

**NOTICE OF SHAREHOLDERS' MEETING**  
**Gentera, S.A.B. de C.V.**

Based upon a resolution adopted by the Board of Directors of Gentera, S.A.B. de C.V. (the "Company") on February 26, 2019, and upon Article Fifteen of the Company's bylaws and Article 183 of the General Corporations Law (*Ley General de Sociedades Mercantiles*), the Company's shareholders are hereby called to attend the general annual ordinary shareholders' meeting (the "Meeting") that will be held April 12, 2019, at 10:00 a.m., at Insurgentes Sur 1458, Piso 8, Colonia Actipan, Delegación Benito Juárez, 03230 Ciudad de México, to address the matters set forth in the following:

**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, 2018.
- II. Resolutions regarding the allocation of the Company's profit for fiscal year 2018.
- III. Status report on the Company's share repurchase fund.
- IV. Resolutions regarding the cancellation of the shares held by the Company for its own account.
- V. Report under Article 76 of the Income Tax Law (*Ley del Impuesto Sobre la Renta*), regarding the satisfaction of the Company's tax obligations.
- VI. Resolutions regarding the appointment or reelection, as the case may be, of the members of the Board of Directors and the chairpersons of the Audit and Corporate Governance committees, the determination of their compensations and the certification of their independent status.
- VII. 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. Appointment of authorized representatives.

In order to be allowed into the Meeting, shareholders must deliver to the Company's Secretary, no later than two business days prior to the date of the Meeting, a certificate of deposit of their shares with a securities depository governed by the Securities Market Law, together, where applicable, with the list referred to in Article 290 thereof. Such certificate must include the name of the depositor, the number of shares deposited with the securities depository, the serial number of the relevant stock certificates, the date of the Meeting and a statement to the effect that such shares will remain deposited with the securities depository until after the Meeting has ended.

Upon receipt of the aforementioned certificate and list, the Company will issue the requisite admittance cards, which must be requested and will be delivered at the office of the Company's Secretary, located at Insurgentes Sur 1458, Piso 15, Colonia Actipan, Delegación Benito Juárez, 03230 Ciudad de México, during business days and hours (i.e., Monday through Friday, from 8:00 a.m. to 2:00 p.m., and from 4:00 p.m. to 5:00 p.m.), no later than two business days prior to the date of the Meeting.

Pursuant to the third paragraph of Article 27 of the Federal Tax Code (*Código Fiscal de la Federación*), shareholders will be required to show their tax ID cards (*cédula del Registro Federal de Contribuyentes*) in order to enable the Company to ascertain that the information contained therein matches its records.

Shareholders may attend the Meeting either in person or by proxy appointed in accordance with the proxy forms prepared by the Company, which will be available to the shareholders' proxies through the office of the Company's Secretary, during business days and hours (i.e., Monday through Friday, from 8:00 a.m. to 2:00 p.m., and from 4:00 p.m. to 5:00 p.m.), beginning on the date of publication of this notice.

All materials pertaining to the items included in the agenda will be available to the shareholders at <https://www.gentera.com.mx/wps/portal/gentera/relacioninversionistas/asambleas>, and through the office of the Company's Secretary during business days and hours (i.e., Monday through Friday, from 8:00 a.m. to 2:00 p.m., and from 4:00 p.m. to 5:00 p.m.), free of charge, beginning on the date of publication of this notice.

Mexico City, March 22, 2019

---

Carlos Antonio Danel Cendoya  
Chairman of the Board