



Kimberly-Clark de México, S.A.B. de C.V.

GENERAL SHAREHOLDERS MEETING NOTICE

By resolution of the Board of Directors of **KIMBERLY-CLARK DE MÉXICO, S.A.B. DE C.V.** (the "Company"), held on February 12, 2019, the shareholders of the Company are called to the **Ordinary and Extraordinary General Annual Shareholders Meeting**, which will be held on February 28th, 2019, starting at 11:00 a.m., on the 10th floor of the building located at Jaime Balmes No. 8, corner with Av: Ejército Nacional, Col. Los Morales Polanco, Miguel Hidalgo, C.P. 11510, Ciudad de México, to deal with matters contained in the following:

AGENDA

- I. Presentation and, if appropriate, approval of the report of the General Director prepared in accordance with article 172 of the General Corporations Law (*Ley General de Sociedades Mercantiles*), together with the report of the external auditor, regarding the operations and results of the Company for the fiscal year ended on December 31st, 2018, as well as the opinion of the Board of Directors on the content of said report; presentation and, where appropriate, approval of the report of the Board of Directors referred to in article 172, paragraph b) of the General Corporations Law (*Ley General de Sociedades Mercantiles*), which contains the main accounting policies and criteria and information followed in the preparation of the Company's financial information; presentation and, where appropriate, approval of the Financial Statements of the Company as of December 31st, 2018, and application of the results for the year; presentation and, where appropriate, approval of the report regarding compliance with the tax obligations charged to the Company; presentation and, if appropriate, approval of the annual report on the activities carried out by the Audit and Corporate Practices Committee. Resolutions in this regard.
- II. Appointment and/or ratification of the members of the Board of Directors, owners and alternates, as well as the Chairman of the Audit and Corporate Practices Committee and Secretary of the Board of Directors; qualification on the independence of the members of the Board of Directors of the Company, pursuant to the provisions of article 26 of the Securities Market Law (*Ley del Mercado de Valores*). Resolutions in this regard.
- III. Remuneration to the members of the Board of Directors and of the different Committees, Owners and Alternates, as well as to the Secretary of the Board of Directors of the Company. Resolutions in this regard.
- IV. Presentation and, if applicable, approval of the report of the Board of Directors on the Company's policies regarding the acquisition of its own shares and, where applicable, their placement. Resolutions in this regard.

- V. Presentation and, if applicable, approval of a proposal by the Board of Directors to pay in cash the amount of \$1.55 Mex. Cy. (One peso 58/100 Mexican Currency) per share, to each of the ordinary, nominative shares, without expression of nominal value, in circulation of Series "A" and "B", by means of a cash refund for capital reduction, through 4 (four) exhibitions, each one of \$0.3875 Mex. Cy. per share, on April 4th, July 4th, October 3rd and December 5th, 2019. Resolutions in this regard.
- VI. Proposal of resolutions with respect to the amendments to the Fifth Article of the Company Bylaws, in order to reflect the modifications of the share capital, without variations in the number of shares pursuant to the resolutions adopted by this Assembly. Resolutions in this regard.
- VII. Designation of delegates who formalize and comply with the resolutions adopted by the Ordinary and Extraordinary Annual General Meeting of Shareholders. Resolutions in this regard.

To be entitled to the Meeting, shareholders must deposit their share certificates at the Company's offices, located at Jaime Balmes No. 8, 10th floor, corner with Av. Ejército Nacional, Col. Los Morales Polanco, Miguel Hidalgo, C.P. 11510, Mexico City, or at S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V., or in a credit institution, national or foreign, and present to the Company the corresponding deposit receipt, no later than the business day prior to the date of the Meeting and obtain from the Company the admission pass and the forms that, in order to be represented at the Meeting, may be used by the shareholders in terms of article 49, section III, of the Law of the Stock Market. All of which, with the information and documents relating to each of the items on the Agenda, will be made available through the S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V., or directly at the aforementioned offices of the Company, free of charge and immediately as from the publication of this notice. The timetable for depositing shares, receiving the admission card and obtaining the documentation relating to the items on the Agenda, with the forms, will be from 10:00 a.m. to 5:00 p.m., Monday to Friday.

Brokerage Firms and custodial institutions are reminded to submit a list containing the name, address, nationality of the shareholders and number of shares they represent.

Mexico City, February 13, 2019.

Alberto G. Saavedra O.
Secretary of the Board of Directors
Kimberly Clark de México, S.A.B. de C.V.