

**SUMMARY OF THE AGREEMENTS ADOPTED AT
THE ORDINARY STOCKHOLDERS GENERAL ASSEMBLY
OF GRUPO CARSO, S.A.B. DE C.V., HELD ON APRIL 29, 2010**

ORDINARY STOCKHOLDERS GENERAL ASSEMBLY

- A) Note was taken of the Stockholders' letter that was read by the Chairman of the Board of Directors.
- B) Was rendered and approved in its terms the General Director's report, which was presented to the Assembly, in relation to the operations and course of business of Grupo Carso, S.A.B. de C.V. during the fiscal year that ended on December 31, 2009.
- C) Were rendered and approved in its terms the Board of Directors' report about the main accounting and information policies and criteria followed while preparing the financial information for fiscal year 2009 and associated to the operations and activities in which the said body was involved pursuant to the provisions of the Securities Market Law.
- D) Due note was taken of the Audit and Corporate Practices Committee report, on the terms that it was presented to the Assembly.
- E) Due note was taken of the External Auditor's Opinion, and Board of Directors' opinion about General Director's report which refers to the Securities Market Law.
- F) Were rendered and approved in all of its parts the consolidated financial statements of Grupo Carso, S.A.B. de C.V. and subsidiaries to December 31, 2009.
- G) For the effects of the provisions on article 93-A of Income Tax Law regulation, the assembly was duly informed about the Corporation's compliance with fiscal obligations, on the terms in which it was informed on this matter.
- H) The following was approved:

DISTRIBUTION OF PROFITS

In thousands of pesos, except for dividends per stock

Accrued profits according to the financial statements with auditor's opinion to December 31, 2009, which include the net profit of the fiscal year 2009 for the amount of \$6,390,360 : \$41,243,391

Minus: Profits assigned to the acquisition of own stocks during the period between January 1st and April 29, 2010, consistent with what has been authorized by the Ordinary Stockholders General Assembly held on April 26, 2007: 261,285

Minus: the amount that shall be assigned to pay a dividend to the stockholders for \$0.66 per every outstanding stock, coming from the balance of the Net Profit Tax Account, payable in two equal exhibits of \$0.33 per stock for each one: 1,529,732(1)

No division is made for the legal reserve, in virtue that it is satisfied pursuant to article 20 of the Mexican Corporate Law.

The balance of the legal reserve to December 31, 2009 amounts to \$381,635.

Balance of accrued profits which in addition of being at the disposal of the Corporation's Stockholders General Assembly, also remains at the disposal of the Board of Directors, except for the total amount of the legal reserve, delegating in this latter body the broadest powers so it may allocate it, totally or partially, as it deems and is appropriate, to create or increase the reserves and/or to distribute it as dividend(s) to the Corporation's stockholders: \$39,452,374 (2)

(1) Estimated account considering a total of 2,317,776,300 outstanding stocks to the date of this Assembly.

(2) Amount subject to the reduction for acquisitions of stocks accounting for capital stock, in accordance to the Ordinary Stockholders Assembly resolutions that apply, or by applying the Financial Information Standards.

I) The exhibits corresponding to the cash dividend resolved by the Assembly, coming from the balance of the Net Tax Profit Account, shall be paid as of May 18 and October 19, 2010, in exchange of coupons 20 and 21 respectively, of the certificates accounting for the capital stock in effect at the time the corresponding payments are made.

J) It was expressly authorized to immediately run the appropriate accounting entries, in order to apply the approved profit.

K) It was resolved to increase in the amount of \$1,500'000,000.00 DOMESTIC CURRENCY (ONE BILLION FIVE HUNDRED MILLION PESOS 00/100 DOMESTIC CURRENCY) additional, as at the time the Assembly is held, the remainder amount pending to be exercised of the Corporation's resources for the acquisition of stocks accounting for its capital stock or credit certificates that account for said stocks, thus net amount is \$2,505'109,086.00 DOMESTIC CURRENCY, (TWO BILLION FIVE HUNDRED FIVE MILLION ONE HUNDRED NINE THOUSAND EIGHTY-SIX PESOS 00/100 DOMESTIC CURRENCY), with which, the maximum authorized amount of said resources has been established up to the amount of \$4,005'109,086.00 DOMESTIC CURRENCY (FOUR BILLION FIVE MILLION ONE HUNDRED NINE THOUSAND EIGHTY-SIX PESOS 00/100 DOMESTIC CURRENCY), that to the effect may be applied, until it runs out, during the rest of the fiscal year 2010, and if such were the case, or after the same; being considered for the adoption of this agreement, the accrued profits to December 31, 2009.

L) Were ratified the distributions that the Corporation has made to buy own stocks for the amount of \$788'473,911.00 DOMESTIC CURRENCY, (SEVEN HUNDRED EIGHTY-EIGHT MILLION FOUR HUNDRED SEVENTY-THREE THOUSAND NINE HUNDRED ELEVEN PESOS 00/100 DOMESTIC CURRENCY), charged to the maximum amount of the resources for up to the amount of \$3,293'582,997.00 DOMESTIC CURRENCY (THREE BILLION TWO HUNDRED NINETY-THREE MILLION FIVE HUNDRED EIGHTY-TWO THOUSAND NINE HUNDRED NINETY-SEVEN PESOS 00/100 DOMESTIC CURRENCY), which was established for said effect by the Ordinary Stockholders General Assembly held on April 26, 2007.

M) It was approved that the Corporation proceeds to carry out, charged to the new maximum amount of resources that has been authorized, acquisitions of stocks accounting for its capital stock or credit certificates that account for said stocks, pursuant to the provisions of the Securities Market Law that apply, and under the terms and conditions decided, indistinctly by the Board of Directors, the General Director or any other person responsible for the acquisition and placement of own stocks that are designated or that may be designated in the future, therefore will have to have, including but not limited to, and as deemed necessary or convenient, with the following powers: **i)** determine the charges to shareholders equity and/or capital stock the corresponding stock acquisitions; **ii)** determine the account or accounts and /or reserves to which will specifically be charged for the acquisitions that may be made charged to the shareholders equity, expressly specifying that said determination may include and affect the accrued net profits; **iii)** if necessary, to create one or more accounts and/or one or more reserves of the shareholders equity to charge the acquisition of stocks that come as a result; and **iv)** in general, to carry out any acts and take all kinds of measures and decisions deemed

necessary or convenient to carry out the acquisition, holding, and placement of stocks accounting for the capital stock of Grupo Carso, S.A.B. de C.V.

N) It was expressly agreed that the Corporation holds each one of the proprietor and substitute members of the Board of Directors, the Chairman, the Vice-president, the Treasurer, the Secretary and the Pro-secretary of the said body, the General Director, and the persons responsible for the acquisition and placement of own stocks, as well as any other of the executives, employees, delegates and attorneys-in-fact of the Corporation, whom on behalf of the Corporation in any way be involved in relation to the purchase and placement of stocks accounting for its capital stock, harmless from any claim or responsibility in which they may have incurred before all kinds of natural persons or corporate entities, authorities and third parties in general, resulting from the execution of the policies and agreements for the acquisition of own stocks and the formalities and execution of the corresponding operations. The Corporation obliges itself expressly to respond in an unlimited way before said persons for any claim or responsibility in which to that regard they may have incurred before third parties for any reason and, if such were the case, the Corporation shall reimburse to each one of them, all and each of the amounts that for said cause they would have disbursed, including attorneys professional fees and other expenses.

O) Were expressly ratified the policies and agreements about the acquisition of own stocks with regard to this matter govern the Corporation, under the terms that, at the same time, had been ratified by the Ordinary Stockholders General Assembly held on April 26, 2007.

P) It was authorized, in accordance with the execution of the resolutions adopted by the Assembly, be run in due time, the appropriate accounting entries.

Q) It was expressly ratified the management of the Board of Directors and of the General Director for the fiscal year 2009, and consequently, were released the persons that acted as Board Members during the aforementioned fiscal year and the said executive of any responsibility in which they may have incurred in the legal performance of their respective positions.

R) It was resolved that the Board of Directors of Grupo Carso, S.A.B. de C.V., hereinafter, shall be integrated as follows:

PROPRIETOR BOARD MEMBERS**SUBSTITUTE BOARD MEMBERS**

1.- MR. CARLOS SLIM DOMIT	MR. EDUARDO VALDÉS ACRA
2.- MR. RUBÉN AGUILAR MONTEVERDE	MR. JULIO GUTIÉRREZ TRUJILLO
3.- MR. ANTONIO COSÍO ARIÑO	MR. ANTONIO COSÍO PANDO
4.- MR. ARTURO ELÍAS AYUB	MR. ALFONSO SALEM SLIM
5.- MR. CLAUDIO X. GONZÁLEZ LAPORTE	-----
6.- P.A. JOSÉ HUMBERTO GUTIÉRREZ OLVERA	MR. ANTONIO GÓMEZ GARCÍA
7.- MR. DANIEL HAJJ ABOUMRAD	MR. CARLOS HAJJ ABOUMRAD
8.- MR. DAVID IBARRA MUÑOZ	MR. FERNANDO G. CHICO PARDO
9.- P.A. RAFAEL MOISÉS KALACH MIZRAHI	-----
10.- MR. JOSÉ KURI HARFUSH	MR. IGNACIO COBO GONZÁLEZ
11.- P.A. JUAN ANTONIO PÉREZ SIMÓN	-----
12.- MR. FERNANDO SENDEROS MESTRE	-----
13.- MR. PATRICK SLIM DOMIT	MR. ALEJANDRO ABOUMRAD GABRIEL
14.- MR. MARCO ANTONIO SLIM DOMIT	MR. LUIS MANUEL HERNÁNDEZ GARCÍA
15.- MR. FERNANDO SOLANA MORALES	-----

S) Note was taken of the profile of the Board Members that were presented to the assembly, and was put on record that the Board of Directors may assign Provisional Board Members, pursuant to the Securities Market Law.

T) It was resolved that the Board Members shall remain in their positions for a term starting on the date of the assembly and up to the date in which the Ordinary Stockholders General Assembly foreseen by Article 172 of the Mexican Corporate Law, that shall be informed about the course of business of the Corporation during fiscal year 2010, without prejudice of what is set forth on Article 24 of the Securities Market Law.

U) Were qualified as independent the following Board of Directors members Mr. Rubén Aguilar Monteverde, Mr. Antonio Cosío Ariño, Mr. Claudio X. González Laporte, Mr. David Ibarra Muñoz, Mr. Rafael Moisés Kalach Mizrahi, Mr. José Kuri Harfush, Mr. Juan Antonio Pérez Simón, Mr. Fernando Senderos Mestre, Mr. Fernando Solana Morales, Mr. Julio Gutiérrez Trujillo, Mr. Antonio Cosío Pando, Mr. Fernando G. Chico Pardo, Mr. Ignacio Cobo González, Mr. Alejandro Aboumrad Gabriel and Mr. Luis Manuel Hernández García, based on the documents that are in the Corporation's power, and in enforcing what is set forth on article 26 of the Securities Market Value.

V) It was resolved to ratify the Board Members of the Board of Directors as follows: Mr. Carlos Slim Domit, Chairman; Mr. Patrick Slim Domit, Vicepresident; Mr. Quintín Humberto Botas Hernández, Treasurer; Mr. Sergio F. Medina Noriega, Secretario; and Mr. Alejandro Archundia Becerra, Pro-Secretary; these three latter without being part of the Board. The aforesaid was agreed without prejudice to the powers which the by-laws grant to the Board of Directors concerning the appointment of the executives of the said body of the Corporation.

W) It was resolved to ratify Mr. José Kuri Harfush in the position of Chairman of the Audit and Corporate Practices Committee, as well as, the other members of the said body, unless that the Board of Directors agrees in the future to modify the integration of said Committee, while exerting the powers granted to that regard, except for what corresponds to the appointment of the Chairman of the Committee in reference.

X) It was resolved to establish \$18,000.00 domestic currency, the professional fees that in an individual way shall be paid to the Board Members, the Secretary and, if such were the case, the Pro-Secretary, for each meeting of the Board of Directors they attend, remaining subject the payment of the appropriate tax withdrawals, and that the professional fees of the Board members for their services as Chairman or members of the Committees shall be those that, in its case, would have been established or in the future may be established by the Board of Directors of the Corporation.

Y) It was resolved to appoint as Special Delegates of the Assembly Mr. José Humberto Gutiérrez Olvera Zubizarreta, Mr. Quintín Humberto Botas Hernández, Mr. Sergio F. Medina Noriega and Mr. Alejandro Archundia Becerra, who shall have the broadest power to: a) Appear before Notary Public of their choice to notarize in full or part of the minutes of the assembly b) Make the formalities at the Commerce Public Record the appropriate registrations, themselves or by another person or persons appointed by them; c) Prepare and publish the notices deemed as appropriate in relation to the resolutions adopted by the Assembly; d) Issue certificates of the minute or of any of its parts, as well as all those certifications deemed as necessary or convenient to issue and that are in relation to the Assembly; and e) Undertake any action and formalities required so that the resolutions of the Assembly be duly and totally done and formalized. Likewise, it was resolved that, while exerting their powers may indistinctly act individually, the General Director or any of the appointed Special Delegates.