

HOTELES CITY EXPRESS, S.A.B. DE C.V.

## Call

In accordance with (i) Clauses Thirty Two, Thirty Three, and Thirty Eight of the Company's by-laws, and (ii) pursuant to Article 28, section (IV) of the Mexican Stock Market Law (*Ley del Mercado de Valores*), Articles 180, 181 and other applicable articles of the Mexican Corporations Law (*Ley General de Sociedades Mercantiles*), The Board of Directors of Hoteles City Express, S.A.B. de C.V. (the "Company") calls the Company's shareholders to the Annual General Ordinary Shareholders' Meeting that shall take place next April 23<sup>rd</sup>, 2014, at 11:30 a.m. in conference room number one of Santa Fe's City Express Hotel, located at Juan Salvador Agraz 69, Santa Fe Cuajimalpa, P.C. 05348, Mexico City, in accordance with the following Agenda (the "Meeting"):

### Agenda

- I. Presentation, and, as the case may 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 proceedings by the Board of Directors, Committees, General Director, and other Company's officers; resolutions in connection therewith.
- II. Presentation of the report of the fulfillment of the tax obligations of the Company for the fiscal year covered between January 1<sup>st</sup>, 2012 and December 31, 2012; instructions to the Company's officers to fulfill with the applicable tax obligations for the fiscal year covered between January 1st, 2013 and December 31, 2013, in accordance with what is established in Article 26, section II of the Mexican Federal Tax Code (*Código Fiscal de la Federación*).
- III. Presentation, discussion, and, as the case may be, approval of the Company's consolidated financial statements pursuant to the fiscal year ended on December 31, 2013, and approval of the External Auditor report in accordance with such financial statements; resolutions in connection therewith.
- IV. Ratification, removal, and/or appointment, as the case may be, of the proprietary and/or alternate members of the Company's Board of Directors, ratification of the consideration paid to the member of the Company's Board of Directors for 2013, and determination of the consideration to be paid for 2014; resolutions in connection therewith.

- V. Appointment and, as the case may be, ratification of the proprietary and /or alternate independent members of the Company's Board of Directors; resolutions in connection therewith.
- VI. Ratification, removal, and/or appointment, as the case may be, of the Company's Audit Committee president, and of the Corporate Governance Committee president, and determination of their remunerations; resolutions in connection therewith.
- VII. Proposal, discussion, and, as the case may be, approval to increase the variable portion of the Company's corporate capital. Such increase shall be liquidated by means of the capitalization of a premium of shares; resolutions in connection therewith.
- VIII. Ratification of the maximum amount of resources allocated for the purchase of the Company's shares, as approved by the General Ordinary Shareholders' meeting held on December 5, 2013; cancelation of such fund and approval of the maximum amount that may be destined for such repurchase for a 12-month period following April 23rd, 2014, pursuant to Article 56, section (iv) of the Mexican Stock Market Law (*Ley de Mercado de Valores*), and other applicable articles, and, as the case may be, for the corresponding fund; and presentation of the Company's Board of Directors policies and agreements, for buying and selling such shares; resolutions in connection therewith.
- IX. Notification and, as the case may be, approval of the operations that the Company or other companies controlled by the Company, intend to execute during the social year of 2014, when such operation represent 20% (twenty percent) or more of the Company's consolidated assets, based on the last immediate quarterly data, independently if they are simultaneously or successively executed, but because of their own characteristics may be considered as a sole operation.
- X. Appointment of special delegates so that, if necessary or convenient, they obtain the services of the Notary Public of their choice, to formalize the resolutions adopted in this Meeting; take action of the resolutions that considers necessary and convenient with the purpose of fulfilling with the decisions accorded in the above-mentioned points of this Agenda.

Admission passes shall be given upon delivery of the share certificates or the depository's certificates issued by S.D. Indeval, S.A. de C.V., (*Institución para el Depósito de Valores*), together with the additional registrar list referred to under article 290 of the Mexican Stock Market (*Ley de Mercado de Valores*), which lists shall include the names of the registered shareholders and the number of shares owned by each said shareholders. Admission passes shall be requested and delivered during business days and hours at the



Company's headquarters located at Av. Juan Salvador Agraz 69, piso 12, Col. Santa Fe Cuajimalpa, Del. Cuajimalpa de Morelos, C.P. 05348, no later than two business days prior to the Meeting date.

Shareholders may attend the Meeting personally or may be represented by proxies who shall present evidence of their power and authority with proxy letters executed before two witnesses. Agents of broker dealers, trusts, funds, national or foreign banks and/or any other financial institutions and/or any other entities of the securities market who plan on attending and voting may present evidence of their power and authority with powers-of-attorney granted using the Company's templates. The Company's powers-of-attorney templates and other documents related to the Meeting's agenda will be available to shareholders at the Company's headquarters.

México, City, at March 21, 2014

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Jorge Enrique Borbolla Gómez Llanos  
Secretary of the Board of Directors