

Mexico City, August 10, 2021

Capital Increase- Start Notice of Right of First Refusal

This notice is published in a newspaper of major circulation at the corporate domicile of Hoteles City Express, S.A.B. de C.V. ("HCE" or the "Company"), in the electronic system established by the Ministry of Economy and in EMISNET in terms and for all purposes of Article 132 of the General Law of Commercial Companies (*Ley General de Sociedades Mercantiles*) and Clause Eleventh of the Company's bylaws.

Key dates:

- August 10, 2021:** Publication of the Right of First Refusal Notice through the electronic system established by the Ministry of Economy, a newspaper of major circulation and via EMISNET.
- August 11, 2021:** Start of the Right of First Refusal Period.
- August 12, 2021:** Ex – Right.
- August 11–
August 25, 2021:** The Company receives the Notices for the Additional Right of First Refusal.
- August 25, 2021:** Period of Right of First Refusal ends.
- August 26, 2021:** Publication of the Notice of the Results of the First Refusal Period (including Remaining Shares).
- August 27, 2021:** Notices to the shareholders of the allocation of the Remaining Shares, definitive amounts to be subscribed and/or paid by the shareholders in excess of their pro rata share based on the Notices for the Additional Right of First Refusal, as well as the terms and conditions under which such shareholders must subscribe and pay for the Remaining Shares.
- September 1, 2021:** Payment deadline of the pro rata (or below pro rata) increase and the Remaining Shares.
- September 2, 2021:** Publication of the final results of the Capital Increase, considering the final number of shares effectively subscribed and paid as part of the Capital Increase (including Remaining Shares).

The shareholders who so elect may exercise their right to subscribe and pay for the Capital Increase (i) proportionally to their shareholding, (ii) below such proportion, or (iii) above the proportion that corresponds to them based on their current shareholding.

The right to subscribe in excess of the proportion that corresponds to them based on their current shareholding, may only be exercised during the Right of First Refusal Period, by submitting an Additional Right of First Refusal Notice in the terms described in this notice, in the form available on the following page
<https://www.cityexpress.com/en/investors>

Preference Period

The Preference Period will have a term of 15 (fifteen) calendar days beginning on and including August 11, 2021 and will end on August 25, 2021.

The payment of the Capital Increase (i) proportionally to its shareholding, or (ii) below such proportion, shall be made no later than September 1, 2021, through S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V. ("Indeval").

Additional Right of First Refusal (over and above the pro rata shareholding)

The shareholders who wish to exercise the Additional Right of First Refusal may do so at any time during the Right of First Refusal Period by delivering an Additional Right of First Refusal Notice to the Company in which the shareholder or shareholders in question state their desire to subscribe and pay for the Capital Increase above their pro rata share, indicating the total amount for which such shareholder would subscribe and pay for the Capital Increase above their pro rata share and the corresponding total number of Remaining Shares; the foregoing, provided that (i) the exercise of the Additional Right of First Refusal will be conditioned upon that once the Preference Period has concluded, such Remaining Shares are effectively available for subscription and payment, (ii) any Additional Right of First Refusal Notice must be delivered during the Right of First Refusal Period, and (iii) to the extent that any Additional Right of First Refusal Notice is delivered after the date on which the Right of First Refusal Period concludes, the Company will have no obligation to consider the additional amount offered by the shareholder(s) in question.

Capital increase, subscription factor and right of first refusal

As known to the investing public, on July 21, 2021, the General Ordinary Shareholders' Meeting of the Company (the "Meeting") approved, among other things, to carry out a capital increase for a total amount of up to \$1,300,000,000.00 (one billion three hundred million pesos 00/100 National Currency) (the "Capital Increase"), which corresponds to a total amount per share of \$7.00 (seven pesos 00/100 national currency) (the "Subscription Price"), and that the total amount of such Subscription Price would be the amount by which the variable portion of the capital stock of the Company would be increased through the issuance of up to 185,714,285 (one hundred eighty-five million seven hundred fourteen thousand two hundred eighty-five) ordinary, common, registered, fully voting, singles series, no-par value shares.

In compliance with and in accordance with the provisions of Article 132 of the General Law of Commercial Companies, Clause Eleven of the Company's bylaws and the resolutions adopted at the Meeting, we hereby inform that all of the Company's shareholders will have a period of 15 (fifteen) calendar days from and including August 11, 2021 and ending on August 25, 2021 to exercise their right of first refusal (the "Right of First Refusal Period").

The Ex-Right will be effective as of August 12, 2021 (i.e., as of the second Business Day following the date on which the Bolsa Mexicana de Valores, S.A.B. de C.V. receives this Start Notice of Right of First Refusal).

Each shareholder will have the right to subscribe 1 (one) share for each 1.972561201 (one point nine seven two five six one two zero one) shares owned by each shareholder. The foregoing, in the understanding that fractional shares of the increase may not be subscribed and paid and, consequently, any number of shares less than 0.99 will be rounded down.

It is also informed that, in accordance with the Company's bylaws, the Meeting approved that the lack of exercise, waiver or partial exercise of the Right of First Refusal by one or more of the

shareholders, either during the Meeting itself or during the Right of First Refusal Period, will result in the remaining shareholders who so decide and notify the Company in writing being able to subscribe and pay for the Capital Increase for an amount greater than the amount corresponding to such shareholders based on their current shareholding in the Company's capital stock.

In this regard, the Meeting resolved that to the extent that after the conclusion of the Right of First Refusal Period, there are still pending shares for subscription and payment (the "Remaining Shares"), the Company's shareholders who so decide, may subscribe and pay for shares in excess of their proportional share based on their current shareholdings, at the Subscription Price (the "Additional Right of First Refusal "); clarifying that the subscription and payment of the Remaining Shares in excess of each shareholder's pro rata share would result in a dilution of the existing shareholders who choose not to exercise their Right of First Refusal or do not exercise them for their full pro rata share.

Shareholders who wish to exercise the Additional Right of First Refusal may do so at any time during the Right of First Refusal Period by delivering a written notice to the Company (which is available at [<https://www.cityexpress.com/en/investors>]), in which the shareholder or shareholders in question state their desire to subscribe and pay for the Capital Increase in excess of their pro rata share, indicating the total amount for which such shareholder would subscribe and pay for the Capital Increase in excess of its proportional interest and the corresponding total number of Remaining Shares (the "Additional Right of First Refusal Notice"); the foregoing, provided that (i) the exercise of the Additional Right of First Refusal will be conditioned upon that, once the Right of First Refusal Period is concluded, there are Remaining Shares effectively available for subscription and payment, (ii) any Additional Right of First Refusal Notice must be delivered during the Right of First Refusal Period, and (iii) to the extent that any Additional Right of First Refusal Notice is delivered after the date on which the Right of First Refusal Period is concluded, the Company will have no obligation to consider the additional amount offered by the shareholder(s) in question.

The Company's shareholders may exercise their Right of First Refusal at any time during the Right of First Refusal Period by delivering the instructions and resources necessary to pay for the shares they subscribe for in connection with the Capital Increase to the financial intermediary or intermediaries through which such shareholders hold their shareholding position.

Any shareholder of HCE who wishes to subscribe and pay for the Capital Increase proportionally to or below its shareholding must inform the financial intermediary acting as custodian of its shares or through which each shareholder holds its shareholding position of the amount such shareholder wishes to subscribe, deliver to such intermediary the cash proceeds and instruct the intermediary to subscribe and pay for the Capital Increase for its own account.

Additional Preference Notices must be delivered to the Company at any time during the Preference Period by e-mail to the following addresses psmith@hotelescity.com, msaccucci@hotelescity.com and hvazquez@hotelescity.com.

Once the Right of First Refusal Period has ended and, if applicable, the number of the Remaining Shares that may be subscribed and paid for by the shareholders who have exercised the Additional Right of First Refusal is determined, the Company will (a) allocate the Remaining Shares to such shareholders based on the Notices for the Additional Right of First Refusal it has received to that effect, and (b) as soon as practicable after the end of the Right of First Refusal Period, notify the relevant shareholder(s) of the final amount they may subscribe and pay for in excess of their pro rata, the resulting number of Remaining Shares based on such amount, as well as the terms and conditions under which such shareholders must subscribe and pay for the Remaining Shares in excess of their pro rata.

The cash resources with which the shareholders pay the Remaining Shares will be delivered in the terms that HCE informs. In turn, HCE will inform Indeval of the amount subscribed and paid in excess of the proportional shares so that Indeval may carry out the corresponding entries and allocations.

Exercise of Rights // Payment of the Increase

In compliance with and pursuant to the resolutions adopted at the Meeting held on July 21, 2021, the following is hereby reported:

I. Payment of the shares subscribed in exercise of the Preemptive Rights (proportionally to their shareholding or below the same):

- (1) Notify the securities market intermediary or intermediaries through which they keep the shares of the they own, the exercise of the Right of First Refusal, regarding the shares held by said intermediary. The shareholder, through his intermediary, shall make this notification by delivering the official form provided for such purposes by Indeval, but on the understanding that each shareholder and intermediary must ensure that they carry out the necessary acts against Indeval.

Likewise, the shareholders shall notify the exercise of their Initial Right of First Refusal to the Company, though communications by e-mail to the following addresses psmith@hotelescity.com, msaccucci@hotelescity.com and hvazquez@hotelescity.com; provided that the lack of delivery of such notification shall not affect the validity of the exercise of the Initial Right of First Refusal by any shareholder.

- (2) Perform a payment, through the corresponding securities market intermediary or intermediaries, directly to Indeval's account, for an amount equivalent to the price of the shares subscribed in accordance with (1) immediately preceding.
- (3) The shareholders must settle and pay this part of the Capital Increase through their intermediaries or custodians on or before September 1, 2021 so that, in turn, the intermediary will deliver the proceeds to HCE, through Indeval, by electronic transfer through Indeval, whose offices are located at Avenida Paseo de la Reforma number 255, 3rd floor, Col. Cuauhtémoc, C.P. 06500, Mexico City.

II. Payment of the shares subscribed in exercise of the Additional Right of First Refusal:

- (1) Any shareholder of HCE who wishes to subscribe and pay for the Capital Increase in excess of its proportionate shareholdings must deliver to the Company an Additional Right of First Refusal Notice, indicating the total amount for which such shareholder would subscribe and pay for the Capital Increase in excess of its proportionate shareholding and the corresponding total number of Remaining Shares at any time during the Preference Period; and
- (2) The shareholders must settle and pay this part of the Capital Increase on the terms and dates notified and published by the Company. In turn, HCE will inform Indeval of the amount subscribed and paid in excess of the

proportional share in order for Indeval to make the corresponding entries and allocations.

Issuance of Stock Certificates

As a result of the Capital Increase, the Meeting resolved to issue 185,714,285 (one hundred eighty-five million seven hundred fourteen thousand two hundred eighty-five) ordinary, common, registered, fully voting, single series shares, without par value, representing the variable portion of the Company's capital stock.

Prior to the beginning of the Preference Period, the Company will deposit the provisional share certificate with Indeval for its custody and administration.

Any shares that are not subscribed and paid by the shareholders in exercise of their right of first refusal may be cancelled or kept in the Company's treasury, as determined by the Company through the persons expressly authorized for such purposes.

Registry

The shares issued in connection with the Capital Increase have been registered in the Securities Section of the National Securities Registry maintained by the National Banking and Securities Commission and listed on the Bolsa Mexicana de Valores, S.A.B. de C.V.

The registry before the National Securities Registry does not imply and may not be considered as a certification of the goodness of the shares or of the solvency, liquidity or credit quality of the Company.

This notice does not constitute an offer to sell or a tender offer to acquire the described securities and is published in compliance with Article 34, section IV, paragraph a) of the Circular Única de Emisoras (Sole Circular for Issuers).

Subscribed and Authorized Capital

Considering the Capital Increase, the authorized amount of the Company's capital stock is \$7,194,496,942.00 (seven thousand one hundred ninety-four million four hundred ninety-six thousand nine hundred forty-two pesos 00/100 National Currency), represented by a total of (i) 300 (three hundred) ordinary, registered, single series, without par value shares, (ii) 556,823,985 (five hundred and fifty-six million, eight hundred and twenty-three thousand, nine hundred and eighty-five) ordinary, registered, single series, without par value shares, representing the variable portion of the Company's capital stock.

Hoteles City Express, S.A.B. de C.V.

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