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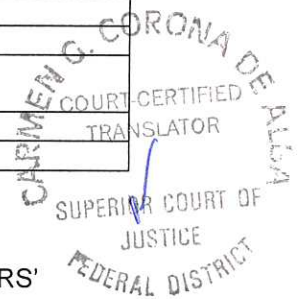
**Resolutions Adopted at the Annual Ordinary Shareholders' Meeting**

(Logo) **Grupo BMV**

DATE: 04 / 28 / 2015

**BOLSA MEXICANA DE VALORES, S. A. B. DE C. V. INFORMS:**

QUOTATION CODE	GSANBOR
CORPORATE NAME	GRUPO SANBORNS, S.A.B. DE C.V.
SERIES	
MEETING TYPE	ANNUAL ORDINARY SHAREHOLDERS' MEETING
DATE	04 / 27 / 2015
TIME	1:00 P.M.
ATTENDANCE PERCENTAGE	96.31%
RESOLVED TO CONFER RIGHTS?	Yes
DATE OF PAYMENT	06 / 19 / 2015
RIGHT	DIVIDEND IN CASH



**RESOLUTIONS**

RESOLUTIONS ADOPTED AT AN ANNUAL GENERAL ORDINARY SHAREHOLDERS' MEETING HELD BY GRUPO SANBORNS, S.A.B. DE C.V. ON APRIL 27, 2015.

"FIRST.- Those in attendance acknowledged and approved in its terms the report required to give compliance to the provisions article 44, section XI, of the Securities Market Law, and article 172 of the General Business Corporations Law. Said report was submitted by Mr. Patrick Slim Domit, Director General of the Company, to the Annual General Ordinary Shareholders' Meeting held by GRUPO SANBORNS, S. A. B. DE C. V. in connection with the operation of the company throughout the fiscal year ended as of December 31, 2014. A copy of said report is to be inserted in the file of the minutes of this Meeting."

"SECOND.- Those in attendance acknowledged and approved in its terms the report that, in order to give compliance to the provisions of article 172, paragraph b), of the General Business Corporations Law, was submitted by the Board of Directors at this Annual General Ordinary Shareholders' Meeting of GRUPO SANBORNS, S. A. B. DE C. V. in connection with the main accounting and reporting policies and criteria followed in the preparation of the financial information of the company throughout the fiscal year ended as of December 31, 2014. A copy of said report is to be inserted in the file of the minutes of this Meeting."

"THIRD.- Those in attendance acknowledged and approved in its terms report that in order to give compliance to article 28, section IV, paragraph e) of the Stock Market Law was submitted by the Board of Directors at this General Ordinary Shareholders' Meeting of GRUPO SANBORNS, S. A. B. DE C. V. in connection with the activities and operations of the company throughout the fiscal year ended as of December 31, 2014. A copy of said report is to be inserted in the file of the minutes of this Meeting."

"FOURTH.- Those in attendance acknowledged and approved in every respect the Financial Statements of GRUPO SANBORNS, S. A.B. DE C. V. as of December 2011 submitted by the Board of Directors at this Annual General Ordinary Shareholders' Meeting. Said Financial Statements were scrutinized by the Public Accountants firm Galaz, Yamazaki, Ruiz Urquiza. A copy of said Financial Statements is to be inserted in the file of this Meeting."

"FIFTH.- In view of the preceding resolutions, the administration by the Board of Directors during the fiscal year ended as of December 31, 2014 is hereby approved."

"SIXTH.- The shareholders were informed that Grupo Sanborns, S.A.B. de C.V. met satisfactorily its fiscal obligations during the fiscal year 2012; accordingly, the obligation set forth in article 76, section XIX, of the Income Tax Law, article 93-A of its regulations, and article 52, section III, of the Federal Fiscal Code are deemed complied with."

"SEVENTH.- It is hereby resolved to approve the following application of earnings:

FIGURES IN THOUSANDS OF PESOS

Distributable earnings pursuant to the 2014 Financial Statements:	\$ 2'921,988
Balance of earnings from previous fiscal years:	\$ 13'314,630
Balance of distributable earnings accrued as of the closing date of fiscal year 2014:	\$ 13'973,350

The legal reserve Fund of the Company has been completed in terms of article 20 of the General Business Corporation Law.

"EIGHTH. It is hereby resolved to pay a dividend in cash for an amount of up to Mex. Pesos 1,955'646,102.48 to the debit of the Net Taxable Earnings Account at the rate of Mex. Pesos 0.84 (Zero Pesos 84/100 Mex. Cy.) for each of the 2,328,150,122 Series B-1 shares fully subscribed to and paid for, that represent the capital stock, to the exclusion of 53,849,878 Treasury stock as of April 24, 2015."

"NINTH. It is hereby resolved that the payment of the above referred dividend be made directly by the company to the shareholders in two equal installments of Mex. Pesos 0.42 (Zero Pesos 42/100 Mex. Cy) for each of the 2,328,150,122 Series "B-1" shares duly subscribed to and paid for, with the first installment being paid starting on June 19, 2015 and the second installment being paid starting on December 18, 2015 against delivery of Coupons N° 5 and 6, respectively, of Provisional Share Certificate N° 1 currently on deposit at SD Indeval, Institución para el Depósito de Valores, S. A. de C. V."

"TENTH. It is resolved that the balance of retained earnings after payment of the dividend authorized in the preceding resolution, namely the amount of Mex. Pesos 12'017,703,544.69 Mex. Cy is made available to the Shareholders' Meeting of the Company and the Board of Directors for the full or partial application thereof in the form and terms that any of these entities may deem convenient."

"ELEVENTH. It is expressly authorized to post the respective accounting entries, as derived from the application of earnings and the payment of a dividend in cash in terms of the eighth resolution hereof.

"TWELFTH. The members of the Board of Directors of the Company are hereby ratified. Accordingly, said Board shall be comprised by the following persons:

NAME	POSITION
Carlos Slim Domit	Chairman
Carlos Slim Helú	Director
Patrick Slim Domit	Director
Johanna Monique Slim Domit	Director
Isaac Massry Nakash	Director
Juan Antonio Pérez Simón	Independent Director



José Kuri Harfush	Independent Director
Antonio Cosío Pando	Independent Director
Pablo Roberto González Guajardo	Independent Director
Juan Rodríguez Torres	Independent Director
Angel Eduardo Peralta Rosado	Independent Director
José Manuel Campo y Menéndez	Alternate Director
Pablo Andrés Guzmán Rivera Río	Alternate Director
Edgar Smolensky Kirchner	Alternate Director

It is informed that the Directors identified as independent directors have met the requirements for said qualification in terms of Article 26 of the Stock Market Law.

“THIRTEENTH.- The appointments of Mr. Carlos Slim Domit as Chairman of the Board of Directors, Mr Patrick Slim Domit as Director General of the Company, and Mr. Arturo Martínez Bengoa as Secretary of the Board of Directors, are hereby ratified.”

“FOURTEENTH.- It is hereby resolved to pay to the members of the Board of Directors an amount in cash of Mx. Pesos 15,000.00 (Fifteen thousand Pesos 00/100 Mexican Currency) as compensation for their attendance at each Board meeting on the understanding that the above payments will be subject to the relevant tax withholdings.”

“FIFTEENTH.- It is hereby resolved to ratify the positions of the members of the Auditing and Corporate Practices Committee of the Company for fiscal year 2015.”

It is also stated that in terms of the provisions of the Stock Market Law, all the members of the Auditing and Corporate Practices Committee are to be considered Independent Directors.”

As a consequence of the above, during the fiscal year 2015, the following persons shall comprise the Auditing and Corporate Practices Committee:

José Kuri Harfush	Chairman
Juan Antonio Pérez Simón	Member
Antonio Cosío Pando	Member



“SIXTEENTH. It is hereby resolved to fix an amount of Mx. Pesos 15,000.00 (Fifteen thousand Pesos 00/100 Mexican currency) as compensation for the performance of their duties. This compensation will be paid individually to the members of the Auditing and Corporate Practices Committee for their participation at the meetings held by said Committee, it being understood that the same will be subject to the relevant tax withholdings.”

“SEVENTEENTH.- In terms of article 56, section IV, of the Stock Market Law, the amount of Mx. Pesos 2,500'000,000.00 (Two thousand five hundred millions Pesos 00/100 Mexican currency) is hereby approved as the maximum amount of proceeds to be allocated by the Company to the acquisition of shares representing its own capital stock. Said amount shall be available until its depletion or until the date on which the Shareholders' Meeting shall adopt a new decision on this particular.”

“EIGHTEENTH.- Mr. Patrick Slim Domit and Mr. Mario Enrique Bermúdez Dávila are the officers designated to direct and authorize the operations related to the acquisition and placement of the Company's shares, and these powers may be exercised jointly or severally, without limitation, and in the amounts authorized to such effect.”

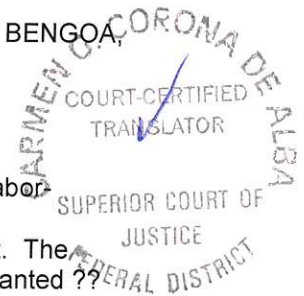
"NINETEENTH.- The policies ruling the acquisition and placement of shares representing the capital stock of the Company and previously adopted at the General Extraordinary Shareholders' Meeting held on January 29, 2013 are hereby ratified, on the understanding that in terms of applicable legal provisions, the Board of Directors may amend, update or expand said policies at any time, based on the needs of the Company."

"TWENTIETH.- It is expressly resolved that the Company shall hold each of the members of the Board of Directors, the Chairman, the Secretary and the Director General, the persons entrusted the acquisition and placement of the Company's shares, as well as any other officers, employees, delegates and legal representatives of the Company who shall be engaged in any respect in the purchase and placement by the Company of the shares representing its capital stock, harmless from any claim or liability they may incur before any and all individuals or corporations, authorities and third parties in general, as a consequence of the implementation of the policies and resolutions related to the purchase of the Company's shares, including the processing and execution of the respective operations, in which case the Company shall be unrestrictedly answerable vis-à-vis said persons for any claim or liability or liability they may incur to the effect for any reason whatsoever, and, as the case may be, for the reimbursement to each of them of any and all amount they may have disbursed, including attorney's fees and other expenses"

"TWENTY-FIRST.- It is hereby instructed to post the respective accounting entries in order to register the maximum amount authorized by the Company for the operations related to the acquisition of its own shares effective on this date and throughout the fiscal year 2015, and until the date on which said amount is amended by means of a new resolution of this Shareholder's Meeting."

"TWENTY-SECOND.- It is hereby resolved to confer upon Mr. ARTURO MARTINEZ BENGEOA, the following powers and authority:

- A) A power of attorney for Litigation and Collections ?
- B) A power of attorney for Acts of Administration ?
- C) A power of attorney Litigation and Collections and Acts of Administration in Labor related Matters ??
- D) A power of attorney to substitute or delegate these powers, in whole or in part. The attorney-in-fact is also authorized to revoke the substitutions or powers granted ??



"TWENTY-THIRD.- Messrs. Patrick Slim Domit, Arturo Martínez Bengoa and Mario Enrique Bermúdez Dávila are hereby designated Special Deputies of this Meeting so that any of them may individually, whenever required: a) appear before the Notary Public of their preference to formalize the minutes of this Meeting in whole or in part; b) register, by themselves or through the persons they may appoint, the respective notarial transcript in the Public Registry of Commerce of this City; c) issue the certifications of these minutes or any portion thereof, as required; d) carry out such amendments, adaptations, additions and adjustments to these minutes as may be deemed necessary or convenient based on the remarks or instructions of the competent authority, provided they are considered appropriate by the Delegates; and e) carry out such publications or acts as may be required to execute and enforce the resolutions issued at this Meeting."

The undersigned Carmen Graciela Corona de Alba, court-certified translator by designation of the Superior Court of Justice of the Federal District as per Judicial Gazette N° 128 dated Aug. 7 2013 hereby certifies that the above is a faithful translation into English of the enclosed document in Spanish.

May 8, 2015

A large, stylized handwritten signature in blue ink, appearing to be "Carmen", written over a horizontal line.