

**SUMMARY OF RESOLUTIONS ADOPTED BY THE GENERAL ANNUAL ORDINARY SHAREHOLDERS' MEETING OF GRUPO CARSO, S.A.B. DE C.V. HELD ON APRIL 27, 2023**

**"ONE.-** The report rendered by the CEO was admitted and approved according to its terms in compliance with the provisions of Article 44, section XI of the Stock Market Law and Article 172 of the General Law of Business Corporations. Mr. Antonio Gómez Garcia, CEO of the Company, submitted this report to the General Ordinary Shareholders' Meeting of GRUPO CARSO, S.A.B. DE C.V. with respect to the operations of the company for the fiscal year ended December 31, 2022. Attach a copy of this report to the minutes of this Meeting".

**"TWO.-** The report rendered by the Board of Directors to the General Ordinary Shareholders' Meeting of GRUPO CARSO, S.A.B. DE C.V. was admitted and approved according to its terms in compliance with the provisions of Article 172, section b) of the General Law of Business Corporations. This report contains the principal accounting and reporting policies and criteria followed in the preparation of the company's financial information for the fiscal year ended December 31, 2022. Attach a copy of this report to the minutes of this Meeting."

**"THREE.-** The report rendered by the Board of Directors to the General Ordinary Shareholders' Meeting of GRUPO CARSO, S.A.B. DE C.V. was admitted and approved according to its terms in compliance with the provisions of Article 28, section IV of the Stock Market Law. This report contains the activities and operations of the company for the fiscal year ended December 31, 2022. Attach a copy of this report to the minutes of this Meeting."

**"FOUR.-** The Financial Statements of GRUPO CARSO, S.A.B. DE C.V. to December 31, 2022 submitted by the Board of Directors to this General Ordinary Shareholders' Meeting are completely approved. These statements were audited by the public accounting firm, Galaz, Yamazaki, Ruiz Urquiza, S.C. Attach a copy of these financial statements to the minutes of this Meeting".

**"FIVE.-** In light of the preceding resolutions, the management of the Board of Directors for the fiscal year ended December 31, 2022 is hereby approved."

**"SIX.-** The shareholders were informed that GRUPO CARSO, S.A.B. DE C.V. satisfactorily met its tax obligations for the fiscal year 2021, thus complying with the obligations provided in Article 76, section XIX of the Income Tax Law and Article 116 of its Regulation, as well as Article 52, section III of the Federal Tax Code.

**"SEVEN.-** The following profit allocation was approved:

(Figures in thousands of pesos, except for dividends per share)

Accrued earnings according to the audited financial statements to December 31, 2021	:	\$ 92,166,341
Minus: stock buybacks	:	(442,944)
Less: acquisition of non-controlling interest of subsidiaries	:	(3,011,821)
Minus: dividends paid in 2022	:	(2,250,304)
Plus: effect due to stock buyback of Grupo Sanborns, S.A.B. de C.V.	:	5,693
Plus: profits for the fiscal year 2022	:	19,061,904

Minus: amount that will be allocated to pay a dividend to the shareholders of \$1.20 per each outstanding share, from the balance of the Company's 2013 Net Tax Income Account, payable in cash and/or in the Company's own Series A-1 shares or in a combination of both, divided in two installments of \$0.60 pesos per share.

: (2,697,576) **(1)**

No amount was separated for the legal reserve, since it was completely satisfied, according to the provisions of Article 20 of the General Law of Business Corporations. The balance of the legal reserve, as of December 31, 2022, totals \$381,635

The balance of accrued earnings that in addition to being available for the General Shareholders' Meetings of the Company is also available for the Board of Directors, except for the total amount of the legal reserve. The Board of Directors is invested with the power to distribute all or part, at its own discretion and as appropriate, to create or increase the reserves and/or to distribution it as dividend(s) to the shareholders of the Company.

: \$102,831,293 (2)

- (1) *Estimated figure considering a total of 2,247,980,049 outstanding shares as of April 25, 2023. This amount may vary depending on the shareholders' choice between receiving cash or shares or a combination of both.*
- (2) *Figure subject to decreases due to capital stock buybacks."*

**"EIGHT.-** It is resolved that the balance of accrued earnings, that is, the amount of \$102,831,293 (thousands of pesos), will be made available to the Company's Shareholders' Meeting and the Board of Directors, so that they may apply it totally or partially in the manner and terms that either of these bodies deems appropriate."

**"NINE.-** It is expressly authorized that the appropriate accounting entries be made related to the profit allocation as described in the eighth resolution above."

**"TEN.-** It is resolved to approve the payment of a cash dividend to shareholders equivalent to \$1.20 pesos per share from the balance of the Net Tax Profit Account for 2013, payable in two installments of \$0.60 pesos per share."

**"ELEVEN.-** It is resolved that the installments corresponding to the dividend declared by this Meeting will be paid, the first on June 30, 2023 and the second on December 20, 2023 (hereinafter, the "Payment Dates") with coupons Nos. 46 and 47, respectively, of the share certificate(s) representing the capital stock outstanding at the time the corresponding payments are made."

**"TWELVE.-** It is expressly authorized that the appropriate accounting entries be made related to the profit allocation approved by this meeting."

**"THIRTEEN.-** It is resolved that shareholders who opt to receive shares will be given series A-1 shares,

currently held by the Company (hereinafter, the "Shares"). The dates of the option granted herein will be disclosed by the Company through the applicable legal means; it being understood that such dates must be simultaneous for all the shareholders of the Company and prior to the Payment Dates. Likewise, it is resolved that those shareholders of the Company who do not express their decision to receive Shares on the exercise dates to be determined for such purpose, will receive the dividend payment only in cash."

**"FOURTEEN.**- As of the Payment Dates, shareholders will be entitled to receive the corresponding payment, either in cash or in Series A-1 shares or in a combination of both, according to the option chosen prior to such Payment Dates. Fractions of shares will not be provided; therefore, any balance not corresponding to a full share unit will be delivered to the shareholder in cash".

**"FIVETEEN.**- It is resolved that the right to receive cash or Series A-1 shares or a combination of both, corresponds to all the Company's shareholders, who may exercise their right, provided that they evidence their status as shareholders in terms of the applicable statutory and legal provisions and the information disclosed by the Company in the notices issued for such purpose. The Company will not charge any consideration to the shareholders for the exercise of their right, regardless of the option they choose. Likewise, it is noted that the election rights are not negotiable and that no separate negotiation or different value will be generated for shareholders who choose one option or the other".

"SIXTEEN.- It is resolved that, for their release and delivery, a value will be considered, for each of the Shares, equal to the value indicated in the following formula:

Each shareholder of Grupo Carso who elects to receive shares will be entitled to a number of shares equal to:

$$A = (NA * DA) / VA$$

Where:

- A: Means the Series A-1 shares, nominative, without par value, representing the capital stock of Grupo Carso, which will be received by the shareholders of Grupo Carso by reason of their election.
- NA: Means the total number of Series A-1 shares representing the capital stock of Grupo Carso owned by each shareholder on June 26 or December 14, 2023, as applicable.

DA: Means the amount of the payment of each of the installments of \$0.60 (sixty cents Mexican pesos) corresponding to the dividend of \$1.20 (one peso and twenty cents Mexican pesos) for each Series A-1 share representing the capital stock of Grupo Carso, outstanding on June 26 or December 14, 2023, as applicable.

VA: Means the last market event of the Series A-1 shares of Grupo Carso as of the day prior to the opening of trading on the Bolsa Mexicana de Valores, S.A.B. de C.V. on June 27 or December 15, 2023, as applicable."

"**SEVENTEEN.**- It is resolved that for purposes of the Company's corporate and accounting records, the value of the Shares will be considered at their subscription price and that, of such subscription price, for each of the new Shares: (i) an amount equal to the theoretical par value per share will be recorded for accounting purposes as capital stock of the Company; and (ii) the remainder will be recorded for accounting purposes as additional paid-in capital."

"**EIGHTEEN.**- It is noted and ratified that the dividend is paid out of the balance of the Net Tax Profit Account, referred to in the Income Tax Law, generated as of December 31, 2013 and restated to date."

"**NINETEEN.**- It is resolved that the amount of the dividend to be paid and the Shares to be delivered will depend on the repurchase or repositioning of the Company's own shares and any other corporate events that may occur and that, if applicable, modify the number of outstanding shares of the Company at the time of payment of the dividend."

"**TWENTY.**- The Secretary of the Board of Directors of the Company is hereby authorized to: publish the informative notice(s) about the dividend payment, by the means and on the dates deemed advisable and necessary according to the applicable legal provisions, and to make the corresponding entries in the corporate books in light of the resolutions adopted on this issue of the agenda."

"**TWENTY-ONE.**- It is noted that for purposes of the accounting and tax provisions applicable in Mexico, the subscription of the Shares scheduled for delivery to the shareholders on the Payment Dates, will be understood as an automatic and simultaneous reinvestment of profits and not a dividend in kind because when placed in circulation, the Company will allocate the share value to the authorized capital stock. Therefore, it will never be understood as a sale of shares by the Company, nor a generalized request for the waiver or transfer of shareholders' rights. The Company, has not made, nor does it make, with respect to the dividend, any kind of public efforts to sell its shares and/or public offering with respect to these."

**"TWENTY-TWO.-** It is resolved that neither the decree of the dividend nor its payment or the delivery of Shares implies an increase in the authorized capital stock of the Company nor will it imply an increase in the subscribed and paid-in shares of the Company."

**"TWENTY-THREE.** It is expressly agreed that the Company shall indemnify and hold harmless each director and substitute on the Board of Directors, the Chairman, the Honorary Life Chairman, the Vice Chairman, the Treasurer, the Secretary and the Assistant Secretary of such body, the Chief Executive Officer, as well as any other officers, employees, representatives and attorneys-in-fact, employees, delegates and attorneys-in-fact of the Company from any claim or liability they may incur before any person or authority as a result of any act in which they have intervened or may intervene because of the resolutions adopted with respect to this item of the agenda. The Company expressly agrees to be unlimitedly liable to such persons for any claim or liability that they may incur in this respect for any reason whatsoever and, if applicable, the Company will reimburse each of them for any and all amounts that they may have incurred, including attorneys' fees and other expenses."

**"TWENTY-FOUR.** The members of the Board of Directors of the Company are hereby appointed, so the Board of Directors will be comprised as follows:

**BOARD OF DIRECTORS**

**DIRECTORS**

**SUBSTITUTES**

- |                                      |                                |
|--------------------------------------|--------------------------------|
| 1.- Mr. Carlos Slim Helú             | -----                          |
| 2.- Mr. Carlos Slim Domit            | -----                          |
| 3.- Mr. Antonio Cosío Ariño          | Mr. Antonio Cosío Pando        |
| 4.- Mr. Arturo Elías Ayub            | Mr. Alfonso Salem Slim         |
| 5.- Mr. Claudio X. González Laporte  | Mr. Alejandro Aboumrad Gabriel |
| 6.- Mr. Daniel Hajj Aboumrad         | Mr. Antonio Gómez García       |
| 7.- Ms. Vanessa Hajj Slim            | -----                          |
| 8.- Mr. David Ibarra Muñoz           | Mr. Fernando G. Chico Pardo    |
| 9.- Mr. Rafael Moisés Kalach Mizrahi | -----                          |
| 10.- Mr. Patrick Slim Domit          | -----                          |
| 11.- Mr. Marco Antonio Slim Domit    | -----"                         |

**"TWENTY-FIVE.-** The following members of the board of directors are classified as independent: Antonio Cosío Ariño, Claudio X. González Laporte, David Ibarra Muñoz, Rafael Moisés Kalach Mizrahi, Antonio Cosío Pando, Alejandro Aboumrad Gabriel and Fernando G. Chico Pardo.

It is hereby noted that the Directors listed as Independent Directors fully satisfy the requirements for this qualification under Article 26 of the Stock Market Law".

**"TWENTY-SIX.-** The appointments of Mr. Carlos Slim Domit as Chairman of the Board of Directors, Mr. Patrick Slim Domit as Vice Chairman, Mr. Antonio Gómez García as Chief Executive Officer, Mr. Arturo Spínola García as Treasurer, Mr. Arturo Martínez Bengoa as Secretary and Mr. Josué Ramírez García as Assistant Secretary of the Board of Directors are ratified".

**"TWENTY-SEVEN.-** It is resolved to pay the members of the Board of Directors, Secretary and Assistant Secretary as reimbursement for the performance of their duties, the cash amount of \$42,000.00 M.N. (Forty-two Thousand 00/100 Mexican pesos), for their attendance at each board meeting. This payment will be subject to the appropriate tax withholdings".

**"TWENTY-EIGHT.-** It is resolved to ratify the members of the Corporate Practices and Audit Committee for the fiscal year 2023. Mr. Rafael Moisés Kalach Mizrahi is hereby ratified as Chairman of said Committee.

It is also noted that according to the provisions of the Stock Market Law, all members of the Corporate Practices and Audit Committee are independent directors and Rafael Moisés Kalach Mizrahi, C.P., is a financial expert with broad experience in business matters.

As a result, for the fiscal year 2023, the Corporate Practices and Audit Committee will be composed of the following members:

Rafael Moisés Kalach Mizrahi	President
Antonio Cosío Ariño	Member
David Ibarra Muñoz	Member"

**"TWENTY-NINE.-** It is resolved to set the amount of \$26,000.00 M.N. (Twenty-six Thousand 00/100 Mexican pesos), as reimbursement for the performance of their duties. This sum will be paid individually to the members of the Corporate Practices and Audit Committee, for their participation in the work of each committee meetings. This payment will be subject to the appropriate tax withholdings".

**"THIRTY.-** The allocations by the Company for its stock buyback in the sum of \$349,616,385.00 M.N. (Three Hundred and Forty-Nine Million Six Hundred and Sixteen Thousand Three Hundred and Eighty-Five 00/100 Mexican pesos) are ratified. These will be charged against the maximum amount of the Company's resources to buyback shares of capital stock. The amount of \$1,000'000,000.00 M.N. (One Billion 00/100 Mexican pesos) was established for such purposes by the General Ordinary Shareholders' Meeting held on April 28, 2022."

**"THIRTY-ONE.** It is resolved to reinstate in the amount of \$349,616,385.00 M.N. Three Hundred and Forty-Nine Million Six Hundred and Sixteen Thousand Three Hundred and Eighty-Five 00/100 Mexican pesos) the amount of the remainder pending to be exercised of the Company's resources for the acquisition of shares representing its capital stock, whose net amount as of the present date is \$650,383,615.00 M.N. (Six hundred and fifty million three hundred and eighty three thousand six hundred and fifteen pesos 00/100 Mexican pesos) ."

**"THIRTY-TWO.-** It is resolved to establish in the amount of \$1,000,000,000.00 (One billion pesos 00/100 national currency), effective from this date, the maximum amount of the resources for its stock buyback. This amount will be hereby allocated for such purpose during the remainder of fiscal year 2023 and, if applicable, thereafter."

**"THIRTY-THREE.-** It is approved for the Company to proceed with the buyback of its capital stock and charge it the maximum amount of resources, according to the applicable provisions of the Stock Market Law and according to the corresponding terms and conditions, without distinction, by the Board of Directors or any of the persons responsible for the acquisition and placement of its own stock that it has designated or may designate in the future. To this end, they will be invested with the following authorities without limitation:

- i)** to determine the charges to shareholders' equity and/or capital stock of the corresponding stock buybacks, including in such determination the conversion of these shares into treasury shares, in the event that the respective purchases are made with a charge to capital stock, in which case no resolution of the shareholders' meeting will be required;
- ii)** to determine the account(s) and/or reserves to which the purchases to be made against shareholders' equity will be specifically applied, expressly stating that such determination may include and affect net retained earnings;
- iii)** if necessary, to open one or more accounts and/or one or more shareholders' equity reserve(s) to charge the resulting stock buyback; and
- iv)** in general, to perform any acts and take all kinds of measures and determinations that may be necessary or advisable for the buyback and placement of the shares of capital stock of Grupo Carso, S.A.B. de C.V."

**"THIRTY-FOUR.-** The policies are ratified for the buyback and placement of the shares of capital stock of the Company previously adopted by the meeting of the Board of Directors held on July 18, 2016; however, provided that according to the applicable legal provisions, the Board of Directors may modify, update or extend such policies at any time, according to the needs of the Company."

**"THIRTY-FIVE.** It is expressly agreed that the Company indemnify and hold harmless each of the director and substitute member of the Board of Directors, the President, the Honorary Life Chairman, the Vice



President, the Treasurer, the Secretary, the Assistant Secretary and the Chief Executive Officer, the persons responsible for the buyback and placement of its shares of capital stock as well as any other officers, employees, representatives and attorneys-in-fact of the Company who participate in any way with this buyback and placement from any claim or liability they may incur before any kind of natural persons or legal entities, authorities and third parties in general, as a result of the policies and agreements regarding the purchase of treasury shares and the processing and performance of the corresponding transactions, in which case, the Company will be liable without limitation to such persons for any claim or liability that they may incur in this respect before third parties for any reason whatsoever and, if applicable, will reimburse each all of the corresponding amounts, including attorneys' fees and other expenses."

"**THIRTY-SIX.**- It is hereby ordered that the corresponding accounting entries be made to record the maximum amount authorized by the Company to perform transactions for its stock buyback as of this date and during the 2023 fiscal year until the date on which said amount is changed by a new resolution of this shareholders' meeting."

"**THIRTY-SEVEN.**- It is resolved to confer to Mr. Antonio Gómez García, Mr. Arturo Spínola García, Mr. Sergio Juventino Mendoza Rodríguez, Mr. Arturo Martínez Bengoa and Mr. Josué Ramírez García, the following powers of attorney to be exercised on behalf of Grupo Carso, S.A.B. de C.V.:

**A) General power of attorney for lawsuits and collections, ..."**

**B) General power of attorney for lawsuits and collections and acts of administration, ..."**

**C) General power of attorney for acts of administration, ..."**

**D) General power of attorney to subscribe negotiable instruments, ..."**

"**THIRTY-EIGHT.** Mr. Antonio Gómez García and Mr. Arturo Martínez Bengoa, respectively, are expressly authorized to appear before a notary public of their choice to formalize these minutes, in whole or in part, and in one or several instruments, and to sign the corresponding notary instrument(s), which may also be signed by Mr. Arturo Spínola García and Mr. Josué Ramírez García, who are hereby appointed as representatives for such purpose, for which they may act individually. Moreover, they will have the broadest powers, so that indistinctly either of them individually or their representatives may: a) appear before the Notary Public of their choice to formalize all or part of the minutes of this Meeting; b) they or their representatives may register the corresponding notary instrument in the Public Registry of Commerce of this City; c) issue the certified copies of the minutes or of any part thereof that may be necessary; d) make such amendments, adjustments, additions and changes to these minutes as may be

necessary or advisable resulting from any observation or order by a competent authority, and which the representatives consider appropriate; and e) make the publications that may be required and any other act to execute and fulfill the resolutions of this Meeting."

**"THIRTY-NINE.-** The Secretary of the Board of Directors is hereby authorized to issue authenticated copies of the minutes of this meeting."