

RESOLUTIONS APPROVED IN THE ANNUAL GENERAL ORDINARY SHAREHOLDERS' MEETING OF HOTELES CITY EXPRESS, S.A. DE C.V. DATED ABRIL 22TH, 2015

- 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.

FIRST RESOLUTION

"1.1 It is hereby resolved, to acknowledge the submission and approve, each and all of the reports contemplated in article 28, section IV, of the Mexican Securities Market Law (*Ley de Mercado de Valores*). A copy of such reports is attached her to as Exhibit "C"."

"1.2 It is hereby resolved to approved and ratify each and all of the proceeding of the Board of Directors, Committees, General Director, and other Company's officers, during the social year concluded in December 31, 2014."

- II. Presentation of the report of the fulfillment of the tax obligations of the Company for the fiscal year covered between January 1st and December 31, 2013; instructions to the Company's officers to fulfill with the applicable tax obligations for the fiscal year covered between January 1st and December 31, 2014, in accordance with what is established in Article 26, section II of the Mexican Federal Tax Code (Código Fiscal de la Federación).

SECOND RESOLUTION

"2.1 It is hereby resolved, to acknowledge the submission and approve, the report of the fulfillment of the tax obligations that the Company has to meet for the fiscal year covered between January 1st and December 31, 2013. A copy of such report is attached her to as Exhibit "D". 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, 2014, pursuant Article 26, section II of the Mexican Federal Tax Code (Código Fiscal de la Federación) are hereby approved."

- 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, 2014, and approval of the External Auditor report in accordance with such financial statements.

THIRD RESOLUTION

"3.1 It is hereby resolved to approve the Company's consolidated financial statements and the External Auditor report pursuant to the fiscal year concluded on December 31, 2014. A copy of such documents is attached her to as Exhibit "E"."

"3.2 It is hereby evidenced 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 Profits Pending Allocation (*Cuenta de Utilidades Pendientes de Aplicación*)."

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 2014, and determination of the consideration to be paid for 2015.

FOURTH RESOLUTION

“4.1 The resignations presented by Messrs. John Timothy Morris and Jonathan Harper, as proprietary and alternate members of the Board of Directors, respectively, are hereby approved. Any acts carried out 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.”

“4.2 It is hereby approved to appoint Mr. Francisco Javier Arce Gandara, as proprietary member of the Company’s Board of Directors who, knowing about its possible appointment, has accepted the position, and has declared the lawful performance of the position.”

“4.3 It is hereby noted that the Board of Directors is integrated as follows:

Proprietary Members	Alternate Members	Date of their initial appointment
Luis Eduardo Barrios Sánchez (President)	Harald Feldhaus Herrmann	2002
Armando J. García Segovia	Jorge García Segovia	2002
Juan Luis Elek Klein	Carlos Bracho González	2002
Ricardo Maldonado Sosa	Stefan Ricardo Maldonado Sent	2002
Eduardo Raúl Azcárraga Pérez	Luis Emilio Azcárraga Pérez	2002
Francisco Andragnes	Jaime Espinosa de los Monteros Cadena	2013
Sergio del Valle Cantú	José Antonio Contreras Leyva	2010
José Ignacio Mariscal Torroella	Herbert Arturo de Sola Wright	2013
Francisco Javier Arce Gandara	-	2015

“4.4 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).”

“4.5 Except for Mr. Luis Eduardo Barrios and Mr. Francisco Javier Arce Gandará, the independence of each of the current proprietary and alternate members of the Board of Directors is hereby ratified, since they comply with the independence requirements set forth in article 26 of the Mexican Securities Market Law (Ley de Mercado de Valores).”

“4.6 It is hereby approved to ratify the consideration paid to the members of the Board of Directors of the Company during the fiscal year of 2014, that were equal to \$25,000.00 (twenty five thousand pesos 00/100 M.M.) per member, per attended meeting. The consideration to be paid to those who will be part of the Board of Directors during the fiscal year of 2015, provided that that such compensation will be the same as the one granted in 2014, it is hereby approved.”

- V. 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.

FIFTH RESOLUTION

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

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

“5.3 It is hereby resolved to approve the determination of the remuneration for the Company’s Audit and Corporate Governance Committees Chairman, to be paid during the year of 2015, with the understanding that such compensations will be the same as the ones set forth in 2014.”

- VI. 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.

SIXTH RESOLUTION

“6.1 It is hereby approved to increase the variable portion of Company’s corporate capital in the amount of \$660,652,374.00 (six hundred sixty million six hundred fifty two thousand three hundred seventy four Mexican Pesos 00/100). As a result of such increase, the variable portion of the corporate capital of the Company is equal to \$6,209,177,045.00 (six billion two hundred nine million one hundred seventy seven thousand forty five Mexican Pesos 00/100). No new shares shall be issued, but by the capitalization of the share premium that resulted from the Company’s shares Follow-On public offering, that took place on October, 8 2014, such premium shall be capitalized pro rata to each of the existing shareholders of the Company as of April 22, 2015.”

“6.2 According to the above-mentioned the Company’s stock capital will be distributed as follows:

Stock Capital	Amount
Fixed Capital	\$50,000.00
Variable Capital	\$6,209,177,045.00
Total	\$ 6,209,227,045.00”

“6.3 The Secretary of the Board of Directors of the Company is hereby instructed, in terms of the resolutions that were approved hereinbefore, to prepare the corresponding annotations for the book variations of corporate capital of the Company.”

- VII. 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 April 23rd, 2014; cancelation of such fund and approval of the maximum amount that may be destined for such repurchase for a 12-month period following April 22nd, 2015, 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.

SEVENTH RESOLUTION

“7.1 It is hereby resolved to ratify each and all of the operations carried out by the Company’s 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.”

“7.2 It is hereby resolved to ratify the amount of \$120,000,000.00 (one hundred and twenty million Mexican Pesos 00/100) as the maximum amount of resources allocated for the purchase of the Company’s shares, during the following next 12 (twelve) months to the celebration of this Meeting. Such amount will be effective and shall not be exceeded until the date of the celebration of the next Annual General Ordinary Shareholders Meeting.”

“7.3 The amendments to the policies and resolutions approved by the Board of Directors of the Company regarding the purchase and sale of shares representing the capital stock of the Company, in accordance with Exhibit “F” are hereby approved. In terms of the foregoing and pursuant to Article 60 of the General Regulations Applicable to Issuers of Securities and other Participants of the Stock Exchange, such policies and resolutions will include the transfer of shares of the Company to trustees of trusts that are created for setting forth stock option plans for employees.”

VIII. 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 2015, 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.

EIGHTH RESOLUTION

“8.1 It is hereby resolved, to acknowledge the submission and approve, the report of the operations that the Company or other companies controlled by the Company, intend to execute during the year of 2015, that represent 20% (twenty percent) or more of the Company’s consolidated assets. A copy of such report is attached her to as Exhibit “G””

IX. 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.

NINTH RESOLUTION

“9.1 “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, and María José Ricalde 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.”