las Emisoras de Valores y a Otros Participantes del Mercado de Valores*, or *Circular Única de Emisoras*) and to the Company's Share Repurchase and Resale Policies. A copy of said report is to be attached to the minutes of this Meeting.

IV. Resolutions regarding an increase in the Company's share repurchase fund.

It is hereby resolved to increase the amount of the share repurchase fund to Ps.1,400,000,000.00 (one billion four hundred million pesos), which shall be allocated in accordance with the Policies Regarding the Repurchase and Resale of the Company's Shares of Stock.

V. Resolutions regarding the cancellation of the shares held by the Company for its own account.

- V.1 It is deemed in the Company's interest to cancel 2,459,999 (two million four hundred fifty-nine thousand nine hundred ninety-nine) shares of the Company's single series of common stock, no par value, which represent a portion of the Company's variable capital and were repurchased by the Company during the period from May 20, 2016 to March 9, 2017, without such cancellation resulting in a decrease in the Company's capital.
- V.2 As a result of the above, as of the date hereof the Company's capital is divided into 1,624,551,415 (one billion six hundred twenty-four million five hundred fifty-one thousand four hundred fifteen) registered shares of a single series of common stock, no par value, of which 415,595,676 (four hundred fifteen million five hundred ninety-five thousand six hundred seventy-six) shares account for the fixed portion of the Company's capital and Ps.1,208,955,739 (one billion two hundred eight million nine hundred fifty-five thousand seven hundred thirty-nine) shares account for the variable portion of the Company's capital.
- V.3 Based upon the above, it is hereby resolved to: (i) take all such actions as may be necessary to withdraw from Indeval the 2,459,999 (two million four hundred fifty-nine thousand nine hundred ninety-nine) shares that have now been canceled; (ii) update the registration of the Company's securities with the National Securities Registry (*Registro Nacional de Valores*); and (iii) exchange the stock certificates

that are currently deposited with Indeval, to reflect the cancellation of the aforementioned shares.

VI. Report under Article 76 of the Income Tax Law (*Ley del Impuesto Sobre la Renta*), regarding the satisfaction of the Company's tax obligations.

It is hereby resolved to acknowledge the submission of the report prescribed by Article 76 of the Income Tax Law, regarding the satisfaction of the Company's tax obligations for the year ended December 31, 2017, which report was read aloud by the Secretary. According to such report, as of the date hereof the Company is in compliance with all of its tax obligations. A copy of said report is to be attached to the minutes of this Meeting.

VII. Resolutions regarding the appointment or reelection, as the case may be, of the members of the Board of Directors and the chairmen of the Audit and Corporate Governance committees, the determination of their compensations and the certification of their independent status.

VII.1 It is hereby resolved to accept the resignations of Messrs. Juan José Gutiérrez Chapa and Luis Fernando Narchi Karam as members of the Board of Directors.

It is hereby acknowledged that the shareholders expressed to Messrs. Gutiérrez and Narchi their gratitude for their service, approved each and all of the actions taken by them during the performance of their duties, and released them from any and all liability in connection therewith.

VII.2 It is hereby resolved to reelect Messrs. Antonio Rallo Verdugo, Carlos Antonio Danel Cendoya, Carlos Labarthe Costas, Claudio Xavier González Guajardo, Francisco Javier Arrigunaga Gómez del Campo, John Anthony Santa María Otazúa, José Ignacio Ávalos Hernández, José Manuel Canal Hernando and Juan Ignacio Casanueva Pérez, and Mses. Martha Elena González Caballero and Rose Nicole Dominique Reich Sapire, as members of the the Board of Directors.

VII.3 As a result of the above, the Board of Directors of the Company shall be hereafter comprised of the following individuals, whose independent or related status is noted next to their respective names:

Directors	Status
Antonio Rallo Verdugo	Independent
Carlos Antonio Danel Cendoya	Related
Carlos Labarthe Costas	Related
Claudio Xavier González Guajardo	Independent
Francisco Javier Arrigunaga Gómez del Campo	Independent
John Anthony Santa María Otazúa	Independent
José Ignacio Ávalos Hernández	Related
José Manuel Canal Hernando	Independent
Juan Ignacio Casanueva Pérez	Related
Martha Elena González Caballero	Independent
Rose Nicole Dominique Reich Sapire	Independent

VII.4 It is hereby resolved to reelect Ms. Rose Nicole Dominique Reich Sapire as President of the Corporate Practices Committee.

VII.5 It is hereby resolved to reelect Ms. Martha Elena González Caballero as President of the Audit Committee.

VII.6 Those directors who hold senior management positions shall receive no compensation whatsoever in connection with the performance of their duties as board members. All other members of the Board of Directors and of any committee thereof shall receive such compensations as the Corporate Governance Committee may determine.

VIII. Resolutions regarding the appointment or reelection, as the case may be, of the Chairman of the Board, and the Secretary and Alternate Secretary thereof.

VIII.1 It is hereby resolved to reelect Mr. Carlos Antonio Danel Cendoya as Chairman of the Board.

VIII.2 It is hereby resolved to reelect Mr. Manuel de la Fuente Morales and Ms. Mariel Eloina Cabanas Suárez as Secretary and Alternate Secretary of the Board, respectively.

IX. 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, Mauricio Castilla Martínez, Carlos Alberto Sámano Cruz and Eugenio Aguilar Vega, and Mses. Mariel Eloina Cabanas Suárez 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 matters to discuss 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 10:30 AM a.m., to allow for the preparation of these minutes.

These minutes have been signed below by the President of the Meeting and the Secretary.

Mauricio Castilla Martínez
President of the Meeting

Manuel de la Fuente Morales
Secretary