

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM601771

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	10/31/2019

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CORPORATIVO DE MARCAS GJB, S.A. DE C.V.		11/25/2019	Corporation: MEXICO

## RECEIVING PARTY DATA

<b>Name:</b>	Becle, S.A.B. de C.V.
<b>Street Address:</b>	Guillermo Gonzalez Camarena 800
<b>Internal Address:</b>	Col. Zedec Santa Fe
<b>City:</b>	Delegacion Alvaro Obregon, Mexico City
<b>State/Country:</b>	MEXICO
<b>Postal Code:</b>	C.P. 01210
<b>Entity Type:</b>	Corporation: MEXICO

## PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
<b>Registration Number:</b>	3933671	
<b>Registration Number:</b>	4183573	DE LA VIUDA
<b>Serial Number:</b>	75116037	LAZARO COHIBA
<b>Registration Number:</b>	3908718	OSO NEGRO
<b>Registration Number:</b>	3942930	OSO NEGRO VODKA OSO NEGRO VODKA
<b>Registration Number:</b>	3545484	
<b>Registration Number:</b>	3945572	ROMPOPE SANTA CLARA
<b>Registration Number:</b>	4698197	VIUDA DE SÁNCHEZ
<b>Registration Number:</b>	4669980	DE LA VIUDA
<b>Registration Number:</b>	4760212	LA ORIGINAL VIUDA DE SANCHEZ
<b>Serial Number:</b>	87436996	VIUDA DE SANCHEZ
<b>Serial Number:</b>	87738467	HOTCHUP
<b>Serial Number:</b>	88662876	BAJA GOLD

## CORRESPONDENCE DATA

Fax Number: 2129499190

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent*

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*using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** 2129499022  
**Email:** fterranella@lawabel.com  
**Correspondent Name:** Frank Terranella  
**Address Line 1:** 666 THIRD AVE  
**Address Line 2:** 10TH FL  
**Address Line 4:** New York, NEW YORK 10017

**DOMESTIC REPRESENTATIVE**

**Name:** Juliane Abelman  
**Address Line 1:** 666 3rd Avenue  
**Address Line 2:** 10th Floor  
**Address Line 4:** New York, NEW YORK 10017

<b>NAME OF SUBMITTER:</b>	Frank Terranella
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<b>SIGNATURE:</b>	/ft/
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<b>DATE SIGNED:</b>	10/08/2020
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**Total Attachments: 18**

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39

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BOOK NUMBER ONE THOUSAND FOUR HUNDRED THIRTY-FIVE. -----MGM/TSR/MGM.-  
INSTRUMENT NINETY-THREE THOUSAND NINE HUNDRED SEVEN. -----

In Mexico City, on December 11, 2019. ----- [Paper Stamp: MX]

MAURICIO GALVEZ MUNOZ, holder of notary office number thirty-nine of Mexico City, hereby certifies: -----

A. – THE MERGER by ABSORPTION or INCORPORATION of “BECLE”, SOCIEDAD ANONIMA BURSATIL DE CAPITAL VARIABLE, as the SURVIVING COMPANY, with “LANCEROS, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, “SUNRISE DISTILLERS”, SOCIEDAD ANONIMA PROMOTORA DE INVERSION DE CAPITAL VARIABLE, “JOSE CUERVO”, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, “TEQUILA CUERVO LA ROJENA”, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, “EX HACIENDA LOS CAMICHINES”, SOCIEDAD ANONIMA DE CAPITAL VARIABLE and “CORPORATIVE DE MARCAS GJB”, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, as ABSORBED COMPANIES, which are extinguished, and; -----

B. – THE POWERS granted by BECLE, SOCIEDAD ANONIMA BURSATIL DE CAPITAL VARIABLE, “LANCEROS”, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, “SUNRISE DISTILLERS”, SOCIEDAD ANONIMA PROMOTORA DE INVERSION DE CAPITAL VARIABLE, “JOSE CUERVO”, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, “TEQUILA CUERVO LA ROJENA”, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, “EX HACIENDA LOS CAMICHINES”, SOCIEDAD ANONIMA DE CAPITAL VARIABLE and “CORPORATIVO DE MARCAS GJB”, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, in favor of Messrs. PEDRO PABLO BARRAGAN BARRAGAN, CYNTHIA CORRO ORIGEL, ANGEL SANCHEZ MORALES, FERNANDO SUAREZ GERARD, JORGE VICTOR LOPEZ CONTRERAS, ROSELYN ALMARAZ MACIAS, MIRIAM ADRIANA MORALES FIGUEROA, MONTSERRAT SALDANA GOMEZ, DANIELA LOPEZ VILLANUEVA and SILVIA SANTIAGO JERONIMO, resulting from the notarization of the minutes of the Extraordinary General Meetings of Shareholders held at the request of Mrs. Cynthia Corro Origel, in accordance with the following background and clauses: -----

----- BACKGROUND -----

“BECLE”, SOCIEDAD ANONIMA BURSATIL DE CAPITAL VARIABLE. -----

I. – INCORPORATION. – By instrument number seventy-four thousand four hundred eighty-nine, dated November 5, 2002, granted before Mr. Carlos de Pablo Serna, notary number one hundred thirty-seven of Mexico City, recorded in commercial file number “295310” (two hundred ninety-five thousand three hundred ten) of the Public Commerce Registry of Mexico City, “BECLE”, SOCIEDAD ANONIMA DE CAPITAL VARIABLE was incorporated, with domicile in Mexico, then

still the Federal District, duration ninety-nine years, variable capital with a fixed minimum without withdrawal rights of fifty thousand pesos, national currency, and unlimited variable, foreign admission clause and corporate mission, among others, to produce, assemble, transform, distribute, represent, acquire, transfer, import, export and sell all types of items of legal commerce, especially alcoholic and non-alcoholic beverages, food products and, in general, to perform all types of mercantile acts. -----

**II. – CAPITAL INCREASE.** – By instrument number nine thousand one hundred ninety, dated December 19, 2013, granted before Mr. Carlos de Pablo Serna, notary number one hundred thirty-seven of Mexico City, not recorded, the variable portion of the capital stock of the referenced company was increased in the amount of four hundred sixty million pesos, national currency, bringing the capital stock to a total of One billion two hundred forty-three million six hundred seventy-three thousand five hundred fifty pesos, national currency, of which fifty thousand pesos, national currency, is the minimum fixed capital, and the remaining amount is variable. -----

**III. – VARIABLE CAPITAL REDUCTION AND INCREASE.** – The party appearing declares that through the minutes of various meetings of shareholders of his employer, it was resolved to reduce the capital stock of the company in question, always the variable portion, in the amount of four hundred sixty million pesos, national currency, and then to increase it to bring it to the current total capital stock of one billion two hundred forty-three million six hundred seventy-three thousand five hundred fifty pesos, national currency, of which fifty thousand pesos, national currency, is the minimum fixed capital stock and the remaining amount is variable. -----

**IV. – MERGER AND CAPITAL INCREASE.** – By instrument number one hundred thirteen thousand seven hundred twenty-eight, dated July 29, 2015, granted before Mr. Carlos de Pablo, notary number one hundred thirty-seven of Mexico City, recorded in commerce files numbers “295310” (two hundred ninety-five thousand three hundred ten), “140743” (one hundred forty thousand seven hundred forty-three) and in electronic commerce file number “398068-1” (three hundred ninety-eight thousand sixty-eight dash one) of the Public Commerce Registry of Mexico City, the agreements were formalized for the merger by absorption or incorporation of “BECLE”, SOCIEDAD ANONIMA DE CAPITAL VARIABLE as surviving company with “JB Y COMPANIA”, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, “ROMO HERMANAS”, SOCIEDAD ANONIMA DE CAPITAL VARIABLE and “COMERCIALIZADORA CACU”, SOCIEDAD ANONIMA DE CAPITAL VARIABLE, as absorbed companies that were extinguished, and the surviving company increased the variable portion of its capital stock in the amount of five thousand one hundred sixty-three million two hundred

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5

39

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[...]

**XIII. – ADOPTION OF MODALITY OF A PUBLICLY HELD COMPANY (*SOCIEDAD ANONIMA BURSATIL*) AND TOTAL REFORM OF BYLAWS.** – By instrument number one hundred seventeen thousand nine hundred fifty-one, dated January 25, 2017, granted before the referenced Mr. Carlos de Pablo, notary number one hundred thirty-seven of Mexico City, recorded in the referenced commercial file number “295310” (two hundred ninety-five thousand three hundred ten) of the Public Commerce Registry of Mexico City, among other things, , the corporate bylaws of “BECLE”, *SOCIEDAD ANONIMA DE CAPITAL VARIABLE* was fully reformed to adopt the modality of a *VARIABLE CAPITAL PUBLICLY HELD COMPANY (SOCIEDAD ANONIMA BURSATIL DE CAPITAL VARIABLE)* and, therefore, to adopt the legal system of Title II, Chapter II of the Stock Market Law. – From said instrument, it appears that its name continues to be “BECLE”, now followed by the words *SOCIEDAD ANONIMA BURSATIL DE CAPITAL VARIABLE*, its domicile Mexico City, its duration indefinite, its capital stock variable, with a fixed minimum without withdrawal rights of fifty thousand pesos, national currency, and unlimited variable stock, and its corporate mission, among others, to promote, incorporate, organize, exploit, acquire and hold shares of capital stock or equity of all types of commercial or civil corporations, associations or companies, whether industrial, commercial, service related or of any other kind, either domestic or foreign, which I copy below: .....

[...]

[Page 8, marked section]

[...]

**XVIII. – MEETING OF SHAREHOLDERS OF THE SURVIVING COMPANY.** – On November 25, 2019, the surviving company "BECLE", SOCIEDAD ANONIMA BURSATIL DE CAPITAL VARIABLE, held an extraordinary general meeting of shareholders, which the party appearing states because he does not have the corresponding book in hand was drafted on separate sheets, which he shows me, and that given the requirement and the effect of notarization, I attach to this instrument with letter "B" and from which I copy: .....

*"Becle, S.A.B. de C.V. ....*  
*Extraordinary General Meeting of Shareholders ....*  
*November 25, 2019 .....*

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11

39

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93907

Attach a copy of said financial statements, including the statement of financial position, to the file of the minutes of this meeting of shareholders. -----

II. Proposal and, as applicable, (i) approval of the merger of Beclé, S.A.B. de C.V., as surviving company with the companies Lanceros, S.A. de C.V., Sunrise Distillers, S.A.P.I. de C.V., Jose Cuervo, S.A. de C.V., Tequila Cuervo la Rajena, S.A. de C.V., Ex Hacienda los Camichines, S.A. de C.V. and Corporativo de Marcas GJB, S.A. de C.V., as absorbed companies which are extinguished; and (ii) the corresponding merger agreement, pertinent resolutions. -----

The Secretary reported to the meeting on the convenience of merging the Company, as the surviving company, with Lanceros S.A. de C.V., Sunrise Distillers, S.A.P.I. de C.V., Jose Cuervo, S.A. de C.V., Tequila Cuervo la Rajena, S.A. de C.V., Ex Hacienda los Camichines, S.A. de C.V. and Corporativo de Marcas GJB, S.A. de C.V. (jointly, the "Absorbed Companies"), as absorbed companies which are extinguished (the "Merger"), which shall take place taking as a reference the financial statements of those companies, undertaken on October 31, 2019, copies of which are attached to the file of these minutes. -----

Next, the Secretary stated that once the merger is approved, the Company shall assume, as the surviving company, all assets, liabilities and equity currently belonging to the Absorbed Companies, at their book value at October 31, 2019, the value which, as applicable, shall be updated and/or adjusted to reflect the final figures to the time the merger of the parties becomes effective, and for tax purposes. -----

Thus, the Secretary reported that the shareholders of the Absorbed Companies would hold the corresponding extraordinary general meetings of shareholders, for the same purpose of approving the merger, therefore the merger agreement to be signed by the Company and the Absorbed Companies was submitted to the shareholders for their approval. -----

It is proposed that the minority shares of Messrs. Juan Francisco Beckmann Vidal and Juan Domingo Beckmann Legorreta, as well as those of Casa Cuervo, S.A. de C.V. in the Absorbed Companies, be reimbursed, as long as the face value of the stocks they own is less than the value of 1 (one) share of the Company. Furthermore, given that the Absorbed Companies are subsidiaries of the Company, the Secretary noted to those in attendance that it would not be necessary to increase the Company's capital stock or issue additional shares representing said capital stock, as the investment in shares of the Company in the Absorbed Companies will be extinguished by merger into a single entity, and as indicated previously, the rest of the shares will be reimbursed. -----



Additionally, if the Merger is approved, the Secretary proposed to those in attendance that the same shall take effect (i) between the parties and for tax, accounting and financial purposes, on November 30, 2019, and (ii) to third parties, at the moment it is

Recording in the Public Commerce Registry, of the first transcript of the public instrument notarizing the Agreement, the minutes of this Meeting and the resolutions of each of the Absorbed Companies, as applicable, approving the Merger. The foregoing by virtue of agreeing to the immediate payment of the liabilities of the parties to the creditors who so require, which would be included in the notice of merger, in accordance with Article 225 of the General Law of Corporations. -----

After a broad discussion of the appropriateness of the Merger, the form in which it would take place and an analysis of the referenced merger agreement, as well as the other documents presented, 3,329,476,933 (three billion three hundred twenty-nine million four hundred seventy-six thousand nine hundred thirty-three) shares represented in the meeting, representing 92.7741% (ninety-two point seven seven four one percent) of shares of the Company in circulation, voted in favor of the following resolution: -----

Resolution II.1. To approve herein the merger of the Company, as the surviving company, with the Absorbed Companies, as absorbed companies which are extinguished, in the terms of Chapter Nine of the General Law of Corporations. -----

Resolution II.2. The Merger shall take place on the basis of the following: -----

----- MERGER AGREEMENTS -----

ONE. – MERGER. -----

Becle, S.A.B. de C.V. shall be the surviving company (the "Surviving Company") and the companies Lanceros, S.A. de C.V., Sunrise Distillers, S.A.P.I. de C.V., Jose Cuervo, S.A. de C.V., Tequila Cuervo la Rojena, S.A. de C.V., Ex Hacienda los Camichines, S.A. de C.V. and Corporativo de Marcas GJB, S.A. de C.V. (jointly, the "Absorbed Companies") shall be the absorbed companies, which will be extinguished. The merger shall take place with reference to the financial statements on October 31, 2019 and, in particular, the Company's statement of financial condition at that date, of both the Surviving Company and the Absorbed Companies. -----

TWO. – TRANSMISSION OF THE EQUITY. -----

[...]

Resolution 1.1. The Company's financial statements and statement of financial condition, prepared for the period from January 1, 2019 through October 31, 2019, which shall be used as a reference for the merger addressed in item two of the Agenda, are herein received and approved. Attach a copy of said financial statements, including the statement of financial condition, to the file of the minutes of this Meeting, as Annex "B" -----

II. Proposal and, as applicable, (i) approval of the merger of Beclé, S.A.B. de C.V., as surviving company with the companies Lanceros, S.A. de C.V., Sunrise Distillers, S.A.P.I. de C.V., Jose Cuervo, S.A. de C.V., Tequila Cuervo la Rajena, S.A. de C.V., Ex Hacienda los Camichines, S.A. de C.V. and Corporativo de Marcas GIB, S.A. de C.V., as absorbed companies with are extinguished; and (ii) the corresponding merger agreement, pertinent resolutions. ---

The President reported to the Meeting on the appropriateness of the merger between BECLE, S.A.B. DE C.V., as the surviving company (the "Surviving Company") and the Company and the companies Lanceros, S.A. de C.V., Jose Cuervo, S.A. de C.V., Tequila Cuervo la Rajena, S.A. de C.V., Ex Hacienda los Camichines, S.A. de C.V. and Corporativo de Marcas GIB, S.A. de C.V. (jointly, the "Absorbed Companies"), as absorbed companies which are extinguished (the "Merger") which shall take place taking as a reference the financial statements of said companies prepared at October 31, 2019, copies of which are attached to the file of these minutes. -----

Next, the President stated that once the merger is approved, the Company shall assume, as the surviving company, all assets, liabilities and equity currently belonging to the Absorbed Companies, at their book value at October 31, 2019, the value which, as applicable, shall be updated and/or adjusted to reflect the final figures to the time the merger of the parties becomes effective, and for tax purposes. -----

Thus, the Secretary reported that the shareholders of the Absorbed Companies would hold the corresponding extraordinary general meetings of shareholders, for the same purpose of approving the merger, therefore the merger agreement to be signed by the Company and the Absorbed Companies was submitted to the shareholders for their approval. -----

It is proposed that the minority shares of Messrs. Juan Francisco Beckmann Vidal and Juan Domingo Beckmann Legorreta, as well as those of Casa Cuervo, S.A. de C.V. in the Absorbed Companies, be reimbursed, as long as the face value of the stocks they own is less than the value of 1 (one ) share of the Company. Furthermore, given that the Absorbed Companies are subsidiaries of the Company, the Secretary noted to those in attendance that it would not be necessary to increase the Company's capital stock or issue additional shares representing said capital stock, as

[...]

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35

39

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93907

*the investment in shares of the Company in the Absorbed Companies will be extinguished by merger into a single entity, and as indicated previously, the rest of the shares will be reimbursed.* -----

*Additionally, if the Merger is approved, the Secretary proposed to those in attendance that the same shall take effect (i) between the parties and for tax, accounting and financial purposes, on November 30, 2019, and (ii) to third parties, at the moment it is recorded in the Public Commerce Registry, of the first transcript of the public instrument notarizing the Agreement, the minutes of this Meeting and the resolutions of each of the Absorbed Companies, as applicable, approving the Merger. The foregoing by virtue of agreeing to the immediate payment of the liabilities of the parties to the creditors who so require, which would be included in the notice of merger, in accordance with Article 225 of the General Law of Corporations.* -----

*After a broad discussion of the appropriateness of the Merger, the form in which it would take place and an analysis of the referenced merger agreement, the following resolutions passed by unanimous vote:* -----

Resolution II.1. *To approve herein the merger of the Company, as the surviving company, with the Absorbed Companies, as absorbed companies which are extinguished, in the terms of Chapter Nine of the General Law of Corporations.* -----

Resolution II.2. *The Merger shall take place on the basis of the following:* -----

----- MERGER AGREEMENTS -----

ONE. -- MERGER. -----

*Becle, S.A.B. de C.V. shall be the surviving company (the "Surviving Company") and the companies Lanceros, S.A. de C.V., Sunrise Distillers, S.A.P.I. de C.V., Jose Cuervo, S.A. de C.V., Tequila Cuervo la Rojena, S.A. de C.V., Ex Hacienda los Camichines, S.A. de C.V. and Corporativo de Marcas GJB, S.A. de C.V. (jointly, the "Absorbed Companies") shall be the absorbed companies, which will be extinguished. The merger shall take place with reference to the financial statements on October 31, 2019 and, in particular, the Company's statement of financial condition at that date, of both the Surviving Company and the Absorbed Companies.* -----

TWO. -- TRANSMISSION OF THE EQUITY. -----

[...]

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47

39

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S.A. de C.V., as absorbed companies with are extinguished; and (ii) the corresponding merger agreement, pertinent resolutions.

The President reported to the Meeting on the appropriateness of the merger between BECLE, S.A.B. DE C.V., as the surviving company (the "Surviving Company") and the Company and the companies Lanceras, S.A. de C.V., Jose Cuervo, S.A. de C.V., Tequila Cuervo la Rojena, S.A. de C.V., Ex Hacienda los Camichines, S.A. de C.V. and Corporativo de Marcas GJB, S.A. de C.V. (jointly, the "Absorbed Companies"), as absorbed companies which are extinguished (the "Merger") which shall take place taking as a reference the financial statements of said companies prepared at October 31, 2019, copies of which are attached to the file of these minutes.

Next, the President stated that once the merger is approved, the Company shall assume, as the surviving company, all assets, liabilities and equity currently belonging to the Absorbed Companies, at their book value at October 31, 2019, the value which, as applicable, shall be updated and/or adjusted to reflect the final figures to the time the merger of the parties becomes effective, and for tax purposes.

Thus, the Secretary reported that the shareholders of the Absorbed Companies would hold the corresponding extraordinary general meetings of shareholders, for the same purpose of approving the merger, therefore the merger agreement to be signed by the Company and the Absorbed Companies was submitted to the shareholders for their approval.

[...]

[...]

Resolution II.1. To approve herein the merger of the Company, as the surviving company, with the Absorbed Companies, as absorbed companies which are extinguished, in the terms of Chapter Nine of the General Law of Corporations. -----

Resolution II.2. The Merger shall take place on the basis of the following: -----

----- MERGER AGREEMENTS -----

ONE. -- MERGER. -----

Becle, S.A.B. de C.V. shall be the surviving company (the "Surviving Company") and the companies Lancers, S.A. de C.V., Sunrise Distillers, S.A.P.I. de C.V., Jose Cuervo, S.A. de C.V., Tequila Cuervo la Rojena, S.A. de C.V., Ex Hacienda los Camichines, S.A. de C.V. and Corporativo de Marcas GJB, S.A. de C.V. (jointly, the "Absorbed Companies") shall be the absorbed companies, which will be extinguished. The merger shall take place with reference to the financial statements on October 31, 2019 and, in particular, the Company's statement of financial condition at that date, of both the Surviving Company and the Absorbed Companies. -----

[...]

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61

39

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*BECLE, S.A.B. de C.V. shall be the surviving company (the "Surviving Company") and the companies Lanceros, S.A. de C.V., Sunrise Distillers, S.A.P.I. de C.V., Jose Cuervo, S.A. de C.V., Tequila Cuervo la Rojena, S.A. de C.V., Ex Hacienda los Camichines, S.A. de C.V. and Corporativo de Marcas GJB, S.A. de C.V. (jointly, the "Absorbed Companies") shall be the absorbed companies, which will be extinguished. The merger shall take place with reference to the financial statements on October 31, 2019 and, in particular, the Company's statement of financial condition at that date, of both the Surviving Company and the Absorbed Companies.*

[...]

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**TWO. – TRANSMISSION OF THE EQUITY.** -----

As a result of the merger, the Surviving Company shall receive all equity, both assets and liabilities, and shall assume all rights and obligations of the Absorbed Companies, at the book value at October 31, 2019, a value which, as applicable, shall be updated and/or adjusted in the amounts effectively held on the date the merger takes effect between the parties. Thus, the Surviving Company shall acquire, as successor, direct ownership of the material and legal assets that make up the assets of the Absorbed Companies, including the determined or undetermined rights (principal, derivatives or accessories) existing or arising in the future, for reasons prior to or after the moment the agreed merger takes effect, and all rights and obligations of the Absorbed Companies, whether of a civil, commercial, tax or any other nature, shall be subrogated, without any reserve or limitation, and shall replace them in all guarantees granted and all debts undertaken by the Absorbed Companies derived from licenses, permits, contracts, concessions and any other act in which they may have participated. -----

**THREE. – SYSTEM OF EXTINCTION OF LIABILITIES.** -----

A. The Surviving Company shall undertake all obligations and credits of any nature or quality, principal, derivative or accessory, that make up the liabilities of the Absorbed Companies at the time the merger takes full effect. All of these liabilities shall be extinguished through their unconditional, timely and due payment by the Surviving Company, on the payment due dates established in the legal documents that have originated or result in accordance with the law. The provisions of this number Three shall include the system of extinction of liabilities of the Absorbed Company in terms of the provisions of article 223 of the General Law of Corporations. -----

B. The Surviving Company shall present the corresponding tax statements, shall pay all taxes of the Absorbed Companies that may have been outstanding and shall comply

[...]

**ECONOMY**

[Illegible text and seal]

Convocation of Extraordinary Meeting of Shareholders

**95 ANNEX "A"**

**CORPORATE  
PUBLICATIONS**

Convocation for General Meetings of Shareholders

2019-0000023928

Date 11-08-2019 16:27

Jose Cuervo

BECLE S.A.B. DE C.V.

By resolution of the Board of Directors of Becele, S.A.B. de C.V. (the "Company") in its meeting held on October 23, 2019, and pursuant to articles 179, 182, 183 and other applicable provisions of the General Law of Corporations and in articles Forty, Forty-three, Forty-four and Forty-five and other applicable provisions of its Corporate Bylaws, the shareholders of shares of the Company's capital stock are called to an extraordinary general meeting of shareholders which shall take place at 10:00 a.m. on November 25, 2019, at the Company's address at Guillermo Gonzalez Camarena No. 800, Col. Santa Fe, C.P. 01210 of Mexico City, Mexico, to address the matters contained in the following:

AGENDA

- i. Analysis and, as applicable, approval Company's financial statements on October 31, 2019, including the corresponding statement of financial condition, which shall serve as a reference for the merger of the Company referenced in item II below.
- ii. Proposal and, as applicable, approval of the merger of Becele, S.A.B. de C.V. as surviving company with the companies Lanceros, S.A. de C.V., Sunrise Distillers, S.A.P.I. de C.V., Jose Cuervo, S.A. de C.V., Tequila Cuervo la Rojena, S.A. de C.V., Ex Hacienda los Camichines, S.A. de C.V. and Corporativo de Marcas GJB, S.A. de C.V., as absorbed companies which will be extinguished; and (ii) the corresponding merger agreement, pertinent resolutions.
- iii. Designation of delegates to complete and formalize the resolutions passed by the meeting.

In terms of the provisions of Article Forty-Six of the Corporate Bylaws, in order to have a right to attend the meeting, shareholders shall exhibit the corresponding admission card, which shall be requested at least twenty-four hours prior to the time indicated for the meeting to take place, in the offices of the Company's secretary located at Guillermo Gonzalez Camarena No. 800, Col. Zedec Santa Fe, C.P. 01210 of Mexico City, Mexico, in order to obtain the corresponding admission card, shareholders shall (i) present the certificate or record of deposit of the shares issued by S.D. Ineval Institucion para el Deposito de Valores, S.A. de C.V., by a national or foreign credit institution or authorized stock brokerage firm, accompanied by a list identifying the shareholders, or (ii) deposit in the secretary's office the stock certificates representing the corresponding shares.

Stocks deposited in order to have a right to attend the Meeting shall not be returned until after the meeting has been held, through secure delivery issued thereby to the shareholder or his/her representative.

Shareholders may be represented in the Meeting by the person or persons who certify their legal status through a simple power of attorney letter signed before two witnesses. In the specific case of legal representatives of brokerage firms, trusts, funds, national or foreign credit institutions and/or any entity of the financial sector and/or the stock market that



Intends to attend and vote in the Meeting, their representation shall be certified through power of attorney granted on forms prepared by the Company, which meet the requirements set forth in article 48, part III of the Stock Market Law and Article Forty-Seven of the corporate bylaws.

The stated admission cards and forms may be requested in the offices of the Company's secretary, located at the aforementioned address, within fifteen days prior to the date set to hold the meeting of shareholders, between 10:00 a.m. and 2:00 p.m., and from 4:00 p.m. to 6:00 p.m. Furthermore, information related to the agenda will be available to shareholders or their representatives during the same business hours, for fifteen days prior to the date set to hold the meeting of shareholders.

Mexico City, Mexico, November 8, 2019

[Signature]

Pedro Pablo Barragan Barragan  
Secretary of the Board of Directors

[Notary Seal: MAURICIO  
GALVEZ MUNOZ; UNITED  
MEXICAN STATES;  
NOTARY 39 OF THE  
FEDERAL DISTRICT,  
MEXICO]

105

General Law of Corporations.

After a broad discussion of the appropriateness of the Merger, the form in which it would take place and an analysis of the referenced merger agreement, as well as the other documents presented, 3,329,476,933 (three billion three hundred twenty-nine million four hundred seventy-six thousand nine hundred thirty-three) shares represented in the meeting, representing 92.7741% (ninety-two point seven seven four one percent) of shares of the Company in circulation, voted in favor of the following resolution:

Resolution II.1. To approve herein the merger of the Company, as the surviving company, with the Absorbed Companies, as absorbed companies which are extinguished, in the terms of Chapter Nine of the General Law of Corporations.

Resolution II.2. The Merger shall take place on the basis of the following:

#### **MERGER AGREEMENTS**

##### **ONE. – MERGER.**

*Becle, S.A.B. de C.V. shall be the surviving company (the “Surviving Company”) and the companies Lanceros, S.A. de C.V., Sunrise Distillers, S.A.P.I. de C.V., Jose Cuervo, S.A. de C.V., Tequila Cuervo la Rojena, S.A. de C.V., Ex Hacienda los Camichines, S.A. de C.V. and Corporativo de Marcas GJB, S.A. de C.V. (jointly, the “Absorbed Companies”) shall be the absorbed companies, which will be extinguished. The merger shall take place with reference to the financial statements on October 31, 2019 and, in particular, the Company’s statement of financial condition at that date, of both the Surviving Company and the Absorbed Companies.*

##### **TWO. – TRANSMISSION OF THE EQUITY.**

*As a result of the merger, the Surviving Company shall receive all equity, both assets and liabilities, and shall assume all rights and obligations of the Absorbed Companies, at the book value at October 31, 2019, a value which, as applicable, shall be updated and/or adjusted in the amounts effectively held*

