

**RESOLUTIONS ADOPTED IN THE ANNUAL GENERAL ORDINARY SHAREHOLDERS MEETING OF GRUPO SANBORNS, S.A.B. DE .C.V., HELD ON APRIL 22, 2016.**

FIRST.- It was resolved to pay a cash dividend for an amount up to \$1,982,905,929.34 of the accumulated Net Fiscal Income account as of December 31, 2013, at the rate of \$0.86 (zero pesos 86/100 MN) for each of the 2,305,704,569 shares of the B-1 series, representative of the stock capital, subscribed and paid. Without considering the 76,295,431 shares in Treasury at April 21, 2016.

SECOND.- It was approved that the dividend mentioned above should be paid directly by the Company to the shareholders in two equal installments of \$0.43 (zero pesos 43/100 MN) for each of the 2,305,704,569 shares of Series "B-1" subscribed and paid. The first installment will be from May 30, 2016 and the second installment from December 19, 2016, against delivery of Coupon No. 7 and 8 respectively, of the Provisional Certificate No. 1 which is currently deposited in the S.D. Ineval Instituto para el Depósito de Valores, S.A. C.V.

THIRD.- New members were ratified and appointed; therefore, the Board of Directors is now comprised of the following persons:

BOARD OF DIRECTORS

<u>NAME</u>	<u>POSITION</u>
Carlos Slim Domit	Chairman
Carlos Slim Helú	Director
Patrick Slim Domit	Director
Johanna Monique Slim Domit	Director
Isac Mark Massry Nakash	Director
Juan Antonio Pérez Simón	Independent Director
Claudio X. González Laporte	Independent Director
José Kuri Harfush	Independent Director
Antonio Cosío Pando	Independent Director
Santiago Cosío Pando	Independent Director
Pablo Roberto González Guajardo	Independent Director
Juan Rodríguez Torres	Independent Director
Angel Rosado Eduardo Peralta	Independent Director
Ma. José Pérez Simón Carrera	Independent Director
Clemente Serna Alvear	Independent Director

José Manuel Campo and Menéndez

Alternate Director

Edgar Smolensky Kirchner

Alternate Director

FOURTH.- the members of the Audit and Corporate Practices Committee of the Company were ratified; therefore said Committee is now comprised of the following persons:

José Kuri Harfush

Chairman

Juan Antonio Perez Simon

Member

Antonio Cosio Pando

Member

It also worth noting that pursuant to the provisions of the Securities Market Act, all the members of the Audit and Corporate Practices Committee are independent directors.