



SUMMARY OF RESOLUTIONS ADOPTED BY THE ORDINARY AND EXTRAORDINARY ANNUAL SHAREHOLDERS MEETING OF KIMBERLY-CLARK DE MEXICO, S.A.B. DE C.V., HELD ON MARCH 02, 2017.

ORDINARY SHAREHOLDERS MEETING RESOLUTIONS

1. Approval of the report regarding Article 172 of the General Corporations Law (*Ley General de Sociedades Mercantiles*) submitted by the General Director of Kimberly-Clark de Mexico, S.A.B. de C.V. (the “Company”) to the Shareholders Meeting regarding the progress and transactions of the Company during the fiscal year of January 1 to December 31, 2016.
2. Approval of the opinion regarding Article 28, section IV, paragraph c) of the Securities Market Law (*Ley del Mercado de Valores*), submitted by the Board of Directors regarding the report of the General Director and approved by the shareholders of the Company.
3. Approval of the report regarding Article 28, section IV, paragraph b) of the Securities Market Law (*Ley del Mercado de Valores*), presented by the external auditor on the progress of the Company and its operations for the fiscal year that ended on December 31, 2016.
4. Approval of the individual and consolidated financial statements of the Company as of December 31, 2016.
5. Approval of the report regarding Article 172, paragraph b) of the General Corporations Law (*Ley General de Sociedades Mercantiles*) submitted to the Shareholders Meeting by the Board of Directors, regarding the accounting policies, criteria and the information used in the elaboration of the financial information of the Company, for the fiscal year of January 1 to December 31, 2016.
6. Approval of the report that, in compliance with the provisions of Section XIX of Article 76 of the Law on Income Tax (*Ley del Impuesto Sobre la Renta*), reports the fulfillment of the individual tax liability of the Company for the financial and fiscal year which ended on December 31, 2015.
7. Approval of the report that was adopted in pursuance of Article 28, section IV, paragraph a) of the Securities Market Law (*Ley del Mercado de Valores*) regarding the activities undertaken by the Audit Committee and Corporate Governance for the year ended on December 31, 2016.
8. It was agreed that net income for the year ended on December 31, 2016 represents the sum of \$4,793,565,247.000 Mex. Cy., which includes the participation of its subsidiaries in the amount of \$664,657,000.00 Mex. Cy., which appears in the Individual Results of the Company representing the year ended on December 31 of 2015, applied to the account of retained earnings from previous years.
9. It was agreed to pay a dividend in cash, representing the amount of \$1.58 Mex. Cy., per share, which will be paid in four (4) exhibits in a rate of \$0.395 Mex. Cy., for each share, on April 6, July 6, October 5 and December 7 of 2017, to each of the Series “A” and Series “B” shares that represents the capital stock, and that are issued, subscribed and paid, in each of these dates on which the payment needs to be made, against the delivery of coupons 53, 54, 55 and 56 of the certificate representative of the outstanding shares.

10. The resignation of Mrs. Elane Stock from her position as member of the Board of Directors of the Company was accepted, and it was approved the appointment of Mrs. Sandra MacQuillan to exercise said position.

11. The positions of each other members and alternates of the Board of Directors of the Company were ratified, and Mr. Emilio Carrillo Gamboa was ratified as Chairman of the Audit and Corporate Governance Committee from the date of the execution of the Shareholders Meeting, and in compliance with the provisions of Article 26 of the Securities Market Law (*Ley del Mercado de Valores*), the independence of the members of the Board of Directors was qualified.

12. It was agreed to pay to the members and alternates of the Board of Directors, and the Secretary, for the year ending on December 31, 2017 and until another Shareholders Meeting solve a different thing, a payment of the amount of \$80,000.00 Mex. Cy., for each meeting of the Board of Directors and Committees constituted by it and they attend during the year.

13. Approval of the report presented to the Shareholders Meeting by the Board of Directors through its Chairman regarding the policies of the Company in connection with the purchase of own shares and the amount of \$1'100,000,000.00 Mex. Cy., was approved as the maximum amount of resources for the acquisition of treasury shares that may be used for this purpose in the fiscal year 2017.

EXTRAORDINARY SHAREHOLDERS MEETING RESOLUTIONS

14. It was agreed to cancel up to 4,420,645 common nominative shares, without par value, Class I, representing the fixed portion of the capital stock, from the repurchase program of shares held in the treasury of the Company, of which 2,520,222 are Series "A" and 1,900,423 are Series "B" that the Company has acquired through the share repurchase program approved by the Shareholders Meeting on February 23 of 1995.

15. In consequence of the cancellation of said shares, which was approved in connection with the previous resolution, the fixed capital was reduced in the total amount of \$12,081.62 Mex. Cy., amount which is equal to the theoretical value that the canceled shares had, to keep that part of the capital stock in the amount of \$8'457,733.75 Mex. Cy., represented by 3,094,670,233 shares, of which, 1,609,616,466 shares are Series "A" and 1,485,053,767 are Series "B", all of which represent the Company's fixed Capital.

16. It was agreed to amend the first paragraph of Article Five of the Bylaws of the Company to reflect the reduction in the fixed part of the capital stock.

17. Approval of the merger agreement celebration through which the Company, as surviving entity, will merge with its subsidiary, Almacenaje, Distribución y Transporte, S.A. de C.V., and the latter will be extinguished as merged entity. Moreover, the Shareholders Meeting approved the execution of the merger agreement, that is a part of the merger, as well as the execution and publication of any other act and/or document necessary for said merger to enter into effect.