

**AGENDA for the General Annual Ordinary and Extraordinary Shareholders' Meetings of Kimberly-Clark de México, S.A.B. de C.V. to be held on February 25, 2016**

**Annual Ordinary Meeting**

- I. Presentation and, in its case, approval of the report of the Chief Executive Officer in terms of Article 172 of the General Law of Business Corporations, together with the external auditor's report, regarding the operations and results of the Company for the fiscal year ended on December 31, 2015, as well as the opinion of the Board of Directors regarding the information contained in such report; presentation and, in its case, approval of the report by the Board of Directors in terms of Article 172 paragraph b) of the General Law of Business Corporations containing the main policies, accounting criteria and information followed in the preparation of the Company's financial information; presentation and, in its case, approval of the Financial Statements of the Company as to December 31, 2015, and application of such year's results; presentation and, in its case, approval of the report regarding the fiscal obligations of the Company, presentation and, in its case, approval of the annual report of the activities carried out by the Audit and Corporate Practices Committee. Resolutions in such respect.
- II. Presentation and, if appropriate, approval of the proposal of the Board of Director to pay in cash, in the amount of \$1.52 (one peso and fifty two cents) per share, for each of the ordinary, nominative, non-par value, outstanding shares of Series "A" and Series "B", through a payment of a cash dividend, from the balance of the net tax profit accumulated up to 2013 for the amount of \$0.38 (thirty eight cents in national currency) per share, on April 7<sup>th</sup>, July 7<sup>th</sup>, October 6<sup>th</sup> and December 1<sup>st</sup> of 2016. Resolutions in such respect.
- III. Appointment and/or ratification of the members of the Board of Directors, permanent and alternates, and the Chairman of the Company's Audit and Corporate Practices Committee and Secretary of the Board of Directors; resolution regarding the independence of the members of the Board of Directors, in accordance to the provisions of Article 26 of the Securities Law. Resolutions in such respect.
- IV. Compensation to the members of the Board of Directors and of the different Committees, Permanent and Alternates, as well as the Secretary of the Company. Resolutions in such respect.
- V. Presentation and, in its case, approval of the report of the Board of Directors in connection with the policies of the Company as to the acquisition of own shares and, as the case may be, offering of the same; proposition and, in its case, approval of the maximum amount of resources that may be used for the purchase of own shares for the fiscal year of 2016. Resolutions in such respect.

**Extraordinary Meeting**

- VI. Proposal for the cancellation of up to 27,766,598 common nominative, non-par value, Class I shares representative of the fixed portion of the capital stock of the Company, resulting from the share repurchase program and currently in the Company's Treasury, of which up to 14,337,071 correspond to the Series "A" and up to 13,429,527 correspond to the Series "B"; proposition and, in its case, approval of the amendments to Article Fifth of the Company's bylaws, in order to reflect the corresponding decrease of the fixed portion of the capital stock. Resolutions in such respect.
- VII. Appointment of Delegates to enforce and formalize the resolutions adopted by this General Annual Ordinary and Extraordinary Shareholders Meeting.