



SUMMARY OF RESOLUTIONS ADOPTED BY THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS MEETING OF KIMBERLY-CLARK DE MEXICO, S.A.B. DE C.V., HELD ON FEBRUARY 26^H OF 2015.

ORDINARY SHAREHOLDERS MEETING RESOLUTIONS

1. Approval of the report regarding Article 172nd of the General Corporations Law (*Ley General de Sociedades Mercantiles*) that was 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 1st to December 31st of 2014
2. Approval of the opinion regarding Article 28th, section IV, paragraph c) of the Securities Market Law (*Ley del Mercado de Valores*), that was submitted by the Board of Director regarding the report of the General Director and was approved by the shareholders of the Company.
3. Approval of the report regarding Article 28th, section IV, paragraph b) of the Securities Market Law (*Ley del Mercado de Valores*), that was presented by the external auditor on the progress of the Company and its operations for the fiscal year that ended on December 31st of 2014.
4. Approval of the individual and consolidated financial statements of the Company as of December 31st of 2014.
5. Approval of the report regarding Article 172nd, paragraph b) of the General Corporations Law (*Ley General de Sociedades Mercantiles*) that was 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 1st to December 31st of 2014.
6. Approval of the report that in compliance with the provisions of Section XX of Article 76 of the Law on Income Tax (*Ley del Impuesto Sobre la Renta*) in force until December 31st of 2014, reports on the fulfillment of individual tax liability of the Company for the financial and fiscal year which ended on December 31st of 2013.
7. Approval of the report that was adopted in pursuance of Article 28th, 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 31st of 2014.

8. It was agreed that net income for the year ended on December 31st of 2014 represents the sum of \$ 3,544,118,326.00 pesos M.N. (three thousand five hundred and forty four million one hundred and eighteen thousand three hundred and twenty six pesos 00/100 national currency) for the year ended December 31, 2014, which includes the participation of its subsidiaries in the amount of \$ 465,651,000.00 pesos M.N. (four hundred and sixty five thousand six hundred and fifty one thousand pesos 00/100 national currency), which appear in the Individual Results of the Company representing the year ended on December 31st of 2014, applied to the account of retained earnings from previous years.
9. It was agreed that from the profit account, to pay a dividend in cash from the balance of the net taxable income for the year 2014 and previous, representing the amount of \$ 0.74 (seventy four cents currency money) for each share, which will be paid in two (2) exhibits in a rate of \$ 0.37 (thirty seven cents national currency) for each share, on April 9rd, July 2rd of 2015, to each of the shares that are issued, subscribed and paid, in each of these dates on which the payment needs to be made, against the delivery of coupons 45 and 46 of the certificates representative of the outstanding share in circulation.
10. It was agreed to reduce the theoretical value of the Company's shares in the amount of \$0.00000017 per share, without cancelling any shares, authorizing the repayment of \$0.74 (seventy four cents currency money) per share. The repayment will be for up to \$2,300,000,000.00 (two thousand and three hundred million pesos 00/100 national currency), from company equity shown in the financial statements previously approved. The repayment will be paid in two (2) exhibits in a rate of \$ 0.37 (thirty seven cents currency money) for each share, on October 1st, December 3rd of 2015, to each of the shares that are issued, subscribed and paid, in each of these dates on which the payment needs to be made, against the delivery of coupons 47 and 48 of the certificates representative of the outstanding share in circulation.
11. Derived from points 9 and 10, it was agreed that the Secretary has enough powers so that, in due time, the Company can issue new certificates that would represent the number of shares, with a coupon adhered to them for the exercise of shareholders' rights, and exchanging them with the certificates currently in circulation.
12. The resignation of Mr. Christian A. Brickman from his position as member of the Board of Directors of the Company was accepted, and it was approved the appointment of Ms. Elaine Stock to exercise said position.

13. 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 26th of the Securities Market Law (*Ley del Mercado de Valores*) the independence of the members of the Board of Directors was qualified.
14. It was agreed to pay to the members and alternates of the Board of Directors, and the Secretary, for the year ending on December 31st of 2015 and until another Shareholders Meeting solve a different thing, a payment of the amount of \$ 70,000.00 M.N. (seventy thousand pesos 00/100 national currency) for each meeting of the Board of Directors and Committees constituted by it and they attend during the year.
15. 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 \$1,300,000,000.00 M.N. (one thousand three hundred million pesos 00/100 national currency) 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 2015.
16. It was agreed to cancel up to 14,247,052 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 7,224,105 are Series "A" and 7,022,947 are Series "B" that the Company has acquired through the share repurchase program approved by the Shareholders Meeting on February 23rd of 1995.
17. In consequence of the cancellation of said shares, the fixed capital was reduced in the total amount of \$ 38,939.60 pesos M.N. (thirty eight thousand nine hundred and thirty nine 60/100 national currency) 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 \$ 8,546,228.72 M.N. (eight million five hundred and forty six thousand two hundred and twenty eight 72/100 national currency), represented by 3,126,857,476 (three thousand one hundred and twenty six million eight hundred and fifty seven thousand four hundred and seventy six) common shares, nominative, without par value, Class I, representing the fixed part of the capital stock.
18. . It was agreed to grant the Secretary powers to amend the first paragraph of Article Five of the Bylaws of the Company once the last repayment exhibit has been made on December 3rd, 2015 via a certificate, in order to reflect the reduction in the fixed part of the capital stock in accordance with the resolutions adopted.