



Form for the representation of shareholders at the Annual General Ordinary Shareholders Meeting in terms of Article 49 subsection III of the Mexican Securities Market Law
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**ORBIA ADVANCE CORPORATION, S.A.B. DE C.V.
ANNUAL GENERAL ORDINARY SHAREHOLDERS MEETING
MARCH 30TH, 2021**

**Form for the representation of shareholders at the Annual General Ordinary Shareholders Meeting
in terms of Article 49 subsection III of the Mexican Securities Market Law**

_____ [by my own right] [on behalf of _____] I hereby appoint as my representative _____ and grant such person a special power of attorney deemed as special in regards to its purpose but as general in regards to the powers granted, to appear at the Annual General Ordinary Shareholders Meeting of Orbia Advance Corporation, S.A.B. de C.V., referred to in the heading and vote _____ ordinary nominative shares, of which I am the owner and shall be voted in each of the items of the agenda prepared for such shareholders meeting in the way described below, either in the act of the shareholder meeting or by the delivery of this form.

Annual General Ordinary Shareholders Meeting

[1.1 Report of the Chief Executive Officer and based on such report, the Report of the Board of Directors for the purposes of Article 28, section IV, subsection b\) of the Securities Market Law \(Ley del Mercado de Valores\) and Article 172 of the General Corporations and Partnership Law \(Ley General de Sociedades Mercantiles\), regarding the operations and results of the year ended December 31st, 2020:](#)

Approved

Not Approved

Abstain

[1.2 Individual and consolidated audited financial statements of the Company and its Subsidiaries as of December 31st, 2020:](#)

Approved

Not Approved

Abstain

[1.3 The report referred to in Article 76, Fraction XIX of the Income Tax Law \(Ley del Impuesto sobre la Renta\):](#)

Approved

Not Approved

Abstain

[2. Presentation of the annual report of the Audit Committee of the Company:](#)

Approved

Not Approved

Abstain

[3. Presentation of the annual report of the Corporate Practices and Sustainability Committee of the Company:](#)

Approved

Not Approved

Abstain

4. Proposition and resolution on the results application that went from January 1st to December 31st, 2020:

4.1 Approval of the individual and consolidated net profit of the fiscal year that went from January 1st to December 31st, 2020 for an amount of US\$194,702,107.00

Approved

Not Approved

Abstain

4.2 Approval to record the individual and/or consolidated profits and/or losses referred to in section 4.1 in the Accumulated Results account.

Approved

Not Approved

Abstain

4.3 Proposal for the payment of a cash dividend of USD\$0.10 (ten cents of a Dollar) per share (for the issued shares with dividend rights), to be paid in four installments throughout 2021.

Approved

Not Approved

Abstain

5. Appointment and/or ratification of the members of the Board of Directors, its Chairman, its Secretary (non-member) and its Alternate Secretary (non-member), as well as the Chairman of the Audit Committee and the Chairman of the Corporate Practices and Sustainability Committee of the Company.

5.1 Ratification of the Honorary and lifetime Chairman of the Board of Directors:

DON ANTONIO DEL VALLE RUIZ, Honorary and lifetime Chairman (not a member) of the Board of Directors (Non Independent)

Approved

Not Approved

Abstain

5.2 Appointment and/or ratification of the members of the Board of Directors as follows:

JUAN PABLO DEL VALLE PEROCHENA, Chairman of the Board of Directors (Non Independent Board Member)

Approved

Not Approved

Abstain

ANTONIO DEL VALLE PEROCHENA, Board Member (Non Independent Board Member)

Approved

Not Approved

Abstain

MARIA DE GUADALUPE DEL VALLE PEROCHENA, Board Member (Non Independent Board Member)

Approved

Not Approved

Abstain

FRANCISCO JAVIER DEL VALLE PEROCHENA, Board Member (Non Independent Board Member)

Approved

Not Approved

Abstain

EDUARDO TRICIO HARO, Board Member (Independent Board Member)

Approved

Not Approved

Abstain

GUILLERMO ORTIZ MARTINEZ, Board Member (Independent Board Member)

Approved

Not Approved

Abstain

DIVO MILAN HADDAD, Board Member (Independent Board Member)

Approved

Not Approved

Abstain

ALMA ROSA MORENO RAZO, Board Member (Independent Board Member)

<input type="checkbox"/> Approved	<input type="checkbox"/> Not Approved	<input type="checkbox"/> Abstain
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MARIA TERESA ALTAGRACIA ARNAL MACHADO, Board Member (Independent Board Member)

<input type="checkbox"/> Approved	<input type="checkbox"/> Not Approved	<input type="checkbox"/> Abstain
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JACK GOLDSTEIN RING, Board Member (Independent Board Member)

<input type="checkbox"/> Approved	<input type="checkbox"/> Not Approved	<input type="checkbox"/> Abstain
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ANIL MENON, Board Member (Independent Board Member)

<input type="checkbox"/> Approved	<input type="checkbox"/> Not Approved	<input type="checkbox"/> Abstain
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MARK RAJKOWSKI, Board Member (Independent Board Member)

<input type="checkbox"/> Approved	<input type="checkbox"/> Not Approved	<input type="checkbox"/> Abstain
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[5.3 Appointment and/or ratification of the Chairman, Secretary \(non-member\) and Alternate Secretary \(non-member\) of the Board of Directors](#)

JUAN PABLO DEL VALLE PEROCHENA, Chairman of the Board of Directors

<input type="checkbox"/> Approved	<input type="checkbox"/> Not Approved	<input type="checkbox"/> Abstain
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JUAN PABLO DEL RIO BENÍTEZ, Secretary (non-member) of the Board of Directors

<input type="checkbox"/> Approved	<input type="checkbox"/> Not Approved	<input type="checkbox"/> Abstain
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SHELDON VINCENT HIRT, Alternate Secretary (non-member) of the Board of Directors

<input type="checkbox"/> Approved	<input type="checkbox"/> Not Approved	<input type="checkbox"/> Abstain
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[5.4 Appointment and/or ratification of the Chair of the Audit Committee and of the Corporate Practices and Sustainability Committee](#)

MARK RAJKOWSKI, Chair of the Audit Committee

<input type="checkbox"/> Approved	<input type="checkbox"/> Not Approved	<input type="checkbox"/> Abstain
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MARIA TERESA ALTAGRACIA ARNAL MACHADO, Chair of the Corporate Practices and Sustainability Committee

<input type="checkbox"/> Approved	<input type="checkbox"/> Not Approved	<input type="checkbox"/> Abstain
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6. Determination of the emoluments for the members of the Board of Directors and for the members of the Committees of the Company in charge of the Audit and Corporate Practices and Sustainability functions.

6.1 Emoluments:

The members of the Board of Directors, with the exception of the Honorary Chairman and the Chairman of the Board of Directors, to receive an annual payment in cash equivalent to USD\$60,000.00 (Sixty Thousand 00/100 Dollars of the United States of America) and a payment in kind equivalent to USD\$60,000.00 (Sixty Thousand 00/100 Dollars of the United States of America) in the Corporation's restricted shares.

The Honorary Chairman of the Board of Directors to receive an annual payment in cash equivalent to USD\$500,000.00 (Five Hundred Thousand 00/100 Dollars of the United States of America).

The Chairman of the Board of Directors to receive an annual payment in cash equivalent to USD\$750,000.00 (Seven Hundred and Fifty Thousand 00/100 Dollars of the United States of America) and, in addition, will be entitled to receive an additional contingent payment of up to a maximum of USD\$750,000.00 (Seven Hundred and Fifty Thousand 00/100 Dollars of the United States of America), payable based on the achievement of determined specific targets established and assessed by the Corporate Practices and Sustainability Committee.

The Chairman of the Audit Committee to receive, in addition to the payment in cash and in kind that as member of the Board of Directors corresponds to him, an annual payment in cash equivalent to USD\$25,000.00 (Twenty Five Thousand 00/100 Dollars of the United States of America) and, the Chairman's of the Corporate Practices and Sustainability Committee and of the Finance Committee will receive, in addition to their payments as members of the Board of Directors, an annual payment in cash equivalent to USD\$20,000.00 (Twenty Thousand 00/100 Dollars of the United States of America).

Additionally, it is proposed that the Company grants in favor of the members of the Board of Directors and of the abovementioned Committees and in favor of its Secretary and the Alternate Secretary an indemnity consisting in the defense by Mexichem in case of law suits or proceedings initiated against them by reason of the performance of their duties.

Also, it is proposed to authorize that the Company (acting directly or through its respective subsidiaries) enters into the respective Indemnity agreements with the members of the Board of Directors.

Approved

Not Approved

Abstain

7. Determination of the maximum amount of resources that may be applied, from March 30, 2021 to April 2022, to the buyback share program of the Company.

7.1 Approval of the cancelation of the unused balance of the amount approved on April 28, 2020 for the buyback share program of the Company for the period between April 28, 2020 and March 30, 2021. Such amount will be determined the day before the shareholders meeting.

Approved

Not Approved

Abstain

7.2 Once the unused balance of the amount previously approved to be used for the buyback share program of the Company for the period between April 28, 2020 and March 30, 2021 is cancelled, and be duly constituted only for the used balance of the buyback fund equivalent to an amount in cash of the purchase price multiplied by the number of shares that the Company holds in its treasury until the day before this shareholders meeting, approve a fund for the repurchase of shares for an amount equal to the total net profits balance of the Company as of December 31, 2020 and including those retained profits from previous years, as permitted by the applicable legal dispositions, in the understanding that the acquisition and placement of the applicable shares of the Company will be made by the Company through the Mexican Stock Exchange (*Bolsa Mexicana de Valores, S.A.B. de C.V.*) at the market price of the shares and in compliance with other applicable dispositions referred to in Article Thirteen of the Bylaws, Article 56 of the Mexican Securities Market Law (*Ley del Mercado de Valores*) and Articles 56 to 63 of the "*Disposiciones de caracter general aplicables a las emisoras de valores y a otros participantes del mercado de valores*".

Approved

Not Approved

Abstain

8. Annual Report of the Board of Directors in respect of the adoption or amendment to the "Policies for Company's Acquisition of its Own Shares" and in respect of the resolutions of such Board of Directors in connection with the purchase and / or placement of the Company's own shares.

Approved

Not Approved

Abstain

[9. Proposal and resolution regarding the long-term incentive plan for employees.](#)

On the proposal of the Corporate Practices and Sustainability Committee and the resolutions of the Board of Directors, it is proposed that the Company's long term incentive plan be approved, the main terms and conditions of which are described in the document attached hereto as Annex 1 .

Approved

Not Approved

Abstain

10. Designation of delegates to execute and formalize the resolutions to be adopted by the Shareholders Meeting.

Approved

Not Approved

Abstain

Date: _____

Shareholder Name

Representative