

**SUMMARY OF RESOLUTIONS ADOPTED BY THE GENERAL EXTRAORDINARY SHAREHOLDERS'
MEETING OF GRUPO CARSO, S.A.B. DE C.V. HELD ON JUNE 23, 2016.**

A) The meeting resolved to add a new subsection p) to Article Three of the bylaws of Grupo Carso, S.A.B. de C.V. so that the Company may participate in all kinds of bids and tenders. The previous text of subsection p) became subsection q).

The text of the new subsection p) is:

“...p).- Venture into the different fields of engineering, including design and development of projects and construction of all kinds of civil, industrial and electro-mechanical works and installations; enter into all types of contracts with municipal, state or federal governments and decentralized agencies related to these activities; participate in all kinds of public or private bids or tenders to obtain rights, whether through the bidding proceedings, restricted invitations and/or direct adjudication, as a licensee, permit holder or contractor of the authorizations, licenses, permits, assignees or contracts in order to provide various services that the Company may offer when performing its corporate purpose. This includes the Company participating in bids or tenders called by the federal government or by the state or municipal governments, the Federal Electricity Commission (*Comisión Federal de Electricidad*), state-owned companies and decentralized public agencies in Mexico and abroad...”

B) The meeting also resolved to amend Article Six of the Company’s bylaws to include within its text the correct amount of the capital stock. It was detected that an error was made when determining the amount of the capital stock paid by Grupo Carso, S.A.B. de C.V. due to spin-off and as the spinning-off company, resulting in Inmuebles Carso, S.A.B. de C.V. and Minera Frisco, S.A.B. de C.V., as the spun-off companies, which spin-off was approved by the Extraordinary Shareholders’ Meeting held on November 4, 2010. The capital stock of Grupo Carso, S.A.B. de C.V. was set at \$542’798,006.56; however, it should have been \$644’312,978.69. The reason for this adjustment was that the amount of \$542’798,006.56 was reduced by the amount of the shares of the spinning-off company that were bought back and in the treasury on the date of the meeting. These totaled \$101’514,972.13; however, they did not affect the Company’s net worth.

Consequently, the text of Article Six of the bylaws is now:

“ARTICLE SIX. The capital of the Company is variable. The minimum fixed capital not entitled to be withdrawn is \$644’312,978.69 (six hundred and forty-four million three hundred and twelve thousand nine hundred and seventy-eight pesos 69/100), represented by 2,745’000,000 (two

billion seven hundred and forty five million) shares series A-1, ordinary, registered, without par value that are paid in full. The amount of the variable stock is represented by the number of shares comprising series A-2, ordinary, registered, without par value determined by the General Shareholders' Meeting that approves their issuance.”

C) It was resolved to expressly record that the remainder of the articles of the bylaws were not subject to change and will continue in full legal force and effect in their current terms.

D) It was resolved to designate as the special representatives of the Meeting Mr. Antonio Gómez García, the CEO of the Company as well as Messrs. Arturo Spínola García and Alejandro Archundia Becerra. They are invested with extensive powers to: a) appear before the notary public of their choice to formalize the minutes of the meeting and to file, by themselves or by their representatives, in the Public Registry of Commerce corresponding to the Company's headquarters, the necessary records; b) appear before the notary public of their choice so that based on the background information of the Company, they may transcribe the bylaws as amended, restated of Grupo Carso, S.A.B. de C.V.; c) execute the changes, adjustments, additions and amendments that are necessary or advisable to the minutes of the meeting that result from any observation or order from the competent authority and that the representatives consider admissible; d) prepare and publish the notices that may be necessary with respect to the resolutions adopted by the Meeting; e) issue the certificates of the minutes or of any part thereof and its annexes; and f) perform any actions or filings that are required so that the resolutions of the Meeting are properly and totally complied and formalized.

Moreover, it was resolved that, in exercise of their powers, any of the designated special representatives may act individually.