



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

### Call

Pursuant to (i) Clauses Thirty Two, Thirty Three, and Thirty Eight of the Company's by-laws, and (ii) Article 28, section (IV) of the Mexican Stock Market Law (*Ley del Mercado de Valores*), and (iii) 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") hereby calls the Company's shareholders to the Annual General Ordinary Shareholders' Meeting that will take place next April 20<sup>nd</sup>, 2016, at 11:30 a.m. at conference room number one of Hotel City Express Santa Fe, located at Juan Salvador Agraz 69, Santa Fe Cuajimalpa, 05348, Mexico City, in accordance with the following Agenda (the "Meeting"):

### Agenda

- I. 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.
- II. Presentation of the tax obligations' compliance report of the Company for fiscal year 2014; instruct the Company's officers to comply with the applicable tax obligations for fiscal year 2015, pursuant to Article 26, section II of the Mexican Federal Tax Code (*Código Fiscal de la Federación*).
- III. Presentation, discussion and, should the case be, approval of the Company's consolidated financial statements for fiscal year ended on December 31, 2015, and approval of the External Auditor report in accordance with such financial statements.
- IV. Proposal, discussion and, should the case be, approval to increase the number of members of the Board of Directors of the Company from 9 (nine) to 13 (thirteen).
- V. Reelection, resignation, and/or appointment, should the case be, of the Company's Proprietary and Alternate members of the Board of Directors.
- VI. Confirmation of the consideration paid to the members of the Company's Board of Directors in 2015, and determination of the consideration to be paid in 2016.
- VII. Ratification, removal, and/or appointment, should the case be, of the Chairman of the Company's Audit Committee and Corporate Governance Committee, respectively, and determination of their remunerations.
- VIII. 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 22<sup>nd</sup>, 2015; cancelation of such fund and approval of the maximum amount that may allocated for such repurchase for the 12-month period following April 20<sup>nd</sup>, 2016, 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.
- IX. Proposal, discussion and, should the case be, approval of the stock option plan for the officers of the Company, considering the ordinary outstanding capital stock of the Company.

- X. Take note and, should the case be, approval of the transactions that the Company or other companies controlled by the Company, intend to execute during 2016, if such transactions represent 20% (twenty percent) or more of the Company's consolidated assets, based on the last immediate quarterly data, notwithstanding if these are simultaneously or successively executed, if these can be considered, due to their characteristics, as a sole transaction.
- XI. 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.

Admission passes will be provided 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.

Mexico City, March 31, 2016

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Jorge Enrique Borbolla Gómez Llanos  
Secretary of the Board of Directors