



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

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 March 2, 2017

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, 2016, 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, 2016, 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, the amount of \$1.58 Mex. Cy. (One peso and fifty-eight cents, Mexican Currency) per share, for each of the ordinary, nominative, non-par, value, outstanding shares of Series "A" and Series "B". Said dividend will be payable in 4 (four) exhibitions of \$0.395 Mex. Cy. (Thirty-nine and one-half cents, Mexican Currency) per share, on April, 6; July, 6; October, 5; and December, 7 of 2017. 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 2017. Resolutions in such respect.

Extraordinary Meeting

- VI. Proposal for the cancellation of up to 4,420,645 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 2,520,222 correspond to the Series "A" and up to 1,900,423 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. Proposal and, in its case, approval of the Company's merger, whereby the aforementioned, as surviving entity, would merge with its subsidiary, Almacénaje, Distribución y Transporte, S.A. de C.V., and the latter would be extinguished as merged entity. Resolutions in such respect.
- VIII. Appointment of Delegates to enforce and formalize the resolutions adopted by this General Annual Ordinary and Extraordinary Shareholders Meeting.