

**SUMMARY OF THE AGREEMENTS ADOPTED AT THE ORDINARY STOCKHOLDERS
GENERAL ASSEMBLY OF GRUPO CARSO, S.A.B. DE C.V., HELD ON THE 30TH DAY OF
APRIL 2009.**

ORDINARY STOCKHOLDERS GENERAL ASSEMBLY

A) Note was taken of the Letter read by the Chairman of the Board of Directors to the Stockholders on the day of the Assembly.

B) Was formally placed on the record as rendered and approved on its terms the General Director's report that was submitted to the Assembly, in relation to the course of business and operations of Grupo Carso, S.A.B. de C.V. during the fiscal year that ended on the 31st of December 2008.

C) Were formally placed on the record as submitted and approved on their terms, the Board of Directors reports on the main politics and accounting and information criteria followed while preparing the financial information for fiscal year 2008 and in relation to the operations and activities in which such body intervened according to the provisions of the Ley del Mercado de Valores.

D) Due note was taken of the Corporate Practices and Audit Committee report, on the terms in which it was submitted to the Assembly.

E) Due note was taken of the External Auditor's Expert Opinion, and of the opinion of the Board of Directors on the General Director's Report to which refers the Ley del Mercado de Valores.

F) Were formally placed as submitted and approved in all of their parts the consolidated financial statements of Grupo Carso, S.A.B. de C.V. and subsidiaries, to the 31st of December 2008.

G) For the effects of the provisions of article 93-A of the Reglamento de la Ley del Impuesto Sobre la Renta, the assembly was duly informed about the fulfillment of the Corporation's tax obligations, on the terms in which the matter was reported.

H) Were approved the following:

ALLOCATION OF PROFITS

In thousands of pesos, except for dividends per share

Profits accrued according to the financial statements certified to the 31st of December 2008, which include the net profit for fiscal year 2008 for the amount of \$6,545,216: \$36,568,221

Minus: Amount that shall be applied to pay a cash dividend to the stockholders of \$0.60 per each outstanding share, coming from the Net Profit Tax Account, payable in a single lump sum : 1,395,891(1)

There is no split whatsoever made for the legal reserve, in virtue that it is satisfied on the terms of the provisions of article 20 of the Ley General de Sociedades Mercantiles.

The balance of the legal reserve to the 31st of December 2008 amounts to \$381,635.

Accrued Profits Balance that, in addition of being available to the Stockholders General Assembly of the Corporation, are also made available to the Board of Directors, except for the total amount of the legal reserve, delegating in the latter body the broadest powers to allocate it, fully or partially, according to what it deems and be appropriate, for the integration or increase of reserves and/or to their allocation as dividend(s) to the stockholders of the Corporation: \$35,172,330 (2)

(1) Estimated amount considering a total of 2,326,485,500 outstanding shares up to date of the Assembly hereby.

(2) Amount subject to reductions for acquisition of stocks representing the stock capital, according to the resolutions that apply in the Stockholders Ordinary Assembly held on the 26th day of April 2007, up to the present moment in full legal force and effect, or by applying the Financial Information Standards.

I) The lump sum corresponding to the cash dividend declared by the Assembly, coming from the balance of the net profit tax account, shall be paid as of the 18th of May 2009, in exchange of the coupon 19 of the securities representing the stock capital valid at the time the corresponding payment is made.

J) It was expressly authorized to run immediately the accounting entries deemed appropriate, due to the allocation of profits approved.

K) It was expressly ratified the Board of Directors and the General Director's management for fiscal year 2008, and thereby, released all persons acting as Members of the Board during the fiscal year mentioned, and to said executive, of any liability, in which he could have incurred during the legal performance of their respective positions.

L) The Assembly ratified and made its own Resolution: IV.3.3. adopted during the discussion of item IV.3. on the Agenda of the Board of Directors meeting held on the 10th of November 2009, regarding the issuance of short term unsecured marketable certificates for up to 5,000 million pesos, thus text is the following: "IV.3.3. It is agreed to hold harmless each one of the rightful and substitute members of the Board of Directors, and the Chairman, vice-chairman, treasurer,

Secretary and Assistant Secretary of said body, to the Special Delegates appointed, as well as to the General Director and the attorneys-in-fact of the Corporation, from and against any claim or liability they would have incurred before any person or authority and third parties in general, as a consequence of the execution of the operation(s) regarding the preceding Resolutions, the Corporation expressly binds itself to respond in an unlimited way before such a person for any claim or liability in which to that regard would have incurred by any cause, and if that were the case, the Corporation shall reimburse each and every one of them and each one of the amounts that for such a matter they would have disbursed, including attorneys' fees and other expenses".

M) It was expressly accepted the resignation of Mr. Lic. Agustín Santamarina Vázquez to the position of Rightful Member, and were ratified in their corresponding positions, the rest of the persons that at present act as rightful members and substitute members of the Corporation. Therefore, the Board of Directors of Grupo Carso, S.A.B. de C.V., has been constituted as follows:

RIGHTFUL MEMBERS

SUBSTITUTE MEMBERS

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

N) Note was taken of the profiles of the Board Members that were presented to the assembly.

O) It was resolved that the board members shall last in their position during the term commencing on the date of the assembly and until the time in which the Ordinary Stockholders General Assembly is held foreseen on Article 172 of the Ley General de Sociedades Mercantiles, which shall have acknowledged the report on the course of business of the

Corporation during the fiscal year 2009, without prejudice of the provisions on Article 24 of the Ley del Mercado de Valores.

P) Were qualified as independents the following members of the Board of Directors: Mr. Rubén Aguilar Monteverde, Ing. Antonio Cosío Ariño, Ing. Claudio X. González Laporte, C.P. Rafael Moisés Kalach Mizrahi, Lic. José Kuri Harfush, C.P. Juan Antonio Pérez Simón, Lic. Fernando Senderos Mestre, Lic. Fernando Solana Morales, Ing. Julio Gutiérrez Trujillo, Ing. Antonio Cosío Pando, Lic. David Ibarra Muñoz, Lic. Ignacio Cobo González, Lic. Alejandro Aboumrad Gabriel e Ing. Luis Manuel Hernández García, based on the documents which are in possession of the Corporation, and when applying the provisions of article 26 of the Ley del Mercado de Valores.

Q) It was resolved to ratify the executive of the Board of Directors as follows: Lic. Carlos Slim Domit, Chairman; Lic. Patrick Slim Domit, Vice-chairman; C.P. Quintín Humberto Botas Hernández, Treasurer; Lic. Sergio F. Medina Noriega, Secretary; and Lic. Alejandro Archundia Becerra, Assistant Secretary; these three last ones without being part of the Board. The aforesaid was agreed without prejudice of the powers that in the by-laws are granted to the Board of Directors regarding the appointment of the executives of said body of the Corporation.

R) It was resolved to ratify Lic. José Kuri Harfush in his position as Chairman at the Corporate Practices and Audit Committee, moreover, to expressly accept the resignation of Lic. Agustín Santamarina Vázquez to his position as member of the said Committee as well, and to approve that for the moment being, to make no further changes related to the rest of the members of such body.

S) It was resolved that \$17,000.00 M.N. will be the fees that individually will be paid to the Board Members, the Secretary, and in its case, to the Assistant Secretary , for each Board of Directors meeting they attend to, being subject the payment for appropriate tax withdrawals and that the fees of the Board Members for their services as Chairman or members of the committees shall be the one that, in its case, would have been decided by or in the future shall the Board of Directors of the Corporation.

T) It was acknowledged and appreciation was expressed in a very special way to Mr. Agustín Santamarina Vázquez for services he provided to the Corporation, when acting in his positions of Rightful Member and member of the Corporate Practices and Audit Committee, who was released from any liability in which he may have incurred when performing his functions.

U) It was resolved to appoint as Special Delegates of the Assembly Messrs. C.P. José Humberto Gutiérrez Olvera Zubizarreta, C.P. Quintín Humberto Botas Hernández, Lic. Sergio F. Medina Noriega and Lic. Alejandro Archundia Becerra, whom shall have the broadest powers to: a) appear before and formally request a Notary Public, of their choice, to attest totally of partially the minute of the assembly; b) file and process the appropriate inscriptions at the Public Commercial Registry, on their own or by a person they assign; c) prepare and publish the notice(s) they deem appropriate in relation to the resolutions adopted by the Assembly; d) issue

certifications of the minute or of any part contained in it, as well as all other certifications that may be necessary or convenient to issue and that are related to the Assembly; and e) carry out any action or formality required so that the resolutions of the Assembly be duly and entirely fulfilled and legalized. Likewise, it was resolved, that when exerting their powers, the General Director or any of the Special Delegates appointed may act indistinctly and separately.