

[English language translation for information purposes only]

RESOLUTIONS APPROVED IN THE ANNUAL GENERAL ORDINARY
SHAREHOLDERS' MEETING OF HOTELES CITY EXPRESS, S.A. DE C.V. DATED
ABRIL 20TH, 2016

1. 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.

“1.1 It is hereby resolved to acknowledge the submission and to approve each of the reports contemplated in article 28, section IV, of the Mexican Securities Market Law (*Ley de Mercado de Valores*).”

“1.2 It is hereby resolved to approved and ratify the performance of the Board of Directors, Committees, Chief Executive Officer and other officers of the Company, during the year concluded on December 31, 2015.”

2. 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*).

“2.1 It is hereby resolved to acknowledge the submission and to approve, the tax obligations' compliance report of the Company for fiscal year 2014. Moreover, the instructions to the Company's officers to fulfill with the applicable tax obligations for the fiscal year covered between January 1st and December 31, 2015, pursuant Article 26, section II of the Mexican Federal Tax Code (*Código Fiscal de la Federación*) are hereby approved.”

3. 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.

“3.1 It is hereby resolved to approve the Company's consolidated financial statements and the External Auditor's report pursuant to the fiscal year concluded on December 31, 2015.”

“3.2 It is hereby stated that the Company will allocate the required amount to integrate the Company's legal reserve pursuant to Article 20 of the General Law of Commercial Companies (*Ley General de Sociedades Mercantiles*), and the remaining amount, will be kept in the account known as “Account for Pending Allocation Profits” (*Cuenta de Utilidades Pendientes de Aplicación*).”

4. 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).

“4.1 It is hereby approved to increase the number of members of the Board of Directors of the Company from 9 (nine) to 13 (thirteen) members.”

5. Reelection, resignation, and/or appointment, should the case be, of the Company's Proprietary and Alternate members of the Board of Directors.

"5.1 Pursuant to the provisions of article fourteenth of the By-laws of the Company, the appointment of Mr. Armando J. Garcia Segovia, as Eligible Director of the Board of Directors of the Company is hereby approved."

"5.2 Pursuant to the provisions of article fourteenth of the By-laws of the Company, the appointment of Mr. Juan Luis Elek Klein, as Eligible Director of the Board of Directors of the Company is hereby approved."

"5.3 Pursuant to the provisions of article fourteenth of the By-laws of the Company, the appointment of Mr. José Ignacio Mariscal Torroella, as Eligible Director of the Board of Directors of the Company."

"5.4 The resignations presented by (i) Messrs. Francisco Javier Arce Gándara and Sergio del Valle Cantú to their respective positions as statutory directors of the Company and (ii) Herbert Arturo de Sola Wright, Jorge García Segovia, Jaime Enrique Espinosa de los Monteros Cadena and José Antonio Contreras Leyva to their respective positions as alternate directors of the Company are hereby approved. Any acts performed by them in their position as members of the Board are hereby ratified, releasing them from any liability with respect to the lawful performance of their duties."

5.5 Mr. Herbert Arturo de Sola Wright, Jorge García Segovia, Jaime Enrique Espinosa de los Monteros Cadena and José Antonio Contreras Leyva are hereby appointed as statutory members of the Board of Directors of the Company; who having had previous notice of their possible election, accepted their appointments, granting the faithful performance of their duties."

"5.6 Mr. Sergio del Valle Cantú is hereby appointed as alternate member of Mr. José Antonio Contreras Leyva, who having had previous notice of his possible election, accepted his appointment, granting the faithful performance of his duties."

"5.7 Mr. Luis Alberto Chapa González is hereby appointed as statutory member of the Board of Directors of the Company; who having had previous notice of his possible election, accepted his appointment, granting the faithful performance of his duties."

"5.8 Ms. Alejandra Smith is hereby appointed as statutory member of the Board of Directors of the Company; who having had previous notice of her possible election, accepted her appointments, granting the faithful performance of her duties."

"5.9 It is hereby approved that, pursuant to Clause Fourteenth of the By-laws of the Company, the other statutory and alternate members of the Board of Directors of the Company have been automatically reelected for another 1 (one) year period."

"5.10 It is hereby noted that, as of this date, the Board of Directors is integrated as follows:

Statutory Members	Alternate Members
Luis Eduardo Barrios Sánchez (Chairman)	Harald Feldhaus Herrmann
Armando J. García Segovia	
Juan Luis Elek Klein	Carlos Bracho González
Ricardo Maldonado Sosa	Stefan Ricardo Maldonado Sent

Eduardo Raúl Azcárraga Pérez	Luis Emilio Azcárraga Pérez
Francisco Andragnes	
José Antonio Contreras Leyva	Sergio del Valle Cantú
José Ignacio Mariscal Torroella	
Jorge García Segovia	-
Herbert Arturo de Sola Wright	
Jaime Enrique Espinosa de los Monteros Cadena	
Luis Alberto Chapa González	
Alejandra Smith.”	

“5.11 It is hereby noted that the shareholders or group of shareholders that individually or jointly represent 10% or more of the Company’s capital stock, did not exercise their right to appoint a member of the Board of Directors pursuant to article 144 of the General Law of Commercial Companies (Ley General de Sociedades Mercantiles), and article 50, section I of the Mexican Securities Market Law (Ley de Mercado de Valores).”

“5.12 Except for Mr. Luis Eduardo Barrios, the independence of all of the current statutory and alternate members of the Board of Directors is hereby ratified, provided that such Board members meet the independence requirements set forth in article 26 of the Mexican Securities Market Law (Ley de Mercado de Valores).”

“5.13 It is hereby noted that the Company will keep the information provided by each proprietary and alternate Board of Directors member for evidencing his or her independence in terms of article 26 of the Mexican Securities Market Law (*Ley de Mercado de Valores*).

6. 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.

“6.1 It is hereby approved to ratify the consideration paid to the members of the Board of Directors of the Company during fiscal year 2015, that consisted in a payment per member per attended meeting of \$25,000.00 (Twenty Five Thousand Mexican Pesos).”

“6.2 It is hereby approved to increase the consideration to be paid to the Company’s Board of Directors members, during the fiscal year of 2016, to the amount of \$60,000.00 (Sixty Thousand Mexican Pesos), per member per attended meeting.”

7. 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.

“7.1 It is hereby resolved to ratify Mr. Jaime Espinosa de los Monteros Cadena as the Company’s Audit Committee Chairman.”

“7.2 It is hereby resolved to ratify Mr. José Antonio Contreras Leyva as the Company’s Corporate Governance Committee Chairman.”

“7.3 The remuneration for the Audit Committee Chairman and the Corporate Governance Committee Chairman, to be paid during the year 2016 is hereby approved, in the understanding that such compensations will be the same as the ones set forth in 2015.

8. 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 22rd, 2015; cancelation of such fund and approval of the maximum amount that may allocated for such repurchase for the 12-month period following April 20nd, 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.

“8.1 It is hereby resolved to ratify the transactions carried out by the Company with the maximum amount of resources allocated for the purchase of the Company’s shares, previously approved by the Annual General Ordinary Shareholders’ Meeting held on April 23rd, 2014, and in force form that date until the date of this Meeting.”

“8.2 It is hereby resolved to approve the amount of \$450,000,000.00 (Four Hundred and Fifty Million Mexican Pesos 00/100) as the maximum amount of resources allocated to the purchase of the Company’s shares, during the following 12 (twelve) months counted from the date of this Meeting. Such amount will be effective and shall not be exceeded until the next Annual General Ordinary Shareholders Meeting.”

“8.3 The amendment to the Repurchase Fund Policies of the Company, in accordance with Exhibit “F” is hereby approved, for such policies to comply with the provisions of Articles 56 y 367 of the Securities Market Law and Articles 56 and 60 of the General Regulations Applicable to Issuers of Securities and other Participants of the Stock Exchange (*Disposiciones de Carácter General Aplicables a las Emisoras de Valores y a Otros Participantes del Mercado de Valores*).”

9. 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.

“9.1 It is hereby resolved to approve a stock option plan for the Company’s officers where a specific portion of the annual compensation is restricted and provided in ordinary shares of the Company.”

“9.2 It is hereby approved that the Company allocates shares from its repurchase fund to a trust formed in order to formalize the officers’ stock option plan pursuant to provisions of the Mexican Securities Law (*Ley de Mercado de Valores*), the General Regulations Applicable to Issuers of Securities and other Participants of the Stock Exchange (*Disposiciones de Carácter General Aplicables a las Emisoras de Valores y a Otros Participantes del Mercado de Valores*) and the Repurchase Fund Policies. As a result of the above, the current number of shares of the capital stock of the Company will not be affected.”

“9.3 It is hereby approved that the Board of Directors, through or in coordination with, the Compensation Committee, should be the corporate body in charge of approving, executing, and applying the policies that will govern the officers’ stock option plan of the Company.”

10. 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.

“10.1 It is hereby resolved to acknowledge the submission and to approve the report of the transactions that the Company or other companies controlled by the Company, intend to execute during the year 2016, that represent 20% (twenty percent) or more of the Company’s consolidated assets.”

11. 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.

“11.1 “It is hereby resolved to appoint Messrs. Jorge Enrique Borbolla Gómez Llanos, Dina Stella Moreno de la Rocha, Martha Isabel Perez Aguilar, María Teresa Morales Núñez, Guillermo Andrés Braham, Norma Patricia Díaz Sanabria, Carolina Herrera Bolaños and María José Ricalde Martínez as special delegates to attend, jointly or severally, to the notary public of their choice to formalize, totally or partially, these resolutions, if deemed convenient, pursuant to Article Tenth of the General Law of Commercial Companies (Ley General de Sociedades Mercantiles), and to carry out any notices arising from such resolutions before any authority in the United Mexican States, if applicable.”